

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re

WESCO AIRCRAFT HOLDINGS, INC., et al.,¹
Debtors.

Case No. 23-90611 (DRJ)
Chapter 11
(Joint Administration Requested)

**AGENDA OF MATTERS SET FOR HEARING
ON JUNE 1, 2023, AT 1:00 p.m. (CENTRAL TIME)**

Wesco Aircraft Holdings, Inc. and its affiliated debtors and debtors-in-possession (collectively, the “*Debtors*” or “*Incora*”) hereby file their Agenda of Matters Set for Hearing on **June 1, 2023, AT 1:00 p.m.** (Prevailing Central Time) before the Honorable United States Bankruptcy Court Judge David R. Jones at the United States Bankruptcy Court for the Southern District of Texas, Houston Division, Courtroom 400 (J. Jones), 515 Rusk Avenue, Houston, Texas 77002.

1. DIP MOTION

Debtors’ Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors To (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Superpriority Administrative Expense Claims, (III) Granting Adequate Protection to Prepetition Secured Parties, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief [Doc. No. 84]

Response Deadline: Prior to hearing

Status: Going forward

Related Matters:

1. Debtors’ Witness and Exhibit List in Support of First Day Motions;
2. Declaration of Raymond Carney in Support of the Debtors’ Chapter 11 Petitions and Requests for First Day Relief;

¹ The Debtors operate under the trade name Incora and have previously used the trade names Wesco, Pattonair, Haas, and Adams Aviation. A complete list of the Debtors in these chapter 11 cases, with each one’s federal tax identification number and the address of its principal office, is available on the website of the Debtors’ noticing agent at <http://www.kccllc.net/incora/>. The service address for each of the Debtors in these cases is 2601 Meacham Blvd., Ste. 400, Fort Worth, TX 76137.



3. Declaration of Peter Laurinaitis in Support of the Debtors' Emergency Motion for Entry of Interim and Final Orders (i) Authorizing Them to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (ii) Granting Liens and Providing Superpriority Administrative Expense Claims, (iii) Granting Adequate Protection to Prepetition Secured Parties, (iv) Modifying the Automatic Stay, and (v) Granting Related Relief;
4. Declaration of Brian Cejka in Support of the Debtors' Emergency Motion for Entry of Interim and Final Orders (i) Authorizing Them to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (ii) Granting Liens and Providing Superpriority Administrative Expense Claims, (iii) Granting Adequate Protection to Prepetition Secured Parties, (iv) Modifying the Automatic Stay, and (v) Granting Related Relief; and
5. Notice of Virtual Hearing on First Day Motions.

2. JOINT ADMINISTRATION

Debtors' Emergency Motion for Entry of an Order Directing Joint Administration of Chapter 11 Cases [Doc. No. 58]

Response Deadline: Prior to hearing

Status: Going forward

Related Matters:

1. Debtors' Witness and Exhibit List in Support of First Day Motions;
2. Declaration of Raymond Carney in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief; and
3. Notice of Virtual Hearing on First Day Motions.

3. KCC's RETENTION APPLICATION

Debtors' Emergency Ex Parte Application for Entry of an Order Authorizing the Employment and Retention of Kurtzman Carson Consultants LLC as Claims, Noticing and Solicitation Agent [Doc. No. 2]

Response Deadline: Prior to hearing

Status: Going forward

Related Matters:

1. Debtors' Witness and Exhibit List in Support of First Day Motions;
2. Declaration of Raymond Carney in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief; and

3. Notice of Virtual Hearing on First Day Motions.

4. SCHEDULES AND SOFAS EXTENSION MOTION

Debtors' Emergency Motion for Entry of an Order Extending Time to File (I) Schedules, (II) Statements of Financial Affairs and (III) Rule 2015.3 Statements [Doc. No. 9]

Response Deadline: Prior to hearing

Status: Going forward

Related Matters:

1. Debtors' Witness and Exhibit List in Support of First Day Motions;
2. Declaration of Raymond Carney in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief; and
3. Notice of Virtual Hearing on First Day Motions.

