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Counsel to the Foreign Representative

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

In re:)
)
BOART LONGYEAR LIMITED,) Case No. 21-11465 ()
) Chapter 15
Debtor in a Foreign Proceeding.)
_____)

In re:)
)
BOART LONGYEAR AUSTRALIA PTY) Case No. 21-11466 ()
LIMITED,) Chapter 15
)
Debtor in a Foreign Proceeding.)
_____)

In re:)
)
BOART LONGYEAR INVESTMENTS PTY) Case No. 21-11467 ()
LIMITED,) Chapter 15
)
Debtor in a Foreign Proceeding.)
_____)

In re:)
)
BOART LONGYEAR MANAGEMENT PTY) Case No. 21-11468 ()
LIMITED,) Chapter 15
)
Debtor in a Foreign Proceeding.)
_____)

In re:)	
VOTRAINT NO. 1609 PTY LIMITED,)	Case No. 21-11469 ()
Debtor in a Foreign Proceeding.)	Chapter 15

**MOTION FOR ENTRY OF AN ORDER
DIRECTING THE JOINT ADMINISTRATION OF CHAPTER 15 CASES**

Nora R. Pincus, in her capacity as the duly authorized foreign representative (the “Foreign Representative”) of Boart Longyear Limited (“BLY”) and each of the other above-captioned debtors (collectively, the “Debtors” and, together with their non-debtor affiliates, “Boart Longyear”), with respect to the proceeding (the “Australian Proceeding”) pending before the Supreme Court of New South Wales, Sydney, Australia (the “Australian Court”), through which the Debtors seek sanction of two proposed schemes of arrangement (the “Schemes”) under the Corporations Act 2001 (Commonwealth of Australia) (the “Corporations Act”), respectfully represents as follows in support of this motion (the “Motion”):

BACKGROUND

1. On this date (the “Petition Date”), each Debtor commenced a chapter 15 case (collectively, the “Chapter 15 Cases”) by filing a voluntary petition for relief under chapter 15 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”) in this Court.

2. A comprehensive description of the Debtors’ businesses and operations, capital structure, the Australian Proceeding, and the events leading to the commencement of the Chapter 15 Cases can be found in the *Verified Petition for Recognition of Foreign Main Proceeding and*

Motion for Order Granting Related Relief [Docket No. 2] (the “Verified Petition”¹ and, together with the Voluntary Petition Forms [Docket No. 1 in each Chapter 15 Case], the “Petition”), filed contemporaneously herewith and incorporated in this Motion by reference.

JURISDICTION AND VENUE

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a) and 1334 and the *Amended Standing Order of Reference* dated January 31, 2012, Reference M-431, *In re Standing Order of Reference Re: Title 11*, 12 Misc. 00032 (S.D.N.Y. Feb. 1, 2012) (Preska, C.J.). This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

4. Venue is proper before the Court pursuant to 28 U.S.C. § 1410.

5. The bases for the relief requested in this Motion are sections 105(a) and 342 of the Bankruptcy Code, rule 1015 of the Federal Rules of Bankruptcy Procedure (as amended, the “Bankruptcy Rules”), and rule 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”).

RELIEF REQUESTED

6. The Foreign Representative respectfully requests entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), directing the joint administration of the above-captioned Chapter 15 Cases for procedural purposes only.

7. Specifically, the Foreign Representative respectfully requests that the Court maintain one file and one docket for all of these Chapter 15 Cases under the case of Boart Longyear Limited, and that the Chapter 15 Cases be administered jointly under the following caption:

¹ All capitalized terms not otherwise defined in this Motion have the meanings given to them in the Verified Petition.

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

In re:)	Chapter 15
BOART LONGYEAR LIMITED <i>et al.</i> ,)	Case No. 21-11465 (___)
Debtors in a Foreign Proceeding. ¹)	(Jointly Administered)
)	
)	

¹ The debtors in these chapter 15 cases, along with the last three digits of each debtor’s Australian Company Number, are: Boart Longyear Limited (728), Boart Longyear Management Pty Limited (545), Boart Longyear Australia Pty Limited (025), Boart Longyear Investments Pty Limited (373), and Votrait No. 1609 Pty Limited (272).

