

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 JUSTICE MASUHARA)	March 27, 2017
))	

ON THE APPLICATION of the Applicant, 0921528 B.C. Ltd. ("**Argo**"), coming on for hearing at 800 Smithe Street, Vancouver, BC, on February 14, 2017, and on hearing Magnus Verbrugge and Lisa Hiebert, counsel for Argo, and William C. Kaplan, Q.C. and Claire Hildebrand (Articled Student), counsel for CHC Group Ltd., and further counsel listed in "**Schedule B**" hereto, on reading the pleadings and material filed, and judgment being reserved to this date;

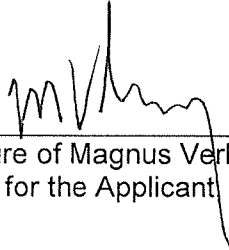
THIS COURT ORDERS that:

1. Argo's Notice of Application, filed February 7, 2017 (the "**Application**"), is dismissed.

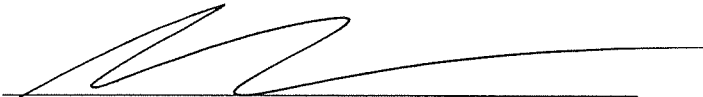


2. Heli-One Canada ULC shall provide to Argo within ten days of the date of this Order, or such period to which the parties agree to in writing, a complete listing of all property, equipment and assets that it removed from the Boundary Bay Facility.

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 Magnus Verbrugge
Lawyer for the Applicant, Argo



Signature of William C. Kaplan, Q.C.
Lawyer for the Respondent, CHC Group Ltd.



BY THE COURT.

Registrar 

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"

COUNSEL LIST

CHC Group Ltd.	William C. Kaplan, Q.C. Claire Hildebrand (a/s)
0921528 B.C. Ltd.	Magnus Verbrugge Lisa Hiebert
Ad Hoc Noteholders Group	Matthew Nied
Official Committee of Unsecured Creditors	Brigeeta Richdale

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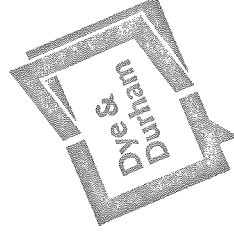
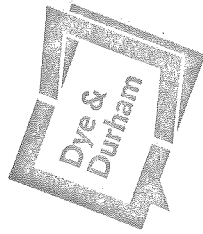
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