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Attorneys for Debtors and Reorganized Debtors

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)**

REORGANIZED DEBTORS' APPLICATION FOR ENTRY OF A FINAL DECREE CLOSING CERTAIN OF THE CHAPTER 11 CASES

NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT BEFORE TO 4:00 P.M. (PREVAILING CENTRAL TIME) ON MONDAY, JUNE 25, 2018, WHICH IS AT LEAST 24 DAYS FROM THE DATE OF SERVICE HEREOF.

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING, SPECIFICALLY ANSWERING EACH PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT WITHIN TWENTY-FOUR (24) DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING (BY 4:00 P.M. (PREVAILING CENTRAL TIME) ON MONDAY, JUNE 25, 2018). YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THIS NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

IF AN OBJECTION IS FILED, A HEARING WILL BE CONDUCTED ON THIS MATTER ON A DATE AND TIME TO BE DETERMINED BY THE COURT, IN COURTROOM #2, 14TH FLOOR OF THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION, EARLE CABELL FEDERAL BUILDING, 1100 COMMERCE ST., DALLAS, TEXAS 75242.

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

CHC Group Ltd. and its above captioned debtor affiliates, as reorganized debtors (collectively, the "**Debtors**" and, as reorganized entities, the "**Reorganized Debtors**")[1], respectfully represent as follows in support of this application (the "**Application**"):

Relief Requested

1. Pursuant to section 350(a) of title 11 of the United States Code (the "**Bankruptcy Code**"), Rule 3022 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), Rule 3022-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas (the "**Local Rules**"), and the *Order Granting Complex Chapter 11 Bankruptcy Case Treatment* [Docket No. 111], the Reorganized Debtors seek entry of a final decree and order, substantially in the form attached hereto as **Exhibit B** (the "**Proposed Final Decree**"), closing certain of the chapter 11 cases of the Reorganized Debtors on the list attached to the Proposed Final Decree as **Appendix 1** (collectively, the "**Closing Debtors**").

Jurisdiction and Venue

2. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

[1] On December 14, 2017, the 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 the Debtors in these chapter 11 cases, including the closed cases, along with the last four digits of each Debtors' federal tax identification number, where applicable, is attached hereto as **Exhibit A**.

Background and Status of these Chapter 11 Cases

3. On May 5, 2016 (the "**Petition Date**"), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code in this Court. The Debtors continued to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. The Debtors' chapter 11 cases were consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b) and Local Rule 1015-1.

5. On March 3, 2017, the Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming the Debtors' Fourth Amended Joint Chapter 11 Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code* [Docket No. 1794] confirming the Debtors' *Fourth Amended Joint Chapter 11 Plan of CHC Group Ltd. and Its Affiliated Debtors* [Docket No. 1701] (the "**Plan**").[2]

6. The Plan was the culmination of months of good-faith arms'-length negotiation between the Debtors and their major creditor constituencies and represented a global settlement among those parties. Among other things, the Plan: (i) provided for a $300 million new money investment through a fully-backstopped rights offering; (ii) reduced the Debtors' prepetition debt by approximately $925 million (prior to conversion of the New Second Lien Convertible Notes, and by approximately $1.4 billion subsequent to such conversion); (iii) reduced the Debtors' annual cash interest burden by approximately 85%, freeing up approximately $115 million in annual cash flow, which can be used for reinvestment in the

[2] Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan.

Debtors' business; and (iv) provided for a right-sizing of the Debtors' fleet, including a significant reduction in rent expense.

7. On March 24, 2017, the Plan became effective, and the Debtors emerged as the Reorganized Debtors.

8. In the months following the Effective Date, the Reorganized Debtors, with the assistance of their advisors, reviewed all outstanding proofs of claim of the Closing Debtors and believe the claims reconciliation process with respect to the Closing Debtors is now complete.

9. On June 14, 2017, the Reorganized Debtors made an initial distribution to holders of Allowed Class 7 General Unsecured Claims, totaling approximately $27.5 million, of which approximately $12.5 million was distributed on account on Primary General Unsecured Claims, and approximately $15 million was distributed on account of Secondary General Unsecured Claims. The remaining Class 7 General Unsecured Claims distribution will be made to holders of Allowed Class 7 General Unsecured Claims in accordance with the Plan.

10. To date, the Reorganized Debtors have not yet made distributions to holders of Class 8 Convenience Claims. As described by counsel to the Reorganized Debtors at the September 18, 2017 Post-Confirmation Status Conference, distributions to holders of Class 8 Convenience Claims were withheld in their entirety while the Reorganized Debtors continued to work through the claims reconciliation process. The Class 8 Convenience Claims distribution will be made to holders of Allowed Class 8 Convenience Claims on a pro rata basis out of a pool of $750,000. That $750,000 has already been deposited with the Debtors' Disbursing Agent, Kurtzman Carson Consultants, in anticipation of such distribution. The Reorganized Debtors will make all remaining disbursements in accordance with the Plan.

11. The Reorganized Debtors are working to organize the next distribution to unsecured creditors as expeditiously as possible and, with the exception of an appropriate holdback for Disputed Claims in accordance with section 7.7 of the Plan, expect such distribution to include substantially all of the consideration available for distribution to holders of Allowed Class 7 General Unsecured Claims and Allowed Class 8 Convenience Claims. Such remaining disbursements will be made in accordance with the Plan

12. On July 11, 2017, the Court granted final fee applications of the Debtors' and the Official Committee of Unsecured Creditors' professionals.[3] All professional fees were paid in accordance with Section 2.2 of the Plan.

13. On December 14, 2017, the 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.

14. The Closing Debtors are not party to any adversary proceeding or a contested matter before the Court. On February 7, 2017, the *Sparebank 1 RS-Finans AS et al., v. Heli-One Leasing (Norway) AS et al.* adversary proceeding was closed. Ch. 11, Adv. Case No. 16-03121 (Bankr. N.D. Tex. Feb. 7, 2017). On August 8, 2017, the District Court for the Northern District of Dallas entered an order dismissing the *ECN Capital (Aviation) Corp. v. Airbus Helicopters, S.A.S.* proceeding without prejudice and the case was closed in the District Court. Case No. 17-00075-C (N.D. Tex. Aug. 8, 2017) [Docket No. 34].

[3] The Court entered orders authorizing and directing the Debtors to pay the fees and expenses of: (i) Gardere Wynne Sewell LLP [Docket No. 2074]; (ii) VLC Associates, Ltd. [Docket No. 2078]; (iii) Ernst and Young LLP [Docket No. 2109]; (iv) Watson Farley and Williams LLP [Docket No. 2110]; (v) Sage-Popovich, Inc. [Docket No. 2111]; (vi) PJT Partners LP [Docket No. 2112]; (vii) CDG Group, LLC [Docket No. 2113]; (viii) PricewaterhouseCoopers LLP [Docket No. 2113]; (ix) Debevoise and Plimpton LLP [Docket No. 2115]; DLA Piper LLP [Docket No. 2116; Docket No. 2239](x) Seabury Corporate Advisors LLC [Docket No. 2117]; (xi) Appleby (Cayman) LTD. [Docket No. 2118]; and Weil, Gotshal & Manges LLP [Docket No. 2127].

15. Section 12.6 of the Plan provides that on the Effective Date, or as soon as practicable thereafter, and thereafter as may be required, the Debtors or the Reorganized Debtors shall pay all U.S. Trustee fees payable pursuant to section 1930 of chapter 123 of title 28 of the United States Code (the "**Section 1930 Fees**"). The total quarterly fees paid by the Closing Debtors for the second quarter of 2017 was approximately $135,250; for the third quarter of 2017 was approximately $125,750; for the fourth quarter of 2017 was $135,825; and for the first quarter of 2018 was $110,625.

16. All U.S. Trustee fees relating to the Closing Debtors that have become due and been billed through the filing of this Application have been paid. Any U.S. Trustee fees relating to the Closing Debtors that are billed following the filing of this Application will be paid as they come due.

17. Since the Effective date, the estates of the Closing Debtors have been "fully administered." Accordingly, the Reorganized Debtors wish to close the fifteen (15) chapter 11 cases of the Closing Debtors, leaving four (4) chapter 11 cases remaining open.

Basis for Relief

18. Section 350(a) of the Bankruptcy Code provides that "[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case." 11 U.S.C. § 350(a). Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, further provides that "[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case." Fed. R. Bankr. P. 3022. Local Rule 3022-1 provides that, "[a] Post-Confirmation Report and Application for Final Decree shall be filed by the proponent(s) of the Plan." Local Rule 3022-1.

