



Federal Court of Australia

District Registry: New South Wales

Division: General

No: NSD464/2020

**IN THE MATTER OF VIRGIN AUSTRALIA HOLDINGS LTD
(ADMINISTRATORS APPOINTED) ACN 100 686 226 & ORS**

**VAUGHAN STRAWBRIDGE, SALVATORE ALGERI, JOHN GREIG AND
RICHARD HUGHES, IN THEIR CAPACITY AS JOINT AND SEVERAL
VOLUNTARY ADMINISTRATORS OF THE SECOND TO THIRTY-NINTH
PLAINTIFFS** and others named in the schedule
Plaintiff

ORDER

JUDGE: JUSTICE MIDDLETON

DATE OF ORDER: 17 August 2020

WHERE MADE: Melbourne

THE COURT ORDERS THAT:

1. The Interlocutory Process filed 11 August 2020 (**Interlocutory Process**) by Broad Peak Investment Advisers Pte. Ltd (for and on behalf of Broad Peak Master Fund II Ltd and Broad Peak Asia Credit Opportunities Holdings Pte. Ltd) and Tor Investment Management (Hong Kong) Ltd (together, **the Applicants**) be dismissed.
2. The Applicants pay the Plaintiffs' costs of the Interlocutory Process.
3. Until further order, and until no later than 30 June 2021, pursuant to sections 37AF(1)(b)(i) and (ii) of the *Federal Court of Australia Act 1976* (Cth) (**FCA**), on the ground stated in section 37AG(1)(a) of the FCA, being that the order is necessary to prevent prejudice to the proper administration of justice, the Confidential Affidavit of Vaughan Neil Strawbridge (Applicants and BC Hart Aggregator) dated 14 August 2020 be kept confidential and be prohibited from disclosure to any person other than the Judge, hearing the Interlocutory Process by, the Judge's staff and assistants, the Plaintiffs and their legal representatives, BC Hart Aggregator, L.P, BC Hart Aggregator (Australia) Pty



Ltd (**Bain Capital**) and their affiliates and related entities (including their legal representatives), the Applicants and their legal representatives.

4. Until further order, and until no later than 30 June 2021, pursuant to sections 37AF(1)(b)(i) and (ii) of the FCA, on the ground stated in section 37AG(1)(a) of the FCA, being that the order is necessary to prevent prejudice to the proper administration of justice, the:
 - a. Confidential Affidavit of Vaughan Neil Strawbridge (Applicants Only) dated 14 August 2020 together with its Annexures;
 - b. Supplementary Confidential Affidavit of Vaughan Neil Strawbridge (Applicants Only) dated 16 August 2020 together with its Annexures;
 - c. Paragraphs 21, 33, 62 to 70 and 81 of the Plaintiffs Confidential Outline of Submissions dated 15 August 2020;
 - d. Confidential Affidavit of Sandeep Gupta dated 15 August 2020 together with Exhibit SG-1;
 - e. Confidential Affidavit of Willie Wong dated 15 August 2020 together with Exhibit WW-1; and
 - f. Confidential Exhibit CJC-2 to the Affidavit of Cameron John Cheetham dated 11 August 2020,

be kept confidential and be prohibited from disclosure to any person other than the Judge, hearing the Interlocutory Process, the Judge's staff and assistants, the Plaintiffs and the Applicants and their legal representatives.

5. Until further order, and until no later than 30 June 2021, pursuant to sections 37AF(1)(b)(i) and (ii) of the FCA, on the ground stated in section 37AG(1)(a) of the FCA,



being that the order is necessary to prevent prejudice to the proper administration of justice, the Sale and Implementation Deed dated 26 June 2020 between the Plaintiffs, Bain Capital and others in the form provided to the legal representatives of the Applicants on 17 August 2020 be kept confidential and be prohibited from disclosure to any person other than the Judge hearing the Interlocutory Process, the Judge's staff and assistants, the Plaintiffs and their legal representatives, Bain Capital and their affiliates and related entities (including their legal representatives) and the legal representatives of the Applicants.

