

# Howard Weil 41<sup>st</sup> Annual Energy Conference

**Bristow Group Inc.**

March 17-21, 2013



# Forward-looking statements

This presentation may contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements about our future business, operations, capital expenditures, fleet composition, capabilities and results; modeling information, earnings guidance, expected operating margins and other financial projections; future dividends, share repurchase and other uses of excess cash; plans, strategies and objectives of our management, including our plans and strategies to grow earnings and our business, our general strategy going forward and our business model; expected actions by us and by third parties, including our customers, competitors and regulators; the valuation of our company and its valuation relative to relevant financial indices; assumptions underlying or relating to any of the foregoing, including assumptions regarding factors impacting our business, financial results and industry; and other matters. Our forward-looking statements reflect our views and assumptions on the date of this presentation regarding future events and operating performance. They involve known and unknown risks, uncertainties and other factors, many of which may be beyond our control, that may cause actual results to differ materially from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks, uncertainties and other factors include those discussed under the captions “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the fiscal year-ended March 31, 2012 and our Quarterly Report on Form 10-Q for the quarter ended December 31, 2012. We do not undertake any obligation, other than as required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

# Bristow is the leading provider of helicopter services and is a unique investment in oil field services

**Bristow flies crews and light cargo to production platforms, vessels and rigs**

- **~20 countries**
- **556 aircraft**
- **~3,400 employees**
- **Ticker: BRS**
- **Stock price\*: \$59.69/share**
- **Market cap\*: ~\$2.2 billion**
- **Quarterly dividend of \$0.20/share**



\* Based on 36.6 million fully diluted weighted average shares outstanding for the nine months ended 12/31/2012 and stock price as of March 14, 2013.



**ZERO ACCIDENTS / ZERO DOWNTIME / ZERO COMPLAINTS**



# Why Bristow?

- ***Bristow is the largest*** of only two global helicopter providers
- ***Bristow is stable*** as we have long term contracts that serve mostly production
- ***Bristow is growing*** with demand not dependent on economic or commodity cycles
- ***Bristow's asset values are resilient*** even in depressed economic times as there is strong demand for helicopters outside of E&P
- ***Bristow pays*** a quarterly dividend of \$0.20/share after a 33% increase in June 2012 and has a \$100 million share repurchase reauthorization

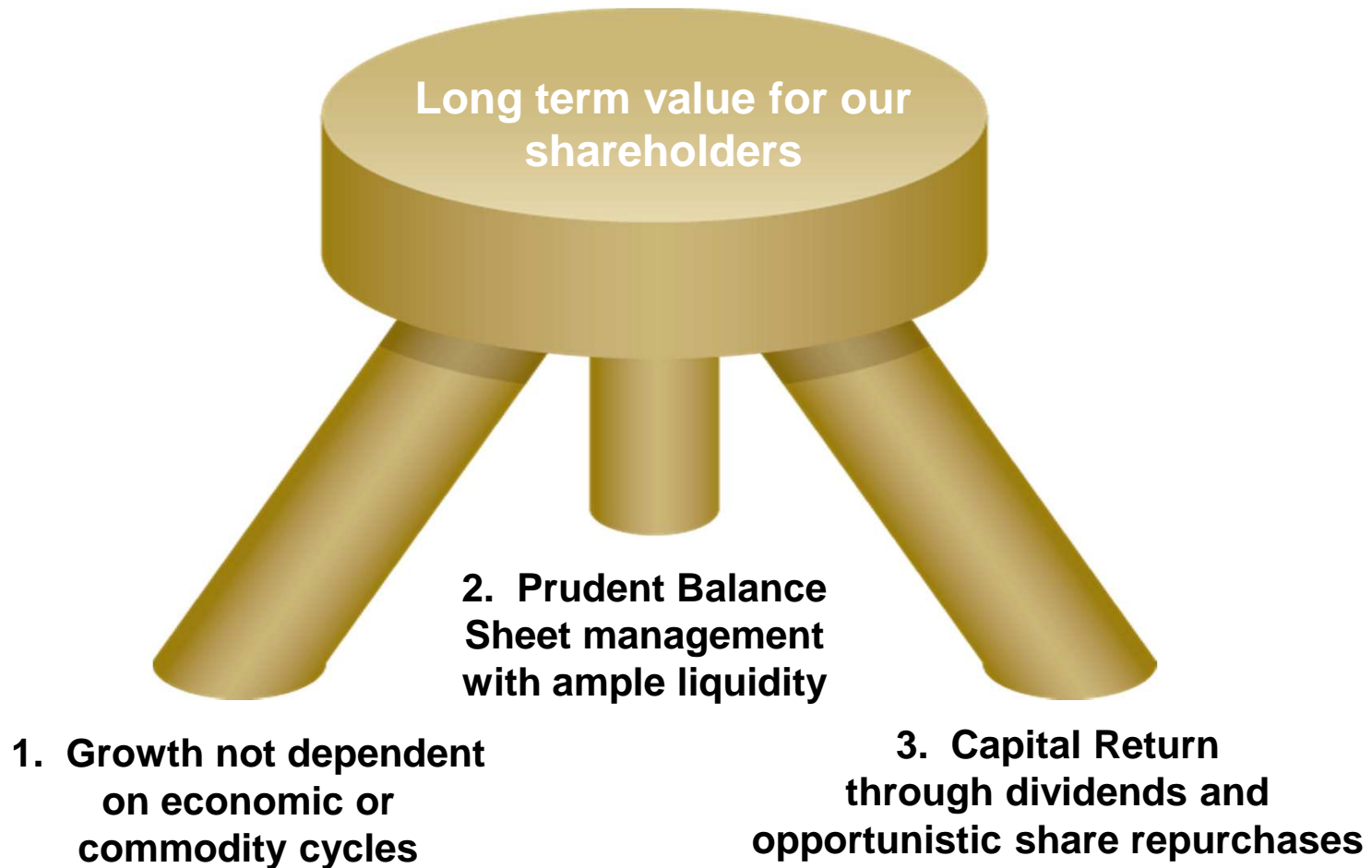
# ***TARGET ZERO***, our industry leading safety program, creates differentiation and client loyalty

- Safety is our primary core value
- Bristow's 'Target Zero' program is now the leading example emulated industry-wide
- Safety Performance accounts for 25% of management incentive compensation
- 2011 National Ocean Industries Association (NOIA) Safety in Seas Award Winner





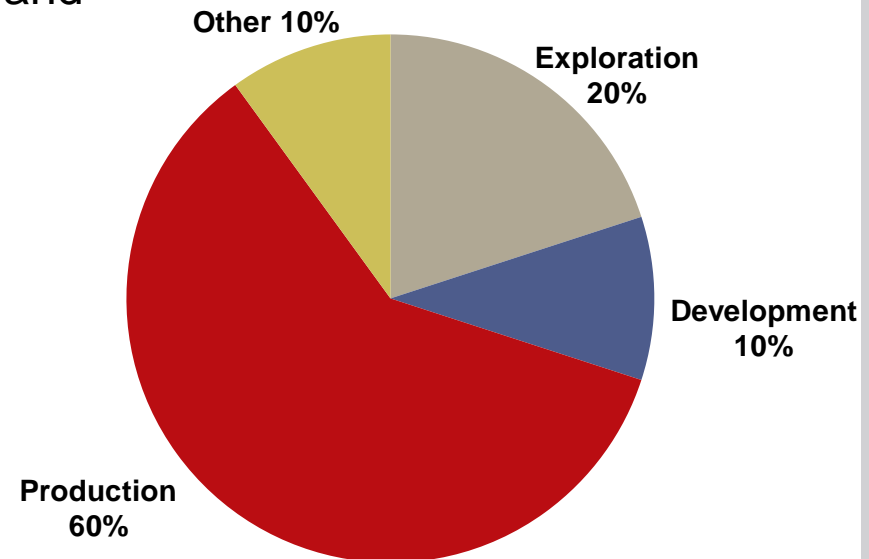
Our value proposition is based on three principles:  
secular growth, financial safety, and balanced return



# 1. Bristow services are utilized in every phase of offshore oil and gas activity, especially production

- Largest share of revenues (>60%) relates to oil and gas production, providing stability and growth opportunities
- There are ~ 8,000 offshore production installations worldwide — compared with >600 exploratory drilling rigs
- ~ 1,700 helicopters are servicing the worldwide oil and gas industry of which Bristow's fleet is approximately one-third
- Bristow revenues are primarily driven by operating expenditures

Typical revenues by segment



Helicopter transportation services

SEISMIC

EXPLORATION

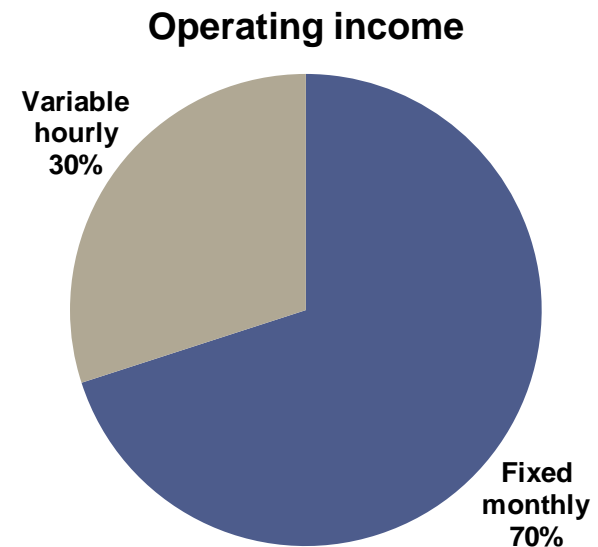
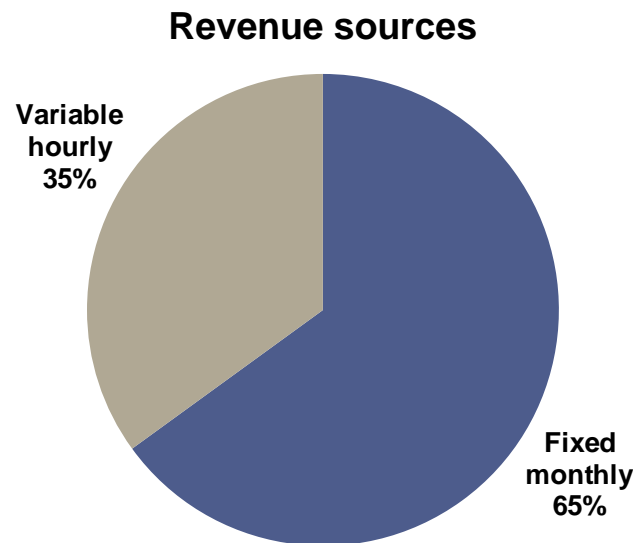
DEVELOPMENT

PRODUCTION

ABANDONMENT

# Bristow's contract structure generates predictable cashflow:

- Two tiered contract structure includes both:
  - Fixed monthly standing charge to reserve helicopter capacity
  - Variable fees based on hours flown with fuel pass through
- Bristow contracts earn 65% of revenue without flying





# Bristow global operations deliver excellence

## Safety

TRIR was 0.28\*, which is world class. We continue to strive for improvement.

## Reliability

Our on-time departure and availability statistics averaging 95%\* and 99%\* respectively during the same period highlighting exceptional operational performance.

## Service

Service has been excellent. On average we're receiving less than 1 complaint and almost 6 compliments for each 10,000 passengers transported.

## Performance

Fleet management improvements for availability ongoing. Global Account Management instituted for best service. New consistent operational reporting tools being designed and implemented to track performance. Bristow Air Incident Rate (BAIR) instituted.

\* from April 1, 2012 to January 31, 2013



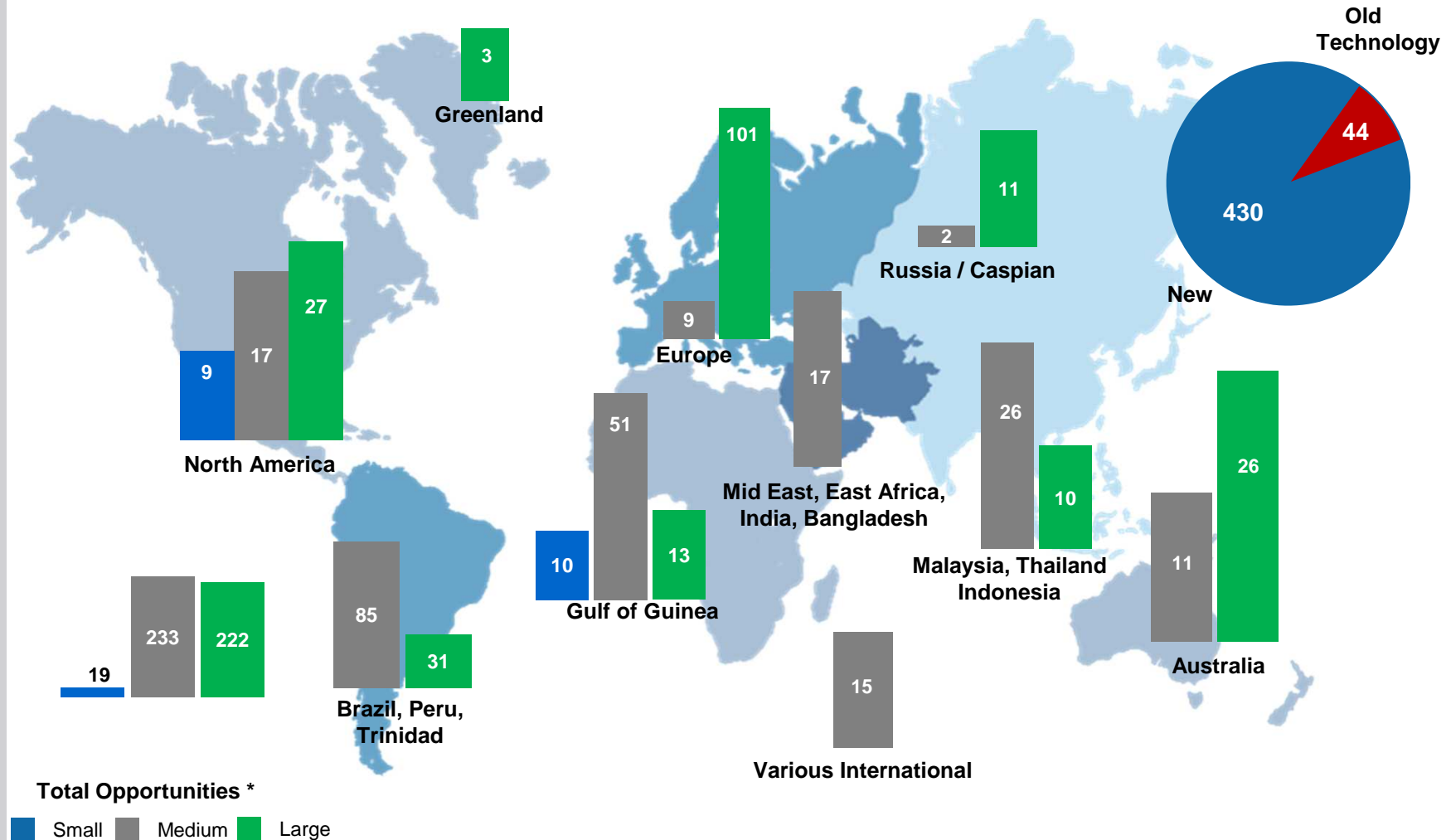
ZERO ACCIDENTS / ZERO DOWNTIME / ZERO COMPLAINTS



# EC225 fleet update

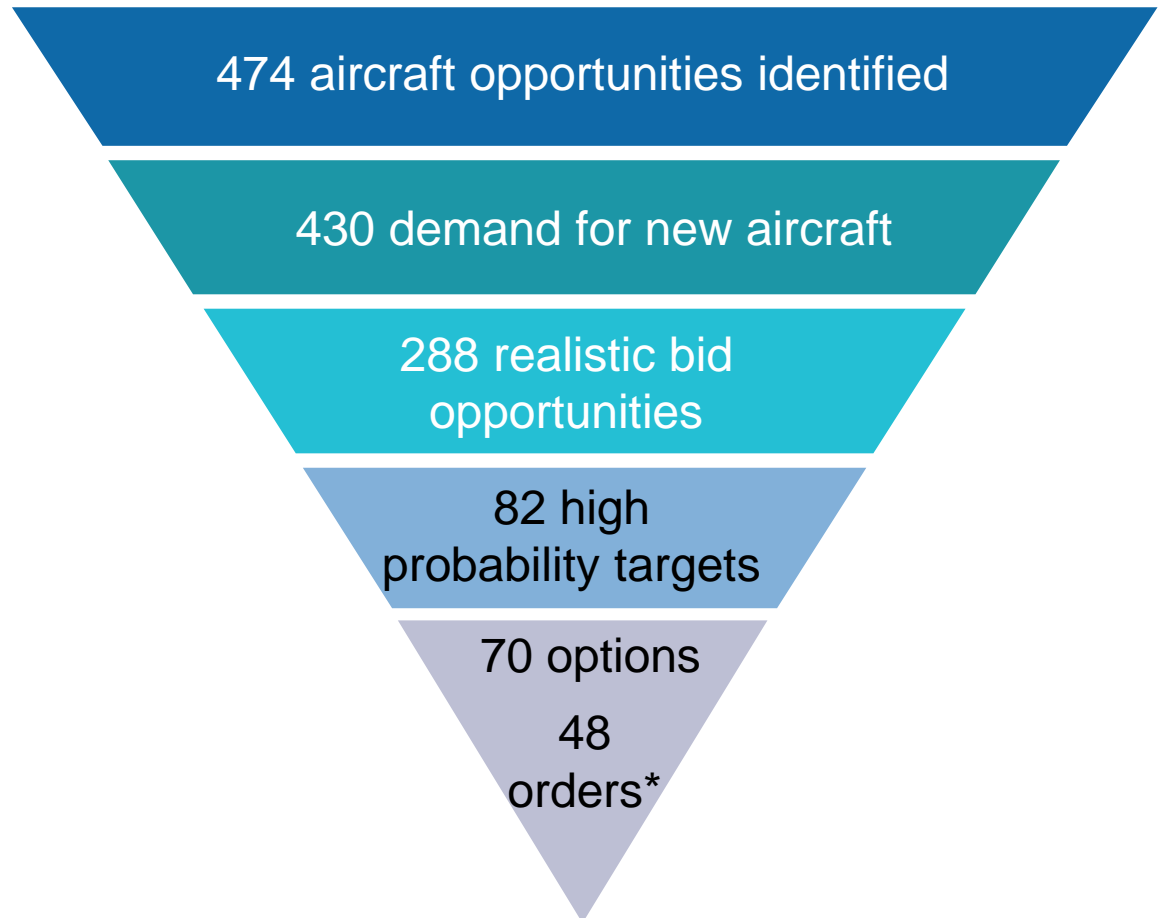
- During an October 2012 flight to an offshore platform, an EC225 helicopter flown by another operator performed a controlled ditching due to gear shaft failure. UK and Norwegian CAAs issued safety directives, requiring operators to suspend operations of similar aircraft.
- We continue to actively support the ongoing efforts to determine the root cause and the development of acceptable mitigating measures to resume flight operations.
- Bristow is not operating a total of 16 large EC225 aircraft until further notice: 12 in the UK, three in Australia and one in Norway. Globally across the industry approximately 80 aircraft are affected.
- Bristow has increased utilization of other in-region aircraft, has moved, or is moving, available aircraft to mitigate the impact to our clients, and had brought new a/c into the UK.
- Currently no client contracts have been cancelled.
- Bristow has the financial strength to handle this challenge. The previously announced order of ten new Sikorsky S-92 large helicopters is an example of our ability to manage through this issue, and importantly, react quickly to provide solutions for our clients in an already tight supply environment.

# Our growth tracker has been updated for FY14-FY18 with 474 a/c opportunities (11% increase)



# We manage our opportunities through the purchase of 118 a/c options and committed orders

- Bristow uses specific opportunities to create our order book
- Opportunities are condensed to 288 realistic bids
- 82 high probability targets are derived from a view that we have an ~33% bid success rate
- Our order book is then managed using primarily capital efficient a/c options with our OEMs



\* Orders and options are as of March 7, 2013

## 2. Bristow enjoys the strongest balance sheet in our industry with ample liquidity, cash flow and asset value

### Prudent Balance Sheet management

- Adjusted Debt/Capital Ratio less than 44% with a BBB-rating from Standard & Poor's for secured debt
- Operating lease strategy used to finance growth with a very competitive cost of capital

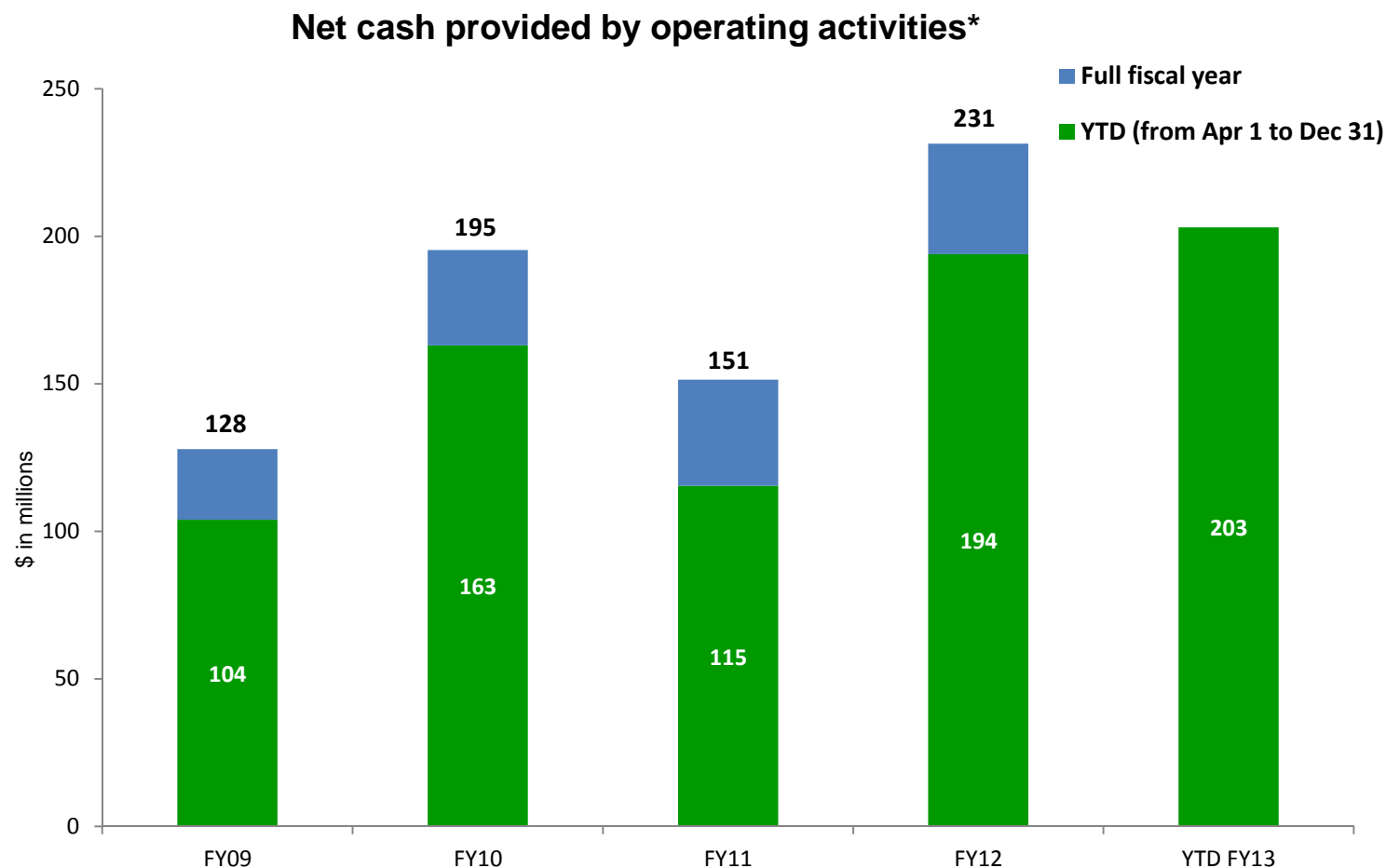
### Significant Cash Flow generation

- BVA leads to a focus on cash and cash flows from operations. Bristow generated 5% more operating cash flow in FY12 compared to FY11

