



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**

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	:	
<i>In re:</i>	:	Chapter 11
	:	
CHC GROUP LTD. <i>et al.</i> ,	:	Case No. 16-31854 (BJH)
	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**SECOND INTERIM ORDER AUTHORIZING DEBTORS TO
(A) CONTINUE THEIR EXISTING CASH MANAGEMENT
SYSTEM, (B) CONTINUE EXISTING INTERCOMPANY
TRANSACTIONS, (C) MAINTAIN EXISTING BANK ACCOUNTS
AND BUSINESS FORMS, AND (D) HONOR CERTAIN PREPETITION
OBLIGATIONS RELATING TO THE USE OF THE CASH MANAGEMENT
SYSTEM, AND (II) GRANTING EXTENSION OF TIME TO COMPLY
WITH, AND PARTIAL WAIVER OF, REQUIREMENTS OF SECTION 345(b) OF THE
BANKRUPTCY CODE PURSUANT TO SECTIONS 105(a), 345(b), 363(c), 364(a), AND
503(b) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 6003 AND 6004**

Upon the Motion, dated May 5, 2016 (the "Motion"),¹ of CHC Group Ltd.

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



and its above-captioned debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), for an order pursuant to sections 105(a), 363(c), 345(b), 364(a), and 503(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) for (i) authorization to (a) continue their existing cash management system (the “**Cash Management System**”), (b) continue certain Intercompany Transactions (as defined below), including Intercompany Netting (as defined below), and afford Intercompany Transactions with Debtor entities administrative expense priority, (c) maintain existing bank accounts (collectively, the “**Bank Accounts**”) located at various banks (collectively, the “**Banks**”) and existing business forms, and (d) honor certain prepetition obligations relating to the use of the Cash Management System; and (ii) an extension of time to comply with, and waiver of, the requirements of section 345(b) of the Bankruptcy Code, 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), and (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) the Securities and Exchange Commission; (viii) the Internal Revenue Service; (ix) the Banks; (x) American Express; and (xi) Berkeley Payment Solutions; and it appearing that no other or further notice need be provided; and a first interim order granting the requested relief having been entered by the Court on May 7, 2016 (Docket No. 59) (the “**First Interim Order**”); and a hearing having been held to consider a second interim order granting the relief requested in the Motion (the “**Hearing**”); and the appearances of all interested parties having been noted in the record of the Hearing; and upon the *Declaration of Robert A. Del Genio in Support of the Debtors’ Chapter 11 Petitions and Request for First Day Relief*, filed contemporaneously with the Motion, 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 on an interim basis as set forth herein.
2. The Debtors are authorized and empowered, pursuant to sections 105(a) and 363(c)(1) of the Bankruptcy Code, to continue the Cash Management System maintained by the Debtors before the commencement of these chapter 11 cases, and to collect, concentrate, and disburse cash in accordance with that Cash Management System, including, without limitation,

Intercompany Transactions (subject to such changes to the Cash Management System as may be necessary, from time to time, to implement the basic purposes of the Cash Management System).

3. The Debtors shall continue, in the ordinary course of business, to maintain all receipts and disbursements and records of all transfers within the Cash Management System utilized postpetition so that all postpetition transfers and transactions will be properly documented, and accurate Intercompany Balances will be maintained.

4. All Intercompany Claims against a Debtor by another Debtor or non-debtor affiliate arising after the Petition Date as a result of Intercompany Transactions and transfers in the ordinary course of business shall be accorded administrative expense priority status in accordance with section 503(b) of the Bankruptcy Code.

5. The Debtors are authorized to: (i) designate, maintain and continue to use any or all of their existing Bank Accounts including those listed on **Schedule 1**,¹ hereof, in the names and with the account numbers existing immediately prior to the Petition Date (which **Schedule 1** shall be promptly amended to identify any Bank Accounts inadvertently omitted therefrom and which **Schedule 1**, as so amended, shall be served a reasonable period of time therefrom on the U.S. Trustee and counsel to the Official Committee of Unsecured Creditors); (ii) deposit funds in and withdraw funds from such accounts by all usual means including, without limitation, checks, drafts, wire transfers, automated clearinghouse (“ACH”) payments, electronic funds transfer (“EFT”) payments, and other debits; (iii) pay any Bank Fees or charges associated with the Bank Accounts; and (iv) treat their prepetition Bank Accounts for all purposes as debtors in possession accounts.

