This is Exhibit "**GG**" 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

1631854161007000000000003

# 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 Lloyd Bass Strait Helicopters Pty.

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

873

| 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** Lloyd Bass Strait Helicopters Pty. 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) 98-0592398

**4. Debtor's address**

**Principal place of business**

CHC Helicopter Services, IBM Bldg.
Number Street

Level 4, 1060 Hay Street

West Perth, WA 6005, Australia
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<br>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.<br>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 (Nethcrlands) B.V. |
| Heli-One (Norway) AS |
| Heli-One (U.S.) Inc. |
| Heli-One (UK) Limited |
| Heli-One Canada ULC |
| Heli-One Holdings (UK) Limitcd |
| 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 |

**MINUTES OF MEMBER'S RESOLUTION BY THE SOLE MEMBER OF LLOYD BASS STRAIT HELICOPTERS PTY LTD (ACN 007 975 304) (THE "COMPANY")**

This is a circulating resolution pursuant to section 249B of the *Corporations Act 2001 (Cth)* by Lloyd Helicopter Services Pty Ltd (ACN 058 277 491), the sole member of the Company:

> **IT IS RESOLVED THAT** pursuant to section 10.1 of the Company's Constitution, the number of directors of the Company is to be not less than one.

By signing below all of the members entitled to vote on the Resolution stated above state that they are in favour of the Resolution.

Executed by **LLOYD HELICOPTER SERVICES PTY LTD** (ACN 058 277 491) in accordance with section 127(1) of the *Corporations Act 2001* (Cth):

Sole Director

NICHOLAS JOHN MAIR

Print Name

Date: 2 May 2016

**LLOYD BASS STRAIT HELICOPTERS PTY LTD (ACN 007 975 304)**

**UNANIMOUS CIRCULATING WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY PURSUANT TO SECTION 12.21 OF THE CONSTITUTION**

WHEREAS, Lloyd Bass Strait Helicopters Pty Ltd (ACN 007 975 304), an Australian proprietary limited company (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.

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.

[*Signatures appear on the following page*]

By Section 12.21 of the Company's Constitution, the directors may pass a resolution without a directors' meeting being held if all of the directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in that document. Accordingly, all directors of the Company vote in favour of the resolutions set out above by signing below:

Dated: 2 MAY 2016

NICHOLAS JOHN MAIR
DIRECTOR

**LLOYD BASS STRAIT HELICOPTERS PTY LTD (ACN 007 975 304)**
**(the "Company")**

Resolutions of Nicholas John Mair, the sole director of the Company (**Sole Director**).

1. **Business**

   It is noted that the purpose of these resolutions is to consider and if thought fit, approve the execution by the Company of certain shareholder resolutions.

2. **Relevant Documents**

   A copy of the shareholder resolution for Lloyd Helicopters International Pty Ltd (ACN 008 284 982) is attached to these resolutions which resolves pursuant to section 10.1 of that company's constitution that the number of directors of that company be not less than one (the **Shareholder Resolution**).

3. **Resolutions**

   **IT IS RESOLVED** that the Sole Director be authorised to sign the Shareholder Resolution and to take any action necessary or desirable to put such Shareholder Resolution into effect.

Signed as a correct record:

.....
Sole Director
Date: 2 MAY 2016

886

| Fill in this information to identify the case: |
|---|
| Debtor name Lloyd Bass Strait Helicopters Pty. 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<br>Address: The Bank of New York Mellon 101 Barclay Street, Floor 4 East, New York, NY 10286 | Name: The Bank of New York Mellon<br>Phone: - (412) 234-5000<br>Fax: -<br>Email: - | Unsecured Notes | Liquidated | | | $98,432,780 |
| 2 | Name: McGrigors Pension Trustees Limited<br>Address: 141 Bothwell Street, Glasgow, G2 7EQ | Name: Ian Gordon<br>Phone: 44 (0)141 567 8401<br>Fax: -<br>Email: - | Pensions | Liquidated | | | $66,440,996 |
| 3 | Name: Martello Property Services Inc.<br>Address: 200-808 West Hastings Street, Vancouver, BC, V6C 2X4 | Name: Martello Property Services Inc.<br>Phone: 604-681-6544<br>Fax: 604-681-5114<br>Email: - | Lease Financing Facility | Liquidated | | | $26,586,212 |
| 4 | Name: Finmeccanica S.P.A. Helicopters Div.<br>Address: Warranty Administration Dept Via Per Tornavento 15 21019 Somma Lombardo (Va) | Name: Finmeccanica S.P.A. Helicopters Div.<br>Phone: 00390331711288<br>Fax: 00390331711377<br>Email: daniele.romiti@finmeccanica.com | Trade | Liquidated | | | $4,956,652 |
| 5 | Name: Airbus Helicopters<br>Address: Aeroport International Marseille Province Fr-13725 Marignane Cedex | Name: Airbus Helicopters<br>Phone: 003342858585<br>Fax: 003342859996<br>Email: guillaume.faury@airbus.com | Trade | Disputed | | May be subject to asserted setoff | $4,145,055 |
| 6 | Name: Sikorsky Commerical Inc. (HSI)<br>Address: P.O. BOX 111068 Trumbull, CT 06611-0868 | Name: Sikorsky Commerical Inc. (HSI)<br>Phone: 203-416-4000<br>Fax: 203-416-4291<br>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<br>Address: 16 rue de Hanovre<br>Paris 75002<br>France | Name: Coface – Parilease SAS<br>Phone: +33 1 43 16 86 52<br>Fax: +33 1 4298 1203<br>Email: | Lease | Unliquidated | | May be subject to asserted setoff | $2,197,611 |
| 8 | Name: CAE<br>Address: 2025 Logistics Drive Mississauga Ontario L5S 1Z9 L5S 1Z9 Canada CA L5S 1Z9 | Name: CAE<br>Phone: - 905-672-8650<br>Fax: 514-734-5682<br>Email: nelson.camacho@cae.com | Services | Unliquidated Disputed | | May be subject to asserted setoff | $2,132,219 |
| 9 | Name: Waypoint Asset Company (Ireland) Ltd<br>Address: 25/28 North Wall Quay<br>Dublin 1 Ireland IE | Name: Waypoint Asset Company (Ireland) Ltd<br>Phone: +353 61 633333<br>Fax: +353 61 633334<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $1,320,087 |
| 10 | Name: Turbomeca<br>Address: Technopole Izarbel Bp4 64210 Bidart, France | Name: Turbomeca<br>Phone: - +(33) 5 59 12 50 72<br>Fax: - 0033559125491<br>Email: bruno.even@turbomeca.fr | Trade | Unliquidated | | | $1,185,968 |
| 11 | Name: TMC International Ltd<br>Address: 2-1-15 Hiroo Shibuya-ku JP-Tokyo 150-0012 Japan | Name: TMC International Ltd<br>Phone: +81-3-3400-5188<br>Fax: +81-3-5778-4888<br>Email: - | Services | Unliquidated | | | $1,048,444 |
| 12 | Name: Milestone Aviation Group<br>Address: Block 4 The Harcourt Centre Harcourt Road Dublin 2 Ireland | Name: Milestone Aviation Group<br>Phone: - +353 1 216 5700<br>Fax: -<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $1,020,158 |
| 13 | Name: Ruag Switzerland Ltd<br>Address: Ruag Aviation Seetalstrasse 175 Ch-6032 Emmen | Name: Ruag Switzerland Ltd<br>Phone: 0041416725050<br>Fax: 0041416725051<br>Email: - | Trade | Liquidated | | | $920,051 |
| 14 | Name: Lombard North Central Plc<br>Address: Lombard House, The Waterfront, Elstree Road Elstree, Hertfordshire WD6 3BS<br>United Kingdom | Name: Lombard North Central Plc<br>Phone: +44 (0) 208 236 7827<br>Fax: +44 207 672 4006<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $777,578 |
| 15 | Name: Sandycove Aviation Limited<br>Address: c/o LCI Helicopters Ireland Ltd 41 Forbes Quay Sir John Rogersons Quay Dublin 2 Ireland IE | Name: Sandycove Aviation Limited<br>Phone: -<br>Fax: -<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $710,371 |
| 16 | Name: GE Capital Equipment Finance Ltd<br>Address: 2630 The Quadrant Aztec West Bristol Bristol BS32 4GQ GB BS32 4GQ | Name: GE Capital Equipment Finance Ltd<br>Phone: 00448702418899<br>Fax: -<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $686,416 |
| 17 | Name: SACE Lenders - BNP Paribas<br>Address: 21, place du Marche Saint-Honore<br>Paris 75001<br>France | Name: SACE Lenders - BNP Paribas<br>Phone: +33 1 43 16 86 52<br>Fax: - +33 1 4316 8184<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $503,623 |
| 18 | Name: SpareBank1<br>Address: Sjogata 8, 9008 Tromso, PO Box 6801, Langes Tromso 9298<br>Norway | Name: SpareBank1<br>Phone: +47 7762 2372<br>Fax: - +47 7762 2371<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $413,085 |
| 19 | Name: 1027098 BC Ltd.<br>Address: 1376 Sea Lover's Lane, Gabriola, BC, Canada V0R 1X5 | Name: 1027098 BC Ltd.<br>Phone: - 1-250-247-9594<br>Fax: -<br>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<br>Address: 495 Lake Mirror Road Building 800 Suite G<br>Atlanta, GA 30349 | Name: Precision Accessories & Instruments<br>Phone: 0014047675800<br>Fax: 0014047675900<br>Email: - | Trade | Liquidated | | | $379,316 |
| 21 | Name: Saga Gabon S.A.<br>Address: Z.P.D. Owendo Bp72<br>Libreville Gabon Gabon Ga | Name: Saga Gabon S.A.<br>Phone: 241-702082<br>Fax: 241-701207<br>Email: - | Trade | Liquidated | | | $368,164 |
| 22 | Name: Regent Tanzania Ltd.<br>Address: P.O. Box 10311<br>964 Olympio Street<br>Upanga Dar - ES - Salaam Dar - ES - Salaam Tanzania TZ | Name: Regent Tanzania Ltd.<br>Phone: -+255 784 540060<br>Fax: - 255 22 2153 297<br>Email: - | Services | Contingent; Unliquidated; Disputed | | | $367,147 |
| 23 | Name: Lobo Leasing SPV A Limited<br>Address: Alexandra House The Sweepstakes Ballsbridge<br>Dublin 4 Ireland IE | Name: Lobo Leasing SPV A Limited<br>Phone: - +353 1 253 0460<br>Fax: -<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $314,312 |
| 24 | Name: Airbus Helicopters Simulation Center<br>Address: Sultan Abdul Aziz Shah Airport<br>47200 Subang Selangor<br>Malaysia | Name: Airbus Helicopters Simulation Center<br>Phone: - 60378487600<br>Fax: -<br>Email: - | Trade | Liquidated | | | $286,735 |
| 25 | Name: Euroavionics Navigations System GMB<br>Address: Karlsruher Strasse 91<br>DE-75179 Pforzheim<br>Germany | Name: Euroavionics Navigations System GMB<br>Phone: - 00497231586780<br>Fax: -<br>Email: - | Trade | Liquidated | | | $259,696 |
| 26 | Name: Sikorsky Helitech - Australia<br>Address: PO Box 1374 Eagle Farm QLD 4009<br>Australia | Name: Sikorsky Helitech - Australia<br>Phone: - (07)36327000<br>Fax: -<br>Email: - | Trade | Liquidated | | | $229,694 |
| 27 | Name: Composite Technology Inc. USA<br>Address: 1727 South Main Street<br>Grapevine TX 75261<br>USA | Name: Composite Technology Inc. USA<br>Phone: - 0019724566900<br>Fax: -<br>Email: - | Trade | Liquidated | | | $209,014 |
| 28 | Name: DJ Composites Inc.<br>Address: 1 C.L. Dobbin Road Gander Newfoundland & Labrador A1V 2V3<br>Canada | Name: DJ Composites Inc<br>Phone: - 709-256-6111<br>Fax: -<br>Email: - | Trade | Liquidated | | | $201,219 |
| 29 | Name: Matha Janthorn Co. Ltd.<br>Address: 779 Soi Rajchada 18 Rajchadapisek Rd Huey Kwang<br>Bangkok 10310<br>Thailand | Name: Matha Janthorn Co. Ltd<br>Phone: - 02 692 6229<br>Fax: - 02 692 5005<br>Email: - | Services | Liquidated | | | $199,702 |
| 30 | Name: Honeywell International, Phoenix<br>Address: 21111N. 19th Ave.<br>Phoenix AZ 85027-2708<br>USA | Name: Honeywell International, Phoenix<br>Phone: - 0016024366184<br>Fax: -<br>Email: - | Trade | Liquidated | | | $175,607 |

