

**Fill in this information to identify the case**

United States Bankruptcy Court for the:

Northern District of Texas  
(State)

Case number (If known): Chapter 11

☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy****04/16**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

**1. Debtor's name** CHC Helicopter S.A.**2. All other names debtor used in the last 8 years** See Schedule 1Include any assumed names, trade names, and *doing business as* names**3. Debtor's federal Employer Identification Number (EIN)** 98-0596821**4. Debtor's address****Principal place of business**8-10 Avenue de la Gare  
Number Street

L-1610 Luxembourg

City State ZIP Code

County

**Mailing address, if different from principal place of business**600 East Las Colinas Blvd., 10th Floor  
Number Street

P.O. Box

Irving TX 75039  
City State ZIP Code**Location of principal assets, if different from principal place of business**

Number Street

City State ZIP Code

**5. Debtor's website (URL)** www.chc.ca**6. Type of debtor**

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other. Specify:



**7. Describe debtor's business****A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))  
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
☐ Railroad (as defined in 11 U.S.C. § 101(44))  
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))  
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))  
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))  
☒ None of the above

**B. Check all that apply:**

- ☐ Tax- entity (as described in 26 U.S.C. § 501)  
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**

4812

**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7  
☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).  
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  
☐ A plan is being filed with this petition.  
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.  
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

☒ No

☐ Yes

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_

MM/ DD/ YYYY

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_

MM / DD/ YYYY

If more than 2 cases, attach a separate list.

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

☐ No

☒ Yes

Debtor See Schedule 2 Relationship Affiliates

District Northern District of Texas When 05/05/2016

Case number, if known \_\_\_\_\_ MM / DD/ YYYY

List all cases. If more than 1,

attach a separate list.

**11. Why is the case filed in this district?**

*Check all that apply:*

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** *(Check all that apply.)*

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other \_\_\_\_\_

**Where is the property?**

Number

Street

City

State

ZIP Code

**Is the property insured?**

☐ No

☐ Yes. Insurance agency

Contact Name

Phone

Statistical and administrative information

**13. Debtor's estimation of available funds**

*Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors  
(on a consolidated basis)**

☐ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5,001-10,000

☒ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

**15. Estimated assets  
(on a consolidated basis)**

☐ \$0-\$50,000

☐ \$50,001-\$100,000

☐ \$100,001-\$500,000

☐ \$500,001-\$1 million

☐ \$1,000,001-\$10 million

☐ \$10,000,001-\$50 million

☐ \$50,000,001-\$100 million

☐ \$100,000,001-\$500 million

☐ \$500,000,001-\$1 billion

☒ \$1,000,000,001-\$10 billion

☐ \$10,000,000,001-\$50 billion

☐ More than \$50 billion

**16. Estimated liabilities**  
(on a consolidated basis)

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion               |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion           |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion                  |

**Request for Relief, Declaration, and Signatures**

**WARNING** – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/05/2016  
MM / DD / YYYY

x

/s/ Robert A. Del Genio

Signature of authorized representative of debtor

Robert A. Del Genio

Printed name

Chief Restructuring Officer

Title

**18. Signature of attorney** x

/s/ Stephen A. Youngman

Signature of attorney for debtor

Date 05/05/2016

MM / DD / YYYY

Stephen A. Youngman

Printed Name

Weil, Gotshal & Manges LLP

Firm Name

200 Crescent Court, Suite 300

Number Street

Dallas

City

TX

State

75201

ZIP Code

(214) 746-7700

Contact phone

stephen.youngman@weil.com

Email address

22226600

Bar Number

TX

State

**Schedule 1****All Other Names Used By the Debtor or Its Affiliates in the Last 8 Years**

<b>Entity</b>	<b>Previous Name(s)</b>
CHC Group Ltd.	FR Horizon Holding (Cayman) Inc.
CHC Global Operations (2008) ULC	CHC Global Operations (2008) Inc.
CHC Global Operations Canada (2008) ULC	CHC Global Operations Canada (2008) Inc.
CHC Global Operations International ULC	CHC Global Operations International Inc.
CHC Helicopter Australia Pty Ltd	Lloyd Off-Shore Helicopters Pty. Ltd.
CHC Helicopter Holding S.à r.l.	CHC Helicopter LLC CHC Helicopter Corporation
CHC Helicopter S.A.	CHC Helicopter S.à r.l.
CHC Holding (UK) Limited	Canadian Helicopters (UK) Limited
CHC Leasing (Ireland) Limited	Justinvale Limited
Heli-One Canada ULC	Heli-One Canada Inc. 6976972 Canada Inc.
Heli-One Leasing ULC	Heli-One Leasing Inc.