8. The Foreign Representative further requests that the Court find that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

9. The Foreign Representative also requests that a docket entry, substantially similar to the following, be entered on the docket of each Chapter 15 Case, other than the Chapter 15 Case of Boart Longyear Limited, to reflect the joint administration of these Chapter 15 Cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing joint administration for procedural purposes only of the chapter 15 cases of: Boart Longyear Limited (728), Boart Longyear Management Pty Limited (545), Boart Longyear Australia Pty Limited (025), Boart Longyear Investments Pty Limited (373), and Votrait No. 1609 Pty Limited (272). The docket in Case No. 21-11465 (___) should be consulted for all matters affecting any of these debtors.

10. In addition, the Foreign Representative requests that the Court authorize the Foreign Representative to: (a) use a combined service list for these Chapter 15 Cases; and (b) send combined notices to the Debtors’ creditors and other parties in interest, as applicable.

BASIS FOR RELIEF

11. Bankruptcy Rule 1015(b) provides that “the court may order a joint administration of the estates” if “two or more petitions are pending in the same court by or

against . . . a debtor and an affiliate” Fed. R. Bankr. P. 1015(b). The Bankruptcy Code defines “affiliate” to include, generally, entities standing in a parent-subsidiary-like relationship or sibling entities sharing a common parent. 11 U.S.C. § 101(2)(A)-(D); *In re Reichmann Petroleum Corp.*, 364 B.R. 916, 920 (Bankr. E.D. Tex. 2007). In addition, section 105(a) of the Bankruptcy Code authorizes the Court to issue “any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a).

12. Joint administration of these Chapter 15 Cases is warranted. First, “two or more petitions are pending” in the Court within the meaning of such phrase in Bankruptcy Rule 1015(b) because the Foreign Representative has filed an Official Form 401 (Chapter 15 Petition for Recognition of a Foreign Proceeding) with respect to each of the Debtors. Second, the Verified Petition makes clear that the Debtors are “affiliates” as that term is defined in the Bankruptcy Code because each Debtor is wholly-owned, either directly or indirectly, by Boart Longyear Limited. The following facts further warrant joint administration of these Chapter 15 Cases: (a) the Debtors’ financial affairs and business operations are closely related, and (b) each Debtor is party to the Australian Proceeding, which is a single, jointly administered reorganization proceeding.

13. In addition, the joint administration of these Chapter 15 Cases will provide significant administrative convenience to the Debtors, to the Court, and to all parties in interest. Given the integrated nature of the Debtors’ operations, many of the filings, hearings, and orders will affect each Debtor. Joint administration of these cases will decrease administrative costs by allowing the Debtors to avoid duplicative filings that would be required absent the requested relief. Joint administration would also allow parties in interest to monitor these Chapter 15 Cases with greater ease and efficiency. Additionally, the Court will be relieved of the burden of

entering duplicative orders and maintaining duplicative files for each of the Debtors' cases.

14. Most important, joint administration will not harm or otherwise adversely affect any party in interest because this Motion seeks only administrative, and not substantive, consolidation of these cases. As such, each party in interest will maintain whatever claims or rights it has against the particular Debtor against which it allegedly has such claims or rights. Instead, parties in interest will benefit from the cost reductions associated with joint administration. Accordingly, joint administration of these Chapter 15 Cases is in the best interests of the Debtors, their creditors, and all other parties in interest.

15. The benefits of joint administration are broadly recognized, and courts in this district routinely allow joint administration of cases of multiple related foreign debtors in chapter 15 cases. *See, e.g., Norwegian Air Shuttle ASA*, No. 21-10478 (MEW) (Bankr. S.D.N.Y. March 12, 2021); *In re Virgin Australia Holdings Ltd.*, No. 20-11024 (SHL) (Bankr. S.D.N.Y. May 1, 2020); *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).

MOTION PRACTICE

16. 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, this Motion satisfies Local Bankruptcy Rule 9013-1(a).