### Ample Liquidity

- Bristow closed Q3 FY13 with more than \$430 million of liquidity

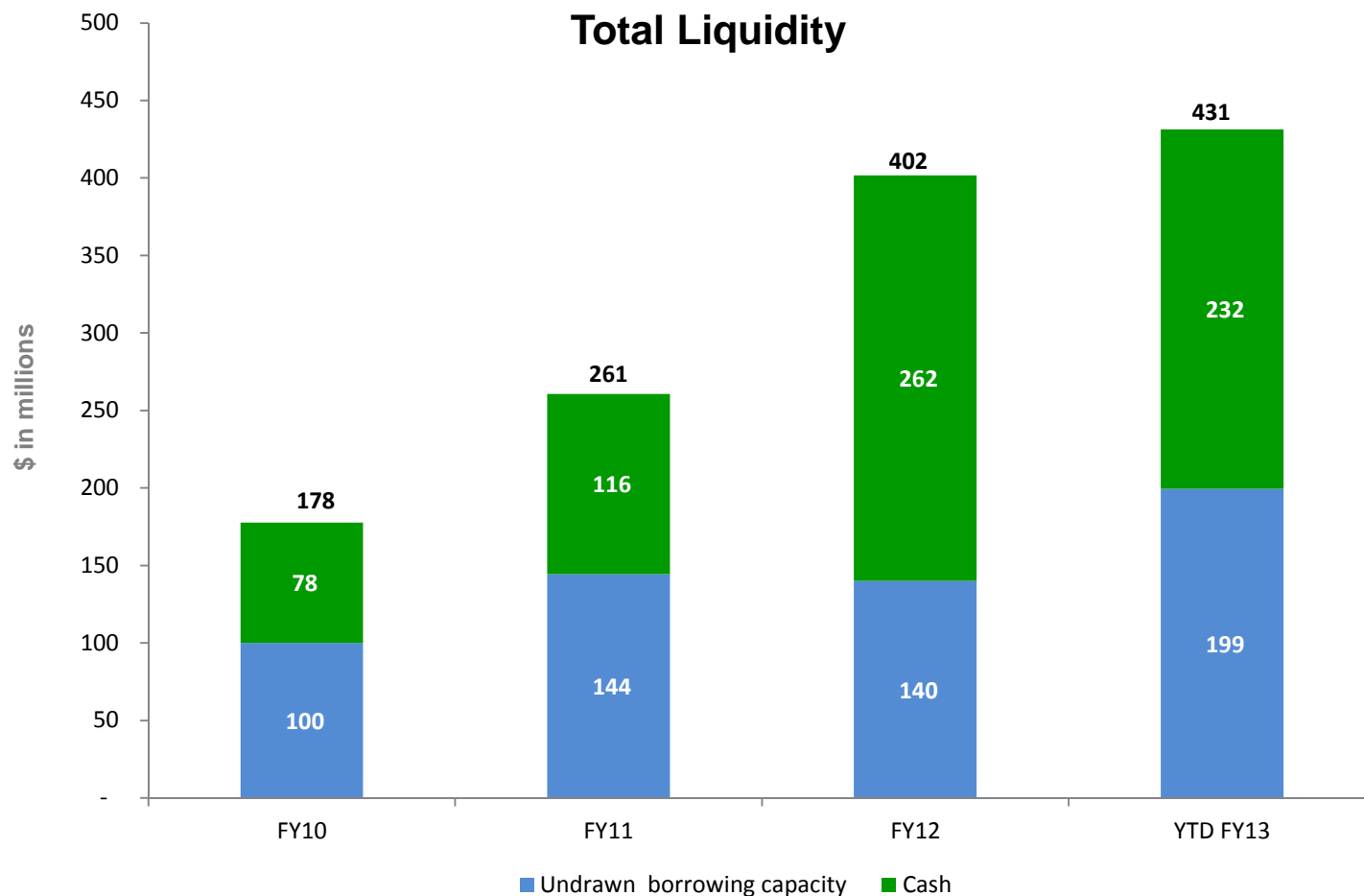
# Our focus on returns has yielded much higher operating cash flow generation . . .



\* See 10-Q for more information on cash flow provided by operating activities

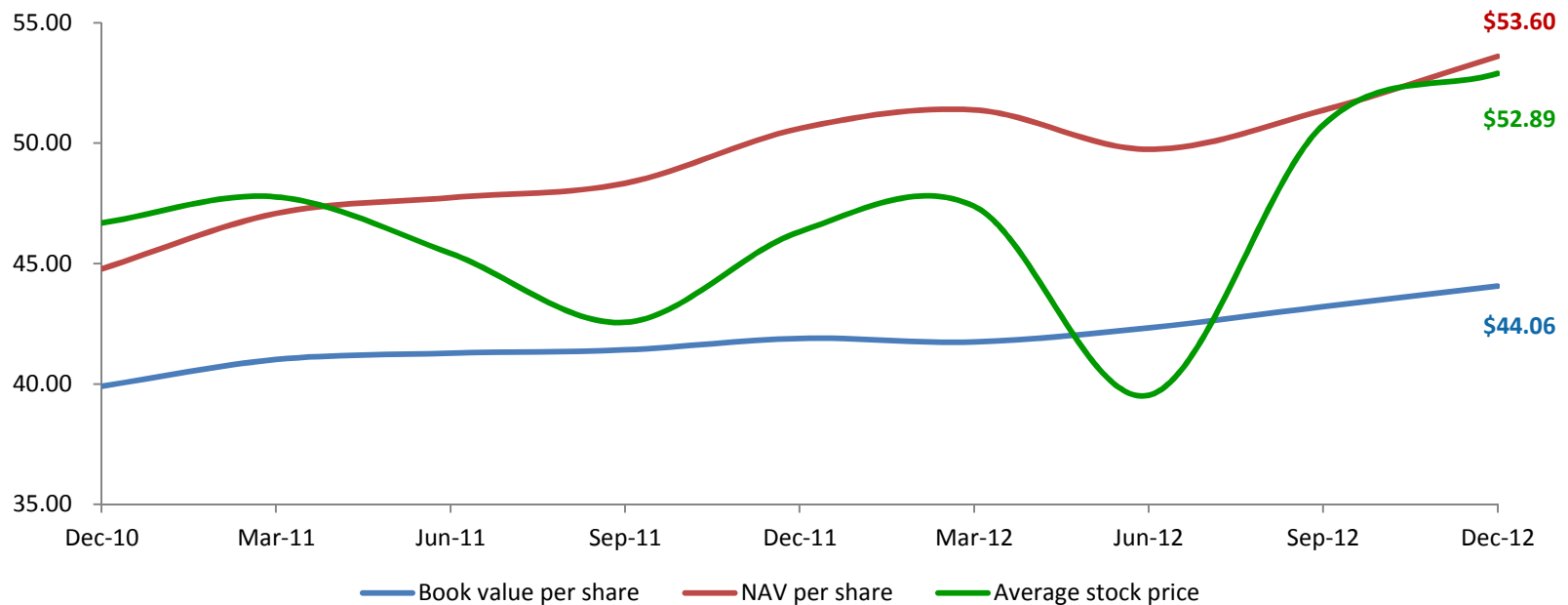


... leading to a robust cash and liquidity position



## ... And growth in our asset values

- Our net asset value (NAV) primarily consists of the fair market value of the fleet, which has resilient value through downturns
- In the past two years, Bristow has increased our NAV per share by almost 20% while maintaining prudent balance sheet management and increasing BVA



