



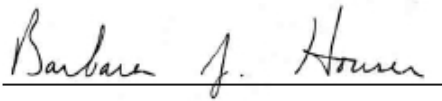
CLERK, U.S. BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS

**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 June 8, 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>	:	<b>Chapter 11</b>
	:	
<b>CHC GROUP LTD. et al.,</b>	:	<b>Case No. 16-31854 (BJH)</b>
	:	
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
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**FINAL ORDER (I) AUTHORIZING DEBTORS  
TO (A) CONTINUE THEIR INSURANCE PROGRAMS  
AND ARRANGEMENTS AND (B) PAY ALL UNDISPUTED  
OBLIGATIONS IN RESPECT THEREOF AND (II) AUTHORIZING  
FINANCIAL INSTITUTIONS TO HONOR AND PROCESS RELATED  
CHECKS AND TRANSFERS PURSUANT TO SECTIONS 105(a), 363(b), AND  
503(b) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 6003 AND 6004**

Upon the Motion, dated May 5, 2016 (the "**Motion**"),<sup>1</sup> of CHC Group Ltd. and its  
above-captioned debtor affiliates, as debtors and debtors in possession (collectively, the

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



“**Debtors**”), for an order pursuant to sections 105(a), 363(b) and 503(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) (i) authorizing, but not directing, the Debtors to (a) continue and/or renew their Insurance Programs, including, but not limited to, those annexed hereto as **Exhibit 1**, uninterrupted, and (b) pay all Insurance Obligations, and (ii) authorizing the Banks to honor and process all related checks and electronic funds transfers, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein 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 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) the Insurance Brokers, and (x) the Insurance Carriers; 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 “**Final Hearing**”); and the appearances of all interested parties having been noted in the record of the Final 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 Final 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. The Debtors are authorized, but not directed, to satisfy all prepetition Insurance Obligations in accordance with the forecast required to be provided to the Official Committee of Unsecured Creditors (the “**Committee**”) under the interim and/or final orders approving the use of cash collateral, including any variance approved by the Court.
3. The Debtors are authorized, but not directed, to maintain and renew their Insurance Programs without interruption, on the same basis and terms, and in accordance with the same practices and procedures as were in effect prior to the Petition Date, and to satisfy all postpetition Insurance Obligations as they come due; provided that the Debtors shall obtain the consent of the Committee, which shall not be unreasonably withheld, or further Court Order for (i) a renewal of or entry into any insurance policy or program where the annual premium on any such policy or program is 5% greater than the amounts set forth in Exhibit 1 or (ii) any material

modification to any Insurance Program that is outside of the ordinary course of the Debtors' business and not consistent with past practices.

4. The Debtors will provide the Committee, by and through their advisors, a monthly report of all payments made on or after the Petition Date pursuant to this Order. Such report shall be due on the 20th day after (or the next business day if such day is not a business day) the last day of the month.

5. The Banks are authorized consistent with the terms of any applicable cash management order entered in these cases, when requested by the Debtors in the Debtors' sole discretion, to receive, process, honor and pay all checks drawn on or direct deposit and funds transfer instructions relating to the Debtors' accounts and any other transfers that are related to the Insurance Programs and the Insurance Obligations and the costs and expenses incident thereto; provided that sufficient funds are available in the accounts to make such payments; provided further, that (i) any such Bank may rely on the representations of the Debtors regarding which checks that were drawn or instructions that were issued by the Debtors before the Petition Date should be honored postpetition pursuant to this Order, and (ii) that any such Bank shall not have any liability to any party for relying on the representations of the Debtors as provided herein.

6. The Debtors are authorized, but not directed, to issue new postpetition checks or effect new postpetition electronic funds transfers in replacement of any checks or transfer requests on account of the Insurance Obligations dishonored or rejected as a result of the commencement of the Debtors' chapter 11 cases.

7. 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 any claim, (iii) a waiver of any claims or causes of action which may exist against any party 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.

8. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. 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.

