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Counsel to the Foreign Representative

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:)	Chapter 15
Virgin Australia Holdings Ltd)	Case No. 20-11024 (SHL)
)	
<u>Debtor in a Foreign Proceeding.</u>)	
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In re :)	Chapter 15
Virgin Australia International Operations Pty Ltd)	Case No. 20-11025 (SHL)
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<u>Debtor in a Foreign Proceeding.</u>)	
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In re:)	Chapter 15
Virgin Australia International Holdings Pty Ltd)	Case No. 20-11026 (SHL)
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Virgin Australia Airlines (SE Asia) Pty Ltd)	Case No. 20-11028 (SHL)
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VA Borrower 2019 No. 2 Pty Ltd)	Case No. 20-11040 (SHL)
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A.C.N. 098 904 262 Pty Ltd)	Case No. 20-11054 (SHL)

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VA Lease Co Pty Ltd)	Case No. 20-11043 (SHL)
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737 2012 No. 2 Pty Ltd)	Case No. 20-11049 (SHL)
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Short Haul 2016 No. 1 Pty Ltd)	Case No. 20-11051 (SHL)
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Short Haul 2016 No. 2 Pty Ltd)	Case No. 20-11053 (SHL)
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VB LH 2008 No. 2 Pty Ltd) Case No. 20-11060 (SHL)
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Tiger International Number 1 Pty Ltd)	Case No. 20-11063 (SHL)
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<u>Debtor in a Foreign Proceeding.</u>)	

**MOTION FOR ORDER (I) DIRECTING JOINT
ADMINISTRATION OF CASES UNDER CHAPTER 15
OF THE BANKRUPTCY CODE AND (II) AUTHORIZING
FOREIGN REPRESENTATIVE TO FILE CONSOLIDATED
LISTS OF INFORMATION REQUIRED BY BANKRUPTCY RULE 1007(A)(4)**

Vaughan Strawbridge, Richard Hughes, John Greig, and Salvatore Algeri, in their capacities as the authorized foreign representative (the “Foreign Representatives”) of the above-captioned foreign debtors (collectively, the “Foreign Debtors”), subject to extraordinary administration proceedings currently pending in the Federal Court of Australia (the “Australian Proceedings”), respectfully states as follows in support of this motion¹:

Relief Requested

1. The Foreign Representatives seek entry of an order, substantially in the form attached hereto as **Exhibit A**, (a) directing joint administration of the Foreign Debtors’ related chapter 15 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the

¹ A detailed description of the Foreign Debtors and their businesses and the facts and circumstances supporting this Motion and these chapter 15 cases are set forth in (a) the *Verified Petition for (I) Recognition of Foreign Main Proceedings, (II) Recognition of Foreign Representative, and (III) Related Relief under Chapter 15 of the Bankruptcy Code* (together with the official form petitions filed concurrently herewith, the “Verified Petition”), (b) the *Declaration of Foreign Representative Pursuant to 11 U.S.C. § 1515 and Rule 1007(a)(4) of the Federal Rules of Bankruptcy Procedure and in Support of Verified Petition for (I) Recognition of Foreign Main Proceedings, (II) Recognition of Foreign Representative, and (III) Related Relief Under Chapter 15 of the Bankruptcy Code* (the “Algeri Declaration”), filed contemporaneously herewith and incorporated by reference herein. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Verified Petition.

“Bankruptcy Rules”) for procedural purposes only, and (b) authorizing the Foreign Representatives to file consolidated lists of information required by Bankruptcy Rule 1007(a)(4).

2. Specifically, the Foreign Representative requests that the Court maintain one file and one docket for all of the Foreign Debtors’ chapter 15 cases under the case number assigned to Foreign Debtor Virgin Australia Holdings Ltd, and that these chapter 15 cases be administered under the following caption:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 15
Virgin Australia Holdings Ltd, <i>et al.</i> ,)	
(ACN 100 686 226) ²)	Case No. 20-11024 (SHL)
)	
Debtors in a Foreign Proceeding. ³)	(Jointly Administered)

² An Australian Company Number (“ACN”) is a unique nine-digit number issued by the Australian Securities and Investments Commission (“ASIC”) to every company registered under the Commonwealth Corporations Act 2001 as an identifier.

³ The Debtors in these cases, along with the last three digits of each Debtor’s ACN number, are: Virgin Australia Holdings Ltd (226); Virgin Australia International Operations Pty Ltd (608); Virgin Australia International Holdings Pty Ltd (021); Virgin Australia International Airlines Pty Ltd (823); Virgin Australia Airlines (SE Asia) Pty Ltd (389); Virgin Australia Airlines Holdings Pty Ltd (675); VAH Newco No. 1 Pty Ltd (345); Tiger Airways Australia Pty Limited (008); Virgin Australia Airlines Pty Ltd (965); VA Borrower 2019 No. 1 Pty Ltd (059); VA Borrower 2019 No. 2 Pty Ltd (343); Virgin Tech Pty Ltd (879); Short Haul 2018 No. 1 Pty Ltd (831); Short Haul 2017 No. 1 (390); Short Haul 2017 No. 2 Pty Ltd (443); Short Haul 2017 No. 3 Pty Ltd (813); VBNC5 Pty Ltd (502); A.C.N. 098 904 262 Pty Ltd (262); Virgin Australia Regional Airlines Pty Ltd (662); Virgin Australia Holidays Pty Ltd (159); VB Ventures Pty Ltd (004); Virgin Australia Cargo Pty Ltd (838); VB Leaseco Pty Ltd (741); VA Hold Co Pty Ltd (157); VA Lease Co Pty Ltd (291); Virgin Australia 2013-1 Issuer Co Pty Ltd (326); 737 2012 No. 1 Pty. Ltd (859); 737 2012 No. 2 Pty Ltd (064); Short Haul 2016 No. 1 Pty Ltd (328); Short Haul 2016 No. 2 Pty Ltd (077); Short Haul 2014 No. 1 Pty Ltd (612); Short Haul 2014 No. 2 Pty Ltd (199); VA Regional Leaseco Pty Ltd (605); VB 800 2009 Pty Ltd (934); VB Leaseco No. 2 Pty Ltd (319); VB LH 2008 No. 1 Pty Ltd (354); VB LH 2008 No. 2 Pty Ltd (805); VB PDP 2010-11 Pty Ltd (266); Tiger International Number 1 Pty Ltd (944). The service address for each of the above Debtors is Deloitte Brisbane, Riverside Centre, 123 Eagle St, Brisbane QLD 4000, Australia.

3. The Foreign Representatives further request that the Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

4. The Foreign Representatives also seek the Court's direction that a notation substantially similar to the following be entered on the docket in each of these chapter 15 cases, other than on the docket of the case of Virgin Australia Holdings Ltd, to reflect the joint administration of these cases:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 15 cases of Virgin Australia Holdings Ltd; Virgin Australia International Operations Pty Ltd; Virgin Australia International Holdings Pty Ltd; Virgin Australia International Airlines Pty Ltd; Virgin Australia Airlines (SE Asia) Pty Ltd; Virgin Australia Airlines Holdings Pty Ltd; VAH Newco No. 1 Pty Ltd; Tiger Airways Australia Pty Limited; Virgin Australia Airlines Pty Ltd; VA Borrower 2019 No. 1 Pty Ltd; VA Borrower 2019 No. 2 Pty Ltd; Virgin Tech Pty Ltd; Short Haul 2018 No. 1 Pty Ltd; Short Haul 2017 No. 1 Pty Ltd; Short Haul 2017 No. 2 Pty Ltd; Short Haul 2017 No. 3 Pty Ltd; VBNC5 Pty Ltd; A.C.N. 098 904 262 Pty Ltd; Virgin Australia Regional Airlines Pty Ltd; Virgin Australia Holidays Pty Ltd; VB Ventures Pty Ltd; Virgin Australia Cargo Pty Ltd; VB Leaseco Pty Ltd; VA Hold Co Pty Ltd; VA Lease Co Pty Ltd; Virgin Australia 2013-1 Issuer Co Pty Ltd; 737 2012 No. 1 Pty. Ltd; 737 2012 No. 2 Pty Ltd; Short Haul 2016 No. 1 Pty Ltd; Short Haul 2016 No. 2 Pty Ltd; Short Haul 2014 No. 1 Pty Ltd; Short Haul 2014 No. 2 Pty Ltd; VA Regional Leaseco Pty Ltd; VB 800 2009 Pty Ltd; VB Leaseco No. 2 Pty Ltd; VB LH 2008 No. 1 Pty Ltd; VB LH 2008 No. 2 Pty Ltd; VB PDP 2010-11 Pty Ltd; Tiger International Number 1 Pty Ltd (944). The docket in Case No. 20-11024 (SHL) should be consulted for all matters affecting this case. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 20-11024 (SHL).**

5. Further, the Foreign Representative requests that the Court authorize the Foreign Debtors to utilize a combined service list for the jointly administered cases and that combined notices be sent to creditors of the Foreign Debtors' estates and other parties in interest as applicable.