### 3. Bristow has a proven commitment to a balanced return for our shareholders as demonstrated in the past year

#### Regular Dividend

- FY12 quarterly dividend initiated at \$0.15/share
- Dividend increased by 33% to \$0.20/share in June 2012 quarter

#### Share Repurchase

- Bristow has renewed its \$100 million share repurchase reauthorization with ~\$1 million repurchased in 3QFY13
- Value is key to decision with net book value and aircraft FMV being guide posts

# Bristow has also delivered consistent financial performance over the past year

- **Annual adjusted EPS guidance has been raised to \$3.60 - \$3.85 per share from \$3.25 - \$3.55 per share**

LACE (Large AirCraft Equivalent)	156 - 158
LACE Rate	~ \$8.25 - 8.55M
G & A expense (all inclusive)	~ \$150 - 155M

Depreciation expense	~ \$90 - 95M
Interest expense	~ \$38 - 43M
Tax rate*	~ 20 - 22%

- **Eighth consecutive quarterly dividend since the end of FY11**
- **Repurchased \$1.2 million of shares in Q3 FY13**

\* Assuming revenue earned in same regions and same mix



ZERO ACCIDENTS / ZERO DOWNTIME / ZERO COMPLAINTS



# Conclusions

- Safety continues to be our number one priority as we strive to achieve Target Zero
- We see continued improvement in revenue generation through new contract awards across all business units coupled with an ongoing effective cost management focus
- Higher year-over-year EBITDAR and BVA demonstrate the strength of our business model, especially with the investment in Cougar
- Our prudent balance sheet allows us to respond to and successfully manage through industry challenges such as the EC225 suspension of operations

# Contact us



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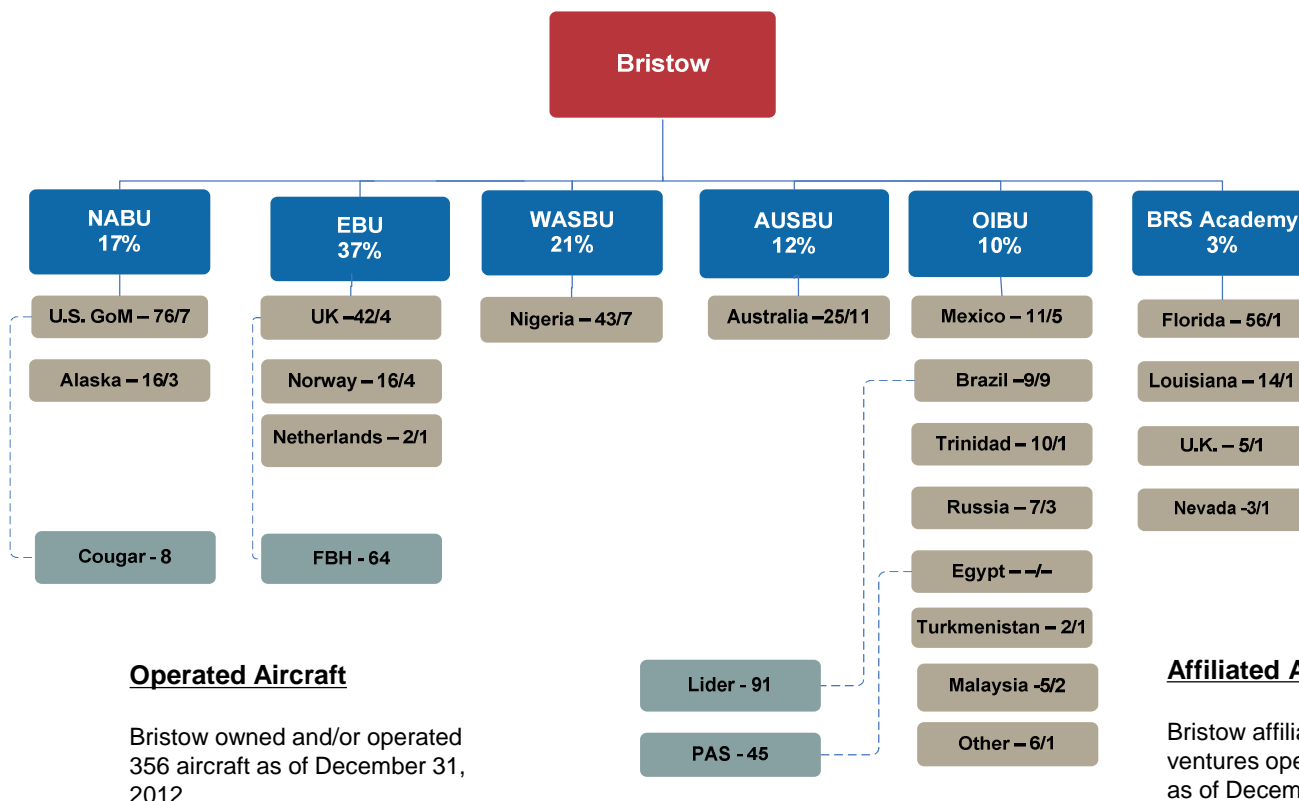
# Appendix



ZERO ACCIDENTS / ZERO DOWNTIME / ZERO COMPLAINTS



# Organizational Chart - as of December 31, 2012



- Key**
- **Corporate**
  - **Business Unit** (% of FY13 Operating Revenue)
  - **Region** (# of Aircraft / # of Locations)
  - **Joint Venture** (# of aircraft)

# Aircraft Fleet – Medium and Large As of December 31, 2012

Large capacity 18-25 passengers



Type	No. of PAX	Engine	Aircraft Consl	Unconsl	Total	Ordered
<b>Large Helicopters</b>						
AS332L Super Puma	18	Twin Turbine	20	-	20	-
AW189	16	Twin Turbine	-	-	-	6
EC175	16	Twin Turbine	-	-	-	5
EC225	25	Twin Turbine	20	-	20	3
Mil MI 8	20	Twin Turbine	7	-	7	-
Sikorsky S-61	18	Twin Turbine	2	-	2	-
Sikorsky S-92	19	Twin Turbine	42	7	49	18
			<u>91</u>	<u>7</u>	<u>98</u>	<u>32</u>

LACE

89

Medium capacity 12-16 passengers



<b>Medium Helicopters</b>						
AW139	12	Twin Turbine	7	2	9	6
Bell 212	12	Twin Turbine		14	14	-
Bell 412	13	Twin Turbine	30	20	50	-
EC155	13	Twin Turbine	1	-	1	-
Sikorsky S-76A/A++	12	Twin Turbine	15	5	20	-
Sikorsky S-76C/C++	12	Twin Turbine	51	34	85	-
Sikorsky S-76D	12	Twin Turbine				10
			<u>104</u>	<u>75</u>	<u>179</u>	<u>16<sup>2</sup></u>

