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

In re:	:	**Chapter 11**
HELI-ONE USA INC.	:	**Case No. 16-31853 (BJH)**
Debtor.	:	**(Jointly Administered)**

SCHEDULES OF ASSETS AND LIABILITIES FOR
HELI-ONE USA INC. (CASE NO. 16-31853)

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GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING DEBTOR'S SCHEDULES AND STATEMENTS

General

The Schedules of Assets and Liabilities (collectively, the "Schedules") and the Statements of Financial Affairs (collectively, the "Statements" and, together with the Schedules, the "Schedules and Statements") filed by CHC Group Ltd. and its affiliated debtors and debtors in possession (collectively, the "Debtors") in these jointly administered chapter 11 cases pending in the United States Bankruptcy Court for the Northern District of Texas (the "Bankruptcy Court") were prepared, pursuant to section 521 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), by management of the Debtors, with the assistance of the Debtors' advisors, and are unaudited. While the Debtors' management has made every reasonable effort to ensure that the Schedules and Statements are as accurate and complete as possible under the circumstances, based on information that was available to it at the time of preparation, subsequent information, or discovery may result in material changes to these Schedules and Statements, and inadvertent errors or omissions may have occurred. As the Schedules and Statements contain unaudited information, which is subject to further review, verification, and potential adjustment, there can be no assurance that these Schedules and Statements are complete. The Debtors reserve all rights to amend the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including, but not limited to, the right to dispute or otherwise assert offsets or defenses to any claim reflected in the Schedules and Statements as to amount, liability, or classification, or to otherwise subsequently designate any claim as "disputed," "contingent," or "unliquidated." Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to these chapter 11 cases, including, but not limited to, issues involving substantive consolidation, equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers.

The Schedules and Statements have been signed by Lee Eckert, the Chief Financial Officer of CHC Group Ltd. and authorized representative of all the Debtors. In reviewing and signing the Schedules and Statements, Mr. Eckert necessarily relied upon the efforts, statements, and representations of the Debtors' other personnel and professionals. Mr. Eckert has not (and could not have) personally verified the accuracy of each such statement and representation, including, for example, statements, and representations concerning amounts owed to creditors, classification of such amounts, and their addresses. The Debtors' accounting systems were primarily designed and used to manage their daily operations with a secondary focus on the creation of consolidated and consolidating financial statements. As such, certain assets, liabilities, or cash payments may have been reported on one legal entity in these Schedules and Statements, while the beneficiary of the transaction may have been another Debtor or non-debtor, as applicable.

These Global Notes and Statement of Limitations, Methodology, and Disclaimer Regarding the Debtors' Schedules and Statements (the "Global Notes") are incorporated by reference in, and comprise an integral part of, the Schedules and Statements, and should be referred to and considered in connection with any review of the Schedules and Statements.

In the event that the Schedules and Statements differ from the Global Notes, the Global Notes shall control.

Description of the Cases

On May 5, 2016 (the "Petition Date"), the Debtors filed voluntary petitions for relief under the Bankruptcy Code in the Bankruptcy Court. The chapter 11 cases have been consolidated for the purpose of joint administration under Case No. 16-31854. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Each Debtor's fiscal year ends on April 30th. All asset information, except where otherwise noted, is as of April 30, 2016. The liability information, except where otherwise noted, is as of the close of business on May 4, 2016. All bank cash balances are as of the Petition Date.

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Basis of Presentation

For financial reporting purposes, prior to the Petition Date, the Debtors prepared consolidated financial statements that were audited annually. Combining the assets and liabilities set forth in the Schedules and Statements of the Debtors would result in amounts that could be substantially different from financial information regarding CHC Group Ltd. and its subsidiaries that would be prepared on a consolidated basis under Generally Accepted Accounting Principles ("GAAP"). Therefore, these Schedules and Statements do not purport to represent financial statements prepared in accordance with GAAP nor are they intended to fully reconcile to the financial statements prepared by the Debtors. Unlike the consolidated financial statements, these Schedules and Statements reflect the assets and liabilities of each separate Debtor, except where otherwise indicated. Information contained in the Schedules and Statements has been derived from the Debtors' books and records and historical financial statements. The fair market value of real and personal property may vary materially from the net book value presented herein.

For financial reporting purposes, information for the following Debtors domiciled in Australia is prepared on a consolidated basis: Lloyd Bass Strait Helicopters Pty. Ltd.; Lloyd Helicopter Services Pty. Ltd.; Lloyd Helicopters International Pty. Ltd.; Lloyd Helicopters Pty. Ltd.; and CHC Helicopter Australia Pty Ltd. To maintain consistency with the Debtors' financial reporting, the information for these Debtors is presented on a consolidated basis.

Current Market Value and Net Book Value

In many instances, current market valuations are neither maintained by nor readily ascertainable by the Debtors. The Debtors do not believe it would be an efficient use of estate assets to obtain current market valuations of the Debtors' property interests that are not maintained or readily ascertainable. Accordingly, unless otherwise indicated, the Schedules and Statements reflect the net book values as of April 30, 2016, rather than current market values, of the Debtors' assets as of April 30, 2016, and may not reflect the net realizable value. For this reason, amounts realized may vary, potentially materially, from net book value. Additionally, the amount of certain assets and liabilities may be "undetermined," and, thus, ultimate assets and liabilities may differ materially from those stated in the Schedules and Statements. Accordingly, the Debtors reserve all of their rights to amend or adjust the value of each asset set forth herein.

Amendment

Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend and/or supplement the Schedules and Statements from time to time as is necessary and appropriate.

Confidential or Sensitive Information

There may be instances in which certain information in the Schedules and Statements has been redacted due to the nature of an agreement between a Debtor and a third party, concerns about the confidential or commercially sensitive nature of certain information, or concerns for the privacy of an individual. Any alterations will be limited to only what is necessary to protect the Debtor or third party and will provide interested parties with sufficient information to discern the nature of the listing.

Causes of Action

Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third parties as assets in their Schedules and Statements, including, but not limited to, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy laws to recover assets. The Debtors reserve all of their rights with respect to any claims, causes of action, or avoidance actions they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such claims, causes of actions, or avoidance actions or in any way prejudice or impair the assertion of such claims.

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In addition to certain contingent claims and causes of action against various parties, the Debtors may also possess contingent and unliquidated claims against affiliated entities for various financial accommodations and similar benefits they have extended from time to time, including contingent and unliquidated claims for contribution, reimbursement and/or indemnification arising from, among other things, (i) letters of credit, (ii) notes payable and receivable, (iii) surety bonds, (iv) guaranties, (v) indemnities, and (vi) warranties.

Recharacterization

The Debtors have made reasonable efforts to correctly characterize, classify, categorize, and designate the claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements. However, due to the complexity and size of the Debtors' business, the Debtors may have improperly characterized, classified, categorized, or designated certain items. The Debtors thus reserve all of their rights to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements at a later time as necessary or appropriate as additional information becomes available.

Claim Description

Any failure to designate a claim in the Schedules and Statements as "contingent," "unliquidated," or "disputed" does not constitute an admission by the Debtors that such claim or amount is not "contingent," "unliquidated," or "disputed." The Debtors reserve all of their rights to dispute, or to assert offsets or defenses to, any claim reflected on their Schedules or Statements on any grounds, including, but not limited to, amount, liability, priority, status, or classification, or to otherwise subsequently designate any claim as "contingent," "unliquidated," or "disputed." Moreover, the Debtors reserve all of their rights to amend their Schedules and Statements as necessary and appropriate, including, but not limited to, with respect to claim description and designation.

Unliquidated Claim Amounts

Claim amounts that could not be readily quantified by the Debtors are scheduled as "unliquidated."

Zero Dollar Amounts

Amounts listed as zero are either $0, unliquidated, or undetermined.

Undetermined Amounts

The description of an amount as "undetermined" is not intended to reflect upon the materiality of such amount.

Specific Notes

These Global Notes are in addition to the specific notes set forth in the Schedules and Statements of the individual Debtor entities. The fact that the Debtors have prepared a Global Note with respect to a particular Schedule or Statement and not as to others does not reflect and should not be interpreted as a decision by the Debtors to exclude the applicability of such Global Note to any or all of the Debtors' remaining Schedules or Statements, as appropriate. Disclosure of information in one Schedule, one Statement, or an exhibit or attachment to a Schedule or Statement, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, Statement, exhibit, or attachment.

Liabilities

The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change. The Debtors reserve the right to amend the Schedules and Statements as they deem appropriate in this regard.

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Excluded Assets and Liabilities

The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including employee benefit accruals, accrued accounts payable, and deferred gains. The Debtors also have excluded rejection damage claims of counterparties to executory contracts and unexpired leases that have been or may be rejected, to the extent such damage claims may exist. In addition, certain immaterial assets and liabilities may have been excluded. Pursuant to certain Bankruptcy Court orders, the Debtors have been granted authority to pay certain prepetition obligations to, among others, employees and taxing authorities. Accordingly, these liabilities may have been or may be satisfied in accordance with such orders and therefore may not be listed in the Schedules and Statements.

