

ERA GROUP INC.  
Form 10-Q  
November 05, 2014  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 10-Q

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(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2014 or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-35701

Era Group Inc.

(Exact Name of Registrant as Specified in Its Charter)

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Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

72-1455213  
(IRS Employer  
Identification No.)

818 Town & Country Blvd., Suite 200  
Houston, Texas  
(Address of Principal Executive Offices)  
281-606-4900

77024  
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

|  |  |   |  |
|--|--|---|--|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input checked="" type="checkbox"/> | Smaller reporting company <input type="checkbox"/> |
|  |  | (Do not check if a smaller reporting company)             |  |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  
Yes  No

The total number of shares of common stock, par value \$0.01 per share, outstanding as of October 31, 2014 was 20,371,872. The Registrant has no other class of common stock outstanding.



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## PART I—FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## ERA GROUP INC.

## CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands, except share amounts)

|  | September 30,<br>2014<br>(Unaudited) | December 31,<br>2013 |
|--|--------------------------------------|----------------------|
| <b>ASSETS</b>  |                                      |                      |
| Current assets:  |                                      |                      |
| Cash and cash equivalents  | \$40,357                             | \$31,335             |
| Receivables:   |                                      |                      |
| Trade, net of allowance for doubtful accounts of \$3,073 and \$3,101 in 2014 and 2013, respectively  | 48,307                               | 38,137               |
| Other, net of allowance for doubtful accounts of \$437 in 2014 and 2013  | 1,679                                | 4,374                |
| Inventories, net   | 27,039                               | 26,853               |
| Deferred income taxes  | 2,065                                | 2,347                |
| Prepaid expenses and other   | 1,712                                | 2,167                |
| Escrow deposits  | —                                    | —                    |
| Total current assets   | 121,159                              | 105,213              |
| Property and equipment   | 1,128,510                            | 1,066,958            |
| Accumulated depreciation   | (296,294                             | ) (263,306           |
| Net property and equipment   | 832,216                              | 803,652              |
| Equity investments and advances  | 31,641                               | 34,986               |
| Goodwill   | 352                                  | 352                  |
| Other assets   | 14,794                               | 14,380               |
| Total assets   | \$1,000,162                          | \$958,583            |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |                                      |                      |
| Current liabilities:   |                                      |                      |
| Accounts payable and accrued expenses  | \$21,819                             | \$13,293             |
| Accrued wages and benefits   | 9,651                                | 8,792                |
| Accrued interest   | 4,805                                | 772                  |
| Current portion of long-term debt  | 2,787                                | 2,787                |
| Derivative instruments   | 1,991                                | 621                  |
| Accrued income taxes   | 1,029                                | 613                  |
| Other current liabilities  | 4,154                                | 3,267                |
| Total current liabilities  | 46,236                               | 30,145               |
| Long-term debt   | 277,390                              | 279,391              |
| Deferred income taxes  | 216,985                              | 209,574              |
| Other liabilities  | 2,898                                | 3,412                |
| Total liabilities  | 543,509                              | 522,522              |
| Equity:  |                                      |                      |
| Era Group Inc. stockholders' equity:   |                                      |                      |
| Common stock, \$0.01 par value, 60,000,000 shares authorized; 20,371,872 and 20,189,895 outstanding in 2014 and 2013, respectively, exclusive of treasury shares | 204                                  | 202                  |
| Additional paid-in capital   | 428,530                              | 421,310              |
| Retained earnings  | 28,612                               | 14,680               |
| Treasury shares, at cost, 18,409 and 4,350 shares in 2014 and 2013, respectively   | (547                                 | ) (113               |

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|  |             |           |   |
|--|-------------|-----------|---|
| Accumulated other comprehensive income, net of tax | 99          | 176       |   |
|  | 456,898     | 436,255   |   |
| Noncontrolling interest in subsidiary              | (245        | ) (194    | ) |
| Total equity                                       | 456,653     | 436,061   |   |
| Total liabilities and stockholders' equity         | \$1,000,162 | \$958,583 |   |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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## ERA GROUP INC.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited, in thousands, except share and per share amounts)

|  | Three Months Ended<br>September 30, |            | Nine Months Ended<br>September 30, |            |
|--|-------------------------------------|------------|------------------------------------|------------|
|  | 2014                                | 2013       | 2014                               | 2013       |
| Operating revenues   | \$90,510                            | \$80,997   | \$256,533                          | \$222,961  |
| Costs and expenses:  |                                     |            |                                    |            |
| Operating  | 54,282                              | 51,338     | 158,601                            | 141,399    |
| Administrative and general   | 12,941                              | 9,683      | 34,340                             | 28,362     |
| Depreciation   | 11,746                              | 11,340     | 34,458                             | 34,432     |
|  | 78,969                              | 72,361     | 227,399                            | 204,193    |
| Gains on asset dispositions, net   | 42                                  | 2,560      | 6,072                              | 17,837     |
| Operating income   | 11,583                              | 11,196     | 35,206                             | 36,605     |
| Other income (expense):  |                                     |            |                                    |            |
| Interest income  | 130                                 | 155        | 418                                | 452        |
| Interest expense   | (3,629)                             | ) (4,394   | ) (11,222                          | ) (13,739  |
| SEACOR management fees   | —                                   | —          | —                                  | (168)      |
| Derivative losses, net   | (1,703)                             | ) (96      | ) (1,744                           | ) (78      |
| Note receivable impairment   | —                                   | —          | (2,457)                            | ) —        |
| Foreign currency gains (losses), net                                       | (485)                               | ) 409      | (521)                              | ) 465      |
| Other, net   | (3                                  | ) 7        | 10                                 | 19         |
|  | (5,690)                             | ) (3,919   | ) (15,516                          | ) (13,049  |
| Income before income tax expense and equity earnings                       | 5,893                               | 7,277      | 19,690                             | 23,556     |
| Income tax expense   | 2,868                               | 2,715      | 8,130                              | 8,691      |
| Income before equity earnings  | 3,025                               | 4,562      | 11,560                             | 14,865     |
| Equity earnings, net of tax  | 1,286                               | 526        | 2,321                              | 1,762      |
| Net income   | 4,311                               | 5,088      | 13,881                             | 16,627     |
| Net loss (income) attributable to noncontrolling interest<br>in subsidiary | (45)                                | ) 116      | 51                                 | 326        |
| Net income attributable to Era Group Inc.                                  | 4,266                               | 5,204      | 13,932                             | 16,953     |
| Accretion of redemption value on Series A preferred<br>stock               | —                                   | —          | —                                  | 721        |
| Net income attributable to common shares                                   | \$4,266                             | \$5,204    | \$13,932                           | \$16,232   |
| Earnings per common share:   |                                     |            |                                    |            |
| Basic  | \$0.21                              | \$0.26     | \$0.69                             | \$0.79     |
| Diluted  | \$0.21                              | \$0.26     | \$0.68                             | \$0.79     |
| Weighted average common shares outstanding:                                |                                     |            |                                    |            |
| Basic  | 20,098,239                          | 19,918,876 | 20,039,609                         | 20,426,277 |
| Diluted  | 20,163,990                          | 19,960,453 | 20,108,399                         | 20,463,795 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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ERA GROUP INC.

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(unaudited, in thousands)

|   | Three Months Ended |         | Nine Months Ended |          |   |
|---|--------------------|---------|-------------------|----------|---|
|   | September 30,      |         | September 30,     |          |   |
|   | 2014               | 2013    | 2014              | 2013     |   |
| Net income  | \$4,311            | \$5,088 | \$13,881          | \$16,627 |   |
| Other comprehensive income:   |                    |         |                   |          |   |
| Foreign currency translation adjustments  | (65                | ) 234   | (119              | ) 135    |   |
| Income tax benefit (expense)  | 18                 | (82     | ) 42              | (47      | ) |
|   | (47                | ) 152   | (77               | ) 88     |   |
| Comprehensive income  | 4,264              | 5,240   | 13,804            | 16,715   |   |
| Comprehensive loss (income) attributable to noncontrolling interest in subsidiary | (45                | ) 116   | 51                | 326      |   |
| Comprehensive income attributable to Era Group Inc.                               | \$4,219            | \$5,356 | \$13,855          | \$17,041 |   |



The accompanying notes are an integral part of these condensed consolidated financial statements.

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ERA GROUP INC.

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(unaudited, in thousands)

|   | Common<br>Stock | Additional<br>Paid-In<br>Capital | Retained<br>Earnings | Treasury<br>Shares | Accumulated<br>Other<br>Comprehensive<br>Income | Non-<br>controlling<br>Interest In<br>Subsidiary | Total<br>Equity |
|---|-----------------|----------------------------------|----------------------|--------------------|---|--|-----------------|
| December 31, 2013                               | \$202           | \$421,310                        | \$14,680             | \$(113 )           | \$176   | \$(194 )   | \$436,061       |
| Issuance of common stock:                       |                 |                                  |                      |                    |   |  |                 |
| Restricted stock grants                         | 2               | (2 )                             | —                    | —                  | —   | —  | —               |
| Exercise of stock options                       | —               | 320                              | —                    | —                  | —   | —  | 320             |
| Employee Stock Purchase Plan                    | —               | 1,138                            | —                    | —                  | —   | —  | 1,138           |
| Share award amortization                        | —               | 3,564                            | —                    | —                  | —   | —  | 3,564           |
| Stock option amortization                       | —               | 1,345                            | —                    | —                  | —   | —  | 1,345           |
| Employee Stock Purchase Plan<br>amortization    | —               | 217                              | —                    | —                  | —   | —  | 217             |
| Cancellation of restricted stock                | —               | 256                              | —                    | (434 )             | —   | —  | (178 )          |
| Tax benefit from share award<br>plans           | —               | 382                              | —                    | —                  | —   | —  | 382             |
| Net income (loss)                               | —               | —                                | 13,932               | —                  | —   | (51 )  | 13,881          |
| Currency translation<br>adjustments, net of tax | —               | —                                | —                    | —                  | (77 )   | —  | (77 )           |
| September 30, 2014                              | \$204           | \$428,530                        | \$28,612             | \$(547 )           | \$99  | \$(245 )   | \$456,653       |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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## ERA GROUP INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited, in thousands)

