

**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 (MI)

Chapter 11

(Jointly Administered)

**NOTICE OF EXCESS FEES FOR
PRICEWATERHOUSECOOPERS LLP**

(RELATED TO DOCKET NO. 730)

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.



239061124042200000000008

PLEASE TAKE NOTICE that, on July 14, 2023, above-captioned debtors and debtors in possession (the “**Debtors**”)² 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**”) with this Court.

PLEASE TAKE FURTHER NOTICE that, on August 8, 2023, the Court entered the *Order (I) Authorizing the Debtors to Retain and Compensate Certain Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief* [Docket No. 607] (“the “**OCP Order**”)³ granting the relief requested in the OCP Motion. In particular, the OCP Order placed a provisional limit of \$200,000 per month on the fees incurred over a rolling three-month period by any professional designated as a “Tier 1” professional (the “**Tier 1 Cap**”).

PLEASE TAKE FURTHER NOTICE that, on September 7, 2023, PricewaterhouseCoopers LLP (“**PwC UK**”) filed its *Declaration of Ordinary Course Professional* [ECF No. 730] (the “**PwC UK Declaration**”). No objections to the PwC UK Declaration were received.

PLEASE TAKE FURTHER NOTICE that, on October 5, 2023, the Debtors filed the *Notice of First Amendment to the List of Ordinary Course Professionals* [Docket No. 794] (the “**First OCP List Supplement**”), which added PwC UK as a “Tier 1” professional on the OCP List. No objections to the First OCP List Supplement were received. Subsequent supplements to the OCP List have not changed PwC UK’s designation as a “Tier 1” professional.

PLEASE TAKE FURTHER NOTICE that, PwC UK’s fees and expenses exceeded the Tier 1 Cap during the three-month period ending on March 31, 2024 (the “**Excess Fee Period**”), for which PwC UK seeks \$283,299 in excess of the Tier 1 Cap (the “**Excess Fees**”). A summary

² A detailed description of the Debtors and their businesses is set forth in the *Declaration of Raymond Carney in Support of Chapter 11 Petitions and First Day Motions* (the “**First Day Declaration**”) [ECF No. 13], filed with the Debtors’ voluntary petitions for relief filed under title 11 of the United States Code (the “**Bankruptcy Code**”), on June 1, 2023 (the “**Petition Date**”). The Debtors are operating their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. An official committee of unsecured creditors was appointed on June 16, 2023; no trustee, examiner or other official committee has been appointed.

³ All capitalized terms not otherwise defined in this notice bear the meanings ascribed to them in the OCP Order.

of the Excess Fees is attached hereto as **Exhibit A**. PwC UK's invoices for the Excess Fee Period are attached hereto as **Exhibit B**. These invoices detail the nature of the services rendered and the fees and expenses incurred by PwC UK in connection with the Excess Fee Period.

PLEASE TAKE FURTHER NOTICE that, if no objections to this Notice of Excess Fees are filed and served on or prior to **May 6, 2024**, the Debtors will be authorized to pay, without further order of the Court, all of the Excess Fees.

[Remainder of page intentionally blank]

Dated: April 22, 2024

Respectfully submitted,

/s/ Charles A. Beckham

Charles A. Beckham, Jr. (TX Bar No. 02016600)
Patrick L. Hughes (TX Bar No. 10227300)
Kelli S. Norfleet (TX Bar No. 24070678)
Martha Wyrick (TX Bar No. 24101606)
Re'Necia Sherald (TX Bar No. 24121543)
HAYNES AND BOONE, LLP
1221 McKinney Street, Suite 400
Houston, TX 77010
Telephone: 1 (713) 547-2000
Email: Charles.Beckham@HaynesBoone.com
Patrick.Hughes@HaynesBoone.com
Kelli.Norfleet@HaynesBoone.com
Martha.Wyrick@HaynesBoone.com
ReNecia.Sherald@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

*Counsel to the Debtors
and Debtors in Possession*

CERTIFICATE OF SERVICE

I certify that, on April 22, 2024, 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.

Dated: April 22, 2024

/s/ Charles A. Beckham

Charles A. Beckham

EXHIBIT A TO NOTICE OF EXCESS FEES
PWC UK EXCESS FEES SUMMARY

Workstream	Fees Incurred (GBP)		
	Jan	Feb	March
Pattonair (Derby) Limited FY22 audit	26,462	61,093	-
Pattonair (Derby) Limited FY23 audit	12,814	66,736	112,357
Wesco Aircraft EMEA Ltd FY22 audit	33,140	41,860	69,209
Wesco Aircraft EMEA Ltd FY23 audit	17,000	73,000	97,160
Incora - Transfer pricing	38,000	-	51,000
VAT query	-	1,200	-
Total (GBP)	127,416	243,889	329,726
Total (USD)¹	\$160,544²	\$307,300³	\$415,455⁴
3 month rolling average (USD)			\$294,433

¹ Exchange rate of 1 GBP = 1.26 USD.

² Paid.

³ Paid.

⁴ All March invoices remain unpaid pending resolution of this Notice of Excess Fees; however, \$132,156 of this total is and remains payable without further order pursuant to the terms of the OCP Order. For the avoidance of doubt, PwC UK does not waive its rights to payment of amounts permitted by the OCP Order.

EXHIBIT B TO NOTICE OF EXCESS FEES
PWC UK INVOICES



Pattonair (Derby) Limited
 Ascot Business Park
 50 Longbridge Lane
 Derby
 DE24 8UJ
 United Kingdom

PricewaterhouseCoopers LLP

1 Embankment Place
 London
 WC2N 6RH

PwC switchboard: +44 (0)20 7583 5000
 Payment queries: 0800 011 3815 or
 from outside UK: +44 (0)20 7283 6972
 Email: uk_finops_helpdesk@pwc.com

Invoice Number
 1356184105
 Invoice Contact
 Hannah Allen
 Date & Tax Point
 01 March 2024
 VAT Registration Number
 GB243823957

Our Ref:
 0000261507/R.Kay

	GBP
February 2024 time spent on the 2022 Statutory Accounts	61,093.00
February 2024 time spent on the 2023 Audit	<u>66,736.00</u>
	127,829.00
VAT@20%	<u>25,565.80</u>
	<u><u>153,394.80</u></u>
Invoice Prepared by: Julie Evans (julie.e.evans@pwc.com)	

Paying by Bank Transfer: Please remember to quote your invoice number(s)
 Payee name: PricewaterhouseCoopers LLP, A/c no: 00232440, Sort Code: 60-00-01
 BIC NWBKGB2L, IBAN GB79NWBK60000100232440
Please email your remittance advice to: uk_remittanceadvice@pwc.com
Cheques should be made payable to **PricewaterhouseCoopers LLP** and posted to the address at the top of the invoice, for the attention of Cashiers. If the bank details on this invoice differ from those held on your records, please independently verify these by calling the number on our website. **Invoice queries** should be directed to the **Invoice Contact above**.



Remittance Advice

Please return with remittance - see Payment Instructions

Pattonair (Derby) Limited
 Ascot Business Park
 50 Longbridge Lane
 Derby
 DE24 8UJ
 United Kingdom

PricewaterhouseCoopers LLP

1 Embankment Place
 London
 WC2N 6RH

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 Delaware
 19801
 USA

PricewaterhouseCoopers LLP
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 London
 WC2N 6RH

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 Payment queries: 0800 011 3815 or
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 Email: uk_finops_helpdesk@pwc.com

Invoice Number
1356158491
 Invoice Contact
Chris Booker
 Date & Tax Point
31 January 2024
 VAT Registration Number
GB243823957

Our Ref:
 4000413884/J.Andrews

<p>Interim fee in relation to WACI/WAEL Canada MAP claim Outside the scope of UK VAT</p>	<p>GBP</p> <p>38,000.00</p> <p><u>0.00</u></p> <p><u>38,000.00</u></p>
<p style="font-size: 48px; opacity: 0.5;">DRAFT</p>	
<p>No work was performed in the USA by UK staff/partners re this invoice.</p>	

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Invoice Number
 1356201211
 Invoice Contact
 Hannah Allen
 Date & Tax Point
 16 April 2024
 VAT Registration Number
 GB243823957

Our Ref:
 0000261507/R.Kay

<p>March 2024 time spent on the 2023 Audit VAT@20%</p> <p>Invoice Prepared by: Julie Evans (julie.e.evans@pwc.com)</p>	<p>GBP</p> <p>112,357.00 22,471.40 <hr/> 134,828.40</p>
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 DE24 8UJ
 United Kingdom

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 WC2N 6RH

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Our Ref:
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<p>March 2024 time spent on the 2023 Audit VAT@20%</p> <p>Invoice Prepared by: Julie Evans (julie.e.evans@pwc.com)</p>	<p>GBP</p> <p>112,357.00</p> <p><u>22,471.40</u></p> <p><u>134,828.40</u></p>
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 Wesco Aircraft EMEA, Ltd
 50 Longbridge Lane
 Derby
 DE24 8UJ
 United Kingdom

PricewaterhouseCoopers LLP
 1 Embankment Place
 London
 WC2N 6RH

PwC switchboard: +44 (0)20 7583 5000
 Payment queries: 0800 011 3815 or
 from outside UK: +44 (0)20 7283 6972
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Invoice Number
1356157573
 Invoice Contact
Glen Dodd
 Date & Tax Point
23 February 2024
 VAT Registration Number
GB243823957

Our Ref:
 0000186366/R.Greveson

	GBP
Cost attributed to time for January 2024	33,140.00
Costs attributed to time for February 2024	<u>41,860.00</u>
VAT@20%	<u>15,000.00</u>
	<u><u>90,000.00</u></u>

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 19801
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Invoice Number
1356141054
 Invoice Contact
Chris Booker
 Date & Tax Point
07 March 2024
 VAT Registration Number
GB243823957

Our Ref:
 4000413884/J.Andrews

<p>Interim FY22 TPD fee (Pattonair Italy and associated benchmarking studies) Outside the scope of UK VAT</p>	<p>GBP</p> <p>51,000.00</p> <p><u>0.00</u></p> <p><u>51,000.00</u></p>
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No work was performed in the USA by UK staff/partners re this invoice.

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Mark Whatling
 Wesco Aircraft EMEA, Ltd
 50 Longbridge Lane
 Derby
 DE24 8UJ
 United Kingdom

PricewaterhouseCoopers LLP

1 Embankment Place
 London
 WC2N 6RH

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 Email: uk_finops_helpdesk@pwc.com

Invoice Number
1356184918
 Invoice Contact
Glen Dodd
 Date & Tax Point
26 March 2024
 VAT Registration Number
GB243823957

Our Ref:
 0000186366/R.Greveson

<p>Final bill for FY22 audit VAT@20%</p>	<p>GBP</p> <p>69,209.00 13,841.80 <hr style="border: 1px solid black;"/> 83,050.80 <hr style="border: 1px solid black;"/></p>
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 Wesco Aircraft EMEA, Ltd
 50 Longbridge Lane
 Derby
 DE24 8UJ
 United Kingdom

PricewaterhouseCoopers LLP

1 Embankment Place
 London
 WC2N 6RH

PwC switchboard: +44 (0)20 7583 5000
 Payment queries: 0800 011 3815 or
 from outside UK: +44 (0)20 7283 6972
 Email: uk_finops_helpdesk@pwc.com

Invoice Number
1356184918
 Invoice Contact
Glen Dodd
 Date & Tax Point
26 March 2024
 VAT Registration Number
GB243823957