19. The term "fully administered" is not defined by either the Bankruptcy Code or the Bankruptcy Rules. The Advisory Committee Note to Bankruptcy Rule 3022 provides, in relevant part:

> Factors that the court should consider in determining whether the estate has been fully administered include (1) whether the order confirming the plan has become final, (2) whether deposits required by the plan have been distributed, (3) whether the property proposed by the plan to be transferred has been transferred, (4) whether the debtor [or its successor] has assumed the business or the management of the property dealt with by the plan, (5) whether payments under the plan have commenced, and (6) whether all motions, contested matters, and adversary proceedings have been finally resolved.
>
> The court should not keep the case open only because of the possibility that the court's jurisdiction may be involved in the future. A final decree closing the case . . . does not deprive the court of jurisdiction to enforce or interpret its own orders and does not prevent the court from reopening the case for cause pursuant to § 350(b) of the Code.

Fed. R. Bankr. P. 3022, Advisory Comm. Note.

20. Courts have generally used the six factors listed in the Advisory Committee Note to determine whether a case has been fully administered. *See, e.g.*, *In re Clayton*, 1996 U.S. App. LEXIS 43364, *2 (5th Cir. Oct. 15, 1996) ("Although rule 3022 does not define 'fully administered,' the Advisory Committee Notes provide some guidance, listing various factors a court should consider in determining whether an estate has been fully administered"); *In re Valence Tech., Inc.*, 2014 Bankr. LEXIS 4429, *2-3 (Bankr. W.D. Tex. Oct. 17, 2014); *In re Gould*, 437 B.R. 34, 37 (Bankr. D. Ct. 2010); *In re Jay Bee Enter., Inc.*, 207 B.R. 536, 538 (Bankr. E.D. Ky. 1997). The six factors, however, are merely guidelines that aid a court's determination, and each of the factors need not be present before a court enters a final decree. *See Mold Makers*, 124 B.R. 766, 768 (Bank. N.D. Ill. 1990) ("[A]ll of the factors in the

Committee Note need not be present before the Court will enter a final decree"); *see also Walnut Associates v. Saidel*, 164 B.R 487, 493 (E.D. Pa. 1994).

21. Courts have previously entered final decrees notwithstanding remaining future payments were contemplated under a chapter 11 plan. *See, e.g., In re Gen. Dev. Corp.*, 180 B.R. 303, 306 (Bankr. S.D. Fla. 1995) (fact that there might be further redistribution of stock and notes by reorganized debtor as well as continuing payments of cash to certain creditors did not prevent bankruptcy court from entering final decree closing consolidated Chapter 11 cases based on substantial consummation of Chapter 11 plan); *In re Johnson*, 402 B.R. 851, 856 (Bankr. N.D. Ind. 2009) ("Although the debtor has not completed the plan payments, that does not prevent a case from being fully administered."); *In re Mendez*, 464 B.R. 63, 65 (Bankr. D. Mass. 2011) (individual Chapter 11 case need not remain open during the entire post-confirmation period only because a discharge has not entered and plan payments have not been completed). Indeed, the Advisory Committee Notes to Bankruptcy Rule 3022 expressly provide that "entry of a final decree closing a chapter 11 case should not be delayed solely because the payments required by the plan have not been completed." Fed. R. Bankr. P. 3022, Advisory Comm. Note.

22. In addition to the factors set forth in the Advisory Committee Note, courts have considered whether the plan of reorganization has been substantially consummated in determining whether to enter a final decree. *See In re Gate Cmty. Chapel of Rochester, Inc.*, 212 B.R. 220, 224 (Bankr. W.D.N.Y. 1997) (considering substantial consummation as a factor in determining whether to close a case); *Walnut Assocs.*, 164 B.R. at 493 (same).

23. Finally, courts have also noted that entry of a final decree is appropriate to stop the accrual of Section 1930 Fees. *In re Junior Food Mart of Arkansas, Inc.*, 201 B.R. 522,

524 (Bankr. E.D. Ark. 1996) (closing case "in order that no further [Section 1930] [F]ees accrue"); *Jay Bee*, 207 B.R. at 539 (concluding that "it seems appropriate to close this case to stop the financial drain on the debtor" on account of the continuing accrual of Section 1930 Fees).

The Chapter 11 Cases of the Closing Debtors Have Been Fully Administered

24. The chapter 11 cases of the Closing Debtors have been "fully administered" within the meaning of section 350 of the Bankruptcy Code, making it appropriate for the Court to enter a final decree closing these cases. Specifically, with respect to each of the Closing Debtors:

- the Confirmation Order is final and non-appealable;
- the Plan is effective;
- the transactions contemplated by the Plan have been consummated;
- all claims filed against the Closing Debtors have been either allowed or disallowed;
- the distributions provided for under the Plan have been made or will be made in accordance with the terms of the Plan; and
- the Closing Debtors are not parties in any adversary proceedings or contested matters pending before this Court.

25. Based upon the foregoing, the Reorganized Debtors submit that it is appropriate to close the chapter 11 cases of the Closing Debtors.

26. The Closing Debtors must pay Section 1930 Fees on a quarterly basis after confirmation and consummation of a chapter 11 plan until a debtor's case is closed. Unless and until the Court enters a final decree closing the chapter 11 Cases of the Closing Debtors, quarterly fees will continue to accrue. Entry of the final decree requested herein will avoid the

administrative cost and expense associated with maintaining the chapter 11 cases of the Closing Debtors.

27. The Closing Debtors have made distributions under the Plan of approximately $27.5 million in the aggregate, and intend to distribute an additional $18.5 million, to holders of Allowed Class 7 General Unsecured Claims. The Reorganized Debtors will also distribute $750,000 to holders of Allowed Class 8 Convenience Claims in accordance with the terms of the Plan. The Reorganized Debtors will pay all U.S. Trustee fees due and owing for their chapter 11 cases when due following entry of the Final Decree.

28. In addition, all Section 1930 Fees have been paid or will be paid as and when such fees come due. As such, closing these chapter 11 cases complies with Local Rule 3022-1.

29. For all of the foregoing reasons, the Reorganized Debtors request, pursuant to section 350(a) of the Bankruptcy Code, Bankruptcy Rule 3022, and Local Rule 3022-1, that the Court enter an order granting a final decree closing the Closing Debtors' chapter 11 cases.

Notice

30. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Application shall be given 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.) and Gardere Sewell Wynne LLP, 3000 Thanksgiving Tower, 1601 Elm Street, Dallas, Texas 75201, (Attn: Marcus Helt, Esq.), counsel to the Post-Effective Date Committee of Unsecured Creditors; (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 HSBC Bank Plc as Administrative Agent under the Revolving Credit Agreement; (v) Paul Hastings LLP, 200 Park Avenue, New York, NY 10166 (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; (vii) Law Debenture Trust Company of New York, 400 Madison Avenue, Suite 4D, New York, NY 10017, in its capacity as indenture trustee under the 9.375% Senior Notes due 2021; (viii) Morgan, Lewis & Bockius LLP, 101 Park Avenue, New York, NY 10178 (Attn: Glenn E. Siegel, Esq. and Rachel Jaffe Mauceri, Esq.), counsel to the indenture trustee under the 9.250% Senior Secured Notes due 2020; (ix) Chadbourne & Parke LLP, 1301 Avenue of the Americas, New York, NY 10019 (Attn: Christy L. Rivera, Esq. and Marian Baldwin Fuerst, Esq.), counsel to the indenture trustee under the 9.375% Senior Notes due 2021; (x) the Board of Equalization, P.O. Box 942879, Sacramento, CA 94279; (xi) the Securities and Exchange Commission; (xii) the Office of the United States Attorney, 1100 Commerce Street, 3rd Floor, Dallas, TX 75242; (xiii) the Internal Revenue Service; (xiv) Sidley Austin LLP, 787 Seventh Avenue, New York, NY 10019 (Attn: Michael G. Burke Esq.), counsel to Milestone and its affiliates; and (xv) all parties who have requested notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002 (collectively, the "**Notice Parties**"). The Debtors respectfully submit that no further notice of this Application is required.

No Previous Request

31. No previous request for the relief sought herein has been made by the Reorganized Debtors to this or any other court.

WHEREFORE the Reorganized Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as it deems just and proper.