Leases

The Debtors have not included in the Schedules and Statements the future obligations of any capital or operating leases.

Guaranties and Other Secondary Liability Claims

The Debtors have made reasonable efforts to locate and identify guaranties and other secondary liability claims (collectively, "Guaranties") in each of the executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements to which any Debtor is a party. Where Guaranties have been identified, they have been included in the relevant Schedule for the Debtor or Debtors affected by such Guaranties. The Debtors have placed the Guaranties on Schedule H for both the primary obligor and the guarantor of the relevant obligation. Guaranties were additionally placed on Schedule D or E/F for each guarantor, except to the extent they are associated with obligations under an executory contract or unexpired lease identified on Schedule G. It is possible that certain Guaranties embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements may have been inadvertently omitted. The Debtors reserve their rights to amend the Schedules to the extent additional Guaranties are identified or such Guaranties are discovered to have expired or be unenforceable. In addition, the Debtors reserve the right to amend the Schedules and SOFAs and to recharacterize or reclassify any such contract or claim, whether by amending the Schedules and SOFAs or in another appropriate filing. Additionally, failure to list any Guaranties in the Schedules and SOFAs, including in any future amendments to the Schedules and SOFAs, shall not affect the enforceability of any Guaranties not listed.

Intellectual Property Rights

Exclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have been abandoned, have been terminated, or otherwise have expired by their terms, or have been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, have not been terminated, or otherwise have not expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all intellectual property rights.

Estimates

To prepare and file the Schedules on or around the Petition Date, management was required to make certain estimates and assumptions that affected the reported amounts of these assets and liabilities.

Currency

Unless otherwise indicated, all amounts are reflected in U.S. dollars.

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Property and Equipment

Unless otherwise indicated, owned property and equipment are stated at net book value as of April 30, 2016. The Debtors may lease furniture, fixtures, and equipment from certain third party lessors. Any such leases are set forth in the Schedules and Statements. Nothing in the Schedules and Statements is or shall be construed as an admission as to the determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all of their rights with respect to same.

Setoffs

The Debtors have not offset amounts listed on Schedules B, D, E, or F. Nonetheless, some amounts listed may have been affected by setoffs by third parties of which the Debtors are not yet aware. The Debtors reserve all rights to challenge any setoff and/or recoupment rights which may be asserted.

Claims of Third-Party Related Entities

While the Debtors have made every effort to properly classify each claim listed in the Schedules as being either disputed or undisputed, liquidated or unliquidated, and contingent or noncontingent, the Debtors have not been able to reconcile all payments made to certain third parties and their related entities on account of the Debtors' obligations to same.

Interest in Subsidiaries and Affiliates

CHC Group Ltd. directly or indirectly owns all or part of the subsidiaries and affiliates that are also Debtors. Interests in subsidiaries arise from stock ownership. To the extent applicable, each Debtor's Schedule B contains a listing of ownership interests in the related affiliates and partnerships of each corporate affiliate.

Umbrella Or Master Service Agreements

Contracts listed in the Schedules and Statements may be umbrella or master service agreements that cover relationships with some or all of the Debtors. Where relevant, such agreements have been listed in the Schedules and Statements only of the Debtor that signed the original umbrella or master agreement. These master service agreements have been listed in Schedule G, but do not reflect any decision by the Debtor as to whether or not such agreements are executory in nature.

Insiders

The Debtors have attempted to include all payments made by a Debtor over the 12 months preceding the Petition Date to any creditor deemed an "insider." For these purposes, "insider" is defined as (a) directors, (b) senior level officers, (c) Debtor affiliates, and (d) relatives of any of the foregoing (to the extent known by the Debtors). The listing of a creditor as an "insider," however, is not intended to be nor should be construed as a legal characterization of such creditor as an insider and does not act as an admission of any fact, claim, right, or defense, and all such rights, claims, and defenses are hereby expressly reserved.

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Payments

The financial affairs and business of the Debtors are complex. Prior to the Petition Date, the Debtors participated in a consolidated cash management system through which certain payments were made by one entity on behalf of another. Certain payments in the Schedules and Statements may have been made prepetition by one entity on behalf of another entity. The Debtors' intercompany accounts reflect the net position of both the receipts and disbursements received or made on behalf of other Debtors. For additional information about the Debtors' intercompany transactions and related protocols, see *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Continue their Existing Cash Management System, (B) Continue Existing Intercompany Transactions, (C) Maintain Existing Bank Accounts and Business Forms, and (D) Honor Certain Prepetition Obligations Relating to the Use of the Cash Management System, and (II) Granting Extension of Time to Comply With, and Waiver of, Requirements of Section 345(b) of the Bankruptcy Code Pursuant to Sections 105(a), 363(c) and 345(b) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004*, dated May 5, 2016 [D.I. 11] (the "Cash Management Motion").

Intercompany Claims and Transfers

Receivables and payables among the Debtors in these cases (each an "Intercompany Receivable" or "Intercompany Payable") are reported in the Schedules based upon the aggregate net intercompany balances. To the extent that a Debtor owes a net Intercompany Payable, it is reported on Schedule F as a liability of such Debtor. To the extent a Debtor has a net Intercompany Receivable, it is reported on Schedule B as an asset of such Debtor. While the Debtors have used reasonable efforts to ensure that the proper intercompany balances are attributed to each legal entity, all rights to amend these items on the Schedules and Statements are reserved.

Intercompany transfers can be characterized in various ways. The Debtors reserve all of their rights with respect to the intercompany balances listed in the analysis, including, but not limited to, the appropriate characterization of such intercompany balances and the amounts of such balances, which are still being identified by the Debtors. The Debtors have not made any attempt to analyze the nature or composition of these intercompany balances.

The Debtors have listed all net Intercompany Payables as unsecured nonpriority claims on Schedule F for each applicable Debtor, but reserve their rights, except as otherwise may be agreed to pursuant to a stipulation filed with the Bankruptcy Court, to later change the characterization, classification, categorization, or designation of such claims, including by designating all or any portion of the amounts listed as secured.

Additional information about the Debtors' intercompany transactions and related protocols is contained in the Cash Management Motion.

Totals

All totals that are included in the Schedules and Statements represent totals of all the known amounts included in the Schedules and Statements.

SCHEDULE SPECIFIC NOTES

Schedule A/B, Real Property

The Debtors are continuing their review of all relevant documents and reserve the right to amend all Schedules at a later time as necessary, or otherwise recharacterize their interests in such real property at a later date. Further, due to the volume of the Debtors' real and personal property holdings, the Debtors may have listed certain assets as real property when such holdings are, in fact, in the nature of personal property holdings or executory contracts, or the Debtors may have listed certain assets as personal property assets when such holdings are, in fact, real property holdings. The Debtors reserve all of their rights, but shall not be required, to recategorize and/or recharacterize such asset holdings at a later time to the extent that the Debtors determine that such holdings were improperly listed.

The Debtors' failure to list any rights in real property on Schedule A/B should not be construed as a waiver of any such rights that may exist, whether known or unknown at this time.

Schedule A/B, Personal Property

Personal property owned by any of the Debtors is listed in the Schedule A/B for that individual Debtor. To the extent that the Debtors have not been able to identify the actual physical location of certain personal property, the Debtors have reported the address of that individual Debtor's principal place of business.

Exclusion of certain intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

Schedule D, Creditors Holding Secured Claims

Except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the extent, validity, priority, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument (including, without limitation, any intercreditor or intercompany agreement) related to such creditor's claim. In certain instances, a Debtor may be a co-obligor, co-mortgagor, or guarantor with respect to scheduled claims of other Debtors, and no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities. If a Debtor is a guarantor with respect to a scheduled claim of another Debtor, the claim will be labeled "Contingent." The descriptions provided on Schedule D are intended only as a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements.

Certain of the Debtors' agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financing agreements. No attempt has been made to identify such agreements for purposes of Schedule D. However, the Debtors reserve all of their rights to amend Schedule D in the future to the extent the Debtors determine that any claims associated with such agreements are properly reported on Schedule D. The Debtors reserve all of their rights, claims, and causes of action with respect to claims associated with any contracts and agreements listed in Schedule G, including the right to dispute or challenge the characterization of the structure of any transaction, document, or instrument related to a creditor's claim, including to argue that an agreement listed in Schedule G may be treated as a secured financing agreement, rather than an executory contract or unexpired lease. Nothing herein shall be construed as an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors' rights to recharacterize or reclassify such claim or contract.

