

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

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

**ORDER GRANTING PETITION FOR (I) RECOGNITION OF FOREIGN
MAIN PROCEEDINGS, (II) RECOGNITION AS FOREIGN REPRESENTATIVE,
AND (III) RELATED RELIEF UNDER CHAPTER 15 OF THE BANKRUPTCY CODE**

Upon consideration of the *Supplemental Verified Petition for (I) Recognition of Foreign Main Proceedings, (II) Recognition of Foreign Representatives, and (III) Related Relief under Chapter 15 of the Bankruptcy Code* (together with the form petitions filed concurrently therewith, the “Petition”),³ filed by the Foreign Representatives as the “foreign representatives” of VAH Newco No. 2 Pty Ltd (“VAH Newco 2”) and VB Investco Pty Ltd (“VB Investco” and together with VAH Newco 2, the “Additional Foreign Debtors”); and upon the hearing on the Petition and

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.

² 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.

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Petition.

this Court's review and consideration of the Petition, and the Additional Declaration, IT IS
HEREBY FOUND AND DETERMINED THAT:⁴

- A. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
- B. Venue is proper before this Court pursuant to 28 U.S.C. § 1410. This Court may enter a final order consistent with Article III of the United States Constitution.
- C. Good, sufficient, appropriate, and timely notice of the filing of the Petition and the hearing on the Petition has been given by the Foreign Representatives, pursuant to Bankruptcy Rule 2002(q), via email and/or first class mail to: (a) the Office of the United States Trustee, 201 Varick Street, New York, NY 10014, attn. Susan A. Arbeit, Esq. (susan.arbeit@usdoj.gov); (b) counsel to The Bank of New York Mellon in its capacity as indenture trustee to the New York Law Notes, Allen & Overy LLP, 50 Collyer Quay, #09-01 OUE Bayfront, Singapore, 049321, attn. Tim Beech (tim.beech@allenoverly.com) and Corrs Chambers Westgarth, 123 St Georges Terrace, Perth, WA 6000, Australia, attn.. Michelle Dean (michelle.dean.corrs.com.au); and (c) such other parties in interest that have requested notice pursuant to Bankruptcy Rule 2002. The Foreign Representatives also posted the Petitions to a website that it maintains for creditors of the Virgin Australia Group at www.deloitte.com/au/virgin-chapter-15, and to the Halo electronic voting platform the Administrators are using in connection with the second meeting of creditors. In light of the relief requested, no further notice is necessary.
- D. No objections or other responses were filed that have not been overruled, withdrawn, or otherwise resolved.

⁴ The findings and conclusions set forth herein and in the record of the hearing on the Petition constitute this Court's findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, as made applicable herein by Rules 7052 and 9014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). To the extent any of the findings of fact herein constitute conclusions of law, they are adopted as such.

E. These chapter 15 cases were properly commenced pursuant to Bankruptcy Code §§ 1504, 1509, and 1515.

F. The Foreign Representatives are each a “person” pursuant to Bankruptcy Code § 101(41) and the duly appointed “foreign representative” of the Additional Foreign Debtors as such term is defined in Bankruptcy Code § 101(24). The Foreign Representatives have each satisfied the requirements of Bankruptcy Code § 1515 and Bankruptcy Rule 1007(a)(4).

G. The Additional Australian Proceedings are entitled to recognition by this Court pursuant to Bankruptcy Code § 1517.

H. The Additional Australian Proceedings are pending in Australia, where the Additional Foreign Debtors have their “center of its main interests” as referred to in Bankruptcy Code § 1517(b)(1). Accordingly, the Additional Australian Proceedings are “foreign main proceedings” pursuant to Bankruptcy Code § 1502(4), and are entitled to recognition as foreign main proceedings pursuant to Bankruptcy Code § 1517(b)(1) .

I. The relief granted hereby is necessary to effectuate the purposes and objectives of chapter 15 and to protect the Additional Foreign Debtors and their interests.

BASED ON THE FOREGOING FINDINGS OF FACT AND AFTER DUE DELIBERATION AND SUFFICIENT CAUSE APPEARING THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Petition is granted.
2. The Additional Australian Proceedings are recognized as foreign main proceedings pursuant to Bankruptcy Code § 1517, and all the effects of recognition as set forth in Bankruptcy Code § 1520 shall apply.

3. Upon entry of this Order, the Additional Australian Proceedings and all prior orders of the Australian Court shall be and hereby are granted comity and given full force and effect in the United States and, pursuant to Bankruptcy Code § 1520, among other things:

- a. the protections of Bankruptcy Code §§ 361 and 362 apply to the Additional Foreign Debtors;
- b. all persons and entities are enjoined from seizing, attaching, and enforcing or executing liens or judgments against the Additional Foreign Debtors' property in the United States or from transferring, encumbering, or otherwise disposing of or interfering with the Additional Foreign Debtors' assets or agreements in the United States without the express consent of the Foreign Representative; and
- c. all persons and entities are enjoined from commencing or continuing, including the issuance or employment of process of, any judicial, administrative or any other action or proceeding involving or against the Additional Foreign Debtors or their assets or proceeds thereof, or to recover a claim or enforce any judicial, quasi-judicial, regulatory, administrative, or other judgment, assessment, order, lien, or arbitration award against the Additional Foreign Debtors or their assets or proceeds thereof.

4. The Foreign Representatives and the Additional Foreign Debtors shall be entitled to the full protections and rights enumerated under Bankruptcy Code § 1521(a)(4) and (5) and, accordingly, the Foreign Representatives:

- a. are entrusted with the administration or realization of all or part of the Additional Foreign Debtors' assets located in the United States; and

- b. have the right and power to examine witnesses, take evidence, or deliver information concerning the Additional Foreign Debtors' assets, affairs, rights, obligations, or liabilities.

5. The Foreign Representatives are hereby established as the representatives of the Additional Foreign Debtors with full authority to administer the Additional Foreign Debtors' assets and affairs in the United States, including, without limitation, making payments on account of the Additional Foreign Debtors' prepetition and postpetition obligations.

6. The Foreign Representatives, the Additional Foreign Debtors, and their respective agents are authorized to serve or provide any notices required under the Bankruptcy Rules or Local Rules of this Court.

7. No action taken by the Foreign Representatives, the Additional Foreign Debtors, or their respective successors, agents, representatives, advisors, or counsel in preparing, disseminating, applying for, implementing, or otherwise acting in furtherance of or in connection with the Australian Proceedings, this Order, these chapter 15 cases, or any adversary proceeding herein, or contested matters in connection therewith, will be deemed to constitute a waiver of any immunity afforded the Foreign Representative, including, without limitation, pursuant to Bankruptcy Code § 1510.

8. This Court's *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)* dated May 1, 2020 [D.I. 10] shall apply to the chapter 15 cases of the Additional Foreign Debtors.

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

10. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. This Court shall retain jurisdiction with respect to the enforcement, amendment, or modification of this Order, any requests for additional relief or any adversary proceeding brought in and through these chapter 15 cases, and any request by an entity for relief from the provisions of this Order, for cause shown, that is properly commenced and within the jurisdiction of this Court.

12. This Order applies to all parties in interest in these chapter 15 cases and all of their agents, employees, and representatives, and all those who act in concert with them who receive notice of this Order.

New York, New York
Dated: September 23, 2020

/s/ Sean H. Lane
UNITED STATES BANKRUPTCY JUDGE