

ENTERED

September 07, 2023

Nathan Ochsner, Clerk

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

In re

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

Case No. 23-90611 (DRJ)

Chapter 11

(Jointly Administered)

(Docket No. 458)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF MORRISON &
FOERSTER LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF WESCO AIRCRAFT HOLDINGS, INC., ET AL.,
EFFECTIVE AS OF JUNE 23, 2023**

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) for entry of an order authorizing the Committee to employ and retain Morrison & Foerster LLP (“Morrison & Foerster”) as its counsel, effective as of June 23, 2023, the date the Committee determined to employ Morrison & Foerster in these Chapter 11 Cases, pursuant to Sections 328(a) and 1103(a) of Title 11 of the United States Code; and upon the *Declaration of Lorenzo Marinuzzi of Morrison & Foerster LLP in Support of Application of the Official Committee of Unsecured Creditors of Wesco Aircraft Holdings, Inc., for Entry of an Order Authorizing the Employment and Retention of Morrison & Foerster LLP as Counsel Effective as of June 23, 2023* (the “Marinuzzi Declaration”), attached to the Application as **Exhibit B**, and *Declaration of George*

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.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.



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Kubin in Support of the Application of the Official Committee of Unsecured Creditors of Wesco Aircraft Holdings, Inc., et al., for Entry of an Order Authorizing the Employment and Retention of Morrison & Foerster LLP as Counsel Effective as of June 23, 2023 (the “Kubin Declaration” and with the Marinuzzi Declaration, the “Declarations”), attached to the Application as **Exhibit C**; and this Court having jurisdiction pursuant to Sections 157 and 1334 of Title 28 of the United States Code to consider the Application and the relief requested therein; and venue being proper in this Court pursuant to Sections 1408 and 1409 of Title 28 of the United States Code; and this Court being satisfied that notice of the Application and the opportunity for a hearing on the Application was appropriate under the particular circumstances and no further or other notice need be given; and this Court being satisfied, based on the representations made in the Application and the Marinuzzi Declaration, that Morrison & Foerster (a) does not represent or hold any interest adverse to the Committee in connection with these Chapter 11 Cases, (b) is a “disinterested person” as such term is defined in Section 101(14) of the Bankruptcy Code, and (c) does not represent any entity having an adverse interest in connection with the Chapter 11 Cases as required by Section 1103 of the Bankruptcy Code; and this Court having determined that the legal and factual bases set forth in the Application and the Declarations establish good cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Application is granted and approved as set forth herein effective as of June 23, 2023.
2. In accordance with Section 1103(a) of the Bankruptcy Code and, with respect to Morrison & Foerster’s hourly rates, Section 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, the Committee is authorized to employ and to retain Morrison

& Foerster as its counsel in these Chapter 11 Cases, on the terms and conditions set forth in the Application and the Marinuzzi Declaration, as modified by the terms of this Order.

3. Morrison & Foerster shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these Chapter 11 Cases in compliance with Sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, any case-specific fee protocols approved by this Court after notice and a hearing pursuant to any other applicable procedures and orders of this Court.

~~Morrison & Foerster shall make a reasonable effort to comply with the U.S. Trustee's request for information and additional disclosure as set forth in the Court's fee reviewing application for compensation and reimbursement of expenses filed under 11 U.S.C. § 330 by the key law firm in this case. Effectively, the Court's fee reviewing application shall be the Application and any interim and final fee application(s) to be filed by Morrison & Foerster in these Chapter 11 Cases.~~

4. Notwithstanding anything to the contrary in the Application, Morrison & Foerster shall not seek reimbursement of any fees or costs from the estate arising from the defense of any of Morrison & Foerster's monthly fee statements or fee applications in these Chapter 11 Cases.

5. Morrison & Foerster shall provide ten (10) business days' notice to the U.S. Trustee, the Debtors, and the Committee appointed in these Chapter 11 Cases in connection with any subsequent increase of the hourly rates listed in the Application and shall file such notice with this Court. The U.S. Trustee and the Debtors retain all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided in Section 330 of the Bankruptcy Code, and this Court retains the right to review any rate increase pursuant to Section 330 of the Bankruptcy Code.

6. To the extent that this order is inconsistent with the Application or the Declarations, the terms of this order shall govern.

7. The Committee and Morrison & Foerster are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this order in accordance with the Application, including, without limitation, executing any additional or supplemental documents incidental to the relief granted herein.

8. Morrison & Foerster will review its files periodically during the pendency of these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Morrison & Foerster will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

9. To the extent that Morrison & Foerster uses the services of independent or third-party contractors or subcontractors (the "Contractors") in these chapter 11 cases and Morrison & Foerster seeks to pass through the fees and/or costs of the Contractors to the Committee, Morrison & Foerster shall (i) pass through the fees of such Contractors to the Committee at the same rate that Morrison & Foerster pays the Contractors; and (ii) seek reimbursement for actual costs of the Contractors only. In addition, Morrison & Foerster shall ensure that the Contractors perform the conflicts checks and file such disclosures as required by Bankruptcy Code and Bankruptcy Rules.

10. Morrison & Foerster shall use its best efforts and coordinate with the Committee and its other retained professionals, to avoid any duplication of services provided by any of the Committee's other retained professionals in these Chapter 11 cases.

11. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

12. The terms and conditions of this order shall be immediately effective and enforceable upon its entry.

13. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this order.

Signed: September 06, 2023.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE