



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: 25 May 2020

WHERE MADE: Melbourne

THE COURT ORDERS THAT:

1. The Interlocutory Process filed on 22 May 2020 be made returnable at 10.15am on 25 May 2020.
2. Order 9 of the orders of the Court made on 24 April 2020 in these proceedings be varied such that, pursuant to sections 443B(8) and 447A(1) of the Corporations Act, Part 5.3A of the Corporations Act is to operate in relation to each of the Second to Fortieth Plaintiffs as if:
 - (a) any liability of the First Plaintiffs under sections 443A(1)(c) and 443B(2) of the Corporations Act with respect to any aircraft, aircraft engines or other aviation equipment leased, used or occupied by, or in the possession of, any of the Second to Fortieth Plaintiffs (**Aircraft Leased Property**), is attributable to the period which begins after 16 June 2020, such that the First Plaintiffs are not personally liable for any liability with respect to any Aircraft Leased Property (including amounts payable pursuant to any leases of aircraft, aircraft engines or other aviation equipment entered into by any of the Second to Fortieth Plaintiffs), in the period from 28 April 2020 to 16 June 2020 inclusive;



- (b) any liability of the First Plaintiffs under sections 443A(1)(c) and 443B(2) of the Corporations Act with respect to any property leased, used or occupied by, or in the possession of, any of the Second to Fortieth Plaintiffs, other than Aircraft Leased Property (**Other Leased Property**), is attributable to the period which begins after 26 May 2020, such that the First Plaintiffs are not personally liable for any liability with respect to any Other Leased Property (including amounts payable pursuant to any leases of Other Leased Property entered into by any of the Second to Fortieth Plaintiffs), in the period from 28 April 2020 to 26 May 2020 inclusive; and
 - (c) the words “within five business days after the beginning of the administration” in section 443B(3) of the Corporations Act instead read:
 - (i) “by 16 June 2020”, in the case of Aircraft Leased Property; and
 - (ii) “by 26 May 2020”, in the case of Other Leased Property.
3. The First Plaintiffs take all reasonable steps to cause notice of the Court's orders to be given, within two (2) business days of the making of the orders, to:
- (a) owners and lessors of Aircraft Leased Property and Other Leased Property leased, used or occupied by the Second to the Fortieth Plaintiffs, in the following manner:
 - (i) where the First Plaintiffs have an email address for an owner or lessor, by notifying each such owner or lessor, via email, of the making of the orders and providing a link to a website where the owner or lessor may download the orders and the Interlocutory Process;
 - (ii) where the First Plaintiffs do not have an email address for an owner or lessor but have a postal address for that owner or lessor (or have received notification of non-delivery of a notice sent by email in accordance with (a)(i) above), by notifying each such owner or lessor, via post, of the making of the orders and providing a link to a website where the owner or lessor may download the orders and the Interlocutory Process; and
 - (iii) placing scanned, sealed copies of the Interlocutory Process and the orders on the website maintained by the First Plaintiffs at <https://www2.deloitte.com/au/en/pages/finance/articles/virgin-australiaholdings-limited-subsiidiaries.html>; and



- (b) the Australian Securities and Investments Commission.
4. Any person who can demonstrate a sufficient interest have liberty to apply to vary or discharge any orders made pursuant to paragraph 2 above, on 1 business day's written notice being given to the Plaintiffs and to the Associate to Justice Middleton.
 5. The Plaintiffs have liberty to apply on 1 business day's written notice to the Court in relation to any variation of the Court's orders.
 6. The Plaintiffs' costs of the application be treated as costs in the administrations of each of the Second to Fortieth Plaintiffs, jointly and severally.
 7. These orders be entered forthwith.

Date that entry is stamped: 20 May 2020

Sia Lagos
Registrar



Schedule

No: NSD464/2020

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

Interested Person	DEPUTY COMMISSIONER OF TAXATION
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
Fourth Plaintiff	VIRGIN AUSTRALIA INTERNATIONAL HOLDINGS PTY LTD (ADMINISTRATORS APPOINTED) ACN 155 860 021
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