

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 15
)	
BOART LONGYEAR LIMITED, <i>et al.</i> ,)	Case No. 17- 11156 (MEW)
)	
Debtors in a Foreign Proceeding. ¹)	(Joint Administered)
)	
)	

**ORDER (I) SCHEDULING HEARING AND
(II) SPECIFYING FORM AND MANNER OF SERVICE OF NOTICE**

Upon the *Motion for an Order (I) Scheduling the Hearing and (II) Specifying Form and Manner of Service of Notice* (the "Motion")² by the Petitioner in the above-captioned Chapter 15 Cases seeking entry of an order, pursuant to sections 1514 and 1515 of the Bankruptcy Code and Bankruptcy Rules 1007(a)(4), 2002(m), 2002(p), 2002(q), 9006(c)(1) and 9007, (i) scheduling the Recognition Hearing on or before May 25, 2017, as the Court's calendar permits; (ii) setting the seventh day before the Recognition Hearing as the deadline by which any responses or objections to the relief sought in the Petition must be received; and (iii) approving the form and manner of Notice; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and section 1501 of the Bankruptcy Code and the Amended Standing Order of Reference dated January 31, 2012, Reference M-431, *In re Standing Order of Reference Re: Title 11, 12 Misc. 00032* (S.D.N.Y. Feb. 2, 2012) (Preska, C.J.); and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court being able to enter a final order

¹ The Foreign Debtors in these chapter 15 cases are the following four entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Boart Longyear Limited (4116); Boart Longyear Management Pty Limited (9870); Boart Longyear Australia Pty Limited (1025); Votrait No. 1609 Pty Limited (4116).

² Any capitalized term not otherwise defined herein shall have the meaning ascribed to such term in the Motion.

consistent with Article III of the United States Constitution; and venue of this proceeding in this Court being proper pursuant to 28 U.S.C. § 1410; and due and proper notice of the Motion having been provided, and no other or further notice being necessary under the circumstances; and the Court having reviewed and considered the Motion and the Petition (together with the supporting declarations); and the Court having determined that the legal and factual bases set forth in the Motion and at the hearing thereon establish just cause for the relief granted herein; and the relief requested in the Motion being in the best interest of the Foreign Debtors' estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** that:

1. The Motion is granted as set forth herein.
2. The Recognition Hearing shall be held before this Court in Room 617 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York, on **May 23, 2017 at 3:00 p.m.** (E.T.).
3. Responses or objections, if any, to the Petition (each, a "Response") shall be made in writing and shall set forth the basis therefor, and each Response must be (i) filed electronically with the Court on the Court's electronic case filing system in accordance with and except as provided in General Order M-399 and the Court's Procedures for the Filing, Signing and Verification of Documents by Electronic Means (copies of each of which may be viewed on the Court's website at www.nysb.uscourts.gov) (and otherwise, on a compact disc (CD), preferably in Portable Document Format (PDF), Word Perfect or any other Windows-based word processing format, which CD shall be sent to the Office of the Clerk of the Court, One Bowling Green, New York, New York 10004-1408), and a hard copy of such response or objection to be sent to the Chambers of the Honorable Michael E. Wiles, United States Bankruptcy Judge, and (ii) served

upon Milbank, Tweed, Hadley and McCloy, LLP, 28 Liberty St., New York, New York 10005-1413, Attn: Dennis F. Dunne, Esq., Evan R. Fleck, Esq. and Dennis C. O'Donnell, Esq., U.S. counsel to the Petitioner; and the Office of William K. Harrington, United States Trustee for Region 2, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, so as to be received on or before May 19, 2017 at 4:00 p.m. (E.T.).

4. The form of Notice annexed hereto as **Exhibit 1** is hereby approved.

5. Copies of the Notice and the Petition shall be served by United States mail, first-class postage prepaid, as required by Bankruptcy Rule 2002(q), upon the Foreign Debtors, all persons or bodies authorized to administer foreign proceedings of the Foreign Debtors, all entities against whom provisional relief is being sought under § 1519 of the Code, all parties to litigation pending in the United States in which any Foreign Debtor is a party at the time of the filing of the Verified Petition, and such other entities as the court may direct, including those enumerated in **Exhibit 2**, hereto within three business days of entry of this Order. Such service shall constitute good and sufficient service and adequate notice of the Recognition Hearing.

6. The notice requirements set forth in section 1514(c) of the Bankruptcy Code are inapplicable in the context of these Chapter 15 Cases or, to the extent applicable, are hereby waived.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this order.

Dated: May 4, 2017
New York, New York

s/Michael E. Wiles
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Notice

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 15
)	
BOART LONGYEAR LIMITED, <i>et al.</i> ,)	Case No. 17-11156 (MEW)
)	
Debtors in a Foreign Proceeding. ¹)	(Jointly Administered)
)	
)	

**NOTICE OF FILING OF PETITION,
RECOGNITION HEARING AND RELATED RELIEF**

PLEASE TAKE NOTICE that on April 27, 2017, FABRIZIO RESETTI, Senior Vice President, General Counsel, and Secretary of Boart Longyear Limited (“BLY,” and together with the other above-captioned foreign debtors, the “Foreign Debtors” and, collectively with their direct and indirect non-debtor subsidiaries, “Boart Longyear”), in his capacity as the duly authorized foreign representative of the Foreign Debtors (in such capacity, the “Petitioner”) with respect to the proposed schemes of arrangement of the Foreign Debtors (the “Australian Proceeding”) currently pending before the Supreme Court of New South Wales (Equity Division – Corporations List) (Sydney, Australia) (the “Australian Court”), filed a *Verified Petition for Recognition of Foreign Main Proceeding and Related Relief* [Docket No. 2] (the “Verified Petition”) with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), commencing cases under chapter 15 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that, among other things, the Petition seeks the entry of two orders: (i) the “First Order,” recognizing the Australian Proceeding as a foreign main proceeding pursuant to sections 1515 and 1517 of the Bankruptcy Code; and (ii) the “Second Order,” granting certain additional discretionary relief pursuant to sections 105(a), 1507(a), 1509(b)(2)-(3), 1521(a) and 1525(a) of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court has scheduled a hearing to consider the relief requested in the Petition for **[3:00 p.m. (E.T.) on May 23, 2017]** (the “Recognition Hearing”).

PLEASE TAKE FURTHER NOTICE that any party in interest wishing to submit a response or objection to entry of the First or the Second Order must do so in writing and in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules for the Bankruptcy Court, setting forth the basis therefor, which response or objection must be filed electronically with the Bankruptcy Court on its electronic case filing system in

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accordance with and except as provided in General Order M-399 and the Bankruptcy Court's Procedures for the Filing, Signing and Verification of Documents by Electronic Means (copies of each of which may be viewed on the Court's website at www.nysb.uscourts.gov) (and otherwise, on a compact disc (CD), preferably in Portable Document Format (PDF), Word Perfect or any other Windows-based word processing format, which CD shall be sent to the Office of the Clerk of the Court, One Bowling Green, New York, New York 10004-1408). A hard copy of any response or objection shall be sent to the Chambers of the Honorable Michael E. Wiles, United States Bankruptcy Judge, One Bowling Green, New York, New York 10004-1408 and served upon served upon Milbank, Tweed, Hadley and McCloy, LLP, 28 Liberty St., New York, New York 10005-1413, Attn: Dennis F. Dunne, Esq., Evan R. Fleck, Esq. and Dennis C. O'Donnell, Esq., U.S. counsel to the Petitioner; and the Office of William K. Harrington, United States Trustee for Region 2, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, **so as to be received by no later than 4:00 p.m. (E.T.), May 19, 2017.**

PLEASE TAKE FURTHER NOTICE that all parties in interest opposed to entry of the First or the Second Order must appear at the Recognition Hearing at the time and place set forth above.

PLEASE TAKE FURTHER NOTICE that if no response or objection is timely filed and served as provided above, the Bankruptcy Court may enter the First and Second Orders without further notice.

PLEASE TAKE FURTHER NOTICE that the Recognition Hearing may be adjourned from time to time without further notice other than an announcement in open court, or a notice of adjournment filed with the Bankruptcy Court, of the adjourned date or dates at the hearing or any other further adjourned hearing.

PLEASE TAKE FURTHER NOTICE that, if the First Order is entered by the Court, a second hearing will be scheduled, upon notice to all parties to whom notice is required pursuant to Bankruptcy Rule 2002(q), to consider the remainder of the relief sought in the Petition and potential entry of the Second Order, on a date to be determined.

Copies of the Petition and all accompanying documentation are available to parties in interest on the Bankruptcy Court's Electronic Case Filing System, which can be accessed from the Bankruptcy Court's website at <http://www.nysb.uscourts.gov> (a PACER login and password are required to retrieve a document) or upon written request to the counsel to the Petitioner and the Foreign Debtors (including by facsimile or e-mail) addressed to: Justin Amirian, Esq., 28 Liberty St, New York, New York, 10005-1413, Telephone: (212) 530-5008, jamirian@milbank.com.

New York, New York
Dated: May , 2017

Exhibit 2

Chapter 15 Notice Parties

Chapter 15 Notice Parties

1. Office of William K. Harrington, United States Trustee for Region 2
2. Australian Securities and Investments Commission
3. Australian Securities Exchange
4. Boart Longyear Limited
5. Boart Longyear Management Pty Limited
6. Boart Longyear Australia Pty Limited
7. Votrant No. 1609 Pty Limited
8. First Pacific Advisors LLC
9. CCP II Dutch Acquisition – ND2, B.V. and CCP Credit SC II Dutch Acquisition – ND, B.V. c/o Centerbridge Partners, L.P.
10. Ares Management, L.P.
11. Ascribe II Investments LLC
12. U.S. Bank National Association as Trustee under 7% Notes Indenture
13. U.S. Bank National Association as Trustee and Collateral Agent under 10% Notes Indenture
14. Wilmington Trust, National Association as Administrative Agent under Term Loan A
15. Wilmington Trust, National Association as Administrative Agent under Term Loan B
16. PNC Bank, National Association as Lender and Agent under the ABL