Dated: May 30, 2018
Dallas, Texas

/s/ *Kelly DiBlasi*

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Attorneys for Debtors and Reorganized Debtors

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 Final Decree

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)**

FINAL DECREE CLOSING CERTAIN OF THE CHAPER 11 CASES

Upon the *Reorganized Debtors' Application for Final Decree and Closing Certain of the Chapter 11 Cases,* dated May 30, 2018 [Docket No. [●]] (the "**Application**") of CHC Group Ltd. and its above-captioned debtor affiliates, as debtors and reorganized debtors (collectively, the "**Debtors**" and, as reorganized entities, the "**Reorganized Debtors**"), pursuant to section 350(a) of title 11 of the United States Code (the "**Bankruptcy Code**"), Rule 3022 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), Rule 3022-1 of the Local Bankruptcy Rules of

the United States Bankruptcy Court for the Northern District of Texas (the "**Local Rules**"), and the *Order Granting Complex Chapter 11 Bankruptcy Case Treatment* [Docket No. 111], for entry of final decree (this "**Final Decree**") closing the certain of the Reorganized Debtors' chapter 11 cases (the "**Closing Cases**"), all as more fully set forth in the Application;[1] and the Court having jurisdiction to consider the Application and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Application being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Reorganized Debtors having provided notice of the Application and opportunity for a hearing to the Notice Parties; and the Court having determined that the legal and factual bases set forth in the Application is in the best interests of the Reorganized Debtors, their estates, and their creditors; and the Court having determined that the Reorganized Debtors have provided due and proper notice of the Application and opportunity for a hearing and no further notice is necessary; and the Court having determined that the legal and factual bases set forth in the Application establish just and sufficient cause to grant the requested relief herein; and therefore, it is:

ORDERED that the Application is GRANTED as set forth herein; and it is further

ORDERED that a docket entry shall be made in each of the Closing Cases reflecting entry of this Order; and it is further

ORDERED that pursuant to section 350(a) of the Bankruptcy Code, Rule 3022 of the Bankruptcy Rules, and Local Rule 3022-1, the chapter 11 cases set forth on **Appendix 1** attached hereto are hereby closed as of the date of this ORDER; and it is further

[1] Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

ORDERED all expenses arising from the administration of the Debtors' estates and these chapter 11 cases, including, without limitation, Section 1930 Fees, have been paid or will be paid as and when such expenses come due; and it is further

ORDERED that entry of this Final Decree is without prejudice to the rights of the Reorganized Debtors or any other party in interest to seek to reopen these cases for good cause shown pursuant to section 350(b) of the Bankruptcy Code; and it is further

ORDERED that entry of this Order is without prejudice to the Reorganized Debtors' rights to seek entry of an order modifying or supplementing the relief granted herein; and it is further

ORDERED that this Court shall retain jurisdiction over the Reorganized Debtors' chapter 11 cases to the extent permitted under the Plan; and it is further

ORDERED that the Reorganized Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree in accordance with the Application; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Final Decree.

END OF ORDER # #

Respectfully Submitted,

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Attorneys for Debtors and Reorganized Debtors

Appendix 1

Closing Debtors

#	Closing Debtor	Case No.
1	6922767 Holding SARL	Case No. 16–31855 (BJH)
2	CHC Global Operations (2008) ULC	Case No. 16–31862 (BJH)
3	CHC Global Operations Canada (2008) ULC	Case No. 16–31870 (BJH)
4	CHC Global Operations International ULC (n/k/a CHC Global Ops Intl SEZC Ltd.)	Case No. 16– 31879 (BJH)
5	CHC Helicopter Australia Pty Ltd	Case No. 16–31872 (BJH)
6	CHC Helicopter S.A. (n/k/a/ CHC Leasing S.à r.l.)	Case No. 16–31863 (BJH)
7	CHC Helicopters (Barbados) Limited	Case No. 16–31865 (BJH)
8	CHC Helicopters (Barbados) SRL	Case No. 16–31867 (BJH)
9	CHC Holding (UK) Limited	Case No. 16–31868 (BJH)
10	Heli-One (Netherlands) B.V.	Case No. 16–31871 (BJH)
11	Heli-One (Norway) AS	Case No. 16–31876 (BJH)
12	Heli-One (U.S.) Inc.	Case No. 16–31881 (BJH)
13	Heli-One Leasing (Norway) AS	Case No. 16–31886 (BJH)
14	Heli-One Leasing ULC	Case No. 16–31891 (BJH)
15	Heli-One USA Inc.	Case No. 16–31853 (BJH)