

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

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In re:)	Chapter 11)	
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WESCO AIRCRAFT HOLDINGS, INC., et al.,¹)	Case No. 23-90611 (DRJ))	
))	
Debtors.)	(Jointly Administered))	
))	
)	Ref. Doc. Nos. 348, 422 and 672)	
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))	

**FIRST SUPPLEMENTAL DECLARATION OF CHARLES A.
BECKHAM, JR. IN SUPPORT OF THE DEBTORS’
APPLICATION FOR ENTRY OF AN ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT OF
HAYNES AND BOONE, LLP AS CO-COUNSEL FOR THE
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE
AS OF THE PETITION DATE**

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.



I, Charles A. Beckham, Jr., being duly sworn, state the following under penalty of perjury:

1. I am a partner in the law firm of Haynes and Boone, LLP (“**Haynes and Boone**”), 1221 McKinney Street, Suite 4000, Houston, Texas 77010. I am a member in good standing of the State Bar of Texas and the State Bar of New York. I am admitted to practice before the United States District Court for the Northern, Southern, Eastern and Western Districts of Texas, as well as the United States District Court for the Southern District of New York, and for each of their respective bankruptcy courts. I am also admitted to practice before the United States Court of Appeals for the Fifth Circuit and the Supreme Court of the United States. There are no disciplinary proceedings pending against me.

2. On June 1, 2023 (the “**Petition Date**”), the above-captioned debtor and debtor in possession and its debtor affiliates (collectively, the “**Debtors**”) each commenced a voluntary case under chapter 11 of the Bankruptcy Code in this Court.

2. On June 30, 2023, the Debtors filed their *Application for Entry of an Order Authorizing the Employment and Retention of Haynes and Boone, LLP as Co-Counsel to the Debtors and Debtors in Possession Effective as of the Petition Date* [Docket No. 348] the (“**Retention Application**”).² Concurrently therewith, the Debtors filed the *Declaration of Charles A. Beckham, Jr. in Support of the Debtors’ Application for entry of an order Authorizing the*

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Retention Application.

Retention and Employment of Haynes and Boone, LLP as Co-Counsel for the Debtors and Debtors in Possession Effective as of the Petition Date [Docket No. 348-1, Ex. A] (the “**Original Declaration**”).

3. On August 22, 2023, the *Order Granting the Debtors’ Application for the Employment and Retention of Haynes and Boone, LLP as Co-Counsel for the Debtors and Debtors in Possession Effective as of the Petition Date* was entered [Docket No. 672] (the “**Retention Order**”).

4. In connection with the Retention Application and Original Declaration and following a further review of the names of parties in interest and creditors as well as their respective representatives appearing after the Petition Date, I submit this first supplemental declaration (the “**Supplemental Declaration**”) to provide additional disclosures in accordance with Bankruptcy Rules 2014(a) and 2016(b). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

Supplemental Disclosures

5. As stated in the Original Declaration, Haynes and Boone initially obtained from the Debtors and their representatives before the Petition Date the names of individuals and entities that may be parties in interest in these Chapter 11 Cases (the “**Original Potential Parties in Interest List**”). This Supplemental Declaration makes certain additional disclosures, for the following categories: (i) new connections to parties on the Original Potential Parties in Interest List; (ii)

identification and connections to the Additional Potential Parties in Interest (as defined below); and (iii) identification and connections to Ordinary Course Professionals (as defined below).

A. New Connections to the Original Potential Parties in Interest

6. As stated in the Original Declaration, “Haynes and Boone will review its records periodically during the pendency of the 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, Haynes and Boone will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).” Doc. No. 348-1, ¶ 24. Since the Original Declaration, Haynes and Boone has identified the below connections to the parties on the Original Parties in Interest List (the “**Supplemental Disclosures**”):

- Gray Reed – Haynes and Boone hired a lateral partner from another law firm in early August 2023 and through that hire has undertaken representation of Gray Reed & McGraw LLP, a Party-in-Interest to whom Haynes and Boone originally had no connections. Haynes and Boone’s representation of Gray Reed concerns an unrelated litigation matter having no connection to the Debtors’ Chapter 11 Cases.
- KnowBe4, Inc. – Haynes and Boone represents KnowBe4 Africa (Pty) Ltd., a subsidiary of KnowBe4, Inc., a Party-in-Interest to whom Haynes and Boone originally had no connections. Haynes and Boone’s representation of KnowBe4 Africa (Pty) Ltd. concerns trademark matters unrelated to the Debtors’ Chapter 11 Cases.
- FirstCall – Haynes and Boone represents FirstCall Mechanical Group, which may be related to First Call International, Inc., a Party-in-Interest to whom Haynes and Boone originally had no connections. Haynes and Boone’s representation of

FirstCall Mechanical Group concerns employment matters unrelated to the Debtors' Chapter 11 Cases.

