



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 March 17, 2017

  
United States Bankruptcy Judge

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

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

**ORDER GRANTING DEBTORS' AMENDED MOTION FOR ENTRY OF AN ORDER  
(I) APPROVING AIRCRAFT PURCHASE AGREEMENT AND THE DEBTORS  
PERFORMING THEIR OBLIGATIONS THEREUNDER, (II) APPROVING THE  
FORM AND MANNER OF PRIVATE FORECLOSURE SALE, AND (III)  
AUTHORIZING REJECTION OF A CERTAIN AIRCRAFT LEASE  
[Related to Docket No. 467]**

Upon the amended motion (the “**Motion**”)<sup>2</sup> of the Debtors for entry of an order (this  
“**Order**”) pursuant to sections 363 and 365 of the Bankruptcy Code, and Bankruptcy Rules 6004

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.



and 6006 (a) approving the APA and the Debtors performing their obligations thereunder, (b) approving the form and manner of the private foreclosure sale of the Aircraft; and (c) authorizing the Debtors to reject a certain aircraft Lease set forth on **Exhibit B** to the Motion attached thereto; 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)(2); and venue being proper in this District pursuant to 28 U.S.C. § 1408; 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.,<sup>3</sup> (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 Facility 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 Facility 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 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 Notes due 2020; (vii) the Securities and Exchange Commission; (viii) the Internal Revenue Service and (ix) the UCC Sale 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; and upon 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

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<sup>3</sup> Erickson Incorporated and Erickson Helicopters, Inc. are the only Debtors with holders of unsecured claims.

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 provided herein.
2. Erickson Incorporated is authorized, but not directed, to enter into the APA and to carry out its obligations thereunder.
3. Erickson Incorporated is authorized to purchase the Subject Property pursuant to the APA, through the UCC Sale, and Erickson Incorporated will acquire the Subject Property, free and clear of all liens, claims, and interests of PacWest, the UCC Sale Notice Parties, and SQN.
4. The UCC Sale was commercially reasonable in all respects and complied with the requirements of Article 9 of the UCC.
5. Pursuant to section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, the rejection of the SQN Lease identified on **Exhibit B** to the Motion is authorized and approved.
6. Neither SQN nor PacWest shall have any claims against the Debtors or the Debtors' estates based on EHI's rejection of the SQN Lease.
7. SQN, Variant, and PacWest shall have no administrative claims against the Debtors or the Debtors' estates based on the Leases.
8. Notwithstanding anything to the contrary in the Motion (or any document attached thereto), to the extent that there is a conflict between the terms and conditions of the Motion (or any document attached thereto) and the terms and conditions of this Order, the terms and conditions of this Order shall govern.
9. All of the Subject Property acquired hereunder shall be subject to the terms,

conditions, liens, benefits, and priorities of the Final DIP Order, with the DIP Revolving Facility Agent having a first-priority, automatically perfected lien on the Subject Property and the DIP Term Agent having a second-priority, automatically perfected lien on the Subject Property. To the extent requested by the DIP Revolving Facility Agent, the Debtors shall fully cooperate in connection with the recordation of such liens with the FAA. The Debtors' use and any future transfer or disposition of the Subject Property (or any component thereof) shall be in accordance with the terms and conditions of the operative loan documents under the DIP Revolving Credit Facility and the DIP Term Facility.

10. To the extent applicable, the fourteen-day stay under Bankruptcy Rule 6004(h) is waived and the provisions of Bankruptcy Rule 6003 are satisfied.

11. The Motion satisfies Bankruptcy Rules 6006 and 9014.

12. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

**### END OF ORDER ###**

**Submitted by:**

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**ATTORNEYS FOR DEBTORS**