



ENTERED
07/09/2019

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
	)	Chapter 11
)	
BRISTOW GROUP INC., <i>et al.</i> , ¹	)	Case No. 19-32713 (DRJ)
)	
Debtors.	)	Jointly Administered
	)	(Docket No. 347)

ORDER (I) SETTING BAR DATES FOR FILING PROOFS OF CLAIM, INCLUDING REQUESTS FOR PAYMENT UNDER SECTION 503(B)(9), (II) ESTABLISHING AMENDED SCHEDULES BAR DATE AND REJECTION DAMAGES BAR DATE, (III) APPROVING THE FORM OF AND MANNER FOR FILING PROOFS OF CLAIM, INCLUDING SECTION 503(B)(9) REQUESTS, AND (IV) APPROVING NOTICE OF BAR DATES

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (together, the “Debtors”) for entry of an order (this “Bar Date Order”) (a) approving the Bar Dates, the Proof of Claim Form, the Bar Date Notice, and the Publication Notice, all as more fully set forth in the Motion, and (b) granting related relief; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this

¹ The Debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number, are: Bristow Group Inc. (9819), BHNA Holdings Inc. (8862), Bristow Alaska Inc. (8121), Bristow Helicopters Inc. (8733), Bristow U.S. Leasing LLC (2451), Bristow U.S. LLC (2904), BriLog Leasing Ltd. (9764), and Bristow Equipment Leasing Ltd (9303). The corporate headquarters and the mailing address for the Debtors listed above is 2103 City West Blvd., 4th Floor, Houston, Texas 77042.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion. Except as otherwise defined herein and in the Motion, all terms specifically defined in the Bankruptcy Code shall have those meanings given to them by the Bankruptcy Code. In particular, as used herein: (a) the term “claim” has the meaning given to it in section 101(5) of the Bankruptcy Code; (b) the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code; (c) the term “governmental unit” has the meaning given to it in section 101(27) of the Bankruptcy Code; and (d) the term “person” has the meaning given to it in section 101(41) of the Bankruptcy Code.

Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY AGREED BY THE PARTIES HERETO, AND UPON APPROVAL OF THE COURT, IT IS SO ORDERED THAT:**

1. The Motion is granted as set forth in this Bar Date Order.

I. The Bar Dates and Procedures for Filing Proofs of Claim.

2. Except in the cases of governmental units and certain other exceptions explicitly set forth in this Bar Date Order, each entity that asserts a claim against the Debtors that arose before the Petition Date, including requests for payment under section 503(b)(9) of the Bankruptcy Code, shall be required to file an original, written proof of claim (a "Proof of Claim"), substantially in the form attached hereto as **Exhibit 1** or Official Form 410. Copies of Official Form 410 may be obtained by: (a) visiting the Debtors' restructuring website at: <https://cases.primeclerk.com/Bristow/EPOC-Index>; and/or (b) visiting the website maintained by the Court at <http://www.txs.uscourts.gov/bankruptcy>.

3. Each employee of the Debtors and their managed non-Debtor affiliates that asserts a claim against the Debtors that arose before the Petition Date is authorized to file a Proof of Claim

that redacts personally identifiable information. Such employees that file a redacted Proof of Claim, are required to serve an unredacted Proof of Claim upon counsel to the Debtors Baker Botts L.L.P., 2001 Ross Avenue, Suite 900, Dallas, Texas 75201 (Attn.: James R. Prince, Omar Alaniz).

4. The Debtors are authorized to take reasonable action to prevent employees' personally identifiable information from being publicly available on the claims register.

5. Except in the cases of governmental units and certain other exceptions explicitly set forth in this Bar Date Order, all Proofs of Claim must be filed so that they are actually received by the Clerk of the Court or Prime Clerk on or before **August 6, 2019 at 5:00 p.m., prevailing Central Time** (the "**Claims Bar Date**"), at the addresses and in the form set forth herein.

6. The Claims Bar Date applies to all claims against the Debtors that arose or are deemed to have arisen before the Petition Date, except for claims specifically exempt from complying with the applicable Bar Dates (as defined herein) as set forth this Bar Date Order.

7. All governmental units holding claims (whether secured, unsecured priority, or unsecured non-priority) that arose (or are deemed to have arisen) prior to the Petition Date, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party, must file such Proofs of Claim so they are actually received by the Clerk of the Court or Prime Clerk on or before **November 7, 2019 at 5:00 p.m.**, prevailing Central Time (the "**Governmental Bar Date**"), at the addresses and in the form set forth herein.

8. Unless otherwise ordered by the Court in an order approving the rejection of an executory contract or unexpired lease, all entities asserting claims arising from the rejection of executory contracts and unexpired leases of the Debtors shall file a Proof of Claim on account of such rejection by the later of: (a) the Claims Bar Date or the Governmental Bar Date, as applicable,

and (b) 5:00 p.m., prevailing Central time, on the date that is 30 days following the effectiveness of the rejection of any executory contract or unexpired lease of the Debtors under a chapter 11 plan or pursuant to an order of the Court (such later date, the “Rejection Damages Bar Date”).

