SUPREME COURT
OF BRITISH COLUMBIA
VANCOUVER REGISTRY

OCT 13 2016

ENTERED

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

ORDER MADE AFTER APPLICATION

(FOREIGN MAIN PROCEEDING - INITIAL RECOGNITION)

BEFORE THE HONOURABLE	)	THURSDAY, THE 13th DAY
JUSTICE MASUHARA	)	OF OCTOBER, 2016.

THE PETITION of CHC Group Ltd., in its capacity as the foreign representative (the "**Foreign Representative**") of CHC Global Operations Canada (2008) ULC, CHC Global Operations International ULC, CHC Global Operations (2008) ULC, Heli-One Leasing ULC, and Heli-One Canada ULC (together, the "**Canadian Debtors**") and the other companies listed on **Schedule "A"** hereto (together with the Canadian Debtors, the "**Debtors**"), pursuant to Part IV of the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "**CCAA**"), coming on for hearing at Vancouver, British Columbia, on the 11th day of October, 2016, and on hearing William C. Kaplan, Q.C., counsel for the Foreign Representative and those other counsel listed on **Schedule "B"** hereto; AND UPON READING the material filed, including Affidavit #1 of

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the Debtors' Chief Restructuring Officer, Robert A. Del Genio, Affidavit #1 of Paul King, and Affidavits #1 - #3 of Sandra Brown-John, and upon being provided with copies of the documents required by s. 46 of the CCAA;

AND UPON HEARING the submissions of counsel for the Foreign Representative, and those other counsel listed on **Schedule "B"**;

THIS COURT ORDERS AND DECLARES that:

SERVICE

1. The time for service of the Petition, supporting affidavits and all other materials is hereby abridged so that this Petition is properly returnable today.

FOREIGN REPRESENTATIVE

2. The Foreign Representative is the "foreign representative" of the Debtors, as defined in subsection 45(1) of the CCAA, in respect of the proceedings commenced on May 5, 2016 in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division, under Chapter 11 of title 11 of the United States Code (the "**Foreign Proceeding**").

CENTRE OF MAIN INTEREST AND RECOGNITION OF FOREIGN PROCEEDING

3. The centre of main interests of each of the Canadian Debtors is the United States of America, and the Foreign Proceeding is hereby recognized as a "foreign main proceeding", as defined in subsection 45(1) of the CCAA.

STAY OF PROCEEDINGS

4. Until otherwise ordered by this Court:

   a. all proceedings taken or that might be taken against any of the Canadian Debtors under the *Bankruptcy and Insolvency Act* or the *Winding-up and Restructuring Act* are hereby stayed;

   b. further proceedings in any action, suit or proceeding against any of the Canadian Debtors are hereby restrained; and

c. the commencement of any action, suit or proceeding against any of the Canadian Debtors is hereby prohibited.

NO SALE OF PROPERTY

5. Except with leave of this Court, each of the Debtors is hereby prohibited from selling or otherwise disposing of:

   a. outside the ordinary course of its business, any of its property in Canada that relates to the business; and

   b. any of its other property in Canada.

GENERAL

6. As soon as practicable, the Foreign Representative shall cause a notice substantially in the form attached to this Order as **Schedule "C"** to be published once a week for two consecutive weeks in the *Vancouver Sun* and the *Globe and Mail*.

7. This Order shall be effective as of 12:01 a.m. on the date of this Order.

8. Any interested party may apply to this Court to vary or amend this Order or seek other relief on not less than seven (7) days' notice to the Debtors and the Foreign Representative and their respective counsel, and to any other party or parties likely to be affected by the order sought, or upon such other notice, if any, as this Court may order.

9. Notwithstanding anything contained herein, nothing in this Order shall limit or prejudice the rights of 0921528 B.C. Ltd., the Petitioner, or Heli-One Canada ULC in respect to any application relating to the jurisdiction, or the process, of any potential disclaimer or rejection of Heli-One Canada ULC's lease of its Delta, British Columbia facilities.

10. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, to give effect to this Order and to assist the Debtors and the Foreign Representative and their respective counsel and agents in carrying out the terms of this Order.

11. Approval of this Order as to form by counsel appearing on this application, other than counsel for the Petitioner, is hereby dispensed with.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT:

Signature of William C. Kaplan, Q.C. / Peter Bychawski
Lawyers for the Foreign Representative

Cavanagh J.

BY THE COURT

REGISTRAR

CHECKED

SCHEDULE "A"

Debtor 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

SCHEDULE "B"

List of Counsel

Name	Client
Natalie E. Levine / Matthew Nied	Ad Hoc Group of Noteholders
Howard Gorman	Debtors' Revolving Facility
Brigeeta Richdale	Official Committee of Unsecured Creditors
Magnus Verbrugge / Ryan Laity	0912528 B.C. Ltd.

SCHEDULE "C"

IN THE MATTER OF THE PETITION BY CHC GROUP LTD. TO THE SUPREME COURT OF BRITISH COLUMBIA, RECOGNIZING CERTAIN PROCEEDINGS COMMENCED IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION.

This Notice is being published pursuant to an order of the Supreme Court of British Columbia (the "**Canadian Court**") pronounced on September 30, 2016.

On May 5, 2016, CHC Global Operations (2008) ULC, CHC Global Operations Canada (2008) ULC, CHC Global Operations International ULC, Heli-One Canada ULC, Heli-One Leasing ULC and certain other affiliated companies carrying on business as CHC Helicopters (collectively, the "**Debtors**") commenced voluntary reorganization proceedings (the "**Chapter 11 Proceedings**") in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the "**U.S. Court**"), by each filing a voluntary petition for relief under the U.S. Bankruptcy Code. In connection with the Chapter 11 Proceedings, the U.S. Court has appointed CHC Group Ltd. as the Debtors' foreign representative (the "**Foreign Representative**").

Upon the application of the Foreign Representative, an Initial Recognition Order (Foreign Main Proceeding) and a Supplemental Order (Foreign Main Proceeding) dated September 30, 2016 have been granted by the Canadian Court under Part IV of the *Companies' Creditors Arrangement Act* (the "**CCAA**"). These Orders, among other things: (i) recognize the Chapter 11 Proceedings as a "foreign main proceeding"; (ii) recognize CHC Group Ltd. as the Foreign Representative of the Debtors; (iii) recognize certain orders granted by the U.S. Court in the Chapter 11 Proceedings; and (iv) stay all proceedings against the Canadian Debtors and their directors and officers.

NOTICE TO THE CANADIAN CREDITORS OF THE CANADIAN DEBTORS: If you did not receive notice of the creditor claims process established by the U.S. Court in accordance with the Claims Bar Date Order entered in the Chapter 11 Proceedings prior to August 26, 2016 and wish to make a claim against the Canadian Debtors, you may contact the Debtors' legal counsel in the Chapter 11 Proceedings, Kelly DiBlasi, at Kelly.DiBlasi@weil.com, or the Foreign Representative's legal counsel in the Debtors' Canadian CCAA Proceedings, William C. Kaplan, at bill.kaplan@blakes.com.

Legal counsel for the Foreign Representative is: Blake, Cassels & Graydon LLP, 595 Burrard Street, Suite 2600, Vancouver, BC V7X 1L3, Fax: 604-631-3309, Attention: William C. Kaplan, Q.C.

Persons who wish to receive copies of the Orders pronounced with respect to the Debtors or obtain any further information in respect of the matters set forth in this Notice may contact the Foreign Representative through Robert A. Del Genio, the Debtors' Chief Restructuring Officer, at [rdelgenio@cdggroup.com] or visit the website of Kurtzman Carson Consultants, the Claims and Noticing Agent appointed in the Chapter 11 Proceedings, at http://www.kccllc.net/chc.