

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

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: Chapter 11  
In re: :  
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MATLINPATTERSON GLOBAL : Case No. 21-11255 (DSJ)  
GLOBAL OPPORTUNITIES :  
PARTNERS II L.P., *et al.*, :  
: :  
Debtors.<sup>1</sup> :  
: :  
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**JOINDER OF VARIO CESAR PICKLAR AGUIAR, JUDICIAL ADMINISTRATOR AND FOREIGN REPRESENTATIVE OF THE BANKRUPTCY ESTATE OF VARIG LOGISTICA S.A. (“FOREIGN REPRESENTATIVE”) IN THE MOTION BY VRG FOR ENTRY OF AN ORDER PURSUANT TO BANKRUPTCY RULE 2004 AUTHORIZING THE ISSUANCE OF SUBPOENAS FOR THE PRODUCTION OF DOCUMENTS AND THE PROVISION OF TESTIMONY BY THE DEBTORS SCHEDULED FOR HEARING ON AUGUST 26, 2021 (THE “VRG 2004 APPLICATION”)**

The Foreign Representative, by his attorneys, Eiseman Levine Lehrhaupt & Kakoyiannis, P.C. and Sequor Law, hereby join in the VRG 2004 Application, and in support thereof respectfully represents and states as follows:

1. The Foreign Representative hereby joins in the VRG 2004 Application.
2. On July 6, 2021 (the “Petition Date”), the Debtors filed Chapter 11 petitions.

Debtors’ cases are jointly administered under Case No. Case No. 21-11255-DSJ.

3. The Foreign Representative is a creditor of the Debtors, having commenced litigation on behalf of the VarigLog Estate against several of the Debtors (the “MP Defendants”) in Brazil

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: MatlinPatterson Global Opportunities Partners II L.P. (8284); MatlinPatterson Global Opportunities Partners (Cayman) II L.P. (8246); MatlinPatterson Global Partners II LLC (6962); MatlinPatterson Global Advisers LLC (2931); MatlinPatterson PE Holdings LLC (6900); Volo Logistics LLC (8287); MatlinPatterson Global Opportunities Partners (SUB) II L.P. (9209). The location of the Debtors’ address is: 600 Fifth Avenue, 22nd Floor, New York, New York 10022.



on May 11, 2020 (the “Brazilian Bankruptcy Action”).<sup>2</sup> In the Brazilian Bankruptcy Action, the VarigLog Estate through the Foreign Representative<sup>3</sup> brought two causes of action against the MP Defendants under Brazilian law. The first is for breach of fiduciary duty as controllers of VarigLog which duty, unlike under United States law, is not solely owed to the corporation, and the second is a veil-piercing claim to hold the MP Defendants liable for abuse of VarigLog’s corporate form. The Debtors acknowledged that the Foreign Representative is a creditor when they asserted in their petitions that they have only four creditors, three of which are litigation claimants with one of those being the Foreign Representative.

4. Bankruptcy Rule 2004(a) provides that “[o]n a motion of any party in interest, the court may order the examination of any entity.” Under Bankruptcy Rule 2004, a party in interest may seek documents related to the “acts, conduct, or property or to the liabilities and financial condition of the debtor, or to any matter which may affect the administration of the debtor’s estate, or to the debtor’s right to a discharge.” Bankruptcy Rule 2004(b). A party in interest may also seek oral testimony regarding these issues. Bankruptcy Rule 2004(c). As a creditor of the Debtors, the Foreign Representative is a party in interest. *See* 11 U.S.C. §

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<sup>2</sup> Specifically, MP Defendants consist of the following Debtors: Volo Logistics LLC, MatlinPatterson Global Opportunities Partners II L.P., MatlinPatterson Global Opportunities Partners (Cayman) II L.P., MatlinPatterson Global Partners II LLC, MatlinPatterson Global Advisers LLC and MatlinPatterson PE Holdings LLC.

<sup>3</sup> The Debtors conflate the VarigLog Estate acting through the Foreign Representative with the pre-bankruptcy VarigLog entity. However, the VarigLog Estate acting through the Foreign Representative and the pre-bankruptcy VarigLog entity are not the same under Brazilian law. Moreover, the Foreign Representative as the judicial administrator is the Brazilian Court’s appointed fiduciary empowered to oversee the liquidation of VarigLog Estate including filing claims for the benefit of the VarigLog Estate and its constituent creditors in a role that is roughly akin to a Chapter 7 trustee under the Bankruptcy Code.



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