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Attorneys for Debtors and Reorganized Debtors

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– 31854 (BJH)**
	:	
	:	
Debtors.	:	**(Jointly Administered)**

DEBTORS' EIGHTEENTH OMNIBUS OBJECTION TO CLAIMS ASSERTED
(No Liability Claims)

NO HEARING WILL BE CONDUCTED ON THIS OBMNIBUS OBJECTION EXCEPT TO THE EXTENT THAT A WRITTEN RESPONSE IS FILED WITH RESPECT TO THE CLAIMS SUBJECT TO THIS OMNIBUS OBJECTION, WHICH RESPONSE MUST BE FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION, EARLE CABELL FEDERAL BUILDING, 1100 COMMERCE ST., COURTROOM #2, 14TH FLOOR, DALLAS, TEXAS 75242 PRIOR TO 4:00 P.M. (PREVAILING CENTRAL TIME) ON MARCH 26, 2018.

ANY RESPONSE MUST BE IN WRITING AND FILED WITH THE CLERK AND A COPY MUST BE SERVED UPON COUNSEL FOR THE DEBTORS PRIOR TO THE DATE SET FORTH HEREIN. IF A RESPONSE IS FILED, A HEARING WILL BE HELD WITH NOTICE ONLY TO THE RESPONDING PARTY.

IF NO HEARING ON THIS OMNIBUS OBJECTION IS TIMELY REQUESTED, THE RELIEF REQUESTED HEREIN SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING SUCH RELIEF. IF RESPONSES ARE FILED CONCERNING FEWER THAN ALL OF THE CLAIMS, THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF REQUESTED HEREIN WITHOUT CONDUCTING A HEARING AS TO THE CLAIMS FOR WHICH NO TIMELY RESPONSE WAS FILED.

1631854180223000000000001

TO THE HONORABLE BARBARA J. HOUSER, UNITED STATES BANKRUPTCY JUDGE:

CHC Group Ltd. and its above-captioned debtor affiliates, as reorganized debtors (collectively, the "**Debtors**"),[1] in accordance with the *Order Approving Debtors' Motion for Approval of Procedures for (I) Omnibus Claims Objections, (II) Settlement of Claims and (III) for Notifying Claimants of Such Objections* [Docket No. 1934] (the "**Claims Objections Procedures Order**"), hereby submit this objection ("**Objection**") to Claims on the grounds that the No Liability Claims (as defined herein) seek recovery for amounts for which the Debtors are not liable.

Background

1. On May 5, 2016 (the "**Petition Date**"), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code in this Court. On March 3, 2017, the Court entered that certain *Findings of Fact, Conclusions of Law, and Order Confirming the Debtors' Fourth Amended Joint Chapter 11 Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code* [Docket No. 1794] confirming the *Fourth Amended Joint Chapter 11 Plan of CHC Group Ltd. and Its Affiliated Debtors* [Docket No. 1701] (the "**Plan**").[2] On March 24, 2017, the Plan became effective.

2. On May 2, 2017, the Court entered the Claims Objections Procedures Order. Pursuant to the Claims Objections Procedures Order, the Debtors are authorized, among other things, to file omnibus objections to no more than 100 claims at a time, under various

[1] On December 14, 2017, the Bankruptcy Court entered the Final Decree Closing Certain of the Chapter 11 Cases [Docket No. 2231], closing twenty-four (24) of the Debtors' chapter 11 cases. A list of Debtors in these chapter 11 cases, including the closed chapter 11 cases, along with the last four digits of each Debtors' federal tax identification number, where available, is annexed hereto as **Exhibit A**.

[2] Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Claims Objections Procedures Order.

grounds, including those set forth in rule 3007(d) and the additional permitted grounds set forth in the Claims Objections Procedures Order.

3. On October 23, 2017, the Court entered an order extending the time for the Debtors to file and serve objections to claims to December 19, 2017, without prejudice to the Debtors' right to request further extensions [Docket No. 2176]. On January 19, 2018, the Court entered an order further extending the time for the Debtors to file and serve objections to claims to February 22, 2018 [Docket No. 2262].