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

Debtor Name Lloyd Bass Strait Helicopters Pty. 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:

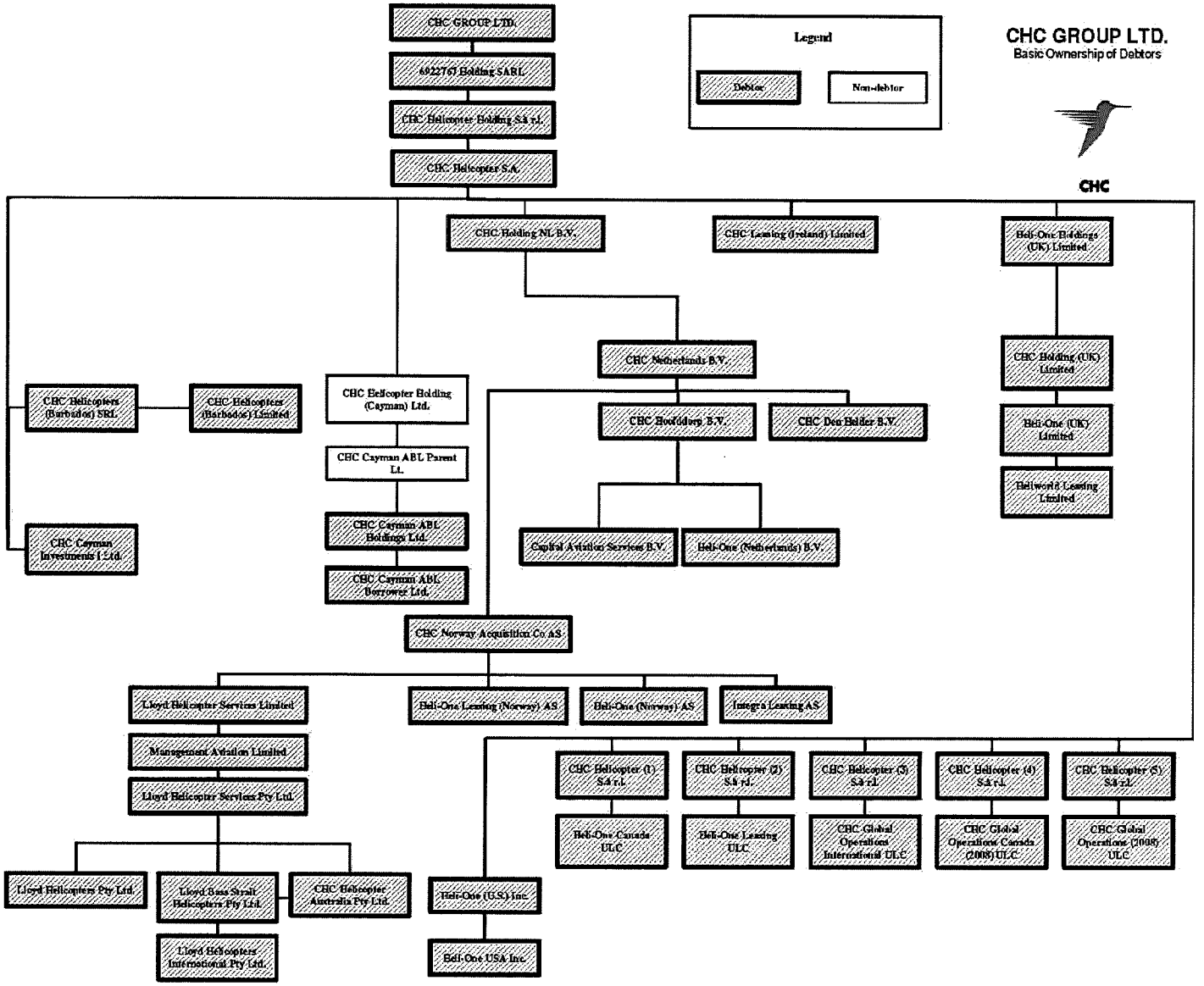
- Each Debtor identified on **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
- CHC Parent is the ultimate parent company of each of the Non-Parent Debtors, and directly or indirectly owns a 100% equity interest in each of the Non-Parent Debtors.

[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 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 Netherlands B.V.
CHC Heelddorp B.V.
CHC Den Helder B.V.
Capital Aviation Services B.V.
Heli-One (Netherlands) B.V.
CHC Holding (UK) Limited
Heli-One (UK) Limited
Bellworld Leasing Limited
CHC Norway Acquisition Co AS
Lloyd Helicopter Services Limited
Management Aviation Limited
Lloyd Helicopter Services Pty Ltd.
Heli-One Leasing (Norway) AS
Heli-One (Norway) AS
Integra 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 (2008) ULC
CHC Global Operations (2008) ULC
Lloyd Helicopters Pty Ltd.
Lloyd Bass Strait Helicopters Pty Ltd.
CHC Helicopter Australia Pty Ltd.
Lloyd Helicopters International Pty Ltd.
Heli-One (U.S.) 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 Lloyd Bass Strait Helicopters Pty. 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 "**HH**" 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 Lloyd Helicopter Services Limited

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** Lloyd Helicopter Services Limited

**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) 98-0596781

**4. Debtor's address**

**Principal place of business**

CHC House, Howe Moss Drive
Number Street

Kirkhill Industrial Estate

Dyce Aberdeen UK AB21 OGL
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<br>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.<br>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. |
| IIeliworld 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 |

**Lloyd Helicopter Services Limited (the "*Company*")**

*Company number SC181461*

**RESOLUTION IN WRITING of the Board of Directors**

WHEREAS, 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.

COMMENCEMENT OF CHAPTER 11 CASE

IT IS 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 of the Company as listed on the Company's register of directors (each, an "***Authorised Officer***") be, and each of them hereby is, empowered, authorised, 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 Authorised Officer executing the same shall determine;

RETENTION OF ADVISORS

IT IS FURTHER RESOLVED as follows:

1. 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;

2. 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;

3. 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;

4. 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;

5. 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;

6. 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.

GENERAL RESOLUTIONS

IT IS FURTHER RESOLVED as follows:

1. that any Authorised Officer is hereby authorised, 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 Authorised 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;

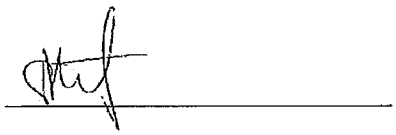
2. that any Authorised Officer be, and each of them hereby is, authorised, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, and/or record, and perform, such agreements, instruments, motions, affidavits, applications 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 Authorised Officer shall be or become necessary or proper or desirable in connection with the Company's chapter 11 case,

3. that all prior actions taken by any Authorised 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;

4. that any of the Authorised Officers be, and each of them hereby is, authorised, 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 authorisation therefor to be conclusively evidenced by the taking of such action or the execution and delivery of such certificates, instruments, agreements, and documents.

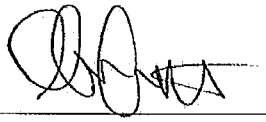
SIGNED



Shaun Stewart

April 28, 2016

SIGNED



Dennis McGillivray Corbett

April 28, 2016

| Fill in this information to identify the case: |
|---|
| Debtor name Lloyd Helicopter Services Limited |
| 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<br>Address: The Bank of New York Mellon 101 Barclay Street, Floor 4 East, New York, NY 10286 | Name: The Bank of New York Mellon<br>Phone: - (412) 234-5000<br>Fax: -<br>Email: - | Unsecured Notes | Liquidated | | | $98,432,780 |
| 2 | Name: McGrigors Pension Trustees Limited<br>Address: 141 Bothwell Street, Glasgow, G2 7EQ | Name: Ian Gordon<br>Phone: 44 (0)141 567 8401<br>Fax: -<br>Email: - | Pensions | Liquidated | | | $66,440,996 |
| 3 | Name: Martello Property Services Inc.<br>Address: 200-808 West Hastings Street, Vancouver, BC, V6C 2X4 | Name: Martello Property Services Inc.<br>Phone: 604-681-6544<br>Fax: 604-681-5114<br>Email: - | Lease Financing Facility | Liquidated | | | $26,586,212 |
| 4 | Name: Finmeccanica S.P.A. Helicopters Div.<br>Address: Warranty Administration Dept Via Per Tornavento 15 21019 Somma Lombardo (Va) | Name: Finmeccanica S.P.A. Helicopters Div.<br>Phone: 00390331711288<br>Fax: 00390331711377<br>Email: daniele.romiti@finmeccanica.com | Trade | Liquidated | | | $4,956,652 |
| 5 | Name: Airbus Helicopters<br>Address: Aeroport International Marseille Province Fr-13725 Marignane Cedex | Name: Airbus Helicopters<br>Phone: 003342858585<br>Fax: 003342859996<br>Email: guillaume.faury@airbus.com | Trade | Disputed | | May be subject to asserted setoff | $4,145,055 |
| 6 | Name: Sikorsky Commerical Inc. (HSI)<br>Address: P.O. BOX 111068 Trumbull, CT 06611-0868 | Name: Sikorsky Commerical Inc. (HSI)<br>Phone: 203-416-4000<br>Fax: 203-416-4291<br>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<br>Address: 16 rue de Hanovre<br>Paris 75002<br>France | Name: Coface – Parilease SAS<br>Phone: +33 1 43 16 86 52<br>Fax: +33 1 4298 1203<br>Email: | Lease | Unliquidated | | May be subject to asserted setoff | $2,197,611 |
| 8 | Name: CAE<br>Address: 2025 Logistics Drive Mississauga Ontario L5S 1Z9 L5S 1Z9 Canada CA L5S 1Z9 | Name: CAE<br>Phone: - 905-672-8650<br>Fax: 514-734-5682<br>Email: nelson.camacho@cae.com | Services | Unliquidated Disputed | | May be subject to asserted setoff | $2,132,219 |
| 9 | Name: Waypoint Asset Company (Ireland) Ltd<br>Address: 25/28 North Wall Quay<br>Dublin 1 Ireland IE | Name: Waypoint Asset Company (Ireland) Ltd<br>Phone: +353 61 633333<br>Fax: +353 61 633334<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $1,320,087 |
| 10 | Name: Turbomeca<br>Address: Technopole Izarbel Bp4 64210 Bidart, France | Name: Turbomeca<br>Phone: - +(33) 5 59 12 50 72<br>Fax: - 0033559125491<br>Email: bruno.even@turbomeca.fr | Trade | Unliquidated | | | $1,185,968 |
| 11 | Name: TMC International Ltd<br>Address: 2-1-15 Hiroo Shibuya-ku JP-Tokyo 150-0012 Japan | Name: TMC International Ltd<br>Phone: +81-3-3400-5188<br>Fax: +81-3-5778-4888<br>Email: - | Services | Unliquidated | | | $1,048,444 |
| 12 | Name: Milestone Aviation Group<br>Address: Block 4 The Harcourt Centre Harcourt Road Dublin 2 Ireland | Name: Milestone Aviation Group<br>Phone: - +353 1 216 5700<br>Fax: -<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $1,020,158 |
| 13 | Name: Ruag Switzerland Ltd<br>Address: Ruag Aviation Seetalstrasse 175 Ch-6032 Emmen | Name: Ruag Switzerland Ltd<br>Phone: 0041416725050<br>Fax: 0041416725051<br>Email: - | Trade | Liquidated | | | $920,051 |
| 14 | Name: Lombard North Central Plc<br>Address: Lombard House, The Waterfront, Elstree Road Elstree, Hertfordshire WD6 3BS<br>United Kingdom | Name: Lombard North Central Plc<br>Phone: +44 (0) 208 236 7827<br>Fax: +44 207 672 4006<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $777,578 |
| 15 | Name: Sandycove Aviation Limited<br>Address: c/o LCI Helicopters Ireland Ltd 41 Forbes Quay Sir John Rogersons Quay Dublin 2 Ireland IE | Name: Sandycove Aviation Limited<br>Phone: -<br>Fax: -<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $710,371 |
| 16 | Name: GE Capital Equipment Finance Ltd<br>Address: 2630 The Quadrant Aztec West Bristol Bristol BS32 4GQ GB BS32 4GQ | Name: GE Capital Equipment Finance Ltd<br>Phone: 00448702418899<br>Fax: -<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $686,416 |
| 17 | Name: SACE Lenders - BNP Paribas<br>Address: 21, place du Marche Saint-Honore<br>Paris 75001<br>France | Name: SACE Lenders - BNP Paribas<br>Phone: +33 1 43 16 86 52<br>Fax: - +33 1 4316 8184<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $503,623 |
| 18 | Name: SpareBank1<br>Address: Sjogata 8, 9008 Tromso, PO Box 6801, Langes Tromso 9298<br>Norway | Name: SpareBank1<br>Phone: +47 7762 2372<br>Fax: - +47 7762 2371<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $413,085 |
| 19 | Name: 1027098 BC Ltd.<br>Address: 1376 Sea Lover's Lane, Gabriola, BC, Canada V0R 1X5 | Name: 1027098 BC Ltd.<br>Phone: - 1-250-247-9594<br>Fax: -<br>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<br>Address: 495 Lake Mirror Road Building 800 Suite G<br>Atlanta, GA 30349 | Name: Precision Accessories & Instruments<br>Phone: 0014047675800<br>Fax: 0014047675900<br>Email: - | Trade | Liquidated | | | $379,316 |
| 21 | Name: Saga Gabon S.A.<br>Address: Z.P.D. Owendo Bp72 Libreville Gabon Gabon Ga | Name: Saga Gabon S.A.<br>Phone: 241-702082<br>Fax: 241-701207<br>Email: - | Trade | Liquidated | | | $368,164 |
| 22 | Name: Regent Tanzania Ltd.<br>Address: P.O. Box 10311<br>964 Olympio Street<br>Upanga Dar - ES - Salaam Dar - ES - Salaam Tanzania TZ | Name: Regent Tanzania Ltd.<br>Phone: -+255 784 540060<br>Fax: - 255 22 2153 297<br>Email: - | Services | Contingent; Unliquidated; Disputed | | | $367,147 |
| 23 | Name: Lobo Leasing SPV A Limited<br>Address: Alexandra House The Sweepstakes Ballsbridge<br>Dublin 4 Ireland IE | Name: Lobo Leasing SPV A Limited<br>Phone: - +353 1 253 0460<br>Fax: -<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $314,312 |
| 24 | Name: Airbus Helicopters Simulation Center<br>Address: Sultan Abdul Aziz Shah Airport<br>47200 Subang Selangor<br>Malaysia | Name: Airbus Helicopters Simulation Center<br>Phone: - 60378487600<br>Fax: -<br>Email: - | Trade | Liquidated | | | $286,735 |
| 25 | Name: Euroavionics Navigations System GMB<br>Address: Karlsruher Strasse 91<br>DE-75179 Pforzheim<br>Germany | Name: Euroavionics Navigations System GMB<br>Phone: - 00497231586780<br>Fax: -<br>Email: - | Trade | Liquidated | | | $259,696 |
| 26 | Name: Sikorsky Helitech - Australia<br>Address: PO Box 1374 Eagle Farm QLD 4009<br>Australia | Name: Sikorsky Helitech - Australia<br>Phone: - (07)36327000<br>Fax: -<br>Email: - | Trade | Liquidated | | | $229,694 |
| 27 | Name: Composite Technology Inc. USA<br>Address: 1727 South Main Street<br>Grapevine TX 75261<br>USA | Name: Composite Technology Inc. USA<br>Phone: - 0019724566900<br>Fax: -<br>Email: - | Trade | Liquidated | | | $209,014 |
| 28 | Name: DJ Composites Inc.<br>Address: 1 C.L. Dobbin Road Gander Newfoundland & Labrador A1V 2V3<br>Canada | Name: DJ Composites Inc<br>Phone: - 709-256-6111<br>Fax: -<br>Email: - | Trade | Liquidated | | | $201,219 |
| 29 | Name: Matha Janthorn Co. Ltd.<br>Address: 779 Soi Rajchada 18 Rajchadapisek Rd Huey Kwang<br>Bangkok 10310<br>Thailand | Name: Matha Janthorn Co. Ltd<br>Phone: - 02 692 6229<br>Fax: - 02 692 5005<br>Email: - | Services | Liquidated | | | $199,702 |
| 30 | Name: Honeywell International, Phoenix<br>Address: 21111N. 19th Ave.<br>Phoenix AZ 85027-2708<br>USA | Name: Honeywell International, Phoenix<br>Phone: - 0016024366184<br>Fax: -<br>Email: - | Trade | Liquidated | | | $175,607 |

