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

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	:	
In re:	:	**Chapter 11**
	:	
CHC GROUP LTD. *et al.*,	:	**Case No. 16– 31854 (BJH)**
	:	
	:	
Debtors.	:	**(Jointly Administered)**
	:	
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CERTIFICATE OF NO OBJECTION REGARDING DEBTORS' MOTION FOR AN ORDER PURSUANT TO SECTIONS 105 AND 363 OF THE BANKRUPTCY CODE AND FEDERAL RULES OF BANKRUPTCY PROCEDURE 6004(H) AND 9019 AUTHORIZING THE DEBTORS TO ENTER INTO AND PERFORM UNDER A SETTLEMENT AGREEMENT WITH ERA LEASING LLC

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

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the *Order Granting Complex Chapter 11 Bankruptcy Case Treatment entered on May 13, 2016* [Docket No. 111] (the "**Complex Chapter 11 Case**

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Order") and Rule 9007-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas (the "**Local Rules**"), the undersigned hereby certifies as follows:

1. On April 10, 2018, CHC Group Ltd. and its above-captioned debtor affiliates, as reorganized debtors (collectively, the "**Debtors**")[1] filed the *Debtors' Motion for an Order Pursuant to Sections 105 and 363 of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 6004(h) and 9019 Authorizing the Debtors to Enter Into and Perform Under a Settlement Agreement with Era Leasing LLC* [Docket No. 2322] (the "**Motion**").[2]

2. In accordance with the Complex Chapter 11 Case Order and Local Rule 9007-1, the Debtors established a deadline (the "**Objection Deadline**") for parties to object or file responses to the Motion. The Objection Deadline was set for May 4, 2018 at 4:00 p.m. (CT). The Complex Chapter 11 Case Order and Local Rule 9007-1 provide that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on or prior to the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Objection Deadline has now passed and, to the best of my knowledge, no objections or other responsive pleadings to the Motion have been (a) filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Complex Chapter 11 Case Order and Local Rule 9007-1 or (b) served on counsel to the Debtors.

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

[2] Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Motion.

WHEREFORE, because the Motion was properly noticed and the relief requested therein is unopposed, the Debtors respectfully request that the Court enter the proposed order, a copy of which is attached hereto as **Exhibit B**, without a hearing at the Court's earliest convenience in accordance with the procedures described in the Complex Chapter 11 Case Order and Local Rule 9007-1.

Dated: New York, New York
May 14, 2018

By: */s/ Jasmine Ball*

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EXHIBIT A

Debtors

Open Cases	
Debtor	**Last Four Digits of Federal Tax I.D. No.**
CHC Group Ltd.	7405
6922767 Holding SARL	8004
CHC Global Operations (2008) ULC	7214
CHC Global Operations Canada (2008) ULC	6979
CHC Global Operations International ULC (n/k/a CHC Global Ops Intl SEZC Ltd.)	8751
CHC Helicopter (1) S.à r.l.	8914
CHC Helicopter Australia Pty Ltd	2402
CHC Helicopter Holding S.à r.l.	0907
CHC Helicopter S.A. (n/k/a/ CHC Leasing S.à r.l.)	6821
CHC Helicopters (Barbados) Limited	7985
CHC Helicopters (Barbados) SRL	N/A
CHC Holding (UK) Limited	2198
Heli-One (Netherlands) B.V.	2414
Heli-One (Norway) AS	2437
Heli-One (U.S.) Inc.	9617
Heli-One Canada ULC	8735
Heli-One Leasing (Norway) AS	2441
Heli-One Leasing ULC	N/A
Heli-One USA Inc.	3691

Closed Cases	
Debtor	**Last Four Digits of Federal Tax I.D. No.**
Capital Aviation Services B.V.	2415
CHC Cayman ABL Borrower Ltd.	5051
CHC Cayman ABL Holdings Ltd.	4835
CHC Cayman Investments I Ltd.	8558
CHC Den Helder B.V.	2455
CHC Helicopter (2) S.à r.l.	9088
CHC Helicopter (3) S.à r.l.	9297
CHC Helicopter (4) S.à r.l.	9655
CHC Helicopter (5) S.à r.l.	9897
CHC Holding NL B.V.	6801
CHC Hoofddorp B.V.	2413
CHC Leasing (Ireland) Limited (n/k/a CHC Leasing (Ireland) Designated Activity Company)	8230
CHC Netherlands B.V.	2409
CHC Norway Acquisition Co AS	6777
Heli-One (UK) Limited	2451
Heli-One Holdings (UK) Limited	6780
Heliworld Leasing Limited	2464
Integra Leasing AS	2439
Lloyd Bass Strait Helicopters Pty. Ltd.	2398
Lloyd Helicopter Services Limited	6781
Lloyd Helicopter Services Pty. Ltd.	2394
Lloyd Helicopters International Pty. Ltd.	2400
Lloyd Helicopters Pty. Ltd.	2393
Management Aviation Limited	2135

