

NOTICE OF FILING AND HEARING

This document was lodged electronically in the FEDERAL COURT OF AUSTRALIA (FCA) on 23/04/2020 4:51:21 PM AEST 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:	Originating process (Rule 2.2): Federal Court (Corporations) Rules 2000 form 2
File Number:	NSD464/2020
File Title:	APPLICATION N THE MATTER OF VIRGIN AUSTRALIA HOLDINGS LTD (ADMINISTRATORS APPOINTED) ACN 100 686 226 & ORS
Registry:	NEW SOUTH WALES REGISTRY - FEDERAL COURT OF AUSTRALIA
Reason for Listing:	Interlocutory Hearing
Time and date for hearing:	24/04/2020, 10:15 AM
Place:	Court Room Not Assigned, Level 17, Law Courts Building 184 Phillip Street Queens Square, Sydney; Court Room Not Assigned, Owen Dixon Commonwealth Law Courts Building Level 7, 305 William Street, Melbourne



Sia Lagos

Dated: 23/04/2020 5:05:55 PM AEST

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 2
(Rules 2.2 and 15A.3)

Originating process

No. NSD of 2020

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

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 EACH OF VIRGIN AUSTRALIA HOLDINGS LTD (ADMINISTRATORS APPOINTED) AND THE
THIRD TO THIRTY-NINTH PLAINTIFFS NAMED IN SCHEDULE 1**
First Plaintiffs

AND OTHERS NAMED IN SCHEDULE 1

A. DETAILS OF APPLICATION

This application is made under sections 443B(8) and 447A of the *Corporations Act 2001* (Cth) (**Corporations Act**) and section 90-15 of the Insolvency Practice Schedule (Corporations), being Schedule 2 to the Corporations Act (**IPSC**).

On the facts stated in the supporting affidavit of [Vaughan Neil Strawbridge] sworn 23 April 2020, the Plaintiffs seek the following orders:

Permission to provide notices of meetings to creditors electronically

1. An order pursuant to section 447A(1) of the Corporations Act, and further or alternatively section 90-15 of the IPSC, that Part 5.3A of the Corporations Act is to operate, *nunc pro tunc*, in relation to each of the Second to Thirty-Ninth Plaintiffs as if any notice (**Notice**) required to be given pursuant to sections 75-225(1) and 75-15 of the *Insolvency Practice Rules (Corporations) 2016* (Cth) (**IPR**) will be validly given to creditors of the Second to Thirty-Ninth Plaintiffs by reason of the following steps having been taken at least five business days prior to the date of the proposed meeting:

- (a) where the First Plaintiffs:

Filed on behalf of (name & role of party)	The Plaintiffs		
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	jrobertson@claytonutz.com		
Address for service (include state and postcode)	Level 15, 1 Bligh Street, Sydney NSW 2000		



- (i) have an email address for a creditor, by sending the Notice by email to each such creditor;
 - (ii) where the First Plaintiffs do not have an email address for a creditor but have a postal address for the creditor (or have received notification of non-delivery of a notice sent by email in accordance with (a)(i) above), by sending the Notice by posting a copy of it to the postal address for each such creditor;
- (b) by causing the Notice to be published on the Australian Securities and Investments Commission (**ASIC**) published notices website at <https://insolvencynotices.asic.gov.au/>; and
- (c) by publishing the Notice on the website maintained by the First Plaintiffs at <https://www2.deloitte.com/au/en/pages/finance/articles/virgin-australia-holdings-limited-subsidiaries.html>.

Other notices to creditors

2. An order pursuant to section 447A(1) of the Corporations Act, and further or alternatively section 90-15 of the IPSC, that if, pursuant to any provision in any of Part 5.3A of the Corporations Act, Part 5.3A of the *Corporations Regulations 2001* (Cth), the IPSC, or the IPR, the First Plaintiffs are required to provide any other notification to creditors during the administration of each of the Second to Thirty-Ninth Plaintiffs, the applicable notice requirements will be satisfied if the First Plaintiffs give such notice by taking the following steps:
- (a) where the First Plaintiffs:
 - (i) have an email address for a creditor, by notifying each such creditor of the relevant matter via email;
 - (ii) 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 (a)(i) above), by notifying each such creditor in writing of the relevant matter via post;
 - (b) by publishing notice of the relevant matter on the website maintained by the First Plaintiffs at <https://www2.deloitte.com/au/en/pages/finance/articles/virgin-australia-holdings-limited-subsidiaries.html>; and
 - (c) to the extent the matter relates to a meeting that is the subject of section 75-40(4) of the IPR, by causing notice of the meeting to be published on the ASIC published notices website at <https://insolvencynotices.asic.gov.au/>.



