



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:** 10 November 2020

**WHERE MADE:** Melbourne

**THE COURT ORDERS THAT:**

1. An order pursuant to section 444GA(1)(b) of the *Corporations Act 2001* (Cth) (**Corporations Act**) that the First Plaintiffs, Vaughan Strawbridge, Salvatore Algeri, John Greig and Richard Hughes, in their capacities as joint and several deed administrators (**Deed Administrators**) of the Second to Forty-Second Plaintiffs (together, the **Companies**) be granted leave to transfer all of the existing shares in the capital of the Second Plaintiff, Virgin Australia Holdings Ltd (Subject to Deed of Company Arrangement) ACN 100 686 226 (**Company**) (**Shares**) from the members (as defined in the *Corporations Act*) to BC Hart Aggregator, L.P., or its nominee (**Bain Capital**) in accordance with clause 10.3 of the deed of company arrangement dated 25 September 2020, entered into by the Deed Administrators, Bain Capital, and certain of the Companies (**Deed**).
2. An order pursuant to section 447A(1) of the *Corporations Act* and section 90-15(1) of the *Insolvency Practice Schedule (Corporations)* set out in Schedule 2 to the *Corporations Act* that any of the Deed Administrators may, jointly or severally, in their capacity as Deed Administrators:



- (a) execute share transfer forms and any other documents ancillary or incidental to effecting the transfer of the Shares referred to in Order 1; and
  - (b) enter or procure the entry of the name of Bain Capital or its nominee into the share register of the Company in respect of all Shares transferred to Bain Capital or its nominee in accordance with Order 1.
3. An order that the Deed Administrators' costs of and incidental to this application be costs and expenses in the deed administration of the Company.
4. An order that the Court's orders be entered forthwith.

Date that entry is stamped: 10 November 2020

*Sia Lagos*  
Registrar



## Schedule

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Interested Person	DEPUTY COMMISSIONER OF TAXATION
Applicant	BROAD PEAK INVESTMENT ADVISERS PTE. LTD. (FOR AND ON BEHALF OF BROAD PEAK MASTER FUND II LIMITED AND BROAD PEAK ASIA CREDIT OPPORTUNITIES HOLDINGS PTE. LTD.
Applicant	TOR INVESTMENT MANAGEMENT (HONG KONG) LTD
Plaintiff	VAUGHAN STRAWBRIDGE, SALVATORE ALGERI, JOHN GREIG AND RICHARD HUGHES, IN THEIR CAPACITIES AS JOINT AND SEVERAL DEED ADMINISTRATORS OF VIRGIN AUSTRALIA HOLDINGS LTD (SUBJECT TO DEED OF COMPANY ARRANGEMENT)
Plaintiff	VIRGIN AUSTRALIA HOLDINGS LTD (SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN 100 686 226
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
Interested Person	ALEXANDER FUNDS MANAGEMENT & ORS