LACE

45<sup>1</sup>

**Next Generation Aircraft**

**Mature Aircraft Models**

1) LACE does not include held for sale, training and fixed wing helicopters

2) Order book is as of March 7, 2013

**Fair market value of our owned fleet is \$2.0 billion and leased fleet is \$400 million**

# Aircraft Fleet – Small, Training and Fixed As of December 31, 2012 (continued)

Small capacity 4-7 passengers



Type	No. of PAX	Engine	Aircraft Consl	Unconsl	Total	Ordered
<b>Small Helicopters</b>						
Bell 206B	4	Turbine	1	2	3	-
Bell 206 L-3	6	Turbine	4	6	10	-
Bell 206 L-4	6	Turbine	28	1	29	-
Bell 407	6	Turbine	37	-	37	-
BK 117	7	Twin Turbine	2	-	2	-
BO-105	4	Twin Turbine	2	-	2	-
EC135	7	Twin Turbine	6	3	9	-
			<u>80</u>	<u>12</u>	<u>92</u>	<u>-</u>

LACE

20

Training capacity 2-6 passengers



<b>Training Helicopters</b>						
AW139	12	Twin Turbine	-	3	3	-
Bell 412	13	Twin Turbine	-	8	8	-
Bell 212	12	Twin Turbine	-	15	15	-
AS355	4	Twin Turbine	5	-	5	-
AS350BB	4	Turbine	-	36	36	-
Agusta 109	8	Twin Turbine	-	2	2	-
Bell 206B	6	Single Engine	12	-	12	-
Robinson R22	2	Piston	12	-	12	-
Robinson R44	2	Piston	3	-	3	-
Sikorsky 300CB/Cbi	2	Piston	45	-	45	-
Fixed Wing			<u>1</u>	<u>-</u>	<u>1</u>	<u>-</u>
			<u>78</u>	<u>64</u>	<u>142</u>	<u>-</u>

Fixed Wing

3

42

45

-

Total

356

200

556

48<sup>2</sup>

TOTAL LACE (Large Aircraft Equivalent)<sup>1</sup>

154

Next Generation Aircraft

Mature Aircraft Models

1) LACE does not include held for sale, training and fixed wing helicopters

2) Order book is as of March 7, 2013

# Operating lease strategy: lowering the cost *and* amount of capital needed to grow

Leased aircraft as of December 31, 2012

	Small	Medium	Large	Total	Leased LACE	Total LACE	% Leased
EBU	-	-	10	10	10	51	20%
WASBU	-	1	-	1	1	20	3%
NABU	1	11	2	14	8	39	20%
AUSBU	2	-	3	5	4	17	21%
OIBU	-	-	-	-	-	27	-
<b>Total</b>	<b>3</b>	<b>12</b>	<b>15</b>	<b>30</b>	<b>22</b>	<b>154</b>	<b>14%</b>

- Of the 61 aircraft currently leased in our fleet, 31 are training and 30 are commercial (22 LACE)
- 22 LACE aircraft represent approximately 14% of our commercial fleet
- Our goal is for commercial fleet operating leases to account for 20-30% of our LACE

See 10-Q Note 6 "Commitments and contingencies" for more information provided on operating leases



ZERO ACCIDENTS / ZERO DOWNTIME / ZERO COMPLAINTS



# Consolidated fleet changes and aircraft sales for Q3 FY13

## Fleet changes

	Q1 FY13	Q2 FY13	Q3 FY13	YTD
Fleet Count Beginning	361	357	349	361
Delivered				-
B412EP			1	1
S-92	2		10	12
EC225		1	1	2
Total Delivered	2	1	12	15
Removed				
Sales	(4)	(5)	(5)	(14)
Other*	(2)	(4)	-	(6)
Total Removed	(6)	(9)	(5)	(20)
	<u>357</u>	<u>349</u>	<u>356</u>	<u>356</u>

\* Includes destroyed aircraft, lease returns and commencements

	# of A/C Sold	Received**
Q1 FY13	4	\$ 19.0
Q2 FY13	5	16.5
Q3 FY13	4	7.5
Totals	<u>13</u>	<u>\$ 43.0</u>

\*\* Amounts stated in millions

## Held for sale aircraft in consolidated fleet

	Small	Medium	Large	Total
EBU	-	2	2	4
WASBU	-	1	-	1
NABU	-	-	-	-
AUSBU	-	4	-	4
OIBU	-	8	-	8
Total	<u>-</u>	<u>15</u>	<u>2</u>	<u>17</u>

## Leased aircraft in consolidated fleet

	Small	Medium	Large	Training	Total
EBU	-	-	10	-	10
WASBU	-	1	-	-	1
NABU	1	11	2	-	14
AUSBU	2	-	3	-	5
OIBU	-	-	-	-	-
Academy	-	-	-	31	31
Total	<u>3</u>	<u>12</u>	<u>15</u>	<u>31</u>	<u>61</u>

See 10-Q Note 6 "Commitments and contingencies" for more information provided on operating leases



ZERO ACCIDENTS / ZERO DOWNTIME / ZERO COMPLAINTS





# Operating revenue, LACE and LACE Rate by BU

## Operating Revenue, LACE, and LACE Rate by BU YTD FY13

	Op revenue <sup>1</sup>	LACE	LACE Rate <sup>2,3</sup>
EBU	373	51	9.74
WASBU	208	20	13.71
NABU	169	39	5.84
AUSBU	118	17	9.55
IBU	97	27	4.76
<b>Total</b>	<b>965</b>	<b>154</b>	<b>8.49</b>

1) \$ in millions

2) LACE Rate is annualized

3) \$ in millions per LACE

# Historical LACE and LACE Rate by BU

	LACE											
	2011				2012				2013			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	
EBU	42	43	48	46	44	46	46	45	47	45	51	
WASBU	24	24	21	22	23	22	22	22	22	22	20	
NABU	39	35	34	29	30	29	30	30	30	31	39	
AUSBU	20	23	24	20	19	20	20	19	18	17	17	
OIBU	33	33	33	38	39	38	38	34	32	28	27	
Consolidated	157	158	159	154	154	154	155	149	147	142	154	

	LACE Rate <sup>1,2</sup>											
	2011				2012				2013			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	
EBU	\$8.20	\$8.50	\$7.90	\$8.40	\$9.80	\$9.60	\$9.63	\$10.09	\$10.60	11.03	9.74	
WASBU	9.70	9.40	10.70	9.90	9.10	10.30	11.17	11.46	12.35	12.24	13.71	
NABU	5.40	6.10	6.00	6.60	5.80	6.30	5.89	5.79	7.05	7.11	5.84	
AUSBU	6.80	6.00	6.00	7.50	8.60	7.10	6.96	7.78	8.48	9.29	9.55	
OIBU	3.90	4.10	4.40	3.90	3.50	3.70	3.78	4.22	4.22	4.62	4.76	
Consolidated	6.70	6.90	6.90	7.10	7.30	7.40	7.43	7.89	8.55	8.95	8.49	

1) \$ in millions

2) LACE Rate is annualized

# Order and options book as of March 7, 2013

## ORDER BOOK\*

Helicopter				
#	Class	Delivery Date	Location	Contracted
4	Large	March 2013	EBU	4 of 4
2	Large	September 2013	NABU	1 of 2
1	Large	September 2013	EBU	
1	Large	September 2013	WASBU	
3	Large	December 2013	IBU	
2	Large	December 2013	EBU	
1	Large	December 2013	AUSBU	1 of 1
1	Large	March 2014	EBU	
1	Large	March 2014	OIBU	
1	Large	March 2014	AUSBU	
2	Large	June 2014	EBU	2 of 2
3	Large	September 2014	EBU	3 of 3
1	Large	December 2014	EBU	
1	Large	March 2015	EBU	
3	Large	June 2015	AUSBU	1 of 1
2	Large	September 2015	AUSBU	1 of 1
3	Large	December 2015	AUSBU	
1	Medium	June 2013	NABU	1 of 1
1	Medium	June 2013	AUSBU	1 of 1
6	Medium	September 2013	NABU	
2	Medium	December 2013	NABU	
1	Medium	March 2014	WASBU	
2	Medium	June 2014	WASBU	
3	Medium	September 2014	IBU	
48				15 of 48

\* Six large ordered aircraft expected to enter service late calendar 2014 are subject to the successful development and certification of the aircraft.