SCHEDULE SPECIFIC NOTES

Some of the Debtors' creditors may have filed mechanic or materialman's liens following the commencement of the Debtors' chapter 11 cases. Some liens may, by virtue of section 546(b) of the Bankruptcy Code and applicable law, relate back to the period prior to the Petition Date. Any such liens that have been filed after the Petition Date may not be listed on Schedule D.

To the extent that any landlords, real property and personal property lessors, utility companies, or other creditors hold a security deposit from any of the Debtors and to the extent that such deposits constitute secured claims, such deposits are not listed on Schedule D, except as specifically stated herein.

Schedule E/F, Creditors Holding Unsecured Priority Claims

The listing of any claim on Schedule E/F does not constitute an admission by the Debtors that such claim is entitled to priority treatment under section 507 of the Bankruptcy Code. The Debtors reserve all of their rights to dispute the amount and/or the priority status of any claim on any basis at any time.

On May 7, 2016, the Bankruptcy Court entered the *Interim Order (I) Authorizing Debtors to Pay Certain Employee Obligations, (II) Modifying the Automatic Stay and, (III) Authorizing Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations Pursuant to Sections 105(a), 363(b), and 507(a) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004* (the "Employee Wage Order") [D.I. 55]. Pursuant to the Employee Wage Order, the Debtors believe that any priority claims of current employees for prepetition amounts have been or will be satisfied, and such satisfied amounts are therefore not listed on Schedule E/F. Only employee claims against the Debtors for prepetition amounts that have not been paid as of the time that the Schedules and Statements were prepared were included; such amounts are listed on Schedule E/F.

The Court also entered the *Interim Order (I) Authorizing Debtors to Pay Certain Prepetition Taxes and (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers Pursuant to Sections 105(a), 363(b), 507(a)(8), and 541(d) of the Bankruptcy Code* (the "Tax Order") [D.I. 57]. Pursuant to the Tax Order, the Debtors believe that any priority claims of taxing authorities for prepetition amounts have been or will be satisfied, and such satisfied amounts are therefore not listed on Schedule E/F. Only tax claims against the Debtors for prepetition amounts that have not been paid as of the time that the Schedules and Statements were prepared were included; such amounts are listed on Schedule E/F.

Schedule E/F, Creditors Holding Unsecured Nonpriority Claims

The Debtors have used reasonable best efforts to list all general unsecured claims against the Debtors on Schedule E/F based upon the Debtors' existing books and records.

Schedule E/F does not include certain deferred credits, deferred charges, deferred liabilities, accruals, or general reserves. Such amounts are general estimates of liabilities and do not represent specific claims as of the Petition Date; however, such amounts are reflected on the Debtors' books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific claims as of the Petition Date.

Schedule E/F does not include certain reserves for potential unliquidated contingencies that historically were carried on the Debtors' books as of the Petition Date; such reserves were for potential liabilities only and do not represent actual liabilities as of the Petition Date.

The claims listed in Schedule E/F arose or were incurred on various dates. In certain instances, the date on which a claim arose is an open issue of fact. Although commercially reasonable efforts have been made to identify the date of incurrence of each claim, determining the date upon which each claim in Schedule E/F was incurred or arose would be an inefficient use of estate assets and, therefore, the Debtors do not list a date for each claim listed on Schedule E/F.

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Schedule E/F contains information regarding potential and pending litigation involving the Debtors. In certain instances, the Debtor that is the subject of the litigation is unclear or undetermined. To the extent that litigation involving a particular Debtor has been identified, however, such information is contained in the Schedule for that Debtor.

Schedule F includes the aggregate net Intercompany Payables that may or may not result in allowed or enforceable claims by or against a given Debtor, and listing these payables is not an admission on the part of the Debtors that the intercompany claims are enforceable or collectible. The Intercompany Payables also may be subject to set off, recoupment, netting, or other adjustments made pursuant to intercompany policies and arrangements not reflected in the Schedules.

Schedule E/F reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption, or assumption and assignment, of an executory contract or unexpired lease. In addition, Schedule E/F does not include rejection damage claims of the counterparties to the executory contracts and unexpired leases that have been or may be rejected, to the extent such damage claims exist.

Except in certain limited circumstances, the Debtor has not scheduled contingent and unliquidated liabilities related to guaranty obligations on Schedule E/F. Such guaranties are, instead, listed on Schedule G.

The claims of individual creditors for, among other things, goods, services, or taxes listed on the Debtors' books and records may not reflect credits or allowances due from such creditors. The Debtors reserve all of their rights in respect of such credits or allowances. The dollar amounts listed may be exclusive of contingent or unliquidated amounts.

Unless the Debtor were required to pay ancillary costs, such as freight, miscellaneous fees and taxes, such costs are not included in the liabilities scheduled, as such amounts do not represent actual liabilities of the Debtor.

Schedule G, Executory Contracts

The Debtors' business is complex. While the Debtors' existing books, records, and financial systems have been relied upon to identify and schedule executory contracts at each of the Debtors, and although commercially reasonable efforts have been made to ensure the accuracy of Schedule G and the inclusion of all material contracts, agreements, and leases on Schedule G, inadvertent errors, omissions, or overinclusion may have occurred. The Debtors do not make, and specifically disclaim, any representation or warranty as to the completeness or accuracy of the information set forth on Schedule G. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contract, agreement, or lease set forth in Schedule G and to amend or supplement Schedule G as necessary. The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda, and other documents, instruments, and agreements that may not be listed therein despite the Debtors' use of reasonable efforts to identify such documents. In addition, Schedule G may not reflect all intercompany agreements. Further, unless otherwise specified on Schedule G, each executory contract or unexpired lease listed thereon shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed thereon.

In some cases, the same supplier or provider appears multiple times in Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider.

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In the ordinary course of business, the Debtors may have issued numerous purchase orders for supplies, products, and related items which, to the extent that such purchase orders constitute executory contracts, are not listed individually on Schedule G. To the extent that goods were delivered under purchase orders prior to the Petition Date, vendors' claims with respect to such delivered goods are included on Schedule E/F.

As a general matter, certain of the Debtors' executory contracts and unexpired leases could be included in more than one category. In those instances, one category has been chosen to avoid duplication. Further, the designation of a category is not meant to be wholly inclusive or descriptive of the entirety of the rights or obligations represented by such contract.

Certain of the executory contracts and unexpired leases listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, right to lease additional space, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as easements, rights of way, subordination agreements, nondisturbance agreements, atonement agreements, supplemental agreements, amendments, letter agreements, title agreements, and confidentiality agreements. Such documents may not be set forth in Schedule G.

The Debtors hereby reserve all of their rights, claims, and causes of action with respect to the contracts and agreements listed on Schedule G, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument related to a creditor's claim, to dispute the validity, status, or enforceability of any contract, agreement, or lease set forth in Schedule G, and to amend the schedule as necessary.

Schedule H, Codebtors

Although the Debtors have made every effort to ensure the accuracy of Schedule H, inadvertent errors, omissions, or inclusions may have occurred. The Debtors hereby reserve all rights to dispute the validity, status, and enforceability of any obligations set forth on Schedule H and to further amend or supplement such Schedule as necessary.

The Debtors further reserve all rights, claims, and causes of action with respect to the obligations listed on Schedule H, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument related to a creditor's claim. The listing of a contract, guarantee, or other obligation on Schedule H shall not be deemed an admission that such obligation is binding, valid, or enforceable.

In the ordinary course of their business, the Debtors are involved in pending or threatened litigation and claims arising out of the conduct of their business. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counterclaims against other parties. Because such claims are listed elsewhere in the Statements and Schedules, they have not been set forth individually on Schedule H.

Schedule H also reflects guarantees by various Debtors. The Debtors may not have identified certain guarantees that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements. Further, the Debtors believe that certain of the guarantees reflected on Schedule H may have expired or may no longer be enforceable. Thus, the Debtors reserve their right, but shall not be required, to amend the Schedules to the extent that additional guarantees are identified or such guarantees are discovered to have expired or be unenforceable.

Fill in this information to identify the case:

Debtor Name: In re : Heli-One USA Inc.

United States Bankruptcy Court for the: Northern District Of Texas

Case number (if known): 16-31853 (BJH)

☐ Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals 12/15

Part 1: Summary of Assets

1. ***Schedule A/B: Assets–Real and Personal Property*** (Official Form 206A/B)

1a. **Real property:**

Copy line 88 from *Schedule A/B* ..... $ 0.00

1b. **Total personal property:**

Copy line 91A from *Schedule A/B* ..... $ 46,429.75

1c. **Total of all property:**

Copy line 92 from *Schedule A/B* ..... $ 46,429.75

Part 2: Summary of Liabilities

2. ***Schedule D: Creditors Who Have Claims Secured by Property*** (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*,from line 3 of *Schedule D* ..... $ 1,429,771,688.00

3. ***Schedule E/F: Creditors Who Have Unsecured Claims*** (Official Form 206E/F)

3a. **Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 5a of *Schedule E/F* ..... $ 0.00

3b. **Total amount of claims of nonpriority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F* ..... + $ 6,350,000.35

4. **Total liabilities**

Lines 2 + 3a + 3b ..... $ 1,436,121,688.35

Fill in this information to identify the case:

Debtor Name: In re : Heli-One USA Inc.

