



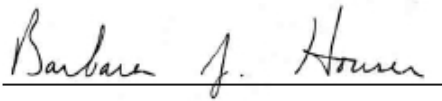
CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

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 July 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>	:	Chapter 11
	:	
CHC GROUP LTD. <i>et al.</i> ,	:	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 FED. R. BANKR. P.
6004(h) AUTHORIZING THE DEBTORS TO ENTER INTO AND PERFORM UNDER
AN INTERIM RESTRUCTURING TERM SHEET
WITH LOBO LEASING SPV A LIMITED**

Upon the motion dated June 6, 2016 (the "**Motion**")¹ of CHC Group Ltd. and its
above-captioned debtor affiliates, pursuant to sections 105(a) and 363(b)(1) of the Bankruptcy

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



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Code and Bankruptcy Rule 6004(h), seeking to authority to enter into, and perform under, an interim restructuring proposal and term sheet (together with all exhibits to such interim restructuring term sheet, the “**Interim Restructuring Term Sheet**”) related to seven (7) helicopters and associated agreements, between CHC Helicopters (Barbados) SRL (the “**Lessee**”) and one or more of its affiliates and Lobo Leasing SPV A Limited (the “**Lessor**”), and upon consideration of the Declaration of Robert A. Del Genio in Support of First-Day Motions and Applications, dated as of May 5, 2016, 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 Bankruptcy 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 Kenneth H. Eckstein, Esq.), counsel to the Official 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 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 the Lessor; 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 Motion and having held a hearing before the Court with appearances of parties in interest noted in the transcript thereof (the “**Hearing**”); and the Court having considered the arguments of counsel made, and the evidence proffered and adduced, at the Hearing, it is hereby ORDERED that:

1. The relief requested in the Motion is hereby granted to the extent set forth below.
2. Pursuant to sections 105(a) and 363(b)(1) of the Bankruptcy Code, the Debtors are hereby authorized to enter into and perform under the Interim Restructuring Term Sheet.
3. 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 Interim Restructuring Term Sheet.
4. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.
5. 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.
6. 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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