9. If the Debtors amend the Schedules after having given notice of the Bar Dates, the Debtors shall give notice by first-class mail of any amendment to holders of claims affected thereby, and the deadline for those holders to file Proofs of Claim, if necessary, shall be the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Central time, on the date that is 30 days from the date the notice of the Schedule amendment is mailed (or another time period as may be fixed by the Court) (the “Amended Schedules Bar Date” and, together with the Claims Bar Date, the Governmental Bar Date, and the Rejection Damages Bar Date, as applicable, the “Bar Date” or “Bar Dates”).

10. All Proofs of Claim must be filed so as to be **actually received** by the Clerk of the Court or Prime Clerk on or before the applicable Bar Date. If Proofs of Claim are not received by the Clerk of the Court or Prime Clerk on or before the applicable Bar Date, except in the case of certain exceptions explicitly set forth in this Bar Date Order, the holders of the underlying claims shall be barred from asserting such claims against the Debtors and precluded from voting on any plans of reorganization filed in these chapter 11 cases and/or receiving distributions from the Debtors on account of such claims in these chapter 11 cases.

II. Parties Exempted from the Bar Date.

11. The following categories of claimants shall **not** be required to file a Proof of Claim:
- a. any entity that already has properly filed a Proof of Claim against one or more of the Debtors in accordance with the procedures described herein;
 - b. any holder of a claim that has been paid in full by the Debtors in accordance with the Bankruptcy Code or an order of the Court;

- c. any entity whose claim is listed on the Schedules if: (i) the claim is *not* scheduled by the Debtors as any of “disputed,” “contingent,” or “unliquidated;” (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- d. any entity whose claim has previously been allowed by a final order of the Court;
- e. any Debtor having a claim against another Debtor;
- f. any non-debtor subsidiary or affiliate of a Debtor having a claim against a Debtor;
- g. a current employee of the Debtors for any claim related to wages, compensation, or benefits; *provided, however*, that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- h. any current officer, manager, or director for claims based on indemnification, contribution, or reimbursement;
- i. any entity holding a claim for which a separate deadline is fixed by this Court;
- j. any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course; *provided, however*, that any entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claims by filing a request for payment or a Proof of Claim on or prior to the Claims Bar Date;
- k. any agent or trustee under, or holder of a claim in respect of (i) the Debtors’ term loan credit agreement, dated as of May 10, 2019 (the “BGI Term Loan Credit Agreement”); and (ii) the Debtors’ senior secured notes issued under a certain Indenture for certain 8.75% notes due 2023 dated March 6, 2018 (the “Senior Secured Notes Indenture”); *provided* that the BGI Term Loan Agent and the Senior Secured Notes Indenture Trustee (each as defined in the Cash Collateral Order) are each authorized, but not required, to file a single, master proof of claim by the Claims Bar Date with respect to all claims on, under or otherwise in respect of the applicable facility, loan document, and/or indenture;
- l. any holder of a claim arising under the Debtors’ 6.25% unsecured senior notes due 2022 issued under that certain Third Supplemental Indenture

dated October 12, 2012 or 4.50% convertible senior notes due 2023 issued under that certain Sixth Supplemental Indenture dated December 18, 2017;

- m. the U.K. Department for Transport and the U.K. Maritime & Coastguard Agency;
- n. a customer of the Company, but solely in respect of claims arising under a Debtor's guarantee of obligations under such customer's services or other revenue-generating contract with a Debtor or a non-debtor subsidiary or affiliate of a Debtor; and
- o. any holder of a claim for any fees, expenses, or other obligations arising under or otherwise authorized pursuant to any interim or final order approving the Debtors' use of cash collateral.

12. No entity wishing to assert an interest in a Debtor shall be required to file a proof of interest; provided that any such entity wishing to assert a claim, including related to its status as an equity holder, must file a Proof of Claim unless otherwise exempted by this Bar Date Order.

III. Substantive Requirements of Proofs of Claim.

13. The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. **Contents.** Each Proof of Claim must: (i) be legible; (ii) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m., prevailing Central Time, on the Petition Date (and to the extent such claim is converted to United States dollars, state the rate used in such conversion); (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink.
- b. **Section 503(b)(9) Claim.** Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) identify the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- c. **Electronic Signatures Permitted.** Proofs of Claim signed electronically by the claimant or an authorized agent or legal representative of the claimant

may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim, or Proofs of Claim sent by facsimile or electronic mail will not be accepted.

