

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

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In re:	)	Chapter 15
	)	
Virgin Australia Holdings Ltd, <i>et al.</i> ,	)	Case No. 20-11024 (SHL)
(ACN 100 686 226) <sup>1</sup>	)	
	)	
Debtors in a Foreign Proceeding. <sup>2</sup>	)	(Joint Administration Requested)
	)	
	)	

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**ORDER SCHEDULING RECOGNITION HEARING AND  
SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE**

Upon the motion (the “Motion”) of Vaughan Strawbridge, Richard Hughes, John Greig, and Salvatore Algeri as the authorized foreign representatives (the “Foreign Representatives”) of the above-captioned foreign debtors (collectively, the “Foreign Debtors”), seeking entry of an order (a) scheduling a hearing on the relief sought in the Verified Petition, (b) setting the deadline by which any responses or objections to the Verified Petition must be received, and (c) specifying the form and manner of service of notice of the hearing on the relief sought in the Verified Petition;

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<sup>1</sup> 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.

<sup>2</sup> 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.

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; and that this Court may enter a final order consistent with Article III of the United States Constitution; venue being proper before the Court pursuant to 28 U.S.C. § 1410(1) and (3); adequate and sufficient notice of the filing of the Motion having been given by the Foreign Representatives; 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. A hearing on the relief requested in the Verified Petition is scheduled for **May 21, 2020, at 4:00 p.m. (prevailing Eastern Time)**, in Courtroom 701 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004-1408.
3. The form of notice of the Recognition Hearing in substantially the form attached hereto as **Exhibit 1** (the “Notice”), including as modified for publication, is hereby approved.
4. The Foreign Representatives shall serve copies of the Notice by first-class mail on (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;

(e) Cogency Global, Inc., 10 E. 40th Street, 10th Floor, New York, NY 10016 as the authorized process agent under the indentures; and (f) all known trade vendors located in the United States; (g) all employees located in the United States; (h) such other parties in interest that have requested notice pursuant to Bankruptcy Rule 2002; and (i) such other entities as this Court may direct within five business days following entry of this Order. Additionally, the Foreign Representatives shall post the Notice on the Foreign Debtors' public website.

5. The Foreign Representatives shall serve the Notice and any subsequent notices upon any party that files a notice of appearance in these chapter 15 cases, within five business days of the filing of such notice of appearance, or as soon thereafter as practicable, if such documents have not already been served on such party (or its counsel).

6. Service of the Notice in accordance with this Order is hereby approved as adequate and sufficient notice and service on all interested parties.

7. All notice requirements set forth in section 1514(c) of the Bankruptcy Code are inapplicable in the context of these chapter 15 cases or are hereby waived.

8. Responses or objections to the Verified Petition and the relief requested therein must be made pursuant to the Bankruptcy Code, the local rules of the Court, and the Bankruptcy Rules, including, without limitation, Bankruptcy Rule 1011, in writing and setting forth the basis therefor. Such responses must be filed with the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004-1408, and served upon counsel for the Foreign Representatives so as to be *actually received* by them no later than **May 14, 2020, at 4:00 p.m. (prevailing Eastern Time)**. Notices to counsel for the Foreign Representatives should be addressed to Akin Gump Strauss Hauer & Feld LLP, One Bryant Park,

New York NY 10036, Attn: Abid Qureshi and Akin Gump Strauss Hauer & Feld LLP, 65  
Memorial Road, Suite C340, West Hartford, CT 06107, Attn: Renée M. Dailey.

New York, New York  
Dated: April 29, 2020

/s/ Sean H. Lane  
UNITED STATES BANKRUPTCY JUDGE  
SEAN H.LANE

**EXHIBIT 1**

**Notice of Recognition Hearing**

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

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	)	
Virgin Australia Holdings Ltd, <i>et al.</i> ,	)	Case No. 20-11024 (SHL)
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	)	
Debtors in a Foreign Proceeding. <sup>2</sup>	)	(Joint Administration Requested)
	)	
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**NOTICE OF RECOGNITION HEARING  
ON FOREIGN RECOGNITION PROCEEDINGS**

**PLEASE TAKE NOTICE** that on April 29, 2020, Vaughan Strawbridge, Richard Hughes, John Greig, and Salvatore Algeri, in their capacities as joint and several administrators and foreign representatives (the “Administrators” or the “Foreign Representatives”) of the above-captioned foreign debtors (collectively, the “Foreign Debtors”), whose extraordinary administration proceedings under Australian law are currently pending in the Federal Court of Australia (the “Australian Proceedings”), filed a *Verified Petition for (I) Recognition of Foreign*

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*Main Proceedings, (II) Recognition of Foreign Representative, and (III) Related Relief under Chapter 15 of the Bankruptcy Code* (the “Verified Petition”) pursuant to 11 U.S.C. §§ 1504, 1515, and 1517 with the United States Bankruptcy Court for the Southern District of New York.

**PLEASE TAKE FURTHER NOTICE** that, among other things, the Debtors seek entry of an order recognizing the Australian Proceedings as foreign main proceedings pursuant to section 1517 of title 11 of the United States Code (the “Bankruptcy Code”) and granting certain additional relief pursuant to sections 105(a), 1507, 1510, 1515, and 1521 of the Bankruptcy Code.

**PLEASE TAKE FURTHER NOTICE** that the Court has scheduled a hearing with respect to the Verified Petition (the “Recognition Hearing”) for **4:00 p.m. (prevailing Eastern Time) on May 21, 2020.**

**PLEASE TAKE FURTHER NOTICE** that any party-in-interest wishing to submit a response or objection to the Verified Petition must do so in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the local rules of the Court, and such response or objection must be in writing and set forth the basis therefor, which response or objection must be filed with the Court in accordance with General Order M-399 and shall be served upon United States counsel for the Foreign Representatives: Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York NY 10036, Attn: Abid Qureshi and Akin Gump Strauss Hauer & Feld LLP, 65 Memorial Road, Suite C340, West Hartford, CT 06107, Attn: Renée M. Dailey, **so as to be actually received no later than May 14, 2020, at 4:00 p.m. (prevailing Eastern Time)**, with a courtesy copy served upon the Chambers of the Honorable Sean H. Lane, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004-1408.

**PLEASE TAKE FURTHER NOTICE** that copies of the Verified Petition filed by the Foreign Representatives may be obtained by visiting the Court's website at <http://www.nysb.uscourts.gov> (a PACER login and password are required to retrieve a document) or upon written request to the Foreign Representatives' United States counsel addressed to: Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York NY 10036, Attn: Abid Qureshi and Akin Gump Strauss Hauer & Feld LLP, 65 Memorial Road, Suite C340, West Hartford, CT 06107, Attn: Renée M. Dailey.

**PLEASE TAKE FURTHER NOTICE** that hearings in this matter, including the Recognition Hearing, shall take place at the United States Bankruptcy Court of the Southern District of New York, One Bowling Green, New York, New York 10004-1408.

**PLEASE TAKE FURTHER NOTICE** that at such hearing the Court may order the scheduling of a case management conference to consider the efficient administration of these chapter 15 cases.

**PLEASE TAKE FURTHER NOTICE that your rights may be affected. You should read the Verified Petition carefully and discuss it with your attorney, if you have one in connection with these chapter 15 cases. If you do not have an attorney, you may wish to consult one.**

**PLEASE TAKE FURTHER NOTICE** that if you do not want the Court to grant the relief requested by the Foreign Representatives, or if you want the Court to consider your views on any matter requested at the Recognition Hearing, then you or your attorney must attend such hearing. If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought by the Foreign Representatives and may enter an order granting the relief requested.



New York, New York  
Dated: April 29, 2020

*/s/ Abid Qureshi*

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