CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed June 8, 2016

United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re:	:	**Chapter 11**
CHC GROUP LTD. *et al.*,	:	**Case No. 16–31854 (BJH)**
Debtors.	:	**(Jointly Administered)**

ORDER PURSUANT TO SECTIONS 105(A), 327, 328, AND 330 OF THE BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO EMPLOY PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS

Upon the Motion, dated May 13, 2016 (the "**Motion**"),[1] of CHC Group Ltd. and its above-captioned debtor affiliates, as debtors and debtors in possession (collectively, the "**Debtors**"), for an order pursuant to sections 105(a), 327, 328 and 330 of title 11 of the United States Code (the "**Bankruptcy Code**"), authorizing the Debtors to (i) establish procedures to retain and compensate professionals that the Debtors employ in the ordinary course of business

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

("**Ordinary Course Professionals**") without formal retention applications and (ii) compensate and reimburse such professionals without individual fee applications, all as more fully described in the Motion; 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 consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the Office of the United States Trustee for the Northern District of Texas (the "**U.S. Trustee**"), (ii) the holders of the thirty (30) largest unsecured claims against the Debtors (on a consolidated basis), (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, Bank of America Tower, New York, NY 10036 (Attn: Michael S. Stamer, Esq.), counsel to an informal group of certain unaffiliated holders of the 9.250% Senior Secured Notes Due 2020, (iv) Norton Rose Fulbright, 2200 Ross Avenue, Suite 3600, Dallas, TX 75201 (Attn: Louis R. Strubeck, Jr., Esq. and Richard P. Borden, Esq.), counsel to certain secured lenders under the Revolving Credit Agreement, (v) Paul Hastings LLP, 75 East 55th Street, New York, NY 10022 (Attn: Leslie A. Plaskon, Esq. and Andrew V. Tenzer, Esq.), counsel to the administrative agent under the ABL Credit Agreement, (vi) The Bank of New York Mellon, 101 Barclay Street, Floor 4 East, New York, NY 10286 (Attn: International Corporate Trust), in its capacity as indenture trustee under the 9.250% Senior Secured Notes due 2020 and under the 9.375% Senior Notes due 2021, (vii) Morgan, Lewis & Bockius LLP, 101 Park Avenue, New York, NY 10178 (Attn: Glenn E. Siegel, Esq. and Rachel Jaffe Mauceri, Esq.), counsel to the indenture trustee under the 9.250% Senior Secured Notes due 2020, (viii) the Board of Equalization, PO Box 942879, Sacramento, Ca. 94279, (ix) the Securities and Exchange Commission, (x) the Office of the United States Attorney, 1100 Commerce Street, 3rd Floor,

Dallas, TX 75242, (xi) the Internal Revenue Service, (xii) each Ordinary Course Professional on the OCP List, and (xiii) all parties who have requested notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002 (collectively, the "**Notice Parties**"); and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the "**Hearing**"); and upon the appearances of all interested parties having been noted in the record of the Hearing; and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is granted as set forth herein.

2. The Debtors are authorized to retain, compensate and reimburse Ordinary Course Professionals, including, but not limited to, those professionals listed on the OCP List annexed hereto as **Exhibit 1**, effective as of the Petition Date in accordance with the following approved procedures (the "**Procedures**"):

   a. Within thirty (30) days after the later of (i) the entry of an order granting this Motion and (ii) the date on which the Ordinary Course Professional commences services for the Debtors, each Ordinary Course Professional shall provide the following to the Debtors' attorneys: (a) a declaration (the "**OCP Declaration**"), substantially in the form annexed hereto as **Exhibit 2**, certifying that the Ordinary Course Professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter(s) on which such professional is to be employed and (b) a completed retention questionnaire (the "**Retention Questionnaire**"), substantially in the form attached hereto as **Exhibit 3**.

   b. Upon receipt of the OCP Declaration and Retention Questionnaire, the Debtors shall file the same with the Court and serve a copy of the same upon: (i) the U.S. Trustee and (ii) attorneys for any official committees

appointed in these chapter 11 cases (collectively, the "**Reviewing Parties**").

c. If no objections are filed and properly served within fourteen (14) days following the date of service of the OCP Declaration and Retention Questionnaire (the "**Objection Deadline**"), the Debtors may retain and employ the Ordinary Course Professional without further order from the Court.

d. If an objection is filed and such objection cannot be resolved within twenty-one (21) days after the Objection Deadline, the matter shall be scheduled for adjudication by the Court at the next available hearing.

e. No Ordinary Course Professional may be paid any amount for invoiced fees and expenses until the Ordinary Course Professional has been retained in accordance with these procedures.

f. Once the Debtors retain an Ordinary Course Professional in accordance with these procedures, they shall pay such Ordinary Course Professional 100% of the fees and 100% of the disbursements incurred with respect to postpetition services, upon the submission to, and approval by, the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred; *provided, however*, that the Ordinary Course Professional's total compensation and reimbursement shall not exceed $50,000 per month on average over any three-month period on a rolling basis (the "**Monthly Fee Limit**").

g. The monthly payments described in paragraph (f) shall be subject to an aggregate cap on payments of $250,000 per Ordinary Course Professional, applicable for the duration of these chapter 11 cases, without prejudice to the Debtors' right to file a motion to increase the cap.

h. If an Ordinary Course Professional's fees and expenses exceed the Monthly Fee Limit, such Ordinary Course Professional shall file a monthly fee application (a "**Monthly Fee Application**") on account of the excess amount over the applicable limit and apply for compensation and reimbursement of such amount in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Federal Rules of Bankruptcy Procedure, the Local Rules, and any other procedures and orders of the Court. Such Ordinary Course Professional shall make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the U.S. Trustee Guidelines in connection with such Monthly Fee Application.

i. If the Debtors seek to retain an Ordinary Course Professional not already listed on **Exhibit 1**, or if any Ordinary Course Professional is inadvertently excluded from such list, the Debtors shall file with the Court

and serve upon the Reviewing Parties a notice listing those Ordinary Course Professionals to be added to the OCP List (the "**Supplemental Notice of Ordinary Course Professionals**"), along with the attendant OCP Declarations and Retention Questionnaires.

j. If no objection to the Supplemental Notice of Ordinary Course Professionals is filed with the Court and served upon the Debtors' counsel, as set forth above, so as to be actually received within fourteen (14) days after the service thereof, the list shall be deemed approved by the court in accordance with the provisions of this Motion and without the need for a hearing or further Court order. Any Ordinary Course Professionals retained pursuant to the Supplemental Notice of Ordinary Course Professionals shall be paid in accordance with the terms and conditions set forth in the paragraphs above.

3. The Debtors are authorized to supplement the initial list of Ordinary Course Professionals from time to time during these chapter 11 cases, as the need arises.

4. The OCP Declaration, substantially in form attached hereto as **Exhibit 2**, and Retention Questionnaire, substantially in the form attached hereto as **Exhibit 3**, are both approved.

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

6. This Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

###END OF ORDER###

Respectfully Submitted,

WEIL, GOTSHAL & MANGES LLP

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-and-

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Proposed Attorneys for Debtors and Debtors in Possession

EXHIBIT 1

OCP List

Professional and Contact Information	Description of Services
333 Group Attn: Janna Robertson Level 5 Chifley Tower 2 Chifley Square Sydney NSW 2000	Financial Advisory Services
Aidan Joyce Mulhussey, Maynooth Co. Meath, Ireland Phone: 353-87-991-4494	Legal Services
AKD Lawyers & Civil Law Notaries Attn: Henrike van de Laar Wilhelminakade 1 3072 AP Rotterdam P.O. Box 4302 3006 AH Rotterdam Phone: 31-88-253-5176	Legal Services
AKO Law 11th Floor Golden Jubilee Towers P.O. Box 80512 Dar es Salaam, Tanzania Phone: 255 (0) 774-303-060	Tax Services
Albernard & Azulay Advogados Associa Attn: Ms. Carolyne Albernard carolyne.albernard@alazadvogados.com.br Phone: 55-21-2224-4309	Legal Services
Allens Linklaters Attn: Christine Fullam QV.1 250 St Georges Terrace Perth WA 6000 Australia Phone: 61-8-9488 3749	Legal Services
Aluko & Oyebode Attn: Deji Olomojobi 1, Murtala Muhammed Drive Ikoyi, Lagos Phone: 234-1-462 8360	Legal Services
Anderson Anderson & Brown LLP 9 Queens Road Aberdeen, AB15 4YL	Tax Services

Professional and Contact Information	Description of Services
Aon Hewitt Limited Parkside House Ashley Road Epsom Surrey KT18 5BS	Actuarial Services
Appleby Global Attn: James Bodi Canon's Court, 22 Victoria Street Po Box HM 1179 Hamilton HM 11 Phone: 441-298-3240	Legal Services
Arntzen de Besche Attn: Rune Njøs Jacobsen Bygdøy allé 2 P.O. Box 2734 Solli, 0204 Oslo	Legal Services
Arthur Cox Attn: Cian Beecher Earlsfort Centre Dublin 2 Phone: 353-1-618-0539	Legal Services
Ashurst Attn: Marie-Claire Foley Level 32 Exchange Plaza 2 The Esplanade Perth WA 6000 Phone: 61-08-9366-8000	Legal Services
BAHR Attn: Karianne Engen Nybakk Advokatfirmaet BA-HR DA Tjuvholmen allé 16 P.O. Box 1524 Vika 0117 Oslo, Norway Phone: 47-21000050	Regulatory Advisor
Bain & Company Inc. Attn: Tim O'Connor 131 Dartmouth Street Boston, Massachusetts 02116 Phone: 617-572-2000	Management Consultant

Professional and Contact Information	Description of Services
Ballard Spahr LLP Attn: Andrew R. Hough 999 Peachtree Street, Suite 1000 Atlanta, Georgia 30309 Phone: 678-420-9570	Legal Services
Basch & Rameh Advogados Associados Attn: Ken Basch Rua da Consolação no. 3.741, 13º andar, CEP 01416-001 São Paulo, SP, Brasil Phone: 55-11-3065-4488	Legal Services
BDO Mozambique 25 September Avenue, 1230, 3rd floor, block 5 Maputo, Mozambique	Tax Services
Blake Morgan Attn: Ben Clark Watchmaker Court 33 St John's Lane London EC1M 4DB Phone: 020-7814-5491	Legal Services
Blake, Cassels & Gaydon LLP Attn: Michael Gans 126 East 56th Street, Suite 801, Tower 56 New York, NY 10022-3613 Phone: 212-893-8416	Legal Services
De Brauw Blackstone Westbroek Attn: Berend Crans Claude Debussylaan 80 P.O. Box 75084 1070 AB Amsterdam The Netherlands Phone: 31-20-577-1556	Legal Services
Brodies LLP Attn: Greg May 25 Carden Place Aberdeen, Scotland AB10 1UQ Phone: 44(0)-1224-392-255	Regulatory Advisor