- d. **Identification of the Debtor Entity.** Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (No. 19-32713) or otherwise without identifying a specific Debtor, will be deemed as filed only against Bristow Group Inc.
- e. **Claim Against Multiple Debtor Entities.** Each Proof of Claim must state a claim against only one Debtor, clearly indicate the Debtor against which the claim is asserted and be filed on the claims register of such Debtor. A claim that is asserted to be a legal obligation of more than one debtor shall be filed against each such debtor separately.
- f. **Supporting Documentation.** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of the Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided* that any creditor that received such written consent shall be required to transmit such documentation to Debtors' counsel upon request no later than ten (10) days from the date of such request.
- g. **Timely Service.** Each Proof of Claim must be filed, including supporting documentation so as to be **actually received** by either the Clerk of the Court or Prime Clerk as follows: (a) if to the Clerk of the Court, by electronic submission through PACER (Public Access to Court Electronic Records at <http://ecf.txsb.uscourts.gov>), or if submitted through non-electronic means, by U.S. Mail or other hand delivery system at the following address:

Clerk of the Court
United States Bankruptcy Court
515 Rusk Street
Houston, Texas 77002

Correspondence:
David J. Bradley, Clerk of Court
P.O. Box 61010
Houston, Texas 77208

or (b) if to Prime Clerk, by electronic submission through the interface available at <https://cases.primeclerk.com/Bristow/EPOC-Index>, or if submitted through non-electronic means, by U.S. Mail or other hand delivery system at the following address:

Bristow Group Inc. Claims Processing Center
c/o Prime Clerk LLC
850 3rd Avenue, Suite 412
Brooklyn, NY 11232

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR
ELECTRONIC MAIL WILL NOT BE ACCEPTED.**

- h. *Receipt of Service.* Claimants wishing to receive acknowledgment that their Proofs of Claim were received by either the Clerk of the Court or Prime Clerk must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to either the Clerk of the Court or Prime Clerk) and (ii) a self-addressed, stamped envelope, postage pre-paid.

14. Notwithstanding anything to the contrary in this Order, each administrative agent, collateral agent, or indenture trustee (“Prepetition Agent/Trustees”) under the Debtors’ prepetition funded debt is authorized to file one master Proof of Claim (any such claim, a “Master Proof of Claim”) on behalf of all holders (“Debt Claim Holder”) of claims under the applicable debt documents (“Debt Claims”). Any such Master Proof of Claim shall have the same effect as if each applicable Debt Claim Holder had individually filed a Proof of Claim against each applicable Debtor on account of such Debt Claim Holder’s Debt Claim. The Prepetition Agents/Trustees shall not be required to file with a Master Proof of Claim any instruments, agreement, or other documents evidencing the obligations referenced in such Master Proof of Claim, which instruments, agreements, or other documents will be provided upon written request to counsel for the applicable Prepetition Agent/Trustee. For administrative convenience, any Master Proof of Claim authorized herein shall be filed in the case of Debtor Bristow Group Inc., Case No. 19-32713 (DRJ) (the “Lead Case”), with respect to all amounts asserted in such Master Proof of Claim, and such Master Proof of Claim shall be deemed to be filed and asserted by the applicable entity or entities against every Debtor that is liable for the applicable claim so long as such authorized Master Proof of Claim sets forth in reasonable detail the basis for such claim and, to the extent reasonably possible, the amount asserted against each applicable Debtor. No authorized

Master Proof of Claim shall be disallowed, reduced, or expunged on the basis that it is filed only in the Lead Case and only against Bristow Group Inc.

IV. Procedures for Providing Notice of the Bar Date.

A. Mailing of Bar Date Notices.

15. On or as soon as is reasonably practical after, and no later than one business day following, entry of this Order, the Debtors shall cause a written notice of the Bar Dates, substantially in the form attached hereto as **Exhibit 2** (the “Bar Date Notice”) and a Proof of Claim Form (together, the “Bar Date Package”) to be served via email, facsimile, or first class mail to the following entities:

- a. the U.S. Trustee;
- b. counsel to the Creditors’ Committee;
- c. all creditors and other known holders of claims against the Debtors as of the date of entry of the Bar Date Order;
- d. all entities that have requested notice of proceedings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;
- e. all entities that have filed proofs of claim in these chapter 11 cases as of the date of the Bar Date Order;
- f. all known equity holders of Bristow Group Inc. as of the date the Bar Date Order is entered;
- g. all entities who are party to executory contracts and unexpired leases with the Debtors;
- h. all entities who are party to litigation with the Debtors;
- i. all current and former employees of the Debtors for the last two years (to the extent that contact information for former employees is available in the Debtors’ records);
- j. all regulatory authorities that regulate the Debtors’ businesses, including environmental and permitting authorities;

- k. the Offices of the Attorney General for each of the states in which the Debtors operate;
- l. all taxing authorities for the jurisdictions in which the Debtors maintain or conduct business;
- m. the Securities and Exchange Commission;
- n. the Executive Office for United States Attorneys; and
- o. the Office of the United States Attorney for the Southern District of Texas.