Jurisdiction and Venue

4. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

5. The Debtors file this eighteenth omnibus objection to claims (the "**Eighteenth Omnibus Objection to Claims**") pursuant to section 502 of title 11 of the United States Code (the "**Bankruptcy Code**"), Rules 3007(d) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), Rules 3007-2 and 3007-3 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas (the "**Local Rules**"), and the Claims Objections Procedures Order, seeking entry of an order disallowing and expunging the claims listed on **Exhibit B** annexed hereto.[3]

6. In support of this Objection, the Debtors submit the Declaration of Geoff Kellogg, which is annexed hereto as **Exhibit C**.

[3] Creditors can obtain a copy any filed proof of claim by contacting the Debtors' claims agent, Kurtzman Carson Consultants LLC by email at chcinfo@kccllc.com or by telephone at 866-967-0261 (Toll-Free) or 310-751-2661 (if calling from outside the U.S. or Canada.

7. The Debtors have examined the proofs of claim identified on Exhibit B and have determined that the ones listed under the heading "*Claims to be Disallowed and Expunged*" (collectively, the "**No Liability Claims**") seek recovery for certain amounts and/or contingent or unliquidated amounts for which the Debtors are not liable. The Debtors seek entry of an order disallowing and expunging from the claims register the No Liability Claims. A proposed form of order approving the relief requested herein is annexed hereto as **Exhibit D** (the "**Proposed Order**").

Basis for Relief Requested

8. A filed proof of claim is "deemed allowed, unless a party in interest . . . objects." 11 U.S.C. § 502(a). A properly executed and filed proof of claim constitutes "prima facie evidence of the validity and amount of the claim." Rule 3001(f); *see also In re O'Connor*, 153 F.3d 258 (5th Cir. 1998); *In re Armstrong*, 347 B.R. 581, 583 (Bankr. N.D. Tex. 2006). If an objection refuting at least one of the essential allegations essential to the claim's legal sufficiency is asserted, the claimant has the burden of demonstrating the validity of the claim by a preponderance of the evidence. *See In re Starnes*, 231 B.R. 903, 912 (N.D. Tex. 2008); *In re Woodhaven Townhouse Association, Inc.*, Debtor, Ch. 11, No. 15-34424-BJH, 2017 WL 1207529, *3 (Bankr. N.D. Tex. Mar. 31, 2017); *see also In re Armstrong* 347 B.R. at 583 ("[T]he ultimate burden of proof always lies with the claimant.").

9. Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that "such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law." 11 U.S.C. § 502(b)(1). Moreover, the Procedures Order provides that the Debtors may file omnibus objections to claims

that seek recovery of amounts for which the Debtors are not liable. (Claim Procedures Order ¶ 1.f.)

10. As set forth above, the No Liability Claims assert recovery for amounts for which the Debtors are not liable. The No Liability Claims assert various claims that either (i) are unrelated to the Debtors or the Debtors' business operations; (ii) have been previously paid by the Debtors; or (iii) have otherwise been satisfied. The Reorganized Debtors have reviewed their books and records and cannot find any evidence that indicates the claimants hold a claim against the Debtors as stated on the proofs of claim forms. Furthermore, the No Liability Claims that have attachments contain supporting documentation that either bears no relationship to any claims against the Debtors or relate to a claim that has been paid by the Debtors.

11. To avoid the possibility of improper recovery against the Debtors' estates and for the benefit of proper creditors of the Debtors, the Debtors request that the Court disallow and expunge in their entirety the No Liability Claims.

Reservation of Rights

12. The Debtors reserve the right to object to any of the No Liability Claims that are not disallowed in their entirety for any reason.

Notice

13. Notice of this Objection has been provided to the parties listed on Exhibit B in accordance with the Claims Objections Procedures Order. A copy of the form of Notice of Debtors' Objection to Your Claim is annexed hereto as **Exhibit E**. In view of the facts and circumstances, the Debtors submit that such notice is sufficient and no other or further notice need be provided.

No Previous Request

14. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other further relief as the Court may deem just and appropriate.

Dated: February 22, 2018
Dallas, Texas

/s/ Stephen A. Youngman
WEIL, GOTSHAL & MANGES LLP

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-and-

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Attorneys for Debtors and Reorganized Debtors

EXHIBIT A

Debtors

Open Cases	
Debtor	**Last Four Digits of Federal Tax I.D. No.**
CHC Group Ltd.	7405
6922767 Holding SARL	8004
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 Australia Pty Ltd	2402
CHC Helicopter Holding S.à r.l.	0907
CHC Helicopter S.A. (n/k/a/ CHC Leasing S.à r.l.)	6821
CHC Helicopters (Barbados) Limited	7985
CHC Helicopters (Barbados) SRL	N/A
CHC Holding (UK) Limited	2198
Heli-One (Netherlands) B.V.	2414
Heli-One (Norway) AS	2437
Heli-One (U.S.) Inc.	9617
Heli-One Canada ULC	8735
Heli-One Leasing (Norway) AS	2441
Heli-One Leasing ULC	N/A
Heli-One USA Inc.	3691

Closed Cases	
Debtor	**Last Four Digits of Federal Tax I.D. No.**
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 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 Holding NL B.V.	6801
CHC Hoofddorp B.V.	2413
CHC Leasing (Ireland) Limited (n/k/a CHC Leasing (Ireland) Designated Activity Company)	8230
CHC Netherlands B.V.	2409
CHC Norway Acquisition Co AS	6777
Heli-One (UK) Limited	2451
Heli-One Holdings (UK) Limited	6780
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

EXHIBIT B

No Liability Claims

No Liability Claims							
#	Name of Claimant	Debtor Name	Proof of Claim Number	Claim Amount		Reason for Disallowance/ Reduction	Class
1	BARCLAYS CAPITAL INC. KRISTEN FITZMAURICE 745 7TH AVENUE NEW YORK, NY 10019	CHC Group Ltd.	Claim No. 413	$0.00 $0.00 $0.00 UNLIQUIDATED	Administrative Priority Secured Priority General Unsecured	No Liability	Class 7
2	BNP PARIBAS SECURITIES CORP. GEOFFREY CHAUMATTE 787 7TH AVENUE NEW YORK, NY 10019	CHC Group Ltd.	Claim No. 407	$0.00 $0.00 $0.00 UNLIQUIDATED	Administrative Priority Secured Priority General Unsecured	No Liability	Class 7
3	CORMACK SECURITIES (USA) LIMITED LOU DSOUZA CORMACK SECURITIES INC. ROYAL BANK PLAZA, SOUTH TOWER, SUITE 2800 TORONTO, ON M5J 2T2 CANADA	CHC Group Ltd.	Claim No. 408	$0.00 $0.00 $0.00 UNLIQUIDATED	Administrative Priority Secured Priority General Unsecured	No Liability	Class 7
4	COWEN AND COMPANY, LLC BRADLEY R. FRIEDMAN COWEN AND COMPANY 599 LEXINGTON AVE NEW YORK, NY 10022	CHC Group Ltd.	Claim No. 411	$0.00 $0.00 $0.00 UNLIQUIDATED	Administrative Priority Secured Priority General Unsecured	No Liability	Class 7
5	DEPARTMENT OF THE TREASURY - INTERNAL REVENUE SERVICE INTERNAL REVENUE SERVICE PO BOX 7346 PHILADELPHIA, PA 19101-7346	Heli-One (U.S.) Inc.	Claim No. 1232	$0.00 $0.00 $0.00 $0.00	Administrative Priority Secured Priority General Unsecured	No Liability	Class 8
6	HSBC SECURITIES (USA) INC. DOMENIC C. CERVONI 452 FIFTH AVENUE NEW YORK, NY 10018	CHC Group Ltd.	Claim No. 415	$0.00 $0.00 $0.00 UNLIQUIDATED	Administrative Priority Secured Priority General Unsecured	No Liability	Class 7
7	J.P. MORGAN SECURITIES LLC GEOFFREY G. PAUL 383 MADISON AVENUE, FLOOR 28 NEW YORK, NY 10179	CHC Group Ltd.	Claim No. 410	$0.00 $0.00 $0.00 UNLIQUIDATED	Administrative Priority Secured Priority General Unsecured	No Liability	Class 7
8	PIPER JAFFRAY & CO, AS SUCCESSOR IN INTEREST TO SIMMONS & COMPANY INTERNATIONAL JAMES M. MARTIN & DENISE M. HAMMOND PIPER JAFFRAY & CO. 800 NICOLLET MALL, SUITE 1000 MINNEAPOLIS, MN 55402	CHC Group Ltd.	Claim No. 409	$0.00 $0.00 $0.00 UNLIQUIDATED	Administrative Priority Secured Priority General Unsecured	No Liability	Class 7