|   | Nine Months Ended<br>September 30, |           |
|---|------------------------------------|-----------|
|   | 2014                               | 2013      |
| Net cash provided by operating activities                     | \$61,966                           | \$48,399  |
| Cash flows from investing activities:                         |                                    |           |
| Purchases of property and equipment                           | (63,966                            | ) (48,223 |
| Proceeds from disposition of property and equipment           | 7,020                              | 59,976    |
| Investments in and advances to equity investees               | (125                               | ) —       |
| Proceeds from sale of interest in equity investees            | 6,381                              | —         |
| Principal payments on notes due from equity investees         | 474                                | 856       |
| Principal payments on third party notes receivable            | 424                                | 592       |
| Escrow deposits, net  | —                                  | (9,900    |
| Net cash provided by (used in) investing activities           | (49,792                            | ) 3,301   |
| Cash flows from financing activities:                         |                                    |           |
| Payments on long-term debt                                    | (2,187                             | ) (52,091 |
| Proceeds from issuance of long-term debt                      | —                                  | 15,000    |
| Revolving Credit Facility issuance costs                      | (2,446                             | ) —       |
| Proceeds from exercise of stock options                       | 320                                | 527       |
| Proceeds from Employee Stock Purchase Plan                    | 1,138                              | —         |
| Dividends paid on Series A preferred stock                    | —                                  | (4,953    |
| Proceeds from SEACOR on the settlement of stock options       | —                                  | 706       |
| Net cash used in financing activities                         | (3,175                             | ) (40,811 |
| Effects of exchange rate changes on cash and cash equivalents | 23                                 | 123       |
| Net increase in cash and cash equivalents                     | 9,022                              | 11,012    |
| Cash and cash equivalents, beginning of period                | 31,335                             | 11,505    |
| Cash and cash equivalents, end of period                      | \$40,357                           | \$22,517  |
| Supplemental cash flow information:                           |                                    |           |
| Cash paid during the period for:                              |                                    |           |
| Interest, net of amounts capitalized                          | \$6,417                            | \$9,923   |
| Income taxes  | \$734                              | \$52      |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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ERA GROUP INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

## 1. BASIS OF PRESENTATION AND ACCOUNTING POLICY

The condensed consolidated financial statements include the accounts of Era Group Inc. and its consolidated subsidiaries (collectively referred to as the “Company”). The condensed consolidated financial information for the three and nine months ended September 30, 2014 and 2013 has been prepared by the Company and has not been audited by its independent registered public accounting firm. In the opinion of management, all adjustments (consisting of normal recurring adjustments) have been made to fairly present the Company’s financial position as of September 30, 2014, its results of operations for the three and nine months ended September 30, 2014 and 2013, its comprehensive income for the three and nine months ended September 30, 2014 and 2013, its changes in equity for the nine months ended September 30, 2014, and its cash flows for the nine months ended September 30, 2014 and 2013. Results of operations for the interim periods presented are not necessarily indicative of operating results for the full year or any future periods.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States (“U.S.”) have been condensed or omitted. These condensed consolidated financial statements should be read in conjunction with the financial statements and related notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013. Unless the context otherwise indicates, any reference in this Quarterly Report on Form 10-Q to the “Company” refers to Era Group Inc. and its consolidated subsidiaries and any reference in this Quarterly Report on Form 10-Q to “Era Group” refers to Era Group Inc.

Prior to January 31, 2013, the Company was wholly owned by SEACOR Holdings Inc. (along with its other majority-owned subsidiaries being collectively referred to as “SEACOR”) and represented SEACOR’s aviation services business segment. On January 31, 2013, SEACOR completed a spin-off by means of a dividend to SEACOR’s stockholders of all of the Company’s issued and outstanding common stock (the “Spin-off”). Era Group is now an independent company with its common stock listed on the New York Stock Exchange under the symbol “ERA.” In connection with the Spin-off, the Company entered into an Amended and Restated Transition Services Agreement with SEACOR. Under the terms of the Amended and Restated Transition Services Agreement, SEACOR continues to provide the Company with certain support services, for up to two years from the effective date of the Spin-off, including information systems support, cash disbursement support, cash receipt processing and treasury management. Certain of the Company’s operations are subject to seasonal factors. Operations in the U.S. Gulf of Mexico are often at their highest levels from April to September, as daylight hours increase, and are at their lowest levels from November to February, as daylight hours decrease. The Company’s Alaskan operations also see an increase during May to September, as its firefighting and flightseeing operations occur during this time and daylight hours are significantly longer.

**Basis of Consolidation.** The consolidated financial statements include the accounts of Era Group Inc., its wholly-owned subsidiaries and entities that meet the criteria of Variable Interest Entities (“VIEs”) of which the Company is the primary beneficiary. All significant inter-company accounts and transactions are eliminated in consolidation. Era do Brazil LLC is a VIE of which the Company is the primary beneficiary. Aeróleo Taxi Aereo S/A (“Aeróleo”) meets the criteria of a VIE, however, the Company is not the primary beneficiary.

**Revenue Recognition.** The Company recognizes revenues when they are realized or realizable and earned. Revenues are realized or realizable and earned when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the price to the buyer is fixed or determinable, and collectability is reasonably assured. Revenues that do not meet these criteria are deferred until the criteria are met. Deferred revenues, the balance of which is offset in receivables, and related activity during the three and nine months ended September 30, 2014 and 2013, were as follows (in thousands):

| Three Months Ended<br>September 30, | Nine Months Ended<br>September 30, |
|-------------------------------------|------------------------------------|
|-------------------------------------|------------------------------------|

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|                                       | 2014     | 2013     | 2014      | 2013      |
|---------------------------------------|----------|----------|-----------|-----------|
| Balance at beginning of period        | \$28,477 | \$15,620 | \$24,243  | \$8,953   |
| Revenues deferred during the period   | 8,861    | 9,362    | 25,773    | 27,571    |
| Revenues recognized during the period | (7,837   | ) (4,713 | ) (20,515 | ) (16,255 |
| Balance at end of period              | \$29,501 | \$20,269 | \$29,501  | \$20,269  |

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As of September 30, 2014, deferred revenues included \$27.8 million related to dry-lease revenues for certain helicopters leased by the Company to Aeróleo, its Brazilian joint venture. The deferral originated from difficulties experienced by Aeróleo following Petróleo Brasileiro S.A.'s ("Petrobras Brazil") cancellation of certain contract awards for a number of AW139 medium helicopters under dry-lease from the Company, and the deferral continues as a result of financial difficulties at Aeróleo. The Company will recognize revenues as cash is received or earlier should future collectability become reasonably assured. All costs and expenses related to these dry-leases were recognized as incurred.

As of September 30, 2014, deferred revenues also included \$1.7 million related to dry-lease revenues for certain helicopters leased by the Company to a customer in India. The deferral resulted from the customer having its operating certificate revoked for a period of time and therefore being unable to operate. The certificate has since been reinstated but uncertainty remains regarding the collectability of the dry-lease revenues due to the customer's short-term liquidity issues. The Company will recognize revenues as cash is received or earlier should future collectability become reasonably assured. All costs and expenses related to these dry-leases were recognized as incurred.

Receivables. Customers are primarily major integrated and independent exploration and production companies, hospitals, international helicopter operators and the U.S. government. Customers are typically granted credit on a short-term basis and related credit risks are considered minimal. The Company routinely reviews its receivables and makes provisions for probable doubtful accounts; however, those provisions are estimates and actual results could differ from those estimates and those differences may be material. Receivables are deemed uncollectible and removed from receivables and the allowance for doubtful accounts when collection efforts have been exhausted. During the second quarter of 2014, the Company recorded a pre-tax \$2.5 million impairment on a note receivable extended as a loan to a foreign company to facilitate the establishment of a helicopter operating certificate in connection with the joint submission of bids for international contracts.

New Accounting Standards. In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09 - Revenue From Contracts With Customers, which will base revenue recognition on the contract between a vendor and customer and will require reporting entities to allocate the transaction price to various performance obligations in a contract and recognize revenues when those performance obligations are satisfied. ASU 2014-09 will be effective for annual periods beginning after December 15, 2016 and any interim periods within that period. Early adoption is not permitted. The Company is currently evaluating the potential impact and the method of the adoption of ASU 2014-09 on its consolidated financial statements.

## 2. FAIR VALUE MEASUREMENTS

The fair value of an asset or liability is the price that would be received to sell an asset or transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company utilizes a fair value hierarchy that maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value and defines three levels of inputs that may be used to measure fair value. Level 1 inputs are quoted prices in active markets for identical assets or liabilities. Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets, quoted prices in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, or inputs derived from observable market data. Level 3 inputs are unobservable inputs that are supported by little or no market activity and are significant to the fair value of the assets or liabilities.

The Company's financial assets and liabilities as of September 30, 2014 and December 31, 2013 that are measured at fair value on a recurring basis were as follows (in thousands):

|                                       | Level 1 | Level 2 | Level 3 |
|---------------------------------------|---------|---------|---------|
| September 30, 2014                    |         |         |         |
| <b>LIABILITIES</b>                    |         |         |         |
| Derivative instruments <sup>(1)</sup> | \$—     | \$1,991 | \$—     |
| December 31, 2013                     |         |         |         |



LIABILITIES

|                                       |     |       |     |
|---------------------------------------|-----|-------|-----|
| Derivative instruments <sup>(1)</sup> | \$— | \$621 | \$— |
|---------------------------------------|-----|-------|-----|

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(1) The fair value of the Company's derivative instruments was estimated using market data gathered by a third party financial institution, adjusted for market and credit risks applicable to the Company.

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The estimated fair values of the Company's other financial assets and liabilities as of September 30, 2014 and December 31, 2013 were as follows (in thousands):

|   | Carrying<br>Amount | Level 1 | Level 2   | Level 3 |
|---|--------------------|---------|-----------|---------|
| September 30, 2014                        |                    |         |           |         |
| LIABILITIES                               |                    |         |           |         |
| Long-term debt, including current portion | \$280,177          | \$—     | \$295,995 | \$—     |
| December 31, 2013                         |                    |         |           |         |
| LIABILITIES                               |                    |         |           |         |
| Long-term debt, including current portion | \$282,178          | \$—     | \$297,399 | \$—     |

The carrying values of cash and cash equivalents, receivables, notes receivable from other business ventures and accounts payable approximate fair value. The fair value of the Company's long-term debt was estimated using discounted cash flow analyses based on estimated current rates for similar types of arrangements. Considerable judgment was required in developing certain of the estimates of fair value and, accordingly, the estimates presented herein are not necessarily indicative of the amounts that the Company could realize in a current market exchange.