Conducting meetings of creditors electronically

3. An order pursuant to section 447A(1) of the Corporations Act, and further or alternatively section 90-15 of the IPSC, that, to the extent not permitted specifically by sections 75-30, 75-35 and 75-75 of the IPR, the First Plaintiff be permitted to hold meetings of creditors during the administration of each of the Second to Thirty-Ninth Plaintiffs by telephone or audio-visual conference (only, and in place of a physical meeting) with such details of the arrangements for using the telephone or audio-visual conference facilities to be specified in each of the notices issued to creditors.
4. An order pursuant to section 447A(1) of the Corporations Act, and further or alternatively section 90-15 of the IPSC, that, to the extent not permitted specifically by section 75-35(2)(b) of the IPR, the creditors of each of the Second to Thirty-Ninth Plaintiffs who wish to participate at any meetings of each of the Second to Thirty-Ninth Plaintiffs held by telephone or audio-visual conference (only, and in place of a physical meeting), must lodge with the First Plaintiffs, no later than the second last business day before the day on which the meeting is held, specific proxy forms containing the information in section 75-35(2)(b)(i)-(iii) of the IPR (with liberty to notify the First Plaintiffs of the withdrawal of that specific proxy and amended vote following any discussion at a meeting, in advance of a resolution being passed).

Committees of inspection

5. An order pursuant to section 447A(1) of the Corporations Act, and further or alternatively section 90-15 of the IPSC, that Divisions 75 and 80 of the IPSC and Division 75 of the IPR is to operate as if:
 - (a) the requirement in sections 80-10 and 80-15 of the IPSC for the creditors of a company to resolve that a committee of inspection be formed and to appoint members of the committee of inspection, be dispensed with;
 - (b) a single committee of inspection be formed in respect of the Second to Thirty-Ninth Plaintiffs;
 - (c) subject to (d)-(e) below, the members of the committee of inspection be persons proposed by the First Plaintiffs from nominations made to them in advance of, or at, the first meeting of the creditors of the Second to Thirty-Ninth Plaintiffs (**First Meeting**);
 - (d) no later than three (3) business days after the First Meeting, the First Plaintiffs put a proposal (**Proposal**) to the creditors of the Second to Thirty-Ninth Plaintiffs (by giving notice in conformity with the orders in paragraph 2 above and, subject to (iii)-(iv) below, otherwise in accordance with section 75-40 of the IPSC:
 - (i) that the members of the committee of inspection be those persons proposed by the First Plaintiffs;



- (ii) inviting the creditors of the Second to Thirty-Ninth Plaintiffs to vote either Yes or No on the Proposal;
 - (iii) the option of the creditors being permitted to object to the Proposal being determined without a meeting of creditors, be dispensed with; and
 - (iv) the time in section 75-130(3) of the IPS be abridged from 15 business days to 5 business days; and
 - (e) if the Proposal is taken to have passed in accordance with section 75-130(3) of the IPS, then the members of the committee of inspection be those persons proposed by the First Plaintiffs.
6. An order pursuant to section 447A(1) of the Corporations Act, and further or alternatively section 90-15 of the IPSC, that, to the extent not permitted specifically by rule 80-5(3) of the IPR:
- (a) a meeting of the committee of inspection may be convened by electronic notice sent to an email address specified by each of the members of the committee of inspection; and
 - (b) a meeting of the committee of inspection may be permitted to be held by telephone or audio-visual conference (only, and in place of a physical meeting) with such details of the arrangements for using the telephone or audio-visual conference facilities to be specified in each of the notices issued to, or by, the members of the committee of inspection. dispersed

Information to Creditors

7. An order pursuant to section 447A(1) of the Corporations Act, and further or alternatively section 90-15 of the IPSC, that section 70-1(2)(a) of the IPR is to operate in relation to each of the Second to Thirty-Ninth Plaintiffs as if:
- (a) the words “5 business days after receiving the request” be read as “10 business days after receiving the request”; and
 - (b) the First Plaintiffs may provide the information, report or document requested by a creditor by publishing that information, report or document on the website maintained by the First Plaintiffs at <https://www2.deloitte.com/au/en/pages/finance/articles/virgin-australia-holdings-limited-subsidiaries.html>, and by referring the creditor to that website.