¹ **Schedule 1** does not include accounts closed since the Petition Date.

6. Except as otherwise provided in this Order, all Banks are authorized and directed to continue to maintain, service, and administer the Bank Accounts as accounts of the Debtors as debtors-in-possession without interruption and in the usual and ordinary course, and to receive, process, honor and pay any and all checks, drafts, wire transfers, ACH payments, EFT payments, or other debits drawn on any of the Bank Accounts after the Petition Date by the holders or makers thereof, to the extent funds are available as the case may be.

7. Any payment from a Bank Account made by any of the Banks arising from a request of the Debtors or a third-party payee made prior to or on the Petition Date (including any ACH payments or EFT payments such Bank is or becomes obligated to settle), or any instruments issued by any of the Banks on behalf of any Debtor, shall be deemed to be paid prepetition, whether or not actually debited from such Bank Account prepetition.

8. Unless otherwise ordered by this Court, no Bank shall honor or pay any checks, drafts, wires, ACH payments, or EFT payments issued on account of a prepetition claim. The Banks may honor any checks, drafts, wires, ACH payments, or EFT payments issued on account of prepetition claims where this Court has specifically authorized such checks, drafts, wires, ACH payments, or EFT payments to be honored.

9. The Banks shall not be liable to any party on account of: (a) following the Debtors' representations, instructions, or presentations as to any order of the Court (without any duty of further inquiry); (b) the honoring of any prepetition checks, drafts, wires, ACH payments, or EFT payments in a good faith belief or upon a representation by the Debtors that the Court has authorized such prepetition check, draft, wire, ACH payments, or EFT payments; or (c) an innocent mistake made despite implementation of reasonable handling procedures.

10. Nothing contained herein shall prevent the Debtors from closing any Bank Account(s) as they may deem necessary and appropriate, any relevant Bank is authorized to honor the Debtors' requests to close such Bank Accounts, and the Debtors shall give notice of the closure of any account to the U.S. Trustee.

11. Pursuant to section 364(a) of the Bankruptcy Code, the Debtors are authorized in connection with the ordinary course of their Cash Management System to obtain unsecured credit and incur unsecured debt in the ordinary course of business without notice and a hearing.

12. The Debtors are in compliance with section 345(b) of the Bankruptcy Code with respect to the Bank Accounts located at Authorized Depositories.

13. The Debtors' time to comply with section 345(b) of the Bankruptcy Code is hereby extended for a period of 30 days from the date of this Second Interim Order (the "**Extension Period**"); provided, however, that such extension is without prejudice to the Debtors' right to request a further extension of the Extension Period or the waiver of the requirements of section 345(b) of the Bankruptcy Code in these cases.

14. The Debtors are authorized to use their existing Business Forms and are not required to obtain new paper check stock reflecting their status as debtors in possession, but shall take reasonable efforts to print or stamp "debtor in possession" and the chapter 11 case number under which these cases are being jointly administered on any paper check stock or checks generated electronically.

15. Notwithstanding the Debtors' use of a consolidated cash management system, the Debtors shall calculate quarterly fees under 28 U.S.C. § 1930(a)(6) based on the disbursements of each Debtor, regardless of which entity pays those disbursements.

16. The hearing to consider entry of an order granting the relief requested in the Motion on a final basis shall be held on **July 7, 2016 at 9:00 a.m. (Prevailing Central Time)**; and any objections to entry of such order shall be in writing, filed with the Court, and served upon (i) counsel to the Debtors, (ii) the U.S. Trustee and (iii) proposed counsel to the Official Committee of Unsecured Creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York New York 10036, Attn: Douglas Mannal, Esq. and Anupama Yerramalli, Esq.; and Gardere Sewell Wynne LLP, 3000 Thanksgiving Tower, 1601 Elm Street, Dallas, Texas 75201, Attn: Marcus Helt, Esq., in each case so as to be received no later than **4:00 p.m. (Prevailing Central Time) on June 30, 2016.**

17. Nothing contained in this Second Interim Order or any action taken by the Debtors in implementing this Second Interim Order shall be deemed (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any party in interest's rights to dispute the amount of, basis for or validity of any claim of the Banks under applicable nonbankruptcy law, or (iii) a waiver of any claims or causes of action which may exist against any Bank.

