This is Exhibit "**A**" referred to in the Affidavit of **Sandra Brown-John** sworn before me this 5th day of October, 2016.

A Commissioner for Taking Affidavits
for British Columbia

PETER BYCHAWSKI
Barrister & Solicitor
BLAKE, CASSELS & GRAYDON LLP
Suite 2600, Three Bentall Centre
595 Burrard St., P.O. Box 49314
Vancouver, B.C. V7X 1L3
(604) 631-4218

1631854161007000000000002

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF TEXAS

CERTIFIED COPY

I, Sheniqua Whitaker , Clerk of the United States Bankruptcy Court, certify that the attached is a true and full copy of page(s) 1 through 26 of the original

[Doc. 1] Non-individual Chapter 11 Voluntary Petition Filed by 6922767 Holding SARL

now existing among the records of this Court.

In testimony whereof I sign my name, and affix the seal of this Court at

Dallas, Texas , in this State, on September 27, 2016

City Date

Clerk, U.S.Bankruptcy Court
Northern District of Texas

Sheniqua Whitaker

(By) Deputy Clerk

3

Fill in this information to identify the case		
United States Bankruptcy Court for the:		
Northern	*District of*	Texas (State)
Case number (*If known*):		Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.

1. Debtor's name 6922767 Holding SARL

2. All other names debtor used in the last 8 years
Include any assumed names, trade names, and *doing business as* names

See Schedule 1

3. Debtor's federal Employer Identification Number (EIN) 98-0598004

4. Debtor's address

Principal place of business

8-10 Avenue de la Gare
Number Street

L-1610 Luxembourg
City State ZIP Code

County

Mailing address, if different from principal place of business

600 East Las Colinas Blvd., 10th Floor
Number Street

P.O. Box

Irving, TX 75039
City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL) www.chc.ca

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

7. Describe debtor's business

A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply:*

- ☐ Tax- entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes .

4812

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. *Check all that apply*:
  - ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ☐ A plan is being filed with this petition.
  - ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ☒ No
- ☐ Yes District _____ When _____ Case number _____
  MM/ DD/ YYYY
  District _____ When _____ Case number _____
  MM / DD/ YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1,

- ☐ No
- ☒ Yes Debtor See Schedule 2 Relationship Affiliates
  District Northern District of Texas When 05/05/2016
  MM / DD/ YYYY
  Case number, if known _____

attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
  What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number Street

City State ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
  Contact Name _____
  Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

☐ 1-49	☐ 1,000-5,000	☐ 25,001-50,000
☐ 50-99	☐ 5,001-10,000	☐ 50,001-100,000
☐ 100-199	☒ 10,001-25,000	☐ More than 100,000
☐ 200-999		

15. Estimated assets (on a consolidated basis)

☐ $0-$50,000	☐ $1,000,001-$10 million	☐ $500,000,001-$1 billion
☐ $50,001-$100,000	☐ $10,000,001-$50 million	☒ $1,000,000,001-$10 billion
☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

16. Estimated liabilities (on a consolidated basis)	☐ $0-$50,000	☐ $1,000,001-$10 million	☐ $500,000,001-$1 billion
	☐ $50,001-$100,000	☐ $10,000,001-$50 million	☒ $1,000,000,001-$10 billion
	☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
	☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement 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.

17. Declaration and signature of authorized representative of debtor

■ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

■ I have been authorized to file this petition on behalf of the debtor.

■ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

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

✘ /s/ Robert A. Del Genio
Signature of authorized representative of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Title

18. Signature of attorney ✘ /s/ Stephen A. Youngman
Signature of attorney for debtor

Date 05/05/2016
MM / DD / YYYY

Stephen A. Youngman
Printed Name

Weil, Gotshal & Manges LLP
Firm Name

200 Crescent Court, Suite 300
Number Street

Dallas
City

TX
State

75201
ZIP Code

(214) 746-7700
Contact phone

stephen.youngman@weil.com
Email address

22226600
Bar Number

TX
State

Schedule 1

All Other Names Used By the Debtor or Its Affiliates in the Last 8 Years

Entity	Previous Name(s)
CHC Group Ltd.	FR Horizon Holding (Cayman) Inc.
CHC Global Operations (2008) ULC	CHC Global Operations (2008) Inc.
CHC Global Operations Canada (2008) ULC	CHC Global Operations Canada (2008) Inc.
CHC Global Operations International ULC	CHC Global Operations International Inc.
CHC Helicopter Australia Pty Ltd	Lloyd Off-Shore Helicopters Pty. Ltd.
CHC Helicopter Holding S.à r.l.	CHC Helicopter LLC CHC Helicopter Corporation
CHC Helicopter S.A.	CHC Helicopter S.à r.l.
CHC Holding (UK) Limited	Canadian Helicopters (UK) Limited
CHC Leasing (Ireland) Limited	Justinvale Limited
Heli-One Canada ULC	Heli-One Canada Inc. 6976972 Canada Inc.
Heli-One Leasing ULC	Heli-One Leasing Inc.

Schedule 2

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the affiliated entities listed below filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Northern District of Texas. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

Company
CHC Group Ltd.
6922767 Holding SARL
Capital Aviation Services B.V.
CHC Cayman ABL Borrower Ltd.
CHC Cayman ABL Holdings Ltd.
CHC Cayman Investments I Ltd.
CHC Den Helder B.V.
CHC Global Operations (2008) ULC
CHC Global Operations Canada (2008) ULC
CHC Global Operations International ULC
CHC Helicopter (1) S.à r.l.
CHC Helicopter (2) S.à r.l.
CHC Helicopter (3) S.à r.l.
CHC Helicopter (4) S.à r.l.
CHC Helicopter (5) S.à r.l.
CHC Helicopter Australia Pty Ltd
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
CHC Helicopters (Barbados) Limited
CHC Helicopters (Barbados) SRL
CHC Holding (UK) Limited
CHC Holding NL B.V.
CHC Hoofddorp B.V.
CHC Leasing (Ireland) Limited

Company
CHC Netherlands B.V.
CHC Norway Acquisition Co AS
Heli-One (Netherlands) B.V.
Heli-One (Norway) AS
Heli-One (U.S.) Inc.
Heli-One (UK) Limited
Heli-One Canada ULC
Heli-One Holdings (UK) Limited
Heli-One Leasing (Norway) AS
Heli-One Leasing ULC
Heli-One USA Inc.
Heliworld Leasing Limited
Integra Leasing AS
Lloyd Bass Strait Helicopters Pty. Ltd.
Lloyd Helicopter Services Limited
Lloyd Helicopter Services Pty. Ltd.
Lloyd Helicopters International Pty. Ltd.
Lloyd Helicopters Pty. Ltd.
Management Aviation Limited

6922767 Holding S.à r.l.
Société à responsabilité limitée
Siège social: 8-10 Avenue de la Gare, L-1610 Luxembourg
Share capital: EUR 1,228,377,778
R.C.S. Luxembourg : B 136.792
(the **Company**)

CIRCULAR RESOLUTIONS OF THE BOARD OF MANAGERS OF THE COMPANY

The undersigned, being all of the managers of the Company sitting on the board of managers of the Company (the **Board**):

Mr. Hooman Yazhari,	class A manager,
Mr. Geoff Kellogg,	class A manager, and
Mr. Lee Eckert,	class B manager,

acknowledge the following:

I. BACKGROUND

WHEREAS the Board acknowledges the terms of (i) article 8.2 (vii) of the articles of association of the Company (the **Articles**), which provides that "*circular resolutions signed by all the managers (the Managers Circular Resolutions), are valid and binding as if passed at a Board meeting duly convened and held and bear the date of the last signature*" and (ii) article 17.3 of the Articles, which provides that "*signatures of the Managers Circular Resolutions (...) are affixed on one original or on several counterparts of the same document, all of which taken together, constitute one and the same document*".

WHEREAS based on the current financial situation, and the liquidity forecast of CHC Group Ltd., the Company's direct shareholder and, CHC Helicopter S.A., the Company's indirect subsidiary (**CHC S.A.**), as well as other companies that are part of the group of companies the Company belongs to (the **Group**), the Board acknowledges that CHC Group Ltd., CHC S.A. and the Group are in need of financial and operational restructuring.

WHEREAS the Board was made aware that, after due consideration, CHC S.A. decided (i) not to pay the USD 46,000,000 due 15 April 2016 under the US$ 100,000,000 9.250% senior secured bonds due 2020 issued by CHC S.A. (the **Non-Payment**), to which the Company is an obligor (the **Bonds**) and (ii) to take the benefit of the 30-day grace period under the indenture for the Bonds to negotiate with its creditors, in order to renegotiate and restructure its debt and address the cash needs of the business and insure its recovery.

WHEREAS the Board acknowledges that there was and there is still no loss of creditworthiness under Luxembourg law for CHC S.A. due to and further to the Non-Payment and that CHC S.A. does not and will not be insolvent and qualify for bankruptcy proceedings under Luxembourg law merely as a result thereof.

WHEREAS the Board acknowledges that each entity of the Group, including the Company, has been advised to file for a voluntary petition in the United States Bankruptcy Court for the Northern District of Texas (**the Bankruptcy Court**), seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the **Group's Chapter 11 Filing**).

WHEREAS the Board has participated in weekly update calls in connection with the Non-Payment and the Group's Chapter 11 Filing, the materials in support thereof being enclosed hereto as Schedule 1 (the **Materials**).

WHEREAS for these reasons, the Board considers that it is in the best interests of the Company and its creditors, employees, and other stakeholders and interested parties, for the Company to commence a case under the provisions of chapter 11 of title 11 of the United States Code in the Bankruptcy Court (the **Company's Chapter 11 Filing**).

WHEREAS in connection with the Company's Chapter 11 Filing, on or about the date hereof, the Company contemplates to hire the services of the following, subject to approval of the Bankruptcy Court:

(i) Weil, Gotshal & Manges LLP as the Company's legal counsel;
(ii) Debevoise & Plimpton LLP as the Company's special aircraft legal counsel;
(iii) PJT Partners LP as investment banker for the Company;
(iv) Seabury Corporate Advisors LLC as the Company's financial advisor;
(v) CDG Group, LLC as restructuring advisor; and
(vi) Kurtzman Carson Consultants LLC as claim and noticing agent, and as administrative agent for the Company (together with the hirings under items (i) to (vi), the **Hirings**).

WHEREAS the Board acknowledges that it is desirable and in the best interests of the Company that the other Debtors (as defined in the support Materials) take any and all action, including authorising the filing of chapter 11 petitions in the Bankruptcy Court, and to execute and deliver all documents, agreements, motions and pleadings as are necessary, proper, or desirable to enable the relevant entities to carry out the filing in the Bankruptcy Court.

II. DOCUMENTS

Any documents or agreements in connection with the Company's Chapter 11 Filing and the Hirings, are hereinafter collectively referred to as the Documents; the Hirings, and the transactions contemplated under the Documents, as well as any documents or agreements in relation thereto, are hereinafter collectively referred to as the Transaction.

The Board notes that it is further contemplated that the Company approves and, to the extent necessary, ratifies the execution of any letters (including, but not limited to, fee letters, resignation letters, increase confirmations and selection notices), security interests, guarantees, instruments, deeds, agreements, documents of title, acknowledgments, statements, certificates (including, but not limited to, manager's certificates and compliance certificates), side letter, or powers of attorney, which could be required from time to time, and any other documents as may be necessary or useful in connection with the Transaction, or these resolutions (the **Ancillary Documents**).

III. DELIBERATION AND DECLARATION

Each member of the Board confirms that he/she has no opposite or conflicting interest in the matters referred to in these resolutions.

The managers have carefully considered the Documents and are familiar with their content.

The Board hereby deems it in the best corporate, financial and commercial interest of the Company and in compliance with the corporate purpose of the Company and the Articles and any applicable legal provisions, to approve the entering into and the performance of the Transaction and of the Documents.

Having carefully reviewed and considered the Transaction, the Documents and the Ancillary Documents, the managers unanimously take the following resolutions:

FIRST RESOLUTION

The Board RESOLVES to authorise, approve and, to the extent necessary, ratify the Transaction and the entry into and the execution of, and the performance by the Company of the Documents and the Ancillary Documents.

SECOND RESOLUTION

The Board RESOLVES to authorise, approve and, to the extent necessary, ratify the Company's Chapter 11 Filing.

THIRD RESOLUTION

The Board RESOLVES to authorise, approve and, to the extent necessary, ratify subject to approval of the Bankruptcy Court, the Hirings.

FOURTH RESOLUTION

The Board RESOLVES to authorise and empower, with full power of substitution, any manager of the Company **Mr. Karl Fessenden**, born on 7 February 1963 in Lynn, Massachusetts, United States of America, professionally residing at 600 East Las Colinas Blvd, Suite 1000, Irving, Texas 75039, United States of America, **Mr. Lee Eckert**, born on 26 September 1966 in Brooklyn, New York, United States of America, professionally residing at 600 East Las Colinas Blvd, Suite 1000, Irving, Texas 75039, United States of America, **Mr. Nicolas Stable**, born on 14 July 1976, in Florida, United States of America, professionally residing at 600 East Las Colinas Blvd, Suite 1000, Irving, Texas 75039, United States of America, and **Mr. Robert A. Del Genio**, born on 29 August 1958 in East Cleveland, Ohio, United States of America professionally residing at 600 East Las Colinas Blvd, Suite 1000, Irving, Texas 75039, United States of America (each an **Authorised Signatory**), each acting individually and severally, in the name, and on behalf, of the Company:

(i) to negotiate the terms of, sign, execute, deliver and perform under the Documents with such amendments as the Authorised Signatory deems necessary or appropriate;

(ii) to negotiate the terms of, sign, execute, ratify the execution of, and deliver any and all documents or agreements in connection with the preceding resolutions, such as but not limited to, powers of attorney, certificates, notices, letters of notification, requests or other communications to be given by the Company and generally any and all documents or agreements referred to in the preceding resolutions or necessary to implement Company's Chapter 11 Filing, the Hirings, the Transaction or the preceding resolutions;

(iii) to see to any matters incidental to the preceding resolutions and perform and to ratify the performance of, any and all formalities, steps or actions necessary, useful, desirable or in connection with the Company's Chapter 11 Filing, the Hirings, the Transaction or the preceding resolutions; and

(iv) to issue one or several certified copies hereof to whomever necessary in order to provide, to the extent required, evidence of his authority and power by virtue hereof, such copy to constitute a valid power of attorney.

[Remainder of the page intentionally left blank – Signature pages follow]

Signature page to the written resolutions of the board of managers of 6922767 Holding S.à r.l. in connection with the authorisation of the Company's Chapter 11 Filing.



By: Geoff Kellogg
Title: Class A manager
Date: April 29, 2016

Signature page to the written resolutions of the board of managers of 6922767 Holding S.à r.l. in connection with the authorisation of the Company's Chapter 11 Filing.

By: Hooman Yazhari
Title: Class A manager
Date: April 29, 2016

Signature page to the written resolutions of the board of managers of 6922767 Holding S.à r.l. in connection with the authorisation of the Company's Chapter 11 Filing.

By: Mr. Lee Eckert
Title: Class B manager
Date: April 29, 2016

Fill in this information to identify the case:
Debtor name 6922767 Holding SARL
United States Bankruptcy Court for the: Northern District of Texas (State)
Case number (if known): _____

☐ Check if this an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders[1]

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code[2]	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Name: International Corporate Trust Address: The Bank of New York Mellon 101 Barclay Street, Floor 4 East, New York, NY 10286	Name: The Bank of New York Mellon Phone: - (412) 234-5000 Fax: - Email: -	Unsecured Notes	Liquidated			$98,432,780
2	Name: McGrigors Pension Trustees Limited Address: 141 Bothwell Street, Glasgow, G2 7EQ	Name: Ian Gordon Phone: 44 (0)141 567 8401 Fax: - Email: -	Pensions	Liquidated			$66,440,996
3	Name: Martello Property Services Inc. Address: 200-808 West Hastings Street, Vancouver, BC, V6C 2X4	Name: Martello Property Services Inc. Phone: 604-681-6544 Fax: 604-681-5114 Email: -	Lease Financing Facility	Liquidated			$26,586,212
4	Name: Finmeccanica S.P.A. Helicopters Div. Address: Warranty Administration Dept Via Per Tornavento 15 21019 Somma Lombardo (Va)	Name: Finmeccanica S.P.A. Helicopters Div. Phone: 00390331711288 Fax: 00390331711377 Email: daniele.romiti@finmeccanica.com	Trade	Liquidated			$4,956,652
5	Name: Airbus Helicopters Address: Aeroport International Marseille Province Fr-13725 Marignane Cedex	Name: Airbus Helicopters Phone: 003342858585 Fax: 003342859996 Email: guillaume.faury@airbus.com	Trade	Disputed		May be subject to asserted setoff	$4,145,055
6	Name: Sikorsky Commerical Inc. (HSI) Address: P.O. BOX 111068 Trumbull, CT 06611-0868	Name: Sikorsky Commerical Inc. (HSI) Phone: 203-416-4000 Fax: 203-416-4291 Email: danielschultz@sikorsky.com	Trade	Disputed		May be subject to asserted setoff	$3,076,829

[1] Although certain secured creditors may have unsecured deficiency claims depending on the value of their collateral, such a determination has not been made at this time. Therefore, such creditors are not included on this list.

[2] This List of Creditors Who Have the 30 Largest Unsecured Claims is presented on a consolidated basis for each of the Debtors.

Name of creditor and complete mailing address, including zip code[2]		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
7	Name: Coface – Parilease SAS Address: 16 rue de Hanovre Paris 75002 France	Name: Coface – Parilease SAS Phone: +33 1 43 16 86 52 Fax: +33 1 4298 1203 Email:	Lease	Unliquidated		May be subject to asserted setoff	$2,197,611
8	Name: CAE Address: 2025 Logistics Drive Mississauga Ontario L5S 1Z9 L5S 1Z9 Canada CA L5S 1Z9	Name: CAE Phone: - 905-672-8650 Fax: 514-734-5682 Email: nelson.camacho@cae.com	Services	Unliquidated Disputed		May be subject to asserted setoff	$2,132,219
9	Name: Waypoint Asset Company (Ireland) Ltd Address: 25/28 North Wall Quay Dublin 1 Ireland IE	Name: Waypoint Asset Company (Ireland) Ltd Phone: +353 61 633333 Fax: +353 61 633334 Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$1,320,087
10	Name: Turbomeca Address: Technopole Izarbel Bp4 64210 Bidart, France	Name: Turbomeca Phone: - +(33) 5 59 12 50 72 Fax: - 0033559125491 Email: bruno.even@turbomeca.fr	Trade	Unliquidated			$1,185,968
11	Name: TMC International Ltd Address: 2-1-15 Hiroo Shibuya-ku JP-Tokyo 150-0012 Japan	Name: TMC International Ltd Phone: +81-3-3400-5188 Fax: +81-3-5778-4888 Email: -	Services	Unliquidated			$1,048,444
12	Name: Milestone Aviation Group Address: Block 4 The Harcourt Centre Harcourt Road Dublin 2 Ireland	Name: Milestone Aviation Group Phone: - +353 1 216 5700 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$1,020,158
13	Name: Ruag Switzerland Ltd Address: Ruag Aviation Seetalstrasse 175 Ch-6032 Emmen	Name: Ruag Switzerland Ltd Phone: 0041416725050 Fax: 0041416725051 Email: -	Trade	Liquidated			$920,051
14	Name: Lombard North Central Plc Address: Lombard House, The Waterfront, Elstree Road Elstree, Hertfordshire WD6 3BS United Kingdom	Name: Lombard North Central Plc Phone: +44 (0) 208 236 7827 Fax: +44 207 672 4006 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$777,578
15	Name: Sandycove Aviation Limited Address: c/o LCI Helicopters Ireland Ltd 41 Forbes Quay Sir John Rogersons Quay Dublin 2 Ireland IE	Name: Sandycove Aviation Limited Phone: - Fax: - Email: -	Lease	Unliquidated		May be subject to asserted setoff	$710,371
16	Name: GE Capital Equipment Finance Ltd Address: 2630 The Quadrant Aztec West Bristol Bristol BS32 4GQ GB BS32 4GQ	Name: GE Capital Equipment Finance Ltd Phone: 00448702418899 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$686,416
17	Name: SACE Lenders - BNP Paribas Address: 21, place du Marche Saint-Honore Paris 75001 France	Name: SACE Lenders - BNP Paribas Phone: +33 1 43 16 86 52 Fax: - +33 1 4316 8184 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$503,623
18	Name: SpareBank1 Address: Sjogata 8, 9008 Tromso, PO Box 6801, Langes Tromso 9298 Norway	Name: SpareBank1 Phone: +47 7762 2372 Fax: - +47 7762 2371 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$413,085
19	Name: 1027098 BC Ltd. Address: 1376 Sea Lover's Lane, Gabriola, BC, Canada V0R 1X5	Name: 1027098 BC Ltd. Phone: - 1-250-247-9594 Fax: - Email: -	Services	Liquidated			$390,000

	Name of creditor and complete mailing address, including zip code[2]	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
20	Name: Precision Accessories & Instruments Address: 495 Lake Mirror Road Building 800 Suite G Atlanta, GA 30349	Name: Precision Accessories & Instruments Phone: 0014047675800 Fax: 0014047675900 Email: -	Trade	Liquidated			$379,316
21	Name: Saga Gabon S.A. Address: Z.P.D. Owendo Bp72 Libreville Gabon Gabon Ga	Name: Saga Gabon S.A. Phone: 241-702082 Fax: 241-701207 Email: -	Trade	Liquidated			$368,164
22	Name: Regent Tanzania Ltd. Address: P.O. Box 10311 964 Olympio Street Upanga Dar - ES - Salaam Dar - ES - Salaam Tanzania TZ	Name: Regent Tanzania Ltd. Phone: -+255 784 540060 Fax: - 255 22 2153 297 Email: -	Services	Contingent; Unliquidated; Disputed			$367,147
23	Name: Lobo Leasing SPV A Limited Address: Alexandra House The Sweepstakes Ballsbridge Dublin 4 Ireland IE	Name: Lobo Leasing SPV A Limited Phone: - +353 1 253 0460 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$314,312
24	Name: Airbus Helicopters Simulation Center Address: Sultan Abdul Aziz Shah Airport 47200 Subang Selangor Malaysia	Name: Airbus Helicopters Simulation Center Phone: - 60378487600 Fax: - Email: -	Trade	Liquidated			$286,735
25	Name: Euroavionics Navigations System GMB Address: Karlsruher Strasse 91 DE-75179 Pforzheim Germany	Name: Euroavionics Navigations System GMB Phone: - 00497231586780 Fax: - Email: -	Trade	Liquidated			$259,696
26	Name: Sikorsky Helitech - Australia Address: PO Box 1374 Eagle Farm QLD 4009 Australia	Name: Sikorsky Helitech - Australia Phone: - (07)36327000 Fax: - Email: -	Trade	Liquidated			$229,694
27	Name: Composite Technology Inc. USA Address: 1727 South Main Street Grapevine TX 75261 USA	Name: Composite Technology Inc. USA Phone: - 0019724566900 Fax: - Email: -	Trade	Liquidated			$209,014
28	Name: DJ Composites Inc. Address: 1 C.L. Dobbin Road Gander Newfoundland & Labrador A1V 2V3 Canada	Name: DJ Composites Inc Phone: - 709-256-6111 Fax: - Email: -	Trade	Liquidated			$201,219
29	Name: Matha Janthorn Co. Ltd. Address: 779 Soi Rajchada 18 Rajchadapisek Rd Huey Kwang Bangkok 10310 Thailand	Name: Matha Janthorn Co. Ltd Phone: - 02 692 6229 Fax: - 02 692 5005 Email: -	Services	Liquidated			$199,702
30	Name: Honeywell International, Phoenix Address: 21111N. 19th Ave. Phoenix AZ 85027-2708 USA	Name: Honeywell International, Phoenix Phone: - 0016024366184 Fax: - Email: -	Trade	Liquidated			$175,607

Fill in this information to identify the case and this filing:

Debtor Name 6922767 Holding SARL

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (If known): _____

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 05/05/2016
MM / DD / YYYY

x /s/ Robert A. Del Genio
Signature of individual signing on behalf of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

Stephen A. Youngman (22226600)
WEIL, GOTSHAL & MANGES LLP
200 Crescent Court, Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7700
Facsimile: (214) 746-7777

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

Proposed Attorneys for Debtors and Debtors in Possession

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

In re:	:	**Chapter 11**
CHC GROUP LTD. *et al.*,	:	**Case No. 16–_____ ( )**
Debtors.	:	**(Joint Administration Requested)**

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, attached hereto as **Exhibit A** is an organizational chart reflecting all of the ownership interests in CHC Group Ltd. ("**CHC Parent**") and its above-captioned debtor affiliates (the "**Non-Parent Debtors**"), as debtors and debtors in possession (collectively, the "**Debtors**").[1] CHC Parent, on behalf of itself and the Non-Parent Debtors, respectfully represent as follows:

- Each Debtor identified on **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
- CHC Parent is the ultimate parent company of each of the Non-Parent Debtors, and directly or indirectly owns a 100% equity interest in each of the Non-Parent Debtors.

[1] A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, where applicable, is attached hereto as **Exhibit B**.

- CHC Parent's equity securities are publicly held. Clayton Dubilier & Rice, LLC controls 100% of the convertible preferred shares in CHC Parent, representing approximately 49.9% voting stock on an as-converted basis. First Reserve Management, L.P. controls approximately 56.2% of the ordinary shares in CHC Parent, representing approximately 27.3% voting stock on an as-converted basis.

Exhibit A

Organizational Chart

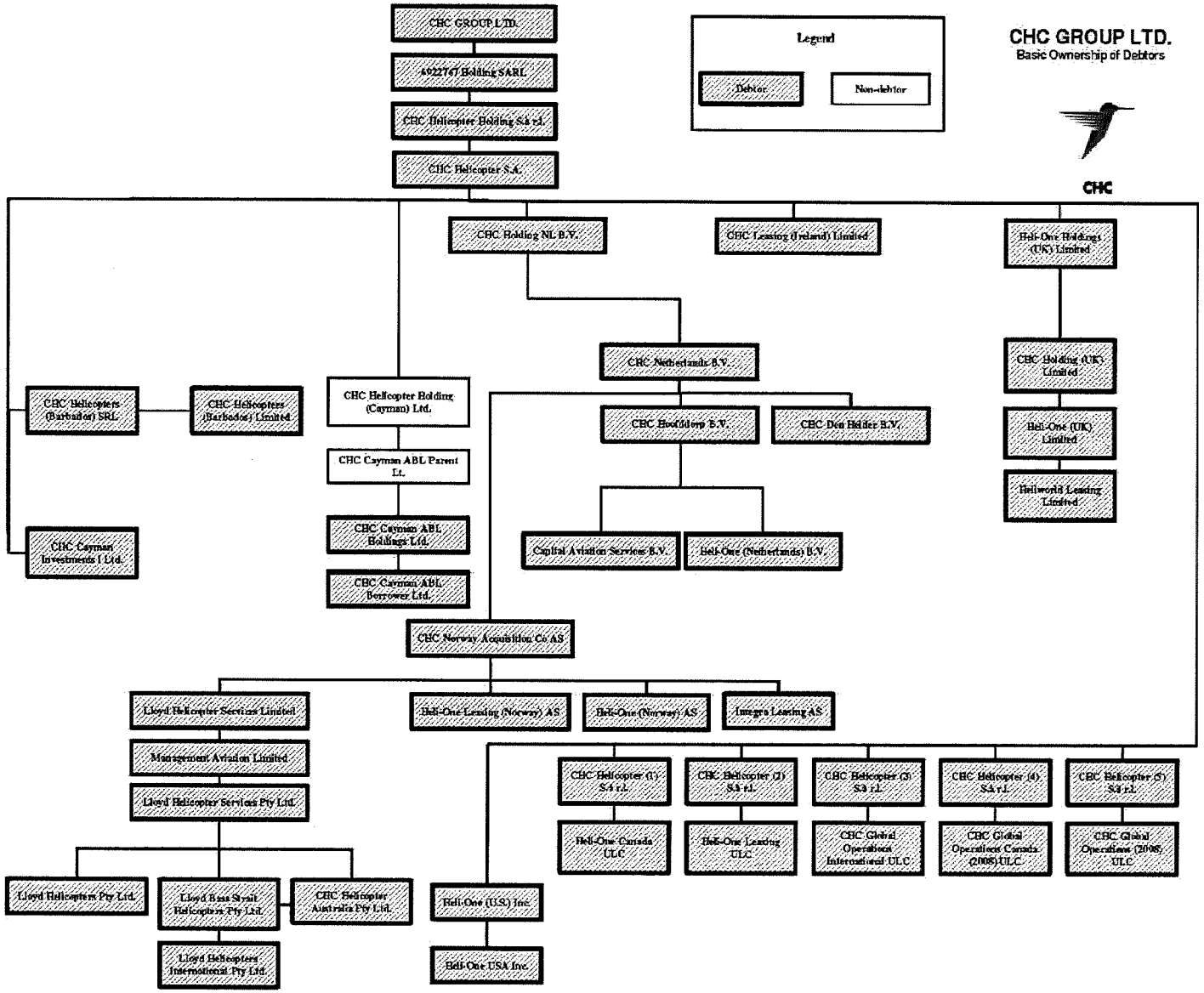

CHC GROUP LTD.
Basic Ownership of Debtors
Legend
Debtor
Non-debtor
CHC
CHC GROUP LTD.
6922747 Holding SARL
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
CHC Holding NL B.V.
CHC Leasing (Ireland) Limited
Heli-One Holdings (UK) Limited
CHC Netherlands B.V.
CHC Holding (UK) Limited
CHC Helicopters (Barbados) SRL
CHC Helicopters (Barbados) Limited
CHC Helicopter Holding (Cayman) Ltd.
CHC Hostildrop B.V.
CHC Den Helder B.V.
Heli-One (UK) Limited
CHC Cayman ABL Parent Lt.
Hellworld Leasing Limited
CHC Cayman Investments I Ltd.
CHC Cayman ABL Holdings Ltd.
Capital Aviation Services B.V.
Heli-One (Netherlands) B.V.
CHC Cayman ABL Borrower Ltd.
CHC Norway Acquisition Co AS
Lloyd Helicopter Services Limited
Heli-One Leasing (Norway) AS
Heli-One (Norway) AS
Integra Leasing AS
Management Aviation Limited
CHC Helicopter (1) S.à r.l.
CHC Helicopter (2) S.à r.l.
CHC Helicopter (3) S.à r.l.
CHC Helicopter (4) S.à r.l.
CHC Helicopter (5) S.à r.l.
Lloyd Helicopter Services Pty Ltd.
Heli-One Canada ULC
Heli-One Leasing ULC
CHC Global Operations International ULC
CHC Global Operations Canada (2008) ULC
CHC Global Operations (2008) ULC
Lloyd Helicopters Pty Ltd.
Lloyd Bass Strait Helicopters Pty Ltd.
CHC Helicopter Australia Pty Ltd.
Heli-One (U.S.) Inc.
Lloyd Helicopters International Pty Ltd.
Heli-One USA Inc.

