

**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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**NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT,
(II) ESTABLISHMENT OF VOTING RECORD DATE, (III) HEARING
ON CONFIRMATION OF THE PLAN, (IV) PROCEDURES AND
DEADLINE FOR OBJECTING TO THE CONFIRMATION OF THE PLAN,
AND (V) PROCEDURES AND DEADLINE FOR VOTING ON THE PLAN**

TO PARTIES IN INTEREST IN THE CHAPTER 11 CASES OF:

CHC Group Ltd.	Case No. 16-31854
6922767 Holding SARL	Case No. 16-31855
Capital Aviation Services B.V.	Case No. 16-31856
CHC Cayman ABL Borrower Ltd.	Case No. 16-31857
CHC Cayman ABL Holdings Ltd.	Case No. 16-31858
CHC Cayman Investments I Ltd.	Case No. 16-31859
CHC Den Helder B.V.	Case No. 16-31860
CHC Global Operations (2008) ULC	Case No. 16-31862
CHC Global Operations Canada (2008) ULC	Case No. 16-31870
CHC Global Operations International ULC	Case No. 16-31879
CHC Helicopter (1) S.à r.l.	Case No. 16-31892
CHC Helicopter (2) S.à r.l.	Case No. 16-31895
CHC Helicopter (3) S.à r.l.	Case No. 16-31878
CHC Helicopter (4) S.à r.l.	Case No. 16-31882
CHC Helicopter (5) S.à r.l.	Case No. 16-31890
CHC Helicopter Australia Pty Ltd	Case No. 16-31872
CHC Helicopter Holding S.à r.l.	Case No. 16-31875
CHC Helicopter S.A.	Case No. 16-31863
CHC Helicopters (Barbados) Limited	Case No. 16-31865
CHC Helicopters (Barbados) SRL	Case No. 16-31867
CHC Holding (UK) Limited	Case No. 16-31868
CHC Holding NL B.V.	Case No. 16-31874
CHC Hoofddorp B.V.	Case No. 16-31861
CHC Leasing (Ireland) Limited	Case No. 16-31864
CHC Netherlands B.V.	Case No. 16-31866
CHC Norway Acquisition Co AS	Case No. 16-31869
Heli-One (Netherlands) B.V.	Case No. 16-31871
Heli-One (Norway) AS	Case No. 16-31876
Heli-One (U.S.) Inc.	Case No. 16-31881
Heli-One (UK) Limited	Case No. 16-31888
Heli-One Canada ULC	Case No. 16-31893
Heli-One Holdings (UK) Limited	Case No. 16-31894
Heli-One Leasing (Norway) AS	Case No. 16-31886
Heli-One Leasing ULC	Case No. 16-31891
Heli-One USA Inc.	Case No. 16-31853
Heliworld Leasing Limited	Case No. 16-31880



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Integra Leasing AS	Case No. 16-31885
Lloyd Bass Strait Helicopters Pty. Ltd.	Case No. 16-31883
Lloyd Helicopter Services Limited	Case No. 16-31873
Lloyd Helicopter Services Pty. Ltd.	Case No. 16-31877
Lloyd Helicopters International Pty. Ltd.	Case No. 16-31880
Lloyd Helicopters Pty. Ltd.	Case No. 16-31884
Management Aviation Limited	Case No. 16-31887

PLEASE TAKE NOTICE THAT:

1. **Approval of Disclosure Statement.** On December 20, 2016 the United States Bankruptcy Court for the Northern District of Texas (the “**Bankruptcy Court**”) held a hearing (the “**Disclosure Statement Hearing**”) at which it approved the *Disclosure Statement for the Second Amended Joint Chapter 11 Plan of CHC Group Ltd. and Its Affiliated Debtors*, filed on December 20, 2016 [Docket No. 1379] (as may be further amended, “**Disclosure Statement**”)¹ of CHC Group Ltd. and its affiliated debtors in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), and thereafter entered an order (the “**Disclosure Statement Order**”) with respect thereto. The Disclosure Statement Order, among other things, authorizes the Debtors to solicit votes to accept the *Second Amended Joint Chapter 11 Plan of CHC Group Ltd. and Its Affiliated Debtors*, filed on December 19, 2016 [Docket No. 1371] (as may be further amended, the “**Plan**”).

2. **Confirmation Hearing.** A hearing to consider confirmation of the Plan (the “**Confirmation Hearing**”) has been scheduled to commence on **February 13, 2017 at 9:00 a.m. (prevailing Central Time)**, before the Honorable Barbara J Houser, United States Bankruptcy Judge, in the Bankruptcy Court. The Confirmation Hearing may be adjourned or continued from time to time by the Bankruptcy Court without further notice other than by a Court announcement or providing for such adjournment or continuation on its agenda. The Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing.

3. **Voting Record Date.** Holders of Claims against the Debtors in Class 3 (Revolving Credit Agreement Claims), Class 4 (ABL Credit Agreement Claims), Class 5 (Senior Secured Notes Claims), Class 6 (Unsecured Notes Claims), Class 7 (General Unsecured Claims), and Class 8 (Convenience Claims) as of **December 20, 2016** (the “**Voting Record Date**”).

