



CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed July 8, 2016

United States Bankruptcy Judge

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

-----	X	
	:	
<i>In re:</i>	:	Chapter 11
	:	
CHC GROUP LTD. <i>et al.</i> ,	:	Case No. 16-31854 (BJH)
	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**ORDER PURSUANT TO SECTION 502(b)(9)
OF THE BANKRUPTCY CODE, FED. R. BANKR. P. 2002
AND 3003(c)(3), AND LOCAL RULE 2002-1(A) ESTABLISHING THE
DEADLINE FOR FILING PROOFS OF CLAIM AND PROCEDURES RELATED
THERE TO AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the Motion, dated June 8, 2016 (the “**Motion**”),¹ of CHC Group Ltd. and its above-captioned debtor affiliates, as debtors and debtors in possession (collectively, the

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.



“**Debtors**”), for an order pursuant to section 502(b)(9) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2002-1(a) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Northern District of Texas (the “**Local Rules**”): (i) establishing **August 26, 2016 at 4:00 p.m. (Pacific Time)** as the deadline for each person or entity (including, without limitation, each individual, partnership, corporation, joint venture, estate and trust) to file proofs of claim (each a “**Proof of Claim**”) based on prepetition claims (as defined in section 101(5) of the Bankruptcy Code), including, for the avoidance of doubt, secured claims and priority claims, including claims under section 503(b)(9) of the Bankruptcy Code (each a “**503(b)(9) Claim**”) against the Debtors (the “**Bar Date**”); (ii) establishing the Governmental Bar Date, the Supplemental Bar Date and the Rejection Bar Date; (iii) approving the proposed notices of the Bar Dates (the “**Bar Date Notice**” and the “**Publication Bar Date Notice**”); and (iv) approving the proposed notice procedures for the Bar Dates (the “**Notice Procedures**”), all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the Office of the United States Trustee for the Northern District of Texas (the “**U.S. Trustee**”), (ii) Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attn: Douglas Mannal, Esq., Kenneth H. Eckstein, Esq., and Anupama Yerramalli, Esq.), counsel to the Official Unsecured Creditors’ Committee, (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, Bank of America Tower, New York, NY 10036

(Attn: Michael S. Stamer, Esq.), counsel to an informal group of certain unaffiliated holders of the 9.250% Senior Secured Notes Due 2020, (iv) Norton Rose Fulbright, 2200 Ross Avenue, Suite 3600, Dallas, TX 75201 (Attn: Louis R. Strubeck, Jr., Esq. and Richard P. Borden, Esq.), counsel to certain secured lenders under the Revolving Credit Agreement, (v) Paul Hastings LLP, 200 Park Avenue, New York, NY 10166 (Attn: Leslie A. Plaskon, Esq. and Andrew V. Tenzer, Esq.), counsel to the administrative agent under the ABL Credit Agreement, (vi) The Bank of New York Mellon, 101 Barclay Street, Floor 4 East, New York, NY 10286 (Attn: International Corporate Trust), in its capacity as indenture trustee under the 9.250% Senior Secured Notes due 2020, (vii) Law Debenture Trust Company of New York, 400 Madison Avenue, Suite 4D, New York, NY 10017, in its capacity as indenture trustee under the 9.375% Senior Notes due 2021, (viii) Morgan, Lewis & Bockius LLP, 101 Park Avenue, New York, NY 10178 (Attn: Glenn E. Siegel, Esq. and Rachel Jaffe Mauceri, Esq.), counsel to the indenture trustee under the 9.250% Senior Secured Notes due 2020, (ix) the Board of Equalization, P.O. Box 942879, Sacramento, CA 94279, (x) the Securities and Exchange Commission, (xi) the Office of the United States Attorney, 1100 Commerce Street, 3rd Floor, Dallas, TX 75242, (xii) the Internal Revenue Service, and (xiii) all parties who have requested notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002 (collectively, the “**Notice Parties**”); and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “**Hearing**”); and upon the appearances of all interested parties having been noted in the record of the Hearing; and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all

parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is granted to the extent set forth herein.
2. The following procedures for filing Proofs of Claim are approved:
 - a. Unless otherwise provided herein, the Bar Date shall be **August 26, 2016 at 4:00 p.m. (Pacific Time)**.¹
 - b. Proofs of Claim must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Petition Date (using the exchange rate, if applicable, as of the Petition Date); (iii) be on the form annexed hereto as **Exhibit 1** or otherwise conform substantially to the Official Bankruptcy Form B410 (“**Official Form B410**”);² (iv) specify the Debtor against which the Proof of Claim is filed; (v) set forth with specificity the legal and factual bases for the alleged claim; (vi) include supporting documentation or an explanation as to why such documentation is not available; and (vii) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Any holder of a claim against the Debtors that seeks to assert a claim against more than one Debtor must file separate Proofs of Claim against each such Debtor and must identify on the Proof of Claim the applicable Debtor against which such claim is asserted and the corresponding case number. Any claim filed under the joint administration case number (CHC Group Ltd., Case No. 16-31854 (BJH)) or that otherwise fails to identify a debtor shall be deemed as filed only against Debtor CHC Group Ltd. To the extent a Proof of Claim form is submitted with more than one Debtor listed, the Proof of Claim will be treated as filed only against the first listed Debtor.
 - c. If a claimant asserts a claim against more than one Debtor, the claimant must file a separate Proof of Claim against each Debtor.

¹ Notwithstanding the entry of Docket No. 85 regarding the 341(a) meeting of creditors, the deadline to file a proof of claim in these chapter 11 cases shall be the Bar Date (August 26, 2016 at 4:00 p.m. (Pacific Time)).

² Official Form B410 can also be found at www.uscourts.gov/forms/bankruptcy-forms/proof-claim-0.

- d. Proofs of Claim shall be deemed timely filed only if the Proofs of Claim are **actually received** by the Debtors' Court approved claims agent, Kurtzman Carson Consultants LLC ("KCC") by the Bar Date, Governmental Bar Date, Supplemental Bar Date, or Rejection Bar Date, as applicable, at:

CHC Group Claims Processing Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245

Proofs of Claim sent by facsimile or electronic mail transmission **will not** be accepted.

