CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed May 16, 2018

United States Bankruptcy Judge

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

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

ORDER GRANTING DEBTORS' 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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