Extension of time for the exercise of rights in relation to property

8. An order pursuant to section 443B(8) and / or 447A(1) of the Corporations Act, and further or alternatively section 90-15 of the IPSC, that Part 5.3A of the Corporations Act is to operate in relation to each of the Second to Thirty-Ninth Plaintiffs as if:



- (a) the First Plaintiffs' personal liability under sections 443A(1)(c) and 443B(2) of the Corporations Act begins on 26 May 2020, such that the First Plaintiffs are not personally liable for any liability with respect to any property leased, used or occupied by any of the Second to Thirty-Ninth Plaintiffs (including amounts payable pursuant to any leases entered into by any of the Second to Thirty-Ninth Plaintiffs), from any lessors, in the period from 28 April 2020 to 26 May 2020 inclusive; and
- (b) the words "within five business days after the beginning of the administration" in section 443B(3) of the Corporations Act instead read "by 26 May 2020".

Notification of application and orders

9. An order that the First Plaintiffs must take all reasonable steps to cause notice of these orders to be given, within two (2) business days of the making of these orders, to:
 - (a) the creditors (including persons or entities claiming to be creditors) of each of the Second to the Thirty-Ninth Plaintiffs, in the following manner:
 - (i) where the First Plaintiffs 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 Originating Process;
 - (ii) where the First Plaintiffs 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 (a)(i) 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 Originating Process; and
 - (iii) placing scanned, sealed copies of the Originating Process and the orders on the website maintained by the First Plaintiffs at <https://www2.deloitte.com/au/en/pages/finance/articles/virgin-australia-holdings-limited-subidiaries.html> ; and
 - (b) ASIC.

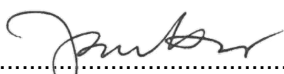
Other relief

10. An order that any person who can demonstrate a sufficient interest has liberty to apply to vary or discharge any orders made pursuant to paragraphs 1 to 8 above, on 3 business days' written notice being given to the Plaintiffs and to the Associate to Justice Farrell.
11. An order that the Plaintiffs have liberty to apply on 1 business day's written notice to the Court in relation to any variation of these orders or any other matter generally arising in the administrations of any or all of the Second to Thirty-Ninth Plaintiffs.



12. An order that the Plaintiffs' costs of the application are to be treated as costs in the administrations of each of the Second to Thirty-Ninth Plaintiffs, jointly and severally.
13. An order that these orders be entered forthwith.
14. Such further or other orders or directions as the Court considers appropriate.

Date: 23.04.2020


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Signed by Timothy James Sackar
Solicitor for the Plaintiffs

This application will be heard by the Judge in Court _____, Federal of Australia, Law Courts Building,
Queens Square, Sydney NSW 2000 at _____ on _____.

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

TO: N/A

If you or your legal practitioner do not appear before the Court at the time shown above, the application may be dealt with, and an order made, in your absence. As soon after that time as the business of the Court will allow, any of the following may happen:

- (a) the application may be heard and final relief given;
- (b) directions may be given for the future conduct of the proceeding;
- (c) any interlocutory application may be heard.

Before appearing before the Court, you must file a notice of appearance, in the prescribed form, in the Registry and serve a copy of it on the Plaintiffs.

Note: Unless the Court otherwise orders, a defendant that is a corporation must be represented at a hearing by a legal practitioner. It may be represented at a hearing by a director of the corporation only if the Court grants leave.

C. APPLICATION FOR WINDING UP ON GROUND OF INSOLVENCY

N/A



D. FILING

Date of filing:

.....
Registrar

This originating process is filed by Clayton Utz, solicitors for the Plaintiffs.

E. SERVICE

The Plaintiffs' address for service is:

C/- Clayton Utz
Lawyers
1 Bligh Street, Sydney NSW 2000
DX 370 Sydney

Tel: (02) 9353 4000
Fax: (02) 8220 6700
Ref: 81005835

It is intended to serve a copy of this originating process on the following persons:



SCHEDULE 1

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

No. NSD of 2020

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

Plaintiffs

Plaintiffs

- First Plaintiffs: 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
- Second Plaintiff: Virgin Australia Holdings Ltd (Administrators Appointed) ACN 100 686 226
- 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 154 204 859

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

