

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

*In re*

**WESCO AIRCRAFT HOLDINGS, INC.,  
*et al.*,<sup>1</sup>**

Debtors.

Case No. 23-90611 (DRJ)

Chapter 11

(Jointly Administered)

**NOTICE OF FILING  
OF INITIAL DIP BUDGET**

**(RELATED TO ECF NOS. 84, 136, 139)**

**PLEASE TAKE NOTICE** that, on June 1, 2023, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), filed the *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* (the “**DIP Motion**”)<sup>2</sup> at ECF No. 84.

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not defined herein are given the meanings ascribed to such terms in the DIP Motion or the order granting the DIP Motion on an interim basis, filed at ECF No. 139 (the “**Interim DIP Order**”).



239061123061600000000008

**PLEASE TAKE FURTHER NOTICE** that the Debtors included a copy of the Initial DIP Budget as Schedule 1 to the proposed interim order filed with the DIP Motion at ECF No. 84-1.

**PLEASE TAKE FURTHER NOTICE** that, following the filing of the DIP Motion, the Debtors and Required Purchasers agreed to modifications to the Initial DIP Budget (the “*Revised Initial DIP Budget*”).

**PLEASE TAKE FURTHER NOTICE** that the Revised Initial DIP Budget is attached to this Notice as **Exhibit A**, which is intended to supplant the previously filed Initial DIP Budget. It is the intent of the Debtors and the Required Purchasers that the attached Revised Initial DIP Budget will constitute the “Initial DIP Budget” referred to at paragraph H(x) of the Interim DIP Order.

*[Remainder of page intentionally blank]*

Dated: June 16, 2023

Respectfully submitted,

/s/ Charles A. Beckham, Jr.

Charles A. Beckham, Jr. (TX Bar No. 02016600)  
Kelli S. Norfleet (TX Bar No. 24070678)  
Martha Wyrick (TX Bar No. 24101606)  
HAYNES AND BOONE, LLP  
1221 McKinney Street, Suite 400  
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 16, 2023, a true and correct copy of the foregoing document was served through the Electronic Case Filing system of the United States Bankruptcy Court for the Southern District of Texas, and will be served as set forth in the Affidavit of Service to be filed by the Debtors' proposed noticing agent.

/s/ Charles A. Beckham, Jr.

**EXHIBIT A TO NOTICE**  
**REVISED INITIAL DIP BUDGET**

**Wesco Aircraft Holdings, Inc., et al.**

13-Week Cash Flow Forecast - Initial DIP Budget

Dated: June 01, 2023

(\$ in 000s)