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

11. This Court shall retain exclusive 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*

**EXHIBIT 1**

**Insurance Programs**

**Insurance Programs<sup>1</sup>**

<b>Policy Source</b>	<b>Type of Coverage</b>	<b>Insurance Carrier</b>	<b>Policy Number</b>	<b>Policy Term</b>	<b>Deductible</b>	<b>Premium</b>
Willis	Corporate Travel	Accident & Health International Underwriting Pty Ltd	31048	8/31/2015-8/31/2016	7 Days	USD 4,762.52
Willis	Corporate Travel	Richard Oliver Underwriting Managers (Chubb Insurance Company of Australia Limited - 100% security)	93115822	8/31/2015-8/31/2016	Portable Business Equipment – AUD 250 per claim; Medical Expenses – AUD 500 per claim; Luggage – AUD 500 per claim	USD 22,914.00
Willis	Auto Insurance	QBE Insurance Australia Limited	POL414BA 08/09	8/31/2015-8/31/2016	Prestige over USD 75K & Other Commercial Vehicles 1%/AUD 750 min; Other Losses AUD 400; Plus Age/ Inexperience Deductibles where applicable	USD 15,949.79
First Ireland Risk Management	Medical Malpractice (Australia / Norway)	Marketform via Citynet Resources Ltd.	2015/00076371/0000	9/10/2015-9/10/2016	EUR 2,500 each claim	USD 10,197.03
Willis	Main Aviation Hull & Liability	AIG lead and other co-insurers	10545A15	7/1/2015-7/1/2016	1% sub max USD 50K All deductibles not applicable for Total Loss Spares USD 2,500 Cargo USD 150 but USD 50 iro crew effects No Self Insured Retention	USD 17,371,700
Willis	Aviation Hull War	Talbot lead and other co-insurers	11342A15	7/1/2015-7/1/2016	n/a	USD 443,486
Willis	Aviation Excess Spares	Catlin (50%) Allianz Canada (50%)	10554A15	7/1/2015-7/1/2016	n/a	USD 22,500
Willis	Primary Directors & Officers Liability	Lloyd's Syndicate AWH 2232	B080132400P16	1/17/2016-1/17/2017	Securities Claims: USD 400,000 Directors, Officers and/or employees: n/a	USD 140,000

<sup>1</sup> This summary is qualified in its entirety by reference to the applicable insurance policies. To the extent there is any discrepancy between the summary contained herein and the terms set forth in the applicable policies, the terms of the policies shall control.



<b>Policy Source</b>	<b>Type of Coverage</b>	<b>Insurance Carrier</b>	<b>Policy Number</b>	<b>Policy Term</b>	<b>Deductible</b>	<b>Premium</b>
Willis	1st Excess Directors & Officers Liability	Lloyd's Syndicate SJC 2003	B080126971P16	1/17/2016-1/17/2017	n/a	USD 79,800
Willis	2nd Excess Directors & Officers Liability	AIG Europe Limited	B080126972P16	1/17/2016-1/17/2017	n/a	USD 52,250
Willis	3rd Excess Directors & Officers Liability	Lloyd's Syndicate MIT 3210 & Allianz Global Corporate & Specialty SE	B080126973P16	1/17/2016-1/17/2017	n/a	USD 76,000
Willis	4th Excess Directors & Officers Liability	Lloyd's Syndicate NAV 1221 & Starr Consortium 9885	B080126974P16	1/17/2016-1/17/2017	n/a	USD 71,250
Willis	5th Excess Directors & Officers Liability	Brit Syndicate 2987, AIG Europe Limited, Swiss Re International SE, Berkley Professional Liability UK Limited, QBE Syndicate 1886	B080126970P16	1/17/2016-1/17/2017	n/a	USD 92,625
Willis	Primary Directors & Officers Liability (Public Offering Securities Insurance)	Lloyd's Syndicate AWH 2232	B080126977P14	1/17/2014-1/17/2020	Securities Claims: USD 550,000 Directors, Officers and/or employees: n/a	USD 195,000 (One-time charge)
Willis	1st Excess Directors & Officers Liability (Public Offering Securities Insurance)	XL Insurance Company PLC	B080126978P14	1/17/2014-1/17/2020	n/a	USD 125,000 (One-time charge)
Willis	2nd Excess Directors & Officers Liability (Public Offering Securities Insurance)	AIG Europe Limited	B080126979P14	1/17/2014-1/17/2020	n/a	USD 84,000 (One-time charge)
Willis	3rd Excess Directors & Officers Liability (Public Offering Securities Insurance)	Mitsui / Allianz Global Corporate & Specialty	B080126980P14	1/17/2014-1/17/2020	n/a	USD 120,000 (One-time charge)

Policy Source	Type of Coverage	Insurance Carrier	Policy Number	Policy Term	Deductible	Premium
Willis	4th Excess Directors & Officers Liability (Public Offering Securities Insurance)	Navigators and CV Starr	B080126981P14	1/17/2014-1/17/2020	n/a	USD 105,000 (One-time charge)
Willis	5th Excess Directors & Officers Liability (Public Offering Securities Insurance)	Brit Syndicate 2987, AIG Europe Limited, Swiss Re International SE, Berkley Professional Liability UK Limited, QBE Syndicate 1886	B080126982P14	1/17/2014-1/17/2020	n/a	USD 75,000 (One-time charge)
Willis	Directors & Officers Liability - \$100m primary coverage (London)	Lloyds London Syndicates	B080132400P16	1/17/2016-1/17/2017	n/a	USD 850,333
Willis	Directors & Officers Liability - \$100m primary coverage (Canada)	Lloyds London Syndicates	B080132400P16	1/17/2016-1/17/2017	n/a	USD 173,517
Willis	Tax due on London Directors & Officers Liability - \$100m primary coverage	Lloyds London Syndicates	B080132400P16	1/17/2016-1/17/2017	n/a	USD 25,939
Willis	Directors & Officers Liability - \$50m US Based	XL/ AIG/National Fire Berkshire	42XDA150762 & ELU 143884-16 P1642776500	4/18/2016-4/18/2017	n/a	USD 521,260
Willis	Directors & Officers Liability - \$50m US Based	XL/ AIG/National Fire Berkshire	42XDA150762 & ELU 143884-16 P1642776500	4/18/2016-4/18/2017	n/a	USD 990,394
Willis	Directors & Officers Liability - Passport Policy Fees for AIG local policies	AIG local policy fee	Various	4/18/2016-4/18/2017	n/a	USD 7,500
Aon	Pension Fiduciary Liability	Chubb Insurance Company of Canada	8226 - 1287	11/30/2015-11/30/2016	USD 50,000	USD 34,125
Aon	Comprehensive Crime	Guarantee Co. of North America	B17211	11/30/2015-11/30/2016	CAD 100,000	USD 29,824
Aon	Employment Practices Liability	Chubb Insurance Company of Canada	8209-3679	11/30/2015-11/30/2016	USD 100,000	USD 20,225
Aon	Commercial General Liability	AIG Insurance Company of Canada	GL 111 1516	5/1/2016-5/1/2017	USD 25,000 deductible/ PD to hired autos USD 2,500	USD 37,550

Policy Source	Type of Coverage	Insurance Carrier	Policy Number	Policy Term	Deductible	Premium
Aon	Foreign Employer's Liability	AIG	EL 83-49857	5/1/2016-5/1/2017	n/a	USD 9,610
Willis	Contingent Protective Insurance	SCR - Special Contingency Risks / 100% Hiscox at Lloyd's	OV52899CR	7/1/2015 - 7/1/2016	n/a	USD 79,380
Aon	Auto Insurance	ICBC	218MRS	11/30/2015-11/30/2016	USD 300 Collision USD 300 Comprehensive	USD 1,438
Aon	Cyber/Information Technology (IT) Liability	AIG Insurance Company of Canada	01-245-59-42	5/1/2016-5/1/2017	USD 100K retention (but USD 25,000 for reputation guard)	USD 25,882
Aon	Environmental Liability (Canada)	XL Insurance Company	PCN002773502	11/30/2014-11/30/2017	USD 50,000	USD 5,217.67
Aon	Environmental Liability (USA)	XL Insurance Company	PEC002774402	11/30/2014-11/30/2017	USD 25,000	USD 3,052.14
FM Global	Worldwide Property / Business & Services Interruption/ IT / Extra Expense Insurance	FM Global	1011501-504	4/30/2016-4/30/2017	USD 50,000 except BC quake 3% /quake elsewhere 1%. 48hrs iro B.I.	USD 440,238
Willis	Aviation General Liability (USA Products Liability)	AIG (lead)	FG7037292-05	11/30/2015-11/30/2016	USD 25,000 ea. Loss in-Flight Hangarkeepers Ground & Flight	USD 349,425
Willis	Auto Insurance	Granite State Insurance Company	02-CA-84607041-1	11/30/2015-11/30/2016	USD 500 Collision USD 500 Comprehensive	USD 1,150
Aon	Kazakhstan Obligatory Employers' Liability	JSC LIC "Nomad Life"	41 41040214001/210114/6	5/1/2016-5/1/2017	n/a	USD 1,205
Willis	Land based equipment	ASR Schadeverzekering N.V.	36186616	10/2/2015-10/2/2016	n/a	USD 3,361.34
Lombard	Political Risk Insurance	Talbot (66.67%), Inter Hannover (33.33%)	11984000000000000000	8/4/2014-8/4/2016	n/a	USD 19,659
Lombard	Political Risk Insurance	Talbot (66.67%), Inter Hannover (33.33%)	11984000000000000000	8/4/2014-6/4/2017	n/a	USD 19,932
Willis (as Lessor's broker)	Political Risk Insurance	Kiln, Talbot, Inter Hannover (33.33% each)	11466000000000000000	4/9/2013-4/8/2017	n/a	USD 51,101
Parilease	Political Risk Insurance	Talbot (50%), ANV (20%), Inter Hannover (30%)	11644000000000000000	12/21/2013-7/30/2016	n/a	USD 63,502
Parilease	Political Risk Insurance	Talbot (50%), ANV (20%), Inter Hannover (30%)	11644000000000000000	12/21/2013-12/20/2016	n/a	USD 68,418

<b>Policy Source</b>	<b>Type of Coverage</b>	<b>Insurance Carrier</b>	<b>Policy Number</b>	<b>Policy Term</b>	<b>Deductible</b>	<b>Premium</b>
Various Lessors	Residual Value Insurance	Ironshore			n/a	USD 1,891,360
Various Lessors	Residual Value Insurance	QBE			n/a	USD 971,750
Willis	Employer's Liability	Syndicate 2525 at Lloyds	B08011005TR16	4/30/2016-4/30/2017	GBP 750 each and every claim for Re-Wage	USD 497,221
Willis	Auto Insurance	Royal & Sun Alliance	B80110057TR16	4/30/2016-4/30/2017	GBP 500 Accidental Damage, Fire, Theft & Windscreen	USD 54,839
Willis	Machinery Options Policy /Engineering Inspection & Insurance	Allianz Insurance Plc	B80110056TR16	4/30/2016-4/30/2017	GBP 250 in respect of breakdown/explosion and GBP 100 for fragmentation	USD 28,784
First Ireland Risk Management	Medical Malpractice (CHC Ireland Limited - S.A.R.)	Marketform Ltd via Citynet Insurance Brokers Ltd	2015/00076371/0000	9/10//2015-9/10/2016	EUR 2,500 each claim	USD 10,238
First Ireland Risk Management	Medical Malpractice (CHC Ireland Limited - S.A.R.)	Marketform Ltd via Citynet Insurance Brokers Ltd	2015/00076376/0000	9/10//2015-9/10/2016	EUR 1,500 each claim	USD 4,520
Willis	Property, Terrorism and War (East Timor)	Protector	182088	4/30/2016-4/30/2017	n/a	USD 2,026
Willis	Property, Terrorism and War (Ireland)	Protector	182088	4/30/2016-4/30/2017	n/a	USD 1,119
Willis	Property, Terrorism and War (UK)	Protector		4/30/2016-4/30/2017	n/a	USD 29,201
Willis	Flood Deductible	Protector	182088	4/30/2016-4/30/2017	n/a	USD 2,445
Willis	Auto - work machines Heli-One (Norway)	Protector	193189 and 182388	4/30/2016-4/30/2017	n/a	USD 7,853