- e. Any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that asserts a prepetition claim (as defined in section 101(5) of the Bankruptcy Code), including, for the avoidance of doubt, secured claims and priority claims, including 503(b)(9) Claims, must file a Proof of Claim by the Bar Date.
- f. Any Governmental Unit that asserts a prepetition claim (as defined in section 101(5) of the Bankruptcy Code), including, for the avoidance of doubt, secured claims and priority claims, including 503(b)(9) Claims, must file a Proof of Claim by the Governmental Bar Date.
- g. Any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and Governmental Units) that asserts a Rejection Damages Claim must file a Proof of Claim by the Rejection Bar Date.
- h. For the avoidance of doubt, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a Rejection Damages Claim) must file a Proof of Claim for such amounts on or before the Bar Date unless an exception identified in paragraph (j) below applies.
- i. In the event that the Debtors amend or supplement their Schedules of Assets and Liabilities or Statements of Financial Affairs (collectively, the "**Schedules**") to (i) designate a claim as disputed, contingent, unliquidated, or undetermined, (ii) change the amount of a claim reflected therein, (iii) change the priority or secured status of a claim

reflected therein, or (iv) add a claim that was not listed on the Schedules, the Debtors shall notify the claimant of the amendment. The deadline for any holder of a claim so designated, changed, or added to file a Proof of Claim on account of any such claim is the Supplemental Bar Date.

- j. The following persons or entities are **not** required to file a Proof of Claim on or before the Bar Date, Governmental Bar Date, Supplemental Bar Date, or Rejection Bar Date, as applicable:
- i. any person or entity whose claim is listed on the Schedules and (A) whose claim is **not** described thereon as “disputed,” “contingent,” or “unliquidated,” (B) who does **not** dispute the amount or priority of the claim set forth in the Schedules, and (C) who does **not** dispute that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
 - ii. any person or entity whose claim has been paid in full, including but not limited to any claim of an employee of the Debtors for ordinary course wages or benefits to the extent already paid by the Debtors after the Petition Date pursuant to an order of this Court;
 - iii. any person or entity that holds an interest in the Debtors, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; **provided, however,** that interest holders that wish to assert claims (as opposed to ownership interests) against the Debtors that arise out of or relate to the ownership or purchase of an interest, including claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the Bar Date, unless another exception identified herein applies;
 - iv. any holder of a claim allowable as an administrative expense of the Debtors’ chapter 11 cases under section 503(b) of the Bankruptcy Code, including any portion of a Rejection Damages Claim allowable as an administrative expense, with the exception of any claims allowable under section 503(b)(9) of the Bankruptcy Code (with respect to the value of goods sold to the Debtors in the ordinary

course of business and received by the Debtors within twenty (20) days of the Petition Date), which are subject to the Bar Date;

- v. any person or entity that holds a claim that has been allowed by an order of this Court entered on or before the Bar Date;
- vi. any holder of a claim for which a separate deadline is fixed by this Court;
- vii. any Debtor in these above-captioned cases having a claim against another Debtor in these above-captioned cases; **provided, however**, for the avoidance of doubt, that any non-debtor affiliate (as defined in section 101(2) of the Bankruptcy Code) having a claim against a Debtor in these above-captioned cases must file a Proof of Claim;
- viii. any holder of a claim who has already properly filed a Proof of Claim with the Clerk of the Court or KCC against any of the Debtors, using a claim form which substantially conforms to Official Form B410, with respect to such claim;
- ix. any person or entity whose claim is limited exclusively to the repayment of principal, interest and other fees and expenses (a “**Debt Claim**”) on or under the credit agreement or indenture governing the (i) Senior Secured Revolving Credit Facility (the “**Revolving Facility**”), (ii) 9.250% Senior Secured Notes Due 2020 (the “**Senior Secured Notes**”), (iii) Asset-based Revolving Credit Facility (the “**ABL Facility**”), and (iv) 9.375% Senior Notes due 2021 (the “**Unsecured Notes**,” and, together with the Revolving Facility, Senior Secured Notes, and ABL Facility, the “**Debt Instruments**”); **provided, however**, that (i) any holder of a Debt Claim wishing to assert a claim arising out of or relating to a Debt Instrument other than a Debt Claim will be required to file a Proof of Claim with respect to such claim on or before the Bar Date, unless another exception identified herein applies; (ii) the agents and indenture trustees for the Revolving Facility, Senior Secured Notes, ABL Facility, and Unsecured Notes, as applicable, are authorized to file in the Debtors’ lead chapter 11 case *In re CHC Group Ltd., et al.*, Case No. 16–31854 (BJH), a single, master proof of claim on account of

any and all claims arising under the applicable Debt Instrument, including a Debt Claim (the “**Master Proof of Claim**”) against every Debtor that is liable for such claim (regardless of whether such liability is fixed, contingent, matured, unmatured, full, or partial) under the Debt Instrument as primary obligor, guarantor, or otherwise. The Master Proof of Claim shall not be required to attach any instruments, agreements or other documents evidencing the obligations owing by each of the Debtors, which instruments, agreements, or other documents will be provided upon written request to counsel for the agents and indenture trustees;

- x. any present or former employee of the Debtors whose employment is or was subject to the terms of a collective labor agreement (and, with respect to benefit claims, any spouse, surviving spouse or other beneficiary thereof) and any union representing such employees or former employees (the “**CLA Parties**”) solely with respect to any prepetition claim based on the payment of wages, salaries, employee medical benefits, insurance benefits and other benefits authorized to be paid by order of the Court (the “**First Day Wage Claims**”) under the first-day wage and benefit order approved by the Court on June 9, 2016 [Docket No. 289] (the “**Wages Order**”); *provided, however*, that CLA Parties must file a Proof of Claim for any amounts owed based on events that occurred prior to the Petition Date and that are not otherwise already satisfied through the Wage Order. This includes, but is not limited to, any claims based on grievances, litigation, mediation or arbitration that arose on or prior to the Petition Date. Unions may submit a Proof of Claim itemizing such grievances on behalf of their respective members to the extent authorized to do so under applicable law. To the extent any actions are undertaken in this bankruptcy case that cause the CLA Parties to incur additional claims that did not otherwise exist as of the Petition Date, including but not limited to, any claims arising from the termination of employees or other modification of rights under sections 1113 or 1114 of the Bankruptcy Code, the Debtors shall establish a separate procedure for the submission of any such claims and provide notice of such procedure to the CLA Parties. In addition, if the Debtors have provided written notice to the CLA Parties and their respective

unions that the Debtors do not intend to pay any First-Day Wage Claims, the CLA Parties shall have until the later of (i) the Bar Date and (ii) 30 days from the date of the written notice, to submit a Proof of Claim. Nothing in this provision shall limit or preclude the Debtors from contesting an employee's or a CLA Party's Proof of Claim; or

- xi. the U.S. Trustee for any statutory fees owed by the Debtors.

3. Any holder of a claim against the Debtors who is required to file a Proof of Claim in accordance with this Bar Date Order, but fails to do so on or before the Bar Date, Governmental Bar Date, Supplemental Bar Date, or Rejection Bar Date, as applicable, shall not be permitted to vote to accept or reject any plan filed in these chapter 11 cases, or participate in any distribution in these chapter 11 cases on account of such claim, or to receive further notices regarding such claim.

- 4. The Bar Date Notice, attached hereto as **Exhibit 2**, is hereby approved.
- 5. The following Notice Procedures are hereby approved:
 - a. At least **forty-five (45) days** prior to the Bar Date, the Debtors shall cause to be mailed (i) the Proof of Claim form annexed hereto as **Exhibit 1** and (ii) the Bar Date Notice to the following parties:
 - i. U.S. Trustee;
 - ii. all parties listed on the Consolidated Creditor Matrix;
 - iii. counsel to an informal group of certain unaffiliated holders of the Senior Secured Notes;
 - iv. counsel to certain secured lenders under the Revolving Facility;
 - v. counsel to the administrative agent under the ABL Facility;
 - vi. counsel to the collateral agent under the ABL Facility;

- vii. The Bank of New York Mellon, in its capacity as indenture trustee under the Senior Secured Notes;
- viii. counsel to the indenture trustee under the Unsecured Notes;
- ix. counsel to the indenture trustee under the Senior Secured Notes;
- x. counsel to the official committee of unsecured creditors;
- xi. the Board of Equalization;
- xii. the Office of the United States Attorney;
- xiii. the Internal Revenue Service; and
- xiv. all parties who have requested notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002.

b. The Debtors shall also post the Bar Date Notice on KCC's website at www.kccllc.net/chc.

6. The Debtors shall publish an abridged form of the Bar Date Notice, substantially in the form attached hereto as **Exhibit 3** (the "**Publication Bar Date Notice**") once in *The Wall Street Journal* (Global Edition—North America, Europe, and Asia) at least **thirty-five (35) days** prior to the Bar Date, which publication is hereby approved and shall be deemed good, adequate, and sufficient publication of notice of the Bar Dates and the procedures for filing Proofs of Claim in these cases.

7. The Debtors may, in their sole discretion, publish the Bar Date Notice in other newspapers, trade journals, or similar publications.

8. The Debtors and KCC are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

9. Notification of the relief granted by this Order as provided herein is fair and reasonable and will provide good, sufficient, and proper notice to all creditors of their rights

and obligations in connection with claims they may have against the Debtors in these chapter 11 cases.

10. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any claim reflected in the Schedules.

11. Entry of this Order is without prejudice to the Debtors' rights and defenses with respect to any Proof of Claim, including, among other things, the right to object to any Proof of Claim on any grounds; *provided, however*, that, notwithstanding any provision in this Order, the Debtors shall not seek to disallow a Proof of Claim solely on the basis that such Proof of Claim was not (i) written in the English language or (ii) stated in the lawful currency of the United States.

12. Entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing the date by which holders of claims **not** subject to the Bar Dates established herein, including those persons or entities identified in paragraph 2(j) of this Order, must file such claims against the Debtors or be forever barred from so doing.

13. Nothing in this Order shall prejudice the right of creditors with a foreign address to file a motion, prior to the Bar Date, asking this Court to extend the Bar Date.

14. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

###END OF ORDER###

Respectfully Submitted,

WEIL, GOTSHAL & MANGES LLP

/s/ Stephen A. Youngman

Stephen A. Youngman (22226600)

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-and-

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Email: kelly.dibiasi@weil.com

Attorneys for Debtors and Debtors in Possession

EXHIBIT I

Proof of Claim Form

United States Bankruptcy Court for the Northern District of Texas

Indicate Debtor against which you assert a claim by checking the appropriate box below. **(Check only one Debtor per claim form.)**

- | | | |
|--|---|--|
| <input type="checkbox"/> CHC Group Ltd. (Case No. 16-31854) | <input type="checkbox"/> CHC Helicopter Australia Pty. Ltd. (Case No. 16-31872) | <input type="checkbox"/> Heli-One Leasing (Norway) AS (Case No. 16-31886) |
| <input type="checkbox"/> 6922767 Holding SARL (Case No. 16-31855) | <input type="checkbox"/> CHC Helicopter Holding S.À R.L. (Case No. 16-31875) | <input type="checkbox"/> Heli-One Leasing ULC (Case No. 16-31891) |
| <input type="checkbox"/> Capital Aviation Services B.V. (Case No. 16-31856) | <input type="checkbox"/> CHC Helicopter S.A. (Case No. 16-31863) | <input type="checkbox"/> Heli-One USA Inc. (Case No. 16-31853) |
| <input type="checkbox"/> CHC Cayman ABL Borrower Ltd. (Case No. 16-31857) | <input type="checkbox"/> CHC Helicopters (Barbados) Limited (Case No. 16-31865) | <input type="checkbox"/> Heliworld Leasing Limited (Case No. 16-31889) |
| <input type="checkbox"/> CHC Cayman ABL Holdings Ltd. (Case No. 16-31858) | <input type="checkbox"/> CHC Helicopters (Barbados) SRL (Case No. 16-31867) | <input type="checkbox"/> Integra Leasing AS (Case No. 16-31885) |
| <input type="checkbox"/> CHC Cayman Investments I Ltd. (Case No. 16-31859) | <input type="checkbox"/> CHC Holding (UK) Limited (Case No. 16-31868) | <input type="checkbox"/> Lloyd Bass Strait Helicopters Pty. Ltd. (Case No. 16-31883) |
| <input type="checkbox"/> CHC Den Helder B.V. (Case No. 16-31860) | <input type="checkbox"/> CHC Holding NL B.V. (Case No. 16-31874) | <input type="checkbox"/> Lloyd Helicopter Services Limited (Case No. 16-31873) |
| <input type="checkbox"/> CHC Global Operations (2008) ULC (Case No. 16-31862) | <input type="checkbox"/> CHC Hoofddorp B.V. (Case No. 16-31861) | <input type="checkbox"/> Lloyd Helicopter Services Pty. Ltd. (Case No. 16-31877) |
| <input type="checkbox"/> CHC Global Operations Canada (2008) ULC (Case No. 16-31870) | <input type="checkbox"/> CHC Leasing (Ireland) Limited (Case No. 16-31864) | <input type="checkbox"/> Lloyd Helicopters International Pty. Ltd. (Case No. 16-31880) |
| <input type="checkbox"/> CHC Global Operations International ULC (Case No. 16-31879) | <input type="checkbox"/> CHC Netherlands B.V. (Case No. 16-31866) | <input type="checkbox"/> Lloyd Helicopters Pty. Ltd. (Case No. 16-31884) |
| <input type="checkbox"/> CHC Helicopter (1) S.À R.L. (Case No. 16-31892) | <input type="checkbox"/> CHC Norway Acquisition Co AS (Case No. 16-31869) | <input type="checkbox"/> Lloyd Helicopters Pty. Ltd. (Case No. 16-31887) |
| <input type="checkbox"/> CHC Helicopter (2) S.À R.L. (Case No. 16-31895) | <input type="checkbox"/> Heli-One (Netherlands) B.V. (Case No. 16-31871) | <input type="checkbox"/> Management Aviation Limited (Case No. 16-31887) |
| <input type="checkbox"/> CHC Helicopter (3) S.À R.L. (Case No. 16-31878) | <input type="checkbox"/> Heli-One (Norway) AS (Case No. 16-31876) | |
| <input type="checkbox"/> CHC Helicopter (4) S.À R.L. (Case No. 16-31882) | <input type="checkbox"/> Heli-One (U.S.) Inc. (Case No. 16-31881) | |
| <input type="checkbox"/> CHC Helicopter (5) S.À R.L. (Case No. 16-31890) | <input type="checkbox"/> Heli-One (U.S.) Inc. (Case No. 16-31881) | |
| | <input type="checkbox"/> Heli-One (UK) Limited (Case No. 16-31888) | |
| | <input type="checkbox"/> Heli-One Canada ULC (Case No. 16-31893) | |
| | <input type="checkbox"/> Heli-One Holdings (UK) Limited (Case No. 16-31894) | |