B. Connections to Ordinary Course Professionals

7. On July 14, 2023, the Debtors filed the *Debtors' Motion for Entry of an Order (I) Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief* [Docket No. 422] (the "**OCP Motion**"). In the OCP Motion at Schedule 1, the Debtors identified the names of certain professionals the Debtors customarily retain in the ordinary course of their business (the "**Ordinary Course Professionals**"). Certain Ordinary Course Professionals were not disclosed in the Original Potential Parties in Interest List. These additional Ordinary Course Professionals are included in **Schedule 1**, attached hereto.

C. Additional Potential Parties in Interest

8. After the Petition Date, the Debtors and their advisors became aware of the names of other creditors, parties in interest and their professionals, which were not included in the Original Potential Parties in Interest List. These additional parties, including the Ordinary Course Professionals, are listed on **Schedule 1** attached hereto (the "**Additional Potential Parties in Interest**").³

³ Haynes and Boone's inclusion of parties in the following Schedules is solely to illustrate Haynes and Boone's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

D. Statement of Disinterestedness

9. I make this Supplemental Declaration to: (i) make the Supplemental Disclosures and (ii) identify the Additional Potential Parties in Interest that Haynes and Boone has run through the System since filing the Retention Application.

10. To the extent that I have been able to ascertain, Haynes and Boone does not have any connections to the parties that are listed on the Additional Parties in Interest.

11. The Firm will continue to supplement Haynes Boone's disclosures in the event that Haynes Boone learns of additional parties or connections that require disclosure. Accordingly, Haynes and Boone reserves the right to further supplement this disclosure if necessary as more information becomes available. If any new material relevant facts or relationships are discovered or arise, Haynes Boone will promptly file a supplemental declaration pursuant to Bankruptcy Rule 2014(a).

The foregoing constitutes my supplemental statement and that of Haynes and Boone pursuant to section 327 of the Bankruptcy Code and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: September 25, 2023

Respectfully submitted,

/s/ Charles A. Beckham, Jr.
Charles A. Beckham, Jr.

SCHEDULE 1

The following lists contain the names of reviewed entities as described more fully in Supplemental Declaration. Where the names of the entities reviewed are incomplete or ambiguous, the scope of the search was intentionally broad and inclusive, and Haynes and Boone, LLP reviewed each entity in its records, as more fully described in the Original Declaration, matching the incomplete or ambiguous name.

CLAIMANT-FILED CLAIMS

ACHILLES AEROSPACE PRODUCTS,
INCORPORATED
AL TECHNOLOGY, INC.
AO PRECISION MANUFACTURING
ARIZONA DEPARTMENT OF REVENUE
B AND B SPECIALTIES LLC
BLIND AND VISION REHABILITATION
SERVICES OF PITTSBURGH
CASTOLEUM CORPORATION D/B/A
NOBLE PINE PRODUCTS COMPANY
CDW
CES MACHINE PRODUCTS INC.
COAST-LINE INTERNATIONAL
DISTRIBUTORS LTD
THE COUNTY OF DENTON, TEXAS,
COLLECTING PROPERTY TAXES FOR
ITSELF AND FOR THE CITY OF
DENTON, TEXAS,
THE JANKOVICH COMPANY, LLC
THE SLABE MACHINE PRODUCTS LLC
TRANSENE COMPANY, INC.
W.W. GRAINGER, INC.
3V FASTENERS
A & A - THE INTERNATIONAL FORW

CONDO, INC.
CONTROL SOLUTIONS INC.
EIS LEGACY LLC
HAUN WELDING SUPPLY INC
J.T. EATON AND CO., INC.
LANXESS CORPORATION
LIPHATECH INC
MID-CONTINENT INSTRUMENTS CO.,
INC.
NORMA PENNSYLVANIA, INC.
NORTHWEST ISD
RIDEOUT TOOL AND MACHINE INC.
SPECIALTY POLYMERS AND
SERVICES, INC.