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

Debtor Name Lloyd Helicopter Services Limited

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:

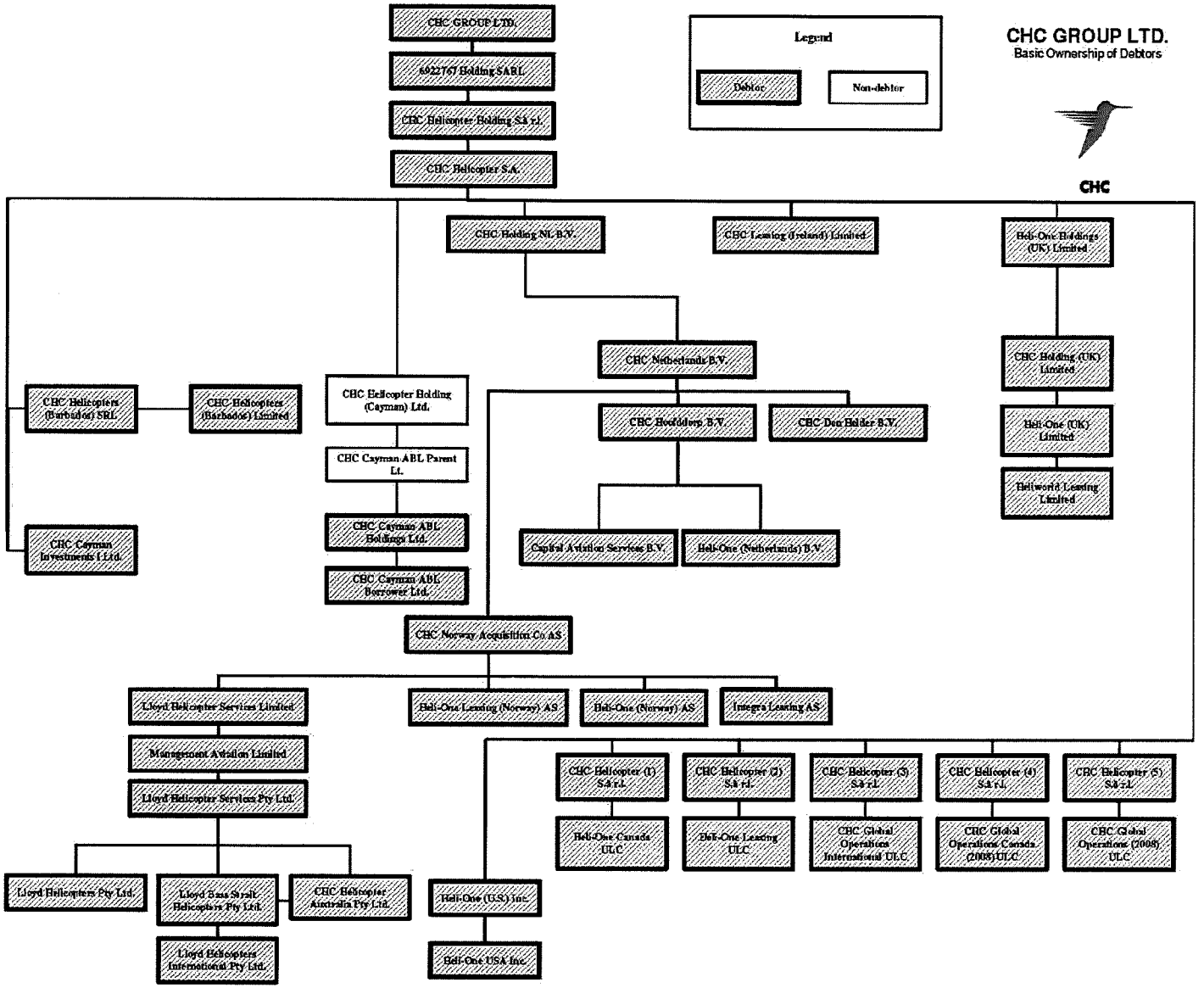
- Each Debtor identified on **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
- CHC Parent is the ultimate parent company of each of the Non-Parent Debtors, and directly or indirectly owns a 100% equity interest in each of the Non-Parent Debtors.

[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
CHC
Legend
Debtor
Non-debtor
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.
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.

919

## 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 Lloyd Helicopter Services Limited

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

**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 "**II**" 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 Lloyd Helicopter Services Pty. 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** Lloyd Helicopter Services Pty. 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) 98-0592394

**4. Debtor's address**

**Principal place of business**

CHC Helicopter Services, IBM Bldg., Level 4
Number Street

1060 Hay Street

West Perth WA 6005, Australia
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<br>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.<br>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 |

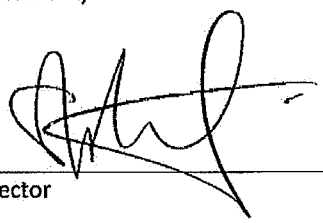
**MINUTES OF MEMBER'S RESOLUTION BY THE SOLE MEMBER OF LLOYD HELICOPTER SERVICES PTY LIMITED (ACN 058 277 491) (THE "COMPANY")**

This is a circulating resolution pursuant to section 249B of the *Corporations Act 2001 (Cth)* by Management Aviation Limited (a company registered in England & Wales), the sole member of the Company:

> **IT IS RESOLVED THAT** pursuant to section 10.1 of the Company's Constitution, the number of directors of the Company is to be not less than one.

By signing below all of the members entitled to vote on the Resolution stated above state that they are in favour of the Resolution.

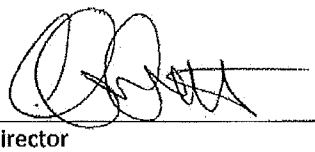
Executed by **MANAGEMENT AVIATION LIMITED** by its directors:



Director

Shaun Stewart

Print Name



Director

Dennis McGillivray Corbett

Print Name

Date: 1 May 2016

**LLOYD HELICOPTER SERVICES PTY LTD (ACN 058 277 491)**

**UNANIMOUS CIRCULATING WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY PURSUANT TO SECTION 12.21 OF THE CONSTITUTION**

WHEREAS, Lloyd Helicopter Services Pty Ltd (ACN 058 277 491), an Australian proprietary limited company (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.

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.

[*Signatures appear on the following page*]

By Section 12.21 of the Company's Constitution, the directors may pass a resolution without a directors' meeting being held if all of the directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in that document. Accordingly, all directors of the Company vote in favour of the resolutions set out above by signing below:

Dated: 2 MAY 2016

NICHOLAS JOHN MAIR
DIRECTOR

# LLOYD HELICOPTER SERVICES PTY LTD (ACN 058 277 491)
# (the "Company")

Resolutions of Nicholas John Mair, the sole director of the Company (**Sole Director**).

1. **Business**

   It is noted that the purpose of these resolutions is to consider and if thought fit, approve the execution by the Company of certain shareholder resolutions.

2. **Relevant Documents**

   Copies of the following shareholder resolutions are attached to these resolutions:

   a. Shareholder resolution of CHC Helicopter Australia Pty Ltd (ACN 007 970 934);

   b. Shareholder resolution of Lloyd Helicopters Pty Ltd (ACN 007 916 912); and

   c. Shareholder resolution of Lloyd Bass Strait Helicopters Pty Ltd (ACN 007 975 304),

   in each case to resolve pursuant to section 10.1 of each company's constitution that the number of directors of each company be not less than one (together, the **Shareholder Resolutions**).

3. **Resolutions**

   **IT IS RESOLVED** that the Sole Director be authorised to sign the Shareholder Resolutions and to take any action necessary or desirable to put such Shareholder Resolutions into effect.

Signed as a correct record:

.....

Sole Director

Date: 2 MAY 2016

| Fill in this information to identify the case: |
|---|
| Debtor name Lloyd Helicopter Services Pty. 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<br>Address: The Bank of New York Mellon 101 Barclay Street, Floor 4 East, New York, NY 10286 | Name: The Bank of New York Mellon<br>Phone: - (412) 234-5000<br>Fax: -<br>Email: - | Unsecured Notes | Liquidated | | | $98,432,780 |
| 2 | Name: McGrigors Pension Trustees Limited<br>Address: 141 Bothwell Street, Glasgow, G2 7EQ | Name: Ian Gordon<br>Phone: 44 (0)141 567 8401<br>Fax: -<br>Email: - | Pensions | Liquidated | | | $66,440,996 |
| 3 | Name: Martello Property Services Inc.<br>Address: 200-808 West Hastings Street, Vancouver, BC, V6C 2X4 | Name: Martello Property Services Inc.<br>Phone: 604-681-6544<br>Fax: 604-681-5114<br>Email: - | Lease Financing Facility | Liquidated | | | $26,586,212 |
| 4 | Name: Finmeccanica S.P.A. Helicopters Div.<br>Address: Warranty Administration Dept Via Per Tornavento 15 21019 Somma Lombardo (Va) | Name: Finmeccanica S.P.A. Helicopters Div.<br>Phone: 00390331711288<br>Fax: 00390331711377<br>Email: daniele.romiti@finmeccanica.com | Trade | Liquidated | | | $4,956,652 |
| 5 | Name: Airbus Helicopters<br>Address: Aeroport International Marseille Province Fr-13725 Marignane Cedex | Name: Airbus Helicopters<br>Phone: 003342858585<br>Fax: 003342859996<br>Email: guillaume.faury@airbus.com | Trade | Disputed | | May be subject to asserted setoff | $4,145,055 |
| 6 | Name: Sikorsky Commerical Inc. (HSI)<br>Address: P.O. BOX 111068 Trumbull, CT 06611-0868 | Name: Sikorsky Commerical Inc. (HSI)<br>Phone: 203-416-4000<br>Fax: 203-416-4291<br>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<br>Address: 16 rue de Hanovre<br>Paris 75002<br>France | Name: Coface – Parilease SAS<br>Phone: +33 1 43 16 86 52<br>Fax: +33 1 4298 1203<br>Email: | Lease | Unliquidated | | May be subject to asserted setoff | $2,197,611 |
| 8 | Name: CAE<br>Address: 2025 Logistics Drive Mississauga Ontario L5S 1Z9 L5S 1Z9 Canada CA L5S 1Z9 | Name: CAE<br>Phone: - 905-672-8650<br>Fax: 514-734-5682<br>Email: nelson.camacho@cae.com | Services | Unliquidated Disputed | | May be subject to asserted setoff | $2,132,219 |
| 9 | Name: Waypoint Asset Company (Ireland) Ltd<br>Address: 25/28 North Wall Quay<br>Dublin 1 Ireland IE | Name: Waypoint Asset Company (Ireland) Ltd<br>Phone: +353 61 633333<br>Fax: +353 61 633334<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $1,320,087 |
| 10 | Name: Turbomeca<br>Address: Technopole Izarbel Bp4 64210 Bidart, France | Name: Turbomeca<br>Phone: - +(33) 5 59 12 50 72<br>Fax: - 0033559125491<br>Email: bruno.even@turbomeca.fr | Trade | Unliquidated | | | $1,185,968 |
| 11 | Name: TMC International Ltd<br>Address: 2-1-15 Hiroo Shibuya-ku JP-Tokyo 150-0012 Japan | Name: TMC International Ltd<br>Phone: +81-3-3400-5188<br>Fax: +81-3-5778-4888<br>Email: - | Services | Unliquidated | | | $1,048,444 |
| 12 | Name: Milestone Aviation Group<br>Address: Block 4 The Harcourt Centre Harcourt Road Dublin 2 Ireland | Name: Milestone Aviation Group<br>Phone: - +353 1 216 5700<br>Fax: -<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $1,020,158 |
| 13 | Name: Ruag Switzerland Ltd<br>Address: Ruag Aviation Seetalstrasse 175 Ch-6032 Emmen | Name: Ruag Switzerland Ltd<br>Phone: 0041416725050<br>Fax: 0041416725051<br>Email: - | Trade | Liquidated | | | $920,051 |
| 14 | Name: Lombard North Central Plc<br>Address: Lombard House, The Waterfront, Elstree Road Elstree, Hertfordshire WD6 3BS<br>United Kingdom | Name: Lombard North Central Plc<br>Phone: +44 (0) 208 236 7827<br>Fax: +44 207 672 4006<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $777,578 |
| 15 | Name: Sandycove Aviation Limited<br>Address: c/o LCI Helicopters Ireland Ltd 41 Forbes Quay Sir John Rogersons Quay Dublin 2 Ireland IE | Name: Sandycove Aviation Limited<br>Phone: -<br>Fax: -<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $710,371 |
| 16 | Name: GE Capital Equipment Finance Ltd<br>Address: 2630 The Quadrant Aztec West Bristol Bristol BS32 4GQ GB BS32 4GQ | Name: GE Capital Equipment Finance Ltd<br>Phone: 00448702418899<br>Fax: -<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $686,416 |
| 17 | Name: SACE Lenders - BNP Paribas<br>Address: 21, place du Marche Saint-Honore<br>Paris 75001<br>France | Name: SACE Lenders - BNP Paribas<br>Phone: +33 1 43 16 86 52<br>Fax: - +33 1 4316 8184<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $503,623 |
| 18 | Name: SpareBank1<br>Address: Sjogata 8, 9008 Tromso, PO Box 6801, Langes Tromso 9298<br>Norway | Name: SpareBank1<br>Phone: +47 7762 2372<br>Fax: - +47 7762 2371<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $413,085 |
| 19 | Name: 1027098 BC Ltd.<br>Address: 1376 Sea Lover's Lane, Gabriola, BC, Canada V0R 1X5 | Name: 1027098 BC Ltd.<br>Phone: - 1-250-247-9594<br>Fax: -<br>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<br>Address: 495 Lake Mirror Road Building 800 Suite G<br>Atlanta, GA 30349 | Name: Precision Accessories & Instruments<br>Phone: 0014047675800<br>Fax: 0014047675900<br>Email: - | Trade | Liquidated | | | $379,316 |
| 21 | Name: Saga Gabon S.A.<br>Address: Z.P.D. Owendo Bp72<br>Libreville Gabon Gabon Ga | Name: Saga Gabon S.A.<br>Phone: 241-702082<br>Fax: 241-701207<br>Email: - | Trade | Liquidated | | | $368,164 |
| 22 | Name: Regent Tanzania Ltd.<br>Address: P.O. Box 10311<br>964 Olympio Street<br>Upanga Dar - ES - Salaam Dar - ES - Salaam Tanzania TZ | Name: Regent Tanzania Ltd.<br>Phone: -+255 784 540060<br>Fax: - 255 22 2153 297<br>Email: - | Services | Contingent; Unliquidated; Disputed | | | $367,147 |
| 23 | Name: Lobo Leasing SPV A Limited<br>Address: Alexandra House The Sweepstakes Ballsbridge<br>Dublin 4 Ireland IE | Name: Lobo Leasing SPV A Limited<br>Phone: - +353 1 253 0460<br>Fax: -<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $314,312 |
| 24 | Name: Airbus Helicopters Simulation Center<br>Address: Sultan Abdul Aziz Shah Airport<br>47200 Subang Selangor<br>Malaysia | Name: Airbus Helicopters Simulation Center<br>Phone: - 60378487600<br>Fax: -<br>Email: - | Trade | Liquidated | | | $286,735 |
| 25 | Name: Euroavionics Navigations System GMB<br>Address: Karlsruher Strasse 91<br>DE-75179 Pforzheim<br>Germany | Name: Euroavionics Navigations System GMB<br>Phone: - 00497231586780<br>Fax: -<br>Email: - | Trade | Liquidated | | | $259,696 |
| 26 | Name: Sikorsky Helitech - Australia<br>Address: PO Box 1374 Eagle Farm QLD 4009<br>Australia | Name: Sikorsky Helitech - Australia<br>Phone: - (07)36327000<br>Fax: -<br>Email: - | Trade | Liquidated | | | $229,694 |
| 27 | Name: Composite Technology Inc. USA<br>Address: 1727 South Main Street<br>Grapevine TX 75261<br>USA | Name: Composite Technology Inc. USA<br>Phone: - 0019724566900<br>Fax: -<br>Email: - | Trade | Liquidated | | | $209,014 |
| 28 | Name: DJ Composites Inc.<br>Address: 1 C.L. Dobbin Road Gander Newfoundland & Labrador A1V 2V3<br>Canada | Name: DJ Composites Inc<br>Phone: - 709-256-6111<br>Fax: -<br>Email: - | Trade | Liquidated | | | $201,219 |
| 29 | Name: Matha Janthorn Co. Ltd.<br>Address: 779 Soi Rajchada 18 Rajchadapisek Rd Huey Kwang Bangkok 10310<br>Thailand | Name: Matha Janthorn Co. Ltd<br>Phone: - 02 692 6229<br>Fax: - 02 692 5005<br>Email: - | Services | Liquidated | | | $199,702 |
| 30 | Name: Honeywell International, Phoenix<br>Address: 21111N. 19th Ave. Phoenix AZ 85027-2708<br>USA | Name: Honeywell International, Phoenix<br>Phone: - 0016024366184<br>Fax: -<br>Email: - | Trade | Liquidated | | | $175,607 |

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

Debtor Name Lloyd Helicopter Services Pty. 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:

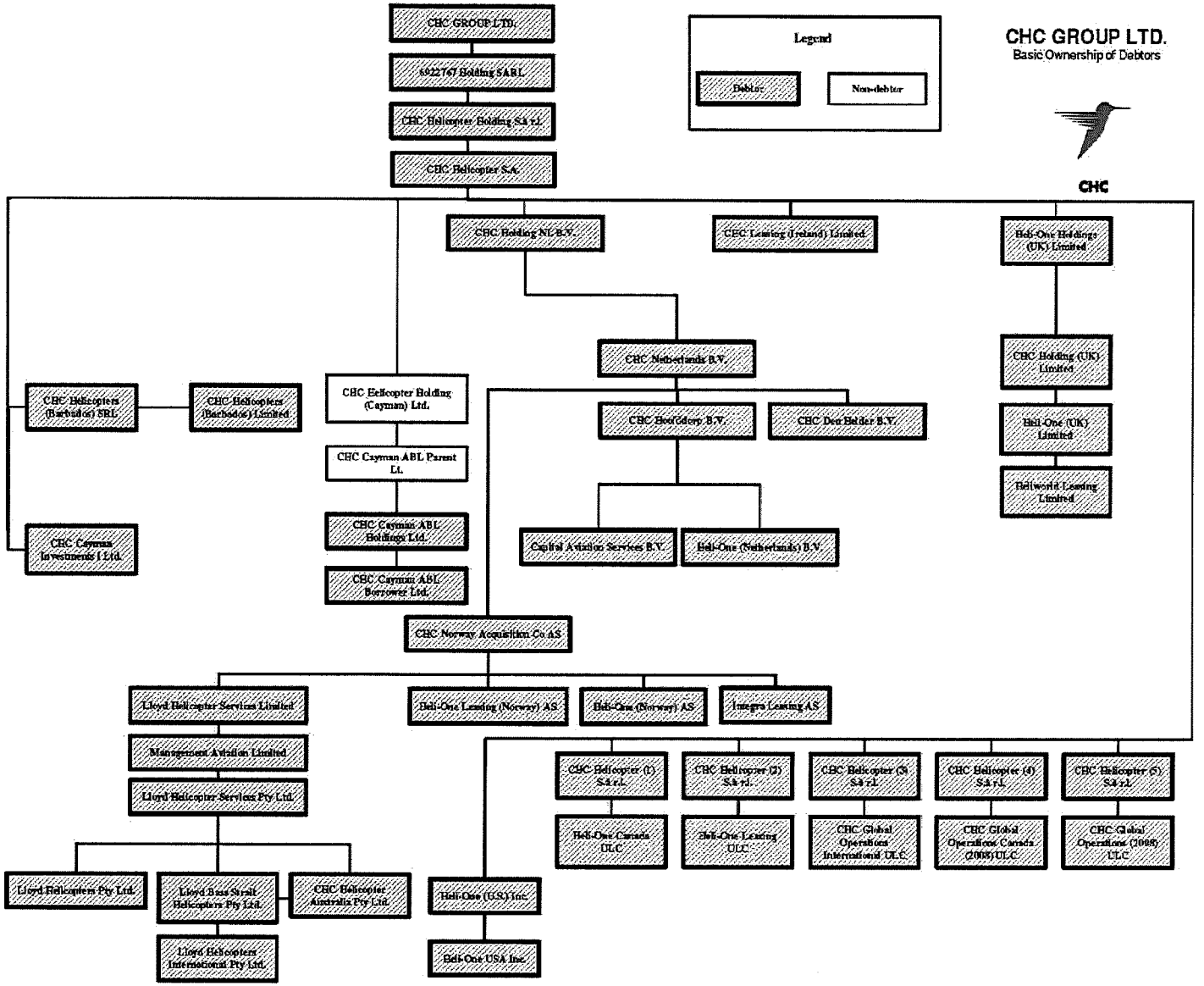
- Each Debtor identified on **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
- CHC Parent is the ultimate parent company of each of the Non-Parent Debtors, and directly or indirectly owns a 100% equity interest in each of the Non-Parent Debtors.

[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
6522767 Holding SARL
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
CHC Holding NL B.V.
CEC Leasing (Ireland) Limited
Heli-One Holdings (UK) Limited
CHC Helicopters (Barbados) SRL
CHC Helicopters (Barbados) Limited
CHC Helicopter Holding (Cayman) Ltd.
CHC Netherlands B.V.
CHC Holding (UK) Limited
CHC Hoofdorp 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 Lloyd Helicopter Services Pty. 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 /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 "**JJ**" 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 Lloyd Helicopters International Pty.

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** Lloyd Helicopters International Pty. 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) 98-0592400

**4. Debtor's address**

**Principal place of business**

CHC Helicopter Services, IBM Building
Number Street

Level 4, 1060 Hay Street

West Perth, WA 6005, Australia
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<br>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.<br>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 |

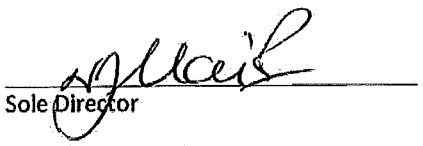
**MINUTES OF MEMBER'S RESOLUTION BY THE SOLE MEMBER OF LLOYD HELICOPTERS INTENATIONAL PTY LTD (ACN 008 284 982) (THE "COMPANY")**

This is a circulating resolution pursuant to section 249B of the *Corporations Act 2001 (Cth)* by Lloyd Bass Strait Helicopters Pty Ltd (ACN 007 975 304), the sole member of the Company:

> **IT IS RESOLVED THAT** pursuant to section 10.1 of the Company's Constitution, the number of directors of the Company is to be not less than one.

By signing below all of the members entitled to vote on the Resolution stated above state that they are in favour of the Resolution.

Executed by **LLOYD BASS STRAIT HELICOPTERS PTY LTD** (ACN 007 975 304) in accordance with section 127(1) of the *Corporations Act 2001* (Cth):



Sole Director

NICHOLAS JOHN MAIR

Print Name

Date: 2 May 2016

**LLOYD HELICOPTERS INTERNATIONAL PTY LTD (ACN 008 284 982)**

**UNANIMOUS CIRCULATING WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY PURSUANT TO SECTION 12.21 OF THE CONSTITUTION**

WHEREAS, Lloyd Helicopters International Pty Ltd (ACN 008 284 982), an Australian proprietary limited company (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.

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.

[*Signatures appear on the following page*]

By Section 12.21 of the Company's Constitution, the directors may pass a resolution without a directors' meeting being held if all of the directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in that document. Accordingly, all directors of the Company vote in favour of the resolutions set out above by signing below:

Dated: 2 MAY 2016

NICHOLAS JOHN MAIR
DIRECTOR

| Fill in this information to identify the case: |
|---|
| Debtor name Lloyd Helicopters International Pty. 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<br>Address: The Bank of New York Mellon 101 Barclay Street, Floor 4 East, New York, NY 10286 | Name: The Bank of New York Mellon<br>Phone: - (412) 234-5000<br>Fax: -<br>Email: - | Unsecured Notes | Liquidated | | | $98,432,780 |
| 2 | Name: McGrigors Pension Trustees Limited<br>Address: 141 Bothwell Street, Glasgow, G2 7EQ | Name: Ian Gordon<br>Phone: 44 (0)141 567 8401<br>Fax: -<br>Email: - | Pensions | Liquidated | | | $66,440,996 |
| 3 | Name: Martello Property Services Inc.<br>Address: 200-808 West Hastings Street, Vancouver, BC, V6C 2X4 | Name: Martello Property Services Inc.<br>Phone: 604-681-6544<br>Fax: 604-681-5114<br>Email: - | Lease Financing Facility | Liquidated | | | $26,586,212 |
| 4 | Name: Finmeccanica S.P.A. Helicopters Div.<br>Address: Warranty Administration Dept Via Per Tornavento 15 21019 Somma Lombardo (Va) | Name: Finmeccanica S.P.A. Helicopters Div.<br>Phone: 00390331711288<br>Fax: 00390331711377<br>Email: daniele.romiti@finmeccanica.com | Trade | Liquidated | | | $4,956,652 |
| 5 | Name: Airbus Helicopters<br>Address: Aeroport International Marseille Province Fr-13725 Marignane Cedex | Name: Airbus Helicopters<br>Phone: 003342858585<br>Fax: 003342859996<br>Email: guillaume.faury@airbus.com | Trade | Disputed | | May be subject to asserted setoff | $4,145,055 |
| 6 | Name: Sikorsky Commerical Inc. (HSI)<br>Address: P.O. BOX 111068 Trumbull, CT 06611-0868 | Name: Sikorsky Commerical Inc. (HSI)<br>Phone: 203-416-4000<br>Fax: 203-416-4291<br>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<br>Address: 16 rue de Hanovre<br>Paris 75002<br>France | Name: Coface – Parilease SAS<br>Phone: +33 1 43 16 86 52<br>Fax: +33 1 4298 1203<br>Email: | Lease | Unliquidated | | May be subject to asserted setoff | $2,197,611 |
| 8 | Name: CAE<br>Address: 2025 Logistics Drive Mississauga Ontario L5S 1Z9 L5S 1Z9 Canada CA L5S 1Z9 | Name: CAE<br>Phone: - 905-672-8650<br>Fax: 514-734-5682<br>Email: nelson.camacho@cae.com | Services | Unliquidated Disputed | | May be subject to asserted setoff | $2,132,219 |
| 9 | Name: Waypoint Asset Company (Ireland) Ltd<br>Address: 25/28 North Wall Quay<br>Dublin 1 Ireland IE | Name: Waypoint Asset Company (Ireland) Ltd<br>Phone: +353 61 633333<br>Fax: +353 61 633334<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $1,320,087 |
| 10 | Name: Turbomeca<br>Address: Technopole Izarbel Bp4 64210 Bidart, France | Name: Turbomeca<br>Phone: - +(33) 5 59 12 50 72<br>Fax: - 0033559125491<br>Email: bruno.even@turbomeca.fr | Trade | Unliquidated | | | $1,185,968 |
| 11 | Name: TMC International Ltd<br>Address: 2-1-15 Hiroo Shibuya-ku JP-Tokyo 150-0012 Japan | Name: TMC International Ltd<br>Phone: +81-3-3400-5188<br>Fax: +81-3-5778-4888<br>Email: - | Services | Unliquidated | | | $1,048,444 |
| 12 | Name: Milestone Aviation Group<br>Address: Block 4 The Harcourt Centre Harcourt Road Dublin 2 Ireland | Name: Milestone Aviation Group<br>Phone: - +353 1 216 5700<br>Fax: -<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $1,020,158 |
| 13 | Name: Ruag Switzerland Ltd<br>Address: Ruag Aviation Seetalstrasse 175 Ch-6032 Emmen | Name: Ruag Switzerland Ltd<br>Phone: 0041416725050<br>Fax: 0041416725051<br>Email: - | Trade | Liquidated | | | $920,051 |
| 14 | Name: Lombard North Central Plc<br>Address: Lombard House, The Waterfront, Elstree Road Elstree, Hertfordshire WD6 3BS<br>United Kingdom | Name: Lombard North Central Plc<br>Phone: +44 (0) 208 236 7827<br>Fax: +44 207 672 4006<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $777,578 |
| 15 | Name: Sandycove Aviation Limited<br>Address: c/o LCI Helicopters Ireland Ltd 41 Forbes Quay Sir John Rogersons Quay Dublin 2 Ireland IE | Name: Sandycove Aviation Limited<br>Phone: -<br>Fax: -<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $710,371 |
| 16 | Name: GE Capital Equipment Finance Ltd<br>Address: 2630 The Quadrant Aztec West Bristol Bristol BS32 4GQ GB BS32 4GQ | Name: GE Capital Equipment Finance Ltd<br>Phone: 00448702418899<br>Fax: -<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $686,416 |
| 17 | Name: SACE Lenders - BNP Paribas<br>Address: 21, place du Marche Saint-Honore<br>Paris 75001<br>France | Name: SACE Lenders - BNP Paribas<br>Phone: +33 1 43 16 86 52<br>Fax: - +33 1 4316 8184<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $503,623 |
| 18 | Name: SpareBank1<br>Address: Sjogata 8, 9008 Tromso, PO Box 6801, Langes Tromso 9298<br>Norway | Name: SpareBank1<br>Phone: +47 7762 2372<br>Fax: - +47 7762 2371<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $413,085 |
| 19 | Name: 1027098 BC Ltd.<br>Address: 1376 Sea Lover's Lane, Gabriola, BC, Canada V0R 1X5 | Name: 1027098 BC Ltd.<br>Phone: - 1-250-247-9594<br>Fax: -<br>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<br>Address: 495 Lake Mirror Road Building 800 Suite G<br>Atlanta, GA 30349 | Name: Precision Accessories & Instruments<br>Phone: 0014047675800<br>Fax: 0014047675900<br>Email: - | Trade | Liquidated | | | $379,316 |
| 21 | Name: Saga Gabon S.A.<br>Address: Z.P.D. Owendo Bp72<br>Libreville Gabon Gabon Ga | Name: Saga Gabon S.A.<br>Phone: 241-702082<br>Fax: 241-701207<br>Email: - | Trade | Liquidated | | | $368,164 |
| 22 | Name: Regent Tanzania Ltd.<br>Address: P.O. Box 10311<br>964 Olympio Street<br>Upanga Dar - ES - Salaam Dar - ES - Salaam Tanzania TZ | Name: Regent Tanzania Ltd.<br>Phone: -+255 784 540060<br>Fax: - 255 22 2153 297<br>Email: - | Services | Contingent; Unliquidated; Disputed | | | $367,147 |
| 23 | Name: Lobo Leasing SPV A Limited<br>Address: Alexandra House The Sweepstakes Ballsbridge<br>Dublin 4 Ireland IE | Name: Lobo Leasing SPV A Limited<br>Phone: - +353 1 253 0460<br>Fax: -<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $314,312 |
| 24 | Name: Airbus Helicopters Simulation Center<br>Address: Sultan Abdul Aziz Shah Airport<br>47200 Subang Selangor<br>Malaysia | Name: Airbus Helicopters Simulation Center<br>Phone: - 60378487600<br>Fax: -<br>Email: - | Trade | Liquidated | | | $286,735 |
| 25 | Name: Euroavionics Navigations System GMB<br>Address: Karlsruher Strasse 91<br>DE-75179 Pforzheim<br>Germany | Name: Euroavionics Navigations System GMB<br>Phone: - 00497231586780<br>Fax: -<br>Email: - | Trade | Liquidated | | | $259,696 |
| 26 | Name: Sikorsky Helitech - Australia<br>Address: PO Box 1374 Eagle Farm QLD 4009<br>Australia | Name: Sikorsky Helitech - Australia<br>Phone: - (07)36327000<br>Fax: -<br>Email: - | Trade | Liquidated | | | $229,694 |
| 27 | Name: Composite Technology Inc. USA<br>Address: 1727 South Main Street<br>Grapevine TX 75261<br>USA | Name: Composite Technology Inc. USA<br>Phone: - 0019724566900<br>Fax: -<br>Email: - | Trade | Liquidated | | | $209,014 |
| 28 | Name: DJ Composites Inc.<br>Address: 1 C.L. Dobbin Road<br>Gander Newfoundland & Labrador A1V 2V3<br>Canada | Name: DJ Composites Inc<br>Phone: - 709-256-6111<br>Fax: -<br>Email: - | Trade | Liquidated | | | $201,219 |
| 29 | Name: Matha Janthorn Co. Ltd.<br>Address: 779 Soi Rajchada 18<br>Rajchadapisek Rd Huey Kwang<br>Bangkok 10310<br>Thailand | Name: Matha Janthorn Co. Ltd<br>Phone: - 02 692 6229<br>Fax: - 02 692 5005<br>Email: - | Services | Liquidated | | | $199,702 |
| 30 | Name: Honeywell International, Phoenix<br>Address: 21111N. 19th Ave.<br>Phoenix AZ 85027-2708<br>USA | Name: Honeywell International, Phoenix<br>Phone: - 0016024366184<br>Fax: -<br>Email: - | Trade | Liquidated | | | $175,607 |

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

Debtor Name Lloyd Helicopters International Pty. 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:

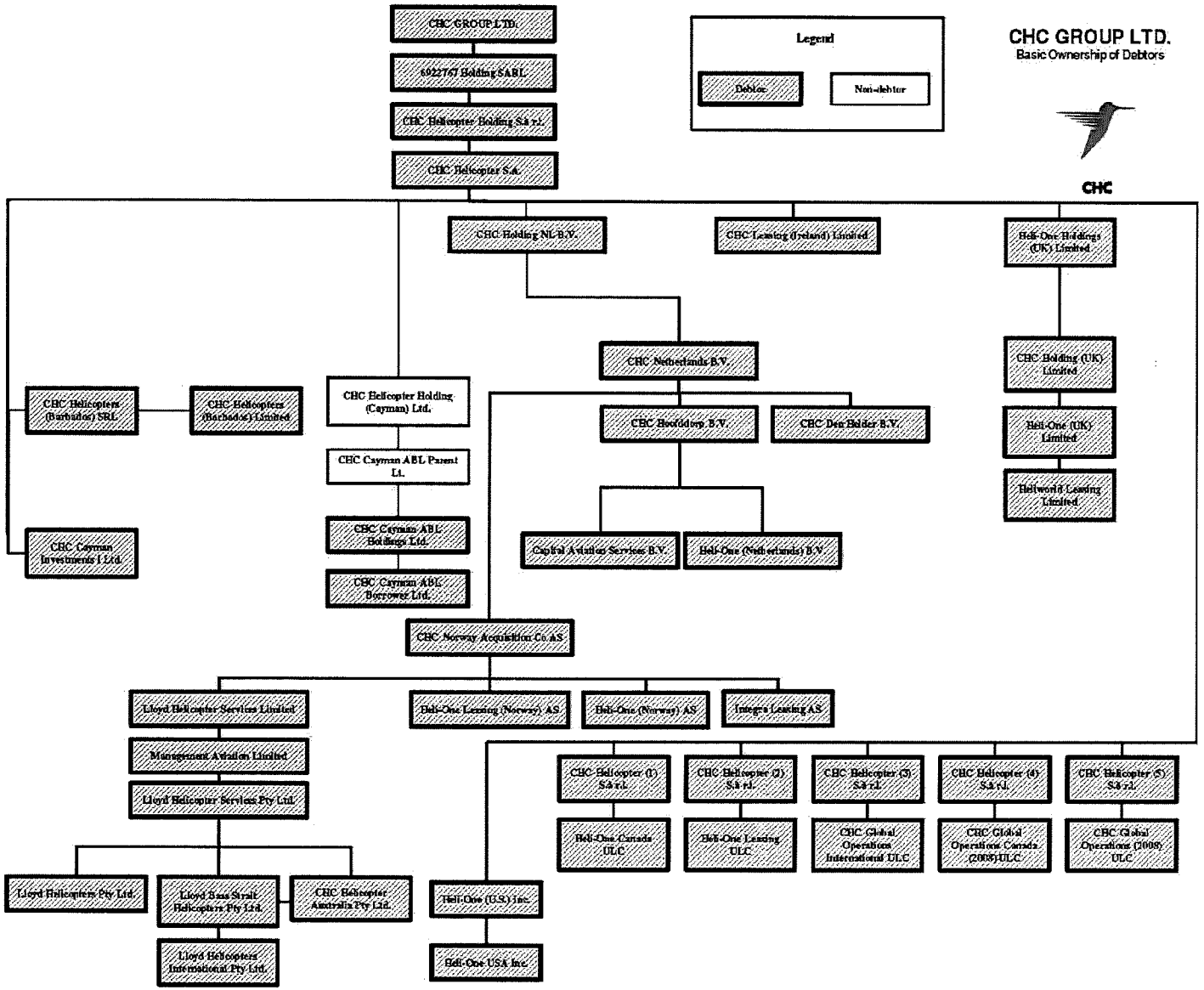
- Each Debtor identified on **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
- CHC Parent is the ultimate parent company of each of the Non-Parent Debtors, and directly or indirectly owns a 100% equity interest in each of the Non-Parent Debtors.

[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.
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 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 (2009) 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 Lloyd Helicopters International Pty. 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 "**KK**" 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 Lloyd Helicopters Pty. 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** Lloyd Helicopters Pty. 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) 98-0592393

**4. Debtor's address**

**Principal place of business**

CHC Helicopter Services, IBM Bldg, Level 4
Number Street

1060 Hay Street

West Perth, WA 6005 Australia
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<br>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.<br>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 |

**MINUTES OF MEMBER'S RESOLUTION BY THE SOLE MEMBER OF LLOYD HELICOPTERS PTY LIMITED (ACN 007 916 912) (THE "COMPANY")**

This is a circulating resolution pursuant to section 249B of the *Corporations Act 2001 (Cth)* by Lloyd Helicopter Services Pty Ltd (ACN 058 277 491), the sole member of the Company:

> **IT IS RESOLVED THAT** pursuant to section 10.1 of the Company's Constitution, the number of directors of the Company is to be not less than one.

By signing below all of the members entitled to vote on the Resolution stated above state that they are in favour of the Resolution.

Executed by **LLOYD HELICOPTER SERVICES PTY LTD** (ACN 058 277 491) in accordance with section 127(1) of the *Corporations Act 2001* (Cth):

Sole Director

NICHOLAS JOHN MAIR

Print Name

Date: 2 May 2016

**LLOYD HELICOPTERS PTY LTD (ACN 007 916 912)**

**UNANIMOUS CIRCULATING WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY PURSUANT TO SECTION 12.21 OF THE CONSTITUTION**

WHEREAS, Lloyd Helicopters Pty Ltd (ACN 007 916 912), an Australian proprietary limited company (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.

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.

[*Signatures appear on the following page*]

By Section 12.21 of the Company's Constitution, the directors may pass a resolution without a directors' meeting being held if all of the directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in that document. Accordingly, all directors of the Company vote in favour of the resolutions set out above by signing below:

Dated: 2 MAY 2016

NICHOLAS JOHN MAIR
DIRECTOR

| Fill in this information to identify the case: |
|---|
| Debtor name Lloyd Helicopters Pty. 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<br>Address: The Bank of New York Mellon 101 Barclay Street, Floor 4 East, New York, NY 10286 | Name: The Bank of New York Mellon<br>Phone: - (412) 234-5000<br>Fax: -<br>Email: - | Unsecured Notes | Liquidated | | | $98,432,780 |
| 2 | Name: McGrigors Pension Trustees Limited<br>Address: 141 Bothwell Street, Glasgow, G2 7EQ | Name: Ian Gordon<br>Phone: 44 (0)141 567 8401<br>Fax: -<br>Email: - | Pensions | Liquidated | | | $66,440,996 |
| 3 | Name: Martello Property Services Inc.<br>Address: 200-808 West Hastings Street, Vancouver, BC, V6C 2X4 | Name: Martello Property Services Inc.<br>Phone: 604-681-6544<br>Fax: 604-681-5114<br>Email: - | Lease Financing Facility | Liquidated | | | $26,586,212 |
| 4 | Name: Finmeccanica S.P.A. Helicopters Div.<br>Address: Warranty Administration Dept Via Per Tornavento 15 21019 Somma Lombardo (Va) | Name: Finmeccanica S.P.A. Helicopters Div.<br>Phone: 00390331711288<br>Fax: 00390331711377<br>Email: daniele.romiti@finmeccanica.com | Trade | Liquidated | | | $4,956,652 |
| 5 | Name: Airbus Helicopters<br>Address: Aeroport International Marseille Province Fr-13725 Marignane Cedex | Name: Airbus Helicopters<br>Phone: 003342858585<br>Fax: 003342859996<br>Email: guillaume.faury@airbus.com | Trade | Disputed | | May be subject to asserted setoff | $4,145,055 |
| 6 | Name: Sikorsky Commerical Inc. (HSI)<br>Address: P.O. BOX 111068 Trumbull, CT 06611-0868 | Name: Sikorsky Commerical Inc. (HSI)<br>Phone: 203-416-4000<br>Fax: 203-416-4291<br>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<br>Address: 16 rue de Hanovre<br>Paris 75002<br>France | Name: Coface – Parilease SAS<br>Phone: +33 1 43 16 86 52<br>Fax: +33 1 4298 1203<br>Email: | Lease | Unliquidated | | May be subject to asserted setoff | $2,197,611 |
| 8 | Name: CAE<br>Address: 2025 Logistics Drive Mississauga Ontario L5S 1Z9 L5S 1Z9 Canada CA L5S 1Z9 | Name: CAE<br>Phone: - 905-672-8650<br>Fax: 514-734-5682<br>Email: nelson.camacho@cae.com | Services | Unliquidated Disputed | | May be subject to asserted setoff | $2,132,219 |
| 9 | Name: Waypoint Asset Company (Ireland) Ltd<br>Address: 25/28 North Wall Quay<br>Dublin 1 Ireland IE | Name: Waypoint Asset Company (Ireland) Ltd<br>Phone: +353 61 633333<br>Fax: +353 61 633334<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $1,320,087 |
| 10 | Name: Turbomeca<br>Address: Technopole Izarbel Bp4 64210 Bidart, France | Name: Turbomeca<br>Phone: - +(33) 5 59 12 50 72<br>Fax: - 0033559125491<br>Email: bruno.even@turbomeca.fr | Trade | Unliquidated | | | $1,185,968 |
| 11 | Name: TMC International Ltd<br>Address: 2-1-15 Hiroo Shibuya-ku JP-Tokyo 150-0012 Japan | Name: TMC International Ltd<br>Phone: +81-3-3400-5188<br>Fax: +81-3-5778-4888<br>Email: - | Services | Unliquidated | | | $1,048,444 |
| 12 | Name: Milestone Aviation Group<br>Address: Block 4 The Harcourt Centre Harcourt Road Dublin 2 Ireland | Name: Milestone Aviation Group<br>Phone: - +353 1 216 5700<br>Fax: -<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $1,020,158 |
| 13 | Name: Ruag Switzerland Ltd<br>Address: Ruag Aviation Seetalstrasse 175 Ch-6032 Emmen | Name: Ruag Switzerland Ltd<br>Phone: 0041416725050<br>Fax: 0041416725051<br>Email: - | Trade | Liquidated | | | $920,051 |
| 14 | Name: Lombard North Central Plc<br>Address: Lombard House, The Waterfront, Elstree Road Elstree, Hertfordshire WD6 3BS<br>United Kingdom | Name: Lombard North Central Plc<br>Phone: +44 (0) 208 236 7827<br>Fax: +44 207 672 4006<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $777,578 |
| 15 | Name: Sandycove Aviation Limited<br>Address: c/o LCI Helicopters Ireland Ltd 41 Forbes Quay Sir John Rogersons Quay Dublin 2 Ireland IE | Name: Sandycove Aviation Limited<br>Phone: -<br>Fax: -<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $710,371 |
| 16 | Name: GE Capital Equipment Finance Ltd<br>Address: 2630 The Quadrant Aztec West Bristol Bristol BS32 4GQ GB BS32 4GQ | Name: GE Capital Equipment Finance Ltd<br>Phone: 00448702418899<br>Fax: -<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $686,416 |
| 17 | Name: SACE Lenders - BNP Paribas<br>Address: 21, place du Marche Saint-Honore<br>Paris 75001<br>France | Name: SACE Lenders - BNP Paribas<br>Phone: +33 1 43 16 86 52<br>Fax: - +33 1 4316 8184<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $503,623 |
| 18 | Name: SpareBank1<br>Address: Sjogata 8, 9008 Tromso, PO Box 6801, Langes Tromso 9298<br>Norway | Name: SpareBank1<br>Phone: +47 7762 2372<br>Fax: - +47 7762 2371<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $413,085 |
| 19 | Name: 1027098 BC Ltd.<br>Address: 1376 Sea Lover's Lane, Gabriola, BC, Canada V0R 1X5 | Name: 1027098 BC Ltd.<br>Phone: - 1-250-247-9594<br>Fax: -<br>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<br>Address: 495 Lake Mirror Road Building 800 Suite G<br>Atlanta, GA 30349 | Name: Precision Accessories & Instruments<br>Phone: 0014047675800<br>Fax: 0014047675900<br>Email: - | Trade | Liquidated | | | $379,316 |
| 21 | Name: Saga Gabon S.A.<br>Address: Z.P.D. Owendo Bp72<br>Libreville Gabon Gabon Ga | Name: Saga Gabon S.A.<br>Phone: 241-702082<br>Fax: 241-701207<br>Email: - | Trade | Liquidated | | | $368,164 |
| 22 | Name: Regent Tanzania Ltd.<br>Address: P.O. Box 10311<br>964 Olympio Street<br>Upanga Dar - ES - Salaam Dar - ES - Salaam Tanzania TZ | Name: Regent Tanzania Ltd.<br>Phone: -+255 784 540060<br>Fax: - 255 22 2153 297<br>Email: - | Services | Contingent; Unliquidated; Disputed | | | $367,147 |
| 23 | Name: Lobo Leasing SPV A Limited<br>Address: Alexandra House The Sweepstakes Ballsbridge<br>Dublin 4 Ireland IE | Name: Lobo Leasing SPV A Limited<br>Phone: - +353 1 253 0460<br>Fax: -<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $314,312 |
| 24 | Name: Airbus Helicopters Simulation Center<br>Address: Sultan Abdul Aziz Shah Airport<br>47200 Subang Selangor<br>Malaysia | Name: Airbus Helicopters Simulation Center<br>Phone: - 60378487600<br>Fax: -<br>Email: - | Trade | Liquidated | | | $286,735 |
| 25 | Name: Euroavionics Navigations System GMB<br>Address: Karlsruher Strasse 91<br>DE-75179 Pforzheim<br>Germany | Name: Euroavionics Navigations System GMB<br>Phone: - 00497231586780<br>Fax: -<br>Email: - | Trade | Liquidated | | | $259,696 |
| 26 | Name: Sikorsky Helitech - Australia<br>Address: PO Box 1374 Eagle Farm QLD 4009<br>Australia | Name: Sikorsky Helitech - Australia<br>Phone: - (07)36327000<br>Fax: -<br>Email: - | Trade | Liquidated | | | $229,694 |
| 27 | Name: Composite Technology Inc. USA<br>Address: 1727 South Main Street<br>Grapevine TX 75261<br>USA | Name: Composite Technology Inc. USA<br>Phone: - 0019724566900<br>Fax: -<br>Email: - | Trade | Liquidated | | | $209,014 |
| 28 | Name: DJ Composites Inc.<br>Address: 1 C.L. Dobbin Road Gander Newfoundland & Labrador A1V 2V3<br>Canada | Name: DJ Composites Inc<br>Phone: - 709-256-6111<br>Fax: -<br>Email: - | Trade | Liquidated | | | $201,219 |
| 29 | Name: Matha Janthorn Co. Ltd.<br>Address: 779 Soi Rajchada 18 Rajchadapisek Rd Huey Kwang<br>Bangkok 10310<br>Thailand | Name: Matha Janthorn Co. Ltd<br>Phone: - 02 692 6229<br>Fax: - 02 692 5005<br>Email: - | Services | Liquidated | | | $199,702 |
| 30 | Name: Honeywell International, Phoenix<br>Address: 21111N. 19th Ave.<br>Phoenix AZ 85027-2708<br>USA | Name: Honeywell International, Phoenix<br>Phone: - 0016024366184<br>Fax: -<br>Email: - | Trade | Liquidated | | | $175,607 |