### 3. DERIVATIVE INSTRUMENTS

In 2011, the Company entered into two interest rate swap agreements maturing in 2015 that call for the Company to pay fixed interest rates of 1.29% and 1.76% on an aggregate notional value of \$28.2 million, which decreases each month by the amount of principal payments made on the note, and receive a variable interest rate based on LIBOR on these notional values. The general purpose of these interest rate swap agreements is to provide protection against increases in interest rates, which might lead to higher interest costs for the Company. The fair value of these derivative instruments as of September 30, 2014 and December 31, 2013 was a liability of \$0.4 million and \$0.6 million, respectively. The Company recognized immaterial gains on these derivative instruments for the three months ended September 30, 2014 and 2013 and gains of \$0.2 million and \$0.3 million for the nine months ended September 30, 2014 and 2013, respectively. These gains are included in derivative losses, net, on the condensed consolidated statements of operations.

From time to time, the Company enters into forward exchange option contracts to hedge against foreign currency payment commitments and anticipated transaction exposures. All derivatives are recognized as assets or liabilities and marked to fair value each period. The Company does not use financial instruments for trading or speculative purposes. None of the Company's derivative instruments contain credit-risk-related contingent features, and counterparties to the derivative contracts are high credit quality financial institutions.

The Company entered into forward contracts during the second quarter of 2014 to mitigate its exposure to exchange rate fluctuations on euro-denominated aircraft purchase commitments. The Company has not designated these contracts as hedges for accounting purposes. The Company recorded an unrealized loss of \$1.5 million and \$1.6 million on these derivative instruments during the three and nine months ended September 30, 2014, respectively. These losses are included in derivative losses, net, in the condensed consolidated statements of operations. At the time of settlement of a forward contract, realized gains or losses, if any, are recorded in foreign currency gains (losses), net in the condensed consolidated statements of operations.

### 4. ESCROW DEPOSITS

From time to time, the Company enters into Qualified Exchange Accommodation Agreements with a third party to meet the like-kind exchange requirements of Section 1031 of the Internal Revenue Code ("IRC") and the provisions of Revenue Procedure 2000-37. In accordance with these provisions, the Company is permitted to deposit proceeds from the sale of assets into escrow accounts for the purpose of acquiring other assets and qualifying for the temporary deferral of taxable gains realized. Consequently, the Company establishes escrow accounts with financial institutions for the deposit of funds received on sales of equipment, which are designated for replacement property within a specified period of time. As of September 30, 2014 and December 31, 2013, there were no deposits in like-kind exchange escrow accounts.

In March 2014 and May 2014, the Company sold two B212 medium helicopters for cash proceeds totaling \$6.4 million, net of fees. The sales transactions were treated as tax-free like-kind exchanges for tax purposes under Section 1031 of the IRC whereby proceeds are held by a qualified intermediary until qualified assets are delivered. A qualifying property was not identified for the March 2014 sale prior to the expiration of the required 45-day period subsequent to the closing date. As a result, the proceeds of \$3.0 million were returned to the Company, and the sale was treated as a taxable event. The Company identified a

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qualifying property for the May 2014 sale within the required 45-day period subsequent to the closing date, and the like-kind exchange was completed prior to expiration of the required 180-day period subsequent to the closing date.

**5. ACQUISITIONS AND DISPOSITIONS**

**Capital Expenditures.** During the nine months ended September 30, 2014, capital expenditures were \$64.0 million and consisted primarily of helicopter acquisitions and deposits on future helicopter deliveries. The Company records helicopter acquisitions in property and equipment and places helicopters in service once all completion work has been finalized and helicopters are ready for use. During the three and nine months ended September 30, 2014, the Company capitalized interest of \$1.0 million and \$3.0 million, respectively. During the three and nine months ended September 30, 2013, the Company capitalized interest of \$0.2 million and \$0.6 million, respectively. As of September 30, 2014 and December 31, 2013, construction in progress, which is a component of property and equipment, included capitalized interest of \$3.3 million and \$1.4 million, respectively. A summary of changes to our operating helicopter fleet during the nine months ended September 30, 2014 is as follows:

**Equipment Additions -** The Company placed four AW139 helicopters into service, all of which were delivered in the current year.

**Equipment Dispositions -** During the three months ended September 30, 2014, there were no significant equipment dispositions. During the three months ended September 30, 2013, the Company sold or otherwise disposed of property and equipment for proceeds \$10.2 million and recognized gains of \$2.6 million. During the nine months ended September 30, 2014 and 2013, the Company sold or otherwise disposed of property and equipment for proceeds of \$7.0 million and \$60.0 million, respectively, and recognized gains of \$6.1 million and \$17.8 million, respectively.

**Sale of Interest in Joint Venture.** Effective July 24, 2014, the Company sold its 51% interest in Lake Palma, S.L. (“Lake Palma”) to its joint venture partner, Fumigacion Aerea Andaluza S.A. (“FAASA”), for a purchase price of \$9.3 million and recognized a gain of \$1.5 million in equity earnings, net of taxes. In connection with the transaction, the Company assigned debt obligations of \$2.9 million due to Lake Palma to FAASA, and the balance of the purchase price was funded in cash.

**6. INCOME TAXES**

The Company’s effective income tax rates were 48.7% and 37.3% for the three months ended September 30, 2014 and 2013, respectively, and 41.3% and 36.9% for the nine months ended September 30, 2014 and 2013, respectively. The effective tax rate was impacted by changes in the state tax apportionment related to updates to the Company’s 2013 U.S. tax return.

**7. LONG-TERM DEBT**

The Company’s borrowings were as follows (in thousands):

|  | September 30, 2014 | December 31, 2013 |
|--|--------------------|-------------------|
| 7.750% senior notes (excluding unamortized discount) | \$200,000          | \$200,000         |
| Senior secured revolving credit facility             | 55,000             | 55,000            |
| Promissory notes                                     | 28,123             | 30,311            |
|  | 283,123            | 285,311           |
| Less: portion due with one year                      | (2,787             | ) (2,787          |
| Less: debt discount, net                             | (2,946             | ) (3,133          |
| Total long-term debt                                 | \$277,390          | \$279,391         |

**7.750% Senior Notes.** On December 7, 2012, Era Group issued \$200.0 million aggregate principal amount of its 7.750% senior unsecured notes due December 15, 2022 (the “7.750% Senior Notes”) and received net proceeds of \$191.9 million. Interest on the 7.750% Senior Notes is payable semi-annually in arrears on June 15 and December 15 of each year.

**Amended and Restated Senior Secured Revolving Credit Facility.** On March 31, 2014, Era Group entered into an amended and restated senior secured revolving credit facility (the “Revolving Credit Facility”) that matures in March 2019. The Revolving Credit Facility provides Era Group with the ability to borrow up to \$300.0 million with a sub-limit of up to \$50.0 million for letters of credit and amends and restates the \$200.0 million senior secured revolving credit facility (the “Prior Credit Facility”). Subject to the satisfaction of certain conditions precedent and the agreement by the lenders, the Revolving Credit Facility includes an “accordion” feature which, if exercised, will

increase total commitments by up to \$100.0 million. Era Group's availability under the Revolving Credit Facility may be limited by the terms of the 7.750% Senior Notes. Advances under the Revolving Credit Facility at the closing were used to refinance indebtedness incurred under the Prior Credit Facility.

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Borrowings under the Revolving Credit Facility bear interest at a rate per annum equal to, at Era Group's election, either a base rate or LIBOR, each as defined, plus an applicable margin. The applicable margin is based on the Company's ratio of funded debt to EBITDA, as defined, and ranges from 75 to 200 basis points on the base rate margin and 175 to 300 basis points on the LIBOR margin. The applicable margin as of September 30, 2014 was 75 basis points on the "base rate" margin and 175 basis points on the LIBOR margin. In addition, the Company is required to pay a quarterly commitment fee based on the average unfunded portion of the committed amount at a rate based on the Company's ratio of funded debt to EBITDA, as defined, that ranges from 37.5 to 50 basis points. As of September 30, 2014, the commitment fee was 37.5 basis points.

The obligations under the Revolving Credit Facility are secured by a portion of the Company's helicopter fleet and the Company's other tangible and intangible assets and are guaranteed by Era Group's wholly owned U.S. subsidiaries. The Revolving Credit Facility contains various restrictive covenants including interest coverage, funded debt to EBITDA, and fair market value of mortgaged helicopters plus accounts receivable and inventory to funded debt, as well as other customary covenants including certain restrictions on the Company's ability to enter into certain transactions, including those that could result in the incurrence of additional indebtedness and liens, the making of loans, guarantees or investments, sales of assets, payments of dividends or repurchases of capital stock, and entering into transactions with affiliates.

As of September 30, 2014, Era Group had \$55.0 million of outstanding borrowings under the Revolving Credit Facility, and the remaining availability was \$244.3 million, net of issued letters of credit of \$0.7 million. In connection with the amendment of the Revolving Credit Facility, Era Group incurred debt issuance costs of \$2.4 million. Such costs are included in other assets on the condensed consolidated balance sheets and are amortized to interest expense in the condensed consolidated statements of operations over the life of the Revolving Credit Facility.

Promissory Notes. During the nine months ended September 30, 2014, Era Group made scheduled payments on other long-term debt of \$2.2 million.

#### 8. COMMITMENTS AND CONTINGENCIES

Fleet. The Company's unfunded capital commitments as of September 30, 2014 consisted primarily of agreements to purchase helicopters and totaled \$290.1 million, of which \$67.5 million is payable during the remainder of 2014 with the balance payable through 2017. The Company also had \$2.2 million of deposits paid on options not yet exercised. The Company may terminate \$136.0 million of its total commitments (inclusive of deposits paid on options not yet exercised) without further liability other than liquidated damages of \$9.0 million in the aggregate.

Included in these commitments are orders to purchase ten AW189 heavy helicopters, four S92 heavy helicopters and five AW169 light twin helicopters. The AW189 helicopters are scheduled to be delivered in 2014 through 2017. The S92 helicopters are scheduled to be delivered in 2015 through 2017. Delivery dates for the AW169 helicopters have yet to be determined. In addition, the Company had outstanding options to purchase up to an additional ten AW189 helicopters, five S92 helicopters, and three AW139 helicopters. If these options were exercised, the helicopters would be scheduled for delivery beginning in 2015 through 2018.