Exhibit B

Debtors

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

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

Fill in this information to identify the case and this filing:

Debtor Name 6922767 Holding SARL

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (If known): _____

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* Corporate Ownership Statement

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

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

x /s/ Robert A. DeGenio
Signature of individual signing on behalf of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

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

In re:	:	**Chapter 11**
CHC GROUP LTD. *et al.*,	:	**Case No. 16–_____ ( )**
Debtors.	:	**(Joint Administration Requested)**

DECLARATION FOR ELECTRONIC FILING OF BANKRUPTCY PETITION

PART I - DECLARATION OF PETITIONER:

As an individual debtor in this case, or as the individual authorized to act on behalf of the corporation, partnership, or limited liability company seeking bankruptcy relief in this case, I hereby request relief as, or on behalf of, the debtor in accordance with the Chapter of Title 11, United States Code, specified in the petition to be filed electronically in this case. I have read the information provided in the petition to be filed electronically in this case and I hereby declare under penalty of perjury that the information provided therein, is true and correct. I understand that this Declaration is to be filed with the Bankruptcy Court within seven (7) business days after the petition has been filed electronically.

☐ ***[Check only if Chapter 7 individual debtor(s) whose debts are primarily consumer debts]*** I am an individual whose debts are primarily consumer debts and who has chosen to file under Chapter 7. I am aware that I may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, understand the relief available under each Chapter, and choose to proceed under Chapter 7.

☑ ***[Check only if debtor is a corporation, partnership or limited liability company]*** I hereby further declare under penalty of perjury that I have been authorized to file the petition on behalf of the debtor in this case.

Date: 05/05/2016 /s/ Robert A. Del Genio _____
Debtor Joint Debtor

PART II - DECLARATION OF ATTORNEY:

I declare ***under penalty of perjury*** that: (1) I will give the debtor(s) a copy of all documents referenced by Part I herein which are filed with the United States Bankruptcy Court; and (2) I have informed the debtor(s), if an individual with primarily consumer debts, that he or she may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, and have explained the relief available under each such chapter.

Date: 05/05/2016 /s/ Stephen A. Youngman
Attorney for Debtor

This is Exhibit "**B**" referred to in the Affidavit of **Sandra Brown-John** sworn before me this 5th day of October, 2016.

A Commissioner for Taking Affidavits
for British Columbia

PETER BYCHAWSKI
Barrister & Solicitor
BLAKE, CASSELS & GRAYDON **LLP**
Suite 2600, Three Bentall Centre
595 Burrard St., P.O. Box 49314
Vancouver, B.C. V7X 1L3
(604) 631-4218

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF TEXAS

CERTIFIED COPY

I, Sheniqua Whitaker , Clerk of the United States Bankruptcy Court, certify that the attached is a true and full copy of page(s) 1 through 23 of the original

[Doc. 1] Non-individual Chapter 11 Voluntary Petition Filed by Capital Aviation Services B.V.

now existing among the records of this Court.

In testimony whereof I sign my name, and affix the seal of this Court at

Dallas, Texas , in this State, on September 27, 2016
City Date

Clerk, U.S.Bankruptcy Court
Northern District of Texas

Sheniqua Whitaker
(By) Deputy Clerk

Fill in this information to identify the case			
United States Bankruptcy Court for the:			
Northern	*District of*	Texas (State)	
Case number (*If known*):		Chapter 11	

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.

1. Debtor's name Capital Aviation Services B.V.

2. All other names debtor used in the last 8 years
Include any assumed names, trade names, and *doing business as* names

See Schedule 1

3. Debtor's federal Employer Identification Number (EIN) 98-0592415

4. Debtor's address

Principal place of business

Luchthavenweg 18
Number Street

1786 PP Den Helder

Netherlands
City State ZIP Code

County

Mailing address, if different from principal place of business

600 East Las Colinas Blvd., 10th Floor
Number Street

P.O. Box

Irving TX 75039
City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL) www.chc.ca

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

7. Describe debtor's business

A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply:*

- ☐ Tax- entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes .

4812

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. *Check all that apply:*
  - ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ☐ A plan is being filed with this petition.
  - ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ☒ No
- ☐ Yes District _____ When _____ Case number _____
  MM/ DD/ YYYY
  District _____ When _____ Case number _____
  MM / DD/ YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1,

- ☐ No
- ☒ Yes Debtor See Schedule 2 Relationship Affiliates
  District Northern District of Texas When 05/05/2016
  MM / DD/ YYYY
  Case number, if known _____

attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
  What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number Street

City State ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
  Contact Name _____
  Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

☐ 1-49	☐ 1,000-5,000	☐ 25,001-50,000
☐ 50-99	☐ 5,001-10,000	☐ 50,001-100,000
☐ 100-199	☒ 10,001-25,000	☐ More than 100,000
☐ 200-999		

15. Estimated assets (on a consolidated basis)

☐ $0-$50,000	☐ $1,000,001-$10 million	☐ $500,000,001-$1 billion
☐ $50,001-$100,000	☐ $10,000,001-$50 million	☒ $1,000,000,001-$10 billion
☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

16. Estimated liabilities (on a consolidated basis)

☐ $0-$50,000	☐ $1,000,001-$10 million	☐ $500,000,001-$1 billion
☐ $50,001-$100,000	☐ $10,000,001-$50 million	☒ $1,000,000,001-$10 billion
☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement 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.

17. Declaration and signature of authorized representative of debtor

■ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

■ I have been authorized to file this petition on behalf of the debtor.

■ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

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

✘ /s/ Robert A. Del Genio
Signature of authorized representative of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Title

18. Signature of attorney

✘ /s/ Stephen A. Youngman
Signature of attorney for debtor

Date 05/05/2016
MM / DD / YYYY

Stephen A. Youngman
Printed Name

Weil, Gotshal & Manges LLP
Firm Name

200 Crescent Court, Suite 300
Number Street

Dallas
City

TX
State

75201
ZIP Code

(214) 746-7700
Contact phone

stephen.youngman@weil.com
Email address

22226600
Bar Number

TX
State

Capital Aviation Services B.V.

Schedule 1

All Other Names Used By the Debtor or Its Affiliates in the Last 8 Years

Entity	Previous Name(s)
CHC Group Ltd.	FR Horizon Holding (Cayman) Inc.
CHC Global Operations (2008) ULC	CHC Global Operations (2008) Inc.
CHC Global Operations Canada (2008) ULC	CHC Global Operations Canada (2008) Inc.
CHC Global Operations International ULC	CHC Global Operations International Inc.
CHC Helicopter Australia Pty Ltd	Lloyd Off-Shore Helicopters Pty. Ltd.
CHC Helicopter Holding S.à r.l.	CHC Helicopter LLC CHC Helicopter Corporation
CHC Helicopter S.A.	CHC Helicopter S.à r.l.
CHC Holding (UK) Limited	Canadian Helicopters (UK) Limited
CHC Leasing (Ireland) Limited	Justinvale Limited
Heli-One Canada ULC	Heli-One Canada Inc. 6976972 Canada Inc.
Heli-One Leasing ULC	Heli-One Leasing Inc.

Schedule 2

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the affiliated entities listed below filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Northern District of Texas. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

Company
CHC Group Ltd.
6922767 Holding SARL
Capital Aviation Services B.V.
CHC Cayman ABL Borrower Ltd.
CHC Cayman ABL Holdings Ltd.
CHC Cayman Investments I Ltd.
CHC Den Helder B.V.
CHC Global Operations (2008) ULC
CHC Global Operations Canada (2008) ULC
CHC Global Operations International ULC
CHC Helicopter (1) S.à r.l.
CHC Helicopter (2) S.à r.l.
CHC Helicopter (3) S.à r.l.
CHC Helicopter (4) S.à r.l.
CHC Helicopter (5) S.à r.l.
CHC Helicopter Australia Pty Ltd
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
CHC Helicopters (Barbados) Limited
CHC Helicopters (Barbados) SRL
CHC Holding (UK) Limited
CHC Holding NL B.V.
CHC Hoofddorp B.V.
CHC Leasing (Ireland) Limited

Company
CHC Netherlands B.V.
CHC Norway Acquisition Co AS
Heli-One (Netherlands) B.V.
Heli-One (Norway) AS
Heli-One (U.S.) Inc.
Heli-One (UK) Limited
Heli-One Canada ULC
Heli-One Holdings (UK) Limited
Heli-One Leasing (Norway) AS
Heli-One Leasing ULC
Heli-One USA Inc.
Heliworld Leasing Limited
Integra Leasing AS
Lloyd Bass Strait Helicopters Pty. Ltd.
Lloyd Helicopter Services Limited
Lloyd Helicopter Services Pty. Ltd.
Lloyd Helicopters International Pty. Ltd.
Lloyd Helicopters Pty. Ltd.
Management Aviation Limited

CAPITAL AVIATION SERVICES B.V.

UNANIMOUS WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY

WHEREAS, **CAPITAL AVIATION SERVICES B.V.**, a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of The Netherlands, having its corporate seat (statutaire zetel) in Haarlemmermeer, The Netherlands, its place of business at Scorpius 110, Southpoint, Building A, 2132 LR Hoofddorp, The Netherlands, registered with the Commercial Register under number 37090973 (the ***"Company"***), is an indirect subsidiary of CHC Group Ltd., a Cayman Islands exempted company (***"CHC"***);

WHEREAS, CHC and certain of its subsidiaries and affiliates are considering commencing cases under chapter 11 of title 11 of the United States Code (the ***"Bankruptcy Code"***) in the United States Bankruptcy Court for the Northern District of Texas (the ***"Bankruptcy Court"***);

WHEREAS, all of the directors of the Company (the ***"Board"***), having received and considered advice from the Company's legal and financial advisors, deem it desirable and in the best interests of the Company and its creditors, employees, and other stakeholders and interested parties for the Company to commence a case under chapter 11 of the Bankruptcy Code in the Bankruptcy Court;

WHEREAS, no (board) regulations (*(bestuurs)reglementen*) have been adopted or otherwise apply containing provisions that would preclude the directors of the Company from validly adopting the resolutions contained herein and these resolutions are not subject to the approval of the general meeting of the Company.

COMMENCEMENT OF CHAPTER 11 CASE

NOW, THEREFORE, BE IT RESOLVED, that, if the board of directors of CHC resolves to authorize CHC's officers and directors to file a chapter 11 petition on behalf of CHC, upon such board of directors' authorization, Karl Fessenden, Hooman Yazhari, Lee Eckert, Nicolas Stable, Robert A. Del Genio, any of the directors and officers of the Company as listed on the Company's register of directors and officers, and any other person designated and so authorized to act (each, an ***"Authorized Officer"***) be, and each of them hereby is, empowered, authorized, and directed, in the name and on behalf of the Company, to execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy

Court at such time that the Authorized Officer executing the same shall determine;

RETENTION OF ADVISORS

FURTHER RESOLVED, that the law firm of Weil, Gotshal & Manges LLP is hereby employed as counsel for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the law firm of Debevoise & Plimpton LLP is hereby employed as special aircraft counsel for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the firm of PJT Partners LP is hereby employed as investment banker for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the firm of Seabury Corporate Advisors LLC is hereby employed as financial advisor for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the firm of CDG Group, LLC is hereby employed as restructuring advisor in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that Kurtzman Carson Consultants LLC is hereby employed as (i) claims and noticing agent, and (ii) administrative agent for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed to execute and file in the Company's chapter 11 case, all petitions, schedules, motions, lists, applications, pleadings and other papers and, in connection therewith, to engage, employ, and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with the Company's chapter 11 case, including, without limitation, negotiating and obtaining debtor in possession financing and/or the use of cash collateral, and executing, delivering and performing any and all documents, agreements, certificates, and/or instruments in connection with such debtor in possession financing and/or use of cash collateral, with a view to the successful prosecution of such case;

FURTHER RESOLVED, that any Authorized Officer be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals and rulings of governmental or regulatory authorities, certificates, and other documents, and to take such other actions that in the judgment of the Authorized Officer shall be or become necessary, proper, or desirable in connection with the Company's chapter 11 case;

GENERAL RESOLUTIONS

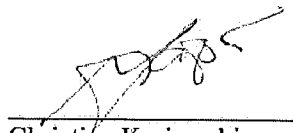
FURTHER RESOLVED, that all prior actions taken by any Authorized Officer, officer or agent for and on behalf of the Company in connection with the foregoing resolutions, including but not limited to, the signing of any agreements, resolutions, deeds, letters, notices, certificates, acknowledgements, receipts, authorizations, instructions, releases, waivers, proxies, instruments and other documents (whether of a like nature or not) and the payment of any and all related fees and expenses be confirmed, ratified, and approved in all respects;

FURTHER RESOLVED, that any of the Authorized Officers be, and each of them hereby is, authorized, empowered, and directed, for and on behalf of the Company, to take any and all actions, to negotiate and enter into agreements and amendments to agreements, to perform all such acts and deeds, to execute, file, deliver, or record in the name of and on behalf of the Company, all such certificates, instruments, agreements, and other documents, and to make all such payments as they, in their judgment, may deem necessary, advisable, or appropriate in order to carry out the purpose and intent of the foregoing resolutions, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of such certificates, instruments, agreements, and documents;

FURTHER RESOLVED, that these resolutions may be executed in any number of counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document. Each signatory may deliver a signed copy of these resolutions by facsimile, and any such copy shall be deemed to be an original.

[*Signature appears on the following page*]

Dated: April 28, 2016



Christian Krajewski
Managing Director

Fill in this information to identify the case:
Debtor name Capital Aviation Services B.V.
United States Bankruptcy Court for the: Northern District of Texas (State)
Case number (if known): _____

☐ Check if this an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders[1]

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code[2]	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Name: International Corporate Trust Address: The Bank of New York Mellon 101 Barclay Street, Floor 4 East, New York, NY 10286	Name: The Bank of New York Mellon Phone: - (412) 234-5000 Fax: - Email: -	Unsecured Notes	Liquidated			$98,432,780
2	Name: McGrigors Pension Trustees Limited Address: 141 Bothwell Street, Glasgow, G2 7EQ	Name: Ian Gordon Phone: 44 (0)141 567 8401 Fax: - Email: -	Pensions	Liquidated			$66,440,996
3	Name: Martello Property Services Inc. Address: 200-808 West Hastings Street, Vancouver, BC, V6C 2X4	Name: Martello Property Services Inc. Phone: 604-681-6544 Fax: 604-681-5114 Email: -	Lease Financing Facility	Liquidated			$26,586,212
4	Name: Finmeccanica S.P.A. Helicopters Div. Address: Warranty Administration Dept Via Per Tornavento 15 21019 Somma Lombardo (Va)	Name: Finmeccanica S.P.A. Helicopters Div. Phone: 00390331711288 Fax: 00390331711377 Email: daniele.romiti@finmeccanica.com	Trade	Liquidated			$4,956,652
5	Name: Airbus Helicopters Address: Aeroport International Marseille Province Fr-13725 Marignane Cedex	Name: Airbus Helicopters Phone: 003342858585 Fax: 003342859996 Email: guillaume.faury@airbus.com	Trade	Disputed		May be subject to asserted setoff	$4,145,055
6	Name: Sikorsky Commerical Inc. (HSI) Address: P.O. BOX 111068 Trumbull, CT 06611-0868	Name: Sikorsky Commerical Inc. (HSI) Phone: 203-416-4000 Fax: 203-416-4291 Email: danielschultz@sikorsky.com	Trade	Disputed		May be subject to asserted setoff	$3,076,829

[1] Although certain secured creditors may have unsecured deficiency claims depending on the value of their collateral, such a determination has not been made at this time. Therefore, such creditors are not included on this list.

[2] This List of Creditors Who Have the 30 Largest Unsecured Claims is presented on a consolidated basis for each of the Debtors.

Name of creditor and complete mailing address, including zip code[2]		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
7	Name: Coface – Parilease SAS Address: 16 rue de Hanovre Paris 75002 France	Name: Coface – Parilease SAS Phone: +33 1 43 16 86 52 Fax: +33 1 4298 1203 Email:	Lease	Unliquidated		May be subject to asserted setoff	$2,197,611
8	Name: CAE Address: 2025 Logistics Drive Mississauga Ontario L5S 1Z9 L5S 1Z9 Canada CA L5S 1Z9	Name: CAE Phone: - 905-672-8650 Fax: 514-734-5682 Email: nelson.camacho@cae.com	Services	Unliquidated Disputed		May be subject to asserted setoff	$2,132,219
9	Name: Waypoint Asset Company (Ireland) Ltd Address: 25/28 North Wall Quay Dublin 1 Ireland IE	Name: Waypoint Asset Company (Ireland) Ltd Phone: +353 61 633333 Fax: +353 61 633334 Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$1,320,087
10	Name: Turbomeca Address: Technopole Izarbel Bp4 64210 Bidart, France	Name: Turbomeca Phone: - +(33) 5 59 12 50 72 Fax: - 0033559125491 Email: bruno.even@turbomeca.fr	Trade	Unliquidated			$1,185,968
11	Name: TMC International Ltd Address: 2-1-15 Hiroo Shibuya-ku JP-Tokyo 150-0012 Japan	Name: TMC International Ltd Phone: +81-3-3400-5188 Fax: +81-3-5778-4888 Email: -	Services	Unliquidated			$1,048,444
12	Name: Milestone Aviation Group Address: Block 4 The Harcourt Centre Harcourt Road Dublin 2 Ireland	Name: Milestone Aviation Group Phone: - +353 1 216 5700 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$1,020,158
13	Name: Ruag Switzerland Ltd Address: Ruag Aviation Seetalstrasse 175 Ch-6032 Emmen	Name: Ruag Switzerland Ltd Phone: 0041416725050 Fax: 0041416725051 Email: -	Trade	Liquidated			$920,051
14	Name: Lombard North Central Plc Address: Lombard House, The Waterfront, Elstree Road Elstree, Hertfordshire WD6 3BS United Kingdom	Name: Lombard North Central Plc Phone: +44 (0) 208 236 7827 Fax: +44 207 672 4006 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$777,578
15	Name: Sandycove Aviation Limited Address: c/o LCI Helicopters Ireland Ltd 41 Forbes Quay Sir John Rogersons Quay Dublin 2 Ireland IE	Name: Sandycove Aviation Limited Phone: - Fax: - Email: -	Lease	Unliquidated		May be subject to asserted setoff	$710,371
16	Name: GE Capital Equipment Finance Ltd Address: 2630 The Quadrant Aztec West Bristol Bristol BS32 4GQ GB BS32 4GQ	Name: GE Capital Equipment Finance Ltd Phone: 00448702418899 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$686,416
17	Name: SACE Lenders - BNP Paribas Address: 21, place du Marche Saint-Honore Paris 75001 France	Name: SACE Lenders - BNP Paribas Phone: +33 1 43 16 86 52 Fax: - +33 1 4316 8184 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$503,623
18	Name: SpareBank1 Address: Sjogata 8, 9008 Tromso, PO Box 6801, Langes Tromso 9298 Norway	Name: SpareBank1 Phone: +47 7762 2372 Fax: - +47 7762 2371 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$413,085
19	Name: 1027098 BC Ltd. Address: 1376 Sea Lover's Lane, Gabriola, BC, Canada V0R 1X5	Name: 1027098 BC Ltd. Phone: - 1-250-247-9594 Fax: - Email: -	Services	Liquidated			$390,000

Name of creditor and complete mailing address, including zip code[2]		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
20	Name: Precision Accessories & Instruments Address: 495 Lake Mirror Road Building 800 Suite G Atlanta, GA 30349	Name: Precision Accessories & Instruments Phone: 0014047675800 Fax: 0014047675900 Email: -	Trade	Liquidated			$379,316
21	Name: Saga Gabon S.A. Address: Z.P.D. Owendo Bp72 Libreville Gabon Gabon Ga	Name: Saga Gabon S.A. Phone: 241-702082 Fax: 241-701207 Email: -	Trade	Liquidated			$368,164
22	Name: Regent Tanzania Ltd. Address: P.O. Box 10311 964 Olympio Street Upanga Dar - ES - Salaam Dar - ES - Salaam Tanzania TZ	Name: Regent Tanzania Ltd. Phone: -+255 784 540060 Fax: - 255 22 2153 297 Email: -	Services	Contingent; Unliquidated; Disputed			$367,147
23	Name: Lobo Leasing SPV A Limited Address: Alexandra House The Sweepstakes Ballsbridge Dublin 4 Ireland IE	Name: Lobo Leasing SPV A Limited Phone: - +353 1 253 0460 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$314,312
24	Name: Airbus Helicopters Simulation Center Address: Sultan Abdul Aziz Shah Airport 47200 Subang Selangor Malaysia	Name: Airbus Helicopters Simulation Center Phone: - 60378487600 Fax: - Email: -	Trade	Liquidated			$286,735
25	Name: Euroavionics Navigations System GMB Address: Karlsruher Strasse 91 DE-75179 Pforzheim Germany	Name: Euroavionics Navigations System GMB Phone: - 00497231586780 Fax: - Email: -	Trade	Liquidated			$259,696
26	Name: Sikorsky Helitech - Australia Address: PO Box 1374 Eagle Farm QLD 4009 Australia	Name: Sikorsky Helitech - Australia Phone: - (07)36327000 Fax: - Email: -	Trade	Liquidated			$229,694
27	Name: Composite Technology Inc. USA Address: 1727 South Main Street Grapevine TX 75261 USA	Name: Composite Technology Inc. USA Phone: - 0019724566900 Fax: - Email: -	Trade	Liquidated			$209,014
28	Name: DJ Composites Inc. Address: 1 C.L. Dobbin Road Gander Newfoundland & Labrador A1V 2V3 Canada	Name: DJ Composites Inc Phone: - 709-256-6111 Fax: - Email: -	Trade	Liquidated			$201,219
29	Name: Matha Janthorn Co. Ltd. Address: 779 Soi Rajchada 18 Rajchadapisek Rd Huey Kwang Bangkok 10310 Thailand	Name: Matha Janthorn Co. Ltd Phone: - 02 692 6229 Fax: - 02 692 5005 Email: -	Services	Liquidated			$199,702
30	Name: Honeywell International, Phoenix Address: 21111N. 19th Ave. Phoenix AZ 85027-2708 USA	Name: Honeywell International, Phoenix Phone: - 0016024366184 Fax: - Email: -	Trade	Liquidated			$175,607

Fill in this information to identify the case and this filing:

Debtor Name Capital Aviation Services B.V.

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (If known): _____

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 05/05/2016
MM / DD / YYYY

x /s/ Robert A. Del Genio
Signature of individual signing on behalf of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

Stephen A. Youngman (22226600)
WEIL, GOTSHAL & MANGES LLP
200 Crescent Court, Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7700
Facsimile: (214) 746-7777

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

Proposed Attorneys for Debtors and Debtors in Possession

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

In re:	:	**Chapter 11**
CHC GROUP LTD. *et al.*,	:	**Case No. 16–_____ ( )**
Debtors.	:	**(Joint Administration Requested)**

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, attached hereto as **Exhibit A** is an organizational chart reflecting all of the ownership interests in CHC Group Ltd. ("**CHC Parent**") and its above-captioned debtor affiliates (the "**Non-Parent Debtors**"), as debtors and debtors in possession (collectively, the "**Debtors**").[1] CHC Parent, on behalf of itself and the Non-Parent Debtors, respectfully represent as follows:

- Each Debtor identified on **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
- CHC Parent is the ultimate parent company of each of the Non-Parent Debtors, and directly or indirectly owns a 100% equity interest in each of the Non-Parent Debtors.

[1] A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, where applicable, is attached hereto as **Exhibit B**.

- CHC Parent's equity securities are publicly held. Clayton Dubilier & Rice, LLC controls 100% of the convertible preferred shares in CHC Parent, representing approximately 49.9% voting stock on an as-converted basis. First Reserve Management, L.P. controls approximately 56.2% of the ordinary shares in CHC Parent, representing approximately 27.3% voting stock on an as-converted basis.

Exhibit A

Organizational Chart

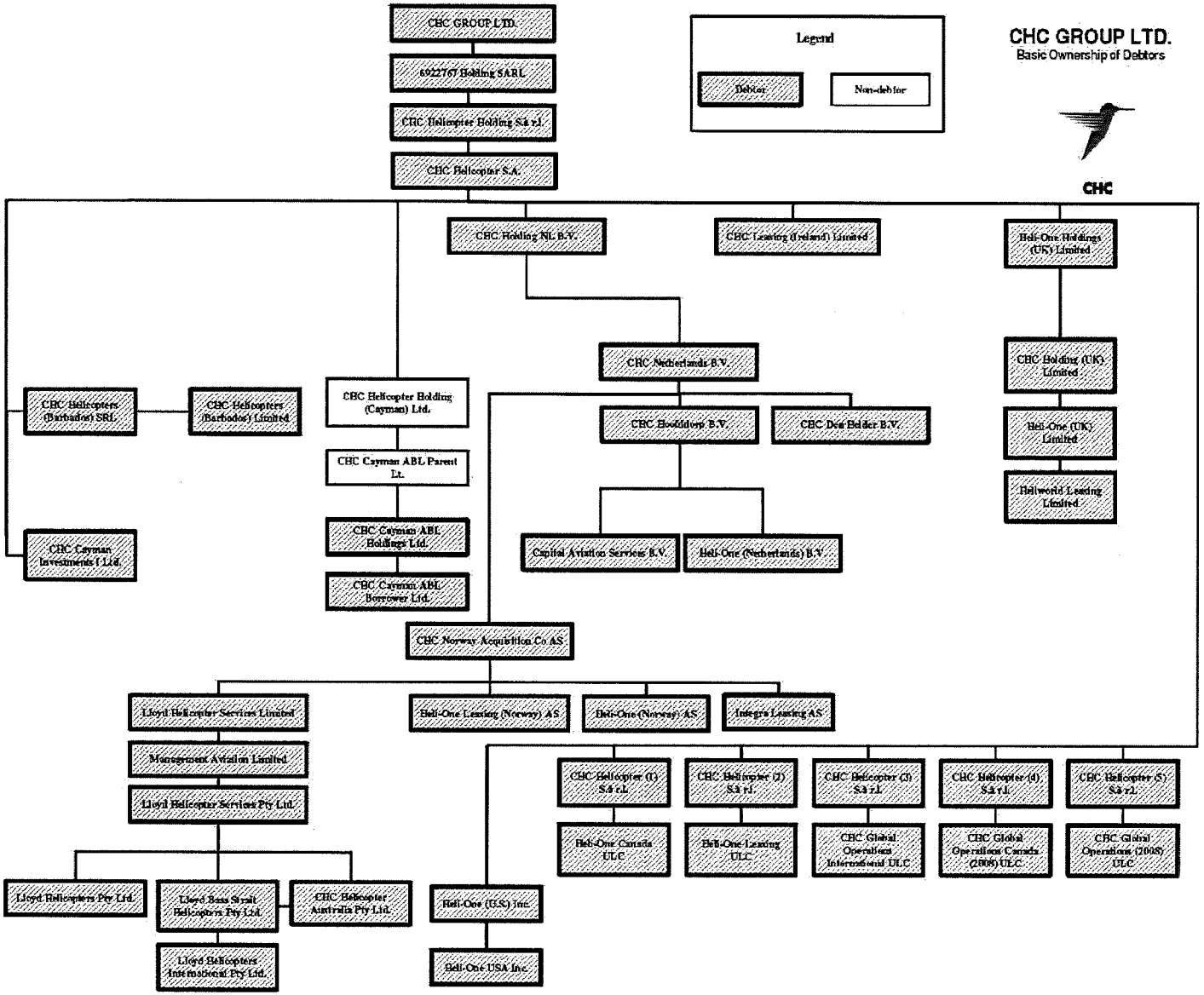

CHC GROUP LTD.
Basic Ownership of Debtors
Legend
Debtor
Non-debtor
CHC
CHC GROUP LTD.
6922767 Holding SARL
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
CHC Holding NL B.V.
CHC Leasing (Ireland) Limited
Heli-One Holdings (UK) Limited
CHC Netherlands B.V.
CHC Holding (UK) Limited
CHC Helicopters (Barbados) SRL
CHC Helicopters (Barbados) Limited
CHC Helicopter Holding (Cayman) Ltd.
CHC Hoofddorp B.V.
CHC Den Helder B.V.
Heli-One (UK) Limited
CHC Cayman ABL Parent Lt.
Hellworld Leasing Limited
CHC Cayman Investments I Ltd.
CHC Cayman ABL Holdings Ltd.
Capital Aviation Services B.V.
Heli-One (Netherlands) B.V.
CHC Cayman ABL Borrower Ltd.
CHC Norway Acquisition Co AS
Lloyd Helicopter Services Limited
Heli-One Leasing (Norway) AS
Heli-One (Norway) AS
Integra Leasing AS
Management Aviation Limited
CHC Helicopter (1) S.à r.l.
CHC Helicopter (2) S.à r.l.
CHC Helicopter (3) S.à r.l.
CHC Helicopter (4) S.à r.l.
CHC Helicopter (5) S.à r.l.
Lloyd Helicopter Pty Ltd.
Heli-One Canada ULC
Heli-One Leasing ULC
CHC Global Operations International ULC
CHC Global Operations Canada (2008) ULC
CHC Global Operations (2008) ULC
Lloyd Helicopters Pty Ltd.
Lloyd Bass Strait Helicopters Pty Ltd.
CHC Helicopter Australia Pty Ltd.
Heli-One (U.S.) Inc.
Lloyd Helicopters International Pty Ltd.
Heli-One USA Inc.

Exhibit B

Debtors

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

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

Fill in this information to identify the case and this filing:

Debtor Name Capital Aviation Services B.V.

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (If known): _____

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* Corporate Ownership Statement

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

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

× /s/ Robert A. Del Genio
Signature of individual signing on behalf of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

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

In re:	:	**Chapter 11**
CHC GROUP LTD. *et al.*,	:	**Case No. 16–_____ ( )**
Debtors.	:	**(Joint Administration Requested)**

DECLARATION FOR ELECTRONIC FILING OF BANKRUPTCY PETITION

PART I - DECLARATION OF PETITIONER:

As an individual debtor in this case, or as the individual authorized to act on behalf of the corporation, partnership, or limited liability company seeking bankruptcy relief in this case, I hereby request relief as, or on behalf of, the debtor in accordance with the Chapter of Title 11, United States Code, specified in the petition to be filed electronically in this case. I have read the information provided in the petition to be filed electronically in this case and I hereby declare under penalty of perjury that the information provided therein, is true and correct. I understand that this Declaration is to be filed with the Bankruptcy Court within seven (7) business days after the petition has been filed electronically.

