

Kenric D. Kattner
State Bar No. 11108400
Kourtney Lyda
State Bar No. 24013330
HAYNES AND BOONE, LLP
1221 McKinney Street, Suite 2100
Houston, TX 77010
Telephone: 713.547.2000
Facsimile: 713.547.2600
Email: kenric.kattner@haynesboone.com
Email: kourtney.lyda@haynesboone.com

Ian T. Peck
State Bar No. 24013306
David Staab
State Bar No. 24093194
HAYNES AND BOONE, LLP
2323 Victory Avenue, Suite 700
Dallas, TX 75219
Telephone: 214.651.5000
Facsimile: 214.651.5940
Email: ian.peck@haynesboone.com
Email: david.staab@haynesboone.com

PROPOSED ATTORNEYS FOR DEBTORS

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

In re: § Chapter 11
§
EVERGREEN HELICOPTERS § Case No. 16-34392
INTERNATIONAL, INC. §
§
Debtor. §
§
§

Tax I.D. No. 93-1021311 §
----- §
In re: § Chapter 11
§
ERICKSON INCORPORATED § Case No. 16-34393
§
Debtor. §
§
§

Tax I.D. No. 93-1307561 §
----- §
In re: § Chapter 11
§
EAC ACQUISITION CORPORATION, § Case No. 16-34394
§
Debtor. §
§
§

Tax I.D. No. 46-2203733 §
----- §



In re:	§	
	§	Chapter 11
ERICKSON HELICOPTERS, INC.,	§	
	§	Case No. 16-34395
Debtor.	§	
	§	
Tax I.D. No. 93-0495052	§	
-----	§	

In re:	§	
	§	Chapter 11
ERICKSON TRANSPORT, INC.	§	
	§	Case No. 16-34396
Debtor.	§	
	§	
Tax I.D. No. 92-0029162	§	
-----	§	

In re:	§	
	§	Chapter 11
EVERGREEN EQUITY, INC.,	§	
	§	Case No. 16-34397
Debtor.	§	
	§	
Tax I.D. No. 93-0859209	§	
-----	§	

In re:	§	
	§	Chapter 11
EVERGREEN UNMANNED SYSTEMS, INC.	§	
	§	Case No. 16-34398
Debtor.	§	
	§	
Tax I.D. No. 27-0893961	§	
-----	§	

**DEBTORS’ EMERGENCY MOTION FOR ENTRY OF ORDER AUTHORIZING
JOINT ADMINISTRATION OF CHAPTER 11 CASES PURSUANT TO
RULE 1015(b) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Erickson Incorporated and its debtor affiliates, as debtors and debtors in possession in the above-captioned Chapter 11 cases (collectively, the “**Debtors**”),¹ respectfully represent:

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Erickson Incorporated (7561); EAC Acquisition Corporation (3733); Erickson Helicopters, Inc. (5052); Erickson Transport, Inc. (9162); Evergreen Helicopters International, Inc. (1311); Evergreen Equity, Inc. (9209); and Evergreen Unmanned Systems, Inc. (3961). The location of the Debtors’ service address is 5550 SW Macadam Avenue, Suite 200, Portland, OR 97239.

Jurisdiction and Venue

1. 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 properly before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

2. The Debtors, together with their non-debtor affiliates (collectively, “**Erickson**”), are a vertically-integrated manufacturer and operator of the powerful heavy-lift Erickson S-64 Aircrane helicopter (the “**Aircrane**”), and are a leading global provider of aviation services. Erickson currently possesses a diverse fleet of 69 rotary-wing and fixed-wing aircraft that support a variety of government and civil customers worldwide. These customers rely on Erickson for a broad range of aerial services, including critical supply and logistics for deployed military forces, humanitarian relief, firefighting, timber harvesting, infrastructure construction, and crewing.

3. Included among Erickson’s fleet are 20 Aircranes, for which Erickson owns the Type and Production Certificates. Erickson manufactures the Aircranes and related components for sale to government and commercial customers. Erickson also provides aftermarket support and maintenance, repair, and overhaul services for the Aircranes and other aircraft.

4. To facilitate a further restructuring of the Debtors’ businesses, on the date hereof (the “**Petition Date**”), each of the Debtors commenced cases (the “**Chapter 11 Cases**”) under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Concurrently with the filing of the Motion, the Debtors have requested procedural consolidation and joint administration of the Chapter 11

Cases. No request for the appointment of a trustee or examiner has been made in the Chapter 11 Cases, and no committees have been appointed or designated.