United States Bankruptcy Court for the: Northern District Of Texas

Case number (if known): 16-31853 (BJH)

☐ Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property 12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on Schedule G: *Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. **Does the debtor have any cash or cash equivalents?**

☐ No. Go to Part 2.

☑ Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor	Current value of debtor's interest
2. **Cash on hand**	
2.1 None	$
3. **Checking, savings, money market, or financial brokerage accounts** *(Identify all)*	
Name of institution (bank or brokerage firm) / Type of account / Last 4 digits of account number	
3.1 Bank of America / Checking / 2011	$ 46,429.75
4. **Other cash equivalents** *(Identify all)*	
4.1 None	$
5. **Total of Part 1**	
Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.	$ 46,429.75

Debtor: Heli-One USA Inc. Case number *(if known)*: 16-31853

Name

Part 2: Deposits and prepayments

6. **Does the debtor have any deposits or prepayments?**

☑ No. Go to Part 3.

☐ Yes. Fill in the information below.

	Current value of debtor's interest
7. **Deposits, including security deposits and utility deposits**	
Description, including name of holder of deposit	
_____	$ _____
8. **Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**	
Description, including name of holder of prepayment	
_____	$ _____
9. **Total of Part 2** Add lines 7 through 8. Copy the total to line 81.	$ 0.00

Debtor: Heli-One USA Inc. Case number *(if known)*: 16-31853

Name

Part 3: Accounts receivable

10. **Does the debtor have any accounts receivable?**

☑ No. Go to Part 4.

☐ Yes. Fill in the information below.

						Current value of debtor's interest
11. **Accounts receivable**		Description	face amount	doubtful or uncollectible accounts		
11a.	90 days old or less:		$	$	=..... ➔	$
11b.	Over 90 days old:		$	$	=..... ➔	$

12. **Total of Part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82. $ 0.00

Debtor: Heli-One USA Inc. Case number *(if known)*: 16-31853

Name

Part 4: Investments

13. **Does the debtor own any investments?**

☐ No. Go to Part 5.

☑ Yes. Fill in the information below.

		Valuation method used for current value	Current value of debtor's interest
14.	**Mutual funds or publicly traded stocks not included in Part 1**		
	Name of fund or stock:		
14.1	None		$
15.	**Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**		
	Name of entity:	% of ownership:	
15.1	See Schedule A/B 15 Attachment		$
16.	**Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**		
	Describe:		
16.1	None		$

17. **Total of Part 4**

Add lines 14 through 16. Copy the total to line 83. $ 0.00

Debtor: Heli-One USA Inc. Case number *(if known)*: 16-31853

Name

Part 5: Inventory, excluding agriculture assets

18. **Does the debtor own any inventory (excluding agriculture assets)?**

☑ No. Go to Part 6.

☐ Yes. Fill in the information below.

	General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19.	**Raw materials**		$		$
20.	**Work in progress**		$		$
21.	**Finished goods, including goods held for resale**		$		$
22.	**Other inventory or supplies**		$		$

23. **Total of Part 5**

Add lines 19 through 22. Copy the total to line 84. $ 0.00

24. **Is any of the property listed in Part 5 perishable?**

☐ No

☐ Yes

25. **Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?**

☐ No

☐ Yes. Description _____ Book value $ _____ Valuation method _____ Current value $ _____

26. **Has any of the property listed in Part 5 been appraised by a professional within the last year?**

☐ No

☐ Yes

Debtor: Heli-One USA Inc. Case number *(if known)*: 16-31853

Name

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. **Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**
    - ☑ No. Go to Part 7.
    - ☐ Yes. Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28.	**Crops—either planted or harvested**	$		$
29.	**Farm animals** *Examples:* Livestock, poultry, farm-raised fish	$		$
30.	**Farm machinery and equipment** (Other than titled motor vehicles)	$		$
31.	**Farm and fishing supplies, chemicals, and feed**	$		$
32.	**Other farming and fishing-related property not already listed in Part 6**	$		$
33.	**Total of Part 6** Add lines 28 through 32. Copy the total to line 85.			$ 0.00

34. **Is the debtor a member of an agricultural cooperative?**
    - ☐ No
    - ☐ Yes. Is any of the debtor's property stored at the cooperative?
        - ☐ No
        - ☐ Yes

35. **Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**
    - ☐ No
    - ☐ Yes. Description_____ Book value $_____ Valuation method _____ Current value $_____

36. **Is a depreciation schedule available for any of the property listed in Part 6?**
    - ☐ No
    - ☐ Yes

37. **Has any of the property listed in Part 6 been appraised by a professional within the last year?**
    - ☐ No
    - ☐ Yes

Debtor: Heli-One USA Inc. Case number *(if known)*: 16-31853

Name

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

☑ No. Go to Part 8.

☐ Yes. Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39.	**Office furniture**			
		$		$
40.	**Office fixtures**			
		$		$
41.	**Office equipment, including all computer equipment and communication systems equipment and software**			
		$		$
42.	**Collectibles** *Examples:* Antiques and figurines; paintings,prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
		$		$

43. **Total of Part 7.**
Add lines 39 through 42. Copy the total to line 86. $ 0.00

44. **Is a depreciation schedule available for any of the property listed in Part 7?**

☐ No

☐ Yes

45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**

☐ No

☐ Yes

Debtor: Heli-One USA Inc. Case number *(if known)*: 16-31853

Name

Part 8: Machinery, equipment, and vehicles

46. **Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☑ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47. **Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles**			
	$		$
48. **Watercraft, trailers, motors, and related accessories** Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels			
	$		$
49. **Aircraft and accessories**			
	$		$
50. **Other machinery, fixtures, and equipment (excluding farm machinery and equipment)**			
	$		$

51. **Total of Part 8.**
Add lines 47 through 50. Copy the total to line 87. $ 0.00

52. **Is a depreciation schedule available for any of the property listed in Part 8?**

- ☐ No
- ☐ Yes

53. **Has any of the property listed in Part 8 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

Debtor: Heli-One USA Inc. Case number *(if known)*: 16-31853

Name

Part 9: Real property

54. **Does the debtor own or lease any real property?**

☑ No. Go to Part 10.

☐ Yes. Fill in the information below.

55. **Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	**Nature and extent of debtor's interest in property**	**Net book value of debtor's interest** (Where available)	**Valuation method used for current value**	**Current value of debtor's interest**
55.1		$		$

56. **Total of Part 9.**
Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

$ 0.00

57. **Is a depreciation schedule available for any of the property listed in Part 9?**

☐ No

☐ Yes

58. **Has any of the property listed in Part 9 been appraised by a professional within the last year?**

☐ No

☐ Yes

Debtor: Heli-One USA Inc. Case number *(if known)*: 16-31853

Name

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

☑ No. Go to Part 11.

☐ Yes. Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60.	**Patents, copyrights, trademarks, and trade secrets**	$		$
61.	**Internet domain names and websites**	$		$
62.	**Licenses, franchises, and royalties**	$		$
63.	**Customer lists, mailing lists, or other compilations**	$		$
64.	**Other intangibles, or intellectual property**	$		$
65.	**Goodwill**	$		$

66. **Total of Part 10.**
Add lines 60 through 65. Copy the total to line 89. $ 0.00

67. **Do your lists or records include personally identifiable information of customers** (as defined in 11 U.S.C. §§ 101(41A) and 107)**?**

☐ No

☐ Yes

68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**

☐ No

☐ Yes

69. **Has any of the property listed in Part 10 been appraised by a professional within the last year?**

☐ No

☐ Yes

Debtor: Heli-One USA Inc. Case number *(if known)*: 16-31853

Name

Part 11: All other assets

70. **Does the debtor own any other assets that have not yet been reported on this form?**
Include all interests in executory contracts and unexpired leases not previously reported on this form.

☐ No. Go to Part 12.

☑ Yes. Fill in the information below.