4. **Voting Deadline.** All votes to accept or reject the Plan must be **actually received** by the Debtors’ voting and tabulation agent, Kurtzman Carson Consultants LLC, by no later than **February 2, 2017 at 5:00 p.m. (prevailing Central Time)** (the “**Voting Deadline**”). **ANY FAILURE TO FOLLOW THE VOTING INSTRUCTIONS INCLUDED WITH YOUR BALLOT MAY DISQUALIFY YOUR BALLOT AND YOUR VOTE.**

5. **Parties in Interest Not Entitled to Vote.** Holders of Unimpaired Claims and holders of Existing CHC Interests are not entitled to vote on the Plan and will not receive a Ballot. If all or a portion of your claim has been disallowed for voting purposes and you believe that you should be entitled to vote on the Plan in a different amount or class, then by **January 18, 2017 at 5:00 p.m. (prevailing Central Time)** you must serve on the parties identified in paragraph 7 below and file with the Bankruptcy Court a motion (a “**Rule 3018(a) Motion**”) for an order pursuant to Rule 3018(a) of the Bankruptcy Rules temporarily allowing your Claim in a

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Disclosure Statement or the Plan, as applicable.

different amount or in a different class for purposes of voting to accept or reject the Plan. Rule 3018(a) Motions that are not timely filed and served in the manner set forth above shall not be considered.

6. ***Objections to Confirmation.*** The deadline to object or respond to confirmation of the Plan, which objections must be filed with a brief, is **February 2, 2017 at 5:00 p.m. (prevailing Central Time)** (the “**Plan Objection Deadline**”).

7. Objections and responses, if any, to confirmation of the Plan, must: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) set forth the name of the objecting party and the nature and amount of Claims or Interests held or asserted by the objecting party against the Debtors’ estates or property; (d) provide the basis for the objection and the specific grounds therefor; and (e) be filed with the Bankruptcy Court (with proof of service) via ECF or by mailing to the Bankruptcy Court at United States Bankruptcy Court Clerk’s Office, Earle Cabell Federal Building, 1100 Commerce St., Courtroom #2, 14th Floor, Dallas, TX 75242, and served upon the following parties so as to actually be received by the Plan Objection Deadline:

Debtors

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Counsel to the Indenture Trustee Under the 2021 Notes

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8. IF ANY OBJECTION TO CONFIRMATION OF THE PLAN IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY WILL BE BARRED FROM OBJECTING TO CONFIRMATION OF THE PLAN AND WILL NOT BE HEARD AT THE CONFIRMATION HEARING.

9. *Parties That Will Not Be Entitled to Vote or Receive Any Distribution.* Any holder of a Claim that is scheduled in the Debtors' Schedules at \$0, or in an unknown amount, or as disputed, contingent, or unliquidated, and that has not filed a timely proof of claim, shall not be treated as a creditor with respect to such Claim for purposes of receiving voting distributions under the Plan. **PLEASE NOTE THAT, NOTWITHSTANDING YOUR FAILURE TO FILE A PROOF OF CLAIM OR BE SCHEDULED, YOUR RIGHTS MAY NEVERTHELESS BE IMPAIRED BY THE PLAN.**

10. IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS TO THE MAXIMUM EXTENT PERMITTED BY LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THESE CHAPTER 11 CASES, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN, OR VOTED TO REJECT THE PLAN.

11. *Additional Information.* Any party in interest wishing to obtain information about the solicitation procedures or copies of the Disclosure Statement, the Plan, or other Solicitation Materials should contact the Debtors' voting and tabulation agent, Kurtzman Carson Consultants LLC by email at chcinfo@kccllc.com, or by telephone at 866-967-0261 (Toll-Free) or 310-751-2661 (if calling from outside the US or Canada). Interested parties may also review the Disclosure Statement and the Plan free of charge at <http://www.kccllc.net/chc>. In addition, the Disclosure Statement and Plan are on file with the Bankruptcy Court and may be reviewed for a fee by accessing the Bankruptcy Court's website: www.deb.uscourts.gov. Note that a PACER password and login are needed to access documents on the Bankruptcy Court's website. A PACER password can be obtained at: www.pacer.psc.uscourts.gov.

12. *Releases and Injunctions.* Article X of the Plan contains release, exculpation, and injunction provisions, including third party releases. If the Plan is confirmed by the Bankruptcy Court, these provisions will (with limited exceptions) be binding on all holders

of a Claim against or Interest in any Debtor, regardless of whether the Claim or Interest of such holder is Impaired under the Plan and whether such holder has accepted the Plan. Thus, you are advised to review and consider the Plan carefully because your rights may be affected thereunder.

13. ***Plan Supplement.*** The Debtors will file and serve any supplement to the Plan on or before **January 22, 2017**.

Dated: December, 20, 2016
Dallas, Texas

/s/ Stephen A. Youngman

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