No Liability Claims							
#	Name of Claimant	Debtor Name	Proof of Claim Number	Claim Amount		Reason for Disallowance/ Reduction	Class
9	RAYMOND JAMES & ASSOCIATES, INC. ROBERT M. RUDNICKI LEGAL DEPARTMENT 880 CARILLON PARKWAY SAINT PETERSBURG, FL 33716	CHC Group Ltd.	Claim No. 416	$0.00 $0.00 $0.00 UNLIQUIDATED	Administrative Priority Secured Priority General Unsecured	No Liability	Class 7
10	RBC CAPITAL MARKETS, LLC DONNA KIM 30 HUDSON ST. 27TH FLOOR JERSEY CITY, NJ 07302	CHC Group Ltd.	Claim No. 419	$0.00 $0.00 $0.00 UNLIQUIDATED	Administrative Priority Secured Priority General Unsecured	No Liability	Class 7
11	STANDARD BANK PLC N/K/A ICBC STANDARD BANK PLC KARIN K. MELLING ICBC STANDARD BANK PLC LEGAL DEPARTMENT 20 GRESHAM STREET LONDON, EC2V 7JE UNITED KINGDOM	CHC Group Ltd.	Claim No. 426	$0.00 UNLIQUIDATED $0.00 UNLIQUIDATED	Administrative Priority Secured Priority General Unsecured	No Liability	Class 7
12	TUDOR PICKERING HOLT & CO. SECURITIES, INC. PAUL F. PEREA TUDOR PICKERING HOLT & CO. SEC., INC. 1111 BAGBY ST., 49TH FLOOR HOUSTON, TX 77002	CHC Group Ltd.	Claim No. 420	$0.00 $0.00 $0.00 UNLIQUIDATED	Administrative Priority Secured Priority General Unsecured	No Liability	Class 7
13	UBS SECURITIES LLC KAREN R. KOWALSKI 299 PARK AVENUE NEW YORK, NY 10171	CHC Group Ltd.	Claim No. 418	$0.00 $0.00 $0.00 UNLIQUIDATED	Administrative Priority Secured Priority General Unsecured	No Liability	Class 7
14	WELLS FARGO SECURITIES, LLC BARBARA H. WRIGHT 301 S. COLLEGE ST. MACD1053-300 CHARLOTTE, NC 28202	CHC Group Ltd.	Claim No. 417	$0.00 $0.00 $0.00 UNLIQUIDATED	Administrative Priority Secured Priority General Unsecured	No Liability	Class 8

EXHIBIT C

Kellogg Declaration

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– 31854 (BJH)**
Debtors.	:	**(Jointly Administered)**

DECLARATION OF GEOFF KELLOGG IN SUPPORT OF DEBTORS' EIGHTEENTH OMNIBUS OBJECTION TO CLAIMS ASSERTED (No Liability Claims)

1. I, Geoff Kellogg, pursuant to section 1746 of title 28 of the United States Code, hereby declare that the following is true and correct to the best of my knowledge, information, and belief:

2. I am over 18 and competent to testify. I am the Vice President of Accounting & Tax of CHC Group Ltd. ("**CHC Group**," and, together with its non-debtor affiliates, "**CHC**") in the above-captioned chapter 11 cases (the "**Chapter 11 Cases**").[1] I am a qualified Chartered Professional Accountant (CPA, CA) in the province of British Columbia (Canada). I have responsibility for coordinating the claims review process for certain proofs of claim filed by claimants in these Chapter 11 Cases.