Professional and Contact Information	Description of Services
Burness Paull Attn: Gary Chapman 1 Union Wynd Aberdeen, Scotland AB10 1DQ Phone: 44(0)-1224 618553	Legal Services
C2A Gabon Attn: Anne-Lise Chagneau BP 4568 Libreville Phone: 241-0429-7099	Legal Services
C2A Gabon c/o KPMG Gabon Immeuble Filao B, BP 4568 Libreville, Gabon	Tax Services
Cahill, Gordon & Reindel LLP Attn: David N. Kelley 80 Pine Street New York, NY 10005-1702 Phone: 212-701-3050	Legal Services
Campos Mello Attn: David L. Meiler Av. Almirante Barroso, 52 - sala 1202 Centro - Rio de Janeiro, RJ - Brasil 20031-000 Phone: 55-21-3262-3000	Legal Services
Castro, Barros, Sobral, Gomes Attn: Gloria Brasil Rua do Rocio, 291 - 11° Andar São Paulo, 04552-000 Phone: 55-21-2132-1855	Legal Services
CCW Partnership Attn: Harold Ng 1st & 2nd Floors, Units 9 & 10 Block C, Kiarong Complex Lebuhraya Suitan Hassanal Bolkiah BE1318 PO Box 2216 Bander Seri Begawan BS8674 Negara Brunei Darussalam Phone: 673-2451-606	Legal Services

Professional and Contact Information	Description of Services
Centralis Cayman Limited Attention: Jamie Nelson One Capital Place, 3rd Floor Shedden Road, Grand Cayman PO Box 1564, Cayman Islands, KY1-1110 Phone: 345-939-7640	Legal Services
Centralis Switzerland GmbH Dufourstrasse 101 CH-8008 Zurich	Tax Services
Centurion Law Firm Attn: Leopoldo Jeremias Esesa Mba Ada Leopoldo.mba@centurionlawfirm.com Phone: 240-555-171-667	Legal Services
CIM Global Business 33, Edith Cavell Street, Port-Louis, Mauritius Phone: 230-212-9800	Legal Services
CIM Tax Services Ltd 33, Edith Cavell Street Port Louis Phone: 230-213-7676 Fax: 230-213-7677	Tax Services
Clyde & Co. Attn: Mark Bisset 4 Carden Terrace, Aberdeen AB10 1US, DX AB6 Phone: 01224-628680	Legal Services
Clyde & Co. Attn: Alan Nlawi Kileo Alan.Kileo@akolaw.com Phone: 255(0)-767-302-200	Legal Services
Clyde & Co Tanzania Attn: Peter Kasanda Peter.Kasanda@clydeco.com 11th Floor, Golden Jubilee Towers Ohio Street, Dar es Salaam, Tanzania Phone: 255-768-983-000	Legal Services
Couto, Graça e Associados Attn: Rui Loforte Av. Kenneth Kaunda, 592 Maputo Phone: 258-21-496900	Legal Services

Professional and Contact Information	Description of Services
Cox & Palmer Attn: Anthony L. Chapman, Q.C. Purdy's Wharf Tower I 1100-1959 Upper Water Street Halifax NS Phone: 902-491-4106	Legal Services
Crowe Horwath Olympisch Stadion 24-28 1076 DE Amsterdam	Tax Services
Daugherty, Fowler, Peregrin, Haught & Jenson Attn: Mark Peregrin 100 N. Broadway, Suite 2000 Oklahoma City, OK 73102 Phone: 405-232-0003	Legal Services
Dechert LLP Attn: Andrew J. Levander andrew.levander@dechert.com 1095 Avenue of the Americas New York, New York 10036-6797 Phone: 212-698-3683	Legal Services
Deloitte & Touche LLP (Vancouver) 1055 Dunsmuir St, #2800 Vancouver, BC V7X 1P4, Canada Phone: 604-669-4466	Tax Services
Deloitte Advokatfirma Da Oslo Dronning Eufemias gate 14 0191 Oslo, Norway	Financial Services
Deloitte AG General Guisan-Quai 38, PO Box 2232 8022 Zürich, Switzerland	Tax Services
Deloitte Benin 02 BP 2877 Cotonou, Bénin	Tax Services
Deloitte Canada 2800 - 1055 Dunsmuir Street Vancouver, BC, V7X 1P4	Tax Services
Deloitte Luxembourg 520 Rue de Neudorf L-2220 Luxemourg BP 1173 L-1011 Luxembourg	Tax Services
Deloitte Namibia Deloitte Building Maerua Mall Jan Jonker Road PO Box 47 Windhoek, Namibia	Tax Services

Professional and Contact Information	Description of Services
Deloitte Romania 4-8 Nicolae Titulescu Road East Entrance, 2rd Floor, Sector 1, 011141 Bucharest, Romania	Tax Services
Deloitte Tanzania 10th Floor, PPF Tower Cnr of Ohio Street & Garden Avenue Dar es Salaam, P.O. Box 1559, Tanzania	Tax Services
Deloitte Tax LLP 30 Rockefeller Plaza New York, NY 10112	Financial Services
Dentons Canada LLP Attn: Ron Stuber 20th Floor, 250 Howe Street Vancouver, BC V6C 3R8 Canada Phone: 604-443-7129	Legal Services
Dentons Kazakhstan Attn: Aigoul Kenjebayeva 135, Abylai Khan Ave., 050000, Almaty, Republic of Kazakhstan	Legal Services
DLA Piper Canada Attn: Laura Safron Suite 1000, Livingston Place West 250 2nd St SW Calgary, AB T2P 0C1 Phone: 403-698-8778	Legal Services
DLA Piper Georgia LP Attn: Avto Svanidze 10 Melikishvili Street 0179, Tbilisi Georgia Phone: 995-32-250-9300	Legal Services
DLA Piper (Thailand) Limited Attn: Peter Shelford 47th Floor Unit 4707 Empire Tower 195 South Sathorn Road, Yannawa Sathorn Bangkok, 10120 Supreedee Nimitkul Phone: 66-2-686-8500	Legal Services