16. The Debtors shall mail notice of the Bar Date Notice only to their known creditors, and such mailing shall be made to the last known mailing address for each such creditor, as reflected in the Debtors' books and records at such time.

17. The Debtors are authorized, but not obligated, to provide all known creditors listed in the Debtors' Schedules with a personalized Proof of Claim Form, which will set forth: (a) the identity of the Debtor against which the creditor's claim is scheduled; (b) the amount of the scheduled claim, if any; (c) whether the claim is listed as contingent, unliquidated, or disputed; and (d) whether the claim is listed as secured, unsecured priority, or unsecured non-priority. Each creditor shall have an opportunity to inspect the personalized Proof of Claim Form provided by the Debtors, if any, and correct any information that is missing, incorrect, or incomplete. Additionally, any creditor may choose to submit a Proof of Claim on a different form if it is substantially similar to Official Form 410.

18. After the initial mailing of the Bar Date Packages, the Debtors may, in their discretion, make supplemental mailings of notices or packages, including in the event that: (a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known after the initial mailing of the Bar Date Package. In this regard, the Debtors may

make supplemental mailings of the Bar Date Package in these and similar circumstances at any time up to 21 days in advance of the Bar Date, with any such mailings being deemed timely and the Bar Date being applicable to the recipient creditors. In the event that additional creditors are identified in connection with the preparation of the Debtors' Schedules, the Debtors shall make a supplemental mailing of the Bar Date Package to such creditors within two (2) business days of the date on which the Schedules are filed, with any such mailings being deemed timely and the Bar Date being applicable to the recipient creditors.

19. The Debtors are authorized, but not obligated, to arrange for the Bar Date Notice to be translated into Norwegian, Portuguese, and such other languages as deemed appropriate by the Debtors and made available free of charge on the website of the Debtors' proposed claims and noticing agent at <http://cases.primeclerk.com/Bristow>.

B. Publication of Bar Date Notice.

20. The Debtors shall cause notice of the Bar Date Notice to be given by publication to creditors to whom notice by mail is impracticable, including creditors who are unknown or not reasonably ascertainable by the Debtors and creditors whose identities are known but whose addresses are unknown by the Debtors. Specifically, the Debtors shall cause the Bar Date Notice to be published as soon as reasonably practicable after entry of the Bar Date Order, modified for publication in substantially the form annexed hereto as **Exhibit 3** (the "Publication Notice"), on one occasion in the *Wall Street Journal*, the *Houston Chronicle*, *The Times of Acadiana*, in Lafayette, Louisiana, *The Times-Picayune*, in New Orleans, Louisiana, and any such other local publications, in English or translated, that the Debtors deem appropriate in their discretion and disclose in their Affidavit of Service.

V. Consequences of Failure to File a Proof of Claim.

21. Any entity who is required, but fails, to file a Proof of Claim in accordance with this Bar Date Order on or before the applicable Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors (or filing a Proof of Claim with respect thereto) and the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to or arising from such claim. Without limiting the foregoing sentence, any creditor asserting a claim entitled to priority pursuant to section 503(b)(9) of the Bankruptcy Code that fails to file a proof of claim in accordance with this Bar Date Order shall not be entitled to any priority treatment on account of such claim pursuant to section 503(b)(9) of the Bankruptcy Code, regardless of whether such claim is identified on the Schedules as not contingent, not disputed, and not liquidated.

22. Any such entity who is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall be prohibited from voting to accept or reject any chapter 11 plan filed in these chapter 11 cases, participating in any distribution in these chapter 11 cases on account of such claim, or receiving further notices regarding such claim.

VI. Miscellaneous.

23. Prime Clerk shall, using the Court's ECF System, at least weekly during these chapter 11 cases electronically file all proofs of claim that Prime Clerk has received or will receive in these cases. Upon receipt of a proof of claim or a transfer of claim, Prime Clerk shall stamp the receipt date and time on the document before filing it with the Court. The Clerk need not physically transfer any claim that she receives electronically to Prime Clerk. The Clerk shall, by using Prime Clerk's overnight express account, transmit to Prime Clerk any paper proof of claim that it receives.

24. Notice of the Bar Dates as set forth in this order and in the manner set forth herein (including, but not limited to, the Bar Date Notice, the Publication Notice, and any supplemental notices that the Debtors may send from time to time) constitutes adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

25. The terms and conditions of this Bar Date Order shall be immediately effective and enforceable upon entry of the Bar Date Order.

26. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Bar Date Order in accordance with the Motion.

27. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Bar Date Order.

Signed: July 09, 2019



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

AGREED AS TO FORM AND CONTENT:

Dated: July 1, 2019

BAKER BOTTS L.L.P.