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

Debtor Name Lloyd Helicopters Pty. 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:

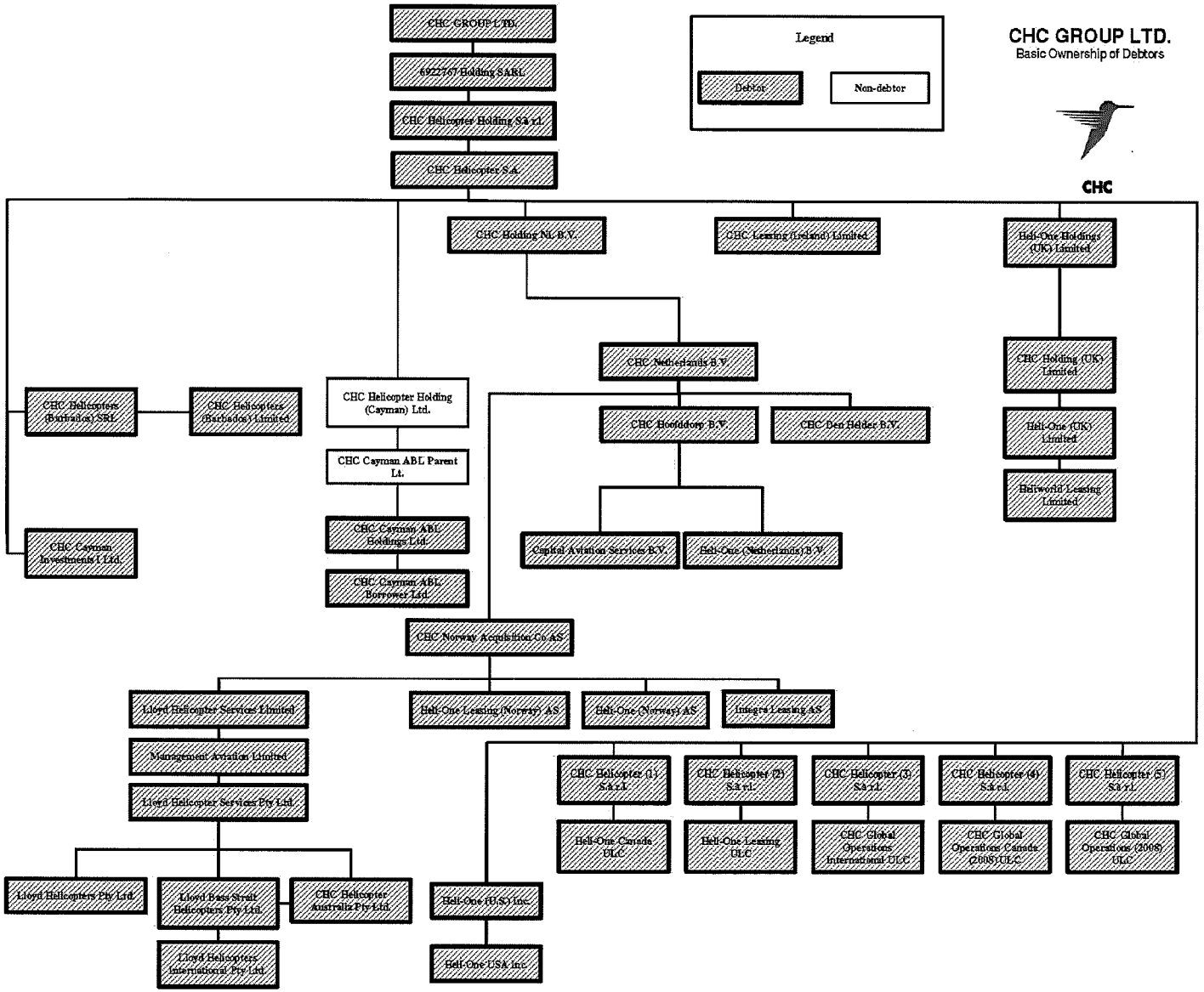
- Each Debtor identified on **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
- CHC Parent is the ultimate parent company of each of the Non-Parent Debtors, and directly or indirectly owns a 100% equity interest in each of the Non-Parent Debtors.

[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.
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 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 (US) 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 Lloyd Helicopters Pty. 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 "**LL**" 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 Management Aviation Limited

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

1005

| 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** Management Aviation Limited

**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) 98-0592135

**4. Debtor's address**

**Principal place of business**

CHC House, Howe Moss Drive
Number Street

Kirkhill Industrial Estate

Dyce Aberdeen UK AB21 OGL
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<br>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.<br>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 |

**Management Aviation Limited (the "*Company*")**

*Company number 00872372*

**RESOLUTION IN WRITING of the Board of Directors**

WHEREAS, 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.

COMMENCEMENT OF CHAPTER 11 CASE

IT IS 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 of the Company as listed on the Company's register of directors (each, an "*Authorised Officer*") be, and each of them hereby is, empowered, authorised, 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 Authorised Officer executing the same shall determine;

RETENTION OF ADVISORS

IT IS FURTHER RESOLVED as follows:

1. 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;

2. 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;

3. 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;

4. 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;

5. 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;

6. 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.

GENERAL RESOLUTIONS

IT IS FURTHER RESOLVED as follows:

1. that any Authorised Officer is hereby authorised, 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 Authorised 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;

2. that any Authorised Officer be, and each of them hereby is, authorised, 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 Authorised Officer shall be or become necessary or proper or desirable in connection with the Company's chapter 11 case,

3. that all prior actions taken by any Authorised 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;

4. that any of the Authorised Officers be, and each of them hereby is, authorised, 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

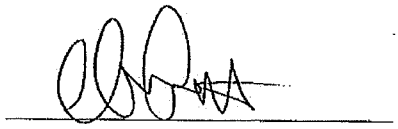
behalf of the Company, all such certificates, instruments, agreements, and other documents, and to make all such payments as they, in their judgment, may deem necessary, advisable, or appropriate in order to carry out the purpose and intent of the foregoing resolutions, the authorisation therefor to be conclusively evidenced by the taking of such action or the execution and delivery of such certificates, instruments, agreements, and documents.

