

NOTICE OF FILING AND HEARING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 26/10/2020 9:45:25 PM AEDT and has been accepted for filing under the Court's Rules. Filing and hearing details follow and important additional information about these are set out below.

Filing and Hearing Details

| | |
|----------------------------|---|
| Document Lodged: | Interlocutory process (Rule 2.2): Federal Court (Corporations) Rules 2000 form 3 |
| File Number: | NSD714/2020 |
| File Title: | WELLS FARGO TRUST COMPANY, NATIONAL ASSOCIATION (AS OWNER TRUSTEE) & ANOR v VB LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 268 741 & ORS |
| Registry: | NEW SOUTH WALES REGISTRY - FEDERAL COURT OF AUSTRALIA |
| Reason for Listing: | Interlocutory Hearing |
| Time and date for hearing: | 10/11/2020, 11:15 AM |
| Place: | Please check Daily Court List for details |



Sia Lagos

Dated: 27/10/2020 4:30:09 PM AEDT

Registrar

Important Information

As required by the Court's Rules, this Notice has been inserted as the first page of the document which has been accepted for electronic filing. It is now taken to be part of that document for the purposes of the proceeding in the Court and contains important information for all parties to that proceeding. It must be included in the document served on each of those parties.

The Reason for Listing shown above is descriptive and does not limit the issues that might be dealt with, or the orders that might be made, at the hearing.

The date and time of lodgment also shown above are the date and time that the document was received by the Court. Under the Court's Rules the date of filing of the document is the day it was lodged (if that is a business day for the Registry which accepts it and the document was received by 4.30 pm local time at that Registry) or otherwise the next working day for that Registry.



Form 3 Interlocutory process

(Rules 2.2, 15A.4, 15A.8 and 15A.9)

Federal Court of Australia
District Registry: New South Wales
Division: Commercial and Corporations List

No. NSD 714 of 2020

IN THE MATTER OF VB LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 268 741 & ORS

VB LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 268 741 AND OTHERS NAMED IN SCHEDULE 1

Applicants

WELLS FARGO TRUST COMPANY, NATIONAL ASSOCIATION (AS OWNER TRUSTEE) AND ANOTHER NAMED IN SCHEDULE 2

Respondents

A. DETAILS OF APPLICATION

This application is made under sections 90-15 and 90-20 of the Insolvency Practice Schedule (Corporations) (**IPSC**), being Schedule 2 to the *Corporations Act 2001* (Cth), and under sections 21 and 56 of the *Federal Court of Australia Act 1976* (Cth) and the Court's implied jurisdiction.

On the facts stated in the supporting affidavit of Salvatore Algeri sworn on 26 October 2020 the Applicants seek the following orders:

1. A declaration that, on or before 18 June 2020, or such other date as determined by the Court, the First and Third Respondents discharged their obligation, under Art XI(2) of the Protocol (**CTC Protocol**) to the Cape Town Convention on matters specific to Aircraft Equipment (**CTC**), to "give possession" of the "aircraft objects" identified in Schedule 3 to this Interlocutory Process (**Aircraft Objects Schedule**);
2. A declaration that, on or before 18 June 2020, or such other date as determined by the Court, any obligations of the Respondents under Art XI(5) in relation to those aircraft objects came to an end.
3. A declaration that, if the Respondents do not, within 24 hours of the declaration sought in prayer 2 of this Interlocutory Process being made, take up possession of the aircraft objects in paragraphs 1 to 6 of the Aircraft Objects Schedule, the Respondents are deemed to have elected not to exercise their

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| Filed on behalf of (name & role of party) | The Applicants | | |
| Prepared by (name of person/lawyer) | Timothy James Sackar | | |
| Law firm (if applicable) | Clayton Utz | | |
| Tel | +61 2 9353 4000 | Fax | +61 2 8220 6700 |
| Email | kaadams@claytonutz.com | | |
| Address for service (include state and postcode) | Level 15, 1 Bligh Street, Sydney NSW 2000 | | |



self-help remedy under Art XI of the CTC Protocol, such that the rules of domestic insolvency law apply and, therefore, in accordance with section 90-15(1) of the IPSC, the Court orders that:

- a. the Applicants would be justified in redelivering the aircraft objects to 4700 Lyons Technology Parkway, Coconut Creek, Florida, 33073, United States of America; and
 - b. the Respondents are liable to pay the Applicants' reasonable costs relating to their redelivery of those aircraft objects.
4. An order that Order 3 of the Orders made by the Court on 8 September 2020 be vacated.
 5. An order that the Respondents pay the Applicants' costs of and incidental to the proceedings up to and including 8 September 2020, as agreed or assessed.
 6. An order that the Respondents pay the Applicants' costs of and incidental to complying with the Orders made by the Court on 3 September 2020, incurred up to 22 September 2020, in the sum of \$235,323.84.
 7. An order that the names of the First, Second and Fourth Respondents to the Amended Originating Application be amended to substitute in each name "(Administrators Appointed)" with "(subject to deed of company arrangement)".
 8. An order that the name of the Third Respondents to the Amended Originating Application be amended to: Vaughan Strawbridge, Salvatore Algeri, John Greig and Richard Hughes, in their capacity as joint and several deed administrators of the First, Second and Fourth Respondents.
 9. Costs.
 10. Liberty to apply.
 11. Such further or other orders or directions as the Court considers appropriate.

Date: 26 October 2020

A handwritten signature in blue ink, appearing to read 'Orfhlaith Maria McCoy'.

Signed by Timothy James Sackar (by his partner
Orfhlaith Maria McCoy)
Solicitor for the Applicants

This application will be heard by the Federal Court of Australia at the Owen Dixon Commonwealth Law Courts Building, 305 William Street, Melbourne, Victoria at 9.15am on 27 October 2020.



B. NOTICE TO RESPONDENT(S) (IF ANY)

C/ Mr Noel McCoy / Ms Safiyya Khan
Norton Rose Fulbright Australia
Level 5, 60 Martin Place
Sydney, NSW 2000
noel.mccoy@nortonrosefulbright.com /safiyya.khan@nortonrosefulbright.com

C. FILING

This interlocutory process is filed by Clayton Utz for the Applicants.

E. SERVICE

The Applicants' address for service is:

Attention: Timothy Sackar/Kassandra Adams
C/- Clayton Utz Lawyers
Level 15,
1 Bligh Street
SYDNEY NSW 2000

The Applicants intend to serve a copy of this Interlocutory Process on the Respondents and ASIC.

**SCHEDULE 1**

Federal Court of Australia
District Registry: New South Wales
Division: Commercial and Corporations List

No. NSD 714 of 2020

IN THE MATTER OF VB LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 268 741 & ORS**Applicants**

| | |
|-------------------|--|
| First Applicant: | VB Leaseco Pty Ltd (Administrators Appointed) ACN 134 268 741 |
| Second Applicant: | Virgin Australia Airlines Pty Ltd (Administrators Appointed) ACN 090 670 965 |
| Third Applicant | Vaughan Strawbridge, Salvatore Algeri, John Greig and Richard Hughes, in their capacity as joint and several voluntary administrators of the First and Second Applicants |
| Fourth Applicant | Tiger Airways Australia Pty Limited (Administrators Appointed) ACN 124 369 008 |

**SCHEDULE 2**

Federal Court of Australia
District Registry: New South Wales
Division: Commercial and Corporations List

No. NSD 714 of 2020

**IN THE MATTER OF VB LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 268 741 &
ORS**

Respondents

First Respondent: Wells Fargo Trust Company, National Association (as owner trustee)

Second Respondent: Willis Lease Finance Corporation



SCHEDULE 3

Federal Court of Australia
 District Registry: New South Wales
 Division: Commercial and Corporations List

No. NSD 714 of 2020

IN THE MATTER OF VB LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 268 741 & ORS

NOTE: In this Schedule 3, Appendix A and Appendix B are references to Appendix A in the Court Book at pages 15 to 39 (inclusive) and to Appendix B in the Court Book at pages 40 to 99 (inclusive).

Schedule of “aircraft objects”

Engines

- (1) CFM International Engine, Model CFM56-7B24 with engine serial number 888473.
- (2) CFM International Engine, Model CFM56-7B24 with engine serial number 897193.
- (3) CFM International Engine, Model CFM56-7B24 with engine serial number 896999.
- (4) CFM International Engine, Model CFM56-7B24 with engine serial number 894902.

Accessories, parts, and equipment

(5) Engine stands:

(a) (for Engine 888473) with serial numbers:

(i) Cradle: P/N D71CRA00005G02, S/N MCC150728-1-3;

(ii) Base: P/N D71TRO00005G03, S/N MCC150728-1-3;

(b) (for Engine 897193) with serial numbers:

(i) Cradle: P/N D71CRA00005G02, S/N MCC150728-1-4;

(ii) Base: P/N D71TRO00005G03, S/N MCC150728-1-4;

(c) (for Engine 896999) with serial numbers:

(i) Cradle: P/N D71CRA00005G02, S/N MCC170335-1-1;

(ii) Base: P/N D71TRO00005G03, S/N MCC170335-1-1; and

(d) (for Engine 894902) with serial numbers:

(i) Cradle: P/N AM-2811-4800, S/N 769;

(ii) Base: P/N AM2563-200, S/N 1216.

(6) Quick engine change (**QEC**) units and accessories:

(a) (for Engine 888473) – as specified in Appendix A;

(b) (for Engine 897193) – as specified in Appendix A;



- (c) (for Engine 896999) – as specified in Appendix A; and
- (d) (for Engine 894902) – as specified in Appendix A.

Data, manuals, and records

(7) The following records in respect of each of the Engines:

(a) Historical Operator Records:

- (i) Authorized Release Certificates and Installation Work Orders for any engine parts which are replaced on or before the date that the Engines are removed and prepared for transportation by road in accordance with paragraph 4 of Schedule 3 (in the form required under clause 18.3(g) of the General Terms of Agreement applicable to any Engine Lease (**GTA**)); and
- (ii) Any records created, made or otherwise arising from the ferry flights or engine removal contemplated in Schedule 3 of these Orders (of the kind and in the form required under clause 7 of the GTA);

(b) End of Lease Operator Records/Status Statements:

- (i) History Statement for each of the Engines in the form specified in Appendix B;
- (ii) Non-Incident Statement for each of the Engines in the form specified in Appendix B;
- (iii) In respect any ferry flight referred to in Schedule 3:
 - (A) Non Incident Statement exclusive to that ferry flight that identifies the engine Time and Cycles at removal in the form required under Exhibit E of the GTA;
 - (B) Aircraft journey logs that identify flight hours and cycles accumulated for that ferry flight in accordance with item F in Exhibit F of the GTA or in a form similar to Exhibit D of the GTA and amended to reflect the ferry flight;
- (iv) Combination Statement for each of the Engines in the form specified in Appendix B;
- (v) Life Limited Parts Status Statement for each of the Engines in the form specified in Appendix B;
- (vi) Airworthiness Directive Status Statement for each of the Engines in the form specified in Appendix B;
- (vii) Approved Maintenance Organization (AMO) Statement for each Engine in the form specified in Appendix B;
- (viii) Commercial Traceability Statement to be completed by head lessee in the form specified in Appendix B;
- (ix) Documentation pertaining to any engine removal carried out in accordance with Schedule 3 including but not limited to:
 - (A) Engine removal work Order in a form similar to item 9 of Exhibit D of the GTA; and
 - (B) Long term preservation work order and tag in accordance with items P and Q in Exhibit F of the GTA.

(c) Lease Inspection Records:

- (i) OEM EHM redelivery report as referred to in clause 6(b)(i) of the GTA;



- (ii) Borescope Report as referred to in clauses 18.1(c) and 18.2(c) of the GTA;
- (iii) Borescope Video as referred to in clauses 18.1(c) and 18.2(c) of the GTA;
- (iv) C Check / MPD Tasks sign off as referred to in clauses 18.1(c) and 18.2(c) of the GTA;
- (v) Preservation tag as referred to in Exhibit F, clause q of the GTA;
- (vi) Dual Release Certificate being a United States Federal Aviation Administration (**FAA**) Form 337 and one of:
 - (A) a completed FAA Form 8130-3 (marked approved for Return to Service in accordance with part 43.9 of Title 14 of the US Code of Federal Regulations (**CFR**) and Release to Service in accordance with European Union Aviation Safety Agency (**EASA**) regulation Part 145.A.50); or
 - (B) an EASA Form One (marked approved for Release to Service in accordance with EASA Part 145.A.50 and Return to Service in accordance with 14 CFR 43.9).

Definition of Engine Lease

(8) In this Schedule 2, a reference to an Engine Lease is a reference to any or all of, as the case may be, the lease agreements between the First Applicant and the First Respondent, the engine lease support agreement between the Second Applicant and the First Respondent, and the sub-lease agreements between the First Respondent and the Second Respondent described in paragraph 5 of Schedule 3 of these Orders.