Professional and Contact Information	Description of Services
DLA Piper Australia Attn: Andrew Ball 1 Martin Place NSW 2000 Australia DX 107 Sydney Phone: 61-2-9288-8000	Legal Services
DLA Piper Saudi Arabia Attn: Amer Al Amr PO Box 57774 Riyadh 11584 Centria Centre, Level 7 Saudi Arabia Phone: 966-1-201-8989	Legal Services
DLA Piper Attn: Leon Medzhibovsky 1251 Avenue of the Americas New York, New York 10020-1104 Phone: 212-335-4630	Legal Services
Duff & Phelps, LLC 55 E 52nd Street New York, NY 10055	Financial Advisor
Dykema Gossett LLP Attn: Jack Schaedel 333 South Grand Avenue Suite 2100 Los Angeles, CA 90071 Phone: 213-457-1800	Legal Services
Edwin T. Nobbs, Q.C. Barrister and Solicitor 33 Yonge Street, Suite 201 Phone: 416-982-3825	Legal Services
Elisabeth Biget 73 Boulevard Haussmann 75008 Paris, France Phone: 33-1-40-73-16-40	Legal Services
Elvinger, Hoss & Prussen Attn: Martins Costa 2, Place Winston Churchill B.P 425 - L 2014 Luxembourg Phone: 352-44-66-44-0	Legal Services

Professional and Contact Information	Description of Services
Ernst & Young Harcourt Centre Harcourt Street Dublin 2	Tax Services
Ernst & Young AS Pastboks 20 Oslo Atrium 0051 Oslo, Norge	Tax Services
Ernst & Young Brunei Room 309A, 3rd Floor, Wisma Jaya, Jalan Pemancha Bandar Seri Begawan BS8811 Brunei Darussalam	Tax Services
Ernst & Young LLP 11 Mounts Bay Road Perth, WA 6000, Australia	Accounting Services
Ernst & Young LLP Pacific Centre 700 West Georgia Street PO Box 10101 Vanouver BC, V7Y 1C7	Tax Services
Ernst & Young LLP Blenheim House Fountainha11 Road Aberdeen AB15 4DT	Tax Services
Ernst & Young P/S Osvald Helmuths Vej 4 2000 Frederiksberg Danmark	Tax Services
Farris, Vaughan, Wills & Murphy LLP 25th Floor, 700 West Georgia Street Vancouver, BC V7Y 1B3 Alan Hamilton, QC Phone: 604-661-9354	Legal Services
Felsberg Advogados Attn: João Paulo Servera Av. Rio Branco, 85 - 8º andar Rio de Janeiro - RJ 20040-004 - Brasil Phone: 55-21-2156-7598	Legal Services
Ferrere Edificio Ferrere Juncal 1392 Montevideo 11000, Uruguay	Tax Services

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Fisher & Phillips, LLP Attn: Jocelyn Campanaro 1801 California Street, Suite 2700 Denver, CO 80202 Phone: 303-218-3667	Legal Services
Fladgate LLP Attn: Bree Taylor 16 Great Queen Street London, WC2B 5DG Phone: 44(0)-20-3036-7220	Legal Services
Fragomen Attn: Steven Brotherton 250 Montgomery Street, 10th Floor San Francisco, CA 94104, USA Phone: 415-263-8442	Legal Services
Grata International Attn: Darya Ryapissova dryapissova@gratanet.com 104, M. Ospanov Street Almaty, 050020, Republic of Kazakhstan Phone: 7-727-2445-777	Legal Services
Harada Advogados Associados Attn: Ms. Fabiane Louise Taytie fabiane@haradaadvogados.com.br Phone: 55-11-5574-1040	Legal Services
Harridyal-Sodha & Associates The Grove 21 Pine Road Belleville, St. Michael Barbados, West Indies BB11113	Legal Services

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Hogan Lovells US LLP Attn: Robert Cohn Columbia Square 555 Thirteenth Street, NW Washington, DC 20004-1109 Phone: 202-637-5600	Legal Services
Het BTW advies kantoor Hoofdgracht 61 1141 LB Naarden	Tax Services
Integrated Agents Trust Ltd Attention: Liau Suk Ngee and Nicole Yong Lot 1, 2nd Floor, Wisma Siamloh, Jalan Kemajuan, 87007 F.T. Labuan, Malaysia Phone: 6087 417810	Legal Services
Keystone Law Attn: Simon J. Murfitt Audley House, 13 Palace Street London, SW1E 5HX Phone: 44 (0) 20-7096-2180	Legal Services
King & Spalding LLP Attn: Christine Savage 1700 Pennsylvania Ave, NW, Suite 200 Washington, DC 2006-2706 Phone: 202-626-5541	Legal Services
King & Wood Mallesons Level 61 Governor Phillip Tower 1 Farrer Place Sydney NSW 2000 Australia	Legal Services