**Filing Entities**

	Forecast Week:		1	2	3	4	5	6	7	8	9	10	11	12	13	13 Weeks
	Week Ending:		3-Jun	10-Jun	17-Jun	24-Jun	1-Jul	8-Jul	15-Jul	22-Jul	29-Jul	5-Aug	12-Aug	19-Aug	26-Aug	Total
<b>Total Collections</b>			<b>31.6</b>	<b>15.8</b>	<b>33.2</b>	<b>36.6</b>	<b>33.0</b>	<b>48.0</b>	<b>44.8</b>	<b>36.6</b>	<b>36.4</b>	<b>47.8</b>	<b>40.5</b>	<b>38.3</b>	<b>35.3</b>	<b>477.9</b>
<b>Operating Disbursements</b>																
AP Disbursements			(3.6)	(36.3)	(58.9)	(58.7)	(48.4)	(81.8)	(66.0)	(41.6)	(20.7)	(33.4)	(29.7)	(24.9)	(26.7)	(530.5)
Payroll, Benefits & Outside Labor			--	(1.4)	(5.0)	(3.2)	(7.2)	(0.4)	(5.1)	(1.2)	(8.8)	(0.4)	(5.3)	(3.3)	(8.8)	(50.1)
Taxes			(0.5)	--	(0.1)	(0.5)	(0.5)	--	(0.0)	(0.7)	(3.6)	--	--	(0.0)	(1.2)	(7.2)
<b>Total Operating Disbursements</b>			<b>(4.1)</b>	<b>(37.7)</b>	<b>(64.0)</b>	<b>(62.4)</b>	<b>(56.1)</b>	<b>(82.2)</b>	<b>(71.1)</b>	<b>(43.5)</b>	<b>(33.1)</b>	<b>(33.8)</b>	<b>(35.0)</b>	<b>(28.2)</b>	<b>(36.6)</b>	<b>(587.8)</b>
Factoring Cash Impact			--	(0.1)	(0.6)	(0.1)	(0.2)	(0.1)	(0.1)	--	--	--	--	--	--	(1.2)
<b>Total Operating Cash Flow</b>			<b>27.5</b>	<b>(22.1)</b>	<b>(31.5)</b>	<b>(25.8)</b>	<b>(23.3)</b>	<b>(34.3)</b>	<b>(26.4)</b>	<b>(6.9)</b>	<b>3.3</b>	<b>14.0</b>	<b>5.5</b>	<b>10.0</b>	<b>(1.3)</b>	<b>(111.2)</b>
<b>Non-Operating Activities</b>																
DIP Draw / (Repayment)			110.0	--	--	--	190.0	--	--	--	--	--	--	--	--	300.0
Debt Service			--	(1.5)	--	--	(3.9)	(1.5)	--	--	--	(1.5)	--	--	--	(8.4)
Professional Fees			(5.6)	--	(0.2)	--	(3.0)	--	(1.9)	(0.7)	(2.2)	--	--	(6.1)	(5.4)	(25.1)
UST Fees			--	--	--	--	--	--	--	(1.0)	--	--	--	--	--	(1.0)
<b>Total Non-Operating Activities</b>			<b>104.4</b>	<b>(1.5)</b>	<b>(0.2)</b>	<b>--</b>	<b>183.1</b>	<b>(1.5)</b>	<b>(1.9)</b>	<b>(1.7)</b>	<b>(2.2)</b>	<b>(1.5)</b>	<b>--</b>	<b>(6.1)</b>	<b>(5.4)</b>	<b>265.5</b>
<b>Total Intercompany Activity</b>			<b>(1.0)</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>(0.2)</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>(0.2)</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>(0.2)</b>	<b>(1.6)</b>
<b>Total Cash Flow</b>			<b>130.9</b>	<b>(23.6)</b>	<b>(31.7)</b>	<b>(25.8)</b>	<b>159.6</b>	<b>(35.8)</b>	<b>(28.3)</b>	<b>(8.6)</b>	<b>1.0</b>	<b>12.4</b>	<b>5.5</b>	<b>3.9</b>	<b>(6.9)</b>	<b>152.8</b>
<b>Cash</b>																
Beginning Cash Balance			\$ 29.5	\$ 160.4	\$ 136.8	\$ 105.1	\$ 79.3	\$ 238.9	\$ 203.1	\$ 174.9	\$ 166.3	\$ 167.2	\$ 179.7	\$ 185.2	\$ 189.2	\$ 29.5
Total Cash Flow			130.9	(23.6)	(31.7)	(25.8)	159.6	(35.8)	(28.3)	(8.6)	1.0	12.4	5.5	3.9	(6.9)	152.8
<b>Ending Cash Balance</b>			<b>\$ 160.4</b>	<b>\$ 136.8</b>	<b>\$ 105.1</b>	<b>\$ 79.3</b>	<b>\$ 238.9</b>	<b>\$ 203.1</b>	<b>\$ 174.9</b>	<b>\$ 166.3</b>	<b>\$ 167.2</b>	<b>\$ 179.7</b>	<b>\$ 185.2</b>	<b>\$ 189.2</b>	<b>\$ 182.2</b>	<b>\$ 182.2</b>