Our Ref:
 0000186366/R.Greveson

<p>Final bill for FY22 audit VAT@20%</p>	<p>GBP</p> <p>69,209.00 13,841.80 <hr style="width: 100%; border: 0.5px solid black;"/> 83,050.80 <hr style="width: 100%; border: 0.5px solid black;"/></p>
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Mark Whatling
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 50 Longbridge Lane
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 DE24 8UJ
 United Kingdom

PricewaterhouseCoopers LLP

1 Embankment Place
 London
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 Email: uk_finops_helpdesk@pwc.com

Invoice Number
1356184918
 Invoice Contact
Glen Dodd
 Date & Tax Point
26 March 2024
 VAT Registration Number
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Our Ref:
 0000186366/R.Greveson

<p>Final bill for FY22 audit VAT@20%</p>	<p>GBP</p> <p>69,209.00 13,841.80 <hr style="border: 1px solid black;"/> 83,050.80 <hr style="border: 1px solid black;"/></p>
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 50 Longbridge Lane
 Derby
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 United Kingdom

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1 Embankment Place
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 WC2N 6RH

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 Email: uk_finops_helpdesk@pwc.com

Invoice Number
 1356186230
 Invoice Contact
 Glen Dodd
 Date & Tax Point
 26 March 2024
 VAT Registration Number
 GB243823957

Our Ref:
 0000186366/V.Coe

<p>Bill on account for FY23 audit VAT@20%</p>	<p>GBP</p> <p>97,160.00 19,432.00 <hr style="border: 1px solid black;"/> 116,592.00 <hr style="border: 1px solid black;"/></p>
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Remittance Advice

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 DE24 8UJ
 United Kingdom

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Our Ref:
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<p>Bill on account for FY23 audit VAT@20%</p>	<p>GBP</p> <p>97,160.00 19,432.00 <hr/> 116,592.00</p>
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 from outside UK: +44 (0)20 7283 6972
 Email: uk_finops_helpdesk@pwc.com

Invoice Number
 1356186230
 Invoice Contact
 Glen Dodd
 Date & Tax Point
 26 March 2024
 VAT Registration Number
 GB243823957

Our Ref:
 0000186366/V.Coe

<p>Bill on account for FY23 audit VAT@20%</p>	<p>GBP</p> <p>97,160.00 19,432.00 <hr/> 116,592.00</p>
--	--

Paying by Bank Transfer: Please remember to quote your invoice number(s)
 Payee name: PricewaterhouseCoopers LLP, A/c no: 00232440, Sort Code: 60-00-01
 BIC NWBKGB2L, IBAN GB79NWBK60000100232440
Please email your remittance advice to: uk_remittanceadvice@pwc.com
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 Ascot Business Park
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 DE24 8UJ
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PricewaterhouseCoopers LLP

1 Embankment Place
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Invoice Number
 1356144536
 Invoice Contact
 Hannah Allen
 Date & Tax Point
 09 February 2024
 VAT Registration Number
 GB243823957

Our Ref:
 0000261507/R.Kay

	GBP
January 2024 time spent on the 2022 Statutory Accounts	26,462.00
January 2024 time spent on the 2023 Audit	<u>12,814.00</u>
	39,276.00
VAT@20%	<u>7,855.20</u>
	<u><u>47,131.20</u></u>
Invoice Prepared by: Julie Evans (julie.e.evans@pwc.com)	

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Invoice Prepared by: Julie Evans (julie.e.evans@pwc.com)	

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Mark Whatling
 Wesco Aircraft EMEA, Ltd
 50 Longbridge Lane
 Derby
 DE24 8UJ
 United Kingdom

PricewaterhouseCoopers LLP
 1 Embankment Place
 London
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Invoice Number
 1356157572
 Invoice Contact
 Glen Dodd
 Date & Tax Point
 23 February 2024
 VAT Registration Number
 GB243823957

Our Ref:
 0000186366/V.Coe

	GBP
Cost attributed to time for January 2024	17,000.00
Costs attributed to time for February 2024	<u>73,000.00</u>
VAT@20%	<u>90,000.00</u>
	<u>18,000.00</u>
	<u><u>108,000.00</u></u>

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