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Attorneys for Debtors and Reorganized Debtors

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

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	:	
<i>In re:</i>	:	Chapter 11
	:	
CHC GROUP LTD. <i>et al.</i>,	:	Case No. 16-31854 (BJH)
	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
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**DEBTORS' SECOND 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, JANUARY 11, 2018, 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, JANUARY 11, 2018). 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 TUESDAY JANUARY 16, 2018 AT 10:30 A.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 was September 20, 2017 (the “**Claims Objection Deadline**”).

5. On September 18, 2017, the Debtors filed the *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* [Docket No. 2157]. On October 23, 2017, the Court entered the *Order Granting 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* [Docket No. 2176] (the “**Extension Order**”), which established December 19, 2017 as the extended deadline for the Debtors to object to claims to (the “**Extended Deadline**”).

Claims Process

6. 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.

7. 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**”).

8. 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**”).

9. 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**”).

10. On October 23, 2017, the Court entered the Extension Order, which established December 19, 2017 as the Extended Deadline for the Debtors to object to claims.

11. 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

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

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. After entry of the Extension Order, on October 23, 2017, the Debtors filed their sixteenth and seventeenth omnibus objections to claims [Docket Nos. 2177-2178], which covered 32 additional claims. Additionally, during that period, the Debtors continued their efforts to resolve and settle additional claims outside of the objection process, and have settled numerous claims via stipulated orders.

12. Although the Debtors have made substantial progress resolving a significant number of pending claims, there are approximately 50 claims that require further review and ongoing negotiation with creditors. The Debtors are in active negotiations with all of the remaining claimants, and estimate that it will take another 65 days to complete the claims reconciliation process. Thus, an additional extension of the Claims Objection Deadline and Extended Deadline is necessary to provide the Debtors with additional time to effectively reconcile, negotiate resolutions or object to the remaining claims.

Relief Requested

13. 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 December 19, 2017 to February 22, 2018, without prejudice to the Debtors' right to request further extensions.

Jurisdiction and Venue

14. 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

15. As set forth above, the Post-Confirmation Order established September 20, 2017 as the Claims Objection Deadline, and also provided that such deadline may be extended to a later date by the Bankruptcy Court. Pursuant to the Extension Order, the Court extended the Claims Objection Deadline and established December 19, 2017 as the Extended Deadline for the Debtors to object to claims, and again provided that such deadline may be extended to a later date by the Bankruptcy Court.

16. Over 1,600 Proofs of Claim have been filed in these chapter 11 cases. The Debtors have objected to approximately 830 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.

17. 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.

18. An additional extension of the Claims Objection Deadline and Extended 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 and Extended Deadline from December 19, 2017 to February 22, 2018, without prejudice to the Debtors' right to request further extensions, 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

19. 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: December 18, 2017
Dallas, Texas

/s/ Stephen A. Youngman

WEIL, GOTSHAL & MANGES LLP

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Attorneys for Debtors and Reorganized Debtors

EXHIBIT A

Debtor	Last Four Digits of Federal Tax I.D. No.	Debtor	Last Four Digits of Federal Tax I.D. No.
CHC Group Ltd.	7405	CHC Hoofddorp B.V.	2413
6922767 Holding SARL	8004	CHC Leasing (Ireland) Limited (n/k/a CHC Leasing (Ireland) Designated Activity Company)	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		

Exhibit B

Proposed Order

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

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

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

Upon the motion, dated December 18, 2017 (the “**Motion**”),⁴ of CHC Group Ltd. and its above-captioned debtor affiliates, as debtors and reorganized debtors (collectively, the “**Debtors**”), for entry of an order, pursuant to Bankruptcy Rule 9006(b)(1) and the Post-Confirmation Order, extending the time for the Debtors to file and serve objections to Claims

⁴ Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion.

from December 19, 2017 to February 22, 2018, 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 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 December 19, 2017 to February 22, 2018 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.

###END OF ORDER###

Respectfully Submitted,

/s/

WEIL, GOTSHAL & MANGES LLP

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