18. Notwithstanding any applicability of Bankruptcy Rule 6004(h) the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

19. Notice of the Motion as provided herein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) have been satisfied.

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

21. 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 Second Interim Order.

###END OF ORDER###

Respectfully Submitted,

WEIL, GOTSHAL & MANGES LLP

/s/ Stephen A. Youngman

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-and-

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Proposed Attorneys for Debtors and Debtors in Possession

SCHEDULE 1

Debtors' Bank Accounts

	<u>Account Owner</u>	<u>Bank</u>	<u>Account Type</u>	<u>Currency</u>	<u>Last 4 Digits of Account Number</u>
1	6922767 Holding SARL - Zug Branch	Credit Suisse	Checking	USD	4724
2	6922767 Holding SARL - Zug Branch	Credit Suisse	Checking	CHF	4721
3	6922767 Holding SARL	Bank of America, N.A. (London)	Checking	EUR	3043
4	6922767 Holding SARL	Bank of America, N.A. (London)	Checking	USD	3027
5	6922767 Holding SARL	ING Luxembourg SA	Checking	EUR	0000
6	6922767 Holding SARL - Branch 4	Bank of America, N.A. (London)	Checking	USD	3077
7	6922767 Holding SARL - Branch 4	Bank of America, N.A. (London)	Checking	EUR	3069
8	Capital Aviation Services B.V.	Bank of America, N.A. (London)	Checking	EUR	8038
9	CHC Cayman ABL Borrower Ltd	Bank of America, N.A. (London)	Checking	USD	0028
10	CHC Cayman ABL Borrower Ltd	Bank of America, N.A. (London)	Checking	EUR	0010
11	CHC Cayman ABL Holdings Ltd	Bank of America, N.A. (London)	Checking	USD	4011
12	CHC Cayman Investments I Ltd	Bank of America, N.A. (London)	Checking	AUD	1071
13	CHC Cayman Investments I Ltd	Bank of America, N.A. (London)	Checking	CAD	1063
14	CHC Cayman Investments I Ltd	Bank of America, N.A. (London)	Checking	EUR	1055
15	CHC Cayman Investments I Ltd	Bank of America, N.A. (London)	Checking	GBP	1047
16	CHC Cayman Investments I Ltd	Bank of America, N.A. (London)	Checking	NOK	1039
17	CHC Cayman Investments I Ltd	Bank of America, N.A. (London)	Checking	USD	1021
18	CHC Cayman Investments I Ltd	Bank of America, N.A. (London)	Checking	USD	1013
19	CHC Den Helder BV	Bank of America, N.A. (London)	Checking	EUR	4016
20	CHC Global Operations (2008) ULC	HSBC Bank Canada	Checking	CAD	2001
21	CHC Global Operations (2008) ULC	HSBC Bank Canada	Checking	USD	2070
22	CHC Global Operations Canada (2008) ULC	Bank of America, N.A. (London)	Checking	USD	3111
23	CHC Global Operations Canada (2008) ULC	Standard Bank	Checking	USD	1011
24	CHC Global Operations Canada (2008) ULC	Standard Bank	Checking	MZN	1003
25	CHC Global Operations Canada (2008) ULC	HSBC Bank Canada	Checking	CAD	0001
26	CHC Global Operations Canada (2008) ULC	HSBC Bank Canada	Checking	USD	0070
27	CHC Global Operations Canada (2008) ULC	Standard Bank	Checking	TZS	7455
28	CHC Global Operations Canada (2008) ULC	Standard Bank	Checking	NAD	5854
29	CHC Global Operations Canada (2008) ULC	Bank of America, N.A. (London)	Checking	USD	3103
30	CHC Global Operations Canada (2008) ULC	Bank of America, N.A. (London)	Checking	USD	3096

	<u>Account Owner</u>	<u>Bank</u>	<u>Account Type</u>	<u>Currency</u>	<u>Last 4 Digits of Account Number</u>
31	CHC Global Operations Canada (2008) ULC	Bank of America, N.A. (London)	Checking	USD	3070
32	CHC Global Operations Canada (2008) ULC	Bank of America, N.A. (London)	Checking	USD	3062
33	CHC Global Operations Canada (2008) ULC	Bank of America, N.A. (London)	Checking	USD	3054
34	CHC Global Operations Canada (2008) ULC	Bank of America, N.A. (London)	Checking	USD	3020
35	CHC Global Operations Canada (2008) ULC	Bank of America, N.A. (London)	Checking	EUR	3012
36	CHC Global Operations Canada (2008) ULC - Equatorial Guinea Branch	Societe Generale (Equatorial Guinea)	Checking	XAF	0183
37	CHC Global Operations Canada (2008) ULC - Equatorial Guinea Branch	Societe Generale (Equatorial Guinea)	Checking	XAF	0154
38	CHC Global Operations International ULC	ATF Bank	Restricted Account	KZT	0580
39	CHC Global Operations International ULC	ATF Bank	Restricted Account	KZT	0432
40	CHC Global Operations International ULC	ATF Bank	Restricted Account	KZT	0377
41	CHC Global Operations International ULC	ATF Bank	Restricted Account	KZT	0309
42	CHC Global Operations International ULC	ATF Bank	Restricted Account	KZT	0246
43	CHC Global Operations International ULC	ATF Bank	Restricted Account	KZT	0068
44	CHC Global Operations International ULC	BICI Gabon	Checking	XAF	8605
45	CHC Global Operations International ULC	HSBC Bank Canada	Checking	CAD	9001
46	CHC Global Operations International ULC	HSBC Bank Canada	Checking	USD	9070
47	CHC Global Operations International ULC	Ecobank Benin	Checking	XOF	8801
48	CHC Global Operations International ULC	HSBC Bank Canada	Checking	USD	9072
49	CHC Global Operations International ULC	Bank of America, N.A. (London)	Checking	USD	8103
50	CHC Global Operations International ULC	Bank of America, N.A. (London)	Checking	USD	8096
51	CHC Global Operations International ULC	Bank of America, N.A. (London)	Checking	EUR	8088
52	CHC Global Operations International ULC	Bank of America, N.A. (London)	Checking	USD	8070
53	CHC Global Operations International ULC	Bank of America, N.A. (London)	Checking	USD	8062
54	CHC Global Operations International ULC	Bank of America, N.A. (London)	Checking	USD	8054

	<u>Account Owner</u>	<u>Bank</u>	<u>Account Type</u>	<u>Currency</u>	<u>Last 4 Digits of Account Number</u>
55	CHC Global Operations International ULC	Bank of America, N.A. (London)	Checking	EUR	8046
56	CHC Global Operations International ULC	Bank of America, N.A. (London)	Checking	USD	8020
57	CHC Global Operations International ULC	Bank of America, N.A. (London)	Checking	USD	8012
58	CHC Global Operations International ULC	UniCredit Tiriaca ASA	Checking	RON	2000
59	CHC Global Operations International ULC	BMCI (Groupe BNP Paribas)	Checking	MAD	0296
60	CHC Global Operations International ULC – Kazakhstan Branch	ATF Bank	Checking	KZT	3705
61	CHC Global Operations International ULC – Kazakhstan Branch	ATF Bank	Checking	USD	0821
62	CHC Group Ltd.	Bank of America, N.A. (USA)	Checking	USD	0148
63	CHC Group Ltd.	Bank of America, N.A. (London)	Checking	USD	0051
64	CHC Helicopter (1) SARL	ING Luxembourg SA	Checking	EUR	3000
65	CHC Helicopter (2) SARL	ING Luxembourg SA	Checking	EUR	3000
66	CHC Helicopter (3) SARL	ING Luxembourg SA	Checking	EUR	3000
67	CHC Helicopter (4) SARL	ING Luxembourg SA	Checking	EUR	3000
68	CHC Helicopter (5) SARL	ING Luxembourg SA	Checking	EUR	3000
69	CHC Helicopter (Barbados) SRL	RBC	Checking	USD	8922
70	CHC Helicopter (Barbados) SRL	Bank of America, N.A. (London)	Checking	NOK	5066
71	CHC Helicopter (Barbados) SRL	Bank of America, N.A. (London)	Checking	GBP	5058
72	CHC Helicopter (Barbados) SRL	Bank of America, N.A. (London)	Checking	EUR	5040
73	CHC Helicopter (Barbados) SRL	Bank of America, N.A. (London)	Checking	USD	5016
74	CHC Helicopter (Barbados) SRL	RBC	Checking	BBD	1689
75	CHC Helicopters (Australia)	ANZ Banking Group	Checking	USD	2002
76	CHC Helicopter Australia Pty Ltd.	Bank of America, N.A. (London)	Checking	AUD	0038
77	CHC Helicopter Australia Pty Ltd.	Bank of America, N.A. (London)	Checking	USD	0012
78	CHC Helicopter Australia Pty Ltd.	ANZ Banking Group	Restricted Account	USD	0001
79	CHC Helicopter Australia Pty Ltd.	HSBC Bank Australia Ltd.	Checking	AUD	7001
80	CHC Helicopter Australia Pty Ltd.	HSBC Bank Australia Ltd.	Checking	AUD	7002
81	CHC Helicopter Australia Pty Ltd.	HSBC Bank Australia Ltd.	Checking	USD	7159
82	CHC Helicopter Holding S.à. r.l	Bank of America, N.A. (London)	Checking	EUR	4058
83	CHC Helicopter Holding S.à. r.l	Bank of America, N.A. (London)	Checking	USD	4016
84	CHC Helicopter Holding S.à. r.l	ING Luxembourg SA	Checking	EUR	0000
85	CHC Helicopter Holding S.à. r.l	JSC CB “RBS (Kazakhstan)”	Checking	USD	9695
86	CHC Helicopter Holding S.à. r.l - Zug Branch	Credit Suisse	Checking	CHF	1000