## OPTIONS BOOK

Helicopter		
#	Class	Delivery Date
1	Large	June 2014
1	Large	September 2014
3	Large	December 2014
4	Large	March 2015
3	Large	June 2015
3	Large	September 2015
3	Large	December 2015
3	Large	March 2016
4	Large	June 2016
4	Large	September 2016
4	Large	December 2016
3	Large	March 2017
3	Large	June 2017
3	Large	September 2017
2	Large	December 2017
1	Medium	March 2014
4	Medium	June 2014
2	Medium	September 2014
6	Medium	December 2014
2	Medium	March 2015
1	Medium	June 2015
1	Medium	December 2015
1	Medium	March 2016
2	Medium	June 2016
1	Medium	September 2016
1	Medium	December 2016
1	Medium	March 2017
1	Medium	June 2017
1	Medium	September 2017
1	Medium	December 2017
70		

# Adjusted EBITDAR margin\* trend

(fiscal year ended)

	2010					2011				
	Q1	Q2	Q3	Q4	Full Year	Q1	Q2	Q3	Q4	Full Year
EBU	31.2%	31.7%	31.9%	28.0%	30.8%	29.8%	31.5%	34.6%	34.4%	32.7%
WASBU	31.7%	36.8%	33.7%	39.1%	36.0%	33.7%	36.9%	35.8%	34.3%	35.2%
NABU	18.3%	20.0%	14.9%	17.7%	17.8%	20.8%	25.8%	15.9%	8.5%	18.5%
AUSBU	26.5%	36.7%	34.4%	31.3%	32.4%	33.2%	26.1%	27.0%	31.1%	29.3%
OIBU	34.4%	37.6%	25.9%	25.1%	31.0%	18.3%	40.2%	37.4%	59.4%	39.3%
Consolidated	24.7%	27.8%	24.7%	23.9%	25.3%	23.8%	27.5%	25.9%	29.6%	26.7%

	2012					2013		
	Q1	Q2	Q3	Q4	Full Year	Q1	Q2	Q3
EBU	33.0%	31.4%	30.7%	36.1%	32.9%	32.2%	34.6%	39.5%
WASBU	29.5%	35.5%	37.2%	36.6%	35.0%	31.9%	26.5%	35.0%
NABU	14.3%	20.6%	14.8%	19.4%	17.3%	23.2%	20.7%	29.1%
AUSBU	20.2%	14.4%	23.5%	35.6%	24.3%	27.0%	28.0%	27.3%
OIBU	48.1%	19.1%	47.8%	42.9%	39.5%	36.2%	44.2%	55.7%
Consolidated	23.4%	24.0%	27.6%	31.2%	26.6%	26.3%	26.1%	31.5%

\* Adjusted EBITDAR excludes special items and asset dispositions and calculated by taking adjusted EBITDAR divided by operating revenue

# Adjusted EBITDAR\* reconciliation

(\$ in millions)	Fiscal year ended,									
	3/31/2010					3/31/2011				
	Q1	Q2	Q3	Q4	YTD	Q1	Q2	Q3	Q4	YTD
Net income	\$24.0	\$33.7	\$27.1	\$28.7	\$113.5	\$20.9	\$38.8	\$42.3	\$31.2	\$133.3
Income tax expense	9.5	11.2	5.7	2.6	29.0	8.5	3.3	-11.8	7.1	7.1
Interest expense	10.0	10.6	11.0	10.8	42.4	11.1	11.5	13.8	9.9	46.2
Gain on disposal of assets	-6.0	-4.9	-2.4	-5.3	-18.7	-1.7	-1.9	0.0	-5.1	-8.7
Depreciation and amortization	18.2	18.5	20.7	17.4	74.7	19.3	21.0	21.3	27.7	89.4
Special items	2.5	-2.4	-1.2	1.0	0.0	0.0	0.0	-1.2	2.4	1.2
EBITDA Subtotal	58.2	66.7	60.8	55.1	240.9	58.1	72.7	64.4	73.3	268.5
Rental expense	7.0	6.9	7.2	6.3	27.3	6.6	6.1	8.7	7.7	29.2
<b>Adjusted EBITDAR</b>	<b>\$65.2</b>	<b>\$73.6</b>	<b>\$0.1</b>	<b>\$61.3</b>	<b>\$268.2</b>	<b>\$64.7</b>	<b>\$78.8</b>	<b>\$73.1</b>	<b>\$81.1</b>	<b>\$297.7</b>

(\$ in millions)	3/31/2012					3/31/2013		
	Q1	Q2	Q3	Q4	YTD	Q1	Q2	Q3
Net income	\$21.2	\$3.0	\$26.5	\$14.6	\$65.2	\$24.2	\$30.4	\$36.7
Income tax expense	6.6	-1.9	7.1	2.4	14.2	6.2	8.3	7.8
Interest expense	9.0	9.5	9.8	10.0	38.1	8.8	8.6	14.7
Gain on disposal of assets	-1.4	1.6	2.9	28.6	31.7	5.3	1.3	-7.4
Depreciation and amortization	22.7	25.4	22.7	25.3	96.1	21.4	23.3	24.9
Special items	0.0	24.6	0.0	3.4	28.1	2.2	-2.8	14.9
EBITDA Subtotal	58.1	62.1	68.9	84.3	273.4	68.0	69.2	91.6
Rental expense	9.0	9.1	12.8	15.1	46.0	16.3	15.3	17.6
<b>Adjusted EBITDAR</b>	<b>\$67.0</b>	<b>\$71.2</b>	<b>\$81.8</b>	<b>\$99.5</b>	<b>\$319.5</b>	<b>\$84.3</b>	<b>\$84.5</b>	<b>\$109.2</b>

\* Adjusted EBITDAR excludes special items and asset dispositions

# Bristow Value Added (BVA)

## Sample calculation for Q3 FY13 and Q3 FY12

**Bristow Value Added = Gross Cash Flow – (Gross Operating Assets X Capital Charge)**

$$\text{BVA} = \text{GCF} - ( \text{GOA} \times 10.5\%^{**} )$$

**Bristow Value Added calculation for Q3 FY13**

$$\text{\$9.3} = \text{\$95}^* - ( \text{\$3,269}^* \times 2.625\%^{**} )$$

**Bristow Value Added calculation for Q3 FY12**

$$\text{\$1.1} = \text{\$77}^* - ( \text{\$2,892}^* \times 2.625\%^{**} )$$

\* Reconciliation for these items follows right after this slide

\*\* Quarterly capital charge of 2.625% is based on annual capital charge of 10.5%



# Gross Cash Flow Reconciliation

(in millions)

<b>Gross Cash Flow Reconciliation</b>	<b>Q3 FY13</b>	<b>Q3 FY12</b>
Net Income	\$36	\$26
Depreciation and Amortization	25	23
Interest Expense	15	10
Interest Income	(0)	(0)
Rent	18	13
Other Income/expense-net	15	0
Earnings of Discontinued Operations	-	-
Gain/loss on Asset Sale	(7)	3
Special Items	-	-
Tax Effect from Special Items	(3)	(1)
Earnings (losses) from Unconsolidated Affiliates, Net	(9)	(3)
Non-controlling Interests	0	1
<b>Gross Cash Flow (before Lider)</b>	<b>\$90</b>	<b>\$71</b>
Gross Cashflow -Lider prportional	5	6
<b>Gross Cash Flow after Lider</b>	<b>\$95</b>	<b>\$77</b>

# Gross Operating Asset Reconciliation

(in millions)