**Schedule 2****Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Northern District of Texas. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

<b>Company</b>
CHC Group Ltd.
6922767 Holding SARL
Capital Aviation Services B.V.
CHC Cayman ABL Borrower Ltd.
CHC Cayman ABL Holdings Ltd.
CHC Cayman Investments I Ltd.
CHC Den Helder B.V.
CHC Global Operations (2008) ULC
CHC Global Operations Canada (2008) ULC
CHC Global Operations International ULC
CHC Helicopter (1) S.à r.l.
CHC Helicopter (2) S.à r.l.
CHC Helicopter (3) S.à r.l.
CHC Helicopter (4) S.à r.l.
CHC Helicopter (5) S.à r.l.
CHC Helicopter Australia Pty Ltd
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
CHC Helicopters (Barbados) Limited
CHC Helicopters (Barbados) SRL
CHC Holding (UK) Limited
CHC Holding NL B.V.
CHC Hoofddorp B.V.
CHC Leasing (Ireland) Limited

<b>Company</b>
CHC Netherlands B.V.
CHC Norway Acquisition Co AS
Heli-One (Netherlands) B.V.
Heli-One (Norway) AS
Heli-One (U.S.) Inc.
Heli-One (UK) Limited
Heli-One Canada ULC
Heli-One Holdings (UK) Limited
Heli-One Leasing (Norway) AS
Heli-One Leasing ULC
Heli-One USA Inc.
Heliworld Leasing Limited
Integra Leasing AS
Lloyd Bass Strait Helicopters Pty. Ltd.
Lloyd Helicopter Services Limited
Lloyd Helicopter Services Pty. Ltd.
Lloyd Helicopters International Pty. Ltd.
Lloyd Helicopters Pty. Ltd.
Management Aviation Limited

**CHC Helicopter S.A.**

*Société anonyme*

Registered office: 8-10, Avenue de la Gare  
L-1610 Luxembourg  
Grand Duchy of Luxembourg

R.C.S. Luxembourg: B 139.673

(the **Company**)

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**CIRCULAR RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY**

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The undersigned, being all of the directors of the Company sitting on the board of directors of the Company (the **Board**):

Mr. Hooman Yazhari,	class A director,
Mr. Geoff Kellogg,	class A director, and
Mr. Lee Eckert,	class B director,

acknowledge the following:

**I. BACKGROUND**

WHEREAS the Board acknowledges the terms of (i) article 7.3 (viii) of the articles of association of the Company (the Articles), which provides that "*circular resolutions signed by all the directors are valid and binding as if passed at a Board meeting duly convened and held and bear the date of the last signature necessary to pass the resolutions*" and (ii) article 17.3 of the Articles, which provides that "*signatures of circular resolutions or resolutions adopted by telephone or video conference are affixed on one original or on several counterparts of the same document, all of which taken together, constitute one and the same document*".

WHEREAS as discussed in detail during the meeting of the Board held on 11 April 2016, given the Company's current financial situation, and the liquidity forecast of the Company's group (the **Group**) presented, the Company and the Group are in need of financial and operational restructuring.

WHEREAS during the meeting of the Board held on 14 April 2016, the Board, after due consideration, decided (i) not to pay the USD 46,000,000 due 15 April 2016 under the US\$ 100,000,000 9.250% senior secured bonds due 2020 (the **Bonds**) issued by the Company (the **Non-Payment**) and (ii) to take the benefit of the 30-day grace period under the indenture for the Bonds to negotiate with its creditors, in order to renegotiate and restructure the Company's debt and to address the cash needs of the business and insure its recovery.

WHEREAS as discussed during the previous meetings of the Board and the weekly update call of 21 April 2016 (the **First Update Call**) and of 27 April 2016 (the **Second Update Call**), there will not be any resulting loss of creditworthiness under Luxembourg law for the Company due to the Non-Payment and that the Company does not and will not be insolvent and qualify for bankruptcy proceedings under Luxembourg law merely as a result of the Non-Payment during the 30-day grace period.



WHEREAS at the First Update Call, the Board discussed and approved a cash pooling strategy to ensure that cash pooling arrangements are properly balanced out (the **Cash Pooling Arrangements**).

WHEREAS at the Second Update Call, the Board was informed of the development in the negotiations with major constituents under the Group's financial arrangements (including the Bonds) and with the Group's leasing companies and that different reactions to the proposed business plan have been noted. Overall, creditors are comfortable with the envisaged strong, stable and sustainable business for the next three years as presented to them. Furthermore, the leasing companies are aware that less aircraft will be required, to make the Group's business healthy. It was noted, however, that the negotiation process was in the early stage and that reaching a deal may take a bit of time.

WHEREAS the Board has considered the purpose, mechanics and consequence of a Chapter 11 filing such as that each Debtor, as defined in the materials in support of the Second Update Call attached hereto as Schedule 1 (the **Presentation 1**), can deliberate and approve to file for Chapter 11 if and when it is advisable to do so.

WHEREAS as explained and set forth in the presentation Weil, Gotshal & Manges LLP made to the Board, a copy of which is attached hereto as Schedule 2 (the **Presentation 2**), CHC Group Ltd.'s board of directors is expected to take the decision on the opportunity to file for Chapter 11 on or before May 3, 2016. Key drivers of such decision are (i) the risk of cross-defaults that could be triggered under the Group's debt arrangements if lease payments are not made on or about 15 May 2016 and (ii) the need for more time to negotiate with all constituents in order to reach a deal with them. As explained and set forth in said presentation, if one debtor decides to file for Chapter 11, all other debtors under the Group's debt arrangements have to file simultaneously for a Chapter 11 to produce its effect, in particular the Automatic Stay (as defined below).