Exhibit B

Proposed Order

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

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	:	
In re:	:	**Chapter 11**
	:	
CHC GROUP LTD. *et al.*,	:	**Case No. 16– 31854 (BJH)**
	:	
	:	
Debtors.	:	**(Jointly Administered)**
	:	
----------	x	

ORDER GRANTING DEBTORS' MOTION FOR AN ORDER PURSUANT TO SECTIONS 105 AND 363 OF THE BANKRUPTCY CODE AND FEDERAL RULES OF BANKRUPTCY PROCEDURE 6004(h) AND 9019 AUTHORIZING THE DEBTORS TO ENTER INTO AND PERFORM UNDER A SETTLEMENT AGREEMENT WITH ERA LEASING LLC

Upon the motion dated April 10, 2018 [Docket No. 2322] (the "**Motion**")[1] of CHC Group Ltd. and its above-captioned debtor affiliates (collectively, the "**Debtors**"), pursuant to sections 105(a) and 363(b) of the Bankruptcy Code and Bankruptcy Rules 6004(h) and 9019, seeking

[1] Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Motion.

authority to enter into, and perform under, a settlement agreement between Era Leasing LLC and its affiliates (collectively, "**Era**") and certain of the Debtors concerning the settlement of claims arising out of the post-petition use and the rejection of the agreements related to the helicopter bearing manufacturer's serial number 2691 (the "**Rejected Helicopter**"), and upon consideration of the Del Genio Declaration, and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the requested relief being a core proceeding the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the Office of the United States Trustee for the Northern District of Texas; (ii) Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attn: Douglas Mannal, Esq. and Anupama Yerramalli, Esq.), counsel to the Post-Effective Date Committee; (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, Bank of America Tower, New York, NY 10036 (Attn: Michael S. Stamer, Esq.), counsel to an informal group of certain unaffiliated holders of the 9.250% Senior Secured Notes Due 2020; (iv) Norton Rose Fulbright, 2200 Ross Avenue, Suite 3600, Dallas, TX 75201 (Attn: Louis R. Strubeck, Jr., Esq. and Richard P. Borden, Esq.), counsel to certain secured lenders under the Revolving Credit Agreement; (v) Paul Hastings LLP, 75 East 55th Street, New York, NY 10022 (Attn: Leslie A. Plaskon, Esq. and Andrew V. Tenzer, Esq.), counsel to the administrative agent under the ABL Credit Agreement; (vi) The Bank of New York Mellon, 101 Barclay Street, Floor 4 East, New York, NY 10286 (Attn: International Corporate Trust), in its capacity as indenture trustee under the 9.250% Senior Secured Notes due 2020 and under the 9.375% Senior Notes due 2021; (vii) the Securities and Exchange Commission; (viii) the Internal Revenue Service; (ix) counsel to Era; and (x) all

parties who have requested notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002, and no other or further notice need be provided; and the relief requested in the Motion being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the legal and factual bases set forth in the Motion, it is hereby ORDERED that:

1. The relief requested in the Motion is hereby granted.

2. Pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, and Bankruptcy Rule 9019, the Debtors are hereby authorized to enter into and perform under the Settlement Agreement.

3. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

4. The Settlement Agreement, and the transactions contemplated therein, represent a valid exercise of the Debtors' business judgment and are hereby approved in their entirety.

5. The Debtors are authorized to execute and deliver all instruments and documents and take any additional actions as are necessary or appropriate to implement and effectuate the entry into and performance under the Settlement Agreement.

6. Upon the effectiveness of the Settlement Agreement, and without the need for Era to file proofs of claim or request payment or take any other action, Era shall receive, in lieu of its currently filed claims, shall receive separate and distinct stipulated, allowed claims as set forth below:

(a) an Allowed Primary General Unsecured Claim in Heli One Leasing ULC SRL's Class 7 General Unsecured Claims class of $3,750,000;

(b) an Allowed Secondary General Unsecured Claim in CHC Helicopter Holding S.à.r.l's Class 7 General Unsecured Claims class of $3,750,000; and

(c) an Allowed Administrative Expense Claim of $300,000.

7. The notice procedures set forth in the Motion are good and sufficient notice and satisfy Bankruptcy Rules 2002(a) and 9014 by providing the counterparties with a notice and an opportunity to object and be heard at a hearing.

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

END OF ORDER

Respectfully Submitted,

DEBEVOISE & PLIMPTON LLP

/s/ Jasmine Ball

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