Jurisdiction and Venue

6. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. The Foreign Debtors confirm their consent, pursuant to Bankruptcy Rule 7008, to the entry of a final order by the Court in connection with the Petition to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

7. These chapter 15 cases have been properly commenced pursuant to section 1504 of title 11 of the United States Code (the “Bankruptcy Code”) by the filing of petitions for recognition of the Australian Proceedings under section 1515 of the Bankruptcy Code.

8. Venue is proper pursuant to 28 U.S.C. § 1410(1) and (3). Certain of the Foreign Debtors have either issued or guaranteed unsecured notes that are governed by New York law and that specify New York as the appropriate venue for any legal proceedings related thereto. Additionally, certain of the Foreign Debtors have property in the United States, including bank accounts, leased aircraft and related equipment.

9. The bases for relief are section 101(2) of the Bankruptcy Code, Bankruptcy Rules 1015(b) and 1007(a)(4), and rule 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

Basis for Relief

I. Joint Administration.

10. Bankruptcy Rule 1015(b) provides that if two or more petitions for relief are pending in the same court by or against a debtor and its affiliate, the Court may order joint

administration of the cases. The Foreign Debtors are “affiliates” as the Bankruptcy Code defines that term in section 101(2).

11. Joint administration will be an administrative convenience for the Court, the clerk’s office, and other interested parties. Entry of an order directing joint administration of these chapter 15 cases will avoid duplicative notices and motions, thereby saving the Foreign Debtors, the Foreign Representative, and all other parties in interest considerable time and expense. This motion will not adversely affect the rights of creditors because it requests only administrative consolidation of these chapter 15 cases. Joint administration will not affect any claims, interests, or other rights that creditors have in or against a particular Foreign Debtor, and will permit creditors to look to one bankruptcy case docket with regard to relief that may be sought or ordered with respect to the Foreign Debtors. Granting this motion will also relieve the Court of the burden of entering duplicative orders and maintaining duplicative files.

12. Courts in this district have approved joint administration relief similar to that requested herein in other chapter 15 cases. *See, e.g., In re Quintis Limited*, No. 18-12739 (MG) (Bankr. S.D.N.Y. Sep. 13, 2018); *In re Agrokor D.D.*, No. 18-12104 (MG) (Bankr. S.D.N.Y. July 13, 2018); *In re Mood Media Corp.*, No. 17-11413 (MEW) (Bankr. S.D.N.Y. May 23, 2017); *In re Edcon Holdings Ltd.*, No. 16-13475 (SCC) (Bankr. S.D.N.Y. Dec. 14, 2016); *In re Tervita Corp.*, No. 16-12920 (MEW) (Bankr. S.D.N.Y. Oct. 19, 2016); *In re CFG Invs., S.A.C.*, No. 16-11891 (JLG) (Bankr. S.D.N.Y. July 11, 2016); *In re Pacific Expl. & Prod. Corp.*, No. 16-11189 (JLG) (Bankr. S.D.N.Y. May 2, 2016).

13. The Foreign Representative submits that joint administration of these chapter 15 cases is in the best interests of the Foreign Debtors, their creditors, and all other interested parties,

and that no conflict of interest should arise as a result of joint administration. Requiring separate administration of these chapter 15 cases would subject the Foreign Debtors (who would be forced to file documents on numerous dockets) and creditors (who would be forced to monitor numerous dockets) to unnecessary administrative burdens. For all of the foregoing reasons, the Foreign Representative respectfully requests the entry of an order providing for the joint administration of these chapter 15 cases.

II. Consolidated Bankruptcy Rule 1007(a)(4) List.

14. The Court should also permit the Foreign Representative to file information required by Bankruptcy Rule 1007(a)(4) on a consolidated basis across all Foreign Debtors. In pertinent part, Bankruptcy Rule 1007(a)(4) provides that:

a foreign representative filing a petition for recognition under Chapter 15 shall file with the petition... (B) unless the court orders otherwise, a list containing the names and addresses of all persons or bodies authorized to administer foreign proceedings of the debtor, all parties to litigation pending in the United States in which the debtor is a party at the time of the filing of the petition, and all entities against whom provisional relief is being sought under [section] 1519 of the [Bankruptcy] Code.

Fed. R. Bankr. P. 1007(a)(4).

15. The Foreign Debtors submit that the filing of a consolidated Bankruptcy Rule 1007(a)(4) list will be more efficient and that no interested parties will be prejudiced by the filing of consolidated schedules containing the same information as separate schedules. Accordingly, the Foreign Representative seeks authority to file a consolidated list that identifies the names and addresses of those persons authorized to administer the Australian Proceedings.