3. I submit this declaration (the "**Declaration**") in support of the Debtors' Eighteenth Omnibus Objection to Claims Asserted (No Liability Claims) (the "**Objection**").

[1] On December 14, 2017, the Bankruptcy Court entered the Final Decree Closing Certain of the Chapter 11 Cases [Docket No. 2231], closing twenty-four (24) of the Debtors' chapter 11 cases. A list of Debtors in these chapter 11 cases, including the closed chapter 11 cases, along with the last four digits of each Debtors' federal tax identification number, where available, is annexed to the Objection as **Exhibit A**.

4. Except as otherwise indicated herein, the facts set forth in this Declaration (or incorporated by reference herein) are based upon my personal knowledge, my review of relevant documents, including schedules of assets and liabilities and the register of claims (the "**Claims Register**") prepared and provided by the Debtors' claims and balloting agent, Kurtzman Carson Consultants LLC ("**KCC**"), information provided to me by employees working under my supervision or my opinion based upon personal experience, knowledge and information concerning the operations of CHC, the oil and gas industry, and the commercial helicopter service industry. If called upon to testify, I would testify competently to the facts set forth in this Declaration.

5. I requested attorneys and other employees of the Debtors, with the assistance of the Debtors' professionals, including Weil, Gotshal & Manges LLP, to review the proofs of claim listed in the Objection.

6. The Debtors' employees and professionals performed a review of the claims (the "**No Liability Claims**") listed on **Exhibit B** to the Objection, all supporting information and documentation provided therewith, and have examined the Debtors' books and records. The No Liability Claims either (i) assert a liability that is not reflected in the Debtors' books and records or (ii) assert recovery for amounts for which the Debtors are no longer liable because the claims have been paid or otherwise satisfied. The Debtors' employees and professionals made reasonable efforts to research each No Liability Claim, and have determined that the Debtors are not liable for such No liability Claims.

8. Based on this review, the Debtors believe the No Liability Claims are not valid and should be disallowed and expunged.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: February 22, 2018
Dallas, Texas

/s/ Geoff Kellogg
Geoff Kellogg

EXHIBIT D

Proposed Order

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– 31854 (BJH)**
Debtors.	:	**(Jointly Administered)**

ORDER GRANTING DEBTORS' EIGHTEENTH OMNIBUS OBJECTION TO CLAIMS (No Liability Claims)

Upon the eighteenth omnibus objection to claims, dated February 22, 2018 (the "**Eighteenth Omnibus Objection**"),[1] of CHC Group Ltd. and its above-captioned debtor affiliates, as reorganized debtors (collectively, the "**Debtors**"),[2] pursuant to section 502 of the

[1] Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Eighteenth Omnibus Objection.

[2] On December 14, 2017, the Bankruptcy Court entered the Final Decree Closing Certain of the Chapter 11 Cases [Docket No. 2231], closing twenty-four (24) of the Debtors' chapter 11 cases. A list of Debtors in these chapter 11 cases, including the closed chapter 11 cases, along with the last four digits of each Debtors' federal tax identification number, where available, is annexed hereto as **Exhibit A**.

Bankruptcy Code, Bankruptcy Rule 3007, Local Rules 3007-2 and 3007-3, and the Claims Objections Procedures Order [Docket No. 1934], seeking entry of an order disallowing and expunging the No Liability Claims, all as more fully described in the Eighteenth Omnibus Objection; and the Court having jurisdiction to consider the Eighteenth Omnibus Objection and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Eighteenth Omnibus Objection being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having determined that the Debtors have provided due and proper notice of the Eighteenth Omnibus Objection to the Notice Parties and no further notice is necessary; and the Court having found and determined that the relief sought in the Eighteenth Omnibus Objection is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Eighteenth Omnibus Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the relief requested in the Eighteenth Omnibus Objection is granted to the extent provided herein; and it is further

ORDERED that pursuant to section 502(b) of the Bankruptcy Code, the claims listed on **Exhibit B** annexed hereto (collectively, the "**No Liability Claims**") are disallowed and expunged; and it is further;

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object on any basis are expressly reserved with respect to any claim listed on Exhibit B annexed to the Eighteenth Omnibus Objection that is not listed on Exhibit B annexed hereto; and it is further

ORDERED that nothing in this Order shall constitute an admission of the validity, nature, amount or priority of any proof of claim asserted in these cases; and it is further

ORDERED that entry of this Order is without prejudice to the Debtors' rights to seek entry of an order modifying or supplementing the relief granted herein; and it is further

ORDERED that this Court hereby retains jurisdiction to hear and determine all matters arising from the interpretation and/or implementation of this Order.