5. Additional information about Erickson's businesses, capital structure, and the circumstances leading to the commencement of these Chapter 11 Cases can be found in the *Declaration of David Lancelot in Support of the Debtors' Chapter 11 Petitions and First Day Motions* (the "**Lancelot Declaration**"), filed concurrently herewith.

Relief Requested

6. Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") and Rule 1015-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas (the "**Local Rules**"), the Debtors request authorization to jointly administer their Chapter 11 cases for procedural purposes only. A proposed form of order approving the relief requested herein is annexed hereto as **Exhibit A**.

7. Bankruptcy Rule 1015(b) provides, in relevant part, that "[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015(b). The Debtors are "affiliates" as defined in section 101(2) of the Bankruptcy Code, as Erickson Incorporated directly or indirectly owns and controls 100 percent of the equity interests of all of the other Debtors. Accordingly, this Court is authorized to consolidate these cases for procedural purposes.

8. In addition, Rule 1015-1 of the Local Rules provides in relevant part as follows:

"When a case is filed for or against a debtor related to a debtor with a case pending in the Bankruptcy Court, a party in interest may file a motion for joint administration in each case."

N.D. Tex. L.B.R. 1015-1.

9. Because joint administration of these cases will remove the need to prepare,

replicate, file, and serve duplicative notices, applications and orders, the Debtors and their estates will save substantial time and expense. Further, joint administration will relieve the Court of entering duplicative orders and maintaining duplicative files and dockets. The United States Trustee for the Northern District of Texas (the “**U.S. Trustee**”) and other parties in interest will similarly benefit from joint administration of these Chapter 11 Cases by sparing them the time and effort of reviewing duplicative pleadings and papers.

10. Joint administration will not adversely affect creditors’ rights because this Motion requests only the administrative consolidation of the estates. This Motion does not seek substantive consolidation. As such, each creditor may still file its claim against a particular estate.

11. Accordingly, the Debtors respectfully request that the caption of their cases be modified as follows:

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

In re:	§	Chapter 11
	§	
ERICKSON INCORPORATED, <i>et al.</i>, ¹	§	Case No. 16-34393-hdh
	§	
Debtors.	§	(Jointly Administered)

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Erickson Incorporated (7561); EAC Acquisition Corporation (3733); Erickson Helicopters, Inc. (5052); Erickson Transport, Inc. (9162); Evergreen Helicopters International, Inc. (1311); Evergreen Equity, Inc. (9209); and Evergreen Unmanned Systems, Inc. (3961). The location of the Debtors’ service address is 5550 SW Macadam Avenue, Suite 200, Portland, OR 97239.

12. The Debtors also seek the Court's direction that a notation substantially similar to the following notation be entered on the docket in each of the Debtors' Chapter 11 Cases to reflect the joint administration of these cases:

An order has been entered in this case directing the procedural consolidation and joint administration of the Chapter 11 cases of Erickson Incorporated, Evergreen Helicopters International, Inc., EAC Acquisition Corporation, Erickson Helicopters, Inc., Evergreen Unmanned Systems, Inc., Evergreen Equity, Inc. and Erickson Transport, Inc. The Debtors' principal offices are located at 5550 Macadam Avenue, Suite 200, Portland, OR 97239. The docket in Case No. 16-34393-hdh should be consulted for all matters affecting this case.

13. Based on the foregoing, the Debtors submit that the relief requested is necessary and appropriate, is in the best interests of their estates and creditors, and should be granted in all respects.

14. Courts in this jurisdiction have approved relief similar to the relief requested in this motion. *See, e.g., In re CHC Group Ltd.*, Case No. 16-31854 (Bankr. N.D. Tex. May 6, 2016) (Docket No. 52); *In re Energy & Exploration Partners, Inc.*, Case No. 15-44931 (Bankr. N.D. Tex. Dec. 7, 2015) (Docket No. 69); *In re CrossFoot Energy, LLC*, Case No. 14-44668 (Bankr. N.D. Tex. Nov. 25, 2014) (Docket No. 26); *In re ALCO Stores, Inc.*, Case No. 14-34941 (Bankr. N.D. Tex. Oct. 16, 2014) (Docket No. 58); *In re Reddy Ice Holdings, Inc.*, Case No. 12-32349 (Bankr. N.D. Tex. Apr. 13, 2012) (Docket No. 56).

Notice

15. No trustee, examiner or creditors' committee has been appointed in these Chapter 11 Cases. Notice of this Motion will be provided to: (i) the Office of the United States Trustee; (ii) the holders of the 20 largest unsecured claims against Erickson Incorporated and Erickson Helicopters, Inc.;² (iii) Randall Klein, Goldberg Kohn, Ltd., 55 East Monroe Street, Suite 3300,

² Erickson Incorporated and Erickson Helicopters, Inc. are the only Debtors with holders of unsecured claims.

Chicago, Illinois 60603-5792, lead counsel for Wells Fargo Bank, N.A., as DIP Revolving Agent and Existing First Lien Agent; (iv) David Weitman, K&L Gates LLP, 1717 Main Street, Suite 2800, Dallas, Texas 75201, local counsel for Wells Fargo Bank, N.A., as DIP Revolving Agent and Existing First Lien Agent; (v) Scott L. Alberino, Akin Gump Strauss Hauer & Feld LLP, 1333 New Hampshire Avenue, N.W., Washington, DC 20036-1564, counsel for an ad hoc group of holders of 8.25% Second Priority Senior Secured Promissory Notes due 2020; (vi) Edward M. Fox, Esq., Seyfarth Shaw LLP, 620 8th Avenue, New York, NY 10018, counsel to Wilmington Trust, National Association, as indenture trustee and notes collateral agent for the 8.25% Second Priority Senior Secured Promissory Notes due 2020; (vii) the Securities and Exchange Commission; and (viii) the Internal Revenue Service. Due to the urgency of the circumstances surrounding this Motion and the nature of the relief requested herein, the Debtors respectfully submit that no further notice of this Motion is required.

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

Dated: November 9, 2016

Respectfully Submitted,

HAYNES AND BOONE, LLP

By: /s/ Kenric D. Kattner

Kenric D. Kattner

State Bar No. 11108400

Kourtney Lyda

State Bar No. 24013330

1221 McKinney Street, Suite 2100

Houston, TX 77010

Telephone: 713.547.2000

Facsimile: 713.547.2600

Email: kenric.kattner@haynesboone.com

Email: kourtney.lyda@haynesboone.com

and

Ian T. Peck

State Bar No. 24013306

David Staab

State Bar No. 24093194

2323 Victory Avenue, Suite 700

Dallas, TX 75219

Telephone: 214.651.5000

Facsimile: 214.651.5940

Email: ian.peck@haynesboone.com

Email: david.staab@haynesboone.com

PROPOSED ATTORNEYS FOR DEBTORS

CERTIFICATE OF CONFERENCE

I hereby certify that on or before November 8, 2016, the undersigned counsel for the Debtors conferred with and received comments to this Motion from (i) Randall Klein, Goldberg Kohn, Ltd., lead counsel for Wells Fargo Bank, N.A., as DIP Revolving Agent and Existing First Lien Agent, (ii) Scott L. Alberino and Brad M. Kahn, Akin Gump Strauss Hauer & Feld LLP, counsel for an ad hoc group of holders of 8.25% Second Priority Senior Secured Promissory Notes due 2020, and (iii) Edward M. Fox, Esq., Seyfarth Shaw LLP, counsel to Wilmington Trust, National Association, as indenture trustee and notes collateral agent for the 8.25% Second Priority Senior Secured Promissory Notes due 2020.

I hereby also certify that on November 8, 2016, the undersigned counsel for the Debtors conferred regarding this Motion with the Office of the United States Trustee for the Northern District of Texas, which has not indicated whether it consents or objects to this Motion.

/s/ Ian T. Peck

Ian T. Peck

EXHIBIT A

Proposed Order

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

In re:	§	Chapter 11
	§	
EVERGREEN HELICOPTERS	§	Case No. 16-34392
INTERNATIONAL, INC.	§	
	§	
Debtor.	§	
	§	
Tax I.D. No. 93-1021311	§	
-----	§	
In re:	§	Chapter 11
	§	
ERICKSON INCORPORATED	§	Case No. 16-34393
	§	
Debtor.	§	
	§	
Tax I.D. No. 93-1307561	§	
-----	§	

In re:	§	
EAC ACQUISITION CORPORATION,	§	Chapter 11
Debtor.	§	Case No. 16-34394

Tax I.D. No. 46-2203733

-----	§	
In re:	§	
ERICKSON HELICOPTERS, INC.,	§	Chapter 11
Debtor.	§	Case No. 16-34395

Tax I.D. No. 93-0495052

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In re:	§	
ERICKSON TRANSPORT, INC.	§	Chapter 11
Debtor.	§	Case No. 16-34396

Tax I.D. No. 92-0029162

-----	§	
In re:	§	
EVERGREEN EQUITY, INC.,	§	Chapter 11
Debtor.	§	Case No. 16-34397

Tax I.D. No. 93-0859209

-----	§	
In re:	§	
EVERGREEN UNMANNED SYSTEMS, INC.	§	Chapter 11
Debtor.	§	Case No. 16-34398

Tax I.D. No. 27-0893961

ORDER DIRECTING JOINT ADMINISTRATION
OF CHAPTER 11 CASES PURSUANT TO RULE 1015(b)
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE

Upon the Motion, dated November 8, 2016 (the “**Motion**”), of Erickson Incorporated and its affiliated debtors in the above-referenced Chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), for an order pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Local

Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas (the “**Local Rules**”) authorizing joint administration of their Chapter 11 cases, 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; (ii) the holders of the 20 largest unsecured claims against Erickson Incorporated and Erickson Helicopters, Inc.;¹ (iii) Randall Klein, Goldberg Kohn, Ltd., 55 East Monroe Street, Suite 3300, Chicago, Illinois 60603-5792, lead counsel for Wells Fargo Bank, N.A., as DIP Revolving Agent and Existing First Lien Agent; (iv) David Weitman, K&L Gates LLP, 1717 Main Street, Suite 2800, Dallas, Texas 75201, local counsel for Wells Fargo Bank, N.A., as DIP Revolving Agent and Existing First Lien Agent; (v) Scott L. Alberino, Akin Gump Strauss Hauer & Feld LLP, 1333 New Hampshire Avenue, N.W., Washington, DC 20036-1564, counsel for an ad hoc group of holders of 8.25% Second Priority Senior Secured Promissory Notes due 2020; (vi) Edward M. Fox, Esq., Seyfarth Shaw LLP, 620 8th Avenue, New York, NY 10018, counsel to Wilmington Trust, National Association, as indenture trustee and notes collateral agent for the 8.25% Second Priority Senior Secured Promissory Notes due 2020; (vii) the Securities and Exchange Commission; and (viii) the Internal Revenue Service (collectively, the “**Notice Parties**”); and due to the urgency of the circumstances surrounding this Motion and the nature of the requested relief; and a hearing having been held to consider the relief requested in the Motion (the “**Hearing**”); and upon the *Declaration of David Lancelot in Support of the Debtors’ Chapter 11 Petitions and First-Day Motions*, filed contemporaneously with the Motion, the record of the

¹ Erickson Incorporated and Erickson Helicopters, Inc. are the only Debtors with holders of unsecured claims.

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 above-captioned Chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 16-34393-hdh, the case number for Erickson Incorporated.

3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the above-captioned cases.

4. The caption of the jointly administered cases shall read as follows:

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

In re:	§	Chapter 11
	§	
ERICKSON INCORPORATED, et al.,¹	§	Case No. 16-34393-hdh
	§	
Debtors.	§	(Jointly Administered)

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Erickson Incorporated (7561); EAC Acquisition Corporation (3733); Erickson Helicopters, Inc. (5052); Erickson Transport, Inc. (9162); Evergreen Helicopters International, Inc. (1311); Evergreen Equity, Inc. (9209); and Evergreen Unmanned Systems, Inc. (3961). The location of the Debtors’ service address is 5550 SW Macadam Avenue, Suite 200, Portland, OR 97239.

5. A docket entry shall be made in each of the above-captioned cases substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the Chapter 11 cases of Erickson Incorporated, Evergreen Helicopters International, Inc., EAC Acquisition Corporation, Erickson Helicopters, Inc., Evergreen Unmanned Systems, Inc., Evergreen Equity, Inc. and Erickson Transport, Inc. The Debtors' principal offices are located at 5550 Macadam Avenue, Suite 200, Portland, OR 97239. The docket in Case No. 16-34393-hdh should be consulted for all matters affecting this case.

6. Notwithstanding any relief granted in this Order, the Debtors shall maintain a separate claims register for each of these Chapter 11 cases, separately file schedules of assets and liabilities and statements of financial affairs, and report on an entity by entity basis on a monthly operating report.

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

8. 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

Submitted by:

HAYNES AND BOONE, LLP

Kenric D. Kattner
State Bar No. State Bar No. 11108400
Kourtney Lyda
State Bar No. 24013330
1221 McKinney Street, Suite 2100
Houston, TX 77010
Telephone: 713.547.2000
Facsimile: 713.547.2600
Email: kenric.kattner@haynesboone.com
Email: kourtney.lyda@haynesboone.com

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Ian T. Peck
State Bar No. 24013306
David Staab
State Bar No. 24093194
2323 Victory Avenue, Suite 700
Dallas, TX 75219
Telephone: 214.651.5000
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