5. GLOBAL STAY ENFORCEMENT MOTION

Debtors' Emergency Motion for Entry of an Order (I) Enforcing the Protections of 11 U.S.C. §§ 362, 365, 525 and 541(c) and (II) Approving Notice [Doc. No. 82]

Response Deadline: Prior to hearing

Status: Going forward

Related Matters:

1. Debtors' Witness and Exhibit List in Support of First Day Motions;
2. Declaration of Raymond Carney in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief; and
3. Notice of Virtual Hearing on First Day Motions.

6. FOREIGN REPRESENTATIVE MOTION

Debtors' Emergency Motion for Entry of an Order Authorizing Wesco Aircraft Holdings, Inc. to Act as the Debtors' Foreign Representative [Doc. No. 6]

Response Deadline: Prior to hearing

Status: Going forward

Related Matters:

1. Debtors' Witness and Exhibit List in Support of First Day Motions;
2. Declaration of Raymond Carney in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief; and
3. Notice of Virtual Hearing on First Day Motions.

7. MOTION TO REDACT

Debtors' Emergency Motion for Entry of an Order (I) Authorizing Them to Redact Certain Personally Identifiable Information and (II) Granting Related Relief [Doc. No. 81]

Response Deadline: Prior to hearing

Status: Going forward

Related Matters:

1. Debtors' Witness and Exhibit List in Support of First Day Motions;
2. Declaration of Raymond Carney in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief; and
3. Notice of Virtual Hearing on First Day Motions.

8. UTILITIES MOTION

Debtors' UPDATED Emergency Motion for Entry of an Order (I) Prohibiting Utilities from Altering, Refusing or Discontinuing Service, (II) Approving Adequate Assurance of Payment to Utilities and (III) Establishing Procedures to Resolve Requests for Additional Assurance [Doc. No. 29]

Response Deadline: Prior to hearing

Status: Going forward

Related Matters:

1. Original Motion filed at Doc. No. 11;
2. Debtors' Witness and Exhibit List in Support of First Day Motions;
3. Declaration of Raymond Carney in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief; and
4. Notice of Virtual Hearing on First Day Motions.

9. CASH MANAGEMENT MOTION

Debtors' Emergency Motion for Interim and Final Orders (I) Authorizing Them to (A) Maintain and Use Their Existing Cash Management System, (B) Pay Bank Fees, (C) Utilize Existing Business Forms, (D) Utilize Credit Cards, and (E) Engage in Intercompany Transactions and (II) Waiving Compliance with Section 345(B) [Doc. No. 80]

Response Deadline: Prior to hearing

Status: Going forward

Related Matters:

1. Debtors' Witness and Exhibit List in Support of First Day Motions;
2. Declaration of Raymond Carney in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief; and
3. Notice of Virtual Hearing on First Day Motions.

10. INSURANCE MOTION

Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Maintain their Insurance Policies and Programs and Honor Related Obligations, (II) Authorizing the Debtors to Renew, Supplement, Modify, Extend, Reduce or Purchase Insurance Policies, and (III) Modifying the Automatic Stay with Respect to Workers' Compensation [Doc. No. 8]

Response Deadline: Prior to hearing

Status: Going forward

Related Matters:

1. Debtors' Witness and Exhibit List in Support of First Day Motions;
2. Declaration of Raymond Carney in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief; and
3. Notice of Virtual Hearing on First Day Motions.

11. TAXES MOTION

Debtors' Emergency Motion for Entry of an Order (A) Authorizing Them to Pay Certain Prepetition Taxes and Fees and (B) Granting Related Relief [Doc. No. 10]

Response Deadline: Prior to hearing

Status: Going forward

Related Matters:

1. Debtors' Witness and Exhibit List in Support of First Day Motions;
2. Declaration of Raymond Carney in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief; and
3. Notice of Virtual Hearing on First Day Motions.

