Docket #0001 Date Filed: 5/5/2016

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 Heli-One USA Inc.

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) 75-2303691

4. Debtor's address

Principal place of business

600 East Las Colinas Blvd.
Number Street

10th Floor

Irving TX 75039
City State ZIP Code

Dallas
County

Mailing address, if different from principal place of business

Number Street

P.O. Box

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:



8841800160504000000000001

7. Describe debtor's business

A. *Check one:*

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

B. *Check all that apply:*

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

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

4812

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

Check one:

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

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

If more than 2 cases, attach a separate list.

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

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

List all cases. If more than 1,

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

attach a separate list.

11. Why is the case filed in this district?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

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

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

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

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number Street

City State ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____
Contact Name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

☒ Funds will be available for distribution to unsecured creditors.

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

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

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

15. Estimated assets (on a consolidated basis)

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

16. Estimated liabilities (on a consolidated basis)

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

Request for Relief, Declaration, and Signatures

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

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

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

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

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Title

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

Date 05/05/2016
MM / DD / YYYY

Stephen A. Youngman
Printed Name

Weil, Gotshal & Manges LLP
Firm Name

200 Crescent Court, Suite 300
Number Street

Dallas
City

TX
State

75201
ZIP Code

(214) 746-7700
Contact phone

stephen.youngman@weil.com
Email address

22226600
Bar Number

TX
State

Schedule 1

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

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

Schedule 2

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

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

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

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

HELI-ONE USA INC.

UNANIMOUS WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY

WHEREAS, Heli-One USA Inc., a Texas corporation (the "***Company***"), is an indirect subsidiary of CHC Group Ltd., a Cayman Islands exempted company ("***CHC***");

WHEREAS, the undersigned, being the directors of the Company (the "***Board***"), do hereby consent in writing, pursuant to Article 9.10 of the Texas Business Corporation Act, to the adoption of the following resolutions in lieu of a meeting of the Board and authorize the taking of all actions contemplated herein;

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

COMMENCEMENT OF CHAPTER 11 CASE

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

RETENTION OF ADVISORS

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

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

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

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

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

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

FURTHER RESOLVED, that any Authorized Officer 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 pages*]

Dated: April 28, 2016

Anthony DiNota
Director

Dated: April 28, 2016



Nicolas Stable
Director

Fill in this information to identify the case:
Debtor name Heli-One USA Inc.
United States Bankruptcy Court for the: Northern District of Texas (State)
Case number (if known): _____

☐ Check if this an amended filing

Official Form 204

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

12/15

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

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

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

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

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

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

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

Debtor Name Heli-One USA Inc.

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

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors **12/15**

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

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

Declaration and signature

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

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

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

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

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

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

Robert A. Del Genio
Printed name

Chief Restructuring Officer
Position or relationship to debtor

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

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

Proposed Attorneys for Debtors and Debtors in Possession

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

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

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

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

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

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

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

Exhibit A

Organizational Chart

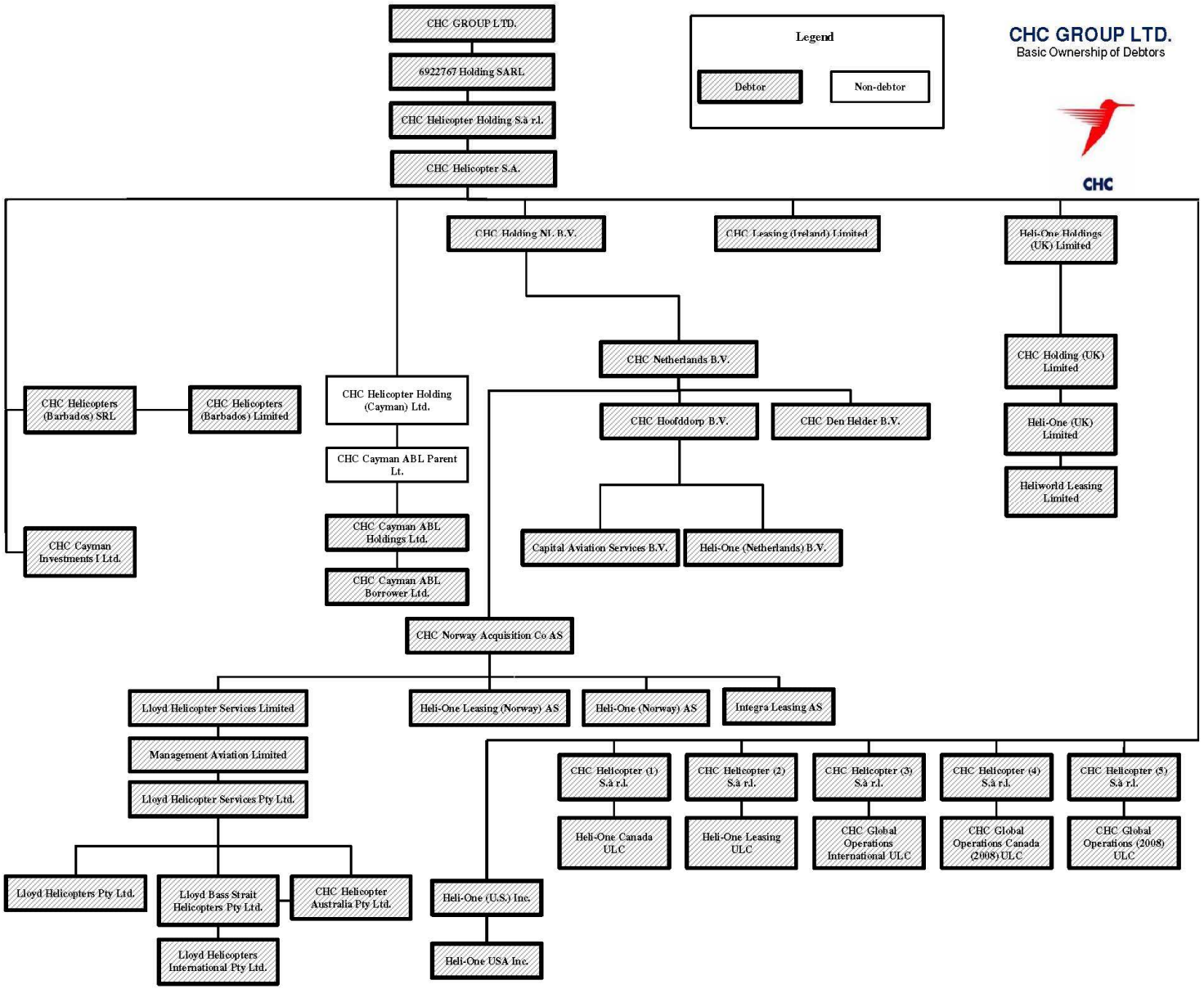
CHC GROUP LTD.
Basic Ownership of Debtors
Legend
Debtor
Non-debtor
CHC
CHC GROUP LTD.
6922767 Holding SARL
CHC Helicopter Holding S.à r.l.
CHC Helicopter S.A.
CHC Holding NL B.V.
CHC Leasing (Ireland) Limited
Heli-One Holdings (UK) Limited
CHC Netherlands B.V.
CHC Holding (UK) Limited
CHC Helicopters (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 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 Heli-One USA Inc.

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