Current value of debtor's interest

71. **Notes receivable**

	Description (include name of obligor)	Total face amount		doubtful or uncollectible accounts		
71.1	None	$	-	$	= ➔	$

72. **Tax refunds and unused net operating losses (NOLs)**

	Description (for example, federal, state, local)			
72.1	Federal	Tax year Various	$	Undetermined

73. **Interests in insurance policies or annuities**

73.1	None	$

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**

74.1	None	$

Nature of claim

Amount requested $

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

75.1	None	$

Nature of claim

Amount requested $

76. **Trusts, equitable or future interests in property**

76.1	None	$

77. **Other property of any kind not already listed** *Examples*: Season tickets, country club membership

77.1	None	$

78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90. $ 0.00

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

☑ No

☐ Yes

Debtor: Heli-One USA Inc. Case number *(if known)*: 16-31853

Name

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

	Type of property	Current value of personal property		Current value of real property
80.	**Cash, cash equivalents, and financial assets.** *Copy line 5, Part 1.*	$ 46,429.75		
81.	**Deposits and prepayments.** *Copy line 9, Part 2.*	$ 0.00		
82.	**Accounts receivable.** *Copy line 12, Part 3.*	$ 0.00		
83.	**Investments.** *Copy line 17, Part 4.*	$ 0.00		
84.	**Inventory.** *Copy line 23, Part 5.*	$ 0.00		
85.	**Farming and fishing-related assets.** *Copy line 33, Part 6.*	$ 0.00		
86.	**Office furniture, fixtures, and equipment; and collectibles.** *Copy line 43, Part 7.*	$ 0.00		
87.	**Machinery, equipment, and vehicles.** *Copy line 51, Part 8.*	$ 0.00		
88.	**Real property.** *Copy line 56, Part 9*	.....	➔	$ 0.00
89.	**Intangibles and intellectual property.** *Copy line 66, Part 10.*	$ 0.00		
90.	**All other assets.** *Copy line 78, Part 11.*	$ 0.00		
91.	**Total.** Add lines 80 through 90 for each column **.....** 91a.	$ 46,429.75	**+** 91b.	$ 0.00
92.	**Total of all property on Schedule A/B.** Lines 91a + 91b = 92.			$ 46,429.75

Fill in this information to identify the case:

Debtor Name: In re : Heli-One USA Inc.

United States Bankruptcy Court for the: Northern District Of Texas

Case number (if known): 16-31853 (BJH)

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. **Do any creditors have claims secured by debtor's property?**
   - ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
   - ☑ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. **List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.

	Column A **Amount of claim** Do not deduct the value of collateral.	*Column B* **Value of collateral that supports this claim**
2.1	$ 327,500,000.00	$ Undetermined

Creditor's name

HSBC BANK PLC

Creditor's Name

Creditor's mailing address

Corporate Trust and Loan Agency, Level 27

Notice Name

8 Canada Square

Street

London | State | E14 5HQ

City | State | ZIP Code

United Kingdom

Country

Creditor's email address, if known

Date debt was incurred 1/23/2014

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- ☐ No
- ☐ Yes. Have you already specified the relative priority?
  - ☐ No. Specify each creditor, including this creditor, and its relative priority.
  - ☐ Yes. The relative priority of creditors is specified on lines

Describe debtor's property that is subject to a lien

Substantially all assets

Describe the lien

First Priority Lien (pari passu with the lien securing the Secured Notes)

Is the creditor an insider or related party?

- ☑ No
- ☐ Yes

Is anyone else liable on this claim?

- ☐ No
- ☑ Yes. Fill out *Schedule H: Codebtors(Official Form 206H).*

As of the petition filing date, the claim is: Check all that apply.

- ☐ Contingent
- ☑ Unliquidated
- ☐ Disputed

3. **Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.** $ 1,429,771,688.00

Debtor: Heli-One USA Inc. Case number *(if known)*: 16-31853

Name

2.2 **Creditor's name**

The Bank of New York Mellon

Creditor's Name

Creditor's mailing address

International Corporate Trust

Notice Name

101 Barclay Street, Floor 4 East

Street

New York | NY | 10286

City | State | ZIP Code

Country

Creditor's email address, if known

Date debt was incurred 10/4/2010

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

☐ No

☐ Yes. Have you already specified the relative priority?

☐ No. Specify each creditor, including this creditor, and its relative priority.

☐ Yes. The relative priority of creditors is specified on lines

Describe debtor's property that is subject to a lien

Substantially all assets $ 1,102,271,688.00 $ Undetermined

Describe the lien

First Priority Lien (pari passu with the lien securing the Revolver)

Is the creditor an insider or related party?

☑ No

☐ Yes

Is anyone else liable on this claim?

☐ No

☑ Yes. Fill out S*chedule H: Codebtors(Official Form 206H).*

As of the petition filing date, the claim is:
Check all that apply.

☐ Contingent

☑ Unliquidated

☐ Disputed

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
Name	Line _____	
Notice Name		
Street		
City / State / ZIP Code		
Country		

Fill in this information to identify the case:

Debtor Name: In re : Heli-One USA Inc.

United States Bankruptcy Court for the: Northern District Of Texas

Case number (if known): 16-31853 (BJH)

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims 12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. **Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).**

☑ No. Go to Part 2.

☐ Yes. Go to Line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		Total claim	Priority amount
2.1	**Priority creditor's name and mailing address** Creditor Name Creditor's Notice name Address City State ZIP Code Country **Date or dates debt was incurred** **Last 4 digits of account number** **Specify Code subsection of PRIORITY unsecured claim:** 11 U.S.C. § 507(a) ()	**As of the petition filing date, the claim is:** *Check all that apply.* ☐ Contingent ☐ Unliquidated ☐ Disputed **Basis for the claim:** **Is the claim subject to offset?** ☐ No ☐ Yes	$	$

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. **List in alphabetical order all of the creditors with nonpriority unsecured claims.** If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Amount of claim

3.1 **Nonpriority creditor's name and mailing address**

Intercompany Net Payable
Creditor Name

Creditor's Notice name

Address

City State ZIP Code

Country

Date or dates debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is: $ 6,350,000.35
Check all that apply.

☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim:
Intercompany

Is the claim subject to offset?

☐ No
☐ Yes

3.2 **Nonpriority creditor's name and mailing address**

International Corporate Trust
Creditor Name

The Bank of New York Mellon as Indenture Trustee
Creditor's Notice name

101 Barclay Street, Floor 4 East
Address

New York NY 10286
City State ZIP Code

Country

Date or dates debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is: $ Undetermined
Check all that apply.

☐ Contingent
☑ Unliquidated
☐ Disputed

Basis for the claim:
Senior Unsecured Notes

Is the claim subject to offset?

☐ No
☐ Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. **List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.**

   If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
Name Notice Name Street City State ZIP Code Country	Line ☐ Not Listed.Explain	

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. **Add the amounts of priority and nonpriority unsecured claims.**

			Total of claim amounts
5a.	**Total claims from Part 1**	5a.	$ 0.00
5b.	**Total claims from Part 2**	5b. +	$ 6,350,000.35
5c.	**Total of Parts 1 and 2** Lines 5a + 5b = 5c.	5c.	$ 6,350,000.35

Fill in this information to identify the case:

Debtor Name: In re : Heli-One USA Inc.

United States Bankruptcy Court for the: Northern District Of Texas

Case number (if known): 16-31853 (BJH)

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. **Does the debtor have any executory contracts or unexpired leases?**
   - ☑ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
   - ☐ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. **List all contracts and unexpired leases**	**State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**
State what the contract or lease is for and the nature of the debtor's interest	Name
	Notice Name
State the term remaining	Address
List the contract number of any government contract	
	City / State / ZIP Code
	Country

Fill in this information to identify the case:

Debtor Name: In re : Heli-One USA Inc.

United States Bankruptcy Court for the: Northern District Of Texas

Case number (if known): 16-31853 (BJH)

☐ Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. **Does the debtor have any codebtors?**

   ☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.

   ☑ Yes

2. **In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, *Schedules D-G*.** Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

	Column 1: **Codebtor**		*Column 2:* **Creditor**	
	Name	**Mailing address**	**Name**	*Check all schedules that apply:*
2.1	See Schedule H Attachment	Street City / State / ZIP Code Country		☐ D ☐ E/F ☐ G

Fill in this information to identify the case:

Debtor Name: In re : Heli-One USA Inc.

United States Bankruptcy Court for the: Northern District Of Texas

Case number (if known): 16-31853 (BJH)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

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

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

Declaration and signature

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

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

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

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

Executed on 07/05/2016
MM / DD / YYYY

✖ / s / Lee Eckert
Signature of individual signing on behalf of debtor

Lee Eckert
Printed name

Chief Financial Officer
Position or relationship to debtor

Schedule A/B 15
Non-publicly traded stock and interests

Legal Entity Name	Parent Entity	% Ownership
38286 Bermuda Ltd.	CHC Helicopter S.A.	100%
6922767 Holding SARL	CHC Group Inc.	100%
Brintel Helicopters Limited	Heli-One (UK) Limited	100%
Capital Aviation Services B.V.	CHC Hoofddorp B.V.	100%
CHC Cayman ABL Borrower Ltd.	CHC Cayman ABL Holdings Ltd.	100%
CHC Cayman ABL Holdings Ltd.	CHC Cayman ABL Parent Ltd.	100%
CHC Cayman Investments I Ltd.	CHC Helicopter S.A.	100%
CHC Cayman Investments II Ltd.	CHC Helicopter Holding S.a.r.l.	100%
CHC Den Helder B.V.	CHC Netherlands B.V.	100%
CHC Global Operations (2008) ULC	CHC Helicopter (5) S.à r.l.	100%
CHC Global Operations Canada (2008) ULC	CHC Helicopter (4) S.à r.l.	100%
CHC Global Operations International Ltd	CHC Global Operations International ULC	100%
CHC Global Operations International ULC	CHC Helicopter (3) S.à r.l.	100%
CHC Group Ltd.	Listed Entity	
CHC Helicopter (1) S.A R.L.	CHC Helicopter S.A.	100%
CHC Helicopter (2) S.A R.L.	CHC Helicopter S.A.	100%
CHC Helicopter (3) S.A R.L.	CHC Helicopter S.A.	100%
CHC Helicopter (4) S.A R.L.	CHC Helicopter S.A.	100%
CHC Helicopter (5) S.A R.L.	CHC Helicopter S.A.	100%
CHC Helicopter (Ghana) Limited	CHC Hoofddorp B.V.	90%
CHC Helicopter Australia Pty. Ltd	Lloyd Bass Strait Helicopters Pty. Ltd.	33.3%
CHC Helicopter Australia Pty. Ltd	Lloyd Helicopter Services Pty. Ltd.	66.7%
CHC Helicopter Holding (Cayman) Limited	CHC Helicopter S.A.	100%
CHC Helicopter Holding S.A R.L.	6922767 Holding S.a.r.l.	100%
CHC Helicopter S.A.	CHC Helicopter Holding S.a.r.l.	100%
CHC Helicopter Support Services (US) Inc	Heli-One (U.S.) Inc.	100%
CHC Helicopters (Barbados) Limited	CHC Helicopters (Barbados) SRL	100%
CHC Helicopters (Barbados) SRL	CHC Helicopter S.A.	100%
CHC Helicopters (Mauritius) Ltd.	CHC Helicopters (Barbados) SRL	100%
CHC Helicopters Canada Inc.	CHC Global Operations Canada (2008) ULC	40%
CHC Helicopters Tanzania Limited	CHC Den Helder B.V.	50%
CHC Helicopters Tanzania Limited	CHC Hoofddorp B.V.	50%
CHC Holding (UK) Limited	Heli-One Holdings (UK) Limited	100%
CHC Holding NL B.V.	CHC Helicopter S.A.	100%
CHC Hoofddorp B.V.	CHC Netherlands B.V.	100%
CHC Leasing (Barbados) LIMITED	CHC Helicopters (Barbados) SRL	100%
CHC Leasing (Ireland) Limited	CHC Helicopter S.A.	100%
CHC Netherlands B.V.	CHC Holding NL B.V.	100%
CHC Norway Acquisition Co AS	CHC Netherlands B.V.	100%
CHC Philippines, Inc.	CHC Helicopter S.A.	40%
CHC Reinsurance S.A.	6922767 Holding S.a.r.l.	100%
CHC South East Asia Company Limited	CHC Helicopter S.A.	100%
Court Helicopter Services (Proprietary) Limited	CHC Norway Acquisition Co AS	100%
Den Helder Airport CV	CHC Den Helder B.V.	50%
EEA Helicopter Operations B.V.	CHC Helicopter S.A.	50%
Heli-One (Netherlands) B.V.	CHC Hoofddorp B.V.	100%
Heli-One (Norway) AS	CHC Norway Acquisition Co AS	100%
Heli-One (Poland) Sp. z o.o.	CHC Holding NL B.V.	100%
Heli-One (U.S.) Inc.	CHC Helicopter S.A.	100%
Heli-One (UK) Limited	CHC Holding (UK) Limited	100%
Heli-One American Support, LLC	Heli-One (U.S.) Inc.	100%
Heli-One Canada ULC	CHC Helicopter (1) S.à r.l.	100%
Heli-One Holdings (UK) Limited	CHC Helicopter S.A.	100%
Heli-One Leasing (Norway) AS	CHC Norway Acquisition Co AS	100%
Heli-One Leasing ULC	CHC Helicopter (2) S.à r.l.	100%
Heli-One USA Inc.	Heli-One (U.S.) Inc.	100%
Heliworld Leasing Limited	Heli-One (UK) Limited	100%
Integra Leasing AS	CHC Norway Acquisition Co AS	100%
Lloyd Bass Strait Helicopters Pty. Ltd.	Lloyd Helicopter Services Pty. Ltd.	100%
Lloyd Helicopter Services Limited	CHC Norway Acquisition Co AS	100%
Lloyd Helicopter Services Pty. Ltd.	Management Aviation Ltd.	100%
Lloyd Helicopters International Pty. Ltd.	Lloyd Bass Strait Helicopters Pty. Ltd.	100%
Lloyd Helicopters Pty. Ltd.	Lloyd Helicopter Services Pty. Ltd.	100%
Management Aviation Limited	Lloyd Helicopter Services Limited	100%
Nigeravia S.A.	CHC Helicopter S.A.	9%
OSCO & CHL Arabian Co. Ltd.	CHC Helicopter S.A.	90%
Schreiner Airtax Argentina S.A.	CHC Helicopter S.A.	49%
Schreiner Airways Panama Operating S.A.	Heli-One (U.S.) Inc.	100%
Schreiner Airways Panama S.A.	Heli-One (U.S.) Inc.	100%
Servicio Aero Litoral Ltda.	CHC Helicopter S.A.	30%