/s/ James R. Prince

James R. Prince, State Bar No. 00784791

Omar J. Alaniz, State Bar No. 24040402

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Dated: July 1, 2019

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Dated: July 1, 2019

/s/ Gregory F. Pesce

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Dated: July 1, 2019

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OF TEXAS**

By: /s/ Hector Duran

Hector Duran

Trial Attorney

Texas Bar No. 00783996

515 Rusk, Suite 3516 Houston, TX 77002

Telephone: (713) 718-4650 x 241

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Exhibit 1

Proof of Claim Form

Fill in this information to identify the case:

Debtor 1 _____

Debtor 2 _____
(Spouse, if filing)

United States Bankruptcy Court for the: _____ District of _____

Case number _____

Official Form 410

Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?

_____ Name of the current creditor (the person or entity to be paid for this claim)

_____ Other names the creditor used with the debtor

2. Has this claim been acquired from someone else?

No

Yes. From whom? _____

3. Where should notices and payments to the creditor be sent?

Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
_____ Name	_____ Name
_____ Number _____ Street	_____ Number _____ Street
_____ City _____ State _____ ZIP Code	_____ City _____ State _____ ZIP Code
Contact phone _____	Contact phone _____
Contact email _____	Contact email _____
Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	

4. Does this claim amend one already filed?

No

Yes. Claim number on court claims registry (if known) _____ Filed on _____
MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?

No

Yes. Who made the earlier filing? _____

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. **Do you have any number you use to identify the debtor?** No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: ____ _

7. **How much is the claim?** \$_____. **Does this amount include interest or other charges?**
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. **What is the basis of the claim?** Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
 Limit disclosing information that is entitled to privacy, such as health care information.

9. **Is all or part of the claim secured?** No
 Yes. The claim is secured by a lien on property.
Nature of property:
 Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____
Basis for perfection: _____
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property: \$_____
Amount of the claim that is secured: \$_____
Amount of the claim that is unsecured: \$_____ (The sum of the secured and unsecured amounts should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition: \$_____
Annual Interest Rate (when case was filed) _____ %
 Fixed
 Variable

10. **Is this claim based on a lease?** No
 Yes. **Amount necessary to cure any default as of the date of the petition.** \$_____

11. **Is this claim subject to a right of setoff?** No
 Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

No

Yes. Check one:

<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	Amount entitled to priority \$ _____
<input type="checkbox"/> Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies.	\$ _____

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* 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 date _____
MM / DD / YYYY

Signature

Print the name of the person who is completing and signing this claim:

Name _____
First name Middle name Last name

Title _____

Company _____
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
Number Street

City State ZIP Code

Contact phone _____ Email _____

Exhibit 2

Proposed Bar Date Notice

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
	)	Chapter 11
)	
BRISTOW GROUP INC., <i>et al.</i> , ¹	)	Case No. 19-32713 (DRJ)
)	
Debtors.	)	Jointly Administered
)	

**NOTICE OF DEADLINES FOR THE FILING OF
PROOFS OF CLAIM, INCLUDING REQUESTS FOR PAYMENT
PURSUANT TO SECTION 503(B)(9) OF THE BANKRUPTCY CODE**

TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST ANY OF THE FOLLOWING DEBTOR ENTITIES:

Debtor	Case No.
Bristow Group Inc.	19-32713
BHNA Holdings Inc.	19-32714
BriLog Leasing Ltd.	19-32715
Bristow Alaska Inc.	19-32716
Bristow Equipment Leasing Limited	19-32717
Bristow Helicopters Inc.	19-32718
Bristow U.S. Leasing L.L.C.	19-32719
Bristow U.S. LLC	19-32720

PLEASE TAKE NOTICE THAT:

On May 11, 2019 (the “Petition Date”), Bristow Group Inc. and the above-captioned debtors and debtors in possession (together, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Court”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number, are: Bristow Group Inc. (9819), BHNA Holdings Inc. (8862), Bristow Alaska Inc. (8121), Bristow Helicopters Inc. (8733), Bristow U.S. Leasing LLC (2451), Bristow U.S. LLC (2904), BriLog Leasing Ltd. (9764), and Bristow Equipment Leasing Ltd (9303). The corporate headquarters and the mailing address for the Debtors listed above is 2103 City West Blvd., 4th Floor, Houston, Texas 77042.

On [____], 2019 the Court entered an order (the “Bar Date Order”)² establishing certain dates by which parties holding prepetition claims against the Debtors must file proofs of claim, including requests for payment pursuant to section 503(b)(9) of the Bankruptcy Code (“Proofs of Claim”).

As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units, and the Office of the United States Trustee for the Southern District of Texas. In addition, the terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term “claim” means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

I. THE BAR DATES.

The Bar Date Order establishes the following bar dates for filing Proofs of Claim in these chapter 11 cases (collectively, the “Bar Dates”):

- a. ***Claims Bar Date.*** Except as expressly set forth in this Notice, all entities (except governmental units) holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date, including requests for payment pursuant to section 503(b)(9), are required to file Proofs of Claim by **August 6, 2019, at 5:00 p.m., prevailing Central Time.** Except as expressly set forth in this Notice, the Claims Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims, and unsecured non-priority claims.
- b. ***Governmental Bar Date.*** All governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date are required to file proofs of claim by **November 7, 2019, at 5:00 p.m., prevailing Central Time.** The Governmental Bar Date applies to all governmental units holding claims against the Debtors (whether secured, unsecured priority, or unsecured non-priority) that arose prior to the Petition Date, including governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Bar Date Order.

- c. **Rejection Damages Bar Date.** Unless otherwise ordered by the Court, all entities holding claims against the Debtors arising from the rejection of executory contracts and unexpired leases of the Debtors are required to file Proofs of Claim by the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Central time, on the date that is 30 days following entry of an order approving the rejection of any executory contract or unexpired lease of the Debtors.
- d. **Amended Schedules Bar Date.** If, subsequent to the date of this Notice (and the date that the Debtors file their Schedules), the Debtors amend or supplement their Schedules to reduce the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, to change the nature or classification of a claim against the Debtors reflected in the Schedules, or to add a new claim to the Schedules, the affected creditor is required to file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim by the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable, and (b) 5:00 p.m., prevailing Central time, on the date that is 30 days after the date that on which the Debtors mailed notice of the amendment to the Schedules (or another time period as may be fixed by the Court).

II. WHO MUST FILE A PROOF OF CLAIM.

Unless exempted by the Bar Date Order from filing a Proof of Claim, all entities holding claims against the Debtors that arose (or that are deemed to have arisen) prior to the Petition Date **must** file Proofs of Claim on or before the Claims Bar Date, Governmental Bar Date, or any other Bar Date set forth in the Bar Date Order, as applicable, including without limitation:

- a. any entity whose claim against a Debtor is **not** listed in the applicable Debtor's Schedules or is listed as contingent, unliquidated, or disputed if such entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any entity that believes its prepetition claims as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the Schedules; and
- d. any entity who believes that its claim against a Debtor is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code.

III. PARTIES WHO DO NOT NEED TO FILE PROOFS OF CLAIM.

Certain parties are not required to file Proofs of Claim. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Proofs of Claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities need **not** file Proofs of Claim:

- a. any entity that already has properly filed a Proof of Claim against one or more of the Debtors in accordance with the procedures described herein;
- b. any holder of a claim that has been paid in full by the Debtors in accordance with the Bankruptcy Code or an order of the Court;
- c. any entity whose claim is listed on the Schedules if: (i) the claim is *not* scheduled by the Debtors as any of “disputed,” “contingent,” or “unliquidated;” (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- d. any entity whose claim has previously been allowed by a final order of the Court;
- e. any Debtor having a claim against another Debtor;
- f. any non-debtor subsidiary or affiliate of a Debtor having a claim against a Debtor;
- g. a current employee of the Debtors for any claim related to wages, compensation, or benefits; *provided* that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- h. any current officer, manager, or director for claims based on indemnification, contribution, or reimbursement;
- i. any entity holding a claim for which a separate deadline is fixed by this Court;
- j. any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course; *provided, however*, that any entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claims by filing a request for payment or a Proof of Claim on or prior to the Claims Bar Date;
- k. any agent or trustee under, or holder of a claim in respect of (i) the Debtors’ term loan credit agreement, dated as of May 10, 2019 (the “BGI Term Loan Credit Agreement”); and (ii) the Debtors’ senior secured notes issued under a certain Indenture for certain 8.75% notes due 2023 dated March 6, 2018 (the “Senior Secured Notes Indenture”); *provided* that the BGI Term Loan Agent and the Senior Secured Notes Indenture Trustee (each as defined in the Cash Collateral Order) are each authorized, but not required, to file a single, master proof of claim by the Claims Bar Date with respect to all claims on, under or otherwise in respect of the applicable facility, loan document, and/or indenture;
- l. any holder of a claim arising under the Debtors’ 6.25% unsecured senior notes due 2022 issued under that certain Third Supplemental Indenture dated October 12, 2012

or 4.50% convertible senior notes due 2023 issued under that certain Sixth Supplemental Indenture dated December 18, 2017;

- m. the U.K. Department for Transport and the U.K. Maritime & Coastguard Agency;
- n. a customer of the Company, but solely in respect of claims arising under a Debtor's guarantee of obligations under such customer's services or other revenue-generating contract with a Debtor or a non-debtor subsidiary or affiliate of a Debtor; and
- o. any holder of a claim for any fees, expenses, or other obligations arising under or otherwise authorized pursuant to any interim or final order approving the Debtors' use of cash collateral.

No entity wishing to assert an interest in a Debtor shall be required to file a proof of interest; provided that any such entity wishing to assert a claim, including related to its status as an equity holder, must file a Proof of Claim unless otherwise exempted by the Bar Date Order.