END OF ORDER # #

Respectfully Submitted,

WEIL, GOTSHAL & MANGES LLP

/s/

WEIL, GOTSHAL & MANGES LLP

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-and-

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Email: kelly.diblasi@weil.com

Attorneys for Debtors and Reorganized Debtors

EXHIBIT E

Notice of Objection

Objection Deadline: March 26, 2018 at 4:00 p.m. (CT)
Hearing Date and Time (Only if Objection Filed): To Be Determined

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– 31854 (BJH)**
Debtors.	:	**(Jointly Administered)**

NOTICE OF DEBTORS' OBJECTION TO YOUR CLAIM

THIS OMNIBUS OBJECTION SEEKS TO DISALLOW OR MODIFY CERTAIN CLAIMS. CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON THE EXHIBIT ATTACHED TO THIS OBJECTION.

TO THE CLAIMANTS IDENTIFIED ON EXHIBIT B OF DEBTORS' EIGHTEENTH OMNIBUS OBJECTION TO CLAIMS ASSERTED (No Liability Claims)

PLEASE TAKE NOTICE that CHC Group Ltd. and its above-captioned debtor affiliates, as reorganized debtors (collectively, the "**Debtors**"),[1] filed an objection to the proof(s) of claim you filed against one or more of the Debtors or an amount that the Debtors originally scheduled for your claim on their schedules of assets and liabilities filed with the Bankruptcy Court (the "**Objection**"). The Objection is appended to this Notice and is entitled "Debtors' Eighteenth Omnibus Objection to Claims Asserted (No Liability Claims)". The Objection seeks to either disallow, reclassify or reduce your claim (the "**Claim**") as set forth in the exhibits to the Objection. **Therefore, you should read this Notice and the attached Objection carefully.**

IF YOU AGREE WITH THE OBJECTION TO YOUR CLAIM, YOU DO NOT NEED TO TAKE ANY ACTION IN RESPONSE TO THIS NOTICE OR THE OBJECTION.

PLEASE TAKE NOTICE that, if you disagree with the Objection and are unable or unwilling to resolve the Objection with the Debtors, you or your attorney **must** file a written response (the "**Response**") to the objection with the Bankruptcy Court (with proof of service) via ECF or by mailing to the Bankruptcy Court at United States Bankruptcy Court, Earle Cabell Federal Building, 1100 Commerce St., Courtroom #2, 14th Floor, Dallas, Texas 75242 **no**

[1] On December 14, 2017, the Bankruptcy Court entered the Final Decree Closing Certain of the Chapter 11 Cases [Docket No. 2231], closing twenty-four (24) of the Debtors' chapter 11 cases. A list of Debtors in these chapter 11 cases, including the closed chapter 11 cases, along with the last four digits of each Debtors' federal tax identification number, where available, is annexed hereto as **Exhibit A**.

later than March 26, 2018 at 4:00 p.m. (prevailing Central Time). You must file and serve copies of your response on the Debtors' attorneys: Attn: Stephen A. Youngman, Weil, Gotshal & Manges LLP, 200 Crescent Ct. Suite 300, Dallas, Texas 75201 (fax) 214-746-7777; and Attn: Gary T. Holtzer & Kelly DiBlasi, Weil, Gotshal & Manges LLP, 767 Fifth Ave., New York, New York, 10153 (fax) 212-310-8007; so as to be **received** no later than **March 26**, **2018 at 4:00 p.m.** (**prevailing Central Time**) (the "**Response Deadline**").