CLAIMANT-SCHEDULE E/F

AIR POWER INC.
ALA ADVANCED LOGISTICS FOR
AEROSPACE
ALLFAST FASTNG SYS INC - BA
CONSIGNMENT
ALLIUM US HOLDING LLC
AMPHENOL PCD
ANILLO - MIN/MAX

ARGO SPRING MFG. CO.
ARLINGTON INT. AVIA., LLC-
BA/CONSIGNMENT
AUTOMOTIVE & INDUSTRIAL SUPPLY
B & B SPECIALTIES INC.
BAL SEAL ENGINEERING EUROPE BV
BOEING DIST. SVC. - AERO. DIV -BA -
VOI
BOEING DIST. SVC. - CONSIGNMENT -
BA
CLARIANT CORPORATION
CONDO INC
DECLAN GRANT
DOUGLASS INTERIOR PRODUCTS
ENTEGRIS, INC.
ERAQUIMICOS SA DE CV
FMC CORPORATION
FORTECH PRODUCTS MEXICO SA DE
CV
GREENE TWEED & COMPANY
LIMITED
GS AEROSPACE
HISCO/DALLAS
INDESTRUCTIBLE PAINT CO.
INTERNATIONAL SEAL-SIMRIT
KAMATICS CORPORATION
KINTO UK LTD
KIRKLEES METROPOLITAN COUNCIL
KMG ELECTRONIC CHEMICALS, INC
LANXESS SOLUTIONS US INC.
LIPHATECH INC
MAGNAFLUX DIVISION OF ILLINOIS
TOOL WORK

MATERION ADVANCED CHEMICALS
MAYDAY MANUFACTURING
COMPANY
MB AEROSPACE LTD
MCGEAN ROHCO INC.
MEGGITT POLYMERS AND
COMPOSITES
MSC INDUSTRIAL SUPPLY CO.
NOBLE PINE PRODUCTS CO.
NTN BEARING CORPORATION OF
AMERICA
PENN POWER GROUP
RADIAL USA - TEMPE
RANDOLPH PRODUCTS COMPANY
SERVICIOS EQUIPOS Y PRODUCTOS
ECOLOGICOS
SOLUTIA UK LTD -T
SUPERIOR AIR PARTS INC
TEMPEST AERO GROUP
TORAY ADVANCED COMPOSITES
U.S. LUBRICANTS
US TECHNOLOGIES SA DE CV
VERSATILIDAD INDUSTRIAL DE
SALTILLO SA
VERYON
VOSS INDUSTRIES INC
WENCOR WEST INCORPORATED
WEST COAST AEROSPACE
ZESTRON AMERICA
FAWCETT, DAVE

DIRECTORS/OFFICERS

FAWCETT, DAVE
HERNANDEZ, MARK
REDAN ADVISORS LLC
WELLS, GARY

ORDINARY COURSE

PROFESSIONALS

BDO USA, LLP
DELOITTE, LLP
KPMG, LLP
MORGANFRANKLIN CONSULTING,
LLC
ACCENTURE (UK) LTD
ACCENTURE LLP
BAKER & MCKENZIE LLP
BARNEA LAW FIRM
BDO AG
WIRTSCHAFTSPRUEFUNGSGESELLSC
HAFT
BDO CANADA LLP
BDO LLP (UK)
BDO S.P.A.
BDO, SPOL, S.R.O
BDO ZIV HAFT, C.P.A.
BERRY APPLEMAN & LEIDEN LLP
CT CORPORATION
DILWORTH PAXSON LLP
DLA INTERNATIONAL
DLA PIPER LLP (US)
DLA PIPER UK LLP
DLA PIPER WIATER SP.
KOMANDYTOWA
EPTALEX
ERNST & YOUNG LLP
FREETHS LLP
FRILOT LLC

HOLLAND & KNIGHT
J. SAGAR ASSOCIATES
JSA LAW
KBF CPAS LLP
KOPPER
KPMG SOMEKH CHAIKIN
LATHAM & WATKINS LLP
LITTLER MENDELSON, P.C.
LONDON FISCHER
MATTOS FILHO
MILLER & CHEVALIER CHARTERED
THE MILLER LAW OFFICES
MILLER THOMSON LLP
MILLS & REEVE LLP
MUNSCH HARDT KOPF & HARR, P.C.
PILLSBURY WINTHROP SHAW
PITTMAN LLP
PINSENT MASONS LLP
PWC POLAND
PWC UK
ROWLAND B. SECKINGER
SAINZ ABOGADOS, S.C.
SCHINDHELM
RECHTSANWALTSGESELLSCHAFT
MBH
SDZ LEGAL, LLC
STIKEMAN ELLIOTT LLP
THOMAS J FRELK AND ASSOCIATES,
LLC
UMBERG ZIPSER LLC
VALUATION RESEARCH
CORPORATION
VAN BENTHEM & KEULEN B.V.
WALKERS CORPORATE LIMITED
WILKIE FARR & GALLAGHER
WINSTON & STRAWN LLP

VENDORS

ACCROFAB LIMITED