

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)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
MCDERMOTT WILL & EMERY LLP AS CO-COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, EFFECTIVE AS OF JUNE 23, 2023**

(Docket No. 457)

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) appointed in these Chapter 11 Cases for entry of an order authorizing the Committee to employ and retain McDermott Will & Emery LLP (“McDermott”) as its co-counsel, effective as of June 23, 2023, pursuant to sections 327, 328, 330, and 1103(a) of the Bankruptcy Code; and upon the Gibbs Declaration attached to the Application as **Exhibit B**; and upon the Kubin Declaration attached to the Application as **Exhibit C**; and the Court having jurisdiction pursuant to 28 U.S.C. §§ 157 and 1334 to consider the Application and the relief requested therein; and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the 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

¹ The Debtors operate under the trade name Incura 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.



other notice need be given; and the Court being satisfied, based on the representations made in the Application, the Gibbs Declaration, and the Kubin Declaration that McDermott does not represent or hold any interest materially adverse to the Debtors or their estates as to the matters upon which McDermott has been and is to be employed, and that McDermott is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code; and that while employed by the Committee, McDermott will not represent any other person or entity having an adverse interest in connection with the Chapter 11 Cases; and this Court having determined that the legal and factual bases set forth in the Application, the Gibbs Declaration, and the Kubin Declaration establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED as follows:

1. The Application is APPROVED as set forth herein.

2. Pursuant to sections 327, 328, 330, and 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, the Committee is authorized to employ and retain McDermott as its co-counsel, effective as of June 23, 2023, as modified by the terms of this Order.

3. McDermott shall apply for compensation and professional services rendered and reimbursement of expenses incurred in connection with the Debtors’ Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code, and applicable provisions of the Bankruptcy Rules, the Local Rules, and such other procedures as may be fixed by order of this Court. ~~McDermott also intends to make a reasonable effort to comply with the Trustee’s request for information and to make a reasonable effort to comply with the Trustee’s guidelines, both in context with the Application and the interim and final fee applications to be filed by McDermott in the Chapter 11 Cases.~~

4. McDermott will provide ten-business-days' written notice of any rate increases to the Committee, the United States Trustee, and the Debtors, and will file a Supplemental Affidavit detailing any such increases with the Court. The Committee, the Debtors, the U.S. Trustee, and all parties in interest retain all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. McDermott shall not be entitled to reimbursement for fees and expenses in connection with any objection to its fees, without further order of the Court.

6. McDermott 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.

7. McDermott 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, McDermott will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

8. To the extent that McDermott uses the services of independent or third-party contractors or subcontractors (the "Contractors") in these chapter 11 cases and McDermott seeks to pass through the fees and/or costs of the Contractors to the Committee, McDermott shall (i) pass through the fees of such Contractors to the Committee at the same rate that McDermott pays the Contractors; and (ii) seek reimbursement for actual costs of the Contractors only. In addition,

McDermott shall ensure that the Contractors perform the conflicts checks and file such disclosures as required by Bankruptcy Code and Bankruptcy Rules.

9. To the extent the Application, the Gibbs Declaration, or the Kubin Declaration is inconsistent with this Order, the terms of this Order shall govern.

10. The Committee and McDermott are authorized and empowered to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

12. This Court has and shall retain exclusive jurisdiction to hear and determine all matters arising from the implementation, interpretation, or enforcement of this Order.

Signed: September 06, 2023.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE