



ENTERED
07/25/2016

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: HARKAND GULF CONTRACTING LTD., <i>et al.</i> , ¹ Debtors in a foreign proceeding.	§ § § § § § §	Chapter 15 Case No. 16-33091-H3-15 (Jointly Administered)
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**FINAL ORDER GRANTING PETITION FOR
RECOGNITION OF FOREIGN MAIN PROCEEDINGS**

Upon consideration of the *Verified Petition for (i) Recognition of Foreign Main Proceedings, (ii) Recognition of Foreign Representatives, (iii) Related Relief Under Chapter 15, and (iv) Provisional Relief Under Sections 105 and 1519 of the Bankruptcy Code* (together with the form petition filed concurrently therewith, the “Petition”) filed by Philip Stephen Bowers, Michael Magnay, and Ian Wormleighton (the “Petitioners”), in their capacity as joint administrators and authorized foreign representatives of the above-captioned debtors (collectively, the “Debtors”), and after due deliberation and consideration of this Court’s² powers and discretion under 11 U.S.C. §§ 105(a), 362, 1507, 1515, 1517, 1520, and 1521 and sufficient cause appearing therefor, the Court finds and concludes as follows:

- (A) This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334;
- (B) This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(p);

¹ The Debtors in these chapter 15 cases and the last four digits of each Debtor’s United Kingdom Company Registration Number are as follows: Harkand Gulf Contracting Limited (4491); Harkand Global Holdings Limited (9919); and Integrated Subsea Services Limited (8386). The Debtors’ principal offices are located at: c/o Deloitte LLP, Four Brindleyplace, Birmingham for Harkand Gulf Contracting Limited; and c/o Deloitte LLP, 110 Queen Street, Glasgow, G1 3BX for Harkand Global Holdings Limited and Integrated Subsea Services Limited.

² All capitalized terms used but not defined herein are ascribed the meanings given to them in the Petition.

- (C) Venue is proper in this district pursuant to 28 U.S.C. § 1410;
- (D) On May 4, 2016, the Petitioners were appointed joint administrators of the Debtors pursuant to the 1986 Act and the Petitioners were authorized to commence the UK Proceedings and submit to the supervision of the English and Scottish Courts;
- (E) On May 5, 2016, the Petitioners, acting in their capacity as joint administrators, finalized the sale of certain assets owned by Harkand entities as part of the UK Proceedings;
- (F) These Chapter 15 Cases were properly commenced pursuant to 11 U.S.C. §§ 1504 and 1515;
- (G) The Petitioners have satisfied the requirements of 11 U.S.C. § 1515 and rule 2002(q) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”);
- (H) The UK Proceedings are foreign proceedings within the meaning of 11 U.S.C. § 101(23);
- (I) The Petitioners are the duly appointed foreign representatives of the Debtors within the meaning of 11 U.S.C. § 101(24) and are persons within the meaning of 11 U.S.C. § 101(41);
- (J) The UK Proceedings are entitled to recognition by this Court pursuant to 11 U.S.C. § 1517;
- (K) The Court finds that HGCL’s center of main interests is in England, and that the center of main interests of ISS and HGHL is in Scotland. Accordingly, the English Proceedings and the Scottish Proceedings are “foreign main proceedings,” as defined in 11 U.S.C. § 1502(4), and are entitled to recognition as foreign main proceedings pursuant to 11 U.S.C. § 1517(b)(1);
- (L) The relief granted hereby is necessary and appropriate to effectuate the purposes and objectives of chapter 15 and to protect the Debtors, their creditors and other parties in interest;
- (M) Appropriate notice of the filing of and the hearing on the Petition was given, which notice is deemed adequate for all purposes, and no other or further notice need be given; and
- (N) The relief granted hereby is necessary and appropriate in the interests of the public and international comity; it is consistent with the public policy of the United States; it is warranted pursuant to 11 U.S.C. §§ 1515, 1517, and 1520.

NOW, THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

1. The UK Proceedings are hereby recognized as foreign main proceedings pursuant to 11 U.S.C. § 1517.

2. The Petitioners are granted all of the relief afforded under 11 U.S.C. § 1520, including the following:

- a. sections 361 and 362 apply with respect to the debtor and the property of the debtor that is within the territorial jurisdiction of the United States;
- b. sections 363, 549, and 552 apply to a transfer of an interest of the debtor in property that is within the territorial jurisdiction of the United States to the same extent that the sections would apply to property of an estate;
- c. unless the court orders otherwise, the foreign representative may operate the debtor's business and may exercise the rights and powers of a trustee under and to the extent provided by sections 363 and 552; and
- d. section 552 applies to property of the debtor that is within the territorial jurisdiction of the United States.

3. This final order (this "Final Order") supersedes the *Order Granting Provisional Relief Pursuant to Sections 105(a) and 1519 of the Bankruptcy Code* [Docket No. 37] (the "Provisional Order") and entry of this order terminates the Interim Period (as defined in the Provisional Order).

4. The administration or realization of all or part of the assets of the Debtors that is within the territorial jurisdiction of the United States is hereby entrusted to the Petitioners.

5. Notwithstanding any provision in the Bankruptcy Rules to the contrary:(a) this Final Order shall be effective immediately and enforceable upon entry; (b) the Petitioners are not subject to any stay in the implementation, enforcement, or realization of the relief granted in this Final Order; and (c) the Petitioners are authorized and empowered, and may, in their discretion and without further delay, take any action and perform any act necessary to implement and effectuate the terms of this Final Order.

6. Notwithstanding anything to the contrary in this Final Order, (a) pursuant to the Master Service Agreement dated October 1, 2015 (the “MSA”) between CyrusOne LLC (“CyrusOne”) and HGHL, CyrusOne and HGHL have agreed that the entry of this Final Order shall constitute notice from HGHL to CyrusOne of its intent to terminate the MSA effective as of the date of this Final Order, (b) CyrusOne will discontinue providing services under the MSA upon the date of this Final Order without any liability to HGHL, (c) CyrusOne and Harkand may agree on the disposition of any HGHL equipment remaining in the CyrusOne space in Houston, Texas following date of this Final Order, (d) absent agreement of CyrusOne and HGHL on the disposition of any HGHL equipment in the CyrusOne space in Houston, Texas within thirty (30) days of the date of this Final Order, CyrusOne may take steps to dispose of such equipment in accordance with the terms of the MSA without further order from this Court, (e) for the avoidance of doubt, the Petitioners hereby terminate any and all contracts to which HGHL and CyrusOne are parties that relate to the data center in Houston, and (f) all rights of CyrusOne to submit a claim or claims under the MSA for unpaid amounts and for early termination charges (as a result of HGHL’s breach of the MSA) in the UK Proceedings are preserved.

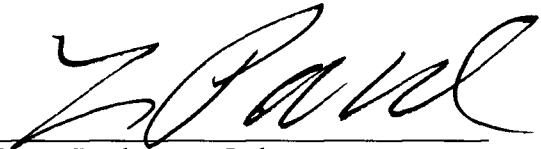
7. Pursuant to 11 U.S.C. § 1524, the Petitioners, as foreign representatives, may intervene in any proceeding in a state or federal court in the United States in which a Debtors is a party.

8. This Court shall retain jurisdiction with respect to the enforcement, amendment, or modification of this Final Order, any request for additional relief or any adversary proceeding brought in and through these Chapter 15 Cases and any request by an entity for relief from the provisions of this Final Order, for cause shown, that is properly commenced and within the

jurisdiction of this Court. The relief provided herein shall survive the termination of the UK Proceedings subject to further order of this Court after notice and hearing.

9. This Final Order applies to all parties in interest in these Chapter 15 Cases and all of their agents, employees, and representatives, and all those who act in concert with them who receive notice of this Final Order.

Dated: July ²⁵, 2016
Houston, Texas



United States Bankruptcy Judge