Other. In the normal course of its business, the Company becomes involved in various litigation matters including, among other things, claims by third parties for alleged property damages and personal injuries. Management has used estimates in determining the Company's potential exposure to these matters and has recorded reserves in its financial statements related thereto where appropriate. It is possible that a change in the Company's estimates of that exposure could occur, but the Company does not expect such changes in estimated costs would have a material effect on its consolidated financial position, results of operations or cash flows.

In April 2014, the Company entered into a settlement agreement with Airbus Helicopters (formerly Eurocopter), a division of Airbus Group (formerly European Aeronautic Defense and Space Company), with respect to the extended suspension of operations of EC225 heavy helicopters in 2012 and 2013. The settlement agreement provides for certain service and product credit discounts, including credits that will be available to the Company for a period of four years from the date of the agreement to be applied against support services available from Airbus Helicopters covering spare parts, repair and overhaul, service bulletins, technical assistance or any other services available from Airbus Helicopters. The Company expects to be able to apply such service credits over the following one to two years, and such credits will be recognized in the Company's statements of operations as a reduction in operating expenses in the

periods utilized. During the three and nine months ended September 30, 2014, the Company utilized credits in the amount of \$1.4 million and \$3.0 million, respectively.

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## 9. EARNINGS PER COMMON SHARE

Basic earnings per common share of the Company are computed based on the weighted average number of common shares issued and outstanding during the relevant periods. Diluted earnings per common share of the Company are computed based on the weighted average number of common shares issued and outstanding plus the effect of potentially dilutive securities through the application of the if-converted method and/or treasury method. Dilutive securities for this purpose assumes all common shares have been issued and outstanding during the relevant periods pursuant to the conversion of all outstanding Series A preferred stock, restricted stock grants have vested and common shares have been issued pursuant to the exercise of outstanding stock options.

Computations of basic and diluted earnings per common share of the Company were as follows (in thousands, except share and per share data):

|  | Three Months Ended |            | Nine Months Ended |            |
|--|--------------------|------------|-------------------|------------|
|  | September 30,      |            | September 30,     |            |
|  | 2014               | 2013       | 2014              | 2013       |
| Net income attributable to common shares <sup>(1)</sup>  | \$4,213            | \$5,136    | \$13,752          | \$16,092   |
| Shares:  |                    |            |                   |            |
| Weighted average number of common shares outstanding—basic   | 20,098,239         | 19,918,876 | 20,039,609        | 20,426,277 |
| Assumed conversion of Series A Preferred Stock <sup>(2)</sup>  | —                  | —          | —                 | —          |
| Net effect of dilutive stock options and restricted stock awards based on the treasury stock method <sup>(3)</sup> | 65,751             | 41,577     | 68,790            | 37,518     |
| Weighted average number of common shares outstanding—diluted   | 20,163,990         | 19,960,453 | 20,108,399        | 20,463,795 |
| Earnings per common share:   |                    |            |                   |            |
| Basic  | \$0.21             | \$0.26     | \$0.69            | \$0.79     |
| Diluted  | \$0.21             | \$0.26     | \$0.68            | \$0.79     |

Excludes net income attributable to unvested restricted common shares of \$53 and \$68 for the three months ended (1) September 30, 2014 and 2013, respectively, and \$180 and \$140 for the nine months ended September 30, 2014 and 2013, respectively.

Excludes weighted average common shares of 0 for the three months ended September 30, 2014 and 2013 and 0 (2) and 905,430 for the nine months ended September 30, 2014 and 2013, respectively, that were issuable upon the conversion of Series A preferred stock as the effect of their inclusion in the computation would have been antidilutive.

Excludes weighted average common shares of 45,000 and 207,560 for the three months ended September 30, 2014 (3) and 2013, respectively, and 31,978 and 139,562 for the nine months ended September 30, 2014 and 2013, respectively, for certain share awards as the effect of their inclusion would have been antidilutive.



Table of Contents**10. RELATED PARTY TRANSACTIONS**

Prior to the Spin-off, as part of a consolidated group, certain costs and expenses of the Company were borne by SEACOR and charged to the Company. These costs and expenses were included in both operating expenses and administrative and general expenses through January 2013. In conjunction with the Spin-off, the Company entered into an Amended and Restated Transition Services Agreement with SEACOR. Subsequent to January 2013, these costs are classified in administrative and general expenses and are summarized as follows (in thousands):

|  | Three Months Ended<br>September 30, |       | Nine Months Ended<br>September 30, |         |
|--|-------------------------------------|-------|------------------------------------|---------|
|  | 2014                                | 2013  | 2014                               | 2013    |
| Payroll costs for SEACOR personnel assigned to the Company and participation in SEACOR employee benefit plans, defined contribution plan and share award plans | \$—                                 | \$—   | \$—                                | \$5     |
| Shared services allocation for administrative support  | —                                   | —     | —                                  | 299     |
| Shared services under the Amended and Restated Transition Services Agreement   | 750                                 | 843   | 2,298                              | 2,248   |
|  | \$750                               | \$843 | \$2,298                            | \$2,552 |

As of September 30, 2014, the Company had a payable due to SEACOR of \$0.3 million. During the nine months ended September 30, 2014 and 2013, the Company recorded management fees due to SEACOR of \$0 and \$0.2 million, respectively.

**11. SHARE-BASED COMPENSATION**

Transactions in connection with the Company's share-based compensation plans during the nine months ended September 30, 2014 were as follows:

|   |           |
|---|-----------|
| Director stock awards granted   | 14,364    |
| Restricted stock awards granted   | 112,686   |
| Restricted stock awards canceled  | 8,650     |
| Stock option activities:  |           |
| Outstanding as of December 31, 2013                                     | 328,040   |
| Granted   | 45,000    |
| Exercised   | (15,892)  |
| Forfeited   | —         |
| Expired   | (15,000)  |
| Outstanding as of September 30, 2014                                    | 342,148   |
| Shares available under the 2012 Incentive Plan as of September 30, 2014 | 3,216,598 |
| Shares available under the 2013 ESPP as of September 30, 2014           | 246,914   |

Total share-based compensation expense, which includes stock options, restricted stock and the ESPP, was \$5.2 million for the nine months ended September 30, 2014.

During the nine months ended September 30, 2014, the Company awarded 127,050 shares of restricted stock at an average grant date fair value of \$29.23 per share and granted 45,000 stock options. The following table shows the assumptions used to compute the share-based compensation expense for stock options granted during the nine months ended September 30, 2014:

|   |                    |   |
|---|--------------------|---|
| Risk free interest rate                                   | 1.75               | % |
| Expected life (years)                                     | 5                  |   |
| Volatility  | 39.62              | % |
| Dividend yield  | —                  | % |
| Weighted average exercise price of options granted        | \$29.24 per option |   |
| Weighted average grant-date fair value of options granted | \$10.86 per option |   |



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12. GUARANTORS OF SECURITIES

On December 7, 2012, Era Group issued \$200.0 million aggregate principal amount of its 7.750% Senior Notes. Era Group's payment obligations under the 7.750% Senior Notes are jointly and severally guaranteed by all of its existing 100% owned U.S. subsidiaries that guarantee the Revolving Credit Facility and its future U.S. subsidiaries that guarantee the Revolving Credit Facility or other material indebtedness Era Group may incur in the future (the "Guarantors"). All the Guarantors currently guarantee the Revolving Credit Facility, and the guarantees of the Guarantors are full and unconditional and joint and several. Era Group has no independent assets or operations, and subsidiaries of Era Group other than the Guarantors are minor. In addition, there are no significant restrictions on the ability of Era Group or any Guarantor to obtain funds from its subsidiaries by dividend or loan.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the accompanying unaudited consolidated financial statements as of September 30, 2014 and for the nine months ended September 30, 2014 and 2013, included elsewhere herein, and with our annual report on Form 10-K for the year ended December 31, 2013.

Forward-Looking Statements

This Quarterly Report on Form 10-Q includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements concerning management's expectations, strategic objectives, business prospects, anticipated performance and financial condition and other similar matters involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of results to differ materially from any future results, performance or achievements discussed or implied by such forward-looking statements. Such risks, uncertainties and other important factors include, among others:

- dependence on, and the cyclical nature of, the offshore oil and gas industry;
- dependence on oil and gas exploration and development activity in the areas where the Company operates;
- fluctuations in worldwide prices of and demand for oil and natural gas;
- the ability to successfully expand into other geographic and helicopter service markets;
- the impact of increased United States ("U.S.") and foreign government regulation and legislation, including potential government implemented moratoriums on drilling activities;
- the requirement to engage in competitive processes or expend significant resources with no guaranty of recoupment;
- inherent risks in operating helicopters;
- the failure to maintain an acceptable safety record;
- the grounding of all or a portion of our fleet for extended periods of time or indefinitely;
- reduction or cancellation of services for government agencies;
- reliance on a small number of helicopter manufacturers and suppliers;
- political instability, governmental action, war, acts of terrorism and changes in the economic condition in any foreign country where the Company does business, which may result in expropriation, nationalization, confiscation or deprivation of our assets or result in claims of a force majeure situation;
- declines in the global economy and financial markets;
- foreign currency exposure and exchange controls;
- credit risk exposure;
- the ongoing need to replace aging helicopters;
- reliance on the secondary used helicopter market to dispose of older helicopters;
- reliance on a small number of customers;
- allocation of risk between the Company and its customers;
- liability, legal fees and costs in connection with providing emergency response services;
- risks associated with the Company's debt structure;
- operational and financial difficulties of the Company's joint ventures and partners;
- conflict with the other owners of the Company's non-wholly owned subsidiaries and other equity investees;
- adverse results of legal proceedings;
- adverse weather conditions and seasonality;
- adequacy of insurance coverage;
- the attraction and retention of qualified personnel;
- restrictions on the amount of foreign ownership of the Company's common stock;
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the effect of the Spin-off, including the ability of the Company to recognize the expected benefits from the Spin-off and the Company's dependence on SEACOR's performance under various agreements; and various other matters and factors, many of which are beyond the Company's control.