NO PRIOR REQUEST

17. No prior motion for the relief sought in this Motion has been made to this or any other court.

NOTICE

18. Notice of this Motion has been provided to: (a) the Office of the United States Trustee for Region 2; and (b) the Chapter 15 Notice Parties as enumerated in **Exhibit 2** to the

proposed order attached to the *Motion for an Order (I) Scheduling Recognition Hearing and (II) Specifying Form and Manner of Service of Notice*. In light of the nature of the relief requested, no other or further notice need be provided.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, the Foreign Representative respectfully requests entry of the proposed order, attached hereto as **Exhibit A**, granting the relief requested and such other and further relief as the Court may deem proper.

New York, New York
Dated: August 17, 2021

/s/ Dennis F. Dunne
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Counsel to the Foreign Representative

Exhibit A

Proposed Order

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In re:)	
VOTRAINT NO. 1609 PTY LIMITED,)	Case No. 21-11469 ()
Debtor in a Foreign Proceeding.)	Chapter 15

**ORDER DIRECTING THE JOINT
ADMINISTRATION OF CHAPTER 15 CASES**

Upon the motion (the “Motion”)¹ of Nora R. Pincus, in her capacity as the duly authorized foreign representative (the “Foreign Representative”) of Boart Longyear Limited (“BLY”) and its above-captioned affiliated debtors (collectively, the “Debtors” and, collectively with BLY’s direct and indirect non-debtor subsidiaries, “Boart Longyear”) for entry of an order, pursuant to section 105(a) of the Bankruptcy Code and Bankruptcy Rule 1015(b), directing the joint administration of the above-captioned Chapter 15 Cases for procedural purposes only; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* dated January 31, 2012, Reference M-431, *In re Standing Order of Reference Re: Title 11, 12 Misc. 00032* (S.D.N.Y. Feb. 1, 2012) (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157)(b)(2)(P); and venue being proper before this Court pursuant to 28 U.S.C. § 1410; and due and proper notice of the Motion having been provided, and no other or further notice being necessary; and the Court having reviewed and considered the Motion and the Verified Petition; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the relief requested in the Motion being in the best interest of the Debtors, their creditors, and other parties in interest; and no objections or other responses having

¹ All capitalized terms not otherwise defined in this order shall have the meanings given to them in the Motion.

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 in this order (the “Order”).

2. These above-captioned Chapter 15 Cases are hereby consolidated for procedural purposes only and shall be jointly administered by the Court under the case number assigned to Boart Longyear Limited, Case No. 21-11465

3. The consolidated caption of these Chapter 15 Cases shall read as follows:

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

)	
In re:)	Chapter 15
)	
BOART LONGYEAR LIMITED <i>et al.</i> ,)	Case No. 21-11465 (___)
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¹ The debtors in these chapter 15 cases, along with the last three digits of each debtor’s Australian Company Number, are: Boart Longyear Limited (728), Boart Longyear Management Pty Limited (545), Boart Longyear Australia Pty Limited (025), Boart Longyear Investments Pty Limited (373), and Votrait No. 1609 Pty Limited (272).

4. A docket entry shall be made by the Clerk of the Court in each of these Chapter 15 Cases, other than the Chapter 15 Case of Boart Longyear Limited, substantially as follows:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing joint administration for procedural purposes only of the chapter 15 cases of: Boart Longyear Limited (728), Boart Longyear Management Pty Limited (545), Boart Longyear Australia Pty Limited (025), Boart Longyear Investments Pty Limited (373), and Votrait No. 1609 Pty Limited (272). The docket in Case No. 21-11465 (___) should be consulted for all matters affecting any of these debtors.

5. The foregoing caption satisfies the requirements of section 342(c)(1) of the Bankruptcy Code in all respects.

6. One consolidated docket, one file, and one consolidated service list shall be maintained by the Debtors and kept by the Clerk of the Court, with the assistance of the Debtors' claims and noticing agent. Combined notices may be sent to the Debtors' creditors and other parties in interest.

7. The Foreign Representative is authorized to: (a) use a combined service list for these Chapter 15 Cases; and (b) send combined notices to the Debtors' creditors and other parties in interest, as applicable.

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 Representative is authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Order.

10. The requirements set forth in Local Bankruptcy Rule 9013-1 are satisfied.

11. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: _____, 2021
New York, New York

UNITED STATES BANKRUPTCY JUDGE