SIGNED

Shaun Stewart

April 28, 2016

SIGNED



Dennis McGillivray Corbett

April 28, 2016

| Fill in this information to identify the case: |
|---|
| Debtor name Management Aviation Limited |
| 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<br>Address: The Bank of New York Mellon 101 Barclay Street, Floor 4 East, New York, NY 10286 | Name: The Bank of New York Mellon<br>Phone: - (412) 234-5000<br>Fax: -<br>Email: - | Unsecured Notes | Liquidated | | | $98,432,780 |
| 2 | Name: McGrigors Pension Trustees Limited<br>Address: 141 Bothwell Street, Glasgow, G2 7EQ | Name: Ian Gordon<br>Phone: 44 (0)141 567 8401<br>Fax: -<br>Email: - | Pensions | Liquidated | | | $66,440,996 |
| 3 | Name: Martello Property Services Inc.<br>Address: 200-808 West Hastings Street, Vancouver, BC, V6C 2X4 | Name: Martello Property Services Inc.<br>Phone: 604-681-6544<br>Fax: 604-681-5114<br>Email: - | Lease Financing Facility | Liquidated | | | $26,586,212 |
| 4 | Name: Finmeccanica S.P.A. Helicopters Div.<br>Address: Warranty Administration Dept Via Per Tornavento 15 21019 Somma Lombardo (Va) | Name: Finmeccanica S.P.A. Helicopters Div.<br>Phone: 00390331711288<br>Fax: 00390331711377<br>Email: daniele.romiti@finmeccanica.com | Trade | Liquidated | | | $4,956,652 |
| 5 | Name: Airbus Helicopters<br>Address: Aeroport International Marseille Province Fr-13725 Marignane Cedex | Name: Airbus Helicopters<br>Phone: 003342858585<br>Fax: 003342859996<br>Email: guillaume.faury@airbus.com | Trade | Disputed | | May be subject to asserted setoff | $4,145,055 |
| 6 | Name: Sikorsky Commerical Inc. (HSI)<br>Address: P.O. BOX 111068 Trumbull, CT 06611-0868 | Name: Sikorsky Commerical Inc. (HSI)<br>Phone: 203-416-4000<br>Fax: 203-416-4291<br>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<br>Address: 16 rue de Hanovre<br>Paris 75002<br>France | Name: Coface – Parilease SAS<br>Phone: +33 1 43 16 86 52<br>Fax: +33 1 4298 1203<br>Email: | Lease | Unliquidated | | May be subject to asserted setoff | $2,197,611 |
| 8 | Name: CAE<br>Address: 2025 Logistics Drive Mississauga Ontario L5S 1Z9 L5S 1Z9 Canada CA L5S 1Z9 | Name: CAE<br>Phone: - 905-672-8650<br>Fax: 514-734-5682<br>Email: nelson.camacho@cae.com | Services | Unliquidated Disputed | | May be subject to asserted setoff | $2,132,219 |
| 9 | Name: Waypoint Asset Company (Ireland) Ltd<br>Address: 25/28 North Wall Quay<br>Dublin 1 Ireland IE | Name: Waypoint Asset Company (Ireland) Ltd<br>Phone: +353 61 633333<br>Fax: +353 61 633334<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $1,320,087 |
| 10 | Name: Turbomeca<br>Address: Technopole Izarbel Bp4 64210 Bidart, France | Name: Turbomeca<br>Phone: - +(33) 5 59 12 50 72<br>Fax: - 0033559125491<br>Email: bruno.even@turbomeca.fr | Trade | Unliquidated | | | $1,185,968 |
| 11 | Name: TMC International Ltd<br>Address: 2-1-15 Hiroo Shibuya-ku JP-Tokyo 150-0012 Japan | Name: TMC International Ltd<br>Phone: +81-3-3400-5188<br>Fax: +81-3-5778-4888<br>Email: - | Services | Unliquidated | | | $1,048,444 |
| 12 | Name: Milestone Aviation Group<br>Address: Block 4 The Harcourt Centre Harcourt Road Dublin 2 Ireland | Name: Milestone Aviation Group<br>Phone: - +353 1 216 5700<br>Fax: -<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $1,020,158 |
| 13 | Name: Ruag Switzerland Ltd<br>Address: Ruag Aviation Seetalstrasse 175 Ch-6032 Emmen | Name: Ruag Switzerland Ltd<br>Phone: 0041416725050<br>Fax: 0041416725051<br>Email: - | Trade | Liquidated | | | $920,051 |
| 14 | Name: Lombard North Central Plc<br>Address: Lombard House, The Waterfront, Elstree Road Elstree, Hertfordshire WD6 3BS<br>United Kingdom | Name: Lombard North Central Plc<br>Phone: +44 (0) 208 236 7827<br>Fax: +44 207 672 4006<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $777,578 |
| 15 | Name: Sandycove Aviation Limited<br>Address: c/o LCI Helicopters Ireland Ltd 41 Forbes Quay Sir John Rogersons Quay Dublin 2 Ireland IE | Name: Sandycove Aviation Limited<br>Phone: -<br>Fax: -<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $710,371 |
| 16 | Name: GE Capital Equipment Finance Ltd<br>Address: 2630 The Quadrant Aztec West Bristol Bristol BS32 4GQ GB BS32 4GQ | Name: GE Capital Equipment Finance Ltd<br>Phone: 00448702418899<br>Fax: -<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $686,416 |
| 17 | Name: SACE Lenders - BNP Paribas<br>Address: 21, place du Marche Saint-Honore<br>Paris 75001<br>France | Name: SACE Lenders - BNP Paribas<br>Phone: +33 1 43 16 86 52<br>Fax: - +33 1 4316 8184<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $503,623 |
| 18 | Name: SpareBank1<br>Address: Sjogata 8, 9008 Tromso, PO Box 6801, Langes Tromso 9298<br>Norway | Name: SpareBank1<br>Phone: +47 7762 2372<br>Fax: - +47 7762 2371<br>Email: - | Lease | Unliquidated | | May be subject to asserted setoff | $413,085 |
| 19 | Name: 1027098 BC Ltd.<br>Address: 1376 Sea Lover's Lane, Gabriola, BC, Canada V0R 1X5 | Name: 1027098 BC Ltd.<br>Phone: - 1-250-247-9594<br>Fax: -<br>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<br>Address: 495 Lake Mirror Road Building 800 Suite G<br>Atlanta, GA 30349 | Name: Precision Accessories & Instruments<br>Phone: 0014047675800<br>Fax: 0014047675900<br>Email: - | Trade | Liquidated | | | $379,316 |
| 21 | Name: Saga Gabon S.A.<br>Address: Z.P.D. Owendo Bp72<br>Libreville Gabon Gabon Ga | Name: Saga Gabon S.A.<br>Phone: 241-702082<br>Fax: 241-701207<br>Email: - | Trade | Liquidated | | | $368,164 |
| 22 | Name: Regent Tanzania Ltd.<br>Address: P.O. Box 10311<br>964 Olympio Street<br>Upanga Dar - ES - Salaam Dar - ES - Salaam Tanzania TZ | Name: Regent Tanzania Ltd.<br>Phone: -+255 784 540060<br>Fax: - 255 22 2153 297<br>Email: - | Services | Contingent; Unliquidated; Disputed | | | $367,147 |
| 23 | Name: Lobo Leasing SPV A Limited<br>Address: Alexandra House The Sweepstakes Ballsbridge<br>Dublin 4 Ireland IE | Name: Lobo Leasing SPV A Limited<br>Phone: - +353 1 253 0460<br>Fax: -<br>Email: - | Trade; Lease | Unliquidated | | May be subject to asserted setoff | $314,312 |
| 24 | Name: Airbus Helicopters Simulation Center<br>Address: Sultan Abdul Aziz Shah Airport<br>47200 Subang Selangor<br>Malaysia | Name: Airbus Helicopters Simulation Center<br>Phone: - 60378487600<br>Fax: -<br>Email: - | Trade | Liquidated | | | $286,735 |
| 25 | Name: Euroavionics Navigations System GMB<br>Address: Karlsruher Strasse 91<br>DE-75179 Pforzheim<br>Germany | Name: Euroavionics Navigations System GMB<br>Phone: - 00497231586780<br>Fax: -<br>Email: - | Trade | Liquidated | | | $259,696 |
| 26 | Name: Sikorsky Helitech - Australia<br>Address: PO Box 1374 Eagle Farm QLD 4009<br>Australia | Name: Sikorsky Helitech - Australia<br>Phone: - (07)36327000<br>Fax: -<br>Email: - | Trade | Liquidated | | | $229,694 |
| 27 | Name: Composite Technology Inc. USA<br>Address: 1727 South Main Street<br>Grapevine TX 75261<br>USA | Name: Composite Technology Inc. USA<br>Phone: - 0019724566900<br>Fax: -<br>Email: - | Trade | Liquidated | | | $209,014 |
| 28 | Name: DJ Composites Inc.<br>Address: 1 C.L. Dobbin Road<br>Gander Newfoundland & Labrador A1V 2V3<br>Canada | Name: DJ Composites Inc<br>Phone: - 709-256-6111<br>Fax: -<br>Email: - | Trade | Liquidated | | | $201,219 |
| 29 | Name: Matha Janthorn Co. Ltd.<br>Address: 779 Soi Rajchada 18<br>Rajchadapisek Rd Huey Kwang<br>Bangkok 10310<br>Thailand | Name: Matha Janthorn Co. Ltd<br>Phone: - 02 692 6229<br>Fax: - 02 692 5005<br>Email: - | Services | Liquidated | | | $199,702 |
| 30 | Name: Honeywell International, Phoenix<br>Address: 21111N. 19th Ave.<br>Phoenix AZ 85027-2708<br>USA | Name: Honeywell International, Phoenix<br>Phone: - 0016024366184<br>Fax: -<br>Email: - | Trade | Liquidated | | | $175,607 |

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

Debtor Name Management Aviation Limited

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:

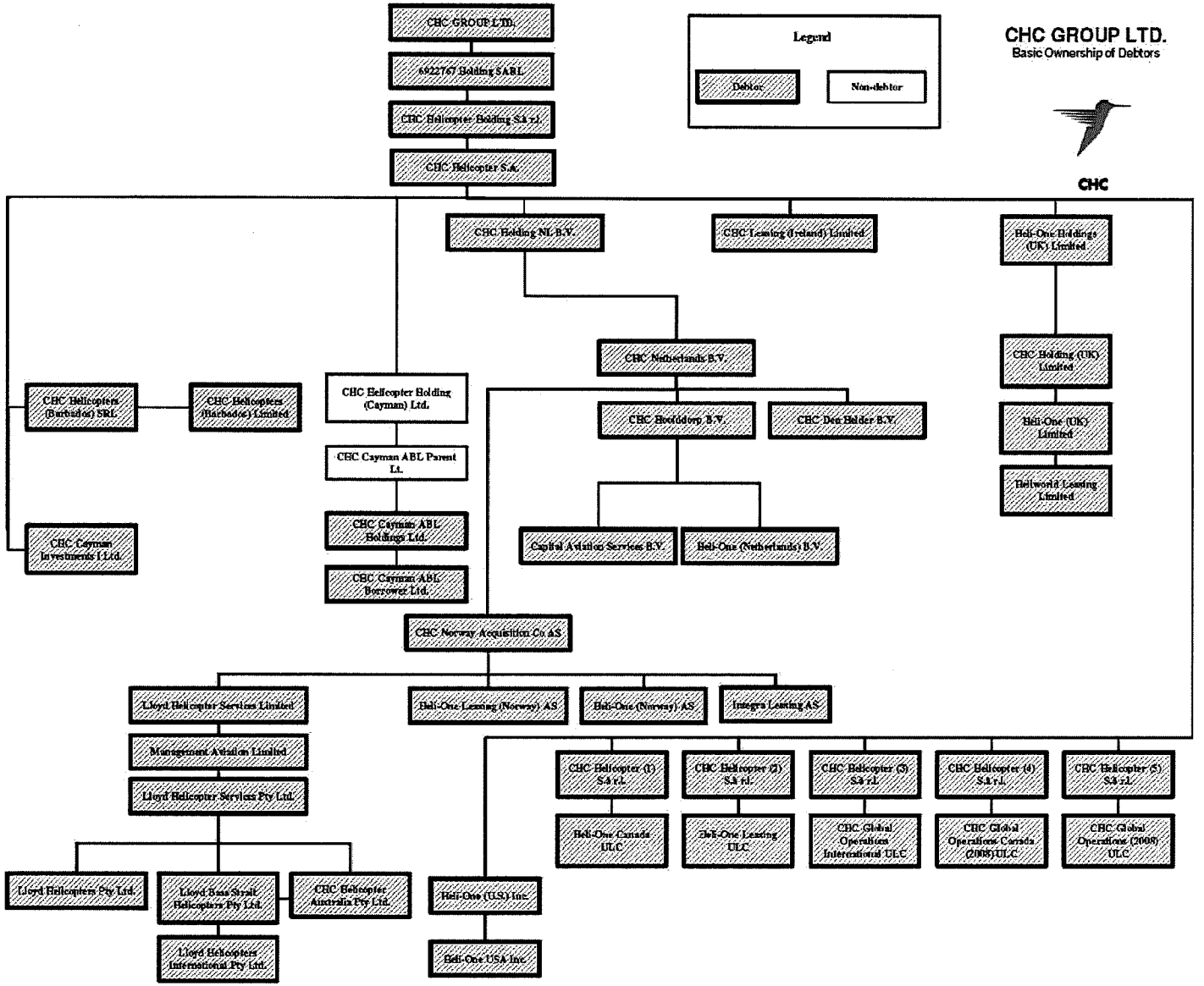
- Each Debtor identified on **Exhibit A** is 100% owned by its direct parent unless otherwise noted.
- CHC Parent is the ultimate parent company of each of the Non-Parent Debtors, and directly or indirectly owns a 100% equity interest in each of the Non-Parent Debtors.

[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% of voting stock on an as-converted basis.

**Exhibit A**

**Organizational Chart**


CHC GROUP LTD.
6922767 Holding SARL
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
Legend
Debtor
Non-debtor
CHC GROUP LTD.
Basic Ownership of Debtors
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 Hoddodorn 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 (US) 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 Nethcrlands 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 Management Aviation Limited

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

*(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