It is not possible to predict or identify all such factors. Consequently, the foregoing should not be considered a complete discussion of all potential risks or uncertainties. The words "estimate," "project," "intend," "believe," "plan" and similar expressions are intended to identify forward-looking statements. Forward-looking statements speak only as of the date of the document in which they are made. The Company disclaims any obligation or undertaking to provide any updates or revisions to any forward-looking statement to reflect any change in the Company's expectations or any change in events, conditions or circumstances on which the forward-looking statement is based. The forward-looking statements in this Quarterly Report on Form 10-Q should be evaluated together with the many uncertainties that affect the Company's businesses, particularly those discussed

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in greater detail elsewhere herein and in Part I, Item 1A, “Risk Factors” of Era Group’s Annual Report on Form 10-K for the year ended December 31, 2013 and Era Group’s subsequent Quarterly Reports on Form 10-Q and periodic reporting on Form 8-K (if any).

### Overview

Our helicopters are primarily used to transport personnel to, from and between offshore oil and gas installations, drilling rigs and platforms. In addition, our helicopters service other missions including emergency search and rescue, air medical transport, firefighting support and Alaska flightseeing tours. We are one of the largest helicopter operators in the world, and we also provide helicopters and related services to third-party helicopter operators. In addition to our U.S. customers, we currently have customers in Brazil, India, Norway, Spain, Sweden and the United Kingdom. We charter the majority of our helicopters through master service agreements, subscription agreements, day-to-day charter arrangements and dry-leases. Master service agreements and subscription agreements typically require a fixed monthly fee plus incremental payments based on hours flown. These agreements have fixed terms ranging from one month to five years and generally may be canceled by providing 30 days’ notice. Day-to-day charter arrangements call for either a combination of a daily fixed fee plus a charge based on hours flown or an hourly rate with a minimum number of hours to be charged daily. Dry-leases require a fixed monthly fee for the customer’s right to use the helicopter and, where applicable, a charge based on hours flown as compensation for any maintenance, parts, and/or personnel support that we may provide to the customer. Dry-leases generally run from two to five years with no early cancellation provisions. Air medical services are provided under contracts with hospitals that typically include a fixed monthly and hourly rate structure. With respect to flightseeing operations, we allocate block space to cruise lines and seats are sold directly to customers. We also operate a fixed based operation (“FBO”) at Ted Stevens Anchorage International Airport that sells fuel on an ad-hoc basis and leases storage space.

Certain of our operations are subject to seasonal factors. Operations in the U.S. Gulf of Mexico are often at their highest levels from April to September, as daylight hours increase, and are at their lowest levels from November to February, as daylight hours decrease. Our Alaskan operations also see an increase during May to September, as our firefighting and flightseeing operations occur during this time and daylight hours are significantly longer.

### Recent Events

#### Aeróleo Update

Since the acquisition of our interest in Aeróleo Taxi Aereo S/A (“Aeróleo”), it has faced several challenges with respect to generating revenues from the helicopters that are dry-leased from us. In July 2011, we entered into dry-leases with Aeróleo and mobilized AW139 medium helicopters in response to notification that Aeróleo was successful in its bid to place them on contract with Petroelo Brasileiro S.A. (“Petrobras Brazil”). In August 2011, Petrobras Brazil canceled the award for these AW139 helicopters in response to an accident involving an AW139 helicopter on contract with Petrobras Brazil from one of Aeróleo’s competitors. As a result, four of the AW139 helicopters under dry-lease to Aeróleo remained idle from August 2011 until late November 2012. In November 2012, in response to the suspension of the use of EC225 heavy helicopters, Petrobras Brazil contracted with Aeróleo to utilize these four AW139 helicopters. This contract ended on November 30, 2013 after the EC225 helicopters returned to service. These AW139 helicopters are scheduled to begin multi-year contracts with Petrobras Brazil commencing in late 2014, but are not currently under contract following the termination of the emergency tender contract.

During the suspension period, Petrobras Brazil alleged that the EC225 helicopters could not meet the terms of the contract and unilaterally attempted to suspend its EC225 helicopter contracts with Aeróleo and the other operators in Brazil from April 1, 2013 through the duration of the EC225 helicopter suspension. Aeróleo did not receive monthly payments for its EC225 helicopters under contract with Petrobras Brazil from April through late September and October, 2013. Aeróleo’s EC225 helicopters resumed flight operations as of November 2013.

Another Aeróleo customer, OGX Petroleo & Gas Participacoes SA (“OGX”), has experienced financial difficulties and has filed for bankruptcy protection. These financial difficulties could impair OGX’s ability to pay its receivables to Aeróleo, which could, in turn, impair Aeróleo’s ability to make its dry-lease payments owed to us and impact our revenues. We currently recognize revenues from Aeróleo only as cash is received.

In March 2012, we recorded an impairment charge of \$5.9 million, net of tax, on our investment in and advances to Aeróleo resulting in a write-down of our investment to zero. As of September 30, 2014, we have deferred the

recognition of \$27.8 million of revenues owed by Aeróleo as a result of Aeróleo's financial difficulties. Aeróleo's partners have contributed \$9.2 million of shareholder debt to Aeróleo since March 2012 to help address Aeróleo's financial challenges. A continuation of any combination of these financial difficulties taken separately or together, may impede Aeróleo's ability to pay for equipment leased from us, necessitate an infusion of capital from us to allow Aeróleo to continue to operate and, as a result, adversely impact our results of operations.

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On February 15, 2014, definitive agreements were executed with respect to the transfer to a third party of the 50% economic interest and 80% voting interest held by the Company's partner in Aeróleo. As consideration for the transfer of interests and the other terms and conditions of the transaction, Aeróleo will be required to make payments to affiliates of the transferring partner in the form of severance and partial repayment of shareholder loans that will likely require a capital infusion by the Company of approximately \$2.0 million. The transaction remains subject to customary closing conditions, including approval of the court administering the estate of the beneficial owner of the Company's partner in Aeróleo. Due to delays in obtaining such judicial approval, the transaction is now expected to close in the first half of 2015. As a result of the transaction, the Company may be required to consolidate the financial results of Aeróleo in its financial statements following the consummation of the transactions.

Fleet Update

As of September 30, 2014, we had unfunded capital commitments consisting primarily of agreements to purchase helicopters totaling \$290.1 million, including ten AW189 heavy helicopters, four S92 heavy helicopters and five AW169 light twin helicopters. The AW189 helicopters are scheduled to be delivered in 2014 through 2017. The S92 helicopters are scheduled to be delivered in 2015 through 2017. Delivery dates for the AW169 helicopters have yet to be determined. In addition, we had outstanding options to purchase up to an additional ten AW189, five S92 helicopters, and three AW139 helicopters. If these options were exercised, the helicopters would be scheduled for delivery beginning in 2015 through 2018. We also have the option to terminate \$136.0 million of our total commitments (inclusive of deposits paid on options not yet exercised) without further liability other than liquidated damages of \$9.0 million in the aggregate.

Following an extended global suspension of EC225 helicopter operations, we phased our EC225 helicopters in the U.S. Gulf of Mexico back into service during the third quarter of 2013. Thereafter, our oil and gas operations in the U.S. Gulf of Mexico benefited from the availability of both our EC225 helicopters and the medium helicopters that were previously servicing EC225 helicopter contracts during the extended suspension. As a result, the rate of increase in oil and gas revenues in the U.S. Gulf of Mexico compared to prior year periods is expected to continue to decelerate in the fourth quarter of fiscal year 2014.

The current spare capacity for our medium helicopters is higher than in recent periods. Spare helicopters include our helicopters other than those under customer contracts, undergoing maintenance or dedicated for charter activity. We are participating in several competitive bids to place some or all of the existing and forecasted spare medium helicopters on contract. If we are not successful in securing sufficient new projects, we may experience a decline in the near-term utilization of our medium helicopters that may impact our near-term financial results. In addition, we may sell certain helicopters on an opportunistic basis consistent with our stated strategy.



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## Results of Operations

|   | Three Months Ended September 30, |        |         |        | Nine Months Ended September 30, |        |          |        |
|---|----------------------------------|--------|---------|--------|---------------------------------|--------|----------|--------|
|   | 2014                             |        | 2013    |        | 2014                            |        | 2013     |        |
|   | \$'000                           | %      | \$'000  | %      | \$'000                          | %      | \$'000   | %      |
| <b>Operating Revenues:</b>  |                                  |        |         |        |                                 |        |          |        |
| United States   | 76,807                           | 85     | 69,373  | 86     | 219,070                         | 85     | 182,377  | 82     |
| Foreign   | 13,703                           | 15     | 11,624  | 14     | 37,463                          | 15     | 40,584   | 18     |
|   | 90,510                           | 100    | 80,997  | 100    | 256,533                         | 100    | 222,961  | 100    |
| <b>Costs and Expenses:</b>  |                                  |        |         |        |                                 |        |          |        |
| <b>Operating</b>  |                                  |        |         |        |                                 |        |          |        |
| Personnel   | 19,413                           | 22     | 18,220  | 22     | 56,986                          | 22     | 52,151   | 23     |
| Repairs and maintenance   | 16,339                           | 18     | 15,097  | 19     | 50,642                          | 20     | 43,977   | 20     |
| Insurance and loss reserves   | 2,188                            | 2      | 2,804   | 3      | 7,256                           | 3      | 8,063    | 4      |
| Fuel  | 7,406                            | 8      | 6,404   | 8      | 20,454                          | 8      | 17,132   | 8      |
| Leased-in equipment   | 320                              | —      | 2,313   | 3      | 877                             | —      | 2,932    | 1      |
| Other   | 8,616                            | 10     | 6,500   | 8      | 22,386                          | 9      | 17,144   | 8      |
|   | 54,282                           | 60     | 51,338  | 63     | 158,601                         | 62     | 141,399  | 64     |
| Administrative and general  | 12,941                           | 14     | 9,683   | 12     | 34,340                          | 13     | 28,362   | 13     |
| Depreciation  | 11,746                           | 13     | 11,340  | 14     | 34,458                          | 13     | 34,432   | 15     |
|   | 78,969                           | 87     | 72,361  | 89     | 227,399                         | 88     | 204,193  | 92     |
| Gains on asset dispositions, net  | 42                               | —      | 2,560   | 3      | 6,072                           | 2      | 17,837   | 8      |
| Operating income  | 11,583                           | 13     | 11,196  | 14     | 35,206                          | 14     | 36,605   | 16     |
| <b>Other income (expense):</b>  |                                  |        |         |        |                                 |        |          |        |
| Interest income   | 130                              | —      | 155     | —      | 418                             | —      | 452      | —      |
| Interest expense  | (3,629)                          | ) (4 ) | (4,394) | ) (5 ) | (11,222)                        | ) (4 ) | (13,739) | ) (6 ) |
| SEACOR management fees  | —                                | —      | —       | —      | —                               | —      | (168)    | ) —    |
| Derivative losses, net  | (1,703)                          | ) (2 ) | (96)    | ) —    | (1,744)                         | ) (1 ) | (78)     | ) —    |
| Note receivable impairment  | —                                | —      | —       | —      | (2,457)                         | ) (1 ) | —        | —      |
| Foreign currency gains (losses), net                                    | (485)                            | ) —    | 409     | —      | (521)                           | ) —    | 465      | —      |
| Other, net  | (3)                              | ) —    | 7       | —      | 10                              | —      | 19       | —      |
|   | (5,690)                          | ) (6 ) | (3,919) | ) (5 ) | (15,516)                        | ) (6 ) | (13,049) | ) (6 ) |
| Income before income tax expense and equity earnings                    | 5,893                            | 7      | 7,277   | 9      | 19,690                          | 8      | 23,556   | 10     |
| Income tax expense  | 2,868                            | 3      | 2,715   | 3      | 8,130                           | 3      | 8,691    | 4      |
| Income before equity earnings   | 3,025                            | 4      | 4,562   | 6      | 11,560                          | 5      | 14,865   | 6      |
| Equity earnings, net of tax   | 1,286                            | 1      | 526     | —      | 2,321                           | 1      | 1,762    | 1      |
| Net income  | 4,311                            | 5      | 5,088   | 6      | 13,881                          | 6      | 16,627   | 7      |
| Net loss (income) attributable to noncontrolling interest in subsidiary | (45)                             | ) —    | 116     | —      | 51                              | —      | 326      | —      |
| Net income attributable to Era Group Inc.                               | 4,266                            | 5      | 5,204   | 6      | 13,932                          | 6      | 16,953   | 7      |
| Accretion of redemption value on Series A Preferred Stock               | —                                | —      | —       | —      | —                               | —      | 721      | —      |
| Net income attributable to common shares                                | 4,266                            | 5      | 5,204   | 6      | 13,932                          | 6      | 16,232   | 7      |



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Operating Revenues by Service Line. The table below sets forth the operating revenues earned by service line for the three and nine months ended September 30, 2014 and 2013.

|                             | Three Months Ended September 30, |     |        |     | Nine Months Ended September 30, |     |         |     |
|-----------------------------|----------------------------------|-----|--------|-----|---------------------------------|-----|---------|-----|
|                             | 2014                             |     | 2013   |     | 2014                            |     | 2013    |     |
|                             | \$'000                           | %   | \$'000 | %   | \$'000                          | %   | \$'000  | %   |
| Operating revenues:         |                                  |     |        |     |                                 |     |         |     |
| Oil and gas: <sup>(1)</sup> |                                  |     |        |     |                                 |     |         |     |
| U.S. Gulf of Mexico         | 52,870                           | 58  | 40,503 | 50  | 153,726                         | 60  | 115,087 | 52  |
| Alaska                      | 7,984                            | 9   | 14,003 | 17  | 23,486                          | 9   | 31,370  | 14  |
| International               | 1,514                            | 2   | 1,248  | 2   | 2,932                           | 1   | 3,540   | 2   |
| Total oil and gas           | 62,368                           | 69  | 55,754 | 69  | 180,144                         | 70  | 149,997 | 68  |
| Dry-leasing                 | 12,392                           | 14  | 10,376 | 13  | 34,734                          | 13  | 37,397  | 17  |
| Search and rescue           | 5,666                            | 6   | 4,614  | 6   | 16,913                          | 7   | 11,347  | 5   |
| Air medical services        | 2,569                            | 3   | 3,288  | 4   | 8,797                           | 3   | 9,605   | 4   |
| Flightseeing                | 4,043                            | 4   | 4,390  | 5   | 6,989                           | 3   | 7,184   | 3   |
| FBO                         | 3,562                            | 4   | 2,671  | 3   | 9,262                           | 4   | 7,748   | 3   |
| Eliminations                | (90                              | ) — | (96    | ) — | (306                            | ) — | (317    | ) — |
|                             | 90,510                           | 100 | 80,997 | 100 | 256,533                         | 100 | 222,961 | 100 |

(1) Primarily oil and gas services, but also includes revenues from activities such as firefighting and utility support.

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## Current Year Quarter compared with Prior Year Quarter

Operating Revenues. Operating revenues were \$9.5 million higher in the three months ended September 30, 2014 (the "Current Year Quarter") compared with the three months ended September 30, 2013 (the "Prior Year Quarter").

Operating revenues from oil and gas operations in the U.S. Gulf of Mexico were \$12.4 million higher in the Current Year Quarter. Operating revenues from heavy helicopters were \$7.0 million higher primarily due to our EC225 helicopters operating for the full Current Year Quarter compared to a partial period of operations in the Prior Year Quarter when EC225 helicopters were phased back into service after the extended global suspension period. Operating revenues from medium helicopters were \$4.1 million higher primarily due to increased charter activity at higher rates. Operating revenues from single engine helicopters were \$0.6 million higher primarily due to higher rates.

Miscellaneous revenues were \$0.9 million higher primarily due to increased rebillable expenses and part sales.

Operating revenues from light twin helicopters were \$0.2 million lower due to decreased utilization.

Operating revenues from oil and gas operations in Alaska were \$6.0 million lower in the Current Year Quarter.

Operating revenues from medium helicopters were \$5.3 million lower due to a smaller fleet count and decreased utilization.

Operating revenues from single engine helicopters were \$0.8 million lower due to decreased utilization.

Miscellaneous revenues were \$0.7 million lower due to reduced rebillable personnel expenses. These decreases were partially offset by an increase in operating revenues from light twin helicopters of \$0.8 million due to increased fleet count.

Operating revenues from international oil and gas operations were \$0.3 million higher in the Current Year Quarter primarily due to higher rates.

Revenues from dry-leasing activities were \$2.0 million higher in the Current Year Quarter primarily due to increased cash collections of \$3.1 million from our Brazilian joint venture, Aeróleo. As noted in the Aeróleo Update above, revenues from Aeróleo are recognized only as cash is received. The increase was partially offset by a \$0.9 million decrease related to leases that ended subsequent to the Prior Year Quarter.

Operating revenues from search and rescue ("SAR") activities were \$1.1 million higher in the Current Year Quarter due to higher subscription rates related to a third SAR helicopter being placed into service. Subsequent to September 30, 2014, we withdrew the third SAR helicopter from service.

Operating revenues from air medical services were \$0.7 million lower in the Current Year Quarter primarily due to contracts that ended subsequent to the Prior Year Quarter.

Operating revenues from flightseeing activities were \$0.3 million lower in the Current Year Quarter due to reduced activity primarily driven by adverse weather conditions.

Operating revenues from fixed based operations ("FBO") activities were \$0.9 million higher in the Current Year Quarter primarily due to increased fuel sales.

Operating Expenses. Operating expenses were \$2.9 million higher in the Current Year Quarter. Personnel expenses were \$1.2 million higher primarily due to pay scale and benefit adjustments and the use of contract labor. Repairs and maintenance expenses were \$1.2 million higher primarily due to a \$2.6 million increase in power-by-hour expense related to our EC225 helicopters returning to service, partially offset by the recognition of a \$1.4 million credit related to the settlement agreement with Airbus Helicopters with respect to the suspension of operations of the EC225 helicopters discussed above. Insurance and loss reserves were \$0.6 million lower primarily due to a reduction in claims and insured values of our helicopter fleet. Fuel expenses were \$1.0 million higher primarily due to increased fuel sales at the FBO. Leased-in equipment expenses were \$2.0 million lower primarily due to a one-time charge in the Prior Year Quarter related to the early termination of operating leases on certain helicopters configured for air medical services. Other expenses were \$2.1 million higher primarily due to a \$1.0 million increase in rebillable expenses including subcontractor fees and parts sales, a \$0.4 million increase in freight costs due to parts movement activity and a \$0.7 million increase in other operating expenses.

Administrative and General. Administrative and general expenses were \$3.3 million higher in the Current Year Quarter. Compensation costs were \$2.5 million higher due to the accelerated amortization of stock options and restricted stock awards and severance expenses related to the resignation of the Chief Executive Officer and \$0.9 million higher primarily due to stock compensation grants and salary adjustments.

Depreciation. Depreciation expense was \$0.4 million higher in the Current Year Quarter primarily due to depreciation on new helicopters placed in service partially offset by helicopters sold subsequent to the Prior Year Quarter.

Gains on Asset Dispositions, Net. During the Current Year Quarter, there were no significant equipment dispositions. During the Prior Year Quarter, we sold helicopters and related equipment for total proceeds of \$10.2 million resulting in gains of \$2.6 million.

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Operating Income. Operating income as a percentage of revenues was 13% in the Current Year Quarter compared with 14% in the Prior Year Quarter. Excluding gains on asset dispositions discussed above, operating income as a percentage of revenues was 13% in the Current Year Quarter compared with 11% in the Prior Year Quarter. The increase was primarily due to the impact of our EC225 helicopters returning to service and the credit related to a settlement agreement with Airbus Helicopters.

Interest Expense. Interest expense was \$0.8 million lower in the Current Year Quarter primarily due to increased capitalized interest related to additional deposits and progress payments on helicopter orders and a base expansion project.

Derivative Losses, Net. Unrealized derivative losses of \$1.7 million in the Current Year Quarter were primarily due to the revaluation to market of foreign exchange forward currency contracts.

Foreign Currency Gains (Losses), Net. Foreign currency losses of \$0.5 million in the Current Year Quarter were primarily due to the strengthening of the United States dollar resulting in losses on our euro denominated balances and a realized loss on a settled foreign exchange forward currency contract.

Equity Earnings, Net of Tax. Equity earnings, net of tax, were \$0.8 million higher in the Current Year Quarter primarily due to the sale of our 51% interest in Lake Palma, S.L. ("Lake Palma") for a gain of \$1.5 million, net of tax, partially offset by reduced earnings from our Dart Holding Company Ltd. ("Dart") joint venture of \$0.4 million.

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## Current Nine Months compared with Prior Nine Months

Operating Revenues. Operating revenues were \$33.6 million higher in the nine months ended September 30, 2014 (the “Current Nine Months”) compared with the nine months ended September 30, 2013 (the “Prior Nine Months”).

