



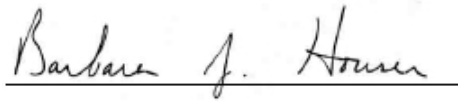
CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

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 7, 2016


United States Bankruptcy Judge

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

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	:	
<i>In re:</i>	:	Chapter 11
	:	
CHC GROUP LTD. <i>et al.</i> ,	:	Case No. 16-31854 (BJH)
	:	
Debtors.	:	(Jointly Administered)
	:	
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ORDER ENFORCING THE PROTECTIONS OF
SECTIONS 362, 365, 525, AND 541(c) OF THE BANKRUPTCY CODE
PURSUANT TO SECTION 105 OF THE BANKRUPTCY CODE

Upon the Motion, dated May 5, 2016 (the “**Motion**”),¹ of CHC Group Ltd. and its above-captioned debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an order enforcing the protections of sections 362, 365, 525, and 541(c) of title 11 of the United States Code (the “**Bankruptcy Code**”), all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.



in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein 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 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 (the “**U.S. Trustee**”), (ii) the holders of the thirty (30) largest unsecured claims against the Debtors (on a consolidated basis), (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 certain secured lenders 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, and (viii) the Internal Revenue Service (collectively, the “**Notice Parties**”); and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “**Hearing**”); and upon the *Declaration of Robert A. Del Genio in Support of the Debtors’ Chapter 11 Petitions and Request for First Day Relief*, filed contemporaneously with the Motion, the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual

bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is granted as set forth herein.
2. Pursuant to section 362 of the Bankruptcy Code, the commencement of these chapter 11 cases shall operate as a stay, applicable to all persons (including individuals, partnerships, corporations, and all those acting for or on their behalf) and all foreign and domestic governmental units (and all those acting for or on their behalf) of:
 - a. The commencement or continuation, including the issuance or employment of process, of a judicial, administrative, or other action or proceeding against the Debtors that was or could have been commenced before the commencement of the Debtors' chapter 11 cases, or an act to recover a claim against the Debtors that arose before the commencement of the Debtors' chapter 11 cases;
 - b. The enforcement, against the Debtors or against property of their estates, of a judgment obtained before the commencement of the Debtors' chapter 11 cases;
 - c. Any act to obtain possession of property of the estates or of property from the estates or to exercise control over property of the Debtors' estates;
 - d. Any act to create, perfect, or enforce any lien against property of the Debtors' estates;
 - e. Any act to create, perfect, or enforce against property of the Debtors any lien to the extent that such lien secures a claim that arose before the commencement of the Debtors' chapter 11 cases;
 - f. Any act to collect, assess, or recovery a claim against the Debtors that arose before the commencement of the Debtors' chapter 11 cases;
 - g. The setoff of any debt owing to the Debtors that arose before the commencement of these chapter 11 cases; and
 - h. The commencement or continuation of a proceeding before the United States Tax Court concerning a tax liability of the Debtors for a taxable period the bankruptcy court may determine.

3. This Order shall not affect the exceptions to the automatic stay contained in section 362(b) of the Bankruptcy Code or the right of any party in interest to seek relief from the automatic stay in accordance with section 362(d) of the Bankruptcy Code.

4. Pursuant to section 365(e) of the Bankruptcy Code, and notwithstanding a provision in an executory contract or unexpired lease, or in applicable law, an executory contract or unexpired lease of the Debtors may not be terminated or modified, and any right or obligation under such contract or lease may not be terminated or modified, at any time after the commencement of the Debtors' chapter 11 cases solely because of a provision in such contract or lease that is conditioned on (i) the insolvency or financial condition of any or all Debtors or (ii) the commencement of the Debtors' chapter 11 cases.

5. Pursuant to section 525 of the Bankruptcy Code, a foreign or domestic governmental unit may not deny, revoke, suspend, or refuse to renew a license, permit, charter, franchise, or other similar grant to, condition such a grant to, discriminate with respect to such a grant against, deny employment to, terminate the employment of, or discriminate with respect to employment against, the Debtors or the Debtors' affiliates on account of (i) the commencement of the Debtors' chapter 11 cases, (ii) the Debtors' insolvency, or (iii) the fact that the Debtors have not paid a debt that is dischargeable in the chapter 11 cases; and

6. Pursuant to section 541(c) of the Bankruptcy Code, any interest of the Debtors in property becomes property of the estates, notwithstanding any provision in any agreement, transfer instrument, or applicable nonbankruptcy law, that: (a) restricts or conditions transfer of such interest by the Debtors, or (b) is conditioned on the insolvency or financial condition of the Debtors or on the commencement of the Debtors' chapter 11 cases, and that

effects or gives an option to effect a forfeiture, modification, or termination of the Debtor's interest in property.

7. This Order is intended to be declarative of and coterminous with, and shall neither abridge, enlarge nor modify, the rights and obligations of any party under sections 362, 365, 525, and 541(c) of the Bankruptcy Code.

8. This Order shall neither abridge nor modify the rights and remedies, if any, of any party under the Convention on International Interests in Mobile Equipment (the "**Convention**") and the Protocol to the Convention on International Interests in Mobile Equipment on Matters Specific to Aircraft Equipment (the "**Protocol**"), if such Convention and Protocol is applicable.

9. Entry of this Order is without prejudice to the right of any party in interest to seek further clarification from the Court as to the application of any of these provisions of the Bankruptcy Code.

10. Nothing contained in this Order or any action taken by the Debtors in implementing this Order shall be deemed (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors' or any party in interest's rights to dispute the amount of, basis for or validity of any claim of the Debtors' creditors, contract counterparties, and other parties in interest in foreign jurisdictions under applicable nonbankruptcy law, (iii) a waiver of any claims or causes of action which may exist against any these parties or (iv) an assumption, adoption or rejection of any agreement, contract or lease between the Debtors and any third party under section 365 of the Bankruptcy Code.

11. Notwithstanding any applicability of Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

12. Notice of the Motion as provided herein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rules 4001(d) and 6004(a) are waived.

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

14. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

###END OF ORDER###

Respectfully Submitted,

WEIL, GOTSHAL & MANGES LLP

/s/ Stephen A. Youngman

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Proposed Attorneys for Debtors and Debtors in Possession