	<u>Account Owner</u>	<u>Bank</u>	<u>Account Type</u>	<u>Currency</u>	<u>Last 4 Digits of Account Number</u>
87	CHC Helicopter S.A.	Bank of America, N.A. (London)	Checking	CAD	7073
88	CHC Helicopter S.A.	Bank of America, N.A. (London)	Checking	USD	7023
89	CHC Helicopter S.A.	ING Luxembourg SA	Checking	EUR	0000
90	CHC Helicopter S.A.	Bank of America, N.A. (London)	Checking	CAD	7148
91	CHC Helicopter S.A.	Bank of America, N.A. (London)	Checking	NOK	7130
92	CHC Helicopter S.A.	Bank of America, N.A. (London)	Checking	EUR	7122
93	CHC Helicopter S.A.	Bank of America, N.A. (London)	Checking	GBP	7114
94	CHC Helicopter S.A.	Bank of America, N.A. (London)	Checking	USD	7106
95	CHC Helicopter S.A.	Bank of America, N.A. (London)	Checking	EUR	7049
96	CHC Helicopter S.A.	Bank of America, N.A. (USA)	Checking	USD	6258
97	CHC Helicopter S.A. - Branch 1	Bank of America, N.A. (London)	Checking	EUR	7099
98	CHC Helicopter S.A. - Branch 1	Bank of America, N.A. (London)	Checking	USD	7081
99	CHC Helicopter S.A. - Branch 3	Bank of America, N.A. (London)	Checking	USD	7065
100	CHC Helicopter S.A. - Zug Financial Branch	Credit Suisse	Checking	EUR	2002
101	CHC Helicopter S.A. - Zug Financial Branch	Credit Suisse	Checking	CHF	1001
102	CHC Helicopter S.A. - Zug Holding Branch	Credit Suisse	Checking	CHF	1001
103	CHC Helicopters (Barbados) Limited	Bank of America, N.A. (London)	Checking	GBP	5052
104	CHC Helicopters (Barbados) Limited	Bank of America, N.A. (London)	Checking	EUR	5036
105	CHC Helicopters (Barbados) Limited	Bank of America, N.A. (London)	Checking	NOK	5028
106	CHC Helicopters (Barbados) Limited	Bank of America, N.A. (London)	Checking	USD	5010
107	CHC Holding (UK) Limited	Bank of America, N.A. (London)	Checking	EUR	5107
108	CHC Holding (UK) Limited	Bank of America, N.A. (London)	Checking	GBP	5074
109	CHC Holding (UK) Limited	Bank of America, N.A. (London)	Checking	USD	5066
110	CHC HOLDING NL B.V.	Bank of America, N.A. (London)	Checking	USD	4020
111	CHC HOLDING NL B.V.	Bank of America, N.A. (London)	Checking	EUR	4012
112	CHC Hoofddorp B.V.	Bank of America, N.A. (London)	Checking	EUR	9017
113	CHC Hoofddorp B.V.	Bank of America, N.A. (London)	Checking	USD	8039
114	CHC Hoofddorp B.V.	Bank of America, N.A. (London)	Checking	EUR	8021
115	CHC Leasing (Ireland) Limited	Bank of America, N.A. (London)	Checking	NOK	9049
116	CHC Leasing (Ireland) Limited	Bank of America, N.A. (London)	Checking	GBP	9031
117	CHC Leasing (Ireland) Limited	Bank of America, N.A. (London)	Checking	USD	9023
118	CHC Leasing (Ireland) Limited	Bank of America, N.A. (London)	Checking	EUR	9015
119	CHC Leasing (Ireland) Limited	Bank of America, N.A. (London)	Checking	EUR	3011
120	CHC Netherlands B.V.	Bank of America, N.A. (London)	Checking	USD	1032
121	CHC Netherlands B.V.	Bank of America, N.A. (London)	Checking	EUR	1024
122	CHC Norway Acquisition Co AS	Nordea	Checking	NOK	7321
123	CHC Norway Acquisition Co AS	Nordea	Checking	NOK	8489
124	CHC Norway Acquisition Co AS	Nordea	Checking	USD	4422
125	CHC Norway Acquisition Co AS	Nordea	Checking	EUR	7283
126	CHC Norway Acquisition Co AS	Nordea	Checking	USD	4150

	<u>Account Owner</u>	<u>Bank</u>	<u>Account Type</u>	<u>Currency</u>	<u>Last 4 Digits of Account Number</u>
127	CHC Norway Acquisition Co AS	Nordea	Checking	CAD	1233
128	CHC Norway Acquisition Co AS	Nordea	Checking	GBP	1085
129	CHC Norway Acquisition Co AS	Nordea	Checking	NOK	7356
130	CHC Norway Acquisition Co AS	Nordea	Checking	NOK	7348
131	CHC Norway Acquisition Co AS	Nordea	Checking	EUR	7062
132	CHC Norway Acquisition Co AS	Nordea	Checking	USD	2144
133	CHC Norway Acquisition Co AS	Nordea	Checking	GBP	1312
134	CHC Norway Acquisition Co AS	Nordea	Checking	CAD	1044
135	Heli-One (Netherlands) B.V.	Bank of America, N.A. (London)	Checking	EUR	9036
136	Heli-One (Netherlands) B.V.	Bank of America, N.A. (London)	Checking	USD	9010
137	Heli-One (Netherlands) B.V.	Bank of America, N.A. (London)	Checking	EUR	1012
138	Heli-One (Norway) AS	Nordea	Checking	NOK	7372
139	Heli-One (Norway) AS - UK Branch	Bank of America, N.A. (London)	Checking	GBP	0011
140	Heli-One Canada ULC	Bank of America, N.A. (London)	Checking	CAD	3088
141	Heli-One Canada ULC	HSBC Bank Canada	Checking	CAD	7001
142	Heli-One Canada ULC	HSBC Bank Canada	Checking	USD	7070
143	Heli-One Canada ULC	HSBC Bank Canada	Checking	CAD	3001
144	Heli-One Canada ULC	HSBC Bank Canada	Checking	USD	3070
145	Heli-One Canada ULC	Societe Generale (USA)	Checking	USD	3599
146	Heli-One Canada ULC	Bank of America, N.A. (London)	Checking	DKK	3343
147	Heli-One Canada ULC	Bank of America, N.A. (London)	Checking	AUD	3195
148	Heli-One Canada ULC	Bank of America, N.A. (London)	Checking	EUR	3179
149	Heli-One Canada ULC	Bank of America, N.A. (London)	Checking	USD	3161
150	Heli-One Canada ULC	Bank of America, N.A. (London)	Checking	CAD	3153
151	Heli-One Canada ULC	Bank of America, N.A. (London)	Checking	NOK	3145
152	Heli-One Canada ULC	Bank of America, N.A. (London)	Checking	GBP	3137
153	Heli-One Canada ULC	Bank of America, N.A. (London)	Checking	USD	3129
154	Heli-One Canada ULC	Bank of America, N.A. (London)	Checking	GBP	3111
155	Heli-One Canada ULC	Bank of America, N.A. (London)	Checking	USD	3103
156	Heli-One Canada ULC	Bank of America, N.A. (London)	Checking	CAD	3096
157	Heli-One Canada ULC	Bank of America, N.A. (London)	Checking	NOK	3046
158	Heli-One Canada ULC	Bank of America, N.A. (London)	Checking	EUR	3038
159	Heli-One Canada ULC	HSBC Bank Canada	Checking	CAD	1001
160	Heli-One Canada ULC	HSBC Bank Canada	Checking	USD	1070
161	Heli-One Holdings (UK) Limited	Bank of America, N.A. (London)	Checking	GBP	1033
162	Heli-One Leasing (Norway) AS	Nordea	Checking	NOK	8351
163	Heli-One Leasing (Norway) AS	Nordea	Checking	NOK	7380
164	Heli-One Leasing (Norway) AS	Nordea	Checking	EUR	7256
165	Heli-One Leasing (Norway) AS	Nordea	Checking	USD	3308
166	Heli-One Leasing (Norway) AS	Nordea	Checking	GBP	1093
167	Heli-One Leasing ULC	HSBC Bank Canada	Checking	CAD	5001
168	Heli-One Leasing ULC	HSBC Bank Canada	Checking	USD	5070
169	Heli-One Leasing ULC	Bank of America, N.A. (London)	Checking	GBP	0065
170	Heli-One Leasing ULC	Bank of America, N.A. (London)	Checking	EUR	0049

