

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

Attorneys for Debtors and Debtors in Possession

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

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	:	
<i>In re:</i>	:	Chapter 11
	:	
CHC GROUP LTD. <i>et al.</i>,	:	Case No. 16-31854 (BJH)
	:	
	:	
Debtors.	:	(Jointly Administered)
	:	
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**NOTICE OF FILING FIRST AMENDMENT
TO THE PLAN SUPPLEMENT IN CONNECTION
WITH THE DEBTORS' THIRD AMENDED JOINT CHAPTER 11 PLAN**

PLEASE TAKE NOTICE that on January 22, 2017 CHC Group Ltd. and its above-captioned chapter 11 affiliates, as debtors and debtors in possession (collectively, the "**Debtors**")¹ filed the Plan Supplement [Docket No. 1519] (the "**Initial Plan Supplement**") in connection with, and as defined in, the Debtors' Second Amended Joint Chapter 11 Plan, dated December 19, 2016 [Docket No. 1371].

PLEASE TAKE FURTHER NOTICE that on February 8, 2017 the Debtors filed the Debtors' Third Amended Joint Chapter 11 Plan [Docket No. 1633] (as may be further modified or amended, the "**Plan**").

PLEASE TAKE FURTHER NOTICE that on February 8, 2017, the Debtors filed the First Amendment to the Plan Supplement [Docket No. 1654] (the "**First Amendment**"). **The documents contained in the First Amendment and the Initial Plan Supplement (together,**

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 1**.



the “Plan Supplement”), a list of which is attached hereto as Exhibit 2, are integral to and part of the Plan and, if the Plan is confirmed, shall be approved in connection therewith.

PLEASE TAKE FURTHER NOTICE that the Debtors, consistent with the terms of the Plan and any consent rights set forth in the Plan Support Agreement, reserve the right to alter, amend, modify, or supplement any document in the Plan Supplement.

PLEASE TAKE FURTHER NOTICE that a hearing to consider confirmation of the Plan (the “**Confirmation Hearing**”) shall be held on **February 13, 2017 at 9:00 a.m. (prevailing Central Time)**, before the Honorable Barbara J. Houser, United States Bankruptcy Judge, in Courtroom #2, 14th Floor of the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the “**Bankruptcy Court**”), Earle Cabell Federal Building, 1100 Commerce St., Dallas, Texas 75242. The Confirmation Hearing may be adjourned or continued from time to time by the Bankruptcy Court without further notice other than by a Court announcement or providing for such adjournment or continuation on its agenda. The Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing.

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PLEASE TAKE FURTHER NOTICE that the Plan Supplement can be viewed for free at the Debtors' claims agent's website at <http://www.kccclcc.net/chc>. In addition, the Plan Supplement is on file with the Bankruptcy Court and may be reviewed for a fee by accessing the Bankruptcy Court's website: www.deb.uscourts.gov. Note that a PACER password and login are needed to access documents on the Bankruptcy Court's website. A PACER password can be obtained at: www.pacer.uscourts.gov. To obtain a hard copy of the Plan Supplement, please contact the Debtors' voting agent, Kurtzman Carson Consultants LLC by email at chcinfo@kccclcc.com, or by telephone at 866-967-0261 (Toll-Free) or 310-751-2661 (if calling from outside the US or Canada).

Dated: Dallas, Texas
February 8, 2017

/s/ Stephen A. Youngman

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

-and-

Gary T. Holtzer (*pro hac vice*)
Kelly DiBlasi (*pro hac vice*)
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Email: gary.holtzer@weil.com
Email: kelly.diblasi@weil.com

Attorneys for Debtors and Debtors in Possession

EXHIBIT 1**Debtors**

Debtor	Last Four Digits of Federal Tax I.D. No.	Debtor	Last Four Digits of Federal Tax I.D. No.
CHC Group Ltd.	7405	CHC Hoofddorp B.V.	2413
6922767 Holding SARL	8004	CHC Leasing (Ireland) Limited (n/k/a CHC Leasing (Ireland) Designated Activity Company)	8230
Capital Aviation Services B.V.	2415	CHC Netherlands B.V.	2409
CHC Cayman ABL Borrower Ltd.	5051	CHC Norway Acquisition Co AS	6777
CHC Cayman ABL Holdings Ltd.	4835	Heli-One (Netherlands) B.V.	2414
CHC Cayman Investments I Ltd.	8558	Heli-One (Norway) AS	2437
CHC Den Helder B.V.	2455	Heli-One (U.S.) Inc.	9617
CHC Global Operations (2008) ULC	7214	Heli-One (UK) Limited	2451
CHC Global Operations Canada (2008) ULC	6979	Heli-One Canada ULC	8735
CHC Global Operations International ULC	8751	Heli-One Holdings (UK) Limited	6780
CHC Helicopter (1) S.à r.l.	8914	Heli-One Leasing (Norway) AS	2441
CHC Helicopter (2) S.à r.l.	9088	Heli-One Leasing ULC	N/A
CHC Helicopter (3) S.à r.l.	9297	Heli-One USA Inc.	3691
CHC Helicopter (4) S.à r.l.	9655	Heliworld Leasing Limited	2464
CHC Helicopter (5) S.à r.l.	9897	Integra Leasing AS	2439
CHC Helicopter Australia Pty Ltd	2402	Lloyd Bass Strait Helicopters Pty. Ltd.	2398
CHC Helicopter Holding S.à r.l.	0907	Lloyd Helicopter Services Limited	6781
CHC Helicopter S.A.	6821	Lloyd Helicopter Services Pty. Ltd.	2394
CHC Helicopters (Barbados) Limited	7985	Lloyd Helicopters International Pty. Ltd.	2400
CHC Helicopters (Barbados) SRL	N/A	Lloyd Helicopters Pty. Ltd.	2393
CHC Holding (UK) Limited	2198	Management Aviation Limited	2135
CHC Holding NL B.V.	6801		

EXHIBIT 2**List of Documents Included in First Amendment to the Plan Supplement**

Exhibit A	Amended and Restated Reorganized CHC Operating Agreement (Amends and Supersedes Exhibit “C” to the Initial Plan Supplement)
Exhibit A1	Blackline of Amended and Restated Reorganized CHC Operating Agreement
Exhibit B	Amended and Restated ABL Credit Agreement (Amends and Supersedes Exhibit “E” to the Initial Plan Supplement)
Exhibit B1	Blackline of Amended and Restated ABL Credit Agreement
Exhibit C	Amended Schedule of Assumed Aircraft Leases (Amends and Supersedes Exhibit “H3” to the Initial Plan Supplement)
Exhibit C1	Blackline of Amended Schedule of Assumed Aircraft Leases
Exhibit D	Amended Schedule of Rejected Aircraft Leases (Amends and Supersedes Exhibit “H4” to the Initial Plan Supplement)
Exhibit D1	Blackline of Amended Schedule of Rejected Aircraft Leases
Exhibit E	Amended Schedule of Postpetition Aircraft Agreements (Amends and Supersedes Exhibit “H5” to the Initial Plan Supplement)
Exhibit E1	Blackline of Amended Schedule of Postpetition Aircraft Agreements