Operating revenues from oil and gas operations in the U.S. Gulf of Mexico were \$38.6 million higher in the Current Nine Months. Operating revenues from heavy helicopters were \$24.6 million higher primarily due to our EC225 helicopters returning to service. Operating revenues from medium helicopters were \$9.4 million higher primarily due to increased charter activity at higher rates. Operating revenues from single engine helicopters were \$3.8 million higher due to increased utilization. Miscellaneous revenues were \$1.4 million higher primarily due to increased rebillable expenses and part sales. Operating revenues from light twin helicopters were \$0.6 million lower due to reduced utilization.

Operating revenues from oil and gas operations in Alaska were \$7.9 million lower in the Current Nine Months.

Operating revenues from medium helicopters were \$7.5 million lower due to a smaller fleet count and decreased utilization. Operating revenues from single engine helicopters were \$1.2 million lower due to decreased utilization.

Other revenues were \$1.0 million lower than in the Prior Nine Months which included \$0.7 million for short-term work related to a drill ship running aground. Operating revenues from light twin helicopters were \$1.8 million higher primarily due to increased fleet count and higher rates.

Operating revenues from international oil and gas operations were \$0.6 million lower in the Current Nine Months due to reduced utilization.

Revenues from dry-leasing activities were \$2.7 million lower in the Current Nine Months primarily due to a \$5.3 million decrease related to leases that ended subsequent to the Prior Nine Months, of which \$1.3 million related to helicopters that were subsequently sold. In addition, revenues were lower due to the recognition in the Prior Nine Months of a \$1.1 million penalty related to the early termination of a dry-lease. These decreases were partially offset by increased cash collections of \$2.2 million from a customer in India and \$1.7 million from Aeróleo. As noted above, revenues from both customers are recognized only as cash is received.

Operating revenues from SAR activities were \$5.6 million higher in the Current Nine Months due an increase in the number of subscription customers and higher subscription rates related to a third SAR helicopter being placed into service. Subsequent to September 30, 2014, we withdrew the third SAR helicopter from service.

Operating revenues from air medical services were \$0.8 million lower in the Current Nine Months primarily due to the completion of contracts subsequent to the Prior Nine Months.

Operating revenues from flightseeing activities were \$0.2 million lower in the Current Nine Months due to reduced activity primarily driven by adverse weather conditions.

Operating revenues from FBO activities were \$1.5 million higher in the Current Nine Months primarily due to increased fuel sales.

Operating Expenses. Operating expenses were \$17.2 million higher in the Current Nine Months. Personnel expenses were \$4.8 million higher primarily due to pay scale and benefit adjustments and higher headcount related to increased activity. Repairs and maintenance expenses were \$6.7 million higher primarily due to a \$9.8 million increase related to the timing of repairs and power-by-hour expense from our EC225 helicopters returning to service, partially offset by a \$3.0 million credit related to the settlement agreement with Airbus Helicopters with respect to the suspension of operations of the EC225 helicopters discussed above. Insurance and loss reserves were \$0.8 million lower primarily due to a decrease in insured values of our helicopter fleet. Fuel expenses were \$3.3 million higher primarily due to the EC225 helicopters returning to service and increased fuel sales at the FBO. Leased-in equipment expenses were \$2.1 million lower primarily due to a one-time charge in the Prior Nine Months related to the early termination of operating leases on certain helicopters configured for air medical services. Other expenses were \$5.2 million higher primarily due to a \$2.2 million increase in rebillable subcontractor fees, a \$0.8 million increase in freight costs due to parts movement activity and a \$2.2 million increase in other operating expenses.

Administrative and General. Administrative and general expenses were \$6.0 million higher in the Current Nine Months. Compensation costs were \$2.5 million higher due to the accelerated amortization of stock options and restricted stock expense and severance expenses related to the resignation of the Chief Executive Officer and \$4.0 million higher primarily due to stock compensation grants and salary adjustments. These increases were partially

offset by a reduction of \$0.7 million in professional service fees due to a reduction of outsourced legal fees compared with the Prior Nine Months.

Depreciation. Depreciation expense was consistent with the Prior Nine Months.

Gains on Asset Dispositions, Net. During the Current Nine Months, we sold or otherwise disposed of helicopters and other equipment for proceeds of \$7.0 million, resulting in gains of \$6.1 million. During the Prior Nine Months, we sold helicopters and other equipment for proceeds of \$60.0 million, resulting in gains of \$17.8 million.



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**Operating Income.** Operating income as a percentage of revenues was 14% in the Current Nine Months compared with 16% in the Prior Nine Months. Excluding gains on asset dispositions discussed above, operating income as a percentage of revenues was 11% in the Current Nine Months compared with 8% in the Prior Nine Months. The increase was primarily due to the impact of our EC225 helicopters returning to service, the credit related to a settlement agreement with Airbus Helicopters and the reduction of depreciation expense as a percentage of revenues.

**Interest Expense.** Interest expense was \$2.5 million lower in the Current Nine Months primarily due to increased capitalized interest related to additional deposits and progress payments on helicopter orders and a base expansion project.

**Derivative Losses, Net.** Unrealized derivative losses of \$1.7 million in the Current Nine Months were primarily due to the revaluation to market of foreign exchange forward currency contracts

**Note Receivable Impairment.** Note receivable impairments of \$2.5 million during the Current Nine Months related to a probable loss on a note receivable.

**Foreign Currency Gains (Losses), Net.** Foreign currency losses of \$0.5 million in the Current Nine Months were primarily due to the strengthening of the United States dollar, resulting in losses on our euro denominated balances and realized losses on settled foreign exchange forward currency contracts.

**Income Tax Expense.** Income tax expense was \$0.6 million lower in the Current Nine Months primarily due to lower pre-tax income, partially offset by adjustments to the state tax apportionment.

**Equity Earnings, Net of Tax.** Equity earnings, net of tax, were \$0.6 million higher in the Current Nine Months primarily due to the sale of our 51% interest in Lake Palma for a gain of \$1.5 million, net of tax, partially offset by reduced earnings from our Dart joint venture of \$0.7 million.

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## Fleet Count

The following shows details of our helicopter fleet as of September 30, 2014.

|                      | Owned | Joint<br>Ventured | Leased-in | Managed | Total | Max.<br>Pass. <sup>(1)</sup> | Cruise<br>Speed<br>(mph) | Approx.<br>Range<br>(miles) | Average<br>Age <sup>(2)</sup><br>(years) |
|----------------------|-------|-------------------|-----------|---------|-------|------------------------------|--------------------------|-----------------------------|--|
| Heavy:               |       |                   |           |         |       |                              |                          |                             |  |
| EC225                | 9     | —                 | —         | —       | 9     | 19                           | 162                      | 582                         | 4  |
| Medium:              |       |                   |           |         |       |                              |                          |                             |  |
| AW139                | 38    | 1                 | —         | —       | 39    | 12                           | 173                      | 426                         | 5  |
| B212                 | 9     | —                 | —         | —       | 9     | 11                           | 115                      | 299                         | 36                                       |
| B412                 | 6     | —                 | —         | —       | 6     | 11                           | 138                      | 352                         | 33                                       |
| S76 A++              | 2     | —                 | —         | —       | 2     | 12                           | 155                      | 348                         | 24                                       |
| S76 C+/C++           | 5     | —                 | —         | 1       | 6     | 12                           | 161                      | 348                         | 8  |
|                      | 60    | 1                 | —         | 1       | 62    |                              |                          |                             |  |
| Light—twin engine:   |       |                   |           |         |       |                              |                          |                             |  |
| A109                 | 7     | —                 | —         | 2       | 9     | 7                            | 161                      | 405                         | 8  |
| BK-117               | —     | —                 | 2         | 1       | 3     | 9                            | 150                      | 336                         | N/A                                      |
| EC135                | 17    | —                 | 2         | 1       | 20    | 7                            | 138                      | 288                         | 6  |
| EC145                | 3     | —                 | —         | 2       | 5     | 9                            | 150                      | 336                         | 6  |
|                      | 27    | —                 | 4         | 6       | 37    |                              |                          |                             |  |
| Light—single engine: |       |                   |           |         |       |                              |                          |                             |  |
| A119                 | 17    | —                 | —         | —       | 17    | 7                            | 161                      | 270                         | 8  |
| AS350                | 35    | —                 | —         | —       | 35    | 5                            | 138                      | 361                         | 18                                       |
|                      | 52    | —                 | —         | —       | 52    |                              |                          |                             |  |
| Total Fleet          | 148   | 1                 | 4         | 7       | 160   |                              |                          |                             | 12                                       |

(1) In typical configuration for our operations.

(2) Reflects the average age of helicopters that are owned by us.

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## Liquidity and Capital Resources

## General

Our ongoing liquidity requirements arise primarily from working capital needs, meeting our capital commitments (including the purchase of helicopters and other equipment) and the repayment of debt obligations. In addition, we may use our liquidity to fund acquisitions, repurchase shares or make other investments. Sources of liquidity are cash balances and cash flows from operations and, from time to time, we may obtain additional liquidity through the issuance of equity or debt or through borrowings under our Revolving Credit Facility.

As of September 30, 2014, we had unfunded capital commitments of \$290.1 million, consisting primarily of agreements to purchase helicopters, including ten AW189 heavy helicopters, four S92 heavy helicopters, and five AW169 light twin helicopters. The AW189 helicopters are scheduled to be delivered in 2014 through 2017. The S92 helicopters are scheduled to be delivered in 2015 through 2017. Delivery dates for the AW169 helicopters have yet to be determined. Of these commitments, \$67.5 million are payable in 2014, with the remaining commitments payable through 2017, and \$136.0 million (inclusive of deposits paid on options not yet exercised) may be terminated without further liability to us other than aggregate liquidated damages of \$9.0 million. In addition, we had outstanding options to purchase up to an additional ten AW189 helicopters, five S92 helicopters and three AW139 helicopters. If these options were exercised, the helicopters would be delivered beginning in 2015 through 2018.

We expect to finance the remaining acquisition costs through a combination of cash on hand, cash provided by operating activities and borrowings under our Revolving Credit Facility.

## Summary of Cash Flows

|  | Nine Months Ended September 30, |           |
|--|---------------------------------|-----------|
|  | 2014                            | 2013      |
|  | (in thousands)                  |           |
| Cash flows provided by or (used in):                         |                                 |           |
| Operating activities   | \$61,966                        | \$48,399  |
| Investing activities   | (49,792                         | ) 3,301   |
| Financing activities   | (3,175                          | ) (40,811 |
| Effect of exchange rate changes on cash and cash equivalents | 23                              | 123       |
| Net increase in cash and cash equivalents                    | \$9,022                         | \$11,012  |

## Operating Activities

Cash flows provided by operating activities increased by \$13.6 million in the Current Nine Months compared with the Prior Nine Months. The components of cash flows provided by operating activities during the Current Nine Months and Prior Nine Months were as follows (in thousands):

|   | Nine Months Ended September 30, |          |
|---|---------------------------------|----------|
|   | 2014                            | 2013     |
| Operating income before depreciation and gains on asset dispositions, net                                     | \$63,592                        | \$53,200 |
| Changes in operating assets and liabilities before interest and income taxes                                  | (1,941                          | ) 3,856  |
| Cash settlements on derivative transactions, net  | (755                            | ) (356   |
| Interest paid, excluding capitalized interest of \$3,017 and \$629 in the 2014 and 2013 periods, respectively | (6,417                          | ) (9,923 |
| Income taxes  | (734                            | ) (57    |
| SEACOR management fees  | —                               | (168     |
| Note receivable impairment  | 2,457                           | —        |
| Other   | 5,764                           | 1,847    |
| Total cash flows provided by operating activities   | \$61,966                        | \$48,399 |

Operating income before depreciation and gains on asset dispositions, net was \$10.4 million higher in the Current Nine Months compared with the Prior Nine Months, primarily due to an increase in operating revenues of \$33.6 million, partially offset by an increase in operating expenses and administrative and general expenses of \$17.2 million

and \$6.0 million, respectively. See “Results of Operations” included above for an explanation of the main variances.

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During the Current Nine Months, changes in operating assets and liabilities before interest and income taxes used cash flows of \$1.9 million, primarily due to an increase in receivables partially offset by an increase in accounts payable and accrued expenses. During the Prior Nine Months, changes in operating assets and liabilities before interest and income taxes provided cash flows of \$3.9 million.

Interest paid, excluding capitalized interest, was \$3.5 million lower during the Current Nine Months primarily due to additional deposits and progress payments on helicopter orders and a base expansion project. Interest payments on such funds are capitalized and included in cash used in investing activities on the condensed consolidated statements of cash flows.

Income tax payments were \$0.7 million higher during the Current Nine Months primarily due to tax payments in foreign jurisdictions.

During the Current Nine Months, note receivable impairments were \$2.5 million related to a probable loss on a note receivable.

Cash flows provided by other operating activities were \$3.9 million higher in the Current Nine Months, primarily due to \$4.0 million in equity award amortization.

Investing Activities

During the Current Nine Months, net cash used in investing activities was \$49.8 million primarily as follows:

- Capital expenditures were \$64.0 million, which consisted primarily of helicopter acquisitions and deposits on future helicopter deliveries.

- Proceeds from the disposition of property and equipment were \$7.0 million.

- Proceeds from the sale of interest in equity investees were \$6.4 million.

- Net principal payments on notes due from equity investees were \$0.5 million.

- Net principal payments from third-party notes receivable were \$0.4 million.

During the Prior Nine Months, net cash provided by investing activities was \$3.3 million primarily as follows:

- Proceeds from the disposition of property and equipment were \$60.0 million.

- Capital expenditures were \$48.2 million, which consisted primarily of helicopter acquisitions and deposits on future helicopter deliveries.

- Deposits into escrow for like-kind exchange transactions were \$9.9 million.

- Net principal payments on notes due from equity investees were \$0.9 million.

- Net principal payments from third-party notes receivable were \$0.6 million.

Financing Activities

During the Current Nine Months, net cash used in financing activities was \$3.2 million primarily as follows:

- Issuance costs related to the amended and restated senior secured revolving credit facility (“Revolving Credit Facility”) were \$2.4 million.

- Principal payments on long-term debt were \$2.2 million.

- Proceeds from the Employee Stock Purchase Plan (“ESPP”) were \$1.1 million.

- Proceeds from the exercise of stock options were \$0.3 million.

During the Prior Nine Months, net cash used in financing activities was \$40.8 million primarily as follows:

- Principal payments on long-term debt were \$52.1 million.

- Borrowings on our senior secured revolving credit facility were \$15.0 million.

- Dividends paid on Series A preferred stock were \$5.0 million.

- Proceeds from SEACOR on the settlement of stock options were \$0.7 million.

- Proceeds from the exercise of stock options were \$0.5 million.

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### Amended and Restated Senior Secured Revolving Credit Facility

Our Revolving Credit Facility provides us with the ability to borrow up to \$300.0 million with a sub-limit of up to \$50.0 million for letters of credit and matures in March 2019. Subject to the satisfaction of certain conditions precedent and the agreement by the lenders, the Revolving Credit Facility includes an “accordion” feature which, if exercised, will increase total commitments by up to \$100.0 million. Our availability under the Revolving Credit Facility may be limited by the terms of our 7.750% Senior Notes. As of September 30, 2014, we had the ability to borrow an additional \$244.3 million under the Revolving Credit Facility.

### Senior Notes

On December 7, 2012, we completed an offering of \$200.0 million aggregate principal amount of our 7.750% Senior Notes due December 15, 2022. Interest on the notes is payable semi-annually in arrears on June 15 and December 15 of each year.

### Short and Long-Term Liquidity Requirements

We anticipate that we will generate positive cash flows from operating activities and that these cash flows will be adequate to meet our working capital requirements. During the nine months ended September 30, 2014, our cash provided by operating activities was \$62.0 million. To support our capital expenditure program and/or other liquidity requirements, we may use operating cash flow, cash balances, proceeds from sales of assets, issue debt or equity, borrow under our Revolving Credit Facility or any combination thereof.

Our availability of long-term financing is dependent upon our ability to generate operating profits sufficient to meet our requirements for working capital, capital expenditures and a reasonable return on investment. We believe that earning such operating profits will permit us to maintain access to favorably priced financing arrangements.

Management will continue to closely monitor our liquidity and the capital and other financing markets.

### Off-Balance Sheet Arrangements

On occasion, we and our partners will guarantee certain obligations on behalf of our joint ventures. As of September 30, 2014, we had no such guarantees in place.

### Contractual Obligations and Commercial Commitments

For additional information about the Company's contractual obligations and commercial commitments, refer to “Liquidity and Capital Resources—Contractual Obligations and Commercial Commitments” contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

### Contingencies

In the normal course of our business, we become involved in various litigation matters including, among other things, claims by third parties for alleged property damages and personal injuries. Management has used estimates in determining our potential exposure to these matters and has recorded reserves in its financial statements related thereto as appropriate. It is possible that a change in our estimates related to these exposures could occur, but we do not expect such changes in estimated costs would have a material effect on our consolidated financial position, results of operations or cash flows.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

For additional information about the Company's exposure to market risk, refer to Item 7A, Quantitative and Qualitative Disclosures about Market Risk, contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2013. There has been no significant change in the Company's exposure to market risk during the Current Year Quarter, except as described below.

As of September 30, 2014, we had non-U.S. dollar denominated capital purchase commitments of €143.6 million (\$181.6 million). An adverse change of 10% in the underlying foreign currency exchange rate would increase the U.S. dollar equivalent of the non-hedged purchase commitment by \$18.2 million. As of September 30, 2014, we maintained cash balances of €8.2 million. An adverse change of 10% in the underlying foreign currency exchange rate would reduce net income by \$0.7 million.

## ITEM 4. CONTROLS AND PROCEDURES

With the participation of our Chief Financial Officer, who is currently also serving as Acting Chief Executive Officer, management evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of September 30, 2014. Based on his evaluation, our Acting Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls

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and procedures were effective and operating to provide reasonable assurance that material information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, including ensuring that such material information is accumulated and communicated to our management, including our Acting Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure, as of September 30, 2014.

During the quarter ended September 30, 2014, there were no changes in our internal control over financial reporting that have materially affected or are reasonably likely to materially affect our internal control over financial reporting. We have been evaluating, designing and enhancing controls, including internal controls over financial reporting related to processes that previously were handled by SEACOR and/or will continue for a limited time to be handled by SEACOR under the Amended and Restated Transition Services Agreement, including information systems support, cash disbursement support, cash receipt processing and treasury management, and have been discussing these matters with our independent accountants and the Audit Committee of our Board of Directors. Based on these evaluations and discussions, we are considering what revisions or improvements are necessary in order for us to conclude that our internal controls are effective. We are in the process of identifying areas where there may be a need for improvement in our internal controls, and following such process will design and implement controls and processes to address any issues identified through this review.



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## PART II—OTHER INFORMATION

## ITEM 1A. RISK FACTORS

For additional information about our risk factors, see “Risk Factors” in Item 1A of our 2013 Annual Report on Form 10-K, in Part II, and in our Current Reports on Form 8-K (if any).

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table presents information regarding our repurchases of shares of our Common Stock on a monthly basis during the three months ended September 30, 2014:

|  | Total Number<br>of Shares<br>Repurchased | Average Price<br>Paid Per<br>Share | Total Number of<br>Shares Purchased as<br>Part of Publicly<br>Announced Plans or<br>Programs | Maximum Value of<br>Shares that May Yet<br>be Purchased Under<br>the Plans or<br>Programs <sup>(1)</sup> |
|--|--|------------------------------------|--|--|
| July 1, 2014 - July 31, 2014           | —  | —                                  | —  | —  |
| August 1, 2014 - August 31, 2014       | —  | —                                  | —  | \$25,000,000   |
| September 1, 2014 - September 30, 2014 | —  | —                                  | —  | \$25,000,000   |

<sup>(1)</sup> On August 14, 2014, the Company’s board of directors authorized the repurchase of up to \$25.0 million in value of its common stock from time to time at the discretion of the Company’s executive management.

## ITEM 6. EXHIBITS

|         |  |
|---------|--|
| 10.1    | Separation and Consulting Agreement with Sten L. Gustafson   |
| 31.1    | Certification by the Principal Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act.                             |
| 32.1    | Certification by the Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS | XBRL Instance Document   |
| 101.SCH | XBRL Taxonomy Extension Schema   |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase   |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase  |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase   |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase  |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Era Group Inc. (Registrant)

DATE: November 4, 2014

By: /s/ Christopher S. Bradshaw  
Christopher S. Bradshaw, Acting Chief Executive Officer and  
Chief Financial Officer

DATE: November 4, 2014

By: /s/ Jennifer Whalen  
Jennifer Whalen, Vice President and Chief Accounting Officer

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