Schedule H
Codebtors

Name of codebtor	Address 1	Address 2	City	State	Country	Zip	Name of creditor	D	E/F	G	Description
6922767 Holdings Sa r.l.	8-10 Avenue de la Gare				Luxembourg	L-1610	HSBC Bank plc	X			Revolver
6922767 Holdings Sa r.l.	8-10 Avenue de la Gare				Luxembourg	L-1610	Morgan Stanley Senior Lending, Inc.	X			ABL Revolver Facility
6922767 Holdings Sa r.l.	8-10 Avenue de la Gare				Luxembourg	L-1610	The Bank of New York Mellon	X			Senior Secured Notes
6922767 Holdings Sa r.l.	8-10 Avenue de la Gare				Luxembourg	L-1610	The Bank of New York Mellon		X		Senior Unsecured Notes
Capital Aviation Services B.V.	Luchthavenweg 18	17866 PP	Den Helder		Netherlands		HSBC Bank plc	X			Revolver
Capital Aviation Services B.V.	Luchthavenweg 18	17866 PP	Den Helder		Netherlands		The Bank of New York Mellon	X			Senior Secured Notes
Capital Aviation Services B.V.	Luchthavenweg 18	17866 PP	Den Helder		Netherlands		The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Cayman ABL Borrower Ltd.	One Capital Place, 3rd Floor	Shedden Road	Grand Cayman		Cayman Islands	KY1-1110	Morgan Stanley Senior Lending, Inc.	X			ABL Revolver Facility
CHC Cayman ABL Holdings Ltd.	One Capital Place, 3rd Floor	Shedden Road	Grand Cayman		Cayman Islands	KY1-1110	Morgan Stanley Senior Lending, Inc.	X			ABL Revolver Facility
CHC Den Helder B.V.	Luchthavenweg 18	17866 PP	Den Helder		Netherlands		HSBC Bank plc	X			Revolver
CHC Den Helder B.V.	Luchthavenweg 18	17866 PP	Den Helder		Netherlands		The Bank of New York Mellon	X			Senior Secured Notes
CHC Den Helder B.V.	Luchthavenweg 18	17866 PP	Den Helder		Netherlands		The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Global Operations (2008) ULC	4740 Agar Drive		Richmond	B.C.	Canada	V7B 1A3	HSBC Bank plc	X			Revolver
CHC Global Operations (2008) ULC	4740 Agar Drive		Richmond	B.C.	Canada	V7B 1A3	The Bank of New York Mellon	X			Senior Secured Notes
CHC Global Operations (2008) ULC	4740 Agar Drive		Richmond	B.C.	Canada	V7B 1A3	The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Global Operations Canada (2008) ULC	4740 Agar Drive		Richmond	B.C.	Canada	V7B 1A3	HSBC Bank plc	X			Revolver
CHC Global Operations Canada (2008) ULC	4740 Agar Drive		Richmond	B.C.	Canada	V7B 1A3	The Bank of New York Mellon	X			Senior Secured Notes
CHC Global Operations Canada (2008) ULC	4740 Agar Drive		Richmond	B.C.	Canada	V7B 1A3	The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Global Operations International ULC	4740 Agar Drive		Richmond	B.C.	Canada	V7B 1A3	HSBC Bank plc	X			Revolver
CHC Global Operations International ULC	4740 Agar Drive		Richmond	B.C.	Canada	V7B 1A3	The Bank of New York Mellon	X			Senior Secured Notes
CHC Global Operations International ULC	4740 Agar Drive		Richmond	B.C.	Canada	V7B 1A3	The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Group Ltd.	One Capital Place, 3rd Floor	Shedden Road	Grand Cayman		Cayman Islands	KY1-1110	HSBC Bank plc	X			Revolver
CHC Group Ltd.	One Capital Place, 3rd Floor	Shedden Road	Grand Cayman		Cayman Islands	KY1-1110	The Bank of New York Mellon	X			Senior Secured Notes
CHC Group Ltd.	One Capital Place, 3rd Floor	Shedden Road	Grand Cayman		Cayman Islands	KY1-1110	The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Helicopter (1) S.ar.l.	8-10 Avenue de la Gare				Luxembourg	L-1610	The Bank of New York Mellon	X			Senior Secured Notes
CHC Helicopter (1) S.ar.l.	8-10 Avenue de la Gare				Luxembourg	L-1610	The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Helicopter (2) S.ar.l.	8-10 Avenue de la Gare				Luxembourg	L-1610	The Bank of New York Mellon	X			Senior Secured Notes
CHC Helicopter (2) S.ar.l.	8-10 Avenue de la Gare				Luxembourg	L-1610	The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Helicopter (3) S.ar.l.	8-10 Avenue de la Gare				Luxembourg	L-1610	The Bank of New York Mellon	X			Senior Secured Notes
CHC Helicopter (3) S.ar.l.	8-10 Avenue de la Gare				Luxembourg	L-1610	The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Helicopter (4) S.ar.l.	8-10 Avenue de la Gare				Luxembourg	L-1610	The Bank of New York Mellon	X			Senior Secured Notes
CHC Helicopter (4) S.ar.l.	8-10 Avenue de la Gare				Luxembourg	L-1610	The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Helicopter (5) S.ar.l.	8-10 Avenue de la Gare				Luxembourg	L-1610	The Bank of New York Mellon	X			Senior Secured Notes
CHC Helicopter (5) S.ar.l.	8-10 Avenue de la Gare				Luxembourg	L-1610	The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Helicopter Australia Pty Ltd	CHC Helicopter Services, IBM Building	Level 4, 1060 Hay Street	West Perth	WA	Australia	6005	HSBC Bank plc	X			Revolver
CHC Helicopter Australia Pty Ltd	CHC Helicopter Services, IBM Building	Level 4, 1060 Hay Street	West Perth	WA	Australia	6005	The Bank of New York Mellon	X			Senior Secured Notes
CHC Helicopter Australia Pty Ltd	CHC Helicopter Services, IBM Building	Level 4, 1060 Hay Street	West Perth	WA	Australia	6005	The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Helicopter Holding S.ar.l.	8-10 Avenue de la Gare				Luxembourg	L-1610	HSBC Bank plc	X			Revolver
CHC Helicopter Holding S.ar.l.	8-10 Avenue de la Gare				Luxembourg	L-1610	Morgan Stanley Senior Lending, Inc.	X			ABL Revolver Facility
CHC Helicopter Holding S.ar.l.	8-10 Avenue de la Gare				Luxembourg	L-1610	The Bank of New York Mellon	X			Senior Secured Notes
CHC Helicopter Holding S.ar.l.	8-10 Avenue de la Gare				Luxembourg	L-1610	The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Helicopter S.A.	8-10 Avenue de la Gare				Luxembourg	L-1610	HSBC Bank plc	X			Revolver
CHC Helicopter S.A.	8-10 Avenue de la Gare				Luxembourg	L-1610	Morgan Stanley Senior Lending, Inc.	X			ABL Revolver Facility
CHC Helicopter S.A.	8-10 Avenue de la Gare				Luxembourg	L-1610	The Bank of New York Mellon	X			Senior Secured Notes
CHC Helicopter S.A.	8-10 Avenue de la Gare				Luxembourg	L-1610	The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Helicopters (Barbados) Limited	Deighton House	Dayrell's Road at Deighton	St. Michael		Barbados	BB14030	HSBC Bank plc	X			Revolver
CHC Helicopters (Barbados) Limited	Deighton House	Dayrell's Road at Deighton	St. Michael		Barbados	BB14030	The Bank of New York Mellon	X			Senior Secured Notes
CHC Helicopters (Barbados) Limited	Deighton House	Dayrell's Road at Deighton	St. Michael		Barbados	BB14030	The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Helicopters (Barbados) SRL	Deighton House	Dayrell's Road at Deighton	St. Michael		Barbados	BB14030	HSBC Bank plc	X			Revolver
CHC Helicopters (Barbados) SRL	Deighton House	Dayrell's Road at Deighton	St. Michael		Barbados	BB14030	The Bank of New York Mellon	X			Senior Secured Notes
CHC Helicopters (Barbados) SRL	Deighton House	Dayrell's Road at Deighton	St. Michael		Barbados	BB14030	The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Holding (UK) Limited	CHC House, Howe Moss Drive	Kirkhill Industrial Estate	Dyce	Aberdeen	U.K.	AB21 OGL	HSBC Bank plc	X			Revolver
CHC Holding (UK) Limited	CHC House, Howe Moss Drive	Kirkhill Industrial Estate	Dyce	Aberdeen	U.K.	AB21 OGL	The Bank of New York Mellon	X			Senior Secured Notes
CHC Holding (UK) Limited	CHC House, Howe Moss Drive	Kirkhill Industrial Estate	Dyce	Aberdeen	U.K.	AB21 OGL	The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Holding NL B.V.	Luchthavenweg 18	17866 PP	Den Helder		Netherlands		HSBC Bank plc	X			Revolver
CHC Holding NL B.V.	Luchthavenweg 18	17866 PP	Den Helder		Netherlands		The Bank of New York Mellon	X			Senior Secured Notes
CHC Holding NL B.V.	Luchthavenweg 18	17866 PP	Den Helder		Netherlands		The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Hoofddorp B.V.	Luchthavenweg 18	17866 PP	Den Helder		Netherlands		HSBC Bank plc	X			Revolver
CHC Hoofddorp B.V.	Luchthavenweg 18	17866 PP	Den Helder		Netherlands		The Bank of New York Mellon	X			Senior Secured Notes
CHC Hoofddorp B.V.	Luchthavenweg 18	17866 PP	Den Helder		Netherlands		The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Leasing (Ireland) Limited	The Boat House	Bishop Street	Dublin		Ireland	8	HSBC Bank plc	X			Revolver
CHC Leasing (Ireland) Limited	The Boat House	Bishop Street	Dublin		Ireland	8	The Bank of New York Mellon	X			Senior Secured Notes
CHC Leasing (Ireland) Limited	The Boat House	Bishop Street	Dublin		Ireland	8	The Bank of New York Mellon		X		Senior Unsecured Notes

