

This is the 2nd affidavit of
S. Brown-John in this case and was
made on October 5, 2016

No. S-169079
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN BANKRUPTCY AND INSOLVENCY

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C36, AS AMENDED

AND IN THE MATTER OF CERTAIN PROCEEDINGS TAKEN IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS WITH RESPECT TO THE COMPANIES LISTED ON SCHEDULE "A" HERETO

APPLICATION OF CHC GROUP LTD
UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C 36, AS AMENDED

AFFIDAVIT

1. I, Sandra Brown-John, of Suite 2600, 595 Burrard Street, Three Bentall Centre, Vancouver, B.C., V7X 1L3, Legal Administrative Assistant, SWEAR THAT:

2. I am a legal administrative assistant at Blake, Cassels & Graydon LLP, counsel for CHC Group Ltd. and as such I have personal knowledge of the matters deposed to in this Affidavit except where I depose to a matter based on information from an informant I identify in which case I believe that both the information from the informant and the resulting statement are true.

3. Attached hereto and marked as **Exhibits "A"** through **"LL"** are certified copies of voluntary petitions filed with the United States Bankruptcy Court for the Northern District of Texas, Dallas Division by each of the following debtors:

- Exhibit A: Petition filed by 6922767 Holding SARL.
- Exhibit B: Petition filed by Capital Aviation Services B.V.
- Exhibit C: Petition filed by CHC Cayman ABL Borrower Ltd.



- Exhibit D: Petition filed by CHC Cayman ABL Holdings Ltd.
- Exhibit E: Petition filed by CHC Cayman Investments I Ltd.
- Exhibit F: Petition filed by CHC Den Helder B.V.
- Exhibit G: Petition filed by CHC Group Ltd.
- Exhibit H: Petition filed by CHC Helicopter (1) SARL.
- Exhibit I: Petition filed by CHC Helicopter (2) SARL.
- Exhibit J: Petition filed by CHC Helicopter (3) S.a.r.l.
- Exhibit K: Petition filed by CHC Helicopter (4) S.a.r.l.
- Exhibit L: Petition filed by CHC Helicopter (5) S.a.r.l.
- Exhibit M: Petition filed by CHC Helicopter Australia Pty. Ltd.
- Exhibit N: Petition filed by CHC Helicopter Holding S.a.r.l.
- Exhibit O: Petition filed by CHC Helicopter S.A.
- Exhibit P: Petition filed by CHC Helicopters (Barbados) Limited.
- Exhibit Q: Petition filed by CHC Helicopters (Barbados) SRL.
- Exhibit R: Petition filed by CHC Holding (UK) Limited.
- Exhibit S: Petition filed by CHC Holding NL B.V.
- Exhibit T: Petition filed by CHC Hoofddorp B.V.
- Exhibit U: Petition filed by CHC Leasing (Ireland) Limited.
- Exhibit V: Petition filed by CHC Netherlands B.V.
- Exhibit W: Petition filed by CHC Norway Acquisition Co AS.
- Exhibit X: Petition filed by Heli-One (Netherlands) B.V.
- Exhibit Y: Petition filed by Heli-One (Norway) AS
- Exhibit Z: Petition filed by Heli-One (U.S.) Inc.
- Exhibit AA: Petition filed by Heli-One (UK) Limited.
- Exhibit BB: Petition filed by Heli-One Holdings (UK) Limited.

- Exhibit CC: Petition filed by Heli-One Leasing (Norway) AS.
- Exhibit DD: Petition filed by Heli-One USA Inc.
- Exhibit EE: Petition filed by Heliworld Leasing Limited.
- Exhibit FF: Petition filed by Integra Leasing AS.
- Exhibit GG: Petition filed by Lloyd Bass Strait Helicopters Pty.
- Exhibit HH: Petition filed by Lloyd Helicopter Services Limited.
- Exhibit II: Petition filed by Lloyd Helicopters Services Pty. Ltd.
- Exhibit JJ: Petition filed by Lloyd Helicopters International Pty.
- Exhibit KK: Petition filed by Lloyd Helicopters Pty. Ltd.
- Exhibit LL: Petition filed by Management Aviation Limited.

SWORN BEFORE ME at Vancouver, British Columbia on October 5, 2016)



SANDRA BROWN-JOHN



A Commissioner for taking Affidavits for British Columbia)

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SCHEDULE "A"

LIST OF COMPANIES

CHC Group Ltd.

6922767 Holding SARL

Capital Aviation Services B.V.

CHC Cayman ABL Borrower Ltd.

CHC Cayman ABL Holdings Ltd.

CHC Cayman Investments I Ltd.

CHC Den Helder B.V.

CHC Global Operations (2008) ULC

CHC Global Operations Canada (2008) ULC

CHC Global Operations International ULC

CHC Helicopter (1) S.á.r.l.

CHC Helicopter (2) S.á.r.l.

CHC Helicopter (3) S.á.r.l.

CHC Helicopter (4) S.á.r.l.

CHC Helicopter (5) S.á.r.l.

CHC Helicopter Australia Pty Ltd

CHC Helicopter Holding S.á.r.l.

CHC Helicopter S.A.

CHC Helicopters (Barbados) Limited

CHC Helicopters (Barbados) SRL

CHC Holding (UK) Limited

CHC Holding NL B.V.

CHC Hoofddorp B.V.

CHC Leasing (Ireland) Limited

CHC Netherlands B.V.

CHC Norway Acquisition Co AS

Heli-One (Netherlands) B.V.

Heli-One (Norway) AS

Heli-One (U.S.) Inc.

Heli-One (UK) Limited

Heli-One Canada ULC

Heli-One Holdings (UK) Limited

Heli-One Leasing (Norway) AS

Heli-One Leasing ULC

Heli-One USA Inc.

Heliworld Leasing Limited

Integra Leasing AS

Lloyd Bass Strait Helicopters Pty. Ltd.

Lloyd Helicopter Services Limited

Lloyd Helicopter Services Pty. Ltd.

Lloyd Helicopters International Pty. Ltd.

Lloyd Helicopters Pty. Ltd.

Management Aviation Limited