



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**

NOTICE OF APPLICATION

Name of Applicant: CHC Group Ltd.

TAKE NOTICE that an application will be made by CHC Group Ltd. ("**CHC Group**" or the "**Applicant**") to Justice Masuhara at the courthouse at 800 Smithe Street, Vancouver, British Columbia on March 14, 2017 at 10:00 a.m. for the order set out in Part 1 below.

Part 1: ORDER SOUGHT

1. The Applicant, in its capacity as the foreign representative of the Debtors (as defined below), seeks an Order substantially in the form attached as **Schedule "B"**:
 - (a) granting recognition, and giving full force and effect in all provinces and territories of Canada, to certain orders entered by the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the "**U.S. Bankruptcy Court**") in the context of the Debtors' Chapter 11 Proceedings (as defined below); and
 - (b) granting such further and other relief as counsel may advise and this Honourable Court deems to be just and appropriate.

Part 2: FACTUAL BASIS

1. On October 13, 2016, upon the application of CHC Group, in its capacity as foreign representative of CHC Global Operations (2008) ULC, CHC Global Operations Canada (2008) ULC, CHC Global Operations International ULC, Heli-One Canada ULC, Heli-One Leasing ULC (collectively, the "**Canadian Debtors**") and the affiliated companies listed on Schedule "A" hereto (together with the Canadian Debtors, the "**Debtors**" and, together with their non-Debtor



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affiliates, “CHC” or the “Company”), this Court granted an Initial Recognition Order (Foreign Main Proceeding) and a Supplemental Recognition Order (Foreign Main Proceeding) (together, the “Recognition Orders”).

2. The Recognition Orders, among other things: (i) recognized the Debtors’ voluntary reorganization proceedings (the “Chapter 11 Proceedings”) in the U.S. Bankruptcy Court as a “foreign main proceeding”; (ii) recognized CHC Group as the “foreign representative” of the Debtors; (iii) stayed all proceedings against the Canadian Debtors and their directors; and (iv) recognized certain orders granted by the U.S. Bankruptcy Court in the Chapter 11 Proceedings.

3. In furtherance of their ongoing restructuring efforts, the Debtors have applied to the U.S. Bankruptcy Court from time to time for orders intended to preserve and maximize the potential value of their assets, and to this Court for orders giving the U.S. Bankruptcy Court’s orders full force and effect in all provinces and territories of Canada.

4. Since CHC Group’s last application to this Court, filed on February 10, 2017, the Debtors have obtained the following orders from the U.S. Bankruptcy Court which they are seeking to have recognized by this Court:

- (a) Order Granted February 15, 2017, Approving Settlement Among Certain Debtors and Leonardo S.P.A and Authorizing Debtors to Assume Certain Executory Contracts with Leonardo S.P.A;
- (b) Order Granted February 15, 2017, Approving Settlement Agreement Among Certain Debtors, CHC Helicopter Support Services (US) Inc. and Sikorsky Aircraft Corporation and Certain of its Affiliates and Authorizing Debtors to Assume Certain Executory Contracts with Sikorsky Aircraft Corporation and Certain of its Affiliates;
- (c) Order Granted February 23, 2017, Granting Debtors’ Motion Authorizing the Debtors to Enter into and Perform Under a Restructuring Lease Term Sheet with Waypoint Leasing (Ireland) Limited and Assume Certain Unexpired Leases and Executory Contracts with Waypoint Leasing (Ireland) Limited and Certain of its Affiliates;
- (d) Order Granted February 23, 2017, Granting Debtors’ Motion Authorizing the Debtors to Enter Into and Perform Under the 2017 Omnibus Restructure Agreement with Airbus Helicopters (SAS) Regarding Certain of the Debtors’ Executory Contracts;
- (e) Order Granted February 23, 2017, Granting Debtors’ Motion Authorizing the Debtors to Enter into and Perform Under Framework Agreements with Export Development Canada, Lombard North Central PLC and Royal Bank of Scotland PLC and to Obtain Postpetition Financing in Accordance with the Framework Loan Agreements;
- (f) Order Granted February 23, 2017, Granting Debtors’ Motion Authorizing the Debtors to Enter into and Perform Under Restructuring Lease Term Sheets with Lombard North Central PLC;