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KPMG Ireland 1 Harbourmaster Place, IFSC Dublin, 1 D01 F6F5 Ireland	Tax Services
KPMG Is Ve Yonetim Danismanhgi A.S. Kavacik Rüzgarlıbahçe Mah. Kavak Sok. No:29, Kavacık Beykoz, 34805, Turkey Phone: 90-218-681-90-81	Financial Services
KPMG Korea 10th Floor, Gangnam Finance Center 152 Teheran-ro, Gangnam-gu Seoul 135-984, Republic of Korea	Tax Services
KPMG Australia 10 Shelley Street Sydney, NSW 2000, Australia	Tax Services
KPMG Barbados Hastings, Christ Church BB 15154, Barbados	Tax Services
KPMG Huset Sorkedalsveien 6 P.O. Box 7000 Majorstuen N-0306 Oslo	Tax Services
KPMG LLP (Ontario, Canada) Suite 700 Commerce Place 21 King StreetWest Hamilton, Ontario L8P 4W7 Phone: 905-523-8200 Fax: 905-523-2222	Financial Services
KPMG Malta Portico Building Marina Street, Pieta', PTA 9044, Malta	Tax Services

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KPMG Nicaragua Centro Pellas 6to. Piso Km. 4 1/2 carretera a Masaya Managua, Nicaragua	Tax Services
Kromann Reumert Attn: Christian Falk Rønne Sønder Allé 3 8000 Aarhus C Denmark Phone: 45-38-77-46-85	Legal Services
KPMG Romania DN1, Sos. Bucuresti-Ploiesti, nr. 69-71 P.O. Box 18-191 Sector 1, Bucuresti 013685, Romania	Tax Services
KPMG Suriname Gravenberchstraat 10 Paramaribo, Suriname	Tax Services
KPMG Thailand 49th Fl., Empire Tower 1 South Sathorn Road Yannawa, Sathorn, Bangkok 10120, Thailand	Tax Services
Larlee Rosenberg, Barristers and Solicitors Attn: Jeevyn Dhaliwal Suite 600, The Randall Building 555 West Georgia Street Vancouver, BC V6B 1Z5 CANADA Phone: 1-604-681-9887	Legal Services
Laryea, Laryea & Co. PC Attn: Margaret R Laryea No. 5 Mankralo Close East Cantonments P.O. Box TF175 Trade Fair Centre Accra, Ghana Phone: 233(0)30-277-5282	Legal Services

Professional and Contact Information	Description of Services
Harridyal Sodha & Associates (LizaLaw) Attn: Liza A. Harridyal Sodha, LLB (Hons), LLM, TEP The Grove, 21 Pine Road Belleville, St. Michael BARBADOS BB11113 Phone: 246-228-9888 ext 222	Legal Services
Loyens & Loeff Luxembourg S.À R.L. Attn: Frederic Franckx Avocats à la Cour 18-20, rue Edward Steichen, L-2540 LUXEMBOURG Phone: 352-466-230	Legal Services
LK Shields email@lkshields.ie 40 Upper Mount Street Dublin 2 Ireland Phone: 353-1-661-0866	Legal Services
Greg Beniston 1802 - 1000 Beach Avenue Vancouver, BC V6E 4M2 Phone: 604-961-4799	Legal Services
Maclay Murray & Spens LLP MMS Aberdeen 66 Queens Road Aberdeen AB15 4YE Phone: 0330-222-0050	Legal Services
Maples and Calder Attn: Wanda Ebanks wanda.ebanks@maplesandcalder.com P.O. Box 309, Ugland House South Church Street George Town Grand Cayman KY1-1104 Cayman Islands Phone: 1-345-814-5449	Legal Services
Maples and Calder (Dublin) Attn: James Scanlon 75 St Stephen's Green Dublin 2, Ireland Phone: 353-1-619-2061	Legal Services

Professional and Contact Information	Description of Services
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Michelman & Robinson, LLP Attn: Sanford L. Michelman 10880 Wilshire Boulevard 19th Floor Los Angeles, CA 90024 Phone: 310-564-2670 Fax: 310-564-2671	Legal Services
Minter Ellison Attn: Peter Kay Minter Ellison Lawyers Rialto Towers 525 Collins Street Melbourne VIC 3000 Phone: 61-3-8608-2133	Legal Services
Miranda Correia Amendoeira & Associa Attn: Veronica Vaz Lisbon Av. Eng. Duarte Pacheco, 7 1070-100 Lisboa Phone: 351-217-814-800 Fax: 351-217-814-802	Legal Services
Morgan Stanley & Co LLC Attn: Laura Cheng 1585 Broadway New York, NY Phone: 212-305-5437	Financial Services
Morgan, Lewis & Bockius LLP Attn: R J Lichtenstein 1701 Market Street Philadelphia, PA 19103 - 2921 Phone: 215-963-5000 Fax: 215-963-5001	Legal Services

Professional and Contact Information	Description of Services
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Morton Fraser LLP Quartermile Two 2 Lister Square Edinburgh EH3 9GL Beverly Wood Phone: 0131-247-1324 Fax: 0131-247-1007	Legal Services
Murta Goyanes Advogados 5º Andar - R. Dezenove de Fevereiro, 30 - Botafogo, Rio de Janeiro - RJ, 22280-030, Brazil	Legal Services
Musat & Asociatii 43 Aviatorilor Boulevard, 1st District, Code 011853, Bucharest, ROMANIA Alina Tudor Phone: (40-21) 202-59-00; (40-31) 423.29.00 Fax: (40-21) 223.39.57 / (40-21) 223.04.95	Legal Services
Nauta Dutilh Attn: T. E. Dom Strawinskylaan 1999 1077 XV Amsterdam P.O. BOX 7113 The Netherlands Phone: 31-20-71-71-000 Fax: 31-20-71-71-111	Legal Services
Navex Global, Inc. 5500 Meadows Road, Suite 500 Lake Oswego, OR 97035 United States	Legal Services
Norton White Attn: Ben Martin Level 4, 66 Hunter Street Sydney NSW 2000, Australia Phone: 61-2-9230-9435	Legal Services