☐ ***[Check only if Chapter 7 individual debtor(s) whose debts are primarily consumer debts]*** I am an individual whose debts are primarily consumer debts and who has chosen to file under Chapter 7. I am aware that I may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, understand the relief available under each Chapter, and choose to proceed under Chapter 7.

☑ ***[Check only if debtor is a corporation, partnership or limited liability company]*** I hereby further declare under penalty of perjury that I have been authorized to file the petition on behalf of the debtor in this case.

Date: 05/05/2016 /s/ Robert A. Del Genio
Debtor

_____
Joint Debtor

PART II - DECLARATION OF ATTORNEY:

I declare ***under penalty of perjury*** that: (1) I will give the debtor(s) a copy of all documents referenced by Part I herein which are filed with the United States Bankruptcy Court; and (2) I have informed the debtor(s), if an individual with primarily consumer debts, that he or she may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, and have explained the relief available under each such chapter.

Date: 05/05/2016 /s/ Stephen A. Youngman
Attorney for Debtor

This is Exhibit "**C**" referred to in the Affidavit of **Sandra Brown-John** sworn before me this 5th day of October, 2016.

A Commissioner for Taking Affidavits
for British Columbia

PETER BYCHAWSKI
Barrister & Solicitor
BLAKE, CASSELS & GRAYDON LLP
Suite 2600, Three Bentall Centre
595 Burrard St., P.O. Box 49314
Vancouver, B.C. V7X 1L3
(604) 631-4218

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF TEXAS

CERTIFIED COPY

I, Sheniqua Whitaker , Clerk of the United States Bankruptcy Court, certify that the attached is a true and full copy of page(s) 1 through 24 of the original

[Doc. 1] Non-individual Chapter 11 Voluntary Petition Filed by CHC Cayman ABL Borrower Ltd.

now existing among the records of this Court.

In testimony whereof I sign my name, and affix the seal of this Court at

Dallas, Texas, in this State, on September 27, 2016

City Date

UNITED STATES BANKRUPTCY COURT SEAL

Clerk, U.S.Bankruptcy Court
Northern District of Texas

Sheniqua Whitaker

(By) Deputy Clerk

Fill in this information to identify the case			
United States Bankruptcy Court for the:			
Northern	*District of*	Texas (State)	
Case number (*If known*):		Chapter 11	

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.

1. Debtor's name CHC Cayman ABL Borrower Ltd.

2. All other names debtor used in the last 8 years
Include any assumed names, trade names, and *doing business as* names

See Schedule 1

3. Debtor's federal Employer Identification Number (EIN) 98-1245051

4. Debtor's address

Principal place of business

One Capital Place, 3rd Floor
Number Street

Shedden Road

Grand Cayman, Cayman Islands, KY1-1110
City State ZIP Code

County

Mailing address, if different from principal place of business

600 East Las Colinas Blvd., 10th Floor
Number Street

P.O. Box

Irving TX 75039
City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL) www.chc.ca

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

7. Describe debtor's business

A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply:*

- ☐ Tax- entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes .

4812

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. *Check all that apply:*
  - ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ☐ A plan is being filed with this petition.
  - ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ☒ No
- ☐ Yes District _____ When _____ Case number _____
  MM/ DD/ YYYY
  District _____ When _____ Case number _____
  MM / DD/ YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1,

- ☐ No
- ☒ Yes Debtor See Schedule 2 Relationship Affiliates
  District Northern District of Texas When 05/05/2016
  MM / DD/ YYYY
  Case number, if known _____

attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
  What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number Street

City State ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
  Contact Name _____
  Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

☐ 1-49	☐ 1,000-5,000	☐ 25,001-50,000
☐ 50-99	☐ 5,001-10,000	☐ 50,001-100,000
☐ 100-199	☒ 10,001-25,000	☐ More than 100,000
☐ 200-999		

15. Estimated assets (on a consolidated basis)

☐ $0-$50,000	☐ $1,000,001-$10 million	☐ $500,000,001-$1 billion
☐ $50,001-$100,000	☐ $10,000,001-$50 million	☒ $1,000,000,001-$10 billion
☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

16. Estimated liabilities (on a consolidated basis)			
	☐ $0-$50,000	☐ $1,000,001-$10 million	☐ $500,000,001-$1 billion
	☐ $50,001-$100,000	☐ $10,000,001-$50 million	☒ $1,000,000,001-$10 billion
	☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
	☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement 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.

17. Declaration and signature of authorized representative of debtor

■ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

■ I have been authorized to file this petition on behalf of the debtor.

■ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

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

✘ /s/ Robert A. Del Genio
Signature of authorized representative of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Title

18. Signature of attorney

✘ /s/ Stephen A. Youngman
Signature of attorney for debtor

Date 05/05/2016
MM / DD / YYYY

Stephen A. Youngman
Printed Name

Weil, Gotshal & Manges LLP
Firm Name

200 Crescent Court, Suite 300
Number Street

Dallas
City

TX
State

75201
ZIP Code

(214) 746-7700
Contact phone

stephen.youngman@weil.com
Email address

22226600
Bar Number

TX
State

Schedule 1

All Other Names Used By the Debtor or Its Affiliates in the Last 8 Years

Entity	Previous Name(s)
CHC Group Ltd.	FR Horizon Holding (Cayman) Inc.
CHC Global Operations (2008) ULC	CHC Global Operations (2008) Inc.
CHC Global Operations Canada (2008) ULC	CHC Global Operations Canada (2008) Inc.
CHC Global Operations International ULC	CHC Global Operations International Inc.
CHC Helicopter Australia Pty Ltd	Lloyd Off-Shore Helicopters Pty. Ltd.
CHC Helicopter Holding S.à r.l.	CHC Helicopter LLC CHC Helicopter Corporation
CHC Helicopter S.A.	CHC Helicopter S.à r.l.
CHC Holding (UK) Limited	Canadian Helicopters (UK) Limited
CHC Leasing (Ireland) Limited	Justinvale Limited
Heli-One Canada ULC	Heli-One Canada Inc. 6976972 Canada Inc.
Heli-One Leasing ULC	Heli-One Leasing Inc.

Schedule 2

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the affiliated entities listed below filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Northern District of Texas. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

Company
CHC Group Ltd.
6922767 Holding SARL
Capital Aviation Services B.V.
CHC Cayman ABL Borrower Ltd.
CHC Cayman ABL Holdings Ltd.
CHC Cayman Investments I Ltd.
CHC Den Helder B.V.
CHC Global Operations (2008) ULC
CHC Global Operations Canada (2008) ULC
CHC Global Operations International ULC
CHC Helicopter (1) S.à r.l.
CHC Helicopter (2) S.à r.l.
CHC Helicopter (3) S.à r.l.
CHC Helicopter (4) S.à r.l.
CHC Helicopter (5) S.à r.l.
CHC Helicopter Australia Pty Ltd
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
CHC Helicopters (Barbados) Limited
CHC Helicopters (Barbados) SRL
CHC Holding (UK) Limited
CHC Holding NL B.V.
CHC Hoofddorp B.V.
CHC Leasing (Ireland) Limited

Company
CHC Netherlands B.V.
CHC Norway Acquisition Co AS
Heli-One (Netherlands) B.V.
Heli-One (Norway) AS
Heli-One (U.S.) Inc.
Heli-One (UK) Limited
Heli-One Canada ULC
Heli-One Holdings (UK) Limited
Heli-One Leasing (Norway) AS
Heli-One Leasing ULC
Heli-One USA Inc.
Heliworld Leasing Limited
Integra Leasing AS
Lloyd Bass Strait Helicopters Pty. Ltd.
Lloyd Helicopter Services Limited
Lloyd Helicopter Services Pty. Ltd.
Lloyd Helicopters International Pty. Ltd.
Lloyd Helicopters Pty. Ltd.
Management Aviation Limited

CHC CAYMAN ABL BORROWER LTD.

UNANIMOUS WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY

WHEREAS, CHC Cayman ABL Borrower Ltd., an exempted company (the ***"Company"***), is an indirect subsidiary of CHC Group Ltd., a Cayman Islands exempted company (***"CHC"***);

WHEREAS, CHC and certain of its direct and indirect subsidiaries and affiliates are considering commencing cases under chapter 11 of title 11 of the United States Code (the ***"Bankruptcy Code"***) in the United States Bankruptcy Court for the Northern District of Texas (the ***"Bankruptcy Court"***);

WHEREAS, all of the directors of the Company (the ***"Board"***), having received and considered advice from the Company's legal and financial advisors, deem it desirable and in the best interests of the Company and its creditors, employees, and other stakeholders and interested parties for the Company to commence a case under chapter 11 of the Bankruptcy Code in the Bankruptcy Court.

COMMENCEMENT OF CHAPTER 11 CASE

NOW, THEREFORE, BE IT RESOLVED, that, if the board of directors of CHC resolves to authorize CHC's officers and directors to file a chapter 11 petition on behalf of CHC, upon such board of directors' authorization, Karl Fessenden, Hooman Yazhari, Lee Eckert, Nicolas Stable, Robert A. Del Genio, any of the directors and officers of the Company as listed on the Company's register of directors and officers, and any other person designated and so authorized to act (each, an ***"Authorized Officer"***) be, and each of them hereby is, empowered, authorized, and directed, in the name and on behalf of the Company, to execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court at such time that the Authorized Officer executing the same shall determine;

RETENTION OF ADVISORS

FURTHER RESOLVED, that the law firm of Weil, Gotshal & Manges LLP is hereby employed as counsel for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the law firm of Debevoise & Plimpton LLP is hereby employed as special aircraft counsel for the

Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the firm of PJT Partners LP is hereby employed as investment banker for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the firm of Seabury Corporate Advisors LLC is hereby employed as financial advisor for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the firm of CDG Group, LLC is hereby employed as restructuring advisor for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that Kurtzman Carson Consultants LLC is hereby employed as (i) claims and noticing agent, and (ii) administrative agent for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that any Authorized Officer be, and each of them hereby is, authorized, empowered, and directed to execute and file in the Company's chapter 11 case, all petitions, schedules, motions, lists, applications, pleadings and other papers and, in connection therewith, to engage, employ, and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with the Company's chapter 11 case, including, without limitation, negotiating and obtaining debtor in possession financing and/or the use of cash collateral, and executing, delivering and performing any and all documents, agreements, certificates, and/or instruments in connection with such debtor in possession financing and/or use of cash collateral, with a view to the successful prosecution of such case;

FURTHER RESOLVED, that any Authorized Officer be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals and rulings of governmental or regulatory authorities, certificates, and other documents, and to take such other actions that in the judgment of the Authorized Officer shall be or become necessary, proper, or desirable in connection with the Company's chapter 11 case;

GENERAL RESOLUTIONS

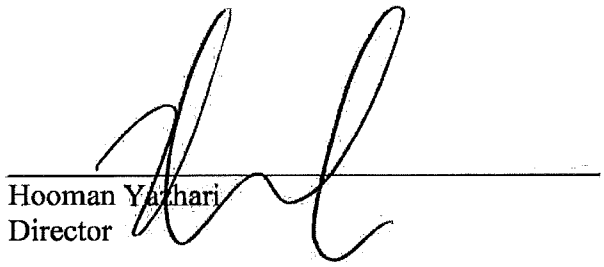
FURTHER RESOLVED, that all prior actions taken by any Authorized Officer, officer or agent for and on behalf of the Company in connection with the foregoing resolutions, including but not limited to, the signing of any agreements, resolutions, deeds, letters, notices, certificates, acknowledgements, receipts, authorizations, instructions, releases, waivers, proxies, instruments and other documents (whether of a like nature or not) and the payment of any and all related fees and expenses be confirmed, ratified, and approved in all respects;

FURTHER RESOLVED, that any of the Authorized Officers be, and each of them hereby is, authorized, empowered, and directed, for and on behalf of the Company, to take any and all actions, to negotiate and enter into agreements and amendments to agreements, to perform all such acts and deeds, to execute, file, deliver, or record in the name of and on behalf of the Company, all such certificates, instruments, agreements, and other documents, and to make all such payments as they, in their judgment, may deem necessary, advisable, or appropriate in order to carry out the purpose and intent of the foregoing resolutions, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of such certificates, instruments, agreements, and documents;

FURTHER RESOLVED, that these resolutions may be executed in any number of counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document. Each signatory may deliver a signed copy of these resolutions by facsimile, and any such copy shall be deemed to be an original.

[*Signatures appear on the following pages*]

Dated: April 28, 2016



Hooman Yazhari
Director

Dated: April 29, 2016

Jamie Nelson
Director

[Signature Page to CHC Cayman ABL Borrower Ltd. Resolution]

Fill in this information to identify the case:
Debtor name CHC Cayman ABL Borrower Ltd.
United States Bankruptcy Court for the: Northern District of Texas (State)
Case number (if known): _____

☐ Check if this an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders[1]

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code[2]	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Name: International Corporate Trust Address: The Bank of New York Mellon 101 Barclay Street, Floor 4 East, New York, NY 10286	Name: The Bank of New York Mellon Phone: - (412) 234-5000 Fax: - Email: -	Unsecured Notes	Liquidated			$98,432,780
2	Name: McGrigors Pension Trustees Limited Address: 141 Bothwell Street, Glasgow, G2 7EQ	Name: Ian Gordon Phone: 44 (0)141 567 8401 Fax: - Email: -	Pensions	Liquidated			$66,440,996
3	Name: Martello Property Services Inc. Address: 200-808 West Hastings Street, Vancouver, BC, V6C 2X4	Name: Martello Property Services Inc. Phone: 604-681-6544 Fax: 604-681-5114 Email: -	Lease Financing Facility	Liquidated			$26,586,212
4	Name: Finmeccanica S.P.A. Helicopters Div. Address: Warranty Administration Dept Via Per Tornavento 15 21019 Somma Lombardo (Va)	Name: Finmeccanica S.P.A. Helicopters Div. Phone: 00390331711288 Fax: 00390331711377 Email: daniele.romiti@finmeccanica.com	Trade	Liquidated			$4,956,652
5	Name: Airbus Helicopters Address: Aeroport International Marseille Province Fr-13725 Marignane Cedex	Name: Airbus Helicopters Phone: 003342858585 Fax: 003342859996 Email: guillaume.faury@airbus.com	Trade	Disputed		May be subject to asserted setoff	$4,145,055
6	Name: Sikorsky Commerical Inc. (HSI) Address: P.O. BOX 111068 Trumbull, CT 06611-0868	Name: Sikorsky Commerical Inc. (HSI) Phone: 203-416-4000 Fax: 203-416-4291 Email: danielschultz@sikorsky.com	Trade	Disputed		May be subject to asserted setoff	$3,076,829

[1] Although certain secured creditors may have unsecured deficiency claims depending on the value of their collateral, such a determination has not been made at this time. Therefore, such creditors are not included on this list.

[2] This List of Creditors Who Have the 30 Largest Unsecured Claims is presented on a consolidated basis for each of the Debtors.

Name of creditor and complete mailing address, including zip code[2]		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
7	Name: Coface – Parilease SAS Address: 16 rue de Hanovre Paris 75002 France	Name: Coface – Parilease SAS Phone: +33 1 43 16 86 52 Fax: +33 1 4298 1203 Email:	Lease	Unliquidated		May be subject to asserted setoff	$2,197,611
8	Name: CAE Address: 2025 Logistics Drive Mississauga Ontario L5S 1Z9 L5S 1Z9 Canada CA L5S 1Z9	Name: CAE Phone: - 905-672-8650 Fax: 514-734-5682 Email: nelson.camacho@cae.com	Services	Unliquidated Disputed		May be subject to asserted setoff	$2,132,219
9	Name: Waypoint Asset Company (Ireland) Ltd Address: 25/28 North Wall Quay Dublin 1 Ireland IE	Name: Waypoint Asset Company (Ireland) Ltd Phone: +353 61 633333 Fax: +353 61 633334 Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$1,320,087
10	Name: Turbomeca Address: Technopole Izarbel Bp4 64210 Bidart, France	Name: Turbomeca Phone: - +(33) 5 59 12 50 72 Fax: - 0033559125491 Email: bruno.even@turbomeca.fr	Trade	Unliquidated			$1,185,968
11	Name: TMC International Ltd Address: 2-1-15 Hiroo Shibuya-ku JP-Tokyo 150-0012 Japan	Name: TMC International Ltd Phone: +81-3-3400-5188 Fax: +81-3-5778-4888 Email: -	Services	Unliquidated			$1,048,444
12	Name: Milestone Aviation Group Address: Block 4 The Harcourt Centre Harcourt Road Dublin 2 Ireland	Name: Milestone Aviation Group Phone: - +353 1 216 5700 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$1,020,158
13	Name: Ruag Switzerland Ltd Address: Ruag Aviation Seetalstrasse 175 Ch-6032 Emmen	Name: Ruag Switzerland Ltd Phone: 0041416725050 Fax: 0041416725051 Email: -	Trade	Liquidated			$920,051
14	Name: Lombard North Central Plc Address: Lombard House, The Waterfront, Elstree Road Elstree, Hertfordshire WD6 3BS United Kingdom	Name: Lombard North Central Plc Phone: +44 (0) 208 236 7827 Fax: +44 207 672 4006 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$777,578
15	Name: Sandycove Aviation Limited Address: c/o LCI Helicopters Ireland Ltd 41 Forbes Quay Sir John Rogersons Quay Dublin 2 Ireland IE	Name: Sandycove Aviation Limited Phone: - Fax: - Email: -	Lease	Unliquidated		May be subject to asserted setoff	$710,371
16	Name: GE Capital Equipment Finance Ltd Address: 2630 The Quadrant Aztec West Bristol Bristol BS32 4GQ GB BS32 4GQ	Name: GE Capital Equipment Finance Ltd Phone: 00448702418899 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$686,416
17	Name: SACE Lenders - BNP Paribas Address: 21, place du Marche Saint-Honore Paris 75001 France	Name: SACE Lenders - BNP Paribas Phone: +33 1 43 16 86 52 Fax: - +33 1 4316 8184 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$503,623
18	Name: SpareBank1 Address: Sjogata 8, 9008 Tromso, PO Box 6801, Langes Tromso 9298 Norway	Name: SpareBank1 Phone: +47 7762 2372 Fax: - +47 7762 2371 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$413,085
19	Name: 1027098 BC Ltd. Address: 1376 Sea Lover's Lane, Gabriola, BC, Canada V0R 1X5	Name: 1027098 BC Ltd. Phone: - 1-250-247-9594 Fax: - Email: -	Services	Liquidated			$390,000

Name of creditor and complete mailing address, including zip code[2]		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
20	Name: Precision Accessories & Instruments Address: 495 Lake Mirror Road Building 800 Suite G Atlanta, GA 30349	Name: Precision Accessories & Instruments Phone: 0014047675800 Fax: 0014047675900 Email: -	Trade	Liquidated			$379,316
21	Name: Saga Gabon S.A. Address: Z.P.D. Owendo Bp72 Libreville Gabon Gabon Ga	Name: Saga Gabon S.A. Phone: 241-702082 Fax: 241-701207 Email: -	Trade	Liquidated			$368,164
22	Name: Regent Tanzania Ltd. Address: P.O. Box 10311 964 Olympio Street Upanga Dar - ES - Salaam Dar - ES - Salaam Tanzania TZ	Name: Regent Tanzania Ltd. Phone: -+255 784 540060 Fax: - 255 22 2153 297 Email: -	Services	Contingent; Unliquidated; Disputed			$367,147
23	Name: Lobo Leasing SPV A Limited Address: Alexandra House The Sweepstakes Ballsbridge Dublin 4 Ireland IE	Name: Lobo Leasing SPV A Limited Phone: - 1353 1 253 0460 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$314,312
24	Name: Airbus Helicopters Simulation Center Address: Sultan Abdul Aziz Shah Airport 47200 Subang Selangor Malaysia	Name: Airbus Helicopters Simulation Center Phone: - 60378487600 Fax: - Email: -	Trade	Liquidated			$286,735
25	Name: Euroavionics Navigations System GMB Address: Karlsruher Strasse 91 DE-75179 Pforzheim Germany	Name: Euroavionics Navigations System GMB Phone: - 00497231586780 Fax: - Email: -	Trade	Liquidated			$259,696
26	Name: Sikorsky Helitech - Australia Address: PO Box 1374 Eagle Farm QLD 4009 Australia	Name: Sikorsky Helitech - Australia Phone: - (07)36327000 Fax: - Email: -	Trade	Liquidated			$229,694
27	Name: Composite Technology Inc. USA Address: 1727 South Main Street Grapevine TX 75261 USA	Name: Composite Technology Inc. USA Phone: - 0019724566900 Fax: - Email: -	Trade	Liquidated			$209,014
28	Name: DJ Composites Inc. Address: 1 C.L. Dobbin Road Gander Newfoundland & Labrador A1V 2V3 Canada	Name: DJ Composites Inc Phone: - 709-256-6111 Fax: - Email: -	Trade	Liquidated			$201,219
29	Name: Matha Janthorn Co. Ltd. Address: 779 Soi Rajchada 18 Rajchadapisek Rd Huey Kwang Bangkok 10310 Thailand	Name: Matha Janthorn Co. Ltd Phone: - 02 692 6229 Fax: - 02 692 5005 Email: -	Services	Liquidated			$199,702
30	Name: Honeywell International, Phoenix Address: 21111N. 19th Ave. Phoenix AZ 85027-2708 USA	Name: Honeywell International, Phoenix Phone: - 0016024366184 Fax: - Email: -	Trade	Liquidated			$175,607

Fill in this information to identify the case and this filing:

Debtor Name CHC Cayman ABL Borrower Ltd.

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (If known): _____

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 05/05/2016
MM / DD / YYYY

x /s/ Robert A. Del Genio
Signature of individual signing on behalf of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

Stephen A. Youngman (22226600)
WEIL, GOTSHAL & MANGES LLP
200 Crescent Court, Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7700
Facsimile: (214) 746-7777

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

Proposed Attorneys for Debtors and Debtors in Possession

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

In re:	:	**Chapter 11**
CHC GROUP LTD. *et al.*,	:	**Case No. 16–_____ ( )**
Debtors.	:	**(Joint Administration Requested)**

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, attached hereto as **Exhibit A** is an organizational chart reflecting all of the ownership interests in CHC Group Ltd. ("**CHC Parent**") and its above-captioned debtor affiliates (the "**Non-Parent Debtors**"), as debtors and debtors in possession (collectively, the "**Debtors**").[1] CHC Parent, on behalf of itself and the Non-Parent Debtors, respectfully represent as follows:

- Each Debtor identified on **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
- CHC Parent is the ultimate parent company of each of the Non-Parent Debtors, and directly or indirectly owns a 100% equity interest in each of the Non-Parent Debtors.

[1] A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, where applicable, is attached hereto as **Exhibit B**.

- CHC Parent's equity securities are publicly held. Clayton Dubilier & Rice, LLC controls 100% of the convertible preferred shares in CHC Parent, representing approximately 49.9% voting stock on an as-converted basis. First Reserve Management, L.P. controls approximately 56.2% of the ordinary shares in CHC Parent, representing approximately 27.3% voting stock on an as-converted basis.

Exhibit A

Organizational Chart

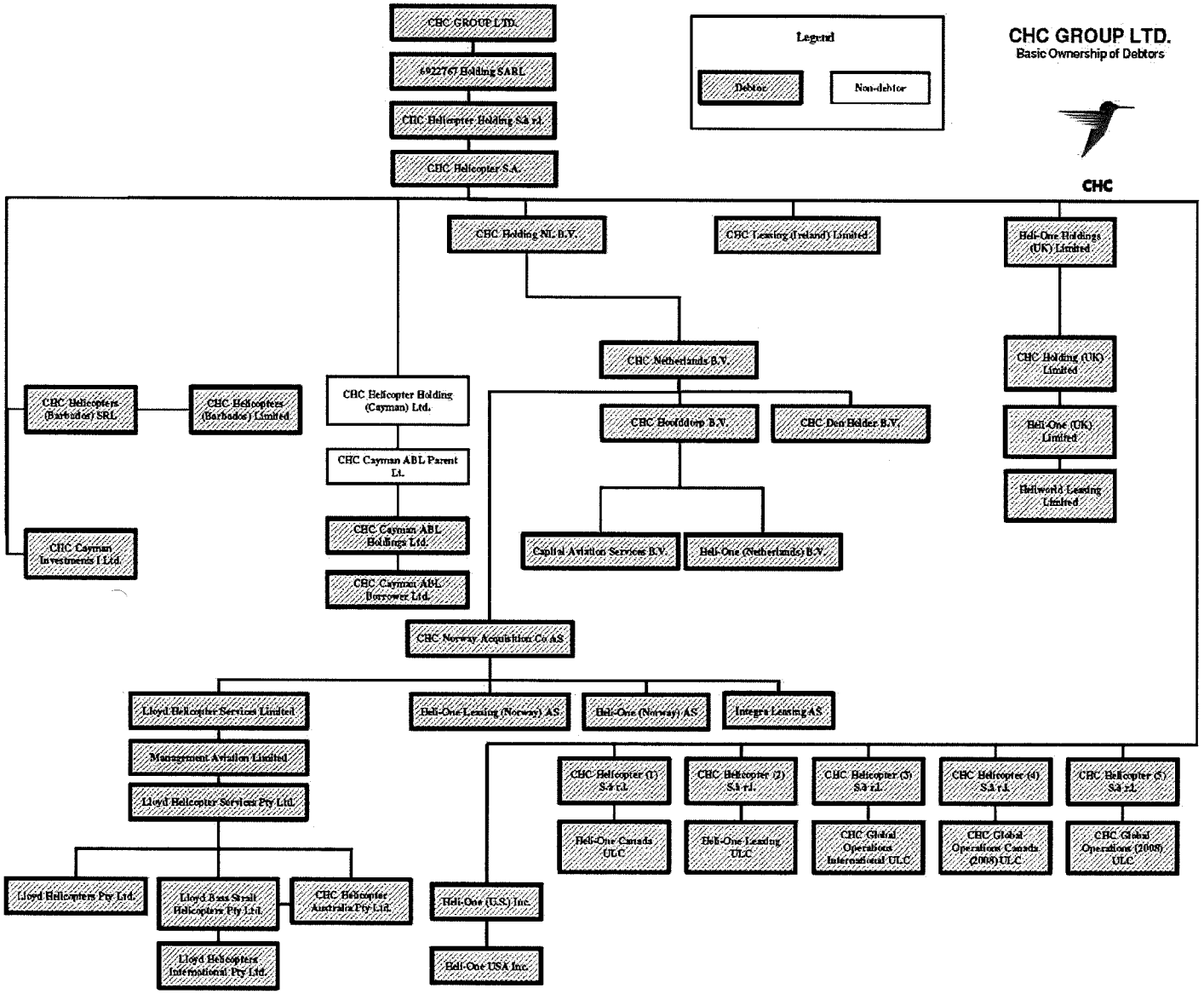

CHC GROUP LTD.
Legend
Debtor
Non-debtor
CHC GROUP LTD.
Basic Ownership of Debtors
CHC
6922767 Holding SARL
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
CHC Holding NL B.V.
CHC Leasing (Ireland) Limited
Heli-One Holdings (UK) Limited
CHC Netherlands B.V.
CHC Holding (UK) Limited
CHC Helicopters (Barbados) SRL
CHC Helicopters (Barbados) Limited
CHC Helicopter Holding (Cayman) Ltd.
CHC Boxfoldop B.V.
CHC Den Helder B.V.
Heli-One (UK) Limited
CHC Cayman ABL Parent Ltd.
Hellworld Leasing Limited
CHC Cayman Investments I Ltd.
CHC Cayman ABL Holdings Ltd.
Capital Aviation Services B.V.
Heli-One (Netherlands) B.V.
CHC Cayman ABL Borrower Ltd.
CHC Norway Acquisition Co AS
Lloyd Helicopter Services Limited
Heli-One Leasing (Norway) AS
Heli-One (Norway) AS
Integra Leasing AS
Management Aviation Limited
CHC Helicopter (1) S.à r.l.
CHC Helicopter (2) S.à r.l.
CHC Helicopter (3) S.à r.l.
CHC Helicopter (4) S.à r.l.
CHC Helicopter (5) S.à r.l.
Lloyd Helicopter Services Pty Ltd.
Heli-One Canada ULC
Heli-One Leasing ULC
CHC Global Operations International ULC
CHC Global Operations Canada (2008) ULC
CHC Global Operations (2008) ULC
Lloyd Helicopters Pty Ltd.
Lloyd Bass Strait Helicopters Pty Ltd.
CHC Helicopter Australia Pty Ltd.
Heli-One (U.S.) Inc.
Lloyd Helicopters International Pty Ltd.
Heli-One USA Inc.

Exhibit B

Debtors

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

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

Fill in this information to identify the case and this filing:

Debtor Name CHC Cayman ABL Borrower Ltd.

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (If known): _____

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* Corporate Ownership Statement

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

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

x /s/ Robert A. Del Genio
Signature of individual signing on behalf of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

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

In re:	:	**Chapter 11**
CHC GROUP LTD. *et al.*,	:	**Case No. 16–_____ ( )**
Debtors.	:	**(Joint Administration Requested)**

DECLARATION FOR ELECTRONIC FILING OF BANKRUPTCY PETITION

PART I - DECLARATION OF PETITIONER:

As an individual debtor in this case, or as the individual authorized to act on behalf of the corporation, partnership, or limited liability company seeking bankruptcy relief in this case, I hereby request relief as, or on behalf of, the debtor in accordance with the Chapter of Title 11, United States Code, specified in the petition to be filed electronically in this case. I have read the information provided in the petition to be filed electronically in this case and I hereby declare under penalty of perjury that the information provided therein, is true and correct. I understand that this Declaration is to be filed with the Bankruptcy Court within seven (7) business days after the petition has been filed electronically.

☐ ***[Check only if Chapter 7 individual debtor(s) whose debts are primarily consumer debts]*** I am an individual whose debts are primarily consumer debts and who has chosen to file under Chapter 7. I am aware that I may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, understand the relief available under each Chapter, and choose to proceed under Chapter 7.

☑ ***[Check only if debtor is a corporation, partnership or limited liability company]*** I hereby further declare under penalty of perjury that I have been authorized to file the petition on behalf of the debtor in this case.

Date: 05/05/2016 Robert A. Del Genio
Debtor

_____
Joint Debtor

PART II - DECLARATION OF ATTORNEY:

I declare ***under penalty of perjury*** that: (1) I will give the debtor(s) a copy of all documents referenced by Part I herein which are filed with the United States Bankruptcy Court; and (2) I have informed the debtor(s), if an individual with primarily consumer debts, that he or she may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, and have explained the relief available under each such chapter.

Date: 05/05/2016 Stephen A. Youngman
Attorney for Debtor

This is Exhibit "**D**" referred to in the Affidavit of **Sandra Brown-John** sworn before me this 5th day of October, 2016.

A Commissioner for Taking Affidavits
for British Columbia

PETER BYCHAWSKI
Barrister & Solicitor
BLAKE, CASSELS & GRAYDON LLP
Suite 2600, Three Bentall Centre
595 Burrard St., P.O. Box 49314
Vancouver, B.C. V7X 1L3
(604) 631-4218

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF TEXAS

CERTIFIED COPY

I, Sheniqua Whitaker , Clerk of the United States Bankruptcy Court, certify that the attached is a true and full copy of page(s) 1 through 24 of the original

[Doc. 1] Non-individual Chapter 11 Voluntary Petition Filed by CHC Cayman ABL Holdings Ltd.

now existing among the records of this Court.

In testimony whereof I sign my name, and affix the seal of this Court at

Dallas, Texas, in this State, on September 27, 2016

City Date

UNITED STATES BANKRUPTCY COURT

Clerk, U.S.Bankruptcy Court
Northern District of Texas

Sheniqua Whitaker

(By) Deputy Clerk

Fill in this information to identify the case			
United States Bankruptcy Court for the:			
Northern	*District of*	Texas (State)	
Case number (*If known*):		Chapter	11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.

1. Debtor's name CHC Cayman ABL Holdings Ltd.

2. All other names debtor used in the last 8 years
Include any assumed names, trade names, and *doing business as* names

See Schedule 1

3. Debtor's federal Employer Identification Number (EIN) 98-1244835

4. Debtor's address

Principal place of business

One Capital Place, 3rd Floor
Number Street

Shedden Road

Grand Cayman, Cayman Islands, KY1-1110
City State ZIP Code

County

Mailing address, if different from principal place of business

600 East Las Colinas Blvd., 10th Floor
Number Street

P.O. Box

Irving TX 75039
City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL) www.chc.ca

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

7. Describe debtor's business

A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply:*

- ☐ Tax- entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes .

4812

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. *Check all that apply*:
  - ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ☐ A plan is being filed with this petition.
  - ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ☒ No
- ☐ Yes District _____ When _____ Case number _____
  MM/ DD/ YYYY
  District _____ When _____ Case number _____
  MM / DD/ YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1,

- ☐ No
- ☒ Yes Debtor See Schedule 2 Relationship Affiliates
  District Northern District of Texas When 05/05/2016
  MM / DD/ YYYY
  Case number, if known _____

attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
  What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number Street

City State ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
  Contact Name _____
  Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

☐ 1-49	☐ 1,000-5,000	☐ 25,001-50,000
☐ 50-99	☐ 5,001-10,000	☐ 50,001-100,000
☐ 100-199	☒ 10,001-25,000	☐ More than 100,000
☐ 200-999		

15. Estimated assets (on a consolidated basis)

☐ $0-$50,000	☐ $1,000,001-$10 million	☐ $500,000,001-$1 billion
☐ $50,001-$100,000	☐ $10,000,001-$50 million	☒ $1,000,000,001-$10 billion
☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

16. Estimated liabilities (on a consolidated basis)			
	☐ $0-$50,000	☐ $1,000,001-$10 million	☐ $500,000,001-$1 billion
	☐ $50,001-$100,000	☐ $10,000,001-$50 million	☒ $1,000,000,001-$10 billion
	☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
	☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement 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.

17. Declaration and signature of authorized representative of debtor

■ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

■ I have been authorized to file this petition on behalf of the debtor.

■ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

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

✘ /s/ Robert A. Del Genio
Signature of authorized representative of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Title

18. Signature of attorney

✘ /s/ Stephen A. Youngman
Signature of attorney for debtor

Date 05/05/2016
MM / DD / YYYY

Stephen A. Youngman
Printed Name

Weil, Gotshal & Manges LLP
Firm Name

200 Crescent Court, Suite 300
Number Street

Dallas
City

TX
State

75201
ZIP Code

(214) 746-7700
Contact phone

stephen.youngman@weil.com
Email address

22226600
Bar Number

TX
State

Schedule 1

All Other Names Used By the Debtor or Its Affiliates in the Last 8 Years

Entity	Previous Name(s)
CHC Group Ltd.	FR Horizon Holding (Cayman) Inc.
CHC Global Operations (2008) ULC	CHC Global Operations (2008) Inc.
CHC Global Operations Canada (2008) ULC	CHC Global Operations Canada (2008) Inc.
CHC Global Operations International ULC	CHC Global Operations International Inc.
CHC Helicopter Australia Pty Ltd	Lloyd Off-Shore Helicopters Pty. Ltd.
CHC Helicopter Holding S.à r.l.	CHC Helicopter LLC CHC Helicopter Corporation
CHC Helicopter S.A.	CHC Helicopter S.à r.l.
CHC Holding (UK) Limited	Canadian Helicopters (UK) Limited
CHC Leasing (Ireland) Limited	Justinvale Limited
Heli-One Canada ULC	Heli-One Canada Inc. 6976972 Canada Inc.
Heli-One Leasing ULC	Heli-One Leasing Inc.

Schedule 2

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the affiliated entities listed below filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Northern District of Texas. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

Company
CHC Group Ltd.
6922767 Holding SARL
Capital Aviation Services B.V.
CHC Cayman ABL Borrower Ltd.
CHC Cayman ABL Holdings Ltd.
CHC Cayman Investments I Ltd.
CHC Den Helder B.V.
CHC Global Operations (2008) ULC
CHC Global Operations Canada (2008) ULC
CHC Global Operations International ULC
CHC Helicopter (1) S.à r.l.
CHC Helicopter (2) S.à r.l.
CHC Helicopter (3) S.à r.l.
CHC Helicopter (4) S.à r.l.
CHC Helicopter (5) S.à r.l.
CHC Helicopter Australia Pty Ltd
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
CHC Helicopters (Barbados) Limited
CHC Helicopters (Barbados) SRL
CHC Holding (UK) Limited
CHC Holding NL B.V.
CHC Hoofddorp B.V.
CHC Leasing (Ireland) Limited

Company
CHC Netherlands B.V.
CHC Norway Acquisition Co AS
Heli-One (Netherlands) B.V.
Heli-One (Norway) AS
Heli-One (U.S.) Inc.
Heli-One (UK) Limited
Heli-One Canada ULC
Heli-One Holdings (UK) Limited
Heli-One Leasing (Norway) AS
Heli-One Leasing ULC
Heli-One USA Inc.
Heliworld Leasing Limited
Integra Leasing AS
Lloyd Bass Strait Helicopters Pty. Ltd.
Lloyd Helicopter Services Limited
Lloyd Helicopter Services Pty. Ltd.
Lloyd Helicopters International Pty. Ltd.
Lloyd Helicopters Pty. Ltd.
Management Aviation Limited

CHC CAYMAN ABL HOLDINGS LTD.

UNANIMOUS WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY

WHEREAS, CHC Cayman ABL Holdings Ltd., an exempted company (the ***"Company"***), is an indirect subsidiary of CHC Group Ltd., a Cayman Islands exempted company (***"CHC"***);

WHEREAS, CHC and certain of its direct and indirect subsidiaries and affiliates are considering commencing cases under chapter 11 of title 11 of the United States Code (the ***"Bankruptcy Code"***) in the United States Bankruptcy Court for the Northern District of Texas (the ***"Bankruptcy Court"***);

WHEREAS, all of the directors of the Company (the ***"Board"***), having received and considered advice from the Company's legal and financial advisors, deem it desirable and in the best interests of the Company and its creditors, employees, and other stakeholders and interested parties for the Company to commence a case under chapter 11 of the Bankruptcy Code in the Bankruptcy Court.

COMMENCEMENT OF CHAPTER 11 CASE

NOW, THEREFORE, BE IT RESOLVED, that, if the board of directors of CHC resolves to authorize CHC's officers and directors to file a chapter 11 petition on behalf of CHC, upon such board of directors' authorization, Karl Fessenden, Hooman Yazhari, Lee Eckert, Nicolas Stable, Robert A. Del Genio, any of the directors and officers of the Company as listed on the Company's register of directors and officers, and any other person designated and so authorized to act (each, an ***"Authorized Officer"***) be, and each of them hereby is, empowered, authorized, and directed, in the name and on behalf of the Company, to execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court at such time that the Authorized Officer executing the same shall determine;

RETENTION OF ADVISORS

FURTHER RESOLVED, that the law firm of Weil, Gotshal & Manges LLP is hereby employed as counsel for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the law firm of Debevoise & Plimpton LLP is hereby employed as special aircraft counsel for the

Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the firm of PJT Partners LP is hereby employed as investment banker for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the firm of Seabury Corporate Advisors LLC is hereby employed as financial advisor for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the firm of CDG Group, LLC is hereby employed as restructuring advisor for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that Kurtzman Carson Consultants LLC is hereby employed as (i) claims and noticing agent, and (ii) administrative agent for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that any Authorized Officer be, and each of them hereby is, authorized, empowered, and directed to execute and file in the Company's chapter 11 case, all petitions, schedules, motions, lists, applications, pleadings and other papers and, in connection therewith, to engage, employ, and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with the Company's chapter 11 case, including, without limitation, negotiating and obtaining debtor in possession financing and/or the use of cash collateral, and executing, delivering and performing any and all documents, agreements, certificates, and/or instruments in connection with such debtor in possession financing and/or use of cash collateral, with a view to the successful prosecution of such case;

FURTHER RESOLVED, that any Authorized Officer be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals and rulings of governmental or regulatory authorities, certificates, and other documents, and to take such other actions that in the judgment of the Authorized Officer shall be or become necessary, proper, or desirable in connection with the Company's chapter 11 case;

GENERAL RESOLUTIONS

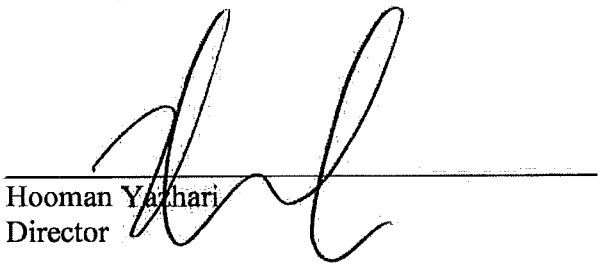
FURTHER RESOLVED, that all prior actions taken by any Authorized Officer, officer or agent for and on behalf of the Company in connection with the foregoing resolutions, including but not limited to, the signing of any agreements, resolutions, deeds, letters, notices, certificates, acknowledgements, receipts, authorizations, instructions, releases, waivers, proxies, instruments and other documents (whether of a like nature or not) and the payment of any and all related fees and expenses be confirmed, ratified, and approved in all respects;

FURTHER RESOLVED, that any of the Authorized Officers be, and each of them hereby is, authorized, empowered, and directed, for and on behalf of the Company, to take any and all actions, to negotiate and enter into agreements and amendments to agreements, to perform all such acts and deeds, to execute, file, deliver, or record in the name of and on behalf of the Company, all such certificates, instruments, agreements, and other documents, and to make all such payments as they, in their judgment, may deem necessary, advisable, or appropriate in order to carry out the purpose and intent of the foregoing resolutions, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of such certificates, instruments, agreements, and documents;

FURTHER RESOLVED, that these resolutions may be executed in any number of counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document. Each signatory may deliver a signed copy of these resolutions by facsimile, and any such copy shall be deemed to be an original.

[*Signatures appear on the following pages*]

Dated: April 28, 2016



Hooman Yazhari
Director

Dated: April 29, 2016

Jamie Nelson
Director

Fill in this information to identify the case:
Debtor name CHC Cayman ABL Holdings Ltd.
United States Bankruptcy Court for the: Northern District of Texas (State)
Case number (if known): _____

☐ Check if this an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders[1]

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code[2]	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Name: International Corporate Trust Address: The Bank of New York Mellon 101 Barclay Street, Floor 4 East, New York, NY 10286	Name: The Bank of New York Mellon Phone: - (412) 234-5000 Fax: - Email: -	Unsecured Notes	Liquidated			$98,432,780
2	Name: McGrigors Pension Trustees Limited Address: 141 Bothwell Street, Glasgow, G2 7EQ	Name: Ian Gordon Phone: 44 (0)141 567 8401 Fax: - Email: -	Pensions	Liquidated			$66,440,996
3	Name: Martello Property Services Inc. Address: 200-808 West Hastings Street, Vancouver, BC, V6C 2X4	Name: Martello Property Services Inc. Phone: 604-681-6544 Fax: 604-681-5114 Email: -	Lease Financing Facility	Liquidated			$26,586,212
4	Name: Finmeccanica S.P.A. Helicopters Div. Address: Warranty Administration Dept Via Per Tornavento 15 21019 Somma Lombardo (Va)	Name: Finmeccanica S.P.A. Helicopters Div. Phone: 00390331711288 Fax: 00390331711377 Email: daniele.romiti@finmeccanica.com	Trade	Liquidated			$4,956,652
5	Name: Airbus Helicopters Address: Aeroport International Marseille Province Fr-13725 Marignane Cedex	Name: Airbus Helicopters Phone: 003342858585 Fax: 003342859996 Email: guillaume.faury@airbus.com	Trade	Disputed		May be subject to asserted setoff	$4,145,055
6	Name: Sikorsky Commerical Inc. (HSI) Address: P.O. BOX 111068 Trumbull, CT 06611-0868	Name: Sikorsky Commerical Inc. (HSI) Phone: 203-416-4000 Fax: 203-416-4291 Email: danielschultz@sikorsky.com	Trade	Disputed		May be subject to asserted setoff	$3,076,829

[1] Although certain secured creditors may have unsecured deficiency claims depending on the value of their collateral, such a determination has not been made at this time. Therefore, such creditors are not included on this list.

[2] This List of Creditors Who Have the 30 Largest Unsecured Claims is presented on a consolidated basis for each of the Debtors.

Name of creditor and complete mailing address, including zip code[2]		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
7	Name: Coface – Parilease SAS Address: 16 rue de Hanovre Paris 75002 France	Name: Coface – Parilease SAS Phone: +33 1 43 16 86 52 Fax: +33 1 4298 1203 Email:	Lease	Unliquidated		May be subject to asserted setoff	$2,197,611
8	Name: CAE Address: 2025 Logistics Drive Mississauga Ontario L5S 1Z9 L5S 1Z9 Canada CA L5S 1Z9	Name: CAE Phone: - 905-672-8650 Fax: 514-734-5682 Email: nelson.camacho@cae.com	Services	Unliquidated Disputed		May be subject to asserted setoff	$2,132,219
9	Name: Waypoint Asset Company (Ireland) Ltd Address: 25/28 North Wall Quay Dublin 1 Ireland IE	Name: Waypoint Asset Company (Ireland) Ltd Phone: +353 61 633333 Fax: +353 61 633334 Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$1,320,087
10	Name: Turbomeca Address: Technopole Izarbel Bp4 64210 Bidart, France	Name: Turbomeca Phone: - +(33) 5 59 12 50 72 Fax: - 0033559125491 Email: bruno.even@turbomeca.fr	Trade	Unliquidated			$1,185,968
11	Name: TMC International Ltd Address: 2-1-15 Hiroo Shibuya-ku JP-Tokyo 150-0012 Japan	Name: TMC International Ltd Phone: +81-3-3400-5188 Fax: +81-3-5778-4888 Email: -	Services	Unliquidated			$1,048,444
12	Name: Milestone Aviation Group Address: Block 4 The Harcourt Centre Harcourt Road Dublin 2 Ireland	Name: Milestone Aviation Group Phone: - +353 1 216 5700 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$1,020,158
13	Name: Ruag Switzerland Ltd Address: Ruag Aviation Seetalstrasse 175 Ch-6032 Emmen	Name: Ruag Switzerland Ltd Phone: 0041416725050 Fax: 0041416725051 Email: -	Trade	Liquidated			$920,051
14	Name: Lombard North Central Plc Address: Lombard House, The Waterfront, Elstree Road Elstree, Hertfordshire WD6 3BS United Kingdom	Name: Lombard North Central Plc Phone: +44 (0) 208 236 7827 Fax: +44 207 672 4006 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$777,578
15	Name: Sandycove Aviation Limited Address: c/o LCI Helicopters Ireland Ltd 41 Forbes Quay Sir John Rogersons Quay Dublin 2 Ireland IE	Name: Sandycove Aviation Limited Phone: - Fax: - Email: -	Lease	Unliquidated		May be subject to asserted setoff	$710,371
16	Name: GE Capital Equipment Finance Ltd Address: 2630 The Quadrant Aztec West Bristol Bristol BS32 4GQ GB BS32 4GQ	Name: GE Capital Equipment Finance Ltd Phone: 00448702418899 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$686,416
17	Name: SACE Lenders - BNP Paribas Address: 21, place du Marche Saint-Honore Paris 75001 France	Name: SACE Lenders - BNP Paribas Phone: +33 1 43 16 86 52 Fax: - +33 1 4316 8184 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$503,623
18	Name: SpareBank1 Address: Sjogata 8, 9008 Tromso, PO Box 6801, Langes Tromso 9298 Norway	Name: SpareBank1 Phone: +47 7762 2372 Fax: - +47 7762 2371 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$413,085
19	Name: 1027098 BC Ltd. Address: 1376 Sea Lover's Lane, Gabriola, BC, Canada V0R 1X5	Name: 1027098 BC Ltd. Phone: - 1-250-247-9594 Fax: - Email: -	Services	Liquidated			$390,000

	Name of creditor and complete mailing address, including zip code[2]	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
20	Name: Precision Accessories & Instruments Address: 495 Lake Mirror Road Building 800 Suite G Atlanta, GA 30349	Name: Precision Accessories & Instruments Phone: 0014047675800 Fax: 0014047675900 Email: -	Trade	Liquidated			$379,316
21	Name: Saga Gabon S.A. Address: Z.P.D. Owendo Bp72 Libreville Gabon Gabon Ga	Name: Saga Gabon S.A. Phone: 241-702082 Fax: 241-701207 Email: -	Trade	Liquidated			$368,164
22	Name: Regent Tanzania Ltd. Address: P.O. Box 10311 964 Olympio Street Upanga Dar - ES - Salaam Dar - ES - Salaam Tanzania TZ	Name: Regent Tanzania Ltd. Phone: -+255 784 540060 Fax: - 255 22 2153 297 Email: -	Services	Contingent; Unliquidated; Disputed			$367,147
23	Name: Lobo Leasing SPV A Limited Address: Alexandra House The Sweepstakes Ballsbridge Dublin 4 Ireland IE	Name: Lobo Leasing SPV A Limited Phone: - +353 1 253 0460 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$314,312
24	Name: Airbus Helicopters Simulation Center Address: Sultan Abdul Aziz Shah Airport 47200 Subang Selangor Malaysia	Name: Airbus Helicopters Simulation Center Phone: - 60378487600 Fax: - Email: -	Trade	Liquidated			$286,735
25	Name: Euroavionics Navigations System GMB Address: Karlsruher Strasse 91 DE-75179 Pforzheim Germany	Name: Euroavionics Navigations System GMB Phone: - 00497231586780 Fax: - Email: -	Trade	Liquidated			$259,696
26	Name: Sikorsky Helitech - Australia Address: PO Box 1374 Eagle Farm QLD 4009 Australia	Name: Sikorsky Helitech - Australia Phone: - (07)36327000 Fax: - Email: -	Trade	Liquidated			$229,694
27	Name: Composite Technology Inc. USA Address: 1727 South Main Street Grapevine TX 75261 USA	Name: Composite Technology Inc. USA Phone: - 0019724566900 Fax: - Email: -	Trade	Liquidated			$209,014
28	Name: DJ Composites Inc. Address: 1 C.L. Dobbin Road Gander Newfoundland & Labrador A1V 2V3 Canada	Name: DJ Composites Inc Phone: - 709-256-6111 Fax: - Email: -	Trade	Liquidated			$201,219
29	Name: Matha Janthorn Co. Ltd. Address: 779 Soi Rajchada 18 Rajchadapisek Rd Huey Kwang Bangkok 10310 Thailand	Name: Matha Janthorn Co. Ltd Phone: - 02 692 6229 Fax: - 02 692 5005 Email: -	Services	Liquidated			$199,702
30	Name: Honeywell International, Phoenix Address: 21111N. 19th Ave. Phoenix AZ 85027-2708 USA	Name: Honeywell International, Phoenix Phone: - 0016024366184 Fax: - Email: -	Trade	Liquidated			$175,607

Fill in this information to identify the case and this filing:

Debtor Name CHC Cayman ABL Holdings Ltd.

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (If known): _____

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 05/05/2016
MM / DD / YYYY

× /s/ Robert A. Del Genio
Signature of individual signing on behalf of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

Stephen A. Youngman (22226600)
WEIL, GOTSHAL & MANGES LLP
200 Crescent Court, Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7700
Facsimile: (214) 746-7777

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

Proposed Attorneys for Debtors and Debtors in Possession

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

In re:	:	**Chapter 11**
CHC GROUP LTD. ***et al.,***	:	**Case No. 16–_____ ( )**
Debtors.	:	**(Joint Administration Requested)**

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, attached hereto as **Exhibit A** is an organizational chart reflecting all of the ownership interests in CHC Group Ltd. ("**CHC Parent**") and its above-captioned debtor affiliates (the "**Non-Parent Debtors**"), as debtors and debtors in possession (collectively, the "**Debtors**").[1] CHC Parent, on behalf of itself and the Non-Parent Debtors, respectfully represent as follows:

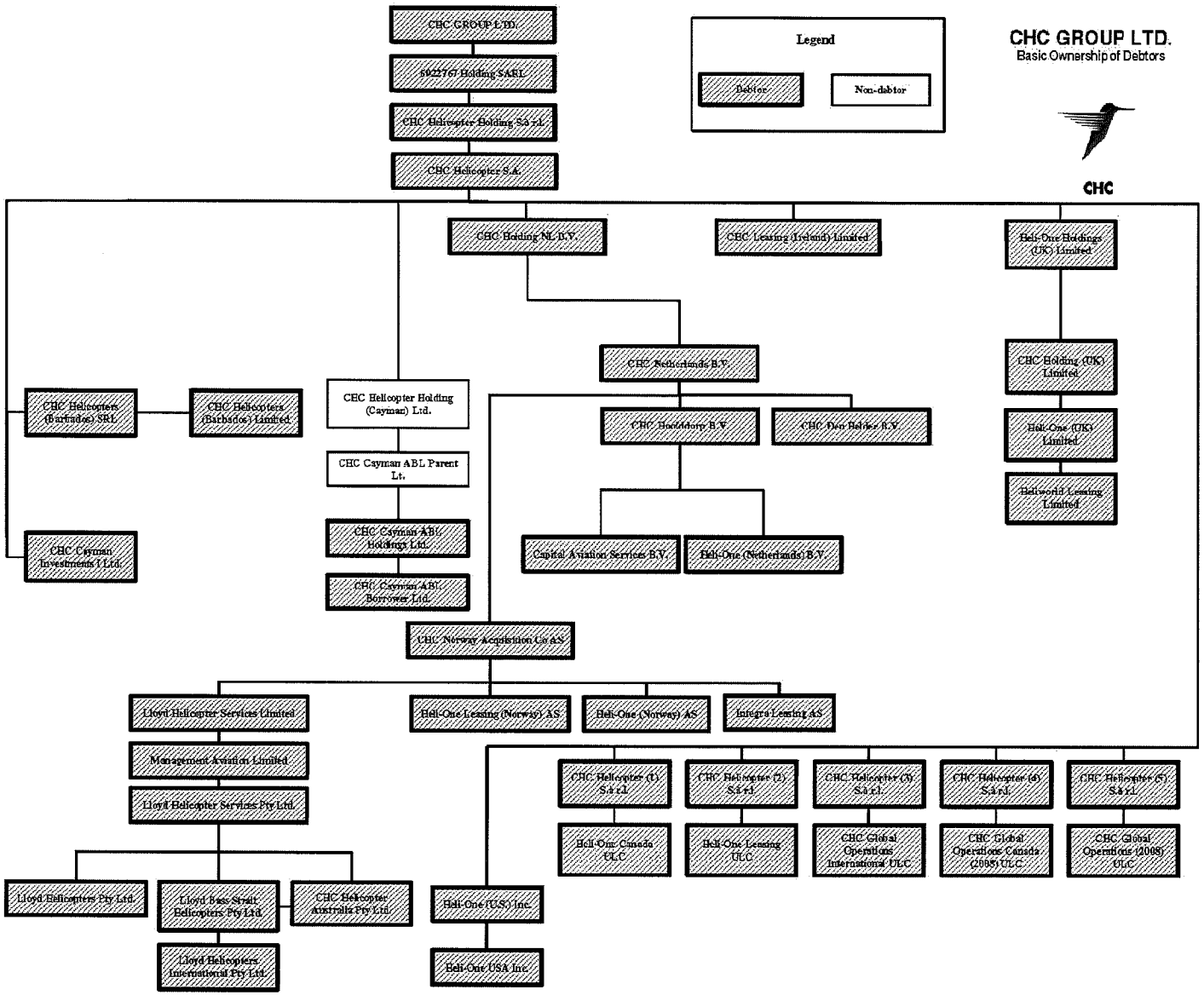
- Each Debtor identified on **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
- CHC Parent is the ultimate parent company of each of the Non-Parent Debtors, and directly or indirectly owns a 100% equity interest in each of the Non-Parent Debtors.

[1] A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, where applicable, is attached hereto as **Exhibit B**.

- CHC Parent's equity securities are publicly held. Clayton Dubilier & Rice, LLC controls 100% of the convertible preferred shares in CHC Parent, representing approximately 49.9% voting stock on an as-converted basis. First Reserve Management, L.P. controls approximately 56.2% of the ordinary shares in CHC Parent, representing approximately 27.3% voting stock on an as-converted basis.

Exhibit A

Organizational Chart


CHC GROUP LTD.
Basic Ownership of Debtors
CHC
Legend
Debtor
Non-debtor
CHC GROUP LTD.
6022767 Holding SARL
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
CHC Holding NL B.V.
CHC Leasing (Ireland) Limited
Heli-One Holdings (UK) Limited
CHC Netherlands B.V.
CHC Holding (UK) Limited
CHC Helicopters (Barbados) SRL
CHC Helicopters (Barbados) Limited
CHC Helicopter Holding (Cayman) Ltd.
CHC Hoofddorp B.V.
CHC Den Helder B.V.
Heli-One (UK) Limited
CHC Cayman ABL Parent Lt.
Heliworld Leasing Limited
CHC Cayman ABL Holdings Ltd.
CHC Cayman Investments I Ltd.
Capital Aviation Services B.V.
Heli-One (Netherlands) B.V.
CHC Cayman ABL Borrower Ltd.
CHC Norway Acquisition Co AS
Lloyd Helicopter Services Limited
Heli-One Leasing (Norway) AS
Heli-One (Norway) AS
Integra Leasing AS
Management Aviation Limited
Lloyd Helicopter Services Pty Ltd.
CHC Helicopter (1) S.à r.l.
CHC Helicopter (2) S.à r.l.
CHC Helicopter (3) S.à r.l.
CHC Helicopter (4) S.à r.l.
CHC Helicopter (5) S.à r.l.
Heli-One Canada ULC
Heli-One Leasing ULC
CHC Global Operations International ULC
CHC Global Operations Canada (2008) ULC
CHC Global Operations (2008) ULC
Lloyd Helicopters Pty Ltd.
Lloyd Bass Strait Helicopters Pty Ltd.
CHC Helicopter Australia Pty Ltd.
Heli-One (U.S.) Inc.
Lloyd Helicopters International Pty Ltd.
Heli-One USA Inc.

101

Exhibit B

Debtors

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

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

Fill in this information to identify the case and this filing:

Debtor Name CHC Cayman ABL Holdings Ltd.

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (If known):

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* Corporate Ownership Statement

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

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

× /s/ Robert A. Del Genio
Signature of individual signing on behalf of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

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

In re:	:	**Chapter 11**
CHC GROUP LTD. *et al.*,	:	**Case No. 16–_____ ( )**
Debtors.	:	**(Joint Administration Requested)**

DECLARATION FOR ELECTRONIC FILING OF BANKRUPTCY PETITION

PART I - DECLARATION OF PETITIONER:

As an individual debtor in this case, or as the individual authorized to act on behalf of the corporation, partnership, or limited liability company seeking bankruptcy relief in this case, I hereby request relief as, or on behalf of, the debtor in accordance with the Chapter of Title 11, United States Code, specified in the petition to be filed electronically in this case. I have read the information provided in the petition to be filed electronically in this case and I hereby declare under penalty of perjury that the information provided therein, is true and correct. I understand that this Declaration is to be filed with the Bankruptcy Court within seven (7) business days after the petition has been filed electronically.

☐ ***[Check only if Chapter 7 individual debtor(s) whose debts are primarily consumer debts]*** I am an individual whose debts are primarily consumer debts and who has chosen to file under Chapter 7. I am aware that I may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, understand the relief available under each Chapter, and choose to proceed under Chapter 7.

☑ ***[Check only if debtor is a corporation, partnership or limited liability company]*** I hereby further declare under penalty of perjury that I have been authorized to file the petition on behalf of the debtor in this case.

Date: 05/05/2016 Robert A. Del Genio _____
Debtor Joint Debtor

PART II - DECLARATION OF ATTORNEY:

I declare ***under penalty of perjury*** that: (1) I will give the debtor(s) a copy of all documents referenced by Part I herein which are filed with the United States Bankruptcy Court; and (2) I have informed the debtor(s), if an individual with primarily consumer debts, that he or she may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, and have explained the relief available under each such chapter.

Date: 05/05/2016 Stephen A. Youngman
Attorney for Debtor

This is Exhibit "**E**" referred to in the Affidavit of **Sandra Brown-John** sworn before me this 5th day of October, 2016.

A Commissioner for Taking Affidavits
for British Columbia

PETER BYCHAWSKI
Barrister & Solicitor
BLAKE, CASSELS & GRAYDON LLP
Suite 2600, Three Bentall Centre
595 Burrard St., P.O. Box 49314
Vancouver, B.C. V7X 1L3
(604) 631-4218

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF TEXAS

CERTIFIED COPY

I, Sheniqua Whitaker , Clerk of the United States Bankruptcy Court, certify that the attached is a true and full copy of page(s) 1 through 24 of the original

[Doc. 1] Non-individual Chapter 11 Voluntary Petition Filed by CHC Cayman Investments I Ltd.

now existing among the records of this Court.

In testimony whereof I sign my name, and affix the seal of this Court at

Dallas, Texas, in this State, on September 27, 2016

City Date

UNITED STATES BANKRUPTCY COURT 1846

Clerk, U.S.Bankruptcy Court
Northern District of Texas

Sheniqua Whitaker

(By) Deputy Clerk

108

Fill in this information to identify the case		
United States Bankruptcy Court for the:		
Northern	*District of*	Texas (State)
Case number (*If known*):		Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.