- (g) Order Granted March 3, 2017, Granting Debtors' Motion Authorizing the Debtors to Enter into and Perform Under a Settlement Agreement with ECN Capital (Aviation) Corp;
- (h) Order Granted February 17, 2017, Granting Debtors' Motion Authorizing the Debtors to Enter into and Perform Under a Restructuring Lease Term Sheet with ANZ Leasing (VIC) PTY Ltd. and Assume Certain Unexpired Leases and Executory Contracts;
- (i) Order Granted March 7, 2017, Granting Debtors' Motion Authorizing the Debtors to Enter into and Perform Under the Settlement Agreement with Turbomeca Regarding Certain of the Debtors' Executory Contracts;
- (j) Order Granted February 28, 2017, Granting Debtors' Motion Authorizing the Debtors to Reject Certain Equipment Leases and Subleases;
- (k) Order Granted February 3, 2017, Granting Debtors' Seventh Omnibus Motion to Reject Certain Equipment Leases and Subleases and Continuing the Motion as to Certain Other Equipment Leases and Subleases;
- (l) Order Granted February 23, 2017, Granting Debtors' Seventh Omnibus Motion to Reject Certain Equipment Leases and Subleases;
- (m) Order Granted February 17, 2017, Extending Exclusive Period for the Filing of a Chapter 11 Plan;

(collectively, the "U.S. Bankruptcy Court Orders").

Part 3: LEGAL BASIS

1. This Court may, if it is satisfied that it is necessary for the protection of a debtor company's property or the interests of a creditor or creditors, make any order that it considers appropriate.

CCAA, §§49(1) and 50.

2. Recognizing the U.S. Bankruptcy Court Orders will, among other things:
- (a) provide the Canadian Debtors with the ability to reduce interim and long-term leasing costs in connection with the continued operation of the helicopters in the Company's fleet;
 - (b) facilitate the Company's ongoing reconfiguration of its helicopter fleet to improve operational efficiency;
 - (c) facilitate the Company's ongoing rationalization of its operational costs by eliminating or restructuring unnecessary or unduly burdensome financial obligations;

- (d) enable the Company to continue operating its business on a post-petition basis in accordance with its restructuring business plan; and
- (e) establish the framework for a holistic financial and fleet restructuring of the Company's business through a joint Chapter 11 plan.

Part 4: MATERIAL TO BE RELIED ON

1. Affidavit #5 of Robert Del Genio, to be filed;
2. Affidavit #5 of Sandra Brown-John, sworn March 8, 2017; and
3. Such further and other materials as counsel may advise and this Honourable Court may permit.

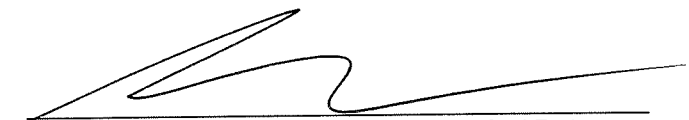
This Application is being scheduled to be heard concurrently with the Applicant's Notice of Application filed February 10, 2017. The Applicant estimates that both applications will take no longer than 2 hours collectively.

This matter is not within the jurisdiction of a master.

TO THE PERSONS RECEIVING THIS NOTICE OF APPLICATION: If you wish to respond to this notice of application, you must, within 5 business days after service of this notice of application or, if this application is brought under Rule 9-7, within 8 business days after service of this notice of application,

- (a) file an application response in Form 33,
- (b) file the original of every affidavit, and of every other document, that
 - (i) you intend to refer to at the hearing of this application, and
 - (ii) has not already been filed in the proceeding, and
- (c) serve on the applicant 2 copies of the following, and on every other party of record one copy of the following:
 - (i) a copy of the filed application response;
 - (ii) a copy of each of the filed affidavits and other documents that you intend to refer to at the hearing of this application and that has not already been served on that person;
 - (iii) if this application is brought under Rule 9-7, any notice that you are required to give under Rule 9-7(9).

Date: March 8, 2017



Signature of William C. Kaplan, Q.C. / Peter
Bychawski
Lawyers for the applicant, CHC Group Ltd.

To be completed by the court only:

Order made

in the terms requested in paragraphs of Part 1 of this notice of application

with the following variations and additional terms:

Date: _____

Signature of Judge Master

APPENDIX

THIS APPLICATION INVOLVES THE FOLLOWING:

- discovery: comply with demand for documents
- discovery: production of additional documents
- extend oral discovery
- other matter concerning oral discovery
- amend pleadings
- add/change parties
- summary judgment
- summary trial
- service
- mediation
- adjournments
- proceedings at trial
- case plan orders: amend
- case plan orders: other
- experts

SCHEDULE "A"

LIST OF COMPANIES

CHC Group Ltd.	CHC Hoofddorp B.V.
6922767 Holding SARL	CHC Leasing (Ireland) Limited (n/k/a CHC Leasing (Ireland) Designated Activity Company)
Capital Aviation Services B.V.	CHC Netherlands B.V.
CHC Cayman ABL Borrower Ltd.	CHC Norway Acquisition Co AS
CHC Cayman ABL Holdings Ltd.	Heli-One (Netherlands) B.V.
CHC Cayman Investments I Ltd.	Heli-One (Norway) AS
CHC Den Helder B.V.	Heli-One (U.S.) Inc.
CHC Global Operations (2008) ULC	Heli-One (UK) Limited
CHC Global Operations Canada (2008) ULC	Heli-One Canada ULC
CHC Global Operations International ULC	Heli-One Holdings (UK) Limited
CHC Helicopter (1) S.á.r.l.	Heli-One Leasing (Norway) AS
CHC Helicopter (2) S.á.r.l.	Heli-One Leasing ULC
CHC Helicopter (3) S.á.r.l.	Heli-One USA Inc.
CHC Helicopter (4) S.á.r.l.	Heliworld Leasing Limited
CHC Helicopter (5) S.á.r.l.	Integra Leasing AS
CHC Helicopter Australia Pty Ltd	Lloyd Bass Strait Helicopters Pty. Ltd.
CHC Helicopter Holding S.á.r.l.	Lloyd Helicopter Services Limited
CHC Helicopter S.A.	Lloyd Helicopter Services Pty. Ltd.
CHC Helicopters (Barbados) Limited	Lloyd Helicopters International Pty. Ltd.
CHC Helicopters (Barbados) SRL	Lloyd Helicopters Pty. Ltd.
CHC Holding (UK) Limited	Management Aviation Limited
CHC Holding NL B.V.	

SCHEDULE "B"

No. S-169079
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ORDER MADE AFTER APPLICATION

(RECOGNITION OF U.S. BANKRUPTCY COURT ORDERS)

BEFORE THE HONOURABLE)
JUSTICE MASUHARA) _____, THE ____ DAY
) OF MARCH, 2017.
)

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 14th day of March, 2017, and on hearing _____, counsel for the Foreign Representative, and those other counsel listed on **Schedule "B"** hereto; AND UPON READING the material filed, including Affidavit #5 of the Debtors' Chief Restructuring Officer, Robert A. Del Genio, and Affidavit #5 of Sandra Brown-John, each filed; AND UPON HEARING the submissions of counsel for the Foreign Representative, and counsel for those other parties listed on **Schedule "B"**;

THIS COURT ORDERS AND DECLARES that:

INITIAL RECOGNITION ORDER

1. Any capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Initial Order (Foreign Main Proceeding) dated October 13, 2016 (the "**Initial Recognition Order**") and the Supplemental Order (Foreign Main Proceeding) ("**Supplemental Recognition Order**") dated October 13, 2016.
2. The provisions of this Order shall be interpreted in a manner complementary and supplementary to the provisions of the Initial Recognition Order and the Supplemental Recognition Order, provided that in the event of a conflict between the provisions of this Order and the provisions of the Initial Recognition Order, the Initial Recognition Order shall govern.

RECOGNITION OF FOREIGN ORDERS

3. The following orders of the U.S. Bankruptcy Court, made in the Foreign Proceeding, are hereby recognized and given full force and effect in all provinces and territories of Canada, provided, however, that in the event of any conflict between the terms of the Foreign Orders and the Orders of this Court made in the within proceedings, the Orders of this Court shall govern with respect to Property in Canada:
 - (a) Order Granted February 15, 2017, Approving Settlement Among Certain Debtors and Leonardo S.P.A and Authorizing Debtors to Assume Certain Executory Contracts with Leonardo S.P.A;
 - (b) Order Granted February 15, 2017, Approving Settlement Agreement Among Certain Debtors, CHC Helicopter Support Services (US) Inc. and Sikorsky Aircraft Corporation and Certain of its Affiliates and Authorizing Debtors to Assume Certain Executory Contracts with Sikorsky Aircraft Corporation and Certain of its Affiliates;
 - (c) Order Granted February 23, 2017, Granting Debtors' Motion Authorizing the Debtors to Enter into and Perform Under a Restructuring Lease Term Sheet with Waypoint Leasing (Ireland) Limited and Assume Certain Unexpired Leases and Executory Contracts with Waypoint Leasing (Ireland) Limited and Certain of its Affiliates;
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 - (l) Order Granted February 23, 2017, Granting Debtors' Seventh Omnibus Motion to Reject Certain Equipment Leases and Subleases;
 - (m) Order Granted February 17, 2017, Extending Exclusive Period for the Filing of a Chapter 11 Plan;
4. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States of America, to give effect to this Order and to assist the Debtors and the Foreign Representative, and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Debtors and the Foreign Representative, as may be necessary or desirable to give effect to this Order, or to assist the Debtors and the Foreign Representative, and their respective agents, in carrying out the terms of this Order.

5. Each of the Debtors and the Foreign Representative be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.
6. 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.
7. 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 petitioner, CHC Group Ltd.

BY THE COURT

REGISTRAR