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Norton Rose Fulbright South Africa Inc. Attn: Emma Forbes emma.forbes@nortonrosefulbright.com 15 Alice Lane, Sandton 2196, South Africa Phone: 27-11-301-3455 Fax: 27-11-301-3200	Legal Services
Oliver Wyman Attn: Tim Hoyland 1166 Avenue of the Americas New York, NY 10036 Phone: 212-345-8000	Management Consultant
Osler, Hoskin & Harcourt LLP 620 8th Avenue New York, NY 10018	Legal Services
Pamboridis LLC 45 Digeni Akrita Ave. Pamboridis House CY - 1070 Nicosia - CYPRUS Phone: 357-22-753133 Fax: 357-22-75-28-00	Legal Services
Pillsbury Winthrop Shaw Pittman Attn: Paul Jebely Shanghai Suite 4201, Bund Center 222 Yan An Road East Huangpu District, Shanghai 200002 Phone: 86-21-6137-7999	Legal Services
Pinsent Masons 30 Crown Place Earl Street London EC2A 4ES Phone: 44(0) 20-7418-7000 Fax: 44(0) 20-7418-7050	Legal Services
PwC Canada 250 Howe Street, Suite 700 Vancovuer, BC, V6C 3S7	Tax Services
PwC Kazakhstan 34- Al-Farabi Avenue Almaty 050059, Kazakhstan	Tax Services
PwC Mozambique Av. Vladimir Lenine, 174,4º andar Edifício Millennium Park, Maputo	Tax Services

Professional and Contact Information	Description of Services
PwC Tanzania Pemba House 369 Toure Drive Oyster Bay P.O. Box 45 Dar es Salaam Tanzania Phone: 255(0)22-219-2000	Tax Services
PwC UK Hay's Galleria 1 Hay's Lane London, SE1 2RD	Tax Services
PricewaterhouseCoopers Tax & Legal Senegal 3, Place de l'independance – Immeuble SDIH – BP: 6454 Dakar, Senegal Phone: 221-33-849-05-00	Tax Services
PricewaterhouseCoopers Tax & Legal Attn: Raphaël Beilvert Main Road Malabo 2 EGICO Tower, 3rd and 4th Floor, PO Box 431 Equatorial Guinea Phone: 240-333-09-14-34 Fax: 240-333-09-09-10	Legal Services
Pryor Cashman LLP Attn: Avram E. Morell 7 Times Square New York, NY 10036-6569 Phone: 212-326-0489 Fax: 212-798-6931	Legal Services
Puglisi & Associates Attn: Greg Lavelle 850 Library Ave., Suite 204 Newark, DE 19711 Phone: 302-738-6680 Fax: 302-738-7210	Accounting Services
Rahmat Lim & Partners Attn: Azman bin Othman Luk azman.luk@rahmatlim.com Suite 33.01 Level 33, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia Phone: 603-2299-3809 Fax: 603-2287-1616	Legal Services

Professional and Contact Information	Description of Services
Roper Greyell 745 Thurlow St #1850, Vancouver, BC V6E 0C5	Legal Services
Rubin Thomlinson Attn: Adrian Ishak 20 Adelaide St. East Suite 1104 Toronto, Ontario Canada M5C 2T6 Phone: 416-847-1814 x 122	Legal Services
Ryan UK 5th Floor North Brettenham House Lancaster Place London, UK WC2E 7EN	Tax Services
Ryan ULC 6775 Financial Drive, Suite 102 Mississauga, ON L5N 0A4	Tax Services
S2 Filings 5670 Wilshire Boulevard, Suite 1530 Los Angeles, CA 90036 Phone: 646 556 6582 Fax: 646 556 6599	Financial Services
Sal & Caldeira Advogados Attn: Vanessa Manuela Chiponde vchiponde@salcaldeira.com Av. Julius Nyerere, n. 3412 Maputo Mozambique Phone: 258-21-24-14-00 Fax: 258-21-49-47-10	Legal Services
Seabury Human Capital LLC 1350 Avenue of Americas, 25th Floor New York, NY 10019 Phone: 212-284-1133 Fax: 212-284-1144	Consultants
L.O. Baptista, Schmidt, Valois, Miranda, Ferreira & Agel - Advogados Attn: Mr. Jose Gustavo Fernandes Braga gbraga@lob-svmfa.com.br Phone: 55-21-2114-1727	Legal Services

Professional and Contact Information	Description of Services
Shearman & Sterling LLP 599 Lexington Avenue New York, NY 10022-6069 Phone: 212-848-4000	Legal Services
Shepherd Wedderburn 1 Exchange Crescent Conference Square Edinburgh EH3 8UL Phone: 44 (0)131-228-9900 Fax: 44 (0)131-228-1222	Legal Services
Simpson & Marwick Attn: Sandy Kemp 4 Carden Terrace, Aberdeen AB10 1US, DX AB6 01224 628680	Legal Services
Simpson Thacher & Bartlett LLP Attn: Paul Gluckow 425 Lexington Avenue New York, NY 10017 Phone: 212-455-2653	Legal Services
Stephenson Harwood LLP Attn: Paul Thwaite Phone: 44-20-7809-2341 Mobile 44-7881-913246	Legal Services
Stuarts Walker Hersant Humphries 36 Dr Roys Dr, George Town, Cayman Islands Chris Humphries Phone: 1-345-949-3344	Legal Services
Teneo Linguistics Company, LLC 4700 Bryant Irvin Court, Suite 301 Fort Worth TX 76107 Phone: 817-441-9974	Translation Services
Thommessen Krefting Kreve Lund AS **Advokatfirmaet Thommessen AS** Attn: Jan Erik Svang Haakon VII's gate 10, PO Box 1484 Vika, NO-0116 OSLO, Norway Phone: 47-23-11-11-11 Fax: 47-23-11-10-10	Legal Services