WHEREAS a Chapter 11 proceeding would, as explained and discussed during the previous meetings of the Board, allow the Company and other Debtors to benefit from the automatic stay afforded by section 362 of the U.S. Bankruptcy Code (the **Automatic Stay**).

WHEREAS the Automatic Stay prevents creditors of the applicable corporate entity protected by it from exercising remedies against it and generally from bringing actions to enforce their contractual rights (including enforcing their security). Creditors, including holders of the Bonds, would be precluded from taking any action to interfere with property of the Company's estate. Given that the existing creditors of the Company (i) are US entities, (ii) are, because of their conduct, bound by the Automatic Stay, or (iii) have a substantial presence or assets in the US, it is relatively unlikely that they would chose to act against the Automatic Stay and start an action against the Company or enforce their contractual rights against it before a foreign court (including a Luxembourg court). If they did so, they could expose themselves to a contempt of court action in the US.

WHEREAS the probability of successfully restructuring the Company and the Group through a Chapter 11 proceeding is greater than the probability of successfully restructuring the Company under the insolvency proceedings available under Luxembourg law. It would, therefore, be more favorable for the Company to file a Chapter 11 petition than to file a Luxembourg recovery (or bankruptcy) procedure.

WHEREAS for these reasons, the Board considers that it is in the best interests of the Company and its creditors, employees, and other stakeholders and interested parties, for the Company to

commence a case under the provisions of chapter 11 of title 11 of the United States Code in the Bankruptcy Court as soon as CHC Group Ltd. and other Debtors do so (the **Filing**).

WHEREAS in connection with the Filing, on or about the date hereof, the Company contemplates to hire the services of the following, subject to approval of the Bankruptcy Court:

- (i) Weil, Gotshal & Manges LLP as the Company's legal counsel;
- (ii) Debevoise & Plimpton LLP as the Company's special aircraft legal counsel;
- (iii) PJT Partners LP as investment banker for the Company;
- (iv) Seabury Corporate Advisors LLC as the Company's financial advisor;
- (v) CDG Group, LLC as restructuring advisor; and
- (vi) Kurtzman Carson Consultants LLC. as claim and noticing agent, and as administrative agent for the Company (together with the hirings under items (i) to (vi), the **Hirings**).

WHEREAS the Board acknowledges that it is desirable and in the best interests of the Company that the Group takes any and all action, including authorising the filing of chapter 11 petitions in the Bankruptcy Court, and to execute and deliver all documents, agreements, motions and pleadings as are necessary, proper, or desirable to enable the relevant entities to carry out the filing in the Bankruptcy Court.

## **II. PRODUCTION OF DOCUMENTS**

Any documents or agreements in connection with the Filing, the Group Filing and the Hirings, are hereinafter collectively referred to as the Documents; the Hirings, and the transactions contemplated under the Documents, as well as any documents or agreements in relation thereto, are hereinafter collectively referred to as the Transaction.

The Board notes that it is further contemplated that the Company approves and, to the extent necessary, ratifies the execution of any letters (including, but not limited to, fee letters, resignation letters, increase confirmations and selection notices), security interests, guarantees, instruments, deeds, agreements, documents of title, acknowledgments, statements, certificates (including, but not limited to, manager's certificates and compliance certificates), side letter, or powers of attorney, which could be required from time to time, and any other documents as may be necessary or useful in connection with the Transaction, or these resolutions (the **Ancillary Documents**).

## **III. DELIBERATION AND DECLARATION**

Each member of the Board confirms that he/she has no opposite or conflicting interest in the matters referred to in these resolutions.

The directors have carefully considered the Documents and are familiar with their content.

The Board hereby deems it in the best corporate, financial and commercial interest of the Company and in compliance with the corporate purpose of the Company and the Articles and any applicable legal provisions, to approve the entering into and the performance of the Transaction and of the Documents.

Having carefully reviewed and considered the Transaction, the Documents and the Ancillary Documents, the directors unanimously take the following resolutions:

**FIRST RESOLUTION**

The Board RESOLVED to authorise, approve and, to the extent necessary, ratify the Transaction; and the entry into, the execution and delivery of, and the performance by the Company of the Ancillary Documents.

**SECOND RESOLUTION**

The Board RESOLVED to authorise, approve and, to the extent necessary, ratify the Cash Pooling Arrangements.

**THIRD RESOLUTION**

The Board RESOLVED to authorise, approve and, to the extent necessary, ratify the Filing.

**FOURTH RESOLUTION**

The Board RESOLVED to authorise, approve and, to the extent necessary, ratify the, subject to approval of the Bankruptcy Court, the Hirings.

**FIFTH RESOLUTION**

The Board RESOLVED to authorise, approve and, to the extent necessary, ratify the Group Filing and the entering into and performance of the Subsidiaries' Resolutions by the Company. The Board RESOLVES to authorise, approve and, to the extent necessary, ratify, subject to approval of the Bankruptcy Court, the Hirings.

**SIXTH RESOLUTION**

The Board RESOLVED to authorise and empower, with full power of substitution, any manager of the Company **Mr. Karl Fessenden**, born on 7 February 1963 in Lynn, Massachusetts, United States of America, professionally residing at 600 East Las Colinas Blvd, Suite 1000, Irving, Texas 75039, United States of America, **Mr. Lee Eckert**, born on 26 September 1966 in Brooklyn, New York, United States of America, professionally residing at 600 East Las Colinas Blvd, Suite 1000, Irving, Texas 75039, United States of America, **Mr. Nicolas Stable**, born on 14 July 1976, in Florida, United States of America, professionally residing at 600 East Las Colinas Blvd, Suite 1000, Irving, Texas 75039, United States of America, and **Mr. Robert A. Del Genio**, born on 29 August 1958 in East Cleveland, Ohio, United States of America professionally residing at 600 East Las Colinas Blvd, Suite 1000, Irving, Texas 75039, United States of America (each an **Authorised Signatory**), each acting individually and severally, in the name, and on behalf, of the Company:

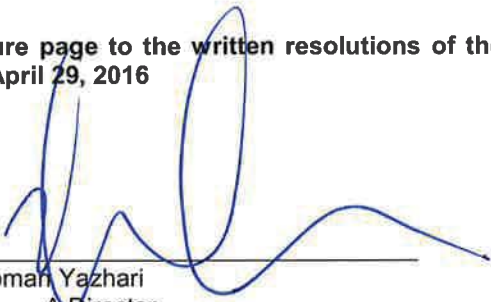
- (i) to negotiate the terms of, sign, execute, deliver and perform under the Ancillary Documents with such amendments as the Authorised Signatory deems necessary or appropriate;
- (ii) to negotiate the terms of, sign, execute, ratify the execution of, and deliver any and all documents or agreements in connection with the preceding resolutions, such as but not limited to, powers of attorney, certificates, notices, letters of notification, requests or other communications to be given by the Company and generally any and all documents or agreements referred to in the preceding resolutions or necessary to implement the Transaction or the preceding resolutions;
- (iii) to see to any matters incidental to the preceding resolutions and perform and to ratify the performance of, any and all formalities, steps or actions necessary, useful, desirable or in connection with the Transaction or the preceding resolutions; and

Signature page to the written resolutions of the board of directors of CHC Helicopter S.A.  
dated April 29, 2016



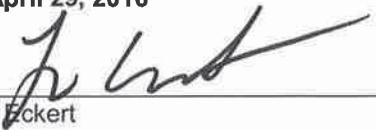
By: Geoff Kellogg  
Title: Class A Director

**Signature page to the written resolutions of the board of directors of CHC Helicopter S.A.  
dated April 29, 2016**



By: Hooman Yazhari  
Title: Class A Director

**Signature page to the written resolutions of the board of directors of CHC Helicopter S.A.  
dated April 29, 2016**

  
\_\_\_\_\_  
By: Lee Eckert  
Title: Class B Director

**CHC Helicopter S.A.**

*Société anonyme*

Registered office: 8-10, Avenue de la Gare  
L-1610 Luxembourg  
Grand Duchy of Luxembourg

R.C.S. Luxembourg: B 139.673

(the **Company**)

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**RESOLUTIONS OF THE COMPANY'S SOLE SHAREHOLDER  
DATED 29 APRIL 2016**

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The undersigned:

**CHC Helicopter Holding S.à r.l.**, a private limited liability company (*société à responsabilité limitée*) incorporated under the laws of Luxembourg, with registered office at 6, rue Eugène Ruppert, L-2453, Luxembourg, Grand-Duché de Luxembourg, having a share capital of EUR 12,511 and registered with the Luxembourg Register of Commerce and Companies under number B 155.574 (the **Sole Shareholder**),

being the sole shareholder of the Company, takes the following resolutions:

**FIRST RESOLUTION**

The Sole Shareholder resolves to acknowledge the resignations of Mr. Tamas Horvath, Ms. Helena Allis and Mr. Attila Senig, as class B managers of the Company, with effect as of the date hereof and resolves to grant full discharge to them for the execution of their mandates.

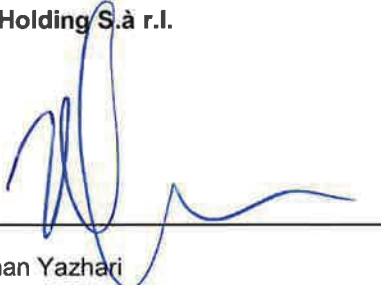
**SECOND RESOLUTION**

The Sole Shareholder resolves Mr. Lee Eckert, born in Brooklyn, New York, United States of America, on 26 September 1966, residing at 600 East Las Colinas Blvd, Suite 1000, Irving, Texas 75039, United States of America, as new class B director of the Company for an indefinite period of time.

**THIRD RESOLUTION**

The Sole Shareholder resolves to authorise and empower any director of the Company and/or any lawyer or employee of Loyens & Loeff Luxembourg, each acting individually, to proceed on behalf of the Company to the registration of the above resignations and appointment with the Luxembourg Register of Commerce and Companies and to execute, deliver and perform any document necessary or useful for such a purpose.

6922767 Holding S.à r.l.

A handwritten signature in blue ink, appearing to be 'Hooman Yazhari', written over a horizontal line.

By: Hooman Yazhari

Title: Class A manager

A handwritten signature in black ink, appearing to be 'Lee Eckert', written over a horizontal line.

By: Lee Eckert

Title: Class B manager



**Fill in this information to identify the case:**

Debtor name CHC Helicopter S.A.

United States Bankruptcy Court for the: Northern District of Texas  
(State)

Case number (if known): \_\_\_\_\_

☐ Check if this an amended filing

**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders<sup>1</sup>****12/15**

**A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.**

	Name of creditor and complete mailing address, including zip code <sup>2</sup>	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Name: International Corporate Trust Address: The Bank of New York Mellon 101 Barclay Street, Floor 4 East, New York, NY 10286	Name: The Bank of New York Mellon Phone: - (412) 234-5000 Fax: - Email: -	Unsecured Notes	Liquidated			\$98,432,780
2	Name: McGrigors Pension Trustees Limited Address: 141 Bothwell Street, Glasgow, G2 7EQ	Name: Ian Gordon Phone: 44 (0)141 567 8401 Fax: - Email: -	Pensions	Liquidated			\$66,440,996
3	Name: Martello Property Services Inc. Address: 200-808 West Hastings Street, Vancouver, BC, V6C 2X4	Name: Martello Property Services Inc. Phone: 604-681-6544 Fax: 604-681-5114 Email: -	Lease Financing Facility	Liquidated			\$26,586,212
4	Name: Finmeccanica S.P.A. Helicopters Div. Address: Warranty Administration Dept Via Per Tornavento 15 21019 Somma Lombardo (Va)	Name: Finmeccanica S.P.A. Helicopters Div. Phone: 00390331711288 Fax: 00390331711377 Email: daniele.romiti@finmeccanica.com	Trade	Liquidated			\$4,956,652
5	Name: Airbus Helicopters Address: Aeroport International Marseille Province Fr-13725 Marignane Cedex	Name: Airbus Helicopters Phone: 003342858585 Fax: 003342859996 Email: guillaume.fauray@airbus.com	Trade	Disputed		May be subject to asserted setoff	\$4,145,055
6	Name: Sikorsky Commerical Inc. (HSI) Address: P.O. BOX 111068 Trumbull, CT 06611-0868	Name: Sikorsky Commerical Inc. (HSI) Phone: 203-416-4000 Fax: 203-416-4291 Email: danielschultz@sikorsky.com	Trade	Disputed		May be subject to asserted setoff	\$3,076,829

<sup>1</sup> Although certain secured creditors may have unsecured deficiency claims depending on the value of their collateral, such a determination has not been made at this time. Therefore, such creditors are not included on this list.

<sup>2</sup> This List of Creditors Who Have the 30 Largest Unsecured Claims is presented on a consolidated basis for each of the Debtors.

Name of creditor and complete mailing address, including zip code <sup>2</sup>		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
7	Name: Coface – Parilease SAS Address: 16 rue de Hanovre Paris 75002 France	Name: Coface – Parilease SAS Phone: +33 1 43 16 86 52 Fax: +33 1 4298 1203 Email:	Lease	Unliquidated		May be subject to asserted setoff	\$2,197,611
8	Name: CAE Address: 2025 Logistics Drive Mississauga Ontario L5S 1Z9 L5S 1Z9 Canada CA L5S 1Z9	Name: CAE Phone: - 905-672-8650 Fax: 514-734-5682 Email: nelson.camacho@cae.com	Services	Unliquidated Disputed		May be subject to asserted setoff	\$2,132,219
9	Name: Waypoint Asset Company (Ireland) Ltd Address: 25/28 North Wall Quay Dublin 1 Ireland IE	Name: Waypoint Asset Company (Ireland) Ltd Phone: +353 61 633333 Fax: +353 61 633334 Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	\$1,320,087
10	Name: Turbomeca Address: Technopole Izarbel Bp4 64210 Bidart, France	Name: Turbomeca Phone: - +(33) 5 59 12 50 72 Fax: - 0033559125491 Email: bruno.even@turbomeca.fr	Trade	Unliquidated			\$1,185,968
11	Name: TMC International Ltd Address: 2-1-15 Hiroo Shibuya-ku JP-Tokyo 150-0012 Japan	Name: TMC International Ltd Phone: +81-3-3400-5188 Fax: +81-3-5778-4888 Email: -	Services	Unliquidated			\$1,048,444
12	Name: Milestone Aviation Group Address: Block 4 The Harcourt Centre Harcourt Road Dublin 2 Ireland	Name: Milestone Aviation Group Phone: - +353 1 216 5700 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	\$1,020,158
13	Name: Ruag Switzerland Ltd Address: Ruag Aviation Seetalstrasse 175 Ch-6032 Emmen	Name: Ruag Switzerland Ltd Phone: 0041416725050 Fax: 0041416725051 Email: -	Trade	Liquidated			\$920,051
14	Name: Lombard North Central Plc Address: Lombard House, The Waterfront, Elstree Road Elstree, Hertfordshire WD6 3BS United Kingdom	Name: Lombard North Central Plc Phone: +44 (0) 208 236 7827 Fax: +44 207 672 4006 Email: -	Lease	Unliquidated		May be subject to asserted setoff	\$777,578
15	Name: Sandycove Aviation Limited Address: c/o LCI Helicopters Ireland Ltd 41 Forbes Quay Sir John Rogersons Quay Dublin 2 Ireland IE	Name: Sandycove Aviation Limited Phone: - Fax: - Email: -	Lease	Unliquidated		May be subject to asserted setoff	\$710,371
16	Name: GE Capital Equipment Finance Ltd Address: 2630 The Quadrant Aztec West Bristol Bristol BS32 4GQ GB BS32 4GQ	Name: GE Capital Equipment Finance Ltd Phone: 00448702418899 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	\$686,416
17	Name: SACE Lenders - BNP Paribas Address: 21, place du Marche Saint-Honore Paris 75001 France	Name: SACE Lenders - BNP Paribas Phone: +33 1 43 16 86 52 Fax: - +33 1 4316 8184 Email: -	Lease	Unliquidated		May be subject to asserted setoff	\$503,623
18	Name: SpareBank1 Address: Sjøgata 8, 9008 Tromsø, PO Box 6801, Langes Tromsø 9298 Norway	Name: SpareBank1 Phone: +47 7762 2372 Fax: - +47 7762 2371 Email: -	Lease	Unliquidated		May be subject to asserted setoff	\$413,085
19	Name: 1027098 BC Ltd. Address: 1376 Sea Lover's Lane, Gabriola, BC, Canada V0R 1X5	Name: 1027098 BC Ltd. Phone: - 1-250-247-9594 Fax: - Email: -	Services	Liquidated			\$390,000

Name of creditor and complete mailing address, including zip code <sup>2</sup>		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
20	Name: Precision Accessories & Instruments Address: 495 Lake Mirror Road Building 800 Suite G Atlanta, GA 30349	Name: Precision Accessories & Instruments Phone: 0014047675800 Fax: 0014047675900 Email: -	Trade	Liquidated			\$379,316
21	Name: Saga Gabon S.A. Address: Z.P.D. Owendo Bp72 Libreville Gabon Gabon Ga	Name: Saga Gabon S.A. Phone: 241-702082 Fax: 241-701207 Email: -	Trade	Liquidated			\$368,164
22	Name: Regent Tanzania Ltd. Address: P.O. Box 10311 964 Olympio Street Upanga Dar - ES - Salaam Dar - ES - Salaam Tanzania TZ	Name: Regent Tanzania Ltd. Phone: +255 784 540060 Fax: - 255 22 2153 297 Email: -	Services	Contingent; Unliquidated; Disputed			\$367,147
23	Name: Lobo Leasing SPV A Limited Address: Alexandra House The Sweepstakes Ballsbridge Dublin 4 Ireland IE	Name: Lobo Leasing SPV A Limited Phone: +353 1 253 0460 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	\$314,312
24	Name: Airbus Helicopters Simulation Center Address: Sultan Abdul Aziz Shah Airport 47200 Subang Selangor Malaysia	Name: Airbus Helicopters Simulation Center Phone: - 60378487600 Fax: - Email: -	Trade	Liquidated			\$286,735
25	Name: Euroavionics Navigations System GMB Address: Karlsruher Strasse 91 DE-75179 Pforzheim Germany	Name: Euroavionics Navigations System GMB Phone: - 00497231586780 Fax: - Email: -	Trade	Liquidated			\$259,696
26	Name: Sikorsky Helitech - Australia Address: PO Box 1374 Eagle Farm QLD 4009 Australia	Name: Sikorsky Helitech - Australia Phone: - (07)36327000 Fax: - Email: -	Trade	Liquidated			\$229,694
27	Name: Composite Technology Inc. USA Address: 1727 South Main Street Grapevine TX 75261 USA	Name: Composite Technology Inc. USA Phone: - 0019724566900 Fax: - Email: -	Trade	Liquidated			\$209,014
28	Name: DJ Composites Inc. Address: 1 C.L. Dobbin Road Gander Newfoundland & Labrador A1V 2V3 Canada	Name: DJ Composites Inc Phone: - 709-256-6111 Fax: - Email: -	Trade	Liquidated			\$201,219
29	Name: Matha Janthorn Co. Ltd. Address: 779 Soi Rajchada 18 Rajchadapisek Rd Huey Kwang Bangkok 10310 Thailand	Name: Matha Janthorn Co. Ltd Phone: - 02 692 6229 Fax: - 02 692 5005 Email: -	Services	Liquidated			\$199,702
30	Name: Honeywell International, Phoenix Address: 21111N. 19th Ave. Phoenix AZ 85027-2708 USA	Name: Honeywell International, Phoenix Phone: - 0016024366184 Fax: - Email: -	Trade	Liquidated			\$175,607

**Fill in this information to identify the case and this filing:**

Debtor Name CHC Helicopter S.A.  
 United States Bankruptcy Court for the: Northern District of Texas  
 (State)  
 Case number (If known): \_\_\_\_\_

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)  
☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)  
☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)  
☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)  
☐ *Schedule H: Codebtors* (Official Form 206H)  
☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)  
☐ *Amended Schedule* \_\_\_\_\_  
☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)  
☐ *Other document that requires a declaration* \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/05/2016  
 MM / DD / YYYY

x

/s/ Robert A. Del Genio  
 Signature of individual signing on behalf of debtor  
Robert A. Del Genio  
 Printed name  
Chief Restructuring Officer  
 Position or relationship to debtor

Stephen A. Youngman (22226600)  
WEIL, GOTSHAL & MANGES LLP  
200 Crescent Court, Suite 300  
Dallas, Texas 75201  
Telephone: (214) 746-7700  
Facsimile: (214) 746-7777

Gary Holtzer (*pro hac vice* pending)  
Kelly DiBlasi (*pro hac vice* pending)  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

*Proposed Attorneys for Debtors and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

-----	X	
	:	
<i>In re:</i>	:	<b>Chapter 11</b>
	:	
<b>CHC GROUP LTD. et al.,</b>	:	<b>Case No. 16– _____ ( )</b>
	:	
<b>Debtors.</b>	:	<b>(Joint Administration Requested)</b>
	:	
-----	X	

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT  
PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy

Procedure, attached hereto as **Exhibit A** is an organizational chart reflecting all of the ownership interests in CHC Group Ltd. (“**CHC Parent**”) and its above-captioned debtor affiliates (the “**Non-Parent Debtors**”), as debtors and debtors in possession (collectively, the “**Debtors**”).<sup>1</sup>

CHC Parent, on behalf of itself and the Non-Parent Debtors, respectfully represent as follows:

- Each Debtor identified on **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
- CHC Parent is the ultimate parent company of each of the Non-Parent Debtors, and directly or indirectly owns a 100% equity interest in each of the Non-Parent Debtors.

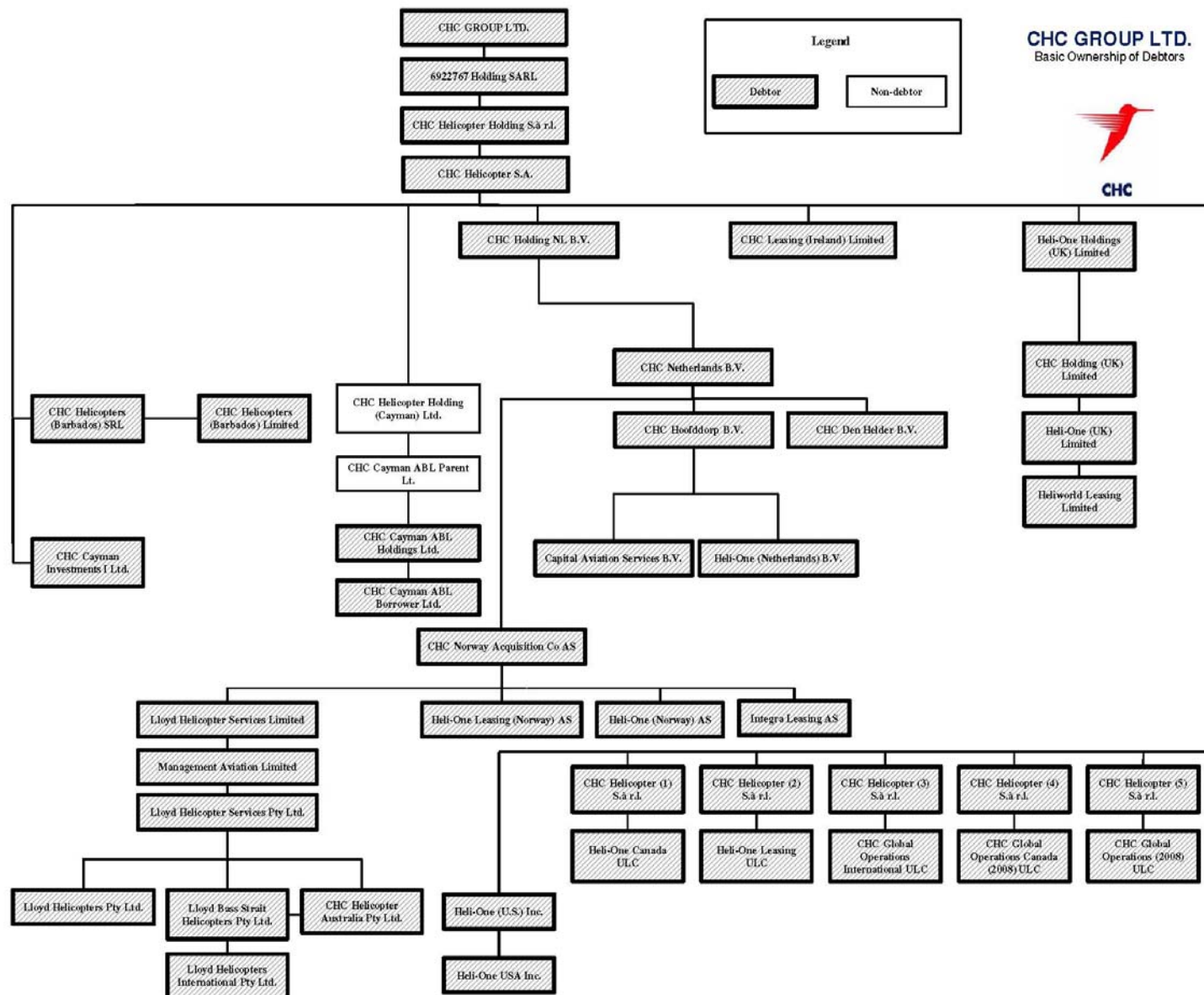
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<sup>1</sup> A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, where applicable, is attached hereto as **Exhibit B**.