16. Courts in this district have approved the filing of consolidated Bankruptcy Rule 1007(a)(4) lists in other chapter 15 cases. *See, e.g., In re Edcon Holdings Ltd.* No. 16-13475 (SCC)

(Bankr. S.D.N.Y. Dec. 14, 2016); *In re Pacific Expl. & Prod. Corp.*, No. 16-11189 (JLG) (Bankr. S.D.N.Y. May 2, 2016); *In re Lupatech S.A.*, No. 14-11559 (SMB) (Bankr. S.D.N.Y. May 28, 2014); *In re Fletcher Leisure Grp. Ltd.*, No. 13-13420 (CGM) (Bankr. S.D.N.Y. Oct. 22, 2013).

Satisfaction of Local Rule 9013-1(a)

17. This motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated, and a discussion of their application to this motion. Accordingly, the Foreign Debtors submit that this motion satisfies Local Rule 9013-1(a).

Notice

18. The Foreign Representative has provided notice of this motion to: (a) the Office of the United States Trustee; (b) the United States Attorney for the Southern District of New York; (c) the trustee under the indenture to the 7.875% Unsecured Senior Notes due 2021, The Bank of New York Mellon, 1010 Barclay Street, 21st Floor, New York, NY 10286, Attn: Global Corporate Trust—Virgin Australia Holdings Limited; (d) the trustee under the indenture to the 8.125% Senior Notes due 2024, The Bank of New York Mellon, 1010 Barclay Street, 21st Floor, New York, NY 10286, Attn: Global Corporate Trust—Virgin Australia Holdings Limited; and (e) such other parties in interest that have requested notice pursuant to Bankruptcy Rule 2002. The Foreign Representatives also intend to post this motion to a website that it maintains for creditors of the Virgin Australia Group at <https://www2.deloitte.com/au/virgin-chapter-15>. In light of the relief requested, the Foreign Representatives submit that no further notice is necessary.

No Prior Request

19. No previous request for the relief requested herein has been made to this or any other court.

WHEREFORE, for the reasons set forth herein, the Foreign Representative respectfully requests entry of an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as is just and proper.

New York, New York
Dated: April 29, 2020

/s/ Abid Qureshi

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Counsel to the Foreign Representative

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
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OF THE BANKRUPTCY CODE AND (II) AUTHORIZING
FOREIGN REPRESENTATIVE TO FILE CONSOLIDATED
LISTS OF INFORMATION REQUIRED BY BANKRUPTCY RULE 1007(A)(4)**

Upon the motion (the “Motion”)¹ of the Foreign Representative of the above-captioned foreign debtors (collectively, the “Foreign Debtors”) for entry of an order (a) directing the joint administration of these chapter 15 cases for procedural purposes only, and (b) authorizing the Foreign Representatives to file consolidated lists of information required by Bankruptcy Rule 1007(a)(4); the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and 11 U.S.C. §§ 109 and 1501; venue being proper before the Court pursuant to § 1410(1) and (3); and that this Court may enter a final order consistent with Article III of the United States Constitution; adequate and sufficient notice of the filing of the Motion having been given by the Foreign Representative; it appearing that the relief requested in the Motion is necessary and beneficial to the Foreign Debtors; and no objections or other responses having been filed that have not been overruled, withdrawn, or otherwise resolved; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is granted as set forth herein.
2. These chapter 15 cases shall be, and they hereby are, consolidated pursuant to Bankruptcy Rule 1015(b), for procedural purposes only, and shall be jointly administered by the Court under Case No. 20-11024 (SHL).

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

3. The caption of each of these chapter 15 cases shall be modified to reflect the joint administration of these cases, as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 15
)	
Virgin Australia Holdings Ltd, <i>et al.</i> , (ACN 100 686 226) ¹)	Case No. 20-11024 (SHL)
)	
Debtors in a Foreign Proceeding. ¹)	(Jointly Administered)
)	

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

5. A docket entry shall be made in each of the above captioned chapter 15 cases, other than on the docket of the case of Virgin Australia Holdings Ltd, substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 15 cases of Virgin Australia Holdings Ltd; Virgin Australia International Operations Pty Ltd; Virgin Australia International Holdings Pty Ltd; Virgin Australia International Airlines Pty Ltd; Virgin Australia

¹ An Australian Company Number (“ACN”) is a unique nine-digit number issued by the Australian Securities and Investments Commission (“ASIC”) to every company registered under the Commonwealth Corporations Act 2001 as an identifier.