PLEASE TAKE FURTHER NOTICE that your Response must contain, at a minimum, the following:

(i) A caption setting forth the title of the Objection to which the Response is directed;

(ii) The name of the Claimant and a description of the nature and basis for the amount of the Claim;

(iii) A concise statement setting forth the reasons why the Claim should not be disallowed for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which the Claimant will rely in opposing the Objection;

(iv) A copy of all documentation or other evidence of the Claim, to the extent not included with the Proof of Claim, upon which the Claimant will rely in opposing the Objection at the Hearing; and

(v) The name, address(es), telephone number and facsimile number of the person(s) (who may be the Claimant and/or the Claimant's legal representative) to whom counsel for the Debtors should serve any reply to the Response, and who possess the authority to reconcile, settle, or otherwise resolve the Objection on the Claimant's behalf.

In order to facilitate a resolution of the Objection, you are encouraged to provide the name, address(es), telephone number and facsimile number of the person(s) who possess the authority to reconcile, settle, or otherwise resolve the Objection on your behalf. If you file a Response, and do not reach a consensual resolution with the Debtors prior to the hearing on the Objection, you or your designated representative or attorney **must** attend the hearing in person.

PLEASE TAKE FURTHER NOTICE that, if you or your designated attorney or representative does not timely file and serve the Response in accordance with the above referenced procedures and attend the Hearing (in the absence of a written agreement between you and the Debtors providing otherwise), the Court may enter an order granting the relief requested in the Objection. **If you fail to respond in accordance with this Notice, the Court may grant the relief requested in the Objection without further notice or hearing.**

PLEASE TAKE FURTHER NOTICE that if you or your designated representative or attorney do file a Response, the hearing on the Objection will take place on a

date and time to be determined, which date you will be advised of subsequently, unless the Debtors, in consultation with you, adjourn the hearing to a later date. Only those Reponses made in accordance with the above-referenced requirements and timely filed and received by the Court and the Debtors' attorneys will be considered by the Court at a hearing on the Objection.

PLEASE TAKE FURTHER NOTICE that a copy of your Claim is available by contacting the Debtors' claims agent, Kurtzman Carson Consultants LLC by email at chcinfo@kccllc.com or by telephone at 866-967-0261 (Toll-Free) or 310-751-2661 (if calling from outside the U.S. or Canada).

PLEASE TAKE FURTHER NOTICE that nothing in this Notice or the accompanying Objection constitutes a waiver of the Debtors' right to assert any claims, counterclaims, rights of offset or recoupment, preference actions, fraudulent-transfer actions, or any other bankruptcy or nonbankruptcy claims against you. The Debtors also reserve the right to assert additional objections to your Claim.

Dated: February 22, 2018
Dallas, Texas

/s/ Stephen A. Youngman
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Attorneys for Debtors and Reorganized Debtors

EXHIBIT A

Debtors

Open Cases	
Debtor	**Last Four Digits of Federal Tax I.D. No.**
CHC Group Ltd.	7405
6922767 Holding SARL	8004
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 Australia Pty Ltd	2402
CHC Helicopter Holding S.à r.l.	0907
CHC Helicopter S.A. (n/k/a/ CHC Leasing S.à r.l.)	6821
CHC Helicopters (Barbados) Limited	7985
CHC Helicopters (Barbados) SRL	N/A
CHC Holding (UK) Limited	2198
Heli-One (Netherlands) B.V.	2414
Heli-One (Norway) AS	2437
Heli-One (U.S.) Inc.	9617
Heli-One Canada ULC	8735
Heli-One Leasing (Norway) AS	2441
Heli-One Leasing ULC	N/A
Heli-One USA Inc.	3691

Closed Cases	
Debtor	**Last Four Digits of Federal Tax I.D. No.**
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 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 Holding NL B.V.	6801
CHC Hoofddorp B.V.	2413
CHC Leasing (Ireland) Limited (n/k/a CHC Leasing (Ireland) Designated Activity Company)	8230
CHC Netherlands B.V.	2409
CHC Norway Acquisition Co AS	6777
Heli-One (UK) Limited	2451
Heli-One Holdings (UK) Limited	6780
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