Professional and Contact Information	Description of Services
Thomson Geer Attn: Lee Dewhirst 19 Gouger Street, Adelaide SA 5000 Australia Phone: 61-8-8236-1145	Legal Services
Tim Glassett 9336 Civic Center Drive Beverly Hills CA, 92649 Phone: 562-546-3652	Legal Services
TRACE International, Inc. Attn: Kimberley D. Chance 151 West Street Annapolis, MD 21401 Phone: 410-990-0076	Legal Services
Trench, Rossi e Watanabe Advogados Attn: Leonardo Martins Av. Dr. Chucri Zaidan 920 - 13 andar São Paulo, 04583-904 Phone: 55-(21)-2206-4934 Fax: 55-115506-3455	Legal Services
Trouw Fraga Advogados Attn: Mr. Fábio Fraga ffraga@tfslaw.com.br Phone: 55-21-2504-9420	Legal Services
Van Doorne Attn: Elmar Dijkstra Jachthavenweg 121 1081 KM P.O. Box 75266 Amsterdam, Holland 1071 AG Phone: 31 (0)20-6789-403	Legal Services
Veirano e Advogados Associados Attn: Ms. Flavia Azevedo flavia.azevedo@veirano.com.br Phone: 55-21-3824-4747	Legal Services
Walkers Global 190 Elgin Avenue, George Town, Grand Cayman KY1-9001, Cayman Islands Richard Munden Phone: 1-345-814-6835	Legal Services

Professional and Contact Information	Description of Services
Wardyński & Partners Attn: Szymon Kubiak Al. Ujazdowskie 10 Warsaw, 00-478 Phone: 49-22-437-82-00	Legal Services
Watson Farley & Williams LLP 15 Appold Street London EC2A 2HB United Kingdom Attention: Nicola Davies Phone: +44 20 7814 8408	Legal Services
Watson Farley & Williams (Middle East) LLP Attn: Michael Savva Unit 3, Level 15 Tower 2, Al Fattan Currency House Dubai International Financial Centre, PO Box 506896, Dubai Phone: 971-4-278-2300	Legal Services
Weiss, Handler & Cornwell, P.A. Attn: William J. Berger One Boca Place 2255 Glades Road, Suite 218-A Boca Raton, FL 33431-7392 Phone: 561-997-9995	Legal Services
Wiersholm, Mellbye & Bech Attn: Per Raustøl advokatfirma AS Ruseløkkveien 26, P.O. Box 1400 Vika Oslo, N-0114 Phone: 47-210-210-00	Legal Services
Yali Molina Palacios Attn: Álvaro J. Molina Central Law Nicaragua Molina & Asociados Costado Este del Edificio BAC en Colonial Los Robles, IV Etapa # 19, Managua Phone: 505-2278-6045	Legal Services

EXHIBIT 2

OCP Declaration

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re:	:	**Chapter 11**
CHC GROUP LTD. *et al.*,	:	**Case No. 16–31854 (BJH)**
Debtors.	:	**(Jointly Administered)**

DECLARATION OF _____,
ON BEHALF OF _____

1. I, _____, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true to the best of my knowledge, information, and belief:

2. I am a _____ of _____, located at _____ (the "**Company**").

3. CHC Group Ltd. and its above-captioned debtor affiliates, as debtors and debtors in possession (collectively, the "**Debtors**"),[1] have requested that the Company provide _____ services to the Debtors, and the Company has consented to provide such services (the "**Services**").

4. The Services include, but are not limited to, the following:_____

_____.

[1] A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, where applicable, is attached hereto as **Exhibit A**.

5. The Company may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Company is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants, employees of the Debtors, or other parties in interest in these chapter 11 cases. The Company does not and will not perform services for any such person in connection with these chapter 11 cases with respect to the matter(s) on which it is to be employed. In addition, the Company does not have any relationship with any such person, their attorneys, or their accountants that would be adverse to the Debtors or their estates with respect to the matter(s) on which it is to be employed.

6. Neither I nor any principal of or professional employed by the Company has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Company.

7. After review of the Company's internal databases and the relevant parties in interest, I determined that neither I nor any principal of or professional employed by the Company, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) on which it is to be employed.

8. As of the date hereof, the Company owns the following stock of CHC Group Ltd.:

Kind of shares: _____

Number of shares: _____

9. As of the date hereof, the following members, associates and/or professional employees of the Company own the following shares of stock of CHC Group Ltd.:

Name: _____

Title: _____

Kind of shares: _____

Number of shares: _____

10. As of the date of the commencement of their chapter 11 cases, the Debtors owed the Company $_____ in respect of prepetition services rendered to the Debtors.

11. The Company is conducting further inquiries regarding its retention by any creditors of the Debtors, and, upon conclusion of that inquiry, or at any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this declaration.

I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT.