¹ The Debtors in these cases, along with the last three digits of each Debtor’s ACN number, are: Virgin Australia Holdings Ltd (226); Virgin Australia International Operations Pty Ltd (608); Virgin Australia International Holdings Pty Ltd (021); Virgin Australia International Airlines Pty Ltd (823); Virgin Australia Airlines (SE Asia) Pty Ltd (389); Virgin Australia Airlines Holdings Pty Ltd (675); VAH Newco No. 1 Pty Ltd (345); Tiger Airways Australia Pty Limited (008); Virgin Australia Airlines Pty Ltd (965); VA Borrower 2019 No. 1 Pty Ltd (059); VA Borrower 2019 No. 2 Pty Ltd (343); Virgin Tech Pty Ltd (879); Short Haul 2018 No. 1 Pty Ltd (831); Short Haul 2017 No. 1 (390); Short Haul 2017 No. 2 Pty Ltd (443); Short Haul 2017 No. 3 Pty Ltd (813); VBNC5 Pty Ltd (502); A.C.N. 098 904 262 Pty Ltd (262); Virgin Australia Regional Airlines Pty Ltd (662); Virgin Australia Holidays Pty Ltd (159); VB Ventures Pty Ltd (004); Virgin Australia Cargo Pty Ltd (838); VB Leaseco Pty Ltd (741); VA Hold Co Pty Ltd (157); VA Lease Co Pty Ltd (291); Virgin Australia 2013-1 Issuer Co Pty Ltd (326); 737 2012 No. 1 Pty. Ltd (859); 737 2012 No. 2 Pty Ltd (064); Short Haul 2016 No. 1 Pty Ltd (328); Short Haul 2016 No. 2 Pty Ltd (077); Short Haul 2014 No. 1 Pty Ltd (612); Short Haul 2014 No. 2 Pty Ltd (199); VA Regional Leaseco Pty Ltd (605); VB 800 2009 Pty Ltd (934); VB Leaseco No. 2 Pty Ltd (319); VB LH 2008 No. 1 (354); VB LH 2008 No. 2 Pty Ltd (805); VB PDP 2010-11 Pty Ltd (266); Tiger International Number 1 Pty Ltd (944). The service address for each of the above Debtors is Deloitte Brisbane, Riverside Centre, 123 Eagle St, Brisbane QLD 4000, Australia.

Airlines (SE Asia) Pty Ltd; Virgin Australia Airlines Holdings Pty Ltd; VAH Newco No. 1 Pty Ltd; Tiger Airways Australia Pty Limited; Virgin Australia Airlines Pty Ltd; VA Borrower 2019 No. 1 Pty Ltd; VA Borrower 2019 No. 2 Pty Ltd; Virgin Tech Pty Ltd; Short Haul 2018 No. 1 Pty Ltd; Short Haul 2017 No. 1 Pty Ltd; Short Haul 2017 No. 2 Pty Ltd; Short Haul 2017 No. 3 Pty Ltd; VBNC5 Pty Ltd; A.C.N. 098 904 262 Pty Ltd; Virgin Australia Regional Airlines Pty Ltd; Virgin Australia Holidays Pty Ltd; VB Ventures Pty Ltd; Virgin Australia Cargo Pty Ltd; VB Leaseco Pty Ltd; VA Hold Co Pty Ltd; VA Lease Co Pty Ltd; Virgin Australia 2013-1 Issuer Co Pty Ltd; 737 2012 No. 1 Pty Ltd; 737 2012 No. 2 Pty Ltd; Short Haul 2016 No. 1 Pty Ltd; Short Haul 2016 No. 2 Pty Ltd; Short Haul 2014 No. 1 Pty Ltd; Short Haul 2014 No. 2 Pty Ltd; VA Regional Leaseco Pty Ltd; VB 800 2009 Pty Ltd; VB Leaseco No. 2 Pty Ltd; VB LH 2008 No. 1 Pty Ltd; VB LH 2008 No. 2 Pty Ltd; VB PDP 2010-11 Pty Ltd; Tiger International Number 1 Pty Ltd. The docket in Case No. 20-11024 (SHL) should be consulted for all matters affecting this case. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 20-11024 (SHL)**

6. The Foreign Representatives shall maintain, and the clerk of the Court shall keep, one consolidated docket, one file, and one consolidated service list in these chapter 15 cases. The Foreign Representatives are authorized to send, as applicable, combined notices to the Foreign Debtors' creditors and other parties in interest.

7. The Foreign Representatives are authorized to file a consolidated list of the information required by Bankruptcy Rule 1007(a)(4).

8. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 15 cases.

9. The Foreign Representatives are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

10. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry, and will be entered on the docket in each chapter 15 case of the Foreign Debtors.

11. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

New York, New York

Dated: _____, 2020

SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE