

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

Attorneys for Debtors and Reorganized Debtors

**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	

**DEBTORS' MOTION PURSUANT TO FED. R.
BANKR. P. 9006(b)(1) AND THE POST-CONFIRMATION ORDER TO
EXTEND DATE BY WHICH OBJECTIONS TO CLAIMS MUST BE FILED**

NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE BANKRUPTCY COURT BEFORE 4:00 P.M. (CT) ON THURSDAY, OCTOBER 12, 2017, WHICH IS AT LEAST 24 DAYS FROM THE DATE OF SERVICE HEREOF.

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING, SPECIFICALLY ANSWERING EACH PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT WITHIN TWENTY-FOUR (24) DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING (BY 4:00 P.M. (CT) ON THURSDAY OCTOBER 12, 2017). YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THIS NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

IF AN OBJECTION IS FILED, A HEARING WILL BE CONDUCTED ON THIS MATTER ON THURSDAY NOVEMBER 2, 2017 AT 2:00 P.M. (CT) IN COURTROOM #2, 14TH FLOOR OF THE UNITED STATES BANKRUPTCY COURT FOR THE



NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION, EARLE CABELL FEDERAL BUILDING, 1100 COMMERCE ST., DALLAS, TEXAS 75242.

TO THE HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE:

CHC Group Ltd. and its above-captioned debtor affiliates, as debtors and reorganized (collectively, the “**Debtors**”),¹ respectfully state the following in support of this Motion:

Background

1. On May 5, 2016 (the “**Petition Date**”), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code in this Court. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b) and Rule 1015-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas.

3. On March 3, 2017, the Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming the Debtors’ Fourth Amended Joint Chapter 11 Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code* [Docket No. 1794] confirming the Debtors’ *Fourth Amended Joint Chapter 11 Plan of CHC Group Ltd. and Its Affiliated Debtors* [Docket No. 1701] (the “**Plan**”).² On March 24, 2017 (the “**Effective Date**”), the Plan became effective.

¹ 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 A**.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan.

4. Pursuant to the *Amended Chapter 11 Post-Confirmation Order* [Docket No. 1833] (the “**Post-Confirmation Order**”) the Debtors are responsible for objecting to Claims on or before (a) the one-hundred and eightieth (180th) day following the later of (i) the Effective Date and (ii) the date that a proof of Claim is filed or amended or a Claim is otherwise asserted or amended in writing by or on behalf of a holder of such Claim; or (b) such later date as may be fixed by the Court. Accordingly, the deadline for the Debtors to object to claims is September 20, 2017 (the “**Claims Objection Deadline**”).

Claims Process

5. On May 31, 2016 or July 5, 2016, the Debtors each filed with the Court schedules of assets and liabilities (as have been modified or amended, the “**Schedules**”), in which the Debtors scheduled more than 2,600 claims against the Debtors aggregating to more than \$58 billion in amount (not including contingent or unliquidated claims) (the “**Scheduled Claims**”). The Debtors believe that a number of the Scheduled Claims have either already been satisfied pursuant to prior orders of this Court or need to be reduced for other reasons.

6. On July 8, 2016, this Court entered the *Order Pursuant to Section 502(b)(9) of the Bankruptcy Code and Fed. R. Bankr. P. 2002 and 3003(c)(3), and Local Rule 2001-1(A) Establishing the Deadline for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof* [Docket No. 563], establishing August 26, 2016 as the general deadline for the submission of claims against the Debtors (the “**Bar Date**”) and November 1, 2016 as the deadline for each governmental unit (as defined in section 101(27) of the Bankruptcy Code) to file Proofs of Claim against the Debtors (the “**Governmental Bar Date**”).

7. On September 19, 2016, this Court entered the *Order Extending and Fixing the Deadline for Filing Proofs of Claim and Procedures Related Thereto for Certain*

Unnoticed Claimants Pursuant to Section 502(b)(9) of the Bankruptcy Code and Bankruptcy Rules 2002 and 3003(c)(3) [Docket No. 878], establishing October 27, 2016 as the supplemental date for the submission of claims against the Debtors for certain potential claimants who did not receive actual notice of the bar date (the “**Supplemental Bar Date**”).

8. On May 2, 2017, this Court entered the *Order Approving Debtors’ Motion for Approval of Procedures for (I) Omnibus Claims Objections, (II) Settlement of Claims and (III) for Notifying Claimants of Such Objections* [Docket No. 1934] (the “**Claims Objections Procedures Order**”).

9. More than 1,600 proofs of claim (the “**Proofs of Claim**”) have been filed by claimants (the “**Claimants**”)³ asserting claims against one or more of the Debtors aggregating to more than \$2 billion in amount (not including contingent or unliquidated claims). The Debtors have been reviewing and reconciling the Proofs of Claim. The ongoing claims reconciliation process involves the collective effort of the Debtors’ employees, counsel to the Debtors, Weil, Gotshal & Manges LLP, Special Aircraft Counsel to the Debtors, Debevoise & Plimpton LLP, and the Debtors’ Claims Agent, KCC. After entry of the Claims Objections Procedures Order, on May 18, 2017, the Debtors filed fifteen omnibus objections to claims [Docket Nos. 1981-1995], which covered over 800 claims and consensually resolved a number of other claims outside of the objection process.

10. Although the Debtors have made substantial progress resolving a significant number of pending claims, there are approximately 150 claims that require further review and ongoing negotiation with creditors. The Debtors estimate that it will take another 90 days to complete the claims reconciliation process and thus, an extension of the Claims

³ Claimants will be identified as the person or entity whose name appears in the signature block on the Proof of Claim.

Objection Deadline is necessary to provide the Debtors with additional time to effectively reconcile, negotiate resolutions or object to the remaining claims.

Relief Requested

11. By this Motion, pursuant to Bankruptcy Rule 9006(b)(1) and the Post-Confirmation Order, the Debtors request entry of an order (the “**Proposed Order**”), annexed hereto as **Exhibit B**, extending the time for the Debtors to file and serve objections to Claims from September 20, 2017 to December 19, 2017, without prejudice to the Debtors’ right to request further extensions.

Jurisdiction and Venue

12. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Basis for Relief Requested

13. As set forth above, pursuant to the Post-Confirmation Order, September 20, 2017 is the Claims Objection Deadline, and such deadline may be extended to a later date by the Bankruptcy Court.

14. Over 1,600 Proofs of Claim have been filed in these chapter 11 cases. The Debtors have objected to approximately 800 Claims and continue to review and reconcile the remaining Claims in the Debtors’ claims registers. Although the Debtors have reviewed and reconciled a substantial number of the claims in the claims registers, given the volume of claims filed and the complexities underlying certain of the claims, the Debtors require additional time to reconcile the remaining claims and file objections thereto, as necessary.

15. The Debtors submit that cause exists to extend the Claims Objection Deadline because the requested extension will facilitate settlement efforts and obviate the need to file premature objections to the remaining claims before the claims are fully analyzed and before efforts to resolve disputes consensually have been exhausted.

16. An extension of the Claims Objection Deadline will conserve judicial resources and avoid litigation of disputed claims that may be consensually resolved through negotiation. Affording the Debtors a meaningful opportunity to complete the claims reconciliation process through an extension of the Claims Objection Deadline will not harm or prejudice the Debtors' creditors or other parties in interest. An extension of the Claims Objection Deadline will facilitate a more orderly, efficient and cost-effective claims reconciliation process and reduce the overall number of disputed claims for the benefit of the Debtors' estates and creditors. Accordingly, the Debtors respectfully submit that cause exists to extend the Claims Objection Deadline from September 20, 2017 to December 19, 2017 to allow sufficient time for the Debtors to file and serve objections to claims that the Debtors dispute for non-substantive or substantive reasons.

Notice

17. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Motion shall be given to: (i) the Office of the United States Trustee for the Northern District of Texas; (ii) Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attn: Douglas Mannal, Esq. and Anupama Yerramalli, Esq.) and Gardere Sewell Wynne LLP, 3000 Thanksgiving Tower, 1601 Elm Street, Dallas, Texas 75201, (Attn: Marcus Helt, Esq.), counsel to the Post-Effective Date Committee of Unsecured Creditors; (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 HSBC Bank Plc as Administrative Agent 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) Chadbourne & Parke LLP, 1301 Avenue of the Americas, New York, NY 10019 (Attn: Christy L. Rivera, Esq. and Marian Baldwin Fuerst, Esq.), counsel to the indenture trustee under the 9.375% Senior Notes due 2021; (x) the Board of Equalization, P.O. Box 942879, Sacramento, CA 94279; (xi) the Securities and Exchange Commission; (xii) the Office of the United States Attorney, 1100 Commerce Street, 3rd Floor, Dallas, TX 75242; (xiii) the Internal Revenue Service; (xiv) Sidley Austin LLP, 787 Seventh Avenue, New York, NY 10019 (Attn: Michael G. Burke Esq.), counsel to Milestone and its affiliates; and (xv) all parties who have requested notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002 (collectively, the “**Notice Parties**”). The Debtors respectfully submit that no further notice of this Motion is required.

WHEREFORE the Debtors respectfully request that the Bankruptcy Court enter the Proposed Order, and grant such other and further relief as is just.

Dated: September 18, 2017
Dallas, Texas

/s/ Stephen A. Youngman

WEIL, GOTSHAL & MANGES LLP

Stephen A. Youngman (22226600)

200 Crescent Court, Suite 300

Dallas, Texas 75201

Telephone: (214) 746-7700

Facsimile: (214) 746-7777

Email: stephen.youngman@weil.com

-and-

Gary T. Holtzer (*pro hac vice*)

Kelly DiBlasi (*pro hac vice*)

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Email: gary.holtzer@weil.com

Email: kelly.diblasi@weil.com

Attorneys for Debtors and Reorganized Debtors

EXHIBIT A

Debtor	Last Four Digits of Federal Tax I.D. No.
CHC Group Ltd.	7405
6922767 Holding SARL	8004
Capital Aviation Services B.V.	2415
CHC Cayman ABL Borrower Ltd.	5051
CHC Cayman ABL Holdings Ltd.	4835
CHC Cayman Investments I Ltd.	8558
CHC Den Helder B.V.	2455
CHC Global Operations (2008) ULC	7214
CHC Global Operations Canada (2008) ULC	6979
CHC Global Operations International ULC	8751
CHC Helicopter (1) S.à r.l.	8914
CHC Helicopter (2) S.à r.l.	9088
CHC Helicopter (3) S.à r.l.	9297
CHC Helicopter (4) S.à r.l.	9655
CHC Helicopter (5) S.à r.l.	9897
CHC Helicopter Australia Pty Ltd	2402
CHC Helicopter Holding S.à r.l.	0907
CHC Helicopter S.A.	6821
CHC Helicopters (Barbados) Limited	7985
CHC Helicopters (Barbados) SRL	N/A
CHC Holding (UK) Limited	2198
CHC Holding NL B.V.	6801

Debtor	Last Four Digits of Federal Tax I.D. No.
CHC Hoofddorp B.V.	2413
CHC Leasing (Ireland) Limited (n/k/a CHC Leasing (Ireland) Designated Activity Company)	8230
CHC Netherlands B.V.	2409
CHC Norway Acquisition Co AS	6777
Heli-One (Netherlands) B.V.	2414
Heli-One (Norway) AS	2437
Heli-One (U.S.) Inc.	9617
Heli-One (UK) Limited	2451
Heli-One Canada ULC	8735
Heli-One Holdings (UK) Limited	6780
Heli-One Leasing (Norway) AS	2441
Heli-One Leasing ULC	N/A
Heli-One USA Inc.	3691
Heliworld Leasing Limited	2464
Integra Leasing AS	2439
Lloyd Bass Strait Helicopters Pty. Ltd.	2398
Lloyd Helicopter Services Limited	6781
Lloyd Helicopter Services Pty. Ltd.	2394
Lloyd Helicopters International Pty. Ltd.	2400
Lloyd Helicopters Pty. Ltd.	2393
Management Aviation Limited	2135

Exhibit B

Proposed Order

December 19, 2017, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion 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 the Debtors having provided notice of the Motion and Hearing (as defined below) to the Notice Parties; and the Court having held a hearing to consider the requested relief (the “**Hearing**”) with the appearances of all interested parties noted in the record of the Hearing; and the Court having determined that the legal and factual bases set forth in the Motion is in the best interests of the Debtors, their estates, and their creditors; and the Court having determined that the Debtors have provided due and proper notice of the Motion and Hearing and no further notice is necessary; and the Court having determined that the legal and factual bases set forth in the Motion establish just and sufficient cause to grant the requested relief herein; and therefore, it is:

ORDERED that the Motion is granted as set forth herein; and it is further

ORDERED that the Claims Objection Deadline is extended from September 20, 2017 to December 19, 2017 for the Debtors to file and serve objections to Claims, without prejudice to the Debtors’ right to request further extensions; and it is further

ORDERED that the Bankruptcy Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this ORDER.

Dated: _____, 2017
Dallas, Texas

UNITED STATES BANKRUPTCY JUDGE

###END OF ORDER###