<b>Adjusted Gross Operating Assets Reconciliation</b>	<b>Q3 FY13</b>	<b>Q3 FY12</b>
Total Assets	\$3,051	\$2,766
Accumulated Depreciation	480	477
Capitalized Operating Leases	244	143
Cash and Cash Equivalents	(232)	(245)
Investment in Unconsolidated Entities	(267)	(200)
Goodwill	(30)	(29)
Intangibles	(4)	(5)
Assets Held for Sale: Net	(15)	(31)
Assets Held for Sale: Gross	76	71
Adj. for gains & losses on assets sales	108	47
Accounts Payable	(63)	(38)
Accrued Maintenance and Repairs	(18)	(14)
Other Accrued Taxes	(8)	(4)
Accrued Wages, Benefits and Related Taxes	(51)	(41)
Other Accrued Liabilities	(27)	(20)
Income Taxes Payable	(13)	(9)
Deferred Revenue	(20)	(9)
ST Deferred Taxes	(12)	(6)
LT Deferred Taxes	(147)	(149)
<b>Adjusted Gross Operating Assets before Lider</b>	<b>\$3,053</b>	<b>\$2,705</b>
Adjusted Gross Operating Assets-Lider proportional	216	188
	<b>\$3,269</b>	<b>\$2,892</b>

# GAAP Reconciliation

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2012	2011	2012	2011
	(In thousands)			
Adjusted operating income	\$ 66,724	\$ 46,418	\$ 160,000	\$ 119,900
Gain (loss) on disposal of assets	7,396	(2,865)	819	(3,060)
Special items	—	—	622	(27,287)
Operating income	<u>\$ 74,120</u>	<u>\$ 43,553</u>	<u>\$ 161,441</u>	<u>\$ 89,553</u>
Adjusted EBITDAR	\$ 109,223	\$ 81,769	\$ 277,950	\$ 220,029
Gain (loss) on disposal of assets	7,396	(2,865)	819	(3,060)
Special items	(14,932)	—	(14,310)	(24,610)
Depreciation and amortization	(24,867)	(22,709)	(69,560)	(70,848)
Rent expense	(17,604)	(12,836)	(49,160)	(30,897)
Interest expense	(14,742)	(9,756)	(32,113)	(28,170)
Provision for income taxes	(7,788)	(7,118)	(22,310)	(11,779)
Net income	<u>\$ 36,686</u>	<u>\$ 26,485</u>	<u>\$ 91,316</u>	<u>\$ 50,665</u>
Adjusted net income	\$ 42,632	\$ 27,790	\$ 101,304	\$ 71,089
Gain (loss) on disposal of assets <sup>(i)</sup>	6,101	(2,258)	658	(2,482)
Special items <sup>(i)</sup>	(12,341)	—	(12,240)	(19,319)
Net income attributable to Bristow Group	<u>\$ 36,392</u>	<u>\$ 25,532</u>	<u>\$ 89,722</u>	<u>\$ 49,288</u>
Adjusted diluted earnings per share	\$ 1.17	\$ 0.76	\$ 2.77	\$ 1.93
Gain (loss) on disposal of assets <sup>(i)</sup>	0.17	(0.06)	0.02	(0.07)
Special items <sup>(i)</sup>	(0.34)	—	(0.33)	(0.53)
Diluted earnings per share	1.00	0.70	2.45	1.34

<sup>(i)</sup> These amounts are presented after applying the appropriate tax effect to each item and dividing by the weighted average shares outstanding during the related period to calculate the earnings per share impact.

# Leverage Reconciliation

	Debt (a)	Investment (b)	Capital (c) = (a) + (b)	Leverage (a) / (c)
(in millions)				
As of December 31, 2012	\$ 900.6	\$ 1,616.8	\$ 2,517.4	35.8%
<u>Adjust for:</u>				
Unfunded Pension Liability	115.7		115.7	
NPV of Lease Obligations	243.9		243.9	
Letters of credit	2.6		2.6	
<u>Adjusted</u>	<u>\$ 1,262.7</u>	<u>(d) \$ 1,616.8</u>	<u>\$ 2,879.5</u>	<u>43.9%</u>

## Calculation of debt to adjusted EBITDAR multiple

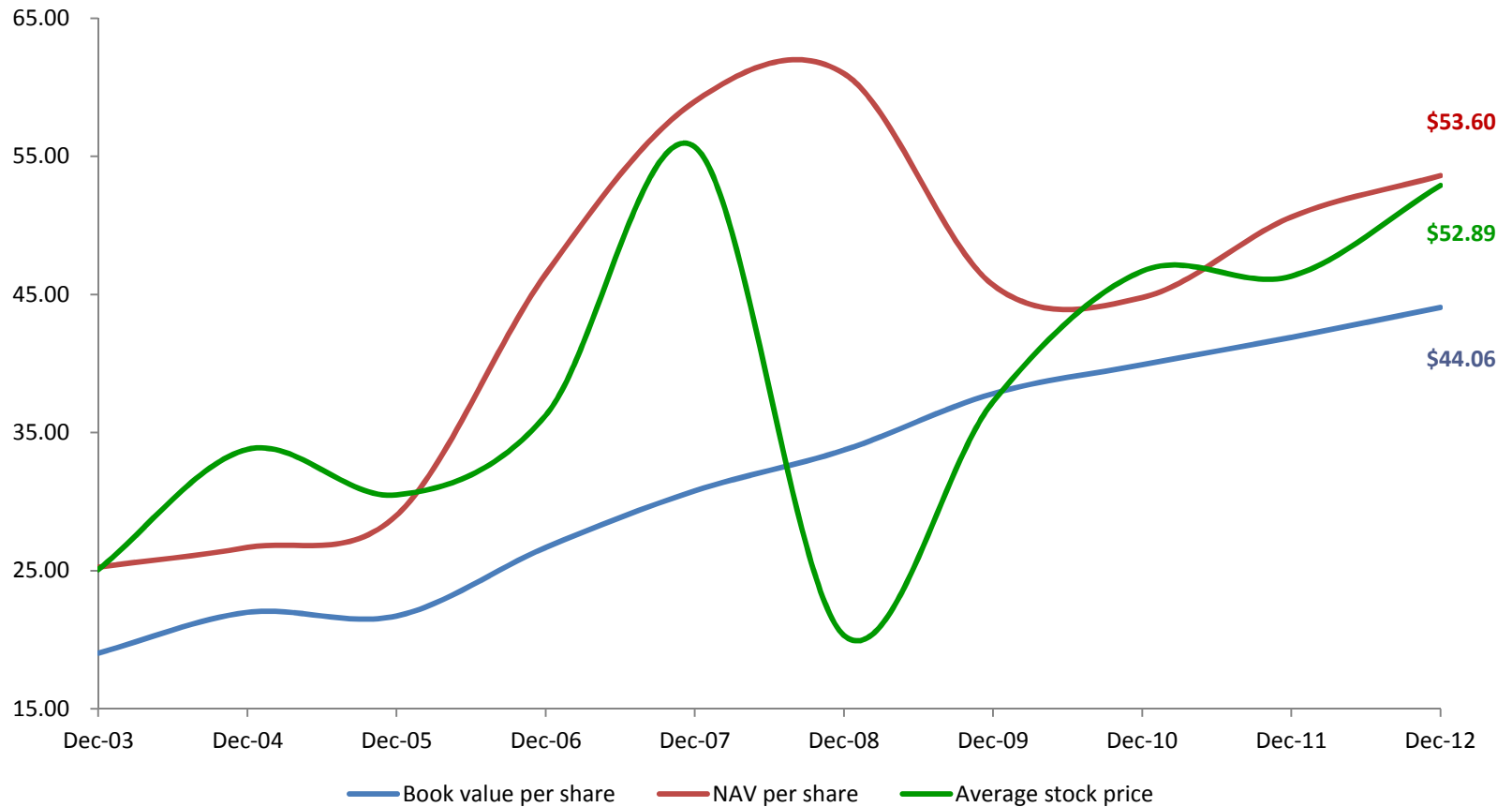
### TTM Adjusted EBITDAR\*:

FY 2013 \$ 377.4 (e)

= (d) / (e) 3.35:1

\*Adjusted EBITDAR exclude gains and losses on dispositions of assets

# Net Asset Value (NAV) Comparison: 12/31/2003 to 12/31/2012



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