Dated: _____

_____

Name:
Title:
Company:
Address:

Telephone:
Facsimile:

EXHIBIT A

Debtors

Debtor	Last Four Digits of Federal Tax I.D. No.
CHC Group Ltd.	7405
6922767 Holding SARL	8004
Capital Aviation Services B.V.	2415
CHC Cayman ABL Borrower Ltd.	5051
CHC Cayman ABL Holdings Ltd.	4835
CHC Cayman Investments I Ltd.	8558
CHC Den Helder B.V.	2455
CHC Global Operations (2008) ULC	7214
CHC Global Operations Canada (2008) ULC	6979
CHC Global Operations International ULC	8751
CHC Helicopter (1) S.à r.l.	8914
CHC Helicopter (2) S.à r.l.	9088
CHC Helicopter (3) S.à r.l.	9297
CHC Helicopter (4) S.à r.l.	9655
CHC Helicopter (5) S.à r.l.	9897
CHC Helicopter Australia Pty Ltd	2402
CHC Helicopter Holding S.à r.l.	0907
CHC Helicopter S.A.	6821
CHC Helicopters (Barbados) Limited	7985
CHC Helicopters (Barbados) SRL	N/A
CHC Holding (UK) Limited	2198
CHC Holding NL B.V.	6801

Debtor	Last Four Digits of Federal Tax I.D. No.
CHC Hoofddorp B.V.	2413
CHC Leasing (Ireland) Limited	8230
CHC Netherlands B.V.	2409
CHC Norway Acquisition Co AS	6777
Heli-One (Netherlands) B.V.	2414
Heli-One (Norway) AS	2437
Heli-One (U.S.) Inc.	9617
Heli-One (UK) Limited	2451
Heli-One Canada ULC	8735
Heli-One Holdings (UK) Limited	6780
Heli-One Leasing (Norway) AS	2441
Heli-One Leasing ULC	N/A
Heli-One USA Inc.	3691
Heliworld Leasing Limited	2464
Integra Leasing AS	2439
Lloyd Bass Strait Helicopters Pty. Ltd.	2398
Lloyd Helicopter Services Limited	6781
Lloyd Helicopter Services Pty. Ltd.	2394
Lloyd Helicopters International Pty. Ltd.	2400
Lloyd Helicopters Pty. Ltd.	2393
Management Aviation Limited	2135

EXHIBIT 3

Retention Questionnaire

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re:	:	**Chapter 11**
CHC GROUP LTD. *et al.*,[1]	:	**Case No. 16–31854 (BJH)**
Debtors.	:	**(Jointly Administered)**

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by CHC Group Ltd. and its above-captioned debtor affiliates, as debtors and debtors in possession (collectively, the "**Debtors**").

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS TO:

Counsel for the Debtors at:
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: David Li, Esq.

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of company:

_____

_____

_____

2. Date of retention: _____

[1] A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, where applicable, is attached hereto as **Exhibit A**.

3. Type of services to be provided (accounting, legal, etc.):

_____

_____

4. Brief description of services to be provided:

_____

_____

_____

5. Arrangements for compensation (hourly, contingent, etc.):

_____

(a) Average hourly rate (if applicable): _____

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

_____

6. Prepetition claims against the Debtors held by the company:

Amount of claim: $_____

Date claim arose: _____

Nature of claim: _____

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the company:

Name: _____

Status: _____

Amount of claim: $_____

Date claim arose: _____

Nature of claim: _____

_____

_____

_____

8. Stock of CHC Group Ltd. currently held by the firm:

Kind of shares: _____

Number of shares: _____

9. Stock of CHC Group Ltd. currently held individually by any member, associate, or professional employee of the firm:

Name: _____

Title: _____

Kind of shares: _____

Number of shares: _____

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the company is to be employed:

_____

_____

_____

_____

11. Name and title of individual completing this form:

_____

Dated: _____, 2016

EXHIBIT A

Debtors

Debtor	Last Four Digits of Federal Tax I.D. No.
CHC Group Ltd.	7405
6922767 Holding SARL	8004
Capital Aviation Services B.V.	2415
CHC Cayman ABL Borrower Ltd.	5051
CHC Cayman ABL Holdings Ltd.	4835
CHC Cayman Investments I Ltd.	8558
CHC Den Helder B.V.	2455
CHC Global Operations (2008) ULC	7214
CHC Global Operations Canada (2008) ULC	6979
CHC Global Operations International ULC	8751
CHC Helicopter (1) S.à r.l.	8914
CHC Helicopter (2) S.à r.l.	9088
CHC Helicopter (3) S.à r.l.	9297
CHC Helicopter (4) S.à r.l.	9655
CHC Helicopter (5) S.à r.l.	9897
CHC Helicopter Australia Pty Ltd	2402
CHC Helicopter Holding S.à r.l.	0907
CHC Helicopter S.A.	6821
CHC Helicopters (Barbados) Limited	7985
CHC Helicopters (Barbados) SRL	N/A
CHC Holding (UK) Limited	2198
CHC Holding NL B.V.	6801

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CHC Netherlands B.V.	2409
CHC Norway Acquisition Co AS	6777
Heli-One (Netherlands) B.V.	2414
Heli-One (Norway) AS	2437
Heli-One (U.S.) Inc.	9617
Heli-One (UK) Limited	2451
Heli-One Canada ULC	8735
Heli-One Holdings (UK) Limited	6780
Heli-One Leasing (Norway) AS	2441
Heli-One Leasing ULC	N/A
Heli-One USA Inc.	3691
Heliworld Leasing Limited	2464
Integra Leasing AS	2439
Lloyd Bass Strait Helicopters Pty. Ltd.	2398
Lloyd Helicopter Services Limited	6781
Lloyd Helicopter Services Pty. Ltd.	2394
Lloyd Helicopters International Pty. Ltd.	2400
Lloyd Helicopters Pty. Ltd.	2393
Management Aviation Limited	2135