Schedule H
Codebtors

Name of codebtor	Address 1	Address 2	City	State	Country	Zip	Name of creditor	D	E/F	G	Description
CHC Netherlands B.V.	Luchthavenweg 18	17866 PP	Den Helder		Netherlands		HSBC Bank plc	X			Revolver
CHC Netherlands B.V.	Luchthavenweg 18	17866 PP	Den Helder		Netherlands		The Bank of New York Mellon	X			Senior Secured Notes
CHC Netherlands B.V.	Luchthavenweg 18	17866 PP	Den Helder		Netherlands		The Bank of New York Mellon		X		Senior Unsecured Notes
CHC Norway Acquisition Co AS	4055 Sola	1124 Sola			Norway		HSBC Bank plc	X			Revolver
CHC Norway Acquisition Co AS	4055 Sola	1124 Sola			Norway		The Bank of New York Mellon	X			Senior Secured Notes
CHC Norway Acquisition Co AS	4055 Sola	1124 Sola			Norway		The Bank of New York Mellon		X		Senior Unsecured Notes
Heli-One (Netherlands) B.V	Fokkerweg 300	1438 AN	Oude Meer		Netherlands		HSBC Bank plc	X			Revolver
Heli-One (Netherlands) B.V	Fokkerweg 300	1438 AN	Oude Meer		Netherlands		The Bank of New York Mellon	X			Senior Secured Notes
Heli-One (Netherlands) B.V	Fokkerweg 300	1438 AN	Oude Meer		Netherlands		The Bank of New York Mellon		X		Senior Unsecured Notes
Heli-One (Norway) AS	4055 Sola	1124 Sola			Norway		HSBC Bank plc	X			Revolver
Heli-One (Norway) AS	4055 Sola	1124 Sola			Norway		The Bank of New York Mellon	X			Senior Secured Notes
Heli-One (Norway) AS	4055 Sola	1124 Sola			Norway		The Bank of New York Mellon		X		Senior Unsecured Notes
Heli-One (U.S.) Inc.	600 East Las Colinas Boulevard, Suite 1000		Irving	Texas	USA	75039	HSBC Bank plc	X			Revolver
Heli-One (U.S.) Inc.	600 East Las Colinas Boulevard, Suite 1000		Irving	Texas	USA	75039	The Bank of New York Mellon	X			Senior Secured Notes
Heli-One (U.S.) Inc.	600 East Las Colinas Boulevard, Suite 1000		Irving	Texas	USA	75039	The Bank of New York Mellon		X		Senior Unsecured Notes
Heli-One (UK) Limited	CHC House, Howe Moss Drive	Kirkhill Industrial Estate	Dyce	Aberdeen	U.K.	AB21 OGL	HSBC Bank plc	X			Revolver
Heli-One (UK) Limited	CHC House, Howe Moss Drive	Kirkhill Industrial Estate	Dyce	Aberdeen	U.K.	AB21 OGL	The Bank of New York Mellon	X			Senior Secured Notes
Heli-One (UK) Limited	CHC House, Howe Moss Drive	Kirkhill Industrial Estate	Dyce	Aberdeen	U.K.	AB21 OGL	The Bank of New York Mellon		X		Senior Unsecured Notes
Heli-One Canada ULC	4740 Agar Drive		Richmond	B.C.	Canada	V7B 1A3	HSBC Bank plc	X			Revolver
Heli-One Canada ULC	4740 Agar Drive		Richmond	B.C.	Canada	V7B 1A3	The Bank of New York Mellon	X			Senior Secured Notes
Heli-One Canada ULC	4740 Agar Drive		Richmond	B.C.	Canada	V7B 1A3	The Bank of New York Mellon		X		Senior Unsecured Notes
Heli-One Holdings (UK) Limited	CHC House, Howe Moss Drive	Kirkhill Industrial Estate	Dyce	Aberdeen	U.K.	AB21 OGL	HSBC Bank plc	X			Revolver
Heli-One Holdings (UK) Limited	CHC House, Howe Moss Drive	Kirkhill Industrial Estate	Dyce	Aberdeen	U.K.	AB21 OGL	The Bank of New York Mellon	X			Senior Secured Notes
Heli-One Holdings (UK) Limited	CHC House, Howe Moss Drive	Kirkhill Industrial Estate	Dyce	Aberdeen	U.K.	AB21 OGL	The Bank of New York Mellon		X		Senior Unsecured Notes
Heli-One Leasing (Norway) AS	4055 Sola	1124 Sola			Norway		HSBC Bank plc	X			Revolver
Heli-One Leasing (Norway) AS	4055 Sola	1124 Sola			Norway		The Bank of New York Mellon	X			Senior Secured Notes
Heli-One Leasing (Norway) AS	4055 Sola	1124 Sola			Norway		The Bank of New York Mellon		X		Senior Unsecured Notes
Heli-One Leasing ULC	4740 Agar Drive		Richmond	B.C.	Canada	V7B 1A3	HSBC Bank plc	X			Revolver
Heli-One Leasing ULC	4740 Agar Drive		Richmond	B.C.	Canada	V7B 1A3	The Bank of New York Mellon	X			Senior Secured Notes
Heli-One Leasing ULC	4740 Agar Drive		Richmond	B.C.	Canada	V7B 1A3	The Bank of New York Mellon		X		Senior Unsecured Notes
Heli-One USA Inc.	600 East Las Colinas Boulevard, Suite 1000		Irving	Texas	USA	75039	HSBC Bank plc	X			Revolver
Heli-One USA Inc.	600 East Las Colinas Boulevard, Suite 1000		Irving	Texas	USA	75039	The Bank of New York Mellon	X			Senior Secured Notes
Heli-One USA Inc.	600 East Las Colinas Boulevard, Suite 1000		Irving	Texas	USA	75039	The Bank of New York Mellon		X		Senior Unsecured Notes
Heliworld Leasing Limited	CHC House, Howe Moss Drive	Kirkhill Industrial Estate	Dyce	Aberdeen	U.K.	AB21 OGL	HSBC Bank plc	X			Revolver
Heliworld Leasing Limited	CHC House, Howe Moss Drive	Kirkhill Industrial Estate	Dyce	Aberdeen	U.K.	AB21 OGL	The Bank of New York Mellon	X			Senior Secured Notes
Heliworld Leasing Limited	CHC House, Howe Moss Drive	Kirkhill Industrial Estate	Dyce	Aberdeen	U.K.	AB21 OGL	The Bank of New York Mellon		X		Senior Unsecured Notes
Integra Leasing AS	4055 Sola	1124 Sola			Norway		HSBC Bank plc	X			Revolver
Integra Leasing AS	4055 Sola	1124 Sola			Norway		The Bank of New York Mellon	X			Senior Secured Notes
Integra Leasing AS	4055 Sola	1124 Sola			Norway		The Bank of New York Mellon		X		Senior Unsecured Notes
Lloyd Bass Strait Helicopters Pty. Ltd.	CHC Helicopter Services, IBM Building	Level 4, 1060 Hay Street	West Perth	WA	Australia	6005	HSBC Bank plc	X			Revolver
Lloyd Bass Strait Helicopters Pty. Ltd.	CHC Helicopter Services, IBM Building	Level 4, 1060 Hay Street	West Perth	WA	Australia	6005	The Bank of New York Mellon	X			Senior Secured Notes
Lloyd Bass Strait Helicopters Pty. Ltd.	CHC Helicopter Services, IBM Building	Level 4, 1060 Hay Street	West Perth	WA	Australia	6005	The Bank of New York Mellon		X		Senior Unsecured Notes
Lloyd Helicopter Services Limited	CHC House, Howe Moss Drive	Kirkhill Industrial Estate	Dyce	Aberdeen	U.K.	AB21 OGL	HSBC Bank plc	X			Revolver
Lloyd Helicopter Services Limited	CHC House, Howe Moss Drive	Kirkhill Industrial Estate	Dyce	Aberdeen	U.K.	AB21 OGL	The Bank of New York Mellon	X			Senior Secured Notes
Lloyd Helicopter Services Limited	CHC House, Howe Moss Drive	Kirkhill Industrial Estate	Dyce	Aberdeen	U.K.	AB21 OGL	The Bank of New York Mellon		X		Senior Unsecured Notes
Lloyd Helicopter Services Pty. Ltd.	CHC Helicopter Services, IBM Building	Level 4, 1060 Hay Street	West Perth	WA	Australia	6005	HSBC Bank plc	X			Revolver
Lloyd Helicopter Services Pty. Ltd.	CHC Helicopter Services, IBM Building	Level 4, 1060 Hay Street	West Perth	WA	Australia	6005	The Bank of New York Mellon	X			Senior Secured Notes
Lloyd Helicopter Services Pty. Ltd.	CHC Helicopter Services, IBM Building	Level 4, 1060 Hay Street	West Perth	WA	Australia	6005	The Bank of New York Mellon		X		Senior Unsecured Notes
Lloyd Helicopters International Pty. Ltd.	CHC Helicopter Services, IBM Building	Level 4, 1060 Hay Street	West Perth	WA	Australia	6005	HSBC Bank plc	X			Revolver
Lloyd Helicopters International Pty. Ltd.	CHC Helicopter Services, IBM Building	Level 4, 1060 Hay Street	West Perth	WA	Australia	6005	The Bank of New York Mellon	X			Senior Secured Notes
Lloyd Helicopters International Pty. Ltd.	CHC Helicopter Services, IBM Building	Level 4, 1060 Hay Street	West Perth	WA	Australia	6005	The Bank of New York Mellon		X		Senior Unsecured Notes
Lloyd Helicopters Pty. Ltd.	CHC Helicopter Services, IBM Building	Level 4, 1060 Hay Street	West Perth	WA	Australia	6005	HSBC Bank plc	X			Revolver
Lloyd Helicopters Pty. Ltd.	CHC Helicopter Services, IBM Building	Level 4, 1060 Hay Street	West Perth	WA	Australia	6005	The Bank of New York Mellon	X			Senior Secured Notes
Lloyd Helicopters Pty. Ltd.	CHC Helicopter Services, IBM Building	Level 4, 1060 Hay Street	West Perth	WA	Australia	6005	The Bank of New York Mellon		X		Senior Unsecured Notes
Management Aviation Limited	CHC House, Howe Moss Drive	Kirkhill Industrial Estate	Dyce	Aberdeen	U.K.	AB21 OGL	HSBC Bank plc	X			Revolver
Management Aviation Limited	CHC House, Howe Moss Drive	Kirkhill Industrial Estate	Dyce	Aberdeen	U.K.	AB21 OGL	The Bank of New York Mellon	X			Senior Secured Notes
Management Aviation Limited	CHC House, Howe Moss Drive	Kirkhill Industrial Estate	Dyce	Aberdeen	U.K.	AB21 OGL	The Bank of New York Mellon		X		Senior Unsecured Notes