6. The Administrators take all reasonable steps to cause notice of the Court's orders to be given, within one (1) business day of the making of the orders, to:
 - a. creditors (including persons or entities claiming to be creditors) of the Virgin Companies, in the following manner:
 - i. where the creditor is a registered user on the Halo Platform, by publishing a notice via the Halo Platform;
 - ii. where the creditor is not a registered user on the Halo Platform but the Administrators have an email address for a creditor, by notifying each such creditor, via email, of the making of the orders and providing a link to a website where the creditor may download the orders and the Interlocutory Process;
 - iii. where a creditor is not a registered user on the Halo Platform and the Administrators do not have an email address for a creditor but have a postal address for that creditor (or have received notification of non-delivery of a notice sent by email in accordance with paragraph (a)(ii) above), by notifying each such creditor, via post, of the making of the orders and providing a link to a website where the creditor may download the orders and the Interlocutory Process;



- iv. where a creditor is not a registered user on the Halo Platform and the Administrators do not have an email address for a creditor but have an email address for a trustee, custodian or other agent who represents or may act on behalf of that creditor, by notifying each such trustee, custodian or other agent, via email, of the making of the orders and providing a link to a website where the trustee, custodian, other agent or creditor may download the orders and the Interlocutory Process; and
 - v. by placing scanned, sealed copies of the Interlocutory Process and the orders on the website maintained by the Administrators at <https://www2.deloitte.com/au/en/pages/finance/articles/virgin-australiaholdings-limited-subidiaries.html>; and
- b. the Australian Securities and Investments Commission.
7. The Plaintiffs have liberty to apply on one (1) business day's written notice to the Court in relation to any variation or discharge of the Court's orders.
 8. The Court's orders be entered forthwith.

Date that entry is stamped: 18 August 2020

Sia Lagos
Registrar



Schedule

No: NSD464/2020

Federal Court of Australia
District Registry: New South Wales
Division: General

Second Plaintiff	VIRGIN AUSTRALIA HOLDINGS LTD (ADMINISTRATORS APPOINTED) ACN 100 686 226
Second Interested Person	COMMONWEALTH OF AUSTRALIA
Third Plaintiff	VIRGIN AUSTRALIA INTERNATIONAL OPERATIONS PTY LTD (ADMINISTRATORS APPOINTED) ACN 155 859 608
Third Interested Person	BC HART AGGREGATOR, L.P.
Fourth Plaintiff	VIRGIN AUSTRALIA INTERNATIONAL HOLDINGS PTY LTD (ADMINISTRATORS APPOINTED) ACN 155 860 021
Fourth Interested Person	BC HART AGGREGATOR (AUSTRALIA) PTY LTD
Fifth Plaintiff	VIRGIN AUSTRALIA INTERNATIONAL AIRLINES PTY LTD (ADMINISTRATORS APPOINTED) ACN 125 580 823
Sixth Plaintiff	VIRGIN AUSTRALIA AIRLINES (SE ASIA) PTY LTD (ADMINISTRATORS APPOINTED) ACN 097 892 389
Seventh Plaintiff	VIRGIN AUSTRALIA AIRLINES HOLDINGS PTY LTD (ADMINISTRATORS APPOINTED) ACN 093 924 675
Eighth Plaintiff	VAH NEWCO NO.1 PTY LTD (ADMINISTRATORS APPOINTED) ACN 160 881 345
Ninth Plaintiff	TIGER AIRWAYS AUSTRALIA PTY LIMITED (ADMINISTRATORS APPOINTED) ACN 124 369 008
Tenth Plaintiff	VIRGIN AUSTRALIA AIRLINES PTY LTD (ADMINISTRATORS APPOINTED) ACN 090 670 965
Eleventh Plaintiff	VA BORROWER 2019 NO. 1 PTY LTD (ADMINISTRATORS APPOINTED) ACN 633 241 059
Twelfth Plaintiff	VA BORROWER 2019 NO. 2 PTY LTD (ADMINISTRATORS APPOINTED) ACN 637 371 343