IV. INSTRUCTIONS FOR FILING PROOFS OF CLAIM.

The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. **Contents.** Each Proof of Claim must: (i) be legible; (ii) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m., prevailing Central Time, on the Petition Date (and to the extent such claim is converted to United States dollars, state the rate used in such conversion); (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink.
- b. **Section 503(b)(9) Claim.** Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).
- c. **Electronic Signatures Permitted.** Proofs of Claim signed electronically by the claimant or an authorized agent or legal representative of the claimant may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim, or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- d. **Identification of the Debtor Entity.** Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (No. 19-

32713) or otherwise without identifying a specific Debtor, will be deemed as filed only against Bristow Group Inc.

- e. ***Claim Against Multiple Debtor Entities.*** Each Proof of Claim must state a claim against ***only one*** Debtor, clearly indicate the Debtor against which the claim is asserted and be filed on the claims register of such Debtor. A claim that is asserted to be a legal obligation of more than one debtor shall be filed against each such debtor separately.
- f. ***Supporting Documentation.*** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of the Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided*, that any creditor that received such written consent shall be required to transmit such documentation to Debtors' counsel upon request no later than ten (10) days from the date of such request.
- g. ***Timely Service.*** Each Proof of Claim must be filed, including supporting documentation so as to be ***actually received*** by either the Clerk of the Court or Prime Clerk as follows: (a) if to the Clerk of the Court, by electronic submission through PACER (Public Access to Court Electronic Records at <http://ecf.txsb.uscourts.gov>), or if submitted through non-electronic means, by U.S. Mail or other hand delivery system at the following address:

Clerk of the Court
United States Bankruptcy Court
515 Rusk Street
Houston, Texas 77002

Correspondence:
David J. Bradley, Clerk of Court
P.O. Box 61010
Houston, Texas 77208

or (b) if to Prime Clerk, by electronic submission through the interface available at <https://cases.primeclerk.com/Bristow/EPOC-Index>, or if submitted through non-electronic means, by U.S. Mail, overnight delivery or other hand delivery system at the following address:

Bristow Group Inc. Claims Processing Center
c/o Prime Clerk LLC
850 3rd Avenue, Suite 412
Brooklyn, NY 11232

PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.
--

- h. **Receipt of Service.** Claimants wishing to receive acknowledgment that their Proofs of Claim were received by either the Clerk of the Court or Prime Clerk must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to either the Clerk of the Court or Prime Clerk) and (ii) a self-addressed, stamped envelope, postage prepaid.

V. CONSEQUENCES OF FAILING TO TIMELY FILE YOUR PROOF OF CLAIM.

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a Proof of Claim in accordance with the Bar Date order on or before the applicable Bar Date, please be advised that:

- a. YOU WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO);
- b. THE DEBTORS AND THEIR PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO OR ARISING FROM SUCH CLAIM;
- c. YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND
- d. YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION FOR THE DEBTORS ON ACCOUNT OF THE BARRED CLAIM OR RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.

VI. RESERVATION OF RIGHTS.

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

VII. THE DEBTORS' SCHEDULES AND ACCESS THERETO.

The Debtors have not as of the date of this Notice filed their Schedules. The deadline for the Debtors to file their Schedules has been set by the Court as July 12, 2019 and the Debtors will file their Schedules on or before that date. Once the Debtors' Schedules have been filed, you will be able to access them as set forth in Section VIII below.

Once the Schedules have been filed, you may be listed as the holder of a claim against one or more of the Debtor entities in the Debtors' Schedules. If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules.

As described above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor entity specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need *not* file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

VIII. ADDITIONAL INFORMATION.

Copies of the Debtors' Schedules, the Bar Date Order, translations of this notice, the Bar Date Order, and certain other pleadings, orders, and notices, and other information regarding these chapter 11 cases are available for inspection free of charge on the Debtors' website at <https://cases.primeclerk.com/Bristow>. The Schedules and other filings in these chapter 11 cases also are available for a fee at the Court's website at <http://www.txs.uscourts.gov/bankruptcy>. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 8:00 a.m. and 5:00 p.m., prevailing Central Time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of Texas (Houston Division), 515 Rusk Street, Houston, Texas 77002.

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.

Houston, Texas

Dated: July [•], 2019

Respectfully submitted,

BAKER BOTTS L.L.P.

WACHTELL, LIPTON, ROSEN & KATZ

/s/ Omar J. Alaniz

James R. Prince, State Bar No. 00784791

Omar J. Alaniz, State Bar No. 24040402

Kevin Chiu, State Bar No. 24109723

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Email: rgmason@wlrk.com

arwolf@wlrk.com

*Proposed Co-Counsel to the Debtors and
Debtors in Possession*

-and-

Emanuel C. Grillo (*pro hac vice*)

Chris Newcomb. (*pro hac vice*)

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*Proposed Co-Counsel to the Debtors and
Debtors in Possession*

Exhibit 3

Proposed Publication Notice

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
	)	Chapter 11
BRISTOW GROUP INC., <i>et al.</i>,	)	Case No. 19-32713 (DRJ)
)	
Debtors.	)	Jointly Administered
)	

**NOTICE OF DEADLINES FOR THE FILING
OF PROOFS OF CLAIM, INCLUDING REQUESTS FOR
PAYMENTS UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE**

THE CLAIMS BAR DATE IS AUGUST 6, 2019

THE GOVERNMENTAL CLAIMS BAR DATE IS NOVEMBER 7, 2019

PLEASE TAKE NOTICE OF THE FOLLOWING:

Deadlines for Filing Proofs of Claim. On [•], 2019, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order (the “Bar Date Order”) establishing certain deadlines for the filing of proofs of claim, including requests for payment under section 503(b)(9) of the Bankruptcy Code, in the chapter 11 cases of the following debtors and debtors in possession (together, the “Debtors”):

Debtor	Case No.
Bristow Group Inc.	19-32713
BHNA Holdings Inc.	19-32714
BriLog Leasing Ltd.	19-32715
Bristow Alaska Inc.	19-32716
Bristow Equipment Leasing Limited	19-32717
Bristow Helicopters Inc.	19-32718
Bristow U.S. Leasing L.L.C.	19-32719
Bristow U.S. LLC	19-32720

The Bar Dates. Pursuant to the Bar Date Order, *all* entities (except governmental units), including individuals, partnerships, estates, and trusts who have a claim or potential claim against the Debtors that arose prior to May 11, 2019 (the “Petition Date”), no matter how remote or contingent such right to payment or equitable remedy may be, *including* requests for payment under section 503(b)(9) of the Bankruptcy Code, **MUST FILE A PROOF OF CLAIM** on or before **August 6, 2019 at 5:00 p.m., prevailing Central Time** (the “Claims Bar Date”).

Governmental entities who have a claim or potential claim against the Debtors that arose prior to the Petition Date, no matter how remote or contingent such right to payment or equitable remedy may be, MUST FILE A PROOF OF CLAIM on or before **November 7, 2019, at 5:00 p.m., prevailing Central Time** (the “Governmental Bar Date”).

ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM, INCLUDING ANY REQUEST FOR PAYMENT UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE ON OR BEFORE THE CLAIMS BAR DATE OR GOVERNMENTAL BAR DATE, AS APPLICABLE, SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIMS AGAINST THE DEBTORS OR THEIR PROPERTY AND SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING ON AND DISTRIBUTIONS UNDER ANY CHAPTER 11 PLAN.

Filing a Proof of Claim. Each Proof of Claim must be filed, including supporting documentation, so as to be *actually received* by either the Clerk of the Court or Prime Clerk as follows: (a) if to the Clerk of the Court, by electronic submission through PACER (Public Access to Court Electronic Records at <http://ecf.txsb.uscourts.gov>), or if submitted through non-electronic means, by U.S. Mail or other hand delivery system at the following address:

Clerk of the Court
United States Bankruptcy Court
United States Courthouse
515 Rusk Avenue
Houston, Texas 77002

Correspondence:
David J. Bradley, Clerk of Court
P.O. Box 61010
Houston, Texas 77208

or (b) if to Prime Clerk, by electronic submission through the interface available at <https://cases.primeclerk.com/Bristow/EPOC-Index>, or if submitted through non-electronic means, by U.S. Mail or other hand delivery system at the following address:

Bristow Group Inc. Claims Processing Center
c/o Prime Clerk LLC
850 3rd Avenue, Suite 412
Brooklyn, NY 11232

PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.

Contents of Proofs of Claim. Each Proof of Claim must: (i) be legible; (ii) include a claim amount denominated in United States dollars using, if applicable, the exchange rate as of 5:00 p.m., prevailing Central Time, on the Petition Date (and to the extent such claim is converted

to United States dollars, state the rate used in such conversion); (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink. ***Please note*** that each proof of claim must state a claim against only one Debtor, so clearly indicate the specific Debtor against which the claim is asserted be filed on the claims register of such Debtor.

Electronic Signatures Permitted. Proofs of claim signed electronically by the claimant or an authorized agent or legal representative of the claimant may be deemed acceptable for purposes of claims administration. Copies of proofs of claim or proofs of claim sent by facsimile or electronic mail will not be accepted.

Additional Information. If you have any questions regarding the claims process and/or you wish to obtain a copy of the Bar Date Notice, a proof of claim form, or translations of this notice, the Bar Date Notice, the Bar Date Order, or certain other pleadings, orders, and notices, or related documents you may do so by **visiting the Debtors' restructuring website at: <https://cases.primeclerk.com/Bristow>.**