- CHC Parent's equity securities are publicly held. Clayton Dubilier & Rice, LLC controls 100% of the convertible preferred shares in CHC Parent, representing approximately 49.9% voting stock on an as-converted basis. First Reserve Management, L.P. controls approximately 56.2% of the ordinary shares in CHC Parent, representing approximately 27.3% voting stock on an as-converted basis.

**Exhibit A**

**Organizational Chart**





**Exhibit B****Debtors**

<b>Debtor</b>	<b>Last Four Digits of Federal Tax I.D. No.</b>	<b>Debtor</b>	<b>Last Four Digits of Federal Tax I.D. No.</b>
CHC Group Ltd.	7405	CHC Hoofddorp B.V.	2413
6922767 Holding SARL	8004	CHC Leasing (Ireland) Limited	8230
Capital Aviation Services B.V.	2415	CHC Netherlands B.V.	2409
CHC Cayman ABL Borrower Ltd.	5051	CHC Norway Acquisition Co AS	6777
CHC Cayman ABL Holdings Ltd.	4835	Heli-One (Netherlands) B.V.	2414
CHC Cayman Investments I Ltd.	8558	Heli-One (Norway) AS	2437
CHC Den Helder B.V.	2455	Heli-One (U.S.) Inc.	9617
CHC Global Operations (2008) ULC	7214	Heli-One (UK) Limited	2451
CHC Global Operations Canada (2008) ULC	6979	Heli-One Canada ULC	8735
CHC Global Operations International ULC	8751	Heli-One Holdings (UK) Limited	6780
CHC Helicopter (1) S.à r.l.	8914	Heli-One Leasing (Norway) AS	2441
CHC Helicopter (2) S.à r.l.	9088	Heli-One Leasing ULC	N/A
CHC Helicopter (3) S.à r.l.	9297	Heli-One USA Inc.	3691
CHC Helicopter (4) S.à r.l.	9655	Heliworld Leasing Limited	2464
CHC Helicopter (5) S.à r.l.	9897	Integra Leasing AS	2439
CHC Helicopter Australia Pty Ltd	2402	Lloyd Bass Strait Helicopters Pty. Ltd.	2398
CHC Helicopter Holding S.à r.l.	0907	Lloyd Helicopter Services Limited	6781
CHC Helicopter S.A.	6821	Lloyd Helicopter Services Pty. Ltd.	2394
CHC Helicopters (Barbados) Limited	7985	Lloyd Helicopters International Pty. Ltd.	2400
CHC Helicopters (Barbados) SRL	N/A	Lloyd Helicopters Pty. Ltd.	2393
CHC Holding (UK) Limited	2198	Management Aviation Limited	2135
CHC Holding NL B.V.	6801		

**Fill in this information to identify the case and this filing:**

Debtor Name CHC Helicopter S.A.  
 United States Bankruptcy Court for the: Northern District of Texas  
 (State)  
 Case number (If known): \_\_\_\_\_

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

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- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule* \_\_\_\_\_
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)

☒ *Other document that requires a declaration* Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/05/2016  
 MM / DD / YYYY

x

/s/ Robert A. Del Genio  
 Signature of individual signing on behalf of debtor  
Robert A. Del Genio  
 Printed name  
Chief Restructuring Officer  
 Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

----- X  
In re: : Chapter 11  
CHC GROUP LTD. et al., : Case No. 16- \_\_\_\_\_ ( )  
Debtors. : (Joint Administration Requested)  
----- X

**DECLARATION FOR ELECTRONIC FILING OF BANKRUPTCY PETITION**

**PART I - DECLARATION OF PETITIONER:**

As an individual debtor in this case, or as the individual authorized to act on behalf of the corporation, partnership, or limited liability company seeking bankruptcy relief in this case, I hereby request relief as, or on behalf of, the debtor in accordance with the Chapter of Title 11, United States Code, specified in the petition to be filed electronically in this case. I have read the information provided in the petition to be filed electronically in this case and I hereby declare under penalty of perjury that the information provided therein, is true and correct. I understand that this Declaration is to be filed with the Bankruptcy Court within seven (7) business days after the petition has been filed electronically.

- ☐ ***[Check only if Chapter 7 individual debtor(s) whose debts are primarily consumer debts]***  
I am an individual whose debts are primarily consumer debts and who has chosen to file under Chapter 7. I am aware that I may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, understand the relief available under each Chapter, and choose to proceed under Chapter 7.
- ☒ ***[Check only if debtor is a corporation, partnership or limited liability company]***  
I hereby further declare under penalty of perjury that I have been authorized to file the petition on behalf of the debtor in this case.

Date: 05/05/2016      /s/ Robert A. Del Genio      \_\_\_\_\_  
Debtor      Joint Debtor

**PART II - DECLARATION OF ATTORNEY:**

I declare ***under penalty of perjury*** that: (1) I will give the debtor(s) a copy of all documents referenced by Part I herein which are filed with the United States Bankruptcy Court; and (2) I have informed the debtor(s), if an individual with primarily consumer debts, that he or she may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, and have explained the relief available under each such chapter.

Date: 05/05/2016                      /s/ Stephen A. Youngman  
Attorney for Debtor