SUPREME COURT
OF BRITISH COLUMBIA
VANCOUVER REGISTRY

DEC 09 2016

ENTERED

Date Filed: 12/9/2016

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

ORDER MADE AFTER APPLICATION

BEFORE THE HONOURABLE	)	FRIDAY, THE 9TH DAY
JUSTICE MASUHARA	)	OF DECEMBER, 2016.
	)	

UPON THE APPLICATION 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 9th day of December, 2016, and on hearing Peter Bychawski, counsel for the Foreign Representative, and those other counsel listed on **Schedule "B"** hereto; AND UPON READING the material filed, including Affidavits #1 and #2 of the Debtors' Chief Restructuring Officer, Robert A. Del Genio, and Affidavits #1 and #3 of Hoa Ung, each filed; AND UPON HEARING the submissions of counsel for the Foreign Representative, and counsel for those other parties listed on **Schedule "B"**;

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THIS COURT ORDERS AND DECLARES that:

1. The proper jurisdiction and legal process for adjudicating the disclaimer or rejection of the Boundary Bay Lease (as defined in the Foreign Representative's Notice of Application filed in this proceeding on November 24, 2016), and any issues arising with respect to such disclaimer or rejection, is the United States Bankruptcy Court for the Northern District of Texas, Dallas Division.

2. 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 Peter Bychawski
Lawyers for the petitioner, CHC Group Ltd.

Cumham J.
BY THE COURT

REGISTRAR

CHECKED

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

SCHEDULE "B"

List of Counsel

Name	Client
Peter Bychawski Claire Hildebrand (Articled Student)	CHC Group Ltd.
Howard A. Gorman, Q.C.	HSBC Bank PLC
Jessica L. Lewis	Official Unsecured Creditors' Committee
Matthew Nied	Ad Hoc Noteholder Group

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