	<u>Account Owner</u>	<u>Bank</u>	<u>Account Type</u>	<u>Currency</u>	<u>Last 4 Digits of Account Number</u>
171	Heli-One Leasing ULC	Bank of America, N.A. (London)	Checking	NOK	0031
172	Heli-One Leasing ULC	Bank of America, N.A. (London)	Checking	USD	0015
173	Heli-One Leasing ULC	The Royal Bank of Scotland Group	Restricted Account	USD	4306
174	Heli-One Norway AS	Nordea	Checking	NOK	8394
175	Heli-One Norway AS	Nordea	Checking	EUR	7305
176	Heli-One Norway AS	Nordea	Checking	USD	3332
177	Heli-One Norway AS	Nordea	Checking	CAD	1907
178	Heli-One Norway AS	Nordea	Checking	GBP	1077
179	Heli-One Norway AS	Nordea	Checking	USD	1051
180	Heli-One Norway AS	Nordea	Restricted Account	NOK	2785
181	Heli-One UK Ltd	Bank of America, N.A. (London)	Checking	GBP	4019
182	Heli-One UK Ltd	Nordea	Checking	USD	1768
183	Heli-One (U.S.) Inc.	Bank of America, N.A. (London)	Checking	USD	1013
184	Heli-One USA Inc.	Bank of America, N.A. (London)	Checking	USD	2011
185	Heliworld Leasing Limited	Bank of America, N.A. (London)	Checking	EUR	5033
186	Heliworld Leasing Limited	Bank of America, N.A. (London)	Checking	USD	5025
187	Heliworld Leasing Limited	Bank of America, N.A. (London)	Checking	GBP	5017
188	Integra Leasing AS	Nordea	Checking	NOK	7437
189	Integra Leasing AS	Nordea	Checking	EUR	7153
190	Integra Leasing AS	Nordea	Checking	NOK	5243
191	Integra Leasing AS	Nordea	Checking	USD	1764
192	Integra Leasing AS	Nordea	Checking	USD	1625
193	Lloyd Helicopters Pty Ltd	Commonwealth Bank	Restricted Account	AUD	6305
194	Lloyd Helicopters Pty Ltd	Bank of America, N.A. (London)	Checking	EUR	3031
195	Lloyd Helicopters Pty Ltd	Bank of America, N.A. (London)	Checking	AUD	3023
196	Lloyd Helicopters Pty Ltd	Bank of America, N.A. (London)	Checking	USD	3015