12. CUSTOMER PROGRAMS MOTION

Debtors' Emergency Motion for Entry of an Order (I) Authorizing Them to Maintain and Administer Their Existing Customer Programs and Honor Certain Related Prepetition Obligations and (II) Granting Related Relief [Doc. No. 5]

Response Deadline: Prior to hearing

Status: Going forward

Related Matters:

1. Updated order submitted at **Doc. No. 47**;
2. Debtors' Witness and Exhibit List in Support of First Day Motions;
3. Declaration of Raymond Carney in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief; and
4. Notice of Virtual Hearing on First Day Motions.

13. WAGE MOTION

Debtors' Emergency Motion Entry of an Order (I) Authorizing Them to (A) Pay Prepetition Wages, Salaries, Benefits and Other Compensation and (B) Maintain Employee Benefit Programs and (II) Granting Related Relief [Doc. No. 12]

Response Deadline: Prior to hearing

Status: Going forward

Related Matters:

1. Debtors' Witness and Exhibit List in Support of First Day Motions;
2. Declaration of Raymond Carney in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief; and
3. Notice of Virtual Hearing on First Day Motions.

14. LIEN AND § 503(B)(9) CLAIMS MOTION

Debtors' Emergency Motion for Entry of an Order (I) Authorizing Them to Pay Lien Claims and Claims Under 11 U.S.C. § 503(b)(9) and (II) Granting Related Relief [Doc. No. 4]

Response Deadline: Prior to hearing

Status: Going forward

Related Matters:

1. Debtors' Witness and Exhibit List in Support of First Day Motions;
2. Declaration of Raymond Carney in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief; and
3. Notice of Virtual Hearing on First Day Motions.

15. CRITICAL AND FOREIGN VENDORS MOTION

Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Payment of Prepetition Claims of Critical Vendors and Foreign Claimants, (II) Authorizing the Payment of Outstanding Orders, and (III) Granting Related Relief [Doc. No. 3]

Response Deadline: Prior to hearing

Status: Going forward

Related Matters:

1. Debtors' Witness and Exhibit List in Support of First Day Motions;
2. Declaration of Raymond Carney in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief; and
3. Notice of Virtual Hearing on First Day Motions.

16. LITIGATION STAY MOTION

[To be handled by Quinn Emanuel Urquhart & Sullivan, LLP]

Debtors' Emergency Motion for an Order (I) Declaring that the Automatic Stay Applies to the Non-Debtor Parties in the New York State Actions or Extending the Automatic Stay to the Non-Debtor Parties and (II) Preliminarily Enjoining the New York State Actions [Doc. No. 86]

Response Deadline: Prior to hearing

Status: Going forward

Related Matters:

1. Debtors' Witness and Exhibit List in Support of First Day Motions;
2. Declaration of Raymond Carney in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief;
3. Declaration of Jamie O'Connell in Support of Debtors' Emergency Motion for an Order (I) Declaring that the Automatic Stay Applies to the Non-Debtor Parties in the New York State Actions or Extending the Automatic Stay to the Non-Debtor Parties and (II) Preliminarily Enjoining the New York State Action; and
4. Notice of Virtual Hearing on First Day Motions.

Dated: June 1, 2023

Respectfully submitted,

/s/ Kelli S. Norfleet

Kelli S. Norfleet (TX Bar No. 24070678)
Charles A. Beckham, Jr. (TX Bar No. 02016600)
Martha Wyrick (TX Bar No. 24101606)
HAYNES AND BOONE, LLP
1221 McKinney Street, Suite 4000
Houston, TX 77010
Telephone: 1 (713) 547-2000
Email: Charles.Beckham@HaynesBoone.com
Kelli.Norfleet@HaynesBoone.com
Martha.Wyrick@HaynesBoone.com

- and -

Dennis F. Dunne (admitted *pro hac vice*)
Samuel A. Khalil (admitted *pro hac vice*)
Benjamin M. Schak (admitted *pro hac vice*)
MILBANK LLP
55 Hudson Yards
New York, NY 10001
Telephone: 1 (212) 530-5000
Email: DDunne@Milbank.com
SKhalil@Milbank.com
BSchak@Milbank.com

*Proposed Counsel to the
Debtors and Debtors in Possession*

Certificate of Service

I certify that on June 1, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Kelli S. Norfleet
Kelli S. Norfleet