Thirteenth Plaintiff	VIRGIN TECH PTY LTD (ADMINISTRATORS APPOINTED) ACN 101 808 879
Fourteenth Plaintiff	SHORT HAUL 2018 NO. 1 PTY LTD (ADMINISTRATORS APPOINTED) ACN 622 014 831
Fifteenth Plaintiff	SHORT HAUL 2017 NO. 1 PTY LTD (ADMINISTRATORS APPOINTED) ACN 617 644 390
Sixteenth Plaintiff	SHORT HAUL 2017 NO. 2 PTY LTD (ADMINISTRATORS APPOINTED) ACN 617 644 443
Seventeenth Plaintiff	SHORT HAUL 2017 NO. 3 PTY LTD (ADMINISTRATORS APPOINTED) ACN 622 014 813
Eighteenth Plaintiff	VBNC5 PTY LTD (ADMINISTRATORS APPOINTED) ACN 119 691 502
Nineteenth Plaintiff	A.C.N. 098 904 262 PTY LTD (ADMINISTRATORS APPOINTED) ACN 098 904 262
Twentieth Plaintiff	VIRGIN AUSTRALIA REGIONAL AIRLINES PTY LTD (ADMINISTRATORS APPOINTED) ACN 008 997 662
Twenty First Plaintiff	VIRGIN AUSTRALIA HOLIDAYS PTY LTD (ADMINISTRATORS APPOINTED) ACN 118 552 159
Twenty Second Plaintiff	VB VENTURES PTY LTD (ADMINISTRATORS APPOINTED) ACN 125 139 004
Twenty Third Plaintiff	VIRGIN AUSTRALIA CARGO PTY LTD (ADMINISTRATORS APPOINTED) ACN 600 667 838
Twenty Fourth Plaintiff	VB LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 268 741
Twenty Fifth Plaintiff	VA HOLD CO PTY LTD (ADMINISTRATORS APPOINTED) ACN 165 507 157
Twenty Sixth Plaintiff	VA LEASE CO PTY LTD (ADMINISTRATORS APPOINTED) ACN 165 507 291
Twenty Seventh Plaintiff	VIRGIN AUSTRALIA 2013-1 ISSUER CO PTY LTD (ADMINISTRATORS APPOINTED) ACN 165 507 326
Twenty Eighth Plaintiff	737 2012 NO.1 PTY. LTD (ADMINISTRATORS APPOINTED) ACN 154 201 859
Twenty Ninth Plaintiff	737 2012 NO. 2 PTY LTD (ADMINISTRATORS APPOINTED)



ACN 154 225 064

- Thirtieth Plaintiff SHORT HAUL 2016 NO. 1 PTY LTD (ADMINISTRATORS APPOINTED) ACN 612 766 328
- Thirty First Plaintiff SHORT HAUL 2016 NO. 2 PTY LTD (ADMINISTRATORS APPOINTED) ACN 612 796 077
- Thirty Second Plaintiff SHORT HAUL 2014 NO. 1 PTY LTD (ADMINISTRATORS APPOINTED) ACN 600 809 612
- Thirty Third Plaintiff SHORT HAUL 2014 NO. 2 PTY LTD (ADMINISTRATORS APPOINTED) ACN 600 878 199
- Thirty Fourth Plaintiff VA REGIONAL LEASECO PTY LTD (ADMINISTRATORS APPOINTED) ACN 127 491 605
- Thirty Fifth Plaintiff VB 800 2009 PTY LTD (ADMINISTRATORS APPOINTED) ACN 135 488 934
- Thirty Sixth Plaintiff VB LEASECO NO 2 PTY LTD (ADMINISTRATORS APPOINTED) ACN 142 533 319
- Thirty Seventh Plaintiff VB LH 2008 NO. 1 PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 280 354
- Thirty Eighth Plaintiff VB LH 2008 NO. 2 PTY LTD (ADMINISTRATORS APPOINTED) ACN 134 288 805
- Thirty Ninth Plaintiff VB PDP 2010-11 PTY LTD (ADMINISTRATORS APPOINTED) ACN 140 818 266
- Fortieth Plaintiff TIGER INTERNATIONAL NUMBER 1 PTY LTD (ADMINISTRATORS APPOINTED) ACN 606 131 944
- Fortieth Plaintiff TIGER INTERNATIONAL NUMBER 1 PTY LTD (ADMINISTRATORS APPOINTED) ACN 606 131 944
- Forty First Plaintiff VAH NEWCO NO. 2 PTY LTD (IN LIQUIDATION) (ADMINISTRATORS APPOINTED) ACN 160 881 354
- Forty Second Plaintiff VB INVESTCO PTY LTD (IN LIQUIDATION) (ADMINISTRATORS APPOINTED) ACN 1001 961 095