Official Form 410 Proof of Claim

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Other than a claim under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for an administrative expense arising after the commencement of the case.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed.

Part 1: Identify the Claim

1. Who is the current creditor?	_____ Name of the current creditor (the person or entity to be paid for this claim)	
	Other names the creditor used with the debtor _____	
2. Has this claim been acquired from someone else?	<input type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Name _____ Number _____ Street _____ City _____ State _____ ZIP Code _____ Country _____ Contact phone _____ Contact email _____	Name _____ Number _____ Street _____ City _____ State _____ ZIP Code _____ Country _____ Contact phone _____ Contact email _____
4. Does this claim amend one already filed?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: ____ _ _ _ _

7. How much is the claim? \$ _____ Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
 Limit disclosing information that is entitled to privacy, such as health care information.

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.
Nature of property:
 Real estate: If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____
Basis for perfection: _____
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property: \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition: \$ _____
Annual Interest Rate (when case was filed) _____%
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

No

Yes. Check all that apply:

<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	Amount entitled to priority \$ _____
<input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies.	\$ _____

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

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

Executed on date _____
MM / DD / YYYY

Signature

Print the name of the person who is completing and signing this claim:

Name _____
First name Middle name Last name

Title _____

Company _____
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
Number Street

City State ZIP Code Country

Contact phone _____ Email _____

Official Form 410

Instructions for Proof of Claim

United States Bankruptcy Court

04/16

These instructions and definitions generally explain the law. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.
18 U.S.C. §§ 152, 157 and 3571

PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:

CHC Group Claims Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, CA 90245

How to fill out this form

■ Fill in all of the information about the claim as of the date the case was filed.

■ Fill in the caption at the top of the form

■ If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.

■ Attach any supporting documents to this form.
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called "Bankruptcy Rule") 3001(c) and (d).

■ Do not attach original documents because attachments may be destroyed after scanning.

■ If the claim is based on delivery health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

■ A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual's tax identification number, or financial account number, and only the year of any person's date of birth. See Bankruptcy Rule 9037.

■ For a minor child, fill in only the child's initials and the full name and address of the child's parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or you may view a list of filed claims in this case by visiting the Claims and Noticing and Agent's website at <http://www.kccllc.net/chc>.

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing that bankruptcy estate.
11 U.S.C. § 503

Claim: A creditor's right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. § 101 (5). A claim may be secured or unsecured.

Claim Pursuant to 11 U.S.C. §503(b)(9): A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

Debtor: A person, corporation, or other entity to who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. §101 (13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Do not file these instructions with your form.

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Uniform claim identifier: An optional 24-character identifier that some creditors use to facilitate electronic payment.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Creditors with a foreign address: If you are a creditor receiving notice mailed to a foreign address, you may file a motion, prior to the deadline to file a proof of claim, requesting the bankruptcy court to extend such deadline. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

EXHIBIT 2

Bar Date Notice

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

	X		
	:		
<i>In re:</i>	:		Chapter 11
	:		
CHC GROUP LTD. et al.,	:		Case No. 16-31854 (BJH)
	:		
Debtors.	:		(Jointly Administered)
	:		
	X		

**NOTICE OF DEADLINES FOR FILING PROOFS OF CLAIM
(INCLUDING CLAIMS UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE)**

TO ALL PERSONS AND ENTITIES WITH
CLAIMS (INCLUDING CLAIMS UNDER
SECTION 503(b)(9) OF THE BANKRUPTCY CODE¹)
AGAINST A DEBTOR SET FORTH BELOW:

Name of Debtors	Other Names Used by the Debtors in the last 8 years	Taxpayer ID Numbers	Case Numbers
CHC Group Ltd.	FR Horizon Holding (Cayman) Inc.	98-0587405	16-31854
6922767 Holding SARL		98-0598004	16-31855
Capital Aviation Services B.V.		98-0592415	16-31856
CHC Cayman ABL Borrower Ltd.		98-1245051	16-31857
CHC Cayman ABL Holdings Ltd.		98-1244835	16-31858
CHC Cayman Investments I Ltd.		98-0588558	16-31859
CHC Den Helder B.V.		98-0592455	16-31860
CHC Global Operations (2008) ULC	CHC Global Operations (2008) Inc.	98-1197214	16-31862
CHC Global Operations Canada (2008) ULC	CHC Global Operations Canada (2008) Inc.	98-1196979	16-31870
CHC Global Operations International ULC	CHC Global Operations International Inc.	98-1198751	16-31879
CHC Helicopter (1) S.à r.l.		98-1198914	16-31892
CHC Helicopter (2) S.à r.l.		98-1199088	16-31895
CHC Helicopter (3) S.à r.l.		98-1199297	16-31878
CHC Helicopter (4) S.à r.l.		98-1199655	16-31882
CHC Helicopter (5) S.à r.l.		98-1199897	16-31890
CHC Helicopter Australia Pty Ltd	Lloyd Off-Shore Helicopters Pty. Ltd.	98-0592402	16-31872
CHC Helicopter Holding S.à r.l.	CHC Helicopter LLC; CHC Helicopter Corporation	94-3440907	16-31875
CHC Helicopter S.A.	CHC Helicopter S.à r.l.	98-0596821	16-31863
CHC Helicopters (Barbados) Limited		98-1197985	16-31865
CHC Helicopters (Barbados) SRL		No Tax I.D. Number	16-31867
CHC Holding (UK) Limited	Canadian Helicopters (UK) Limited	98-0592198	16-31868
CHC Holding NL B.V.		98-0596801	16-31874
CHC Hoofddorp B.V.		98-0952413	16-31861
CHC Leasing (Ireland) Limited	Justinvale Limited	98-1198230	16-31864
CHC Netherlands B.V.		98-0592409	16-31866

¹ The “**Bankruptcy Code**” is defined as chapter 11 of title 11 of the United States Code.

CHC Norway Acquisition Co AS		98-0596777	16-31869
Heli-One (Netherlands) B.V.		98-0592414	16-31871
Heli-One (Norway) AS		98-0592437	16-31876
Heli-One (U.S.) Inc.		84-1719617	16-31881
Heli-One (UK) Limited		98-0592451	16-31888
Heli-One Canada ULC	Heli-One Canada Inc.; 6976972 Canada Inc.	98-1198735	16-31893
Heli-One Holdings (UK) Limited		98-0596780	16-31894
Heli-One Leasing (Norway) AS		98-0592441	16-31886
Heli-One Leasing ULC	Heli-One Leasing Inc.	No Tax I.D. Number	16-31891
Heli-One USA Inc.		75-2303691	16-31853
Heliworld Leasing Limited		98-0592464	16-31889
Integra Leasing AS		98-0592439	16-31885
Lloyd Bass Strait Helicopters Pty. Ltd.		98-05-92398	16-31883
Lloyd Helicopter Services Limited		98-0596781	16-31873
Lloyd Helicopter Services Pty. Ltd.		98-0592394	16-31877
Lloyd Helicopters International Pty. Ltd.		98-0592400	16-31880
Lloyd Helicopters Pty. Ltd.		98-0592393	16-31884
Management Aviation Limited		98-0592135	16-31887

PLEASE TAKE NOTICE THAT, on July __, 2016, the United States Bankruptcy Court for the Northern District of Texas (the “**Court**”), having jurisdiction over the chapter 11 cases of CHC Group Ltd. and its above-captioned debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”) entered an order (the “**Bar Date Order**”) establishing: (i) **August 26, 2016 at 4:00 p.m. (Pacific Time)** (the “**Bar Date**”) as the last date and time for each person or entity (including, without limitation, each individual, partnership, corporation, joint venture, estate, and trust, other than a governmental unit, to file a proof of claim (“**Proof of Claim**”) based on a prepetition claim (as defined in section 101(5) of the Bankruptcy Code), including a claim under section 503(b)(9) of the Bankruptcy Code (a “**503(b)(9) Claim**”), as described more fully below, against any of the Debtors, and (ii) **November 1, 2016 at 4:00 p.m. (Pacific Time)** as the deadline for governmental units (as such term is defined in section 101(27) of the Bankruptcy Code) to file Proofs of Claim against the Debtors (the “**Governmental Bar Date**,” and together with the Supplemental Bar Date and the Rejection Bar Date (each as defined below) and the Bar Date, the “**Bar Dates**”).

The Bar Date Order, the Bar Date, and the procedures set forth below for the filing of Proofs of Claim apply to all claims against the Debtors (other than those set forth below as being specifically excluded) that arose prior to **May 5, 2016**, the date on which the Debtors commenced their cases under chapter 11 of the Bankruptcy Code.

If you have any questions relating to this Notice, please feel free to contact Kurtzman Carson Consultants LLC (“KCC”) at 1-866-967-0261 (International 1-310-751-2661) or by writing to CHC Claims Processing, c/o Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, California 90245.

YOU SHOULD CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE A PROOF OF CLAIM.

CREDITORS WITH A FOREIGN ADDRESS. If you are a creditor receiving notice mailed to a foreign address, you may file a motion, prior to the Bar Date, asking the Court to extend the Bar Date. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.

1. **WHO MUST FILE A PROOF OF CLAIM**

You **MUST** file a **Proof of Claim** to vote on a chapter 11 plan filed by the Debtors and to share in any distribution from the Debtors’ estates if you have a claim that occurred prior to **May 5, 2016**, including a 503(b)(9) Claim, and it is not one of the other types of claims described in Section 2 below. Acts or omissions of the Debtors that arose

before May 5, 2016 may give rise to claims against the Debtors that must be filed by the Bar Date, notwithstanding that such claims may not have matured or become fixed, liquidated, or certain prior to May 5, 2016.

Pursuant to section 101(5) of the Bankruptcy Code and as used in this Notice, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured. Further, claims include unsecured claims, secured claims, priority claims, and 503(b)(9) Claims.

2. **WHO NEED NOT FILE A PROOF OF CLAIM**

- a) Any person or entity whose claim is listed on the Debtors’ schedules of assets and liabilities and statements of financial affairs filed in these cases (the “**Schedules**”) and (i) whose claim is **not** described thereon as “disputed,” “contingent,” or “unliquidated,” (ii) who does **not** dispute the amount or priority of the claim set forth in the Schedules, and (iii) who does **not** dispute that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
- b) any person or entity whose claim has been paid in full, including but not limited to any claim of an employee of the Debtors for ordinary course wages or benefits to the extent already paid by the Debtors after the Petition Date pursuant to an order of the Court;
- c) any person or entity that holds an interest in the Debtors, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; **provided, however**, that interest holders that wish to assert claims (as opposed to ownership interests) against the Debtors that arise out of or relate to the ownership or purchase of an interest, including claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the Bar Date, unless another exception identified herein applies;
- d) any holder of a claim allowable under section 503(b) of the Bankruptcy Code as an administrative expense of the Debtors’ chapter 11 cases, including any portion of a Rejection Damages Claim allowable as an administrative expense, **with the exception of 503(b)(9) Claims, which are subject to the Bar Date**;
- e) any person or entity that holds a claim that has been allowed by an order of the Court entered on or before the Bar Date;
- f) any holder of a claim for which a separate deadline is fixed by the Court;
- g) any Debtor in these above-captioned cases having a claim against another Debtor in these above-captioned cases; **provided, however**, for the avoidance of doubt, that any non-debtor affiliate (as defined in section 101(2) of the Bankruptcy Code having a claim against a Debtor in these above-captioned cases must file a Proof of Claim;
- h) any holder of a claim who has already properly filed a Proof of Claim with the Clerk of the Court or KCC against any of the Debtors, using a claim form which substantially conforms to the Official Bankruptcy Form B410 (“**Official Form B410**”), with respect to such claim;
- i) any person or entity whose claim is limited exclusively to repayment of principal, interest and other fees and expenses (a “**Debt Claim**”) on or under the credit agreement or indenture governing the (i) Senior Secured Revolving Credit Facility (the “**Revolving Facility**”), (ii) 9.250% Senior Secured Notes Due 2020 (the “**Senior Secured Notes**”), (iii) Asset-based Revolving Credit Facility (the “**ABL Facility**”), and (iv) 9.375% Senior Unsecured Notes due 2021 (the “**Unsecured Notes**,” and, together with the Revolving Facility, Senior Secured

Notes, and ABL Facility, the “**Debt Instruments**”); *provided, however*, that (i) any holder of a Debt Claim wishing to assert a claim arising out of or relating to a Debt Instrument other than a Debt Claim will be required to file a Proof of Claim with respect to such claim on or before the Bar Date, unless another exception identified herein applies and (ii) the agents and indenture trustees for the Revolving Facility, Senior Secured Notes, ABL Facility, and Unsecured Notes, as applicable, are authorized to file a single, master Proof of Claim with respect to any and all claims arising out of or relating to a Debt Instrument, including a Debt Claim;

- j) any present or former employee of the Debtors whose employment is or was subject to the terms of a collective labor agreement (and, with respect to benefit claims, any spouse, surviving spouse or other beneficiary thereof) and any union representing such employees or former employees (the “**CLA Parties**”) solely with respect to any prepetition claim based on the payment of wages, salaries, employee medical benefits, insurance benefits and other benefits authorized to be paid by order of the Court (the “**First Day Wage Claims**”) under the first-day wage and benefit order approved by the Court on June 9, 2016 [Docket No. 289] (the “**Wages Order**”); *provided, however*, that CLA Parties must file a Proof of Claim for any amounts owed based on events that occurred prior to the Petition Date and that are not otherwise already satisfied through the Wage Order. This includes, but is not limited to, any claims based on grievances, litigation, mediation or arbitration that arose on or prior to the Petition Date. Unions may submit a Proof of Claim itemizing such grievances on behalf of their respective members to the extent authorized to do so under applicable law. To the extent any actions are undertaken in this bankruptcy case that cause the CLA Parties to incur additional claims that did not otherwise exist as of the Petition Date, including but not limited to, any claims arising from the termination of employees or other modification of rights under sections 1113 or 1114 of the Bankruptcy Code, the Debtors shall establish a separate procedure for the submission of any such claims and provide notice of such procedure to the CLA Parties. In addition, if the Debtors have provided written notice to the CLA Parties and their respective unions that the Debtors do not intend to pay any First-Day Wage Claims, the CLA Parties shall have until the later of (i) the Bar Date and (ii) 30 days from the date of the written notice, to submit a Proof of Claim. Nothing in this provision shall limit or preclude the Debtors from contesting an employee’s or a CLA Party’s Proof of Claim; or
- k) the Office of the United States Trustee for the Northern District of Texas (the “**U.S. Trustee**”) for any statutory fees owed by the Debtors.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.

3. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you hold a claim arising from the rejection of an executory contract or unexpired lease, you must file a Proof of Claim based on such rejection by the later of (i) the Bar Date, (ii) **4:00 p.m. (Pacific Time)** on the date that is **thirty (30) days** after the date on which an order is entered approving such rejection and (iii) any date that the Court may fix in the applicable order authorizing such rejection (the “**Rejection Bar Date**”). Notwithstanding the foregoing, if you are a party to an executory contract or unexpired lease and you wish to assert a claim on account of unpaid amounts accrued and outstanding as of May 5, 2016 pursuant to that executory contract or unexpired lease (other than a rejection damages claim), you must file a Proof of Claim for such amounts on or before the Bar Date unless an exception identified above applies.

4. WHEN AND WHERE TO FILE

All Proofs of Claim must be filed so as to be **actually received** on or before the Bar Date, Governmental Bar Date, Rejection Bar Date or Supplemental Bar Date (as defined below), as applicable, by KCC at the following address:

CHC Group Claims Processing Center
c/o Kurtzman Carson Consultants, LLC
2335 Alaska Avenue
El Segundo, California 90245

Proofs of Claim will be deemed timely filed only if **actually received** by KCC on or before the Bar Date, Governmental Bar Date, Rejection Bar Date or Supplemental Bar Date (as defined below). Proofs of Claim may **not** be delivered by facsimile, telecopy, or electronic mail transmission.

5. WHAT TO FILE

If you file a Proof of Claim, your filed Proof of Claim must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Petition Date (using the exchange rate, if applicable, as of the Petition Date); (iii) conform substantially to Official Form B410; (iv) specify the Debtor against which the Proof of Claim is filed; (v) set forth with specificity the legal and factual bases for the alleged claim; (vi) include supporting documentation or an explanation as to why such documentation is not available; and (vii) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

IF YOU ARE ASSERTING A CLAIM AGAINST MORE THAN ONE DEBTOR, SEPARATE PROOFS OF CLAIM MUST BE FILED AGAINST EACH SUCH DEBTOR AND YOU MUST IDENTIFY ON YOUR PROOF OF CLAIM THE SPECIFIC DEBTOR AGAINST WHICH YOUR CLAIM IS ASSERTED AND THE CASE NUMBER OF THAT DEBTOR'S BANKRUPTCY CASE. A LIST OF THE NAMES OF THE DEBTORS AND THEIR CASE NUMBERS IS SET FORTH ABOVE. ANY CLAIM FILED UNDER THE JOINT ADMINISTRATION CASE NUMBER (CHC GROUP LTD., CASE NO. 16-31854 (BJH)) OR THAT OTHERWISE FAILS TO IDENTIFY A DEBTOR SHALL BE DEEMED AS FILED ONLY AGAINST DEBTOR CHC GROUP LTD. IF AN ENTITY LISTS MORE THAN ONE DEBTOR ON ITS FORM(S), THE PROOF(S) OF CLAIM WILL BE TREATED AS FILED ONLY AGAINST THE FIRST LISTED DEBTOR.

Official Form B410 may be obtained at www.uscourts.gov/forms/bankruptcy-forms/proof-claim-0 or <http://www.kccllc.net/chc>.

YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH YOUR CLAIM IS BASED. IF THE DOCUMENTS ARE VOLUMINOUS, YOU SHOULD ATTACH A SUMMARY.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE DEADLINE

Any holder of a claim against the Debtors who is required to file a Proof of Claim in accordance with the Bar Date Order, but fails to do so on or before the applicable deadline, shall not be permitted to vote to accept or reject any plan filed in these chapter 11 cases, or participate in any distribution in these chapter 11 cases on account of such claim, or to receive further notices regarding such claim.

7. THE DEBTORS' SCHEDULES, ACCESS THERETO, AND CONSEQUENCES OF AMENDMENT THEREOF

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors' Schedules. If you rely on the Debtors' Schedules, it is your responsibility to determine that your claim is accurately listed in the Schedules.

As set forth above, if you agree with the priority and amount of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the specified Debtor, and if your claim is not described as "disputed," "contingent," or "unliquidated," in the Schedules, you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable deadline in accordance with the procedures set forth in this notice.

Copies of the Schedules may be examined by interested parties on the Court's electronic docket for the Debtors' chapter 11 cases, which is posted on the Internet at <https://ecf.txnb.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov) or at the website established by KCC for these chapter 11 cases, which is posted on the internet at <http://www.kccllc.net/chc>. Please note that there is no charge to view the Schedules through the Debtors' website. Copies of the Debtors' Schedules may also be obtained by written request to KCC at the address and telephone number set forth below:

CHC Group Claims Processing Center
c/o Kurtzman Carson Consultants, LLC
2335 Alaska Avenue
El Segundo, California 90245
1-866-967-0261
1-310-751-2661 (International)

In the event that the Debtors amend or supplement their Schedules to (a) designate a claim as disputed, contingent, unliquidated, or undetermined, (b) change the amount of a claim reflected therein, (c) change the priority or secured status of a claim reflected therein, or (d) add a claim that was not listed on the Schedules, the Debtors will notify you of the amendment. In such case, the deadline for you to file a Proof of Claim on account of any such claim is the later of (x) the Bar Date and (y) **4:00 p.m. (Pacific Time)** on the date that is **thirty (30) days** after the date on which the Debtors serve notice of the amendment or supplement (the "**Supplemental Bar Date**").

A holder of a possible claim against the Debtors should consult an attorney regarding any matters not covered in this Notice, such as whether the holder should file a Proof of Claim. KCC cannot offer legal advice or advise whether you should file a Proof of Claim.

DATED: _____, 2016
DALLAS, TEXAS

BY ORDER OF THE COURT

EXHIBIT 3

Publication Bar Date Notice

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

	X	
	:	
<i>In re:</i>	:	Chapter 11
	:	
CHC GROUP LTD. et al.,	:	Case No. 16-31854 (BJH)
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	

NOTICE OF DEADLINES FOR THE FILING OF PROOFS OF CLAIM

THE GENERAL CLAIMS BAR DATE IS AUGUST 26, 2016 AT 4:00 P.M. PACIFIC TIME

THE GOVERNMENTAL CLAIMS BAR DATE IS NOVEMBER 1, 2016 AT 4:00 P.M. PACIFIC TIME

PLEASE TAKE NOTICE OF THE FOLLOWING:

Deadlines for Filing Proofs of Claim. On July __, 2016, the United States Bankruptcy Court for the Northern District of Texas (the “**Court**”) entered an order [Docket No. __] (the “**Bar Date Order**”) establishing certain deadlines for the filing of proofs of claim (“**Proofs of Claim**”) against CHC Group Ltd. and its above-captioned debtor affiliates (collectively, the “**Debtors**”):

Name of Debtors	Other Names Used by the Debtors in the last 8 years	Taxpayer ID Numbers	Case Numbers
CHC Group Ltd.	FR Horizon Holding (Cayman) Inc.	98-0587405	16-31854
6922767 Holding SARL		98-0598004	16-31855
Capital Aviation Services B.V.		98-0592415	16-31856
CHC Cayman ABL Borrower Ltd.		98-1245051	16-31857
CHC Cayman ABL Holdings Ltd.		98-1244835	16-31858
CHC Cayman Investments I Ltd.		98-0588558	16-31859
CHC Den Helder B.V.		98-0592455	16-31860
CHC Global Operations (2008) ULC	CHC Global Operations (2008) Inc.	98-1197214	16-31862
CHC Global Operations Canada (2008) ULC	CHC Global Operations Canada (2008) Inc.	98-1196979	16-31870
CHC Global Operations International ULC	CHC Global Operations International Inc.	98-1198751	16-31879
CHC Helicopter (1) S.à r.l.		98-1198914	16-31892
CHC Helicopter (2) S.à r.l.		98-1199088	16-31895
CHC Helicopter (3) S.à r.l.		98-1199297	16-31878
CHC Helicopter (4) S.à r.l.		98-1199655	16-31882
CHC Helicopter (5) S.à r.l.		98-1199897	16-31890
CHC Helicopter Australia Pty Ltd	Lloyd Off-Shore Helicopters Pty. Ltd.	98-0592402	16-31872
CHC Helicopter Holding S.à r.l.	CHC Helicopter LLC; CHC Helicopter Corporation	94-3440907	16-31875
CHC Helicopter S.A.	CHC Helicopter S.à r.l.	98-0596821	16-31863
CHC Helicopters (Barbados) Limited		98-1197985	16-31865
CHC Helicopters (Barbados) SRL		No Tax I.D. Number	16-31867
CHC Holding (UK) Limited	Canadian Helicopters (UK) Limited	98-0592198	16-31868

CHC Holding NL B.V.		98-0596801	16-31874
CHC Hoofddorp B.V.		98-0952413	16-31861
CHC Leasing (Ireland) Limited	Justinvale Limited	98-1198230	16-31864
CHC Netherlands B.V.		98-0592409	16-31866
CHC Norway Acquisition Co AS		98-0596777	16-31869
Heli-One (Netherlands) B.V.		98-0592414	16-31871
Heli-One (Norway) AS		98-0592437	16-31876
Heli-One (U.S.) Inc.		84-1719617	16-31881
Heli-One (UK) Limited		98-0592451	16-31888
Heli-One Canada ULC	Heli-One Canada Inc.; 6976972 Canada Inc.	98-1198735	16-31893
Heli-One Holdings (UK) Limited		98-0596780	16-31894
Heli-One Leasing (Norway) AS		98-0592441	16-31886
Heli-One Leasing ULC	Heli-One Leasing Inc.	No Tax I.D. Number	16-31891
Heli-One USA Inc.		75-2303691	16-31853
Heliworld Leasing Limited		98-0592464	16-31889
Integra Leasing AS		98-0592439	16-31885
Lloyd Bass Strait Helicopters Pty. Ltd.		98-05-92398	16-31883
Lloyd Helicopter Services Limited		98-0596781	16-31873
Lloyd Helicopter Services Pty. Ltd.		98-0592394	16-31877
Lloyd Helicopters International Pty. Ltd.		98-0592400	16-31880
Lloyd Helicopters Pty. Ltd.		98-0592393	16-31884
Management Aviation Limited		98-0592135	16-31887

The Bar Dates. Pursuant to the Bar Date Order, **all** persons or entities, including individuals, partnerships, corporations, joint ventures, estates, and trusts (as defined in 11 U.S.C. § 101(27)), who have a claim or potential claim against any of the Debtors that arose or is deemed to have arisen prior to May 5, 2016 including any secured or priority claims, such as any claims entitled to administrative expense priority under 11 U.S.C. § 503(b)(9), no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before **August 26, 2016 at 4:00 p.m. Pacific Time** (the “**Bar Date**”). **All** governmental units (as such term is defined in section 101(27) of the Bankruptcy Code) which have a claim or potential claim against any of the Debtors that arose or is deemed to have arisen prior to May 5, 2016, including any secured or priority claims, such as any claims entitled to administrative priority under 11 U.S.C. § 503(b)(9), no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before **November 1, 2016 at 4:00 p.m. Pacific Time** (the “**Governmental Bar Date**”).

Executory Contracts and Unexpired Leases. If you hold a claim arising from the rejection of an executory contract or unexpired lease, you must file a Proof of Claim based on such rejection by the later of (i) the Bar Date, (ii) **4:00 p.m. (Pacific Time)** on the date that is **thirty (30) days** after the date on which an order is entered approving such rejection and (iii) any date that the Court may fix in the applicable order authorizing such rejection (the “**Rejection Bar Date**”). Notwithstanding the foregoing, if you are a party to an executory contract or unexpired lease and you wish to assert a claim on account of unpaid amounts accrued and outstanding as of May 5, 2016 pursuant to that executory contract or unexpired lease (other than a rejection damages claim), you must file a Proof of Claim for such amounts on or before the Bar Date.

Supplemental Bar Date. In the event that the Debtors amend or supplement their schedules of assets and liabilities and statements of financial affairs filed in these cases (the “**Schedules**”) to (a) designate a claim as disputed, contingent, unliquidated, or undetermined, (b) change the amount of a claim reflected therein, (c) change the priority or secured status of a claim reflected therein, or (d) add a claim that was not listed on the Schedules, the Debtors will notify you of the amendment. In such case, the deadline for you to file a Proof of Claim on account of any such claim is the later of (x) the Bar Date and (y) **4:00 p.m. (Pacific Time)** on the date that is **thirty (30) days** after the date on which the Debtors serve notice of the amendment or supplement (the “**Supplemental Bar Date**”).

ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE APPLICABLE DEADLINE SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION. LATE FILED CLAIMS SHALL BE SUBJECT TO DISALLOWANCE UNDER SECTION 502(b)(9) OF THE BANKRUPTCY CODE.

Filing a Proof of Claim. Each Proof of Claim must be filed, including supporting documentation, by U.S. Mail, overnight mail, or other hand delivery system, so as to be **actually received** by the Debtors' notice and claims agent, Kurtzman Carson Consultants LLC ("KCC") on or before the Bar Date, Governmental Bar Date, Supplemental Bar Date or Rejection Bar Date, as applicable, at the following address:

CHC Group Claims Processing Center
c/o Kurtzman Carson Consultants, LLC
2335 Alaska Avenue
El Segundo, California 90245

Contents of Proofs of Claim. Each Proof of Claim must: (i) be written in the English language; (ii) denominate the claim in lawful currency of the United States as of the Petition Date (using the exchange rate, if applicable, as of the Petition Date); (iii) conform substantially to Official Bankruptcy Form B410; (iv) specify the Debtor against which the Proof of Claim is filed; (v) specify the legal and factual bases for the alleged claim; (vi) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (vii) include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available. **Please note** that if you are asserting a Proof of Claim against more than one debtor, separate Proofs of Claim must be filed against each such debtor and you must identify on your Proof of Claim the specific debtor against which your claim is asserted and the case number of that Debtor's bankruptcy case. A list of the names of the debtors and their case numbers is set forth above.

Foreign Creditors. If you are a creditor with a foreign mailing address, you may file a motion, prior to the Bar Date, asking the Court to extend the Bar Date. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.

Additional Information. Copies of the Bar Date Order, Schedules, and other information regarding the Debtors' chapter 11 cases are available on the website established for these chapter 11 cases at: <http://www.kccllc.net/chc>. If you require additional information, you may contact KCC directly by (i) calling (866) 967-0261 and leaving a message, (ii) submitting an inquiry at <http://www.kccllc.net/chc/inquiry> or (iii) writing to CHC Group Claims Processing Center, c/o Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, California 90245. **Please note that KCC cannot offer legal advice or advise whether you should file a Proof of Claim.**

DATED: _____, 2016

BY ORDER OF THE COURT