1. Debtor's name CHC Cayman Investments I Ltd.

2. All other names debtor used in the last 8 years
Include any assumed names, trade names, and *doing business as* names

See Schedule 1

3. Debtor's federal Employer Identification Number (EIN) 98-0588558

4. Debtor's address

Principal place of business

One Capital Place, 3rd Floor
Number Street

Shedden Road

Grand Cayman, Cayman Islands, KY1-1110
City State ZIP Code

County

Mailing address, if different from principal place of business

600 East Las Colinas Blvd., 10th Floor
Number Street

P.O. Box

Irving TX 75039
City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL) www.chc.ca

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

7. Describe debtor's business

A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply:*

- ☐ Tax- entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes .

4812

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. *Check all that apply:*
  - ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ☐ A plan is being filed with this petition.
  - ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ☒ No
- ☐ Yes District _____ When _____ Case number _____
  MM/ DD/ YYYY
  District _____ When _____ Case number _____
  MM / DD/ YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1,

- ☐ No
- ☒ Yes Debtor See Schedule 2 Relationship Affiliates
  District Northern District of Texas When 05/05/2016
  MM / DD/ YYYY
  Case number, if known _____

attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
  What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number Street

City State ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
  Contact Name _____
  Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

☐ 1-49	☐ 1,000-5,000	☐ 25,001-50,000
☐ 50-99	☐ 5,001-10,000	☐ 50,001-100,000
☐ 100-199	☒ 10,001-25,000	☐ More than 100,000
☐ 200-999		

15. Estimated assets (on a consolidated basis)

☐ $0-$50,000	☐ $1,000,001-$10 million	☐ $500,000,001-$1 billion
☐ $50,001-$100,000	☐ $10,000,001-$50 million	☒ $1,000,000,001-$10 billion
☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

16. Estimated liabilities (on a consolidated basis)			
	☐ $0-$50,000	☐ $1,000,001-$10 million	☐ $500,000,001-$1 billion
	☐ $50,001-$100,000	☐ $10,000,001-$50 million	☒ $1,000,000,001-$10 billion
	☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
	☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement 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.

17. Declaration and signature of authorized representative of debtor

■ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

■ I have been authorized to file this petition on behalf of the debtor.

■ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

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

✘ /s/ Robert A. Del Genio
Signature of authorized representative of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Title

18. Signature of attorney

✘ /s/ Stephen A. Youngman
Signature of attorney for debtor

Date 05/05/2016
MM / DD / YYYY

Stephen A. Youngman
Printed Name

Weil, Gotshal & Manges LLP
Firm Name

200 Crescent Court, Suite 300
Number Street

Dallas
City

TX
State

75201
ZIP Code

(214) 746-7700
Contact phone

stephen.youngman@weil.com
Email address

22226600
Bar Number

TX
State

Schedule 1

All Other Names Used By the Debtor or Its Affiliates in the Last 8 Years

Entity	Previous Name(s)
CHC Group Ltd.	FR Horizon Holding (Cayman) Inc.
CHC Global Operations (2008) ULC	CHC Global Operations (2008) Inc.
CHC Global Operations Canada (2008) ULC	CHC Global Operations Canada (2008) Inc.
CHC Global Operations International ULC	CHC Global Operations International Inc.
CHC Helicopter Australia Pty Ltd	Lloyd Off-Shore Helicopters Pty. Ltd.
CHC Helicopter Holding S.à r.l.	CHC Helicopter LLC CHC Helicopter Corporation
CHC Helicopter S.A.	CHC Helicopter S.à r.l.
CHC Holding (UK) Limited	Canadian Helicopters (UK) Limited
CHC Leasing (Ireland) Limited	Justinvale Limited
Heli-One Canada ULC	Heli-One Canada Inc. 6976972 Canada Inc.
Heli-One Leasing ULC	Heli-One Leasing Inc.

Schedule 2

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the affiliated entities listed below filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Northern District of Texas. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

Company
CHC Group Ltd.
6922767 Holding SARL
Capital Aviation Services B.V.
CHC Cayman ABL Borrower Ltd.
CHC Cayman ABL Holdings Ltd.
CHC Cayman Investments I Ltd.
CHC Den Helder B.V.
CHC Global Operations (2008) ULC
CHC Global Operations Canada (2008) ULC
CHC Global Operations International ULC
CHC Helicopter (1) S.à r.l.
CHC Helicopter (2) S.à r.l.
CHC Helicopter (3) S.à r.l.
CHC Helicopter (4) S.à r.l.
CHC Helicopter (5) S.à r.l.
CHC Helicopter Australia Pty Ltd
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
CHC Helicopters (Barbados) Limited
CHC Helicopters (Barbados) SRL
CHC Holding (UK) Limited
CHC Holding NL B.V.
CHC Hoofddorp B.V.
CHC Leasing (Ireland) Limited

Company
CHC Netherlands B.V.
CHC Norway Acquisition Co AS
Heli-One (Netherlands) B.V.
Heli-One (Norway) AS
Heli-One (U.S.) Inc.
Heli-One (UK) Limited
Heli-One Canada ULC
Heli-One Holdings (UK) Limited
Heli-One Leasing (Norway) AS
Heli-One Leasing ULC
IIeli-One USA Inc.
Heliworld Leasing Limited
Integra Leasing AS
Lloyd Bass Strait Helicopters Pty. Ltd.
Lloyd Helicopter Services Limited
Lloyd Helicopter Services Pty. Ltd.
Lloyd Helicopters International Pty. Ltd.
Lloyd Helicopters Pty. Ltd.
Management Aviation Limited

CHC CAYMAN INVESTMENTS I LTD.

UNANIMOUS WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY

WHEREAS, CHC Cayman Investments I Ltd., an exempted company (the ***"Company"***), is an indirect subsidiary of CHC Group Ltd., a Cayman Islands exempted company (***"CHC"***);

WHEREAS, CHC and certain of its direct and indirect subsidiaries and affiliates are considering commencing cases under chapter 11 of title 11 of the United States Code (the ***"Bankruptcy Code"***) in the United States Bankruptcy Court for the Northern District of Texas (the ***"Bankruptcy Court"***);

WHEREAS, all of the directors of the Company (the ***"Board"***), having received and considered advice from the Company's legal and financial advisors, deem it desirable and in the best interests of the Company and its creditors, employees, and other stakeholders and interested parties for the Company to commence a case under chapter 11 of the Bankruptcy Code in the Bankruptcy Court.

COMMENCEMENT OF CHAPTER 11 CASE

NOW, THEREFORE, BE IT RESOLVED, that, if the board of directors of CHC resolves to authorize CHC's officers and directors to file a chapter 11 petition on behalf of CHC, upon such board of directors' authorization, Karl Fessenden, Hooman Yazhari, Lee Eckert, Nicolas Stable, Robert A. Del Genio, any of the directors and officers of the Company as listed on the Company's register of directors and officers, and any other person designated and so authorized to act (each, an ***"Authorized Officer"***) be, and each of them hereby is, empowered, authorized, and directed, in the name and on behalf of the Company, to execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court at such time that the Authorized Officer executing the same shall determine;

RETENTION OF ADVISORS

FURTHER RESOLVED, that the law firm of Weil, Gotshal & Manges LLP is hereby employed as counsel for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the law firm of Debevoise & Plimpton LLP is hereby employed as special aircraft counsel for the

Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the firm of PJT Partners LP is hereby employed as investment banker for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the firm of Seabury Corporate Advisors LLC is hereby employed as financial advisor for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the firm of CDG Group, LLC is hereby employed as restructuring advisor for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that Kurtzman Carson Consultants LLC is hereby employed as (i) claims and noticing agent, and (ii) administrative agent for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that any Authorized Officer be, and each of them hereby is, authorized, empowered, and directed to execute and file in the Company's chapter 11 case, all petitions, schedules, motions, lists, applications, pleadings and other papers and, in connection therewith, to engage, employ, and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with the Company's chapter 11 case, including, without limitation, negotiating and obtaining debtor in possession financing and/or the use of cash collateral, and executing, delivering and performing any and all documents, agreements, certificates, and/or instruments in connection with such debtor in possession financing and/or use of cash collateral, with a view to the successful prosecution of such case;

FURTHER RESOLVED, that any Authorized Officer be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals and rulings of governmental or regulatory authorities, certificates, and other documents, and to take such other actions that in the judgment of the Authorized Officer shall be or become necessary, proper, or desirable in connection with the Company's chapter 11 case;

GENERAL RESOLUTIONS

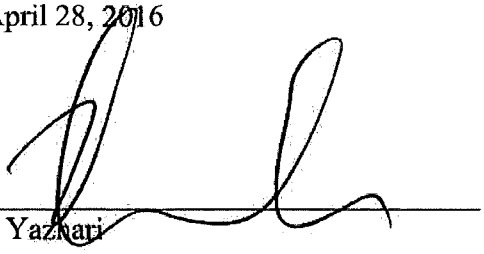
FURTHER RESOLVED, that all prior actions taken by any Authorized Officer, officer or agent for and on behalf of the Company in connection with the foregoing resolutions, including but not limited to, the signing of any agreements, resolutions, deeds, letters, notices, certificates, acknowledgements, receipts, authorizations, instructions, releases, waivers, proxies, instruments and other documents (whether of a like nature or not) and the payment of any and all related fees and expenses be confirmed, ratified, and approved in all respects;

FURTHER RESOLVED, that any of the Authorized Officers be, and each of them hereby is, authorized, empowered, and directed, for and on behalf of the Company, to take any and all actions, to negotiate and enter into agreements and amendments to agreements, to perform all such acts and deeds, to execute, file, deliver, or record in the name of and on behalf of the Company, all such certificates, instruments, agreements, and other documents, and to make all such payments as they, in their judgment, may deem necessary, advisable, or appropriate in order to carry out the purpose and intent of the foregoing resolutions, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of such certificates, instruments, agreements, and documents;

FURTHER RESOLVED, that these resolutions may be executed in any number of counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document. Each signatory may deliver a signed copy of these resolutions by facsimile, and any such copy shall be deemed to be an original.

[*Signatures appear on the following pages*]

Dated: April 28, 2016



Hooman Yazhari
Director

Dated: April 29, 2016

Jamie Nelson
Director

[Signature Page to CHC Cayman Investments I Ltd. Resolution]

Fill in this information to identify the case:
Debtor name CHC Cayman Investments I Ltd.
United States Bankruptcy Court for the: Northern District of Texas (State)
Case number (if known): _____

☐ Check if this an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders[1]

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code[2]	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Name: International Corporate Trust Address: The Bank of New York Mellon 101 Barclay Street, Floor 4 East, New York, NY 10286	Name: The Bank of New York Mellon Phone: - (412) 234-5000 Fax: - Email: -	Unsecured Notes	Liquidated			$98,432,780
2	Name: McGrigors Pension Trustees Limited Address: 141 Bothwell Street, Glasgow, G2 7EQ	Name: Ian Gordon Phone: 44 (0)141 567 8401 Fax: - Email: -	Pensions	Liquidated			$66,440,996
3	Name: Martello Property Services Inc. Address: 200-808 West Hastings Street, Vancouver, BC, V6C 2X4	Name: Martello Property Services Inc. Phone: 604-681-6544 Fax: 604-681-5114 Email: -	Lease Financing Facility	Liquidated			$26,586,212
4	Name: Finmeccanica S.P.A. Helicopters Div. Address: Warranty Administration Dept Via Per Tornavento 15 21019 Somma Lombardo (Va)	Name: Finmeccanica S.P.A. Helicopters Div. Phone: 00390331711288 Fax: 00390331711377 Email: daniele.romiti@finmeccanica.com	Trade	Liquidated			$4,956,652
5	Name: Airbus Helicopters Address: Aeroport International Marseille Province Fr-13725 Marignane Cedex	Name: Airbus Helicopters Phone: 003342858585 Fax: 003342859996 Email: guillaume.faury@airbus.com	Trade	Disputed		May be subject to asserted setoff	$4,145,055
6	Name: Sikorsky Commerical Inc. (HSI) Address: P.O. BOX 111068 Trumbull, CT 06611-0868	Name: Sikorsky Commerical Inc. (HSI) Phone: 203-416-4000 Fax: 203-416-4291 Email: danielschultz@sikorsky.com	Trade	Disputed		May be subject to asserted setoff	$3,076,829

[1] Although certain secured creditors may have unsecured deficiency claims depending on the value of their collateral, such a determination has not been made at this time. Therefore, such creditors are not included on this list.

[2] This List of Creditors Who Have the 30 Largest Unsecured Claims is presented on a consolidated basis for each of the Debtors.

Name of creditor and complete mailing address, including zip code[2]		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
7	Name: Coface – Parilease SAS Address: 16 rue de Hanovre Paris 75002 France	Name: Coface – Parilease SAS Phone: +33 1 43 16 86 52 Fax: +33 1 4298 1203 Email:	Lease	Unliquidated		May be subject to asserted setoff	$2,197,611
8	Name: CAE Address: 2025 Logistics Drive Mississauga Ontario L5S 1Z9 L5S 1Z9 Canada CA L5S 1Z9	Name: CAE Phone: - 905-672-8650 Fax: 514-734-5682 Email: nelson.camacho@cae.com	Services	Unliquidated Disputed		May be subject to asserted setoff	$2,132,219
9	Name: Waypoint Asset Company (Ireland) Ltd Address: 25/28 North Wall Quay Dublin 1 Ireland IE	Name: Waypoint Asset Company (Ireland) Ltd Phone: +353 61 633333 Fax: +353 61 633334 Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$1,320,087
10	Name: Turbomeca Address: Technopole Izarbel Bp4 64210 Bidart, France	Name: Turbomeca Phone: - +(33) 5 59 12 50 72 Fax: - 0033559125491 Email: bruno.even@turbomeca.fr	Trade	Unliquidated			$1,185,968
11	Name: TMC International Ltd Address: 2-1-15 Hiroo Shibuya-ku JP-Tokyo 150-0012 Japan	Name: TMC International Ltd Phone: +81-3-3400-5188 Fax: +81-3-5778-4888 Email: -	Services	Unliquidated			$1,048,444
12	Name: Milestone Aviation Group Address: Block 4 The Harcourt Centre Harcourt Road Dublin 2 Ireland	Name: Milestone Aviation Group Phone: - +353 1 216 5700 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$1,020,158
13	Name: Ruag Switzerland Ltd Address: Ruag Aviation Seetalstrasse 175 Ch-6032 Emmen	Name: Ruag Switzerland Ltd Phone: 0041416725050 Fax: 0041416725051 Email: -	Trade	Liquidated			$920,051
14	Name: Lombard North Central Plc Address: Lombard House, The Waterfront, Elstree Road Elstree, Hertfordshire WD6 3BS United Kingdom	Name: Lombard North Central Plc Phone: +44 (0) 208 236 7827 Fax: +44 207 672 4006 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$777,578
15	Name: Sandycove Aviation Limited Address: c/o LCI Helicopters Ireland Ltd 41 Forbes Quay Sir John Rogersons Quay Dublin 2 Ireland IE	Name: Sandycove Aviation Limited Phone: - Fax: - Email: -	Lease	Unliquidated		May be subject to asserted setoff	$710,371
16	Name: GE Capital Equipment Finance Ltd Address: 2630 The Quadrant Aztec West Bristol Bristol BS32 4GQ GB BS32 4GQ	Name: GE Capital Equipment Finance Ltd Phone: 00448702418899 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$686,416
17	Name: SACE Lenders - BNP Paribas Address: 21, place du Marche Saint-Honore Paris 75001 France	Name: SACE Lenders - BNP Paribas Phone: +33 1 43 16 86 52 Fax: - +33 1 4316 8184 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$503,623
18	Name: SpareBank1 Address: Sjogata 8, 9008 Tromso, PO Box 6801, Langes Tromso 9298 Norway	Name: SpareBank1 Phone: +47 7762 2372 Fax: - +47 7762 2371 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$413,085
19	Name: 1027098 BC Ltd. Address: 1376 Sea Lover's Lane, Gabriola, BC, Canada V0R 1X5	Name: 1027098 BC Ltd. Phone: - 1-250-247-9594 Fax: - Email: -	Services	Liquidated			$390,000

Name of creditor and complete mailing address, including zip code[2]		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
20	Name: Precision Accessories & Instruments Address: 495 Lake Mirror Road Building 800 Suite G Atlanta, GA 30349	Name: Precision Accessories & Instruments Phone: 0014047675800 Fax: 0014047675900 Email: -	Trade	Liquidated			$379,316
21	Name: Saga Gabon S.A. Address: Z.P.D. Owendo Bp72 Libreville Gabon Gabon Ga	Name: Saga Gabon S.A. Phone: 241-702082 Fax: 241-701207 Email: -	Trade	Liquidated			$368,164
22	Name: Regent Tanzania Ltd. Address: P.O. Box 10311 964 Olympio Street Upanga Dar - ES - Salaam Dar - ES - Salaam Tanzania TZ	Name: Regent Tanzania Ltd. Phone: -+255 784 540060 Fax: - 255 22 2153 297 Email: -	Services	Contingent; Unliquidated; Disputed			$367,147
23	Name: Lobo Leasing SPV A Limited Address: Alexandra House The Sweepstakes Ballsbridge Dublin 4 Ireland IE	Name: Lobo Leasing SPV A Limited Phone: - +353 1 253 0460 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$314,312
24	Name: Airbus Helicopters Simulation Center Address: Sultan Abdul Aziz Shah Airport 47200 Subang Selangor Malaysia	Name: Airbus Helicopters Simulation Center Phone: - 60378487600 Fax: - Email: -	Trade	Liquidated			$286,735
25	Name: Euroavionics Navigations System GMB Address: Karlsruher Strasse 91 DE-75179 Pforzheim Germany	Name: Euroavionics Navigations System GMB Phone: - 00497231586780 Fax: - Email: -	Trade	Liquidated			$259,696
26	Name: Sikorsky Helitech - Australia Address: PO Box 1374 Eagle Farm QLD 4009 Australia	Name: Sikorsky Helitech - Australia Phone: - (07)36327000 Fax: - Email: -	Trade	Liquidated			$229,694
27	Name: Composite Technology Inc. USA Address: 1727 South Main Street Grapevine TX 75261 USA	Name: Composite Technology Inc. USA Phone: - 0019724566900 Fax: - Email: -	Trade	Liquidated			$209,014
28	Name: DJ Composites Inc. Address: 1 C.L. Dobbin Road Gander Newfoundland & Labrador A1V 2V3 Canada	Name: DJ Composites Inc Phone: - 709-256-6111 Fax: - Email: -	Trade	Liquidated			$201,219
29	Name: Matha Janthorn Co. Ltd. Address: 779 Soi Rajchada 18 Rajchadapisek Rd Huey Kwang Bangkok 10310 Thailand	Name: Matha Janthorn Co. Ltd Phone: - 02 692 6229 Fax: - 02 692 5005 Email: -	Services	Liquidated			$199,702
30	Name: Honeywell International, Phoenix Address: 21111N. 19th Ave. Phoenix AZ 85027-2708 USA	Name: Honeywell International, Phoenix Phone: - 0016024366184 Fax: - Email: -	Trade	Liquidated			$175,607

Fill in this information to identify the case and this filing:

Debtor Name CHC Cayman Investments I Ltd.

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (If known):

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 05/05/2016
MM / DD / YYYY

× Robert A. Del Genio
Signature of individual signing on behalf of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

Stephen A. Youngman (22226600)
WEIL, GOTSHAL & MANGES LLP
200 Crescent Court, Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7700
Facsimile: (214) 746-7777

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

Proposed Attorneys for Debtors and Debtors in Possession

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

In re:	:	**Chapter 11**
CHC GROUP LTD. *et al.*,	:	**Case No. 16–_____ ( )**
Debtors.	:	**(Joint Administration Requested)**

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, attached hereto as **Exhibit A** is an organizational chart reflecting all of the ownership interests in CHC Group Ltd. ("**CHC Parent**") and its above-captioned debtor affiliates (the "**Non-Parent Debtors**"), as debtors and debtors in possession (collectively, the "**Debtors**").[1] CHC Parent, on behalf of itself and the Non-Parent Debtors, respectfully represent as follows:

- Each Debtor identified on **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
- CHC Parent is the ultimate parent company of each of the Non-Parent Debtors, and directly or indirectly owns a 100% equity interest in each of the Non-Parent Debtors.

[1] A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, where applicable, is attached hereto as **Exhibit B**.

- CHC Parent's equity securities are publicly held. Clayton Dubilier & Rice, LLC controls 100% of the convertible preferred shares in CHC Parent, representing approximately 49.9% voting stock on an as-converted basis. First Reserve Management, L.P. controls approximately 56.2% of the ordinary shares in CHC Parent, representing approximately 27.3% voting stock on an as-converted basis.

Exhibit A

Organizational Chart

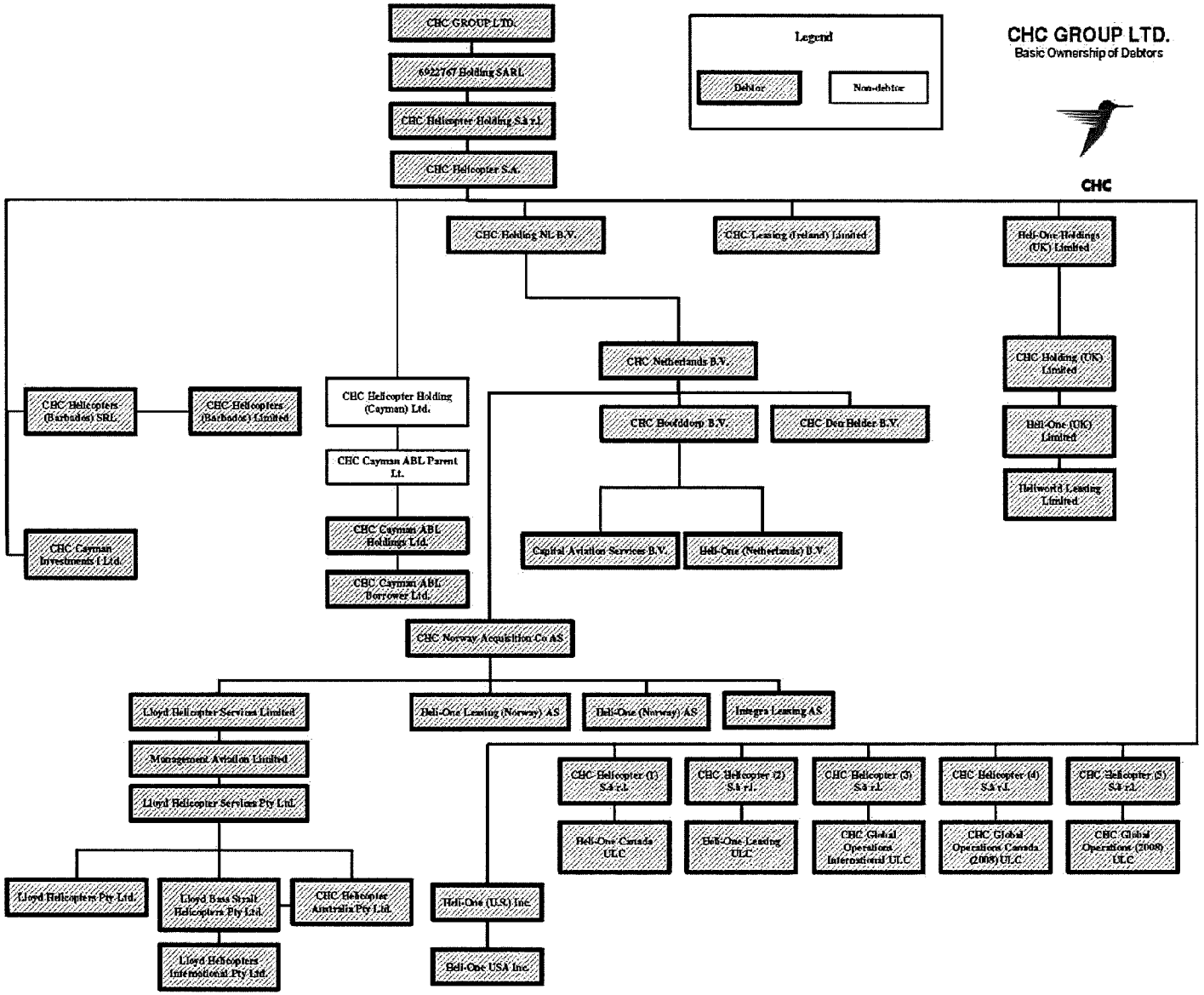

CHC GROUP LTD.
Legend
Debtor
Non-debtor
CHC GROUP LTD.
Basic Ownership of Debtors
CHC
6922767 Holding SARL
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
CHC Holding NL B.V.
CHC Leasing (Ireland) Limited
Heli-One Holdings (UK) Limited
CHC Netherlands B.V.
CHC Holding (UK) Limited
CHC Helicopters (Barbados) SRL
CHC Helicopters (Barbados) Limited
CHC Helicopter Holding (Cayman) Ltd.
CHC Boeddinp B.V.
CHC Den Helder B.V.
Heli-One (UK) Limited
CHC Cayman ABL Parent Lt.
Helworld Leasing Limited
CHC Cayman Investments I Ltd.
CHC Cayman ABL Holdings Ltd.
Capital Aviation Services B.V.
Heli-One (Netherlands) B.V.
CHC Cayman ABL Borrower Ltd.
CHC Norway Acquisition Co AS
Lloyd Helicopter Services Limited
Heli-One Leasing (Norway) AS
Heli-One (Norway) AS
Integra Leasing AS
Management Aviation Limited
CHC Helicopter (1) S.à r.l.
CHC Helicopter (2) S.à r.l.
CHC Helicopter (3) S.à r.l.
CHC Helicopter (4) S.à r.l.
CHC Helicopter (5) S.à r.l.
Lloyd Helicopter Services Pty Ltd.
Heli-One Canada ULC
Heli-One Leasing ULC
CHC Global Operations International ULC
CHC Global Operations Canada (2008) ULC
CHC Global Operations (2008) ULC
Lloyd Helicopters Pty Ltd.
Lloyd Bass Strait Helicopters Pty Ltd.
CHC Helicopter Australia Pty Ltd.
Heli-One (U.S.) Inc.
Lloyd Helicopters International Pty Ltd.
Heli-One USA Inc.

Exhibit B

Debtors

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

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

Fill in this information to identify the case and this filing:

Debtor Name CHC Cayman Investments I Ltd.

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (If known): _____

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* Corporate Ownership Statement

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

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

× Robert A. Del Genio
Signature of individual signing on behalf of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

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

In re:	:	**Chapter 11**
CHC GROUP LTD. *et al.*,	:	**Case No. 16–_____ ( )**
Debtors.	:	**(Joint Administration Requested)**

DECLARATION FOR ELECTRONIC FILING OF BANKRUPTCY PETITION

PART I - DECLARATION OF PETITIONER:

As an individual debtor in this case, or as the individual authorized to act on behalf of the corporation, partnership, or limited liability company seeking bankruptcy relief in this case, I hereby request relief as, or on behalf of, the debtor in accordance with the Chapter of Title 11, United States Code, specified in the petition to be filed electronically in this case. I have read the information provided in the petition to be filed electronically in this case and I hereby declare under penalty of perjury that the information provided therein, is true and correct. I understand that this Declaration is to be filed with the Bankruptcy Court within seven (7) business days after the petition has been filed electronically.

☐ ***[Check only if Chapter 7 individual debtor(s) whose debts are primarily consumer debts]*** I am an individual whose debts are primarily consumer debts and who has chosen to file under Chapter 7. I am aware that I may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, understand the relief available under each Chapter, and choose to proceed under Chapter 7.

☑ ***[Check only if debtor is a corporation, partnership or limited liability company]*** I hereby further declare under penalty of perjury that I have been authorized to file the petition on behalf of the debtor in this case.

Date: 05/05/2016 Robert A. Del Genio _____
Debtor Joint Debtor

PART II - DECLARATION OF ATTORNEY:

I declare ***under penalty of perjury*** that: (1) I will give the debtor(s) a copy of all documents referenced by Part I herein which are filed with the United States Bankruptcy Court; and (2) I have informed the debtor(s), if an individual with primarily consumer debts, that he or she may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, and have explained the relief available under each such chapter.

Date: 05/05/2016 Stephen A. Youngman
Attorney for Debtor

This is Exhibit "**F**" referred to in the Affidavit of **Sandra Brown-John** sworn before me this 5th day of October, 2016.

A Commissioner for Taking Affidavits
for British Columbia

PETER BYCHAWSKI
Barrister & Solicitor
BLAKE, CASSELS & GRAYDON LLP
Suite 2600, Three Bentall Centre
595 Burrard St., P.O. Box 49314
Vancouver, B.C. V7X 1L3
(604) 631-4218

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF TEXAS

CERTIFIED COPY

I, Sheniqua Whitaker , Clerk of the United States Bankruptcy Court, certify that the attached is a true and full copy of page(s) 1 through 23 of the original

[Doc. 1] Non-individual Chapter 11 Voluntary Petition Filed by CHC Den Helder B.V.

now existing among the records of this Court.

In testimony whereof I sign my name, and affix the seal of this Court at

Dallas, Texas, in this State, on September 27, 2016

City Date

UNITED STATES BANKRUPTCY COURT ★ SEAL

Clerk, U.S.Bankruptcy Court
Northern District of Texas

Sheniqua Whitaker

(By) Deputy Clerk

Fill in this information to identify the case			
United States Bankruptcy Court for the:			
Northern	*District of*	Texas (State)	
Case number (*If known*):		Chapter 11	

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.

1. Debtor's name CHC Den Helder B.V.

2. All other names debtor used in the last 8 years
Include any assumed names, trade names, and *doing business as* names

See Schedule 1

3. Debtor's federal Employer Identification Number (EIN) 98-1198794

4. Debtor's address

Principal place of business

Luchthavenweg 18
Number Street

1786 PP Den Helder

Netherlands
City State ZIP Code

County

Mailing address, if different from principal place of business

600 East Las Colinas Blvd., 10th Floor
Number Street

P.O. Box

Irving TX 75039
City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL) www.chc.ca

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

7. Describe debtor's business

A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply:*

- ☐ Tax- entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes .

4812

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. *Check all that apply:*
  - ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ☐ A plan is being filed with this petition.
  - ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ☒ No
- ☐ Yes District _____ When _____ Case number _____
  MM/ DD/ YYYY
  District _____ When _____ Case number _____
  MM / DD/ YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1,

- ☐ No
- ☒ Yes Debtor See Schedule 2 Relationship Affiliates
  District Northern District of Texas When 05/05/2016
  MM / DD/ YYYY
  Case number, if known _____

attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
  What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number Street

City State ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
  Contact Name _____
  Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

☐ 1-49	☐ 1,000-5,000	☐ 25,001-50,000
☐ 50-99	☐ 5,001-10,000	☐ 50,001-100,000
☐ 100-199	☒ 10,001-25,000	☐ More than 100,000
☐ 200-999		

15. Estimated assets (on a consolidated basis)

☐ $0-$50,000	☐ $1,000,001-$10 million	☐ $500,000,001-$1 billion
☐ $50,001-$100,000	☐ $10,000,001-$50 million	☒ $1,000,000,001-$10 billion
☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

16. Estimated liabilities (on a consolidated basis)			
	☐ $0-$50,000	☐ $1,000,001-$10 million	☐ $500,000,001-$1 billion
	☐ $50,001-$100,000	☐ $10,000,001-$50 million	☒ $1,000,000,001-$10 billion
	☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
	☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement 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.

17. Declaration and signature of authorized representative of debtor

■ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

■ I have been authorized to file this petition on behalf of the debtor.

■ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

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

× /s/ Robert A. Del Genio
Signature of authorized representative of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Title

18. Signature of attorney

× /s/ Stephen A. Youngman Date 05/05/2016
Signature of attorney for debtor MM / DD / YYYY

Stephen A. Youngman
Printed Name

Weil, Gotshal & Manges LLP
Firm Name

200 Crescent Court, Suite 300
Number Street

Dallas | TX | 75201
City | State | ZIP Code

(214) 746-7700 | stephen.youngman@weil.com
Contact phone | Email address

22226600 | TX
Bar Number | State

Schedule 1

All Other Names Used By the Debtor or Its Affiliates in the Last 8 Years

Entity	Previous Name(s)
CHC Group Ltd.	FR Horizon Holding (Cayman) Inc.
CHC Global Operations (2008) ULC	CHC Global Operations (2008) Inc.
CHC Global Operations Canada (2008) ULC	CHC Global Operations Canada (2008) Inc.
CHC Global Operations International ULC	CHC Global Operations International Inc.
CHC Helicopter Australia Pty Ltd	Lloyd Off-Shore Helicopters Pty. Ltd.
CHC Helicopter Holding S.à r.l.	CHC Helicopter LLC CHC Helicopter Corporation
CHC Helicopter S.A.	CHC Helicopter S.à r.l.
CHC Holding (UK) Limited	Canadian Helicopters (UK) Limited
CHC Leasing (Ireland) Limited	Justinvale Limited
Heli-One Canada ULC	Heli-One Canada Inc. 6976972 Canada Inc.
Heli-One Leasing ULC	Heli-One Leasing Inc.

Schedule 2

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the affiliated entities listed below filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Northern District of Texas. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

Company
CHC Group Ltd.
6922767 Holding SARL
Capital Aviation Services B.V.
CHC Cayman ABL Borrower Ltd.
CHC Cayman ABL Holdings Ltd.
CHC Cayman Investments I Ltd.
CHC Den Helder B.V.
CHC Global Operations (2008) ULC
CHC Global Operations Canada (2008) ULC
CHC Global Operations International ULC
CHC Helicopter (1) S.à r.l.
CHC Helicopter (2) S.à r.l.
CHC Helicopter (3) S.à r.l.
CHC Helicopter (4) S.à r.l.
CHC Helicopter (5) S.à r.l.
CHC Helicopter Australia Pty Ltd
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
CHC Helicopters (Barbados) Limited
CHC Helicopters (Barbados) SRL
CHC Holding (UK) Limited
CHC Holding NL B.V.
CHC Hoofddorp B.V.
CHC Leasing (Ireland) Limited

Company
CHC Netherlands B.V.
CHC Norway Acquisition Co AS
Heli-One (Netherlands) B.V.
Heli-One (Norway) AS
Heli-One (U.S.) Inc.
Heli-One (UK) Limited
Heli-One Canada ULC
Heli-One Holdings (UK) Limited
Heli-One Leasing (Norway) AS
Heli-One Leasing ULC
Heli-One USA Inc.
Heliworld Leasing Limited
Integra Leasing AS
Lloyd Bass Strait Helicopters Pty. Ltd.
Lloyd Helicopter Services Limited
Lloyd Helicopter Services Pty. Ltd.
Lloyd Helicopters International Pty. Ltd.
Lloyd Helicopters Pty. Ltd.
Management Aviation Limited

CHC DEN HELDER B.V.

UNANIMOUS WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY

WHEREAS, **CHC DEN HELDER B.V.**, a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of The Netherlands, having its corporate seat (statutaire zetel) in Hoofddorp, The Netherlands, and its place of business at Scorpius 110, Southpoint, Building A, 2132 LR Hoofddorp, The Netherlands, registered with the Commercial Register under number 34308928 (the ***"Company"***), is an indirect subsidiary of CHC Group Ltd., a Cayman Islands exempted company (***"CHC"***);

WHEREAS, CHC and certain of its subsidiaries and affiliates are considering commencing cases under chapter 11 of title 11 of the United States Code (the ***"Bankruptcy Code"***) in the United States Bankruptcy Court for the Northern District of Texas (the ***"Bankruptcy Court"***);

WHEREAS, all of the directors of the Company (the ***"Board"***), having received and considered advice from the Company's legal and financial advisors, deem it desirable and in the best interests of the Company and its creditors, employees, and other stakeholders and interested parties for the Company to commence a case under chapter 11 of the Bankruptcy Code in the Bankruptcy Court;

WHEREAS, no (board) regulations (*(bestuurs)reglementen*) have been adopted or otherwise apply containing provisions that would preclude the directors of the Company from validly adopting the resolutions contained herein and these resolutions are not subject to the approval of the general meeting of the Company.

COMMENCEMENT OF CHAPTER 11 CASE

NOW, THEREFORE, BE IT RESOLVED, that, if the board of directors of CHC resolves to authorize CHC's officers and directors to file a chapter 11 petition on behalf of CHC, upon such board of directors' authorization, Karl Fessenden, Hooman Yazhari, Lee Eckert, Nicolas Stable, Robert A. Del Genio, any of the directors and officers of the Company as listed on the Company's register of directors and officers, and any other person designated and so authorized to act (each, an ***"Authorized Officer"***) be, and each of them hereby is, empowered, authorized, and directed, in the name and on behalf of the Company, to execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy

Court at such time that the Authorized Officer executing the same shall determine;

RETENTION OF ADVISORS

FURTHER RESOLVED, that the law firm of Weil, Gotshal & Manges LLP is hereby employed as counsel for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the law firm of Debevoise & Plimpton LLP is hereby employed as special aircraft counsel for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the firm of PJT Partners LP is hereby employed as investment banker for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the firm of Seabury Corporate Advisors LLC is hereby employed as financial advisor for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the firm of CDG Group, LLC is hereby employed as restructuring advisor for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that Kurtzman Carson Consultants LLC is hereby employed as (i) claims and noticing agent, and (ii) administrative agent for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed to execute and file in the Company's chapter 11 case, all petitions, schedules, motions, lists, applications, pleadings and other papers and, in connection therewith, to engage, employ, and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with the Company's chapter 11 case, including, without limitation, negotiating and obtaining debtor in possession financing and/or the use of cash collateral, and executing, delivering and performing any and all documents, agreements, certificates, and/or instruments in connection with such debtor in possession financing and/or use of cash collateral, with a view to the successful prosecution of such case;

FURTHER RESOLVED, that any Authorized Officer be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals and rulings of governmental or regulatory authorities, certificates, and other documents, and to take such other actions that in the judgment of the Authorized Officer shall be or become necessary, proper, or desirable in connection with the Company's chapter 11 case;

GENERAL RESOLUTIONS

FURTHER RESOLVED, that all prior actions taken by any Authorized Officer, officer or agent for and on behalf of the Company in connection with the foregoing resolutions, including but not limited to, the signing of any agreements, resolutions, deeds, letters, notices, certificates, acknowledgements, receipts, authorizations, instructions, releases, waivers, proxies, instruments and other documents (whether of a like nature or not) and the payment of any and all related fees and expenses be confirmed, ratified, and approved in all respects;

FURTHER RESOLVED, that any of the Authorized Officers be, and each of them hereby is, authorized, empowered, and directed, for and on behalf of the Company, to take any and all actions, to negotiate and enter into agreements and amendments to agreements, to perform all such acts and deeds, to execute, file, deliver, or record in the name of and on behalf of the Company, all such certificates, instruments, agreements, and other documents, and to make all such payments as they, in their judgment, may deem necessary, advisable, or appropriate in order to carry out the purpose and intent of the foregoing resolutions, the authorization therefor to be conclusively evidenced by the taking of such action or the execution and delivery of such certificates, instruments, agreements, and documents;

FURTHER RESOLVED, that, to the extent necessary, the board of directors of each subsidiary of the Company is hereby authorized by the Company (in its capacity of shareholder of such subsidiary) to resolve upon the same matters as contained in these resolutions and any such resolutions taken by such subsidiary before the date of these resolutions is hereby approved and ratified;

FURTHER RESOLVED, that these resolutions may be executed in any number of counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same document. Each signatory may deliver a signed copy of these resolutions by facsimile, and any such copy shall be deemed to be an original.

Dated: April 28, 2016

Christian Krajewski
Managing Director

Fill in this information to identify the case:
Debtor name CHC Den Helder B.V.
United States Bankruptcy Court for the: Northern District of Texas (State)
Case number (if known): _____

☐ Check if this an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders[1]

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code[2]	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Name: International Corporate Trust Address: The Bank of New York Mellon 101 Barclay Street, Floor 4 East, New York, NY 10286	Name: The Bank of New York Mellon Phone: - (412) 234-5000 Fax: - Email: -	Unsecured Notes	Liquidated			$98,432,780
2	Name: McGrigors Pension Trustees Limited Address: 141 Bothwell Street, Glasgow, G2 7EQ	Name: Ian Gordon Phone: 44 (0)141 567 8401 Fax: - Email: -	Pensions	Liquidated			$66,440,996
3	Name: Martello Property Services Inc. Address: 200-808 West Hastings Street, Vancouver, BC, V6C 2X4	Name: Martello Property Services Inc. Phone: 604-681-6544 Fax: 604-681-5114 Email: -	Lease Financing Facility	Liquidated			$26,586,212
4	Name: Finmeccanica S.P.A. Helicopters Div. Address: Warranty Administration Dept Via Per Tornavento 15 21019 Somma Lombardo (Va)	Name: Finmeccanica S.P.A. Helicopters Div. Phone: 00390331711288 Fax: 00390331711377 Email: daniele.romiti@finmeccanica.com	Trade	Liquidated			$4,956,652
5	Name: Airbus Helicopters Address: Aeroport International Marseille Province Fr-13725 Marignane Cedex	Name: Airbus Helicopters Phone: 003342858585 Fax: 003342859996 Email: guillaume.faury@airbus.com	Trade	Disputed		May be subject to asserted setoff	$4,145,055
6	Name: Sikorsky Commerical Inc. (HSI) Address: P.O. BOX 111068 Trumbull, CT 06611-0868	Name: Sikorsky Commerical Inc. (HSI) Phone: 203-416-4000 Fax: 203-416-4291 Email: danielschultz@sikorsky.com	Trade	Disputed		May be subject to asserted setoff	$3,076,829

[1] Although certain secured creditors may have unsecured deficiency claims depending on the value of their collateral, such a determination has not been made at this time. Therefore, such creditors are not included on this list.

[2] This List of Creditors Who Have the 30 Largest Unsecured Claims is presented on a consolidated basis for each of the Debtors.

Name of creditor and complete mailing address, including zip code[2]		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
7	Name: Coface – Parilease SAS Address: 16 rue de Hanovre Paris 75002 France	Name: Coface – Parilease SAS Phone: +33 1 43 16 86 52 Fax: +33 1 4298 1203 Email:	Lease	Unliquidated		May be subject to asserted setoff	$2,197,611
8	Name: CAE Address: 2025 Logistics Drive Mississauga Ontario L5S 1Z9 L5S 1Z9 Canada CA L5S 1Z9	Name: CAE Phone: - 905-672-8650 Fax: 514-734-5682 Email: nelson.camacho@cae.com	Services	Unliquidated Disputed		May be subject to asserted setoff	$2,132,219
9	Name: Waypoint Asset Company (Ireland) Ltd Address: 25/28 North Wall Quay Dublin 1 Ireland IE	Name: Waypoint Asset Company (Ireland) Ltd Phone: +353 61 633333 Fax: +353 61 633334 Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$1,320,087
10	Name: Turbomeca Address: Technopole Izarbel Bp4 64210 Bidart, France	Name: Turbomeca Phone: - +(33) 5 59 12 50 72 Fax: - 0033559125491 Email: bruno.even@turbomeca.fr	Trade	Unliquidated			$1,185,968
11	Name: TMC International Ltd Address: 2-1-15 Hiroo Shibuya-ku JP-Tokyo 150-0012 Japan	Name: TMC International Ltd Phone: +81-3-3400-5188 Fax: +81-3-5778-4888 Email: -	Services	Unliquidated			$1,048,444
12	Name: Milestone Aviation Group Address: Block 4 The Harcourt Centre Harcourt Road Dublin 2 Ireland	Name: Milestone Aviation Group Phone: - +353 1 216 5700 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$1,020,158
13	Name: Ruag Switzerland Ltd Address: Ruag Aviation Seetalstrasse 175 Ch-6032 Emmen	Name: Ruag Switzerland Ltd Phone: 0041416725050 Fax: 0041416725051 Email: -	Trade	Liquidated			$920,051
14	Name: Lombard North Central Plc Address: Lombard House, The Waterfront, Elstree Road Elstree, Hertfordshire WD6 3BS United Kingdom	Name: Lombard North Central Plc Phone: +44 (0) 208 236 7827 Fax: +44 207 672 4006 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$777,578
15	Name: Sandycove Aviation Limited Address: c/o LCI Helicopters Ireland Ltd 41 Forbes Quay Sir John Rogersons Quay Dublin 2 Ireland IE	Name: Sandycove Aviation Limited Phone: - Fax: - Email: -	Lease	Unliquidated		May be subject to asserted setoff	$710,371
16	Name: GE Capital Equipment Finance Ltd Address: 2630 The Quadrant Aztec West Bristol Bristol BS32 4GQ GB BS32 4GQ	Name: GE Capital Equipment Finance Ltd Phone: 00448702418899 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$686,416
17	Name: SACE Lenders - BNP Paribas Address: 21, place du Marche Saint-Honore Paris 75001 France	Name: SACE Lenders - BNP Paribas Phone: +33 1 43 16 86 52 Fax: - +33 1 4316 8184 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$503,623
18	Name: SpareBank1 Address: Sjogata 8, 9008 Tromso, PO Box 6801, Langes Tromso 9298 Norway	Name: SpareBank1 Phone: +47 7762 2372 Fax: - +47 7762 2371 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$413,085
19	Name: 1027098 BC Ltd. Address: 1376 Sea Lover's Lane, Gabriola, BC, Canada V0R 1X5	Name: 1027098 BC Ltd. Phone: - 1-250-247-9594 Fax: - Email: -	Services	Liquidated			$390,000

Name of creditor and complete mailing address, including zip code[2]		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
20	Name: Precision Accessories & Instruments Address: 495 Lake Mirror Road Building 800 Suite G Atlanta, GA 30349	Name: Precision Accessories & Instruments Phone: 0014047675800 Fax: 0014047675900 Email: -	Trade	Liquidated			$379,316
21	Name: Saga Gabon S.A. Address: Z.P.D. Owendo Bp72 Libreville Gabon Gabon Ga	Name: Saga Gabon S.A. Phone: 241-702082 Fax: 241-701207 Email: -	Trade	Liquidated			$368,164
22	Name: Regent Tanzania Ltd. Address: P.O. Box 10311 964 Olympio Street Upanga Dar - ES - Salaam Dar - ES - Salaam Tanzania TZ	Name: Regent Tanzania Ltd. Phone: -+255 784 540060 Fax: - 255 22 2153 297 Email: -	Services	Contingent; Unliquidated; Disputed			$367,147
23	Name: Lobo Leasing SPV A Limited Address: Alexandra House The Sweepstakes Ballsbridge Dublin 4 Ireland IE	Name: Lobo Leasing SPV A Limited Phone: - +353 1 253 0460 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$314,312
24	Name: Airbus Helicopters Simulation Center Address: Sultan Abdul Aziz Shah Airport 47200 Subang Selangor Malaysia	Name: Airbus Helicopters Simulation Center Phone: - 60378487600 Fax: - Email: -	Trade	Liquidated			$286,735
25	Name: Euroavionics Navigations System GMB Address: Karlsruher Strasse 91 DE-75179 Pforzheim Germany	Name: Euroavionics Navigations System GMB Phone: - 00497231586780 Fax: - Email: -	Trade	Liquidated			$259,696
26	Name: Sikorsky Helitech - Australia Address: PO Box 1374 Eagle Farm QLD 4009 Australia	Name: Sikorsky Helitech - Australia Phone: - (07)36327000 Fax: - Email: -	Trade	Liquidated			$229,694
27	Name: Composite Technology Inc. USA Address: 1727 South Main Street Grapevine TX 75261 USA	Name: Composite Technology Inc. USA Phone: - 0019724566900 Fax: - Email: -	Trade	Liquidated			$209,014
28	Name: DJ Composites Inc. Address: 1 C.L. Dobbin Road Gander Newfoundland & Labrador A1V 2V3 Canada	Name: DJ Composites Inc Phone: - 709-256-6111 Fax: - Email: -	Trade	Liquidated			$201,219
29	Name: Matha Janthorn Co. Ltd. Address: 779 Soi Rajchada 18 Rajchadapisek Rd Huey Kwang Bangkok 10310 Thailand	Name: Matha Janthorn Co. Ltd Phone: - 02 692 6229 Fax: - 02 692 5005 Email: -	Services	Liquidated			$199,702
30	Name: Honeywell International, Phoenix Address: 21111N. 19th Ave. Phoenix AZ 85027-2708 USA	Name: Honeywell International, Phoenix Phone: - 0016024366184 Fax: - Email: -	Trade	Liquidated			$175,607

Fill in this information to identify the case and this filing:

Debtor Name CHC Den Helder B.V.

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (If known): _____

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 05/05/2016
MM / DD / YYYY

× /s/ Robert A. Del Genio
Signature of individual signing on behalf of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

Stephen A. Youngman (22226600)
WEIL, GOTSHAL & MANGES LLP
200 Crescent Court, Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7700
Facsimile: (214) 746-7777

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

Proposed Attorneys for Debtors and Debtors in Possession

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

In re:	:	**Chapter 11**
CHC GROUP LTD. *et al.*,	:	**Case No. 16–_____ ( )**
Debtors.	:	**(Joint Administration Requested)**

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, attached hereto as **Exhibit A** is an organizational chart reflecting all of the ownership interests in CHC Group Ltd. ("**CHC Parent**") and its above-captioned debtor affiliates (the "**Non-Parent Debtors**"), as debtors and debtors in possession (collectively, the "**Debtors**").[1] CHC Parent, on behalf of itself and the Non-Parent Debtors, respectfully represent as follows:

- Each Debtor identified on **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
- CHC Parent is the ultimate parent company of each of the Non-Parent Debtors, and directly or indirectly owns a 100% equity interest in each of the Non-Parent Debtors.

[1] A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, where applicable, is attached hereto as **Exhibit B**.

- CHC Parent's equity securities are publicly held. Clayton Dubilier & Rice, LLC controls 100% of the convertible preferred shares in CHC Parent, representing approximately 49.9% voting stock on an as-converted basis. First Reserve Management, L.P. controls approximately 56.2% of the ordinary shares in CHC Parent, representing approximately 27.3% voting stock on an as-converted basis.

Exhibit A

Organizational Chart

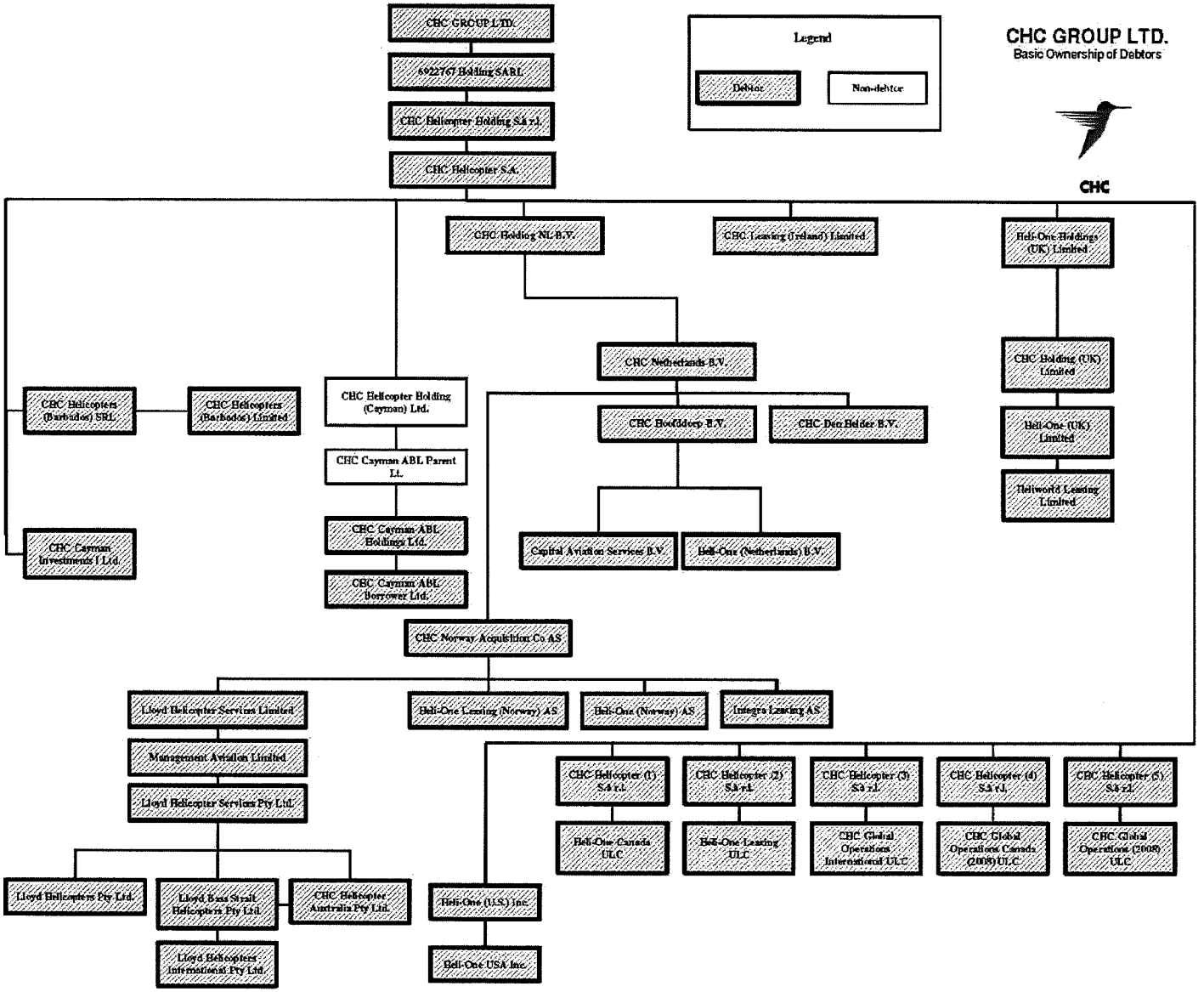

CHC GROUP LTD.
Basic Ownership of Debtors
Legend
Debtor
Non-debtor
CHC GROUP LTD.
6922767 Holding SARL
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
CHC
CHC Holding NL B.V.
CHC Leasing (Ireland) Limited
Heli-One Holdings (UK) Limited
CHC Netherlands B.V.
CHC Holding (UK) Limited
CHC Helicopters (Barbados) SRL
CHC Helicopters (Barbados) Limited
CHC Helicopter Holding (Cayman) Ltd.
CHC Hoofddorp B.V.
CHC Den Helder B.V.
Heli-One (UK) Limited
CHC Cayman ABL Parent Lt.
Helworld Leasing Limited
CHC Cayman Investments I Ltd.
CHC Cayman ABL Holdings Ltd.
Capital Aviation Services B.V.
Heli-One (Netherlands) B.V.
CHC Cayman ABL Borrower Ltd.
CHC Norway Acquisition Co AS
Lloyd Helicopter Services Limited
Heli-One Leasing (Norway) AS
Heli-One (Norway) AS
Integra Leasing AS
Management Aviation Limited
CHC Helicopter (1) S.à r.l.
CHC Helicopter (2) S.à r.l.
CHC Helicopter (3) S.à r.l.
CHC Helicopter (4) S.à r.l.
CHC Helicopter (5) S.à r.l.
Lloyd Helicopter Services Pty Ltd.
Heli-One Canada ULC
Heli-One Leasing ULC
CHC Global Operations International ULC
CHC Global Operations Canada (2008) ULC
CHC Global Operations (2008) ULC
Lloyd Helicopters Pty Ltd.
Lloyd Bass Strait Helicopters Pty Ltd.
CHC Helicopter Australia Pty Ltd.
Heli-One (U.S.) Inc.
Lloyd Helicopters International Pty Ltd.
Heli-One USA Inc.

Exhibit B

Debtors

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

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

Fill in this information to identify the case and this filing:

Debtor Name CHC Den Helder B.V.

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (If known):

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* Corporate Ownership Statement

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

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

× /s/ Robert A. Del Genio
Signature of individual signing on behalf of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

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

In re:	:	**Chapter 11**
CHC GROUP LTD. *et al.*,	:	**Case No. 16–_____ ( )**
Debtors.	:	**(Joint Administration Requested)**

DECLARATION FOR ELECTRONIC FILING OF BANKRUPTCY PETITION

PART I - DECLARATION OF PETITIONER:

As an individual debtor in this case, or as the individual authorized to act on behalf of the corporation, partnership, or limited liability company seeking bankruptcy relief in this case, I hereby request relief as, or on behalf of, the debtor in accordance with the Chapter of Title 11, United States Code, specified in the petition to be filed electronically in this case. I have read the information provided in the petition to be filed electronically in this case and I hereby declare under penalty of perjury that the information provided therein, is true and correct. I understand that this Declaration is to be filed with the Bankruptcy Court within seven (7) business days after the petition has been filed electronically.

☐ ***[Check only if Chapter 7 individual debtor(s) whose debts are primarily consumer debts]***
I am an individual whose debts are primarily consumer debts and who has chosen to file under Chapter 7. I am aware that I may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, understand the relief available under each Chapter, and choose to proceed under Chapter 7.

☑ ***[Check only if debtor is a corporation, partnership or limited liability company]***
I hereby further declare under penalty of perjury that I have been authorized to file the petition on behalf of the debtor in this case.

Date: 05/05/2016 /s/ Robert A. Del Genio _____
Debtor Joint Debtor

PART II - DECLARATION OF ATTORNEY:

I declare ***under penalty of perjury*** that: (1) I will give the debtor(s) a copy of all documents referenced by Part I herein which are filed with the United States Bankruptcy Court; and (2) I have informed the debtor(s), if an individual with primarily consumer debts, that he or she may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, and have explained the relief available under each such chapter.

Date: 05/05/2016 /s/ Stephen A. Youngman
Attorney for Debtor

This is Exhibit "**G**" referred to in the Affidavit of **Sandra Brown-John** sworn before me this 5th day of October, 2016.

A Commissioner for Taking Affidavits
for British Columbia

PETER BYCHAWSKI
Barrister & Solicitor
BLAKE, CASSELS & GRAYDON LLP
Suite 2600, Three Bentall Centre
595 Burrard St., P.O. Box 49314
Vancouver, B.C. V7X 1L3
(604) 631-4218

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF TEXAS

CERTIFIED COPY

I, Sheniqua Whitaker , Clerk of the United States Bankruptcy Court, certify that the attached is a true and full copy of page(s) 1 through 25 of the original

[Doc. 1] Non-individual Chapter 11 Voluntary Petition Filed by CHC Group Ltd.

now existing among the records of this Court.

In testimony whereof I sign my name, and affix the seal of this Court at

Dallas, Texas, in this State, on September 27, 2016

City Date

Clerk, U.S.Bankruptcy Court
Northern District of Texas

Sheniqua Whitaker

(By) Deputy Clerk

Fill in this information to identify the case			
United States Bankruptcy Court for the:			
Northern	*District of*	Texas (State)	
Case number (*If known*):		Chapter 11	

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.

1. Debtor's name CHC Group Ltd.

2. All other names debtor used in the last 8 years
Include any assumed names, trade names, and *doing business as* names

See Schedule 1

3. Debtor's federal Employer Identification Number (EIN) 98-0587405

4. Debtor's address

Principal place of business

One Capital Place, 3rd Floor
Number Street

Shedden Road, Grand Cayman

Cayman Islands KY1-1110
City State ZIP Code

County

Mailing address, if different from principal place of business

600 East Las Colinas Blvd., 10th Floor
Number Street

P.O. Box

Irving, TX 75039
City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL) www.chc.ca

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

7. Describe debtor's business

A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply:*

- ☐ Tax- entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes .

4812

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. *Check all that apply:*
  - ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ☐ A plan is being filed with this petition.
  - ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - ☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ☒ No
- ☐ Yes District _____ When _____ Case number _____
  MM/ DD/ YYYY
  District _____ When _____ Case number _____
  MM / DD/ YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1,

- ☐ No
- ☒ Yes Debtor See Schedule 2 Relationship Affiliates
  District Northern District of Texas When 05/05/2016
  MM / DD/ YYYY
  Case number, if known _____

attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
  What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

_____
Number Street

_____ _____ _____
City State ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
  Contact Name _____
  Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

☐ 1-49	☐ 1,000-5,000	☐ 25,001-50,000
☐ 50-99	☐ 5,001-10,000	☐ 50,001-100,000
☐ 100-199	☒ 10,001-25,000	☐ More than 100,000
☐ 200-999		

15. Estimated assets (on a consolidated basis)

☐ $0-$50,000	☐ $1,000,001-$10 million	☐ $500,000,001-$1 billion
☐ $50,001-$100,000	☐ $10,000,001-$50 million	☒ $1,000,000,001-$10 billion
☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

16. Estimated liabilities (on a consolidated basis)

☐ $0-$50,000	☐ $1,000,001-$10 million	☐ $500,000,001-$1 billion
☐ $50,001-$100,000	☐ $10,000,001-$50 million	☒ $1,000,000,001-$10 billion
☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement 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.

17. Declaration and signature of authorized representative of debtor

■ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

■ I have been authorized to file this petition on behalf of the debtor.

■ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

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

✘ /s/ Robert A. Del Genio
Signature of authorized representative of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Title

18. Signature of attorney

✘ /s/ Stephen A. Youngman
Signature of attorney for debtor

Date 05/05/2016
MM / DD / YYYY

Stephen A. Youngman
Printed Name

Weil, Gotshal & Manges LLP
Firm Name

200 Crescent Court, Suite 300
Number Street

Dallas
City

TX
State

75201
ZIP Code

(214) 746-7700
Contact phone

stephen.youngman@weil.com
Email address

22226600
Bar Number

TX
State

Schedule 1

All Other Names Used By the Debtor or Its Affiliates in the Last 8 Years

Entity	Previous Name(s)
CHC Group Ltd.	FR Horizon Holding (Cayman) Inc.
CHC Global Operations (2008) ULC	CHC Global Operations (2008) Inc.
CHC Global Operations Canada (2008) ULC	CHC Global Operations Canada (2008) Inc.
CHC Global Operations International ULC	CHC Global Operations International Inc.
CHC Helicopter Australia Pty Ltd	Lloyd Off-Shore Helicopters Pty. Ltd.
CHC Helicopter Holding S.à r.l.	CHC Helicopter LLC CHC Helicopter Corporation
CHC Helicopter S.A.	CHC Helicopter S.à r.l.
CHC Holding (UK) Limited	Canadian Helicopters (UK) Limited
CHC Leasing (Ireland) Limited	Justinvale Limited
Heli-One Canada ULC	Heli-One Canada Inc. 6976972 Canada Inc.
Heli-One Leasing ULC	Heli-One Leasing Inc.

Schedule 2

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the affiliated entities listed below filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Northern District of Texas. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

Company
CHC Group Ltd.
6922767 Holding SARL
Capital Aviation Services B.V.
CHC Cayman ABL Borrower Ltd.
CHC Cayman ABL Holdings Ltd.
CHC Cayman Investments I Ltd.
CHC Den Helder B.V.
CHC Global Operations (2008) ULC
CHC Global Operations Canada (2008) ULC
CHC Global Operations International ULC
CHC Helicopter (1) S.à r.l.
CHC Helicopter (2) S.à r.l.
CHC Helicopter (3) S.à r.l.
CHC Helicopter (4) S.à r.l.
CHC Helicopter (5) S.à r.l.
CHC Helicopter Australia Pty Ltd
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
CHC Helicopters (Barbados) Limited
CHC Helicopters (Barbados) SRL
CHC Holding (UK) Limited
CHC Holding NL B.V.
CHC Hoofddorp B.V.
CHC Leasing (Ireland) Limited

Company
CHC Netherlands B.V.
CHC Norway Acquisition Co AS
Heli-One (Netherlands) B.V.
Heli-One (Norway) AS
Heli-One (U.S.) Inc.
Heli-One (UK) Limited
Heli-One Canada ULC
Heli-One Holdings (UK) Limited
Heli-One Leasing (Norway) AS
Heli-One Leasing ULC
Heli-One USA Inc.
Heliworld Leasing Limited
Integra Leasing AS
Lloyd Bass Strait Helicopters Pty. Ltd.
Lloyd Helicopter Services Limited
Lloyd Helicopter Services Pty. Ltd.
Lloyd Helicopters International Pty. Ltd.
Lloyd Helicopters Pty. Ltd.
Management Aviation Limited

CHC Group Ltd.

MINUTES OF THE TELEPHONIC MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY ON MAY 4, 2016

Present: John Krenicki Jr. (Chairman)
Juan Diego Vargas
Robert C. Volpe
Dod E. Wales
John A. McKenna Jr.
William G. Schrader
Karl Fessenden
Nathan K. Sleeper

Absent: None

CONSTITUTION OF THE MEETING

The Chairman noted that a quorum of the directors of CHC Group Ltd. (the "***Company***") was present in person or by proxy or alternate and that all directors had agreed to waive notice of the meeting in accordance with the Company's Memorandum and Articles of Association. Accordingly the Chairman declared the meeting duly constituted.

CONFLICTS OF INTEREST

Karl Fessenden gave general notice for the record that he was an employee and/or officer of the Company and various of its subsidiaries and affiliates and should be regarded as interested accordingly in any transaction involving the Company and its affiliates.

COMMENCEMENT OF CHAPTER 11 CASE

IT WAS RESOLVED, that in the judgment of all of the directors (the "***Board***") of the Company, having received and considered advice from the Company's legal and financial advisors, it is desirable and in the best interests of the Company and its creditors, employees, and other stakeholders and interested parties, that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "***Bankruptcy Code***");

FURTHER RESOLVED, that Karl Fessenden, Hooman Yazhari, Lee Eckert, Nicolas Stable, Robert A. Del Genio, any of the directors and

officers of the Company as listed on the Company's register of directors and officers, and any other person designated and so authorized to act (each, an "***Authorized Officer***") be, and each of them hereby is, empowered, authorized, and directed, in the name and on behalf of the Company, to execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Texas (the "***Bankruptcy Court***") at such time that the Authorized Officer executing the same shall determine;

RETENTION OF ADVISORS

FURTHER RESOLVED, that the law firm of Weil, Gotshal & Manges LLP is hereby employed as counsel for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the law firm of Debevoise & Plimpton LLP is hereby employed as special aircraft counsel for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the firm of PJT Partners LP is hereby employed as investment banker for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the firm of Seabury Corporate Advisors LLC is hereby employed as financial advisor for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that the firm of CDG Group, LLC is hereby employed as restructuring advisor, and Robert A. Del Genio appointed as Chief Restructuring Officer for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that Kurtzman Carson Consultants LLC is hereby employed as (i) claims and noticing agent, and (ii) administrative agent for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval;

FURTHER RESOLVED, that any Authorized Officer is hereby authorized, empowered, and directed to execute and file in the Company's chapter 11 case, all petitions, schedules, motions, lists, applications, pleadings and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and to take and perform any and all further acts and deeds which such Authorized Officer deems necessary, proper, or desirable in connection with the Company's chapter 11 case, including, without limitation, negotiating and obtaining debtor in possession

financing and/or the use of cash collateral, and executing, delivering and performing any and all documents, agreements, certificates and/or instruments in connection with such debtor in possession financing and/or use of cash collateral, with a view to the successful prosecution of such case;

SUBSIDIARY APPROVALS

FURTHER RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of certain of the Company's direct and indirect subsidiaries for such entities to take any and all action, including authorizing the filing of chapter 11 petitions in the Bankruptcy Court, and to execute and deliver all documents, agreements, motions and pleadings as are necessary, proper, or desirable to enable such entities to carry out the filing in the Bankruptcy Court contemplated hereby, including granting any director, officer, or other authorized representative as applicable according to local law, the authority to take action in support thereof;

GENERAL AUTHORIZATION AND RATIFICATION

FURTHER RESOLVED, that any Authorized Officer be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions that in the judgment of the Authorized Officer shall be or become necessary, proper, or desirable in connection with the Company's chapter 11 case; and

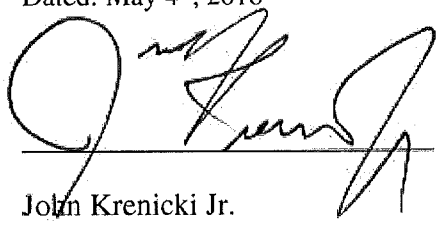
FURTHER RESOLVED, that any and all past actions heretofore taken by any Authorized Officer of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects.

TERMINATION OF THE MEETING

There being no further business, the Chairman declared the meeting closed.

[*Signature appears on the following page*]

Dated: May 4th, 2016



John Krenicki Jr.

Official Form 201A (12/15)

Stephen A. Youngman (22226600)
WEIL, GOTSHAL & MANGES LLP
200 Crescent Court, Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7700
Facsimile: (214) 746-7777

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

Proposed Attorneys for Debtors and Debtors in Possession

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

In re:	:	**Chapter 11**
CHC GROUP LTD. ***et al.,***	:	**Case No. 16–_____ ( )**
Debtors.	:	**(Joint Administration Requested)**

Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is **001-36261**

2. The following financial data is the latest available information and refers to the debtor's condition on **January 31, 2016**.

a. Total assets				$2,169,903,000	
b. Total debts (including debts listed in 2.c., below)				$2,190,379,000	
c. Debt securities held by more than 500 holders					Approximate number of holder
secured ☒	unsecured ☐	subordinated ☐		$1,007,245,000	52
secured ☐	unsecured ☒	subordinated ☐		$94,732,000	24
secured ☐	unsecured ☐	subordinated ☐		$	
secured ☐	unsecured ☐	subordinated ☐		$	
d. Number of shares of preferred stock				657,223	
e. Number of shares common stock				2,721,468	

Comments, if any: _____

3. Brief description of debtor's business:

CHC Group Ltd., along with its debtor and non-debtor subsidiaries ("**CHC**"), is a global provider of helicopter services, including offshore transport, search and rescue, emergency medical services, and other ancillary services.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Clayton, Dubilier & Rice

First Reserve Management, L.P.

Fill in this information to identify the case:
Debtor name CHC Group Ltd.
United States Bankruptcy Court for the: Northern District of Texas (State)
Case number (if known):

☐ Check if this an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders[1]

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code[2]	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Name: International Corporate Trust Address: The Bank of New York Mellon 101 Barclay Street, Floor 4 East, New York, NY 10286	Name: The Bank of New York Mellon Phone: - (412) 234-5000 Fax: - Email: -	Unsecured Notes	Liquidated			$98,432,780
2	Name: McGrigors Pension Trustees Limited Address: 141 Bothwell Street, Glasgow, G2 7EQ	Name: Ian Gordon Phone: 44 (0)141 567 8401 Fax: - Email: -	Pensions	Liquidated			$66,440,996
3	Name: Martello Property Services Inc. Address: 200-808 West Hastings Street, Vancouver, BC, V6C 2X4	Name: Martello Property Services Inc. Phone: 604-681-6544 Fax: 604-681-5114 Email: -	Lease Financing Facility	Liquidated			$26,586,212
4	Name: Finmeccanica S.P.A. Helicopters Div. Address: Warranty Administration Dept Via Per Tornavento 15 21019 Somma Lombardo (Va)	Name: Finmeccanica S.P.A. Helicopters Div. Phone: 00390331711288 Fax: 00390331711377 Email: daniele.romiti@finmeccanica.com	Trade	Liquidated			$4,956,652
5	Name: Airbus Helicopters Address: Aeroport International Marseille Province Fr-13725 Marignane Cedex	Name: Airbus Helicopters Phone: 003342858585 Fax: 003342859996 Email: guillaume.faury@airbus.com	Trade	Disputed		May be subject to asserted setoff	$4,145,055
6	Name: Sikorsky Commerical Inc. (HSI) Address: P.O. BOX 111068 Trumbull, CT 06611-0868	Name: Sikorsky Commerical Inc. (HSI) Phone: 203-416-4000 Fax: 203-416-4291 Email: danielschultz@sikorsky.com	Trade	Disputed		May be subject to asserted setoff	$3,076,829

[1] Although certain secured creditors may have unsecured deficiency claims depending on the value of their collateral, such a determination has not been made at this time. Therefore, such creditors are not included on this list.

[2] This List of Creditors Who Have the 30 Largest Unsecured Claims is presented on a consolidated basis for each of the Debtors.

Name of creditor and complete mailing address, including zip code[2]		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
7	Name: Coface – Parilease SAS Address: 16 rue de Hanovre Paris 75002 France	Name: Coface – Parilease SAS Phone: +33 1 43 16 86 52 Fax: +33 1 4298 1203 Email:	Lease	Unliquidated		May be subject to asserted setoff	$2,197,611
8	Name: CAE Address: 2025 Logistics Drive Mississauga Ontario L5S 1Z9 L5S 1Z9 Canada CA L5S 1Z9	Name: CAE Phone: - 905-672-8650 Fax: 514-734-5682 Email: nelson.camacho@cae.com	Services	Unliquidated Disputed		May be subject to asserted setoff	$2,132,219
9	Name: Waypoint Asset Company (Ireland) Ltd Address: 25/28 North Wall Quay Dublin 1 Ireland IE	Name: Waypoint Asset Company (Ireland) Ltd Phone: +353 61 633333 Fax: +353 61 633334 Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$1,320,087
10	Name: Turbomeca Address: Technopole Izarbel Bp4 64210 Bidart, France	Name: Turbomeca Phone: - +(33) 5 59 12 50 72 Fax: - 0033559125491 Email: bruno.even@turbomeca.fr	Trade	Unliquidated			$1,185,968
11	Name: TMC International Ltd Address: 2-1-15 Hiroo Shibuya-ku JP-Tokyo 150-0012 Japan	Name: TMC International Ltd Phone: +81-3-3400-5188 Fax: +81-3-5778-4888 Email: -	Services	Unliquidated			$1,048,444
12	Name: Milestone Aviation Group Address: Block 4 The Harcourt Centre Harcourt Road Dublin 2 Ireland	Name: Milestone Aviation Group Phone: - +353 1 216 5700 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$1,020,158
13	Name: Ruag Switzerland Ltd Address: Ruag Aviation Seetalstrasse 175 Ch-6032 Emmen	Name: Ruag Switzerland Ltd Phone: 0041416725050 Fax: 0041416725051 Email: -	Trade	Liquidated			$920,051
14	Name: Lombard North Central Plc Address: Lombard House, The Waterfront, Elstree Road Elstree, Hertfordshire WD6 3BS United Kingdom	Name: Lombard North Central Plc Phone: +44 (0) 208 236 7827 Fax: +44 207 672 4006 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$777,578
15	Name: Sandycove Aviation Limited Address: c/o LCI Helicopters Ireland Ltd 41 Forbes Quay Sir John Rogersons Quay Dublin 2 Ireland IE	Name: Sandycove Aviation Limited Phone: - Fax: - Email: -	Lease	Unliquidated		May be subject to asserted setoff	$710,371
16	Name: GE Capital Equipment Finance Ltd Address: 2630 The Quadrant Aztec West Bristol Bristol BS32 4GQ GB BS32 4GQ	Name: GE Capital Equipment Finance Ltd Phone: 00448702418899 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$686,416
17	Name: SACE Lenders - BNP Paribas Address: 21, place du Marche Saint-Honore Paris 75001 France	Name: SACE Lenders - BNP Paribas Phone: +33 1 43 16 86 52 Fax: - +33 1 4316 8184 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$503,623
18	Name: SpareBank1 Address: Sjogata 8, 9008 Tromso, PO Box 6801, Langes Tromso 9298 Norway	Name: SpareBank1 Phone: +47 7762 2372 Fax: - +47 7762 2371 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$413,085
19	Name: 1027098 BC Ltd. Address: 1376 Sea Lover's Lane, Gabriola, BC, Canada V0R 1X5	Name: 1027098 BC Ltd. Phone: - 1-250-247-9594 Fax: - Email: -	Services	Liquidated			$390,000

	Name of creditor and complete mailing address, including zip code[2]	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
20	Name: Precision Accessories & Instruments Address: 495 Lake Mirror Road Building 800 Suite G Atlanta, GA 30349	Name: Precision Accessories & Instruments Phone: 0014047675800 Fax: 0014047675900 Email: -	Trade	Liquidated			$379,316
21	Name: Saga Gabon S.A. Address: Z.P.D. Owendo Bp72 Libreville Gabon Gabon Ga	Name: Saga Gabon S.A. Phone: 241-702082 Fax: 241-701207 Email: -	Trade	Liquidated			$368,164
22	Name: Regent Tanzania Ltd. Address: P.O. Box 10311 964 Olympio Street Upanga Dar - ES - Salaam Dar - ES - Salaam Tanzania TZ	Name: Regent Tanzania Ltd. Phone: -+255 784 540060 Fax: - 255 22 2153 297 Email: -	Services	Contingent; Unliquidated; Disputed			$367,147
23	Name: Lobo Leasing SPV A Limited Address: Alexandra House The Sweepstakes Ballsbridge Dublin 4 Ireland IE	Name: Lobo Leasing SPV A Limited Phone: - +353 1 253 0460 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$314,312
24	Name: Airbus Helicopters Simulation Center Address: Sultan Abdul Aziz Shah Airport 47200 Subang Selangor Malaysia	Name: Airbus Helicopters Simulation Center Phone: - 60378487600 Fax: - Email: -	Trade	Liquidated			$286,735
25	Name: Euroavionics Navigations System GMB Address: Karlsruher Strasse 91 DE-75179 Pforzheim Germany	Name: Euroavionics Navigations System GMB Phone: - 00497231586780 Fax: - Email: -	Trade	Liquidated			$259,696
26	Name: Sikorsky Helitech - Australia Address: PO Box 1374 Eagle Farm QLD 4009 Australia	Name: Sikorsky Helitech - Australia Phone: - (07)36327000 Fax: - Email: -	Trade	Liquidated			$229,694
27	Name: Composite Technology Inc. USA Address: 1727 South Main Street Grapevine TX 75261 USA	Name: Composite Technology Inc. USA Phone: - 0019724566900 Fax: - Email: -	Trade	Liquidated			$209,014
28	Name: DJ Composites Inc. Address: 1 C.L. Dobbin Road Gander Newfoundland & Labrador A1V 2V3 Canada	Name: DJ Composites Inc Phone: - 709-256-6111 Fax: - Email: -	Trade	Liquidated			$201,219
29	Name: Matha Janthorn Co. Ltd. Address: 779 Soi Rajchada 18 Rajchadapisek Rd Huey Kwang Bangkok 10310 Thailand	Name: Matha Janthorn Co. Ltd Phone: - 02 692 6229 Fax: - 02 692 5005 Email: -	Services	Liquidated			$199,702
30	Name: Honeywell International, Phoenix Address: 21111N. 19th Ave. Phoenix AZ 85027-2708 USA	Name: Honeywell International, Phoenix Phone: - 0016024366184 Fax: - Email: -	Trade	Liquidated			$175,607

Fill in this information to identify the case and this filing:

Debtor Name CHC Group Ltd.

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (If known): _____

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 05/05/2016
MM / DD / YYYY

× /s/ Robert A. Del Genio
Signature of individual signing on behalf of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

Stephen A. Youngman (22226600)
WEIL, GOTSHAL & MANGES LLP
200 Crescent Court, Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7700
Facsimile: (214) 746-7777

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

Proposed Attorneys for Debtors and Debtors in Possession

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

In re:	:	**Chapter 11**
CHC GROUP LTD. *et al.,*	:	**Case No. 16–_____ ( )**
Debtors.	:	**(Joint Administration Requested)**

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, attached hereto as **Exhibit A** is an organizational chart reflecting all of the ownership interests in CHC Group Ltd. ("**CHC Parent**") and its above-captioned debtor affiliates (the "**Non-Parent Debtors**"), as debtors and debtors in possession (collectively, the "**Debtors**").[1] CHC Parent, on behalf of itself and the Non-Parent Debtors, respectfully represent as follows:

- Each Debtor identified on **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
- CHC Parent is the ultimate parent company of each of the Non-Parent Debtors, and directly or indirectly owns a 100% equity interest in each of the Non-Parent Debtors.

[1] A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, where applicable, is attached hereto as **Exhibit B**.

- CHC Parent's equity securities are publicly held. Clayton Dubilier & Rice, LLC controls 100% of the convertible preferred shares in CHC Parent, representing approximately 49.9% voting stock on an as-converted basis. First Reserve Management, L.P. controls approximately 56.2% of the ordinary shares in CHC Parent, representing approximately 27.3% voting stock on an as-converted basis.

Exhibit A

Organizational Chart

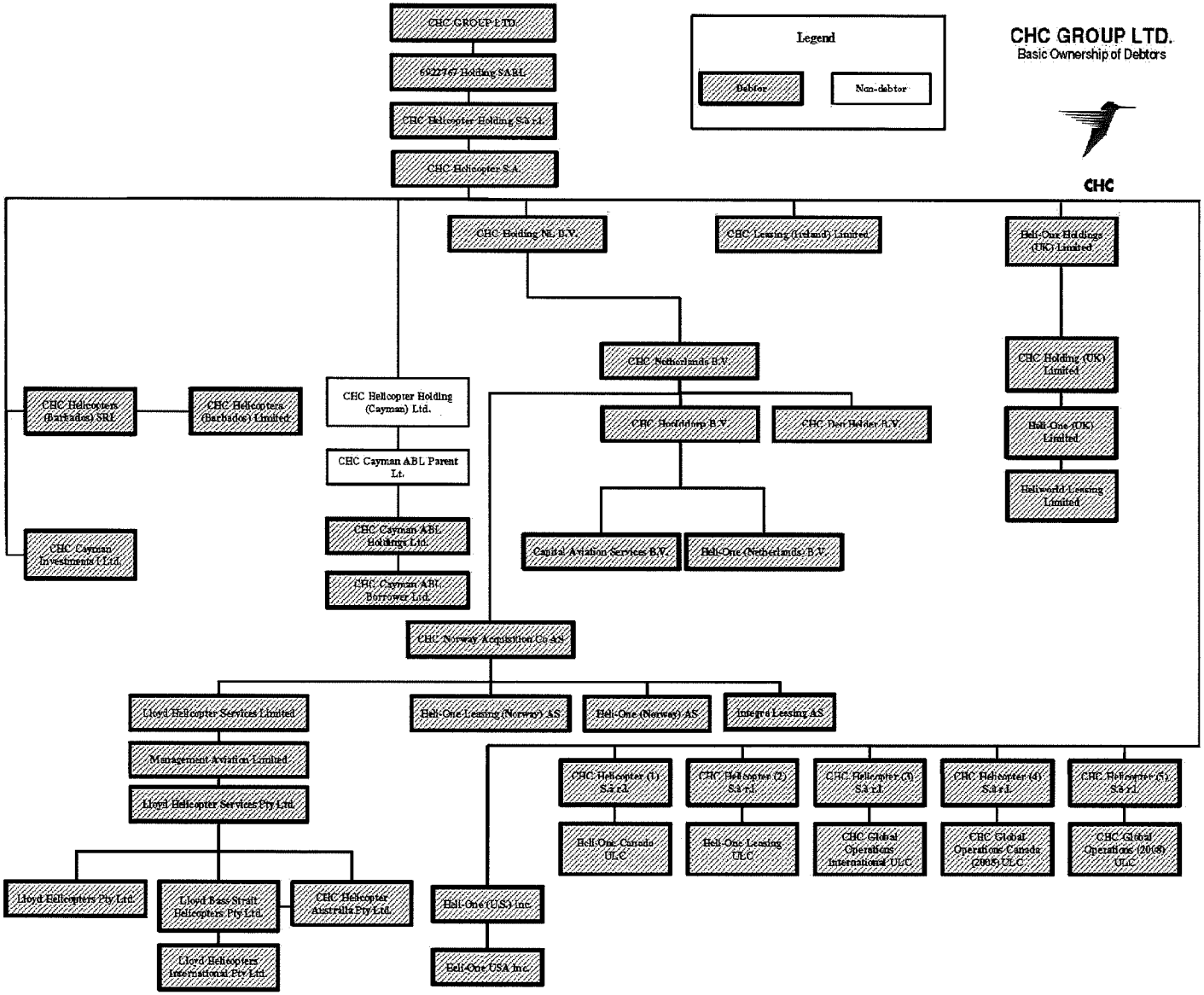

CHC GROUP LTD.
Basic Ownership of Debtors
Legend
Debtor
Non-debtor
CHC
CHC GROUP LTD.
6922767 Holding SARL
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
CHC Holding NL B.V.
CHC Leasing (Ireland) Limited
Heli-One Holdings (UK) Limited
CHC Netherlands B.V.
CHC Holding (UK) Limited
Heli-One (UK) Limited
Heliworld Leasing Limited
CHC Helicopters (Barbados) SRL
CHC Helicopters (Barbados) Limited
CHC Helicopter Holding (Cayman) Ltd.
CHC Cayman ABL Parent Lt.
CHC Cayman ABL Holdings Ltd.
CHC Cayman ABL Borrower Ltd.
CHC Cayman Investments I Ltd.
CHC Holdings B.V.
CHC Deer Holder B.V.
Capital Aviation Services B.V.
Heli-One (Netherlands) B.V.
CHC Norway Acquisition Co AS
Lloyd Helicopter Services Limited
Management Aviation Limited
Lloyd Helicopter Services Pty Ltd.
Lloyd Helicopters Pty Ltd.
Lloyd Bass Strait Helicopters Pty Ltd.
CHC Helicopter Australia Pty Ltd.
Lloyd Helicopters International Pty Ltd.
Heli-One Leasing (Norway) AS
Heli-One (Norway) AS
Integrá Leasing AS
CHC Helicopter (1) S.à r.l.
CHC Helicopter (2) S.à r.l.
CHC Helicopter (3) S.à r.l.
CHC Helicopter (4) S.à r.l.
CHC Helicopter (5) S.à r.l.
Heli-One Canada ULC
Heli-One Leasing ULC
CHC Global Operations International ULC
CHC Global Operations Canada (2005) ULC
CHC Global Operations (2005) ULC
Heli-One (US) Inc.
Heli-One USA Inc.

Exhibit B

Debtors

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

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

Fill in this information to identify the case and this filing:

Debtor Name CHC Group Ltd.

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (If known):

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* Corporate Ownership Statement

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

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

x /s/ Robert A. Del Genio
Signature of individual signing on behalf of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

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

In re:	:	**Chapter 11**
CHC GROUP LTD. ***et al.,***	:	**Case No. 16–_____ ( )**
Debtors.	:	**(Joint Administration Requested)**

DECLARATION FOR ELECTRONIC FILING OF BANKRUPTCY PETITION

PART I - DECLARATION OF PETITIONER:

As an individual debtor in this case, or as the individual authorized to act on behalf of the corporation, partnership, or limited liability company seeking bankruptcy relief in this case, I hereby request relief as, or on behalf of, the debtor in accordance with the Chapter of Title 11, United States Code, specified in the petition to be filed electronically in this case. I have read the information provided in the petition to be filed electronically in this case and I hereby declare under penalty of perjury that the information provided therein, is true and correct. I understand that this Declaration is to be filed with the Bankruptcy Court within seven (7) business days after the petition has been filed electronically.

☐ ***[Check only if Chapter 7 individual debtor(s) whose debts are primarily consumer debts]*** I am an individual whose debts are primarily consumer debts and who has chosen to file under Chapter 7. I am aware that I may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, understand the relief available under each Chapter, and choose to proceed under Chapter 7.

☑ ***[Check only if debtor is a corporation, partnership or limited liability company]*** I hereby further declare under penalty of perjury that I have been authorized to file the petition on behalf of the debtor in this case.

Date: 05/05/2016 /s/ Robert A. Del Genio _____
Debtor Joint Debtor

(Revised 1/15/14)

PART II - DECLARATION OF ATTORNEY:

I declare ***under penalty of perjury*** that: (1) I will give the debtor(s) a copy of all documents referenced by Part I herein which are filed with the United States Bankruptcy Court; and (2) I have informed the debtor(s), if an individual with primarily consumer debts, that he or she may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, and have explained the relief available under each such chapter.

Date: 05/05/2016 /s/ Stephen A. Youngman
Attorney for Debtor

This is Exhibit "H" referred to in the Affidavit of **Sandra Brown-John** sworn before me this 5th day of October, 2016.

A Commissioner for Taking Affidavits
for British Columbia

PETER BYCHAWSKI
Barrister & Solicitor
BLAKE, CASSELS & GRAYDON LLP
Suite 2600, Three Bentall Centre
595 Burrard St., P.O. Box 49314
Vancouver, B.C. V7X 1L3
(604) 631-4218

UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF TEXAS

CERTIFIED COPY

I, Sheniqua Whitaker , Clerk of the United States Bankruptcy Court, certify that the attached is a true and full copy of page(s) 1 through 26 of the original

[Doc. 1] Non-individual Chapter 11 Voluntary Petition Filed by CHC Helicopter (1) SARL

now existing among the records of this Court.

In testimony whereof I sign my name, and affix the seal of this Court at

Dallas, Texas , in this State, on September 27, 2016
City Date

Clerk, U.S.Bankruptcy Court
Northern District of Texas

Sheniqua Whitaker

(By) Deputy Clerk

Fill in this information to identify the case			
United States Bankruptcy Court for the:			
Northern	*District of*	Texas (State)	
Case number (*If known*):		Chapter 11	

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.

1. Debtor's name CHC Helicopter (1) S.à r.l.

2. All other names debtor used in the last 8 years
Include any assumed names, trade names, and *doing business as* names

See Schedule 1

3. Debtor's federal Employer Identification Number (EIN) 98-1198914

4. Debtor's address

Principal place of business

8-10 Avenue de la Gare
Number Street

L-1610 Luxembourg
City State ZIP Code

County

Mailing address, if different from principal place of business

600 East Las Colinas Blvd., 10th Floor
Number Street

P.O. Box

Irving TX 75039
City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL) www.chc.ca

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

7. Describe debtor's business

A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply:*

- ☐ Tax- entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes .

4812

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. *Check all that apply*:
  - ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ☐ A plan is being filed with this petition.
  - ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

- ☒ No
- ☐ Yes District _____ When _____ Case number _____
  MM/ DD/ YYYY
  District _____ When _____ Case number _____
  MM / DD/ YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1,

- ☐ No
- ☒ Yes Debtor See Schedule 2 Relationship Affiliates
  District Northern District of Texas When 05/05/2016
  MM / DD/ YYYY
  Case number, if known _____

attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
  What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number Street

City State ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
  Contact Name _____
  Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

☐ 1-49	☐ 1,000-5,000	☐ 25,001-50,000
☐ 50-99	☐ 5,001-10,000	☐ 50,001-100,000
☐ 100-199	☒ 10,001-25,000	☐ More than 100,000
☐ 200-999		

15. Estimated assets (on a consolidated basis)

☐ $0-$50,000	☐ $1,000,001-$10 million	☐ $500,000,001-$1 billion
☐ $50,001-$100,000	☐ $10,000,001-$50 million	☒ $1,000,000,001-$10 billion
☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

16. Estimated liabilities (on a consolidated basis)			
	☐ $0-$50,000	☐ $1,000,001-$10 million	☐ $500,000,001-$1 billion
	☐ $50,001-$100,000	☐ $10,000,001-$50 million	☒ $1,000,000,001-$10 billion
	☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
	☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

Request for Relief, Declaration, and Signatures

WARNING – Bankruptcy fraud is a serious crime. Making a false statement 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.

17. Declaration and signature of authorized representative of debtor

■ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

■ I have been authorized to file this petition on behalf of the debtor.

■ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

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

✘ /s/ Robert A. Del Genio
Signature of authorized representative of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Title

18. Signature of attorney

✘ /s/ Stephen A. Youngman
Signature of attorney for debtor

Date 05/05/2016
MM / DD / YYYY

Stephen A. Youngman
Printed Name

Weil, Gotshal & Manges LLP
Firm Name

200 Crescent Court, Suite 300
Number Street

Dallas
City

TX
State

75201
ZIP Code

(214) 746-7700
Contact phone

stephen.youngman@weil.com
Email address

22226600
Bar Number

TX
State

Schedule 1

All Other Names Used By the Debtor or Its Affiliates in the Last 8 Years

Entity	Previous Name(s)
CHC Group Ltd.	FR Horizon Holding (Cayman) Inc.
CHC Global Operations (2008) ULC	CHC Global Operations (2008) Inc.
CHC Global Operations Canada (2008) ULC	CHC Global Operations Canada (2008) Inc.
CHC Global Operations International ULC	CHC Global Operations International Inc.
CHC Helicopter Australia Pty Ltd	Lloyd Off-Shore Helicopters Pty. Ltd.
CHC Helicopter Holding S.à r.l.	CHC Helicopter LLC CHC Helicopter Corporation
CHC Helicopter S.A.	CHC Helicopter S.à r.l.
CHC Holding (UK) Limited	Canadian Helicopters (UK) Limited
CHC Leasing (Ireland) Limited	Justinvale Limited
Heli-One Canada ULC	Heli-One Canada Inc. 6976972 Canada Inc.
Heli-One Leasing ULC	Heli-One Leasing Inc.

Schedule 2

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the affiliated entities listed below filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Northern District of Texas. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

Company
CHC Group Ltd.
6922767 Holding SARL
Capital Aviation Services B.V.
CHC Cayman ABL Borrower Ltd.
CHC Cayman ABL Holdings Ltd.
CHC Cayman Investments I Ltd.
CHC Den Helder B.V.
CHC Global Operations (2008) ULC
CHC Global Operations Canada (2008) ULC
CHC Global Operations International ULC
CHC Helicopter (1) S.à r.l.
CHC Helicopter (2) S.à r.l.
CHC Helicopter (3) S.à r.l.
CHC Helicopter (4) S.à r.l.
CHC Helicopter (5) S.à r.l.
CHC Helicopter Australia Pty Ltd
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
CHC Helicopters (Barbados) Limited
CHC Helicopters (Barbados) SRL
CHC Holding (UK) Limited
CHC Holding NL B.V.
CHC Hoofddorp B.V.
CHC Leasing (Ireland) Limited

Company
CHC Netherlands B.V.
CHC Norway Acquisition Co AS
Heli-One (Netherlands) B.V.
Heli-One (Norway) AS
Heli-One (U.S.) Inc.
Heli-One (UK) Limited
Heli-One Canada ULC
Heli-One Holdings (UK) Limited
Heli-One Leasing (Norway) AS
Heli-One Leasing ULC
Heli-One USA Inc.
Heliworld Leasing Limited
Integra Leasing AS
Lloyd Bass Strait Helicopters Pty. Ltd.
Lloyd Helicopter Services Limited
Lloyd Helicopter Services Pty. Ltd.
Lloyd Helicopters International Pty. Ltd.
Lloyd Helicopters Pty. Ltd.
Management Aviation Limited

CHC Helicopter (1) S.à r.l.
Société à responsabilité limitée
Siège social: 8-10 Avenue de la Gare, L-1610 Luxembourg
Share capital: EUR 12,502
R.C.S. Luxembourg : B 190.559
(the **Company**)

CIRCULAR RESOLUTIONS OF THE BOARD OF MANAGERS OF THE COMPANY

The undersigned, being all of the managers of the Company sitting on the board of managers of the Company (the **Board**):

Mr. Hooman Yazhari,	class A manager,
Mr. Geoff Kellogg,	class A manager, and
Mr. Lee Eckert,	class B manager,

acknowledge the following:

I. BACKGROUND

WHEREAS the Board acknowledges the terms of (i) article 8.2 (vii) of the articles of association of the Company (the **Articles**), which provides that "*circular resolutions signed by all the managers (the Managers Circular Resolutions), are valid and binding as if passed at a Board meeting duly convened and held and bear the date of the last signature*" and (ii) article 17.3 of the Articles, which provides that "*signatures of the Managers Circular Resolutions (...) are affixed on one original or on several counterparts of the same document, all of which taken together, constitute one and the same document*".

WHEREAS based on the current financial situation, and the liquidity forecast of CHC Group Ltd., the Company's indirect shareholder and, CHC Helicopter S.A. the Company's sole shareholder (**CHC S.A.**), as well as other companies that are part of the group of companies the Company belongs to (the **Group**), the Board acknowledges that CHC Group Ltd., CHC S.A. and the Group are in need of financial and operational restructuring.

WHEREAS the Board was made aware that, after due consideration, CHC S.A. decided (i) not to pay the USD 46,000,000 due 15 April 2016 under the US$ 100,000,000 9.250% senior secured bonds due 2020 issued by CHC S.A. (the **Non-Payment**), to which the Company is an obligor (the **Bonds**) and (ii) to take the benefit of the 30-day grace period under the indenture for the Bonds to negotiate with its creditors, in order to renegotiate and restructure its debt and address the cash needs of the business and insure its recovery.

WHEREAS the Board acknowledges that there was and there is still no loss of creditworthiness under Luxembourg law for CHC S.A. due to and further to the Non-Payment and that CHC S.A. does not and will not be insolvent and qualify for bankruptcy proceedings under Luxembourg law merely as a result thereof.

WHEREAS the Board acknowledges that, each entity of the Group, including the Company, has been advised to file for a voluntary petition in the United States Bankruptcy Court for the Northern District of Texas (**the Bankruptcy Court**), seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the **Group's Chapter 11 Filing**).

WHEREAS the Board has participated in weekly update calls in connection with the Non-Payment and the Group's Chapter 11 Filing, the materials in support thereof being enclosed hereto as Schedule 1 (the **Materials**).

WHEREAS for these reasons, the Board considers that it is in the best interests of the Company and its creditors, employees, and other stakeholders and interested parties, for the Company to commence a case under the provisions of chapter 11 of title 11 of the United States Code in the Bankruptcy Court (the **Company's Chapter 11 Filing**).

WHEREAS in connection with the Company's Chapter 11 Filing, on or about the date hereof, the Company contemplates to hire the services of the following, subject to approval of the Bankruptcy Court:

(i) Weil, Gotshal & Manges LLP as the Company's legal counsel;
(ii) Debevoise & Plimpton LLP as the Company's special aircraft legal counsel;
(iii) PJT Partners LP as investment banker for the Company;
(iv) Seabury Corporate Advisors LLC as the Company's financial advisor;
(v) CDG Group, LLC as restructuring advisor; and
(vi) Kurtzman Carson Consultants LLC as claim and noticing agent, and as administrative agent for the Company (together with the hirings under items (i) to (vi), the **Hirings**).

WHEREAS the Board acknowledges that it is desirable and in the best interests of the Company that the other Debtors (as defined in the support Materials) take any and all action, including authorising the filing of chapter 11 petitions in the Bankruptcy Court, and to execute and deliver all documents, agreements, motions and pleadings as are necessary, proper, or desirable to enable the relevant entities to carry out the filing in the Bankruptcy Court.

II. DOCUMENTS

Any documents or agreements in connection with the Company's Chapter 11 Filing and the Hirings, are hereinafter collectively referred to as the Documents; the Hirings, and the transactions contemplated under the Documents, as well as any documents or agreements in relation thereto, are hereinafter collectively referred to as the Transaction.

The Board notes that it is further contemplated that the Company approves and, to the extent necessary, ratifies the execution of any letters (including, but not limited to, fee letters, resignation letters, increase confirmations and selection notices), security interests, guarantees, instruments, deeds, agreements, documents of title, acknowledgments, statements, certificates (including, but not limited to, manager's certificates and compliance certificates), side letter, or powers of attorney, which could be required from time to time, and any other documents as may be necessary or useful in connection with the Transaction, or these resolutions (the **Ancillary Documents**).

III. DELIBERATION AND DECLARATION

Each member of the Board confirms that he/she has no opposite or conflicting interest in the matters referred to in these resolutions.

The managers have carefully considered the Documents and are familiar with their content.

The Board hereby deems it in the best corporate, financial and commercial interest of the Company and in compliance with the corporate purpose of the Company and the Articles and any applicable legal provisions, to approve the entering into and the performance of the Transaction and of the Documents.

Having carefully reviewed and considered the Transaction, the Documents and the Ancillary Documents, the managers unanimously take the following resolutions:

FIRST RESOLUTION

The Board RESOLVES to authorise, approve and, to the extent necessary, ratify the Transaction and the entry into and the execution of, and the performance by the Company of the Documents and the Ancillary Documents.

SECOND RESOLUTION

The Board RESOLVES to authorise, approve and, to the extent necessary, ratify the Company's Chapter 11 Filing.

THIRD RESOLUTION

The Board RESOLVES to authorise, approve and, to the extent necessary, ratify, subject to approval of the Bankruptcy Court, the Hirings.

FOURTH RESOLUTION

The Board RESOLVES to authorise and empower, with full power of substitution, any manager of the Company, **Mr. Karl Fessenden**, born on 7 February 1963 in Lynn, Massachusetts, United States of America, professionally residing at 600 East Las Colinas Blvd, Suite 1000, Irving, Texas 75039, United States of America, **Mr. Lee Eckert**, born on 26 September 1966 in Brooklyn, New York, United States of America, professionally residing at 600 East Las Colinas Blvd, Suite 1000, Irving, Texas 75039, United States of America, **Mr. Nicolas Stable**, born on 14 July 1976, in Florida, United States of America, professionally residing at 600 East Las Colinas Blvd, Suite 1000, Irving, Texas 75039, United States of America, and **Mr. Robert A. Del Genio**, born on 29 August 1958 in East Cleveland, Ohio, United States of America professionally residing at 600 East Las Colinas Blvd, Suite 1000, Irving, Texas 75039, United States of America (each an **Authorised Signatory**), each acting individually and severally, in the name, and on behalf, of the Company:

(i) to negotiate the terms of, sign, execute, deliver and perform under the Documents with such amendments as the Authorised Signatory deems necessary or appropriate;

(ii) to negotiate the terms of, sign, execute, ratify the execution of, and deliver any and all documents or agreements in connection with the preceding resolutions, such as but not limited to, powers of attorney, certificates, notices, letters of notification, requests or other communications to be given by the Company and generally any and all documents or agreements referred to in the preceding resolutions or necessary to implement Company's Chapter 11 Filing, the Hirings, the Transaction or the preceding resolutions;

(iii) to see to any matters incidental to the preceding resolutions and perform and to ratify the performance of, any and all formalities, steps or actions necessary, useful, desirable or in

connection with the Company's Chapter 11 Filing, the Hirings, the Transaction or the preceding resolutions; and

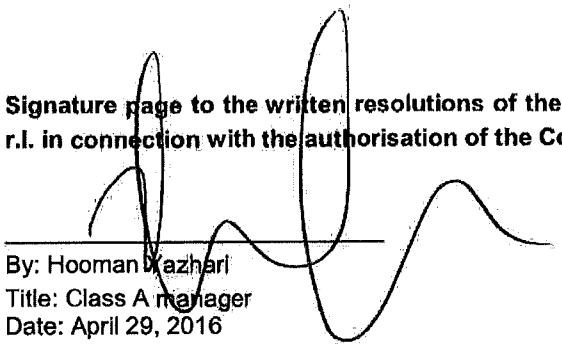
(iv) to issue one or several certified copies hereof to whomever necessary in order to provide, to the extent required, evidence of his authority and power by virtue hereof, such copy to constitute a valid power of attorney.

[Remainder of the page intentionally left blank – Signature pages follow]

Signature page to the written resolutions of the board of managers of CHC Helicopter (1) S.à r.l. in connection with the authorisation of the Company's Chapter 11 Filing.

By: Geoff Kellogg
Title: Class A manager
Date: April 29, 2016

Signature page to the written resolutions of the board of managers of CHC Helicopter (1) S.à r.l. in connection with the authorisation of the Company's Chapter 11 Filing.



By: Hooman Yazhari
Title: Class A manager
Date: April 29, 2016

Signature page to the written resolutions of the board of managers of CHC Helicopter (1) S.à r.l. in connection with the authorisation of the Company's Chapter 11 Filing.

By: Mr. Lee Eckert
Title: Class B manager
Date: April 29, 2016

Fill in this information to identify the case:
Debtor name CHC Helicopter (1) S.à r.l.
United States Bankruptcy Court for the: Northern District of Texas (State)
Case number (if known): _____

☐ Check if this an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders[1]

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code[2]	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Name: International Corporate Trust Address: The Bank of New York Mellon 101 Barclay Street, Floor 4 East, New York, NY 10286	Name: The Bank of New York Mellon Phone: - (412) 234-5000 Fax: - Email: -	Unsecured Notes	Liquidated			$98,432,780
2	Name: McGrigors Pension Trustees Limited Address: 141 Bothwell Street, Glasgow, G2 7EQ	Name: Ian Gordon Phone: 44 (0)141 567 8401 Fax: - Email: -	Pensions	Liquidated			$66,440,996
3	Name: Martello Property Services Inc. Address: 200-808 West Hastings Street, Vancouver, BC, V6C 2X4	Name: Martello Property Services Inc. Phone: 604-681-6544 Fax: 604-681-5114 Email: -	Lease Financing Facility	Liquidated			$26,586,212
4	Name: Finmeccanica S.P.A. Helicopters Div. Address: Warranty Administration Dept Via Per Tornavento 15 21019 Somma Lombardo (Va)	Name: Finmeccanica S.P.A. Helicopters Div. Phone: 00390331711288 Fax: 00390331711377 Email: daniele.romiti@finmeccanica.com	Trade	Liquidated			$4,956,652
5	Name: Airbus Helicopters Address: Aeroport International Marseille Province Fr-13725 Marignane Cedex	Name: Airbus Helicopters Phone: 003342858585 Fax: 003342859996 Email: guillaume.faury@airbus.com	Trade	Disputed		May be subject to asserted setoff	$4,145,055
6	Name: Sikorsky Commerical Inc. (HSI) Address: P.O. BOX 111068 Trumbull, CT 06611-0868	Name: Sikorsky Commerical Inc. (HSI) Phone: 203-416-4000 Fax: 203-416-4291 Email: danielschultz@sikorsky.com	Trade	Disputed		May be subject to asserted setoff	$3,076,829

[1] Although certain secured creditors may have unsecured deficiency claims depending on the value of their collateral, such a determination has not been made at this time. Therefore, such creditors are not included on this list.

[2] This List of Creditors Who Have the 30 Largest Unsecured Claims is presented on a consolidated basis for each of the Debtors.

Name of creditor and complete mailing address, including zip code[2]		Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
7	Name: Coface – Parilease SAS Address: 16 rue de Hanovre Paris 75002 France	Name: Coface – Parilease SAS Phone: +33 1 43 16 86 52 Fax: +33 1 4298 1203 Email:	Lease	Unliquidated		May be subject to asserted setoff	$2,197,611
8	Name: CAE Address: 2025 Logistics Drive Mississauga Ontario L5S 1Z9 L5S 1Z9 Canada CA L5S 1Z9	Name: CAE Phone: - 905-672-8650 Fax: 514-734-5682 Email: nelson.camacho@cae.com	Services	Unliquidated Disputed		May be subject to asserted setoff	$2,132,219
9	Name: Waypoint Asset Company (Ireland) Ltd Address: 25/28 North Wall Quay Dublin 1 Ireland IE	Name: Waypoint Asset Company (Ireland) Ltd Phone: +353 61 633333 Fax: +353 61 633334 Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$1,320,087
10	Name: Turbomeca Address: Technopole Izarbel Bp4 64210 Bidart, France	Name: Turbomeca Phone: - +(33) 5 59 12 50 72 Fax: - 0033559125491 Email: bruno.even@turbomeca.fr	Trade	Unliquidated			$1,185,968
11	Name: TMC International Ltd Address: 2-1-15 Hiroo Shibuya-ku JP-Tokyo 150-0012 Japan	Name: TMC International Ltd Phone: +81-3-3400-5188 Fax: +81-3-5778-4888 Email: -	Services	Unliquidated			$1,048,444
12	Name: Milestone Aviation Group Address: Block 4 The Harcourt Centre Harcourt Road Dublin 2 Ireland	Name: Milestone Aviation Group Phone: - +353 1 216 5700 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$1,020,158
13	Name: Ruag Switzerland Ltd Address: Ruag Aviation Seetalstrasse 175 Ch-6032 Emmen	Name: Ruag Switzerland Ltd Phone: 0041416725050 Fax: 0041416725051 Email: -	Trade	Liquidated			$920,051
14	Name: Lombard North Central Plc Address: Lombard House, The Waterfront, Elstree Road Elstree, Hertfordshire WD6 3BS United Kingdom	Name: Lombard North Central Plc Phone: +44 (0) 208 236 7827 Fax: +44 207 672 4006 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$777,578
15	Name: Sandycove Aviation Limited Address: c/o LCI Helicopters Ireland Ltd 41 Forbes Quay Sir John Rogersons Quay Dublin 2 Ireland IE	Name: Sandycove Aviation Limited Phone: - Fax: - Email: -	Lease	Unliquidated		May be subject to asserted setoff	$710,371
16	Name: GE Capital Equipment Finance Ltd Address: 2630 The Quadrant Aztec West Bristol Bristol BS32 4GQ GB BS32 4GQ	Name: GE Capital Equipment Finance Ltd Phone: 00448702418899 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$686,416
17	Name: SACE Lenders - BNP Paribas Address: 21, place du Marche Saint-Honore Paris 75001 France	Name: SACE Lenders - BNP Paribas Phone: +33 1 43 16 86 52 Fax: - +33 1 4316 8184 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$503,623
18	Name: SpareBank1 Address: Sjogata 8, 9008 Tromso, PO Box 6801, Langes Tromso 9298 Norway	Name: SpareBank1 Phone: +47 7762 2372 Fax: - +47 7762 2371 Email: -	Lease	Unliquidated		May be subject to asserted setoff	$413,085
19	Name: 1027098 BC Ltd. Address: 1376 Sea Lover's Lane, Gabriola, BC, Canada V0R 1X5	Name: 1027098 BC Ltd. Phone: - 1-250-247-9594 Fax: - Email: -	Services	Liquidated			$390,000

	Name of creditor and complete mailing address, including zip code[2]	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
20	Name: Precision Accessories & Instruments Address: 495 Lake Mirror Road Building 800 Suite G Atlanta, GA 30349	Name: Precision Accessories & Instruments Phone: 0014047675800 Fax: 0014047675900 Email: -	Trade	Liquidated			$379,316
21	Name: Saga Gabon S.A. Address: Z.P.D. Owendo Bp72 Libreville Gabon Gabon Ga	Name: Saga Gabon S.A. Phone: 241-702082 Fax: 241-701207 Email: -	Trade	Liquidated			$368,164
22	Name: Regent Tanzania Ltd. Address: P.O. Box 10311 964 Olympio Street Upanga Dar - ES - Salaam Dar - ES - Salaam Tanzania TZ	Name: Regent Tanzania Ltd. Phone: -+255 784 540060 Fax: - 255 22 2153 297 Email: -	Services	Contingent; Unliquidated; Disputed			$367,147
23	Name: Lobo Leasing SPV A Limited Address: Alexandra House The Sweepstakes Ballsbridge Dublin 4 Ireland IE	Name: Lobo Leasing SPV A Limited Phone: - +353 1 253 0460 Fax: - Email: -	Trade; Lease	Unliquidated		May be subject to asserted setoff	$314,312
24	Name: Airbus Helicopters Simulation Center Address: Sultan Abdul Aziz Shah Airport 47200 Subang Selangor Malaysia	Name: Airbus Helicopters Simulation Center Phone: - 60378487600 Fax: - Email: -	Trade	Liquidated			$286,735
25	Name: Euroavionics Navigations System GMB Address: Karlsruher Strasse 91 DE-75179 Pforzheim Germany	Name: Euroavionics Navigations System GMB Phone: - 00497231586780 Fax: - Email: -	Trade	Liquidated			$259,696
26	Name: Sikorsky Helitech - Australia Address: PO Box 1374 Eagle Farm QLD 4009 Australia	Name: Sikorsky Helitech - Australia Phone: - (07)36327000 Fax: - Email: -	Trade	Liquidated			$229,694
27	Name: Composite Technology Inc. USA Address: 1727 South Main Street Grapevine TX 75261 USA	Name: Composite Technology Inc. USA Phone: - 0019724566900 Fax: - Email: -	Trade	Liquidated			$209,014
28	Name: DJ Composites Inc. Address: 1 C.L. Dobbin Road Gander Newfoundland & Labrador A1V 2V3 Canada	Name: DJ Composites Inc Phone: - 709-256-6111 Fax: - Email: -	Trade	Liquidated			$201,219
29	Name: Matha Janthorn Co. Ltd. Address: 779 Soi Rajchada 18 Rajchadapisek Rd Huey Kwang Bangkok 10310 Thailand	Name: Matha Janthorn Co. Ltd Phone: - 02 692 6229 Fax: - 02 692 5005 Email: -	Services	Liquidated			$199,702
30	Name: Honeywell International, Phoenix Address: 21111N. 19th Ave. Phoenix AZ 85027-2708 USA	Name: Honeywell International, Phoenix Phone: - 0016024366184 Fax: - Email: -	Trade	Liquidated			$175,607

Fill in this information to identify the case and this filing:

Debtor Name CHC Helicopter (1) S.à r.l.

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (If known): _____

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 05/05/2016
MM / DD / YYYY

x /s/ Robert A. Del Genio
Signature of individual signing on behalf of debtor

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

Stephen A. Youngman (22226600)
WEIL, GOTSHAL & MANGES LLP
200 Crescent Court, Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7700
Facsimile: (214) 746-7777

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

Proposed Attorneys for Debtors and Debtors in Possession

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

In re:	:	**Chapter 11**
CHC GROUP LTD. *et al.*,	:	**Case No. 16–_____ ( )**
Debtors.	:	**(Joint Administration Requested)**

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, attached hereto as **Exhibit A** is an organizational chart reflecting all of the ownership interests in CHC Group Ltd. ("**CHC Parent**") and its above-captioned debtor affiliates (the "**Non-Parent Debtors**"), as debtors and debtors in possession (collectively, the "**Debtors**").[1] CHC Parent, on behalf of itself and the Non-Parent Debtors, respectfully represent as follows:

- Each Debtor identified on **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
- CHC Parent is the ultimate parent company of each of the Non-Parent Debtors, and directly or indirectly owns a 100% equity interest in each of the Non-Parent Debtors.

[1] A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, where applicable, is attached hereto as **Exhibit B**.

- CHC Parent's equity securities are publicly held. Clayton Dubilier & Rice, LLC controls 100% of the convertible preferred shares in CHC Parent, representing approximately 49.9% voting stock on an as-converted basis. First Reserve Management, L.P. controls approximately 56.2% of the ordinary shares in CHC Parent, representing approximately 27.3% voting stock on an as-converted basis.

Exhibit A

Organizational Chart

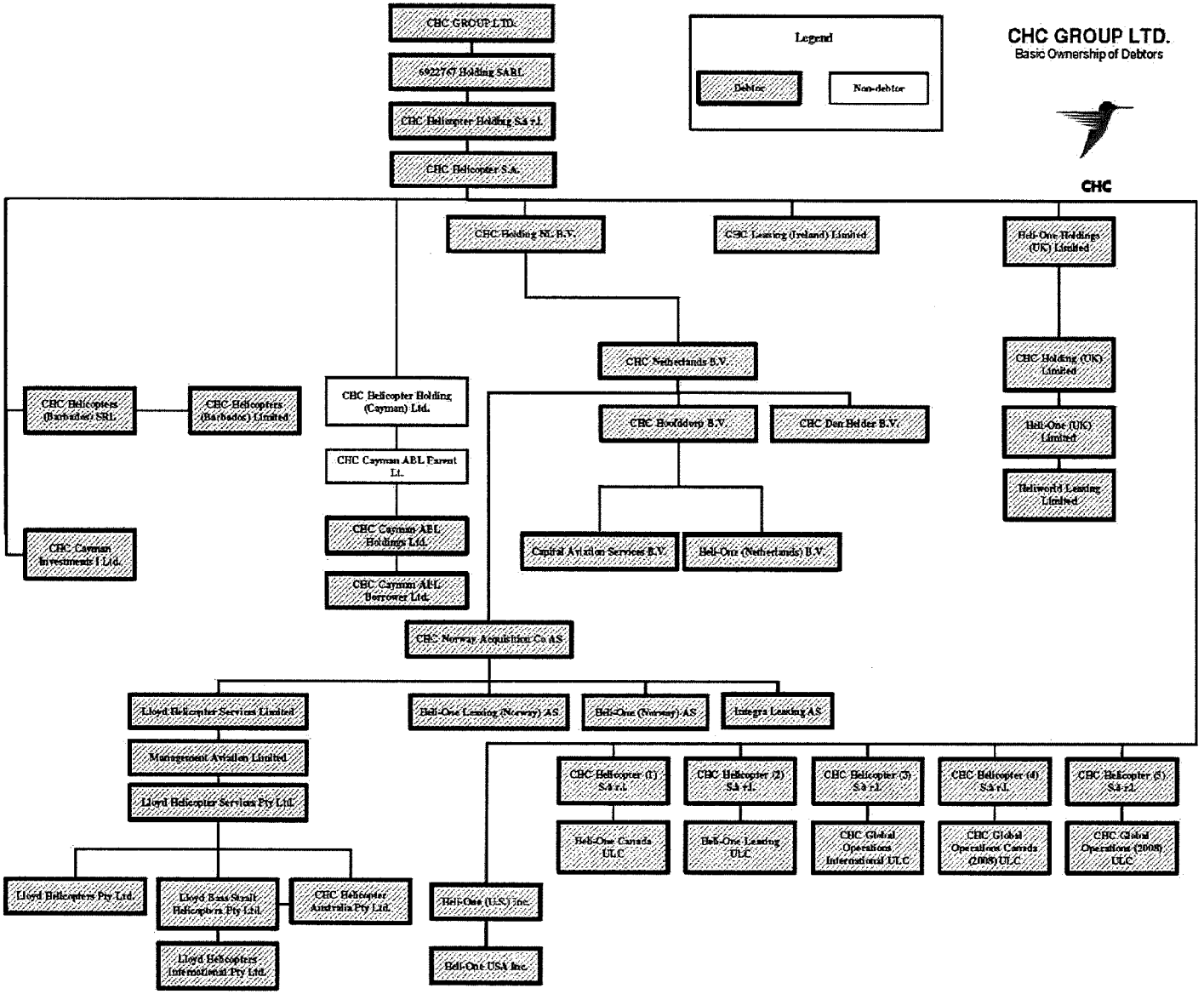

CHC GROUP LTD.
Legend
Debtor
Non-debtor
CHC GROUP LTD.
Basic Ownership of Debtors
CHC
6922767 Holding SARL
CHC Helicopter Holding SA r.l.
CHC Helicopter S.A.
CHC Holding BL B.V.
CHC Leasing (Ireland) Limited
Heli-One Holdings (UK) Limited
CHC Netherlands B.V.
CHC Holding (UK) Limited
CHC Helicopters (Barbados) SRL
CHC Helicopters (Barbados) Limited
CHC Helicopter Holding (Cayman) Ltd.
CHC Boofddeep B.V.
CHC Den Helder B.V.
Heli-One (UK) Limited
CHC Cayman ABL Parent Lt.
Helworld Leasing Limited
CHC Cayman Investments I Ltd.
CHC Cayman ABL Holdings Ltd.
Capital Aviation Services B.V.
Heli-One (Netherlands) B.V.
CHC Cayman ABL Borrower Ltd.
CHC Norway Acquisition Co AS
Lloyd Helicopter Services Limited
Heli-One Leasing (Norway) AS
Heli-One (Norway) AS
Integra Leasing AS
Management Aviation Limited
CHC Helicopter (1) S.à r.l.
CHC Helicopter (2) S.à r.l.
CHC Helicopter (3) S.à r.l.
CHC Helicopter (4) S.à r.l.
CHC Helicopter (5) S.à r.l.
Lloyd Helicopter Services Pty Ltd.
Heli-One Canada ULC
Heli-One Leasing ULC
CHC Global Operations International ULC
CHC Global Operations Canada (2008) ULC
CHC Global Operations (2008) ULC
Lloyd Helicopters Pty Ltd.
Lloyd Bass Strait Helicopters Pty Ltd.
CHC Helicopter Australia Pty Ltd.
Heli-One (U.S.) Inc.
Lloyd Helicopters International Pty Ltd.
Heli-One USA Inc.

Exhibit B

Debtors

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

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

Fill in this information to identify the case and this filing:

Debtor Name CHC Helicopter (1) S.à r.l.

United States Bankruptcy Court for the: Northern District of Texas (State)

Case number (If known):

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* Corporate Ownership Statement

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

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

×
/s/ Robert A. Del Genio
Signature of individual signing on behalf of debtor
Robert A. Del Genio
Printed name
Chief Restructuring Officer
Position or relationship to debtor

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

In re:	:	**Chapter 11**
CHC GROUP LTD. *et al.*,	:	**Case No. 16–_____ ( )**
Debtors.	:	**(Joint Administration Requested)**

DECLARATION FOR ELECTRONIC FILING OF BANKRUPTCY PETITION

PART I - DECLARATION OF PETITIONER:

As an individual debtor in this case, or as the individual authorized to act on behalf of the corporation, partnership, or limited liability company seeking bankruptcy relief in this case, I hereby request relief as, or on behalf of, the debtor in accordance with the Chapter of Title 11, United States Code, specified in the petition to be filed electronically in this case. I have read the information provided in the petition to be filed electronically in this case and I hereby declare under penalty of perjury that the information provided therein, is true and correct. I understand that this Declaration is to be filed with the Bankruptcy Court within seven (7) business days after the petition has been filed electronically.

☐ ***[Check only if Chapter 7 individual debtor(s) whose debts are primarily consumer debts]*** I am an individual whose debts are primarily consumer debts and who has chosen to file under Chapter 7. I am aware that I may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, understand the relief available under each Chapter, and choose to proceed under Chapter 7.

☑ ***[Check only if debtor is a corporation, partnership or limited liability company]*** I hereby further declare under penalty of perjury that I have been authorized to file the petition on behalf of the debtor in this case.

Date: 05/05/2016 /s/ Robert A. Del Genio _____
Debtor Joint Debtor

PART II - DECLARATION OF ATTORNEY:

I declare ***under penalty of perjury*** that: (1) I will give the debtor(s) a copy of all documents referenced by Part I herein which are filed with the United States Bankruptcy Court; and (2) I have informed the debtor(s), if an individual with primarily consumer debts, that he or she may proceed under Chapter 7, 11, 12, or 13 of Title 11, United States Code, and have explained the relief available under each such chapter.

Date: 05/05/2016 /s/ Stephen A. Youngman
Attorney for Debtor