

**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 (MI)

Chapter 11

(Jointly Administered)

**SECOND NOTICE OF EXCESS FEES FOR  
PRICewaterhouseCOOPERS LLP**

**(RELATED TO DOCKET NOS. 730 & 1687)**

<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.



2390611240507000000000002

**PLEASE TAKE NOTICE** that, on July 14, 2023, above-captioned debtors and debtors in possession (the “**Debtors**”)<sup>2</sup> 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**”)<sup>3</sup> 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, on April 22, 2024, PwC UK filed a notice of excess fees for the three-month period ending on March 31, 2024 (the “**First Notice of Excess Fees**”). No objections to the First Notice of Excess Fees were received.

<sup>2</sup> 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.

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

**PLEASE TAKE FURTHER NOTICE** that, PwC UK’s fees and expenses exceeded the Tier 1 Cap during the three-month period ending on April 30, 2024 (the “*Excess Fee Period*”), for which PwC UK seeks \$216,434<sup>4</sup> in excess of the Tier 1 Cap (the “*Excess Fees*”). A summary 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 Second Notice of Excess Fees are filed and served on or prior to **May 18, 2024**, the Debtors will be authorized to pay, without further order of the Court, all of the Excess Fees.

*[Remainder of page intentionally blank]*

<sup>4</sup> As discussed herein, the First Notice of Excess Fees received no objections. Accordingly, the amounts listed therein, including the invoices for February and March, have been paid to PwC UK pursuant to the OCP Order. As listed on Exhibit A, only the April invoices (totaling \$93,679) currently remain outstanding.

Dated: May 7, 2024

Respectfully submitted,

/s/ Charles A. Beckham, Jr.

Charles A. Beckham, Jr. (TX Bar No. 02016600)  
Patrick L. Hughes (TX Bar No. 10227300)  
Martha Wyrick (TX Bar No. 24101606)  
Re’Necia Sherald (TX Bar No. 24121543)  
HAYNES AND BOONE, LLP  
1221 McKinney Street, Suite 4000  
Houston, TX 77010  
Telephone: 1 (713) 547-2000  
Email: Charles.Beckham@HaynesBoone.com  
Patrick.Hughes@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 May 7, 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.

/s/ Charles A. Beckham, Jr.

Charles A. Beckham, Jr.

**EXHIBIT A TO NOTICE OF EXCESS FEES**

**PWC UK EXCESS FEES SUMMARY**

Workstream	Fees Incurred (GBP)		
	Feb	March	April
Pattonair (Derby) Limited FY22 audit	61,093	-	-
Pattonair (Derby) Limited FY23 audit	66,736	112,357	18,515
Wesco Aircraft EMEA Ltd FY22 audit	41,860	69,209	-
Wesco Aircraft EMEA Ltd FY23 audit	73,000	97,160	21,428
Incora - Transfer pricing	-	51,000	35,000
VAT query	1,200	-	-
<b>Total (GBP)</b>	<b>243,889</b>	<b>329,726</b>	<b>74,943</b>
<b>Total (USD)<sup>1</sup></b>	\$307,300 <sup>2</sup>	\$415,455 <sup>3</sup>	\$93,679 <sup>4</sup>
<b>3 month rolling average (USD)</b>			<b>\$272,145</b>

<sup>1</sup> Exchange rate of 1 GBP = 1.26 or 1.25 USD (based on invoice timing).

<sup>2</sup> Paid.

<sup>3</sup> Paid.

<sup>4</sup> All April invoices remain unpaid pending resolution of this Second Notice of Excess Fees.

**EXHIBIT B TO NOTICE OF EXCESS FEES**  
**PWC UK INVOICES**





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

Our Ref:  
 0000186366/V.Coe

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

**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**.

**Unless otherwise agreed, payment is due 14 days after the date of this invoice.**

PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Conduct Authority for designated investment business and by the Solicitors Regulation Authority for regulated legal activities.



## Remittance Advice

*Please return with remittance - see Payment Instructions*

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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Invoice Number  
 1356186230  
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 Date & Tax Point  
 26 March 2024  
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 GB243823957

Our Ref:  
 0000186366/V.Coe

	<b>GBP</b>
Bill on account for FY23 audit VAT@20%	97,160.00 19,432.00 <hr style="border: 1px solid black;"/> 116,592.00 <hr style="border: 3px double black;"/>

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

**PricewaterhouseCoopers LLP**  
 1 Embankment Place  
 London  
 WC2N 6RH

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 Payment queries: 0800 011 3815 or  
 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

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

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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

	<b>GBP</b>
Final bill for FY22 audit VAT@20%	69,209.00 13,841.80 <hr style="border: 1px solid black;"/> 83,050.80 <hr style="border: 3px double black;"/>

**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  
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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

	<b>GBP</b>
Final bill for FY22 audit VAT@20%	69,209.00 13,841.80 <hr style="border: 1px solid black;"/> 83,050.80 <hr style="border: 3px double black;"/>

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# File Copy

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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 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><b>GBP</b></p>   <p>69,209.00                  13,841.80  <hr/>                 83,050.80  <hr/></p>
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 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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# Copy - This is not a Tax invoice

WOLVERINE TOP HOLDING Corp.  
 1209 Orange Street  
 Wilmington  
 Delaware  
 19801  
 USA

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

Our Ref:  
 4000413884/J.Andrews

	<b>GBP</b>
Interim FY22 TPD fee (Pattonair Italy and associated benchmarking studies) Outside the scope of UK VAT	51,000.00
	<u>0.00</u>
	<u>51,000.00</u>

No work was performed in the USA by UK staff/partners re this invoice.

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 BIC NWBKGB2L, IBAN GB79NWBK60000100232440  
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# Copy - This is not a Tax invoice

Mark Whatling  
 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  
 1356157573  
 Invoice Contact  
 Glen Dodd  
 Date & Tax Point  
 23 February 2024  
 VAT Registration Number  
 GB243823957

Our Ref:  
 0000186366/R.Greveson

	<b>GBP</b>
Cost attributed to time for January 2024	33,140.00
Costs attributed to time for February 2024	41,860.00
	<hr/>
VAT@20%	75,000.00
	<hr/>
	15,000.00
	<hr/>
	<b>90,000.00</b>

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

Our Ref:  
 0000261507/R.Kay

	<b>GBP</b>
March 2024 time spent on the 2023 Audit VAT@20%	112,357.00 22,471.40 <hr/> 134,828.40 <hr/>
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**

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## 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

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

Our Ref:  
 0000261507/R.Kay

	<b>GBP</b>
<p>March 2024 time spent on the 2023 Audit                  VAT@20%</p>	<p>112,357.00                  22,471.40  <hr style="border: 1px solid black;"/>                 134,828.40  <hr style="border: 1px solid black;"/></p>
<p>Invoice Prepared by: Julie Evans (julie.e.evans@pwc.com)</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

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 Payment queries: 0800 011 3815 or  
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 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

	<b>GBP</b>
February 2024 time spent on the 2022 Statutory Accounts	61,093.00
February 2024 time spent on the 2023 Audit	66,736.00
	<u>127,829.00</u>
VAT@20%	25,565.80
	<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)**

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 DE24 8UJ  
 United Kingdom

**PricewaterhouseCoopers LLP**

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 WC2N 6RH

PwC switchboard: +44 (0)20 7583 5000  
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 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

	<b>GBP</b>
February 2024 time spent on the 2022 Statutory Accounts	61,093.00
February 2024 time spent on the 2023 Audit	66,736.00
	<u>127,829.00</u>
VAT@20%	25,565.80
	<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**.

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 360 North Crescent Drive  
 South Building  
 Beverly Hills  
 California  
 90210  
 USA

**PricewaterhouseCoopers LLP**  
 1 Embankment Place  
 London  
 WC2N 6RH

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 from outside UK: +44 (0)20 7283 6972  
 Email: uk\_finops\_helpdesk@pwc.com

Invoice Number  
 1356211207  
 Invoice Contact  
 Chris Booker  
 Date & Tax Point  
 26 April 2024  
 VAT Registration Number  
 GB243823957

Our Ref:  
 4000413884/J.Andrews

<p>MAP Cover letter - for the continued work on the MAP claim letter.                  Outside the scope of UK VAT</p>	<p><b>GBP</b></p> <p>15,000.00                  0.00  <hr style="width: 50%; margin: 0;"/>                 15,000.00</p>
--	--

No work was performed in the USA by UK staff/partners re this invoice

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Invoice Number  
 1356205612  
 Invoice Contact  
 Chris Booker  
 Date & Tax Point  
 26 April 2024  
 VAT Registration Number  
 GB243823957

Our Ref:  
 4000413884/J.Andrews

<p>Continued TP Documentation work, including; the Pattonair Poland Local File and European Management Services benchmarking.                  Outside the scope of UK VAT</p>	<p><b>GBP</b></p> <p>20,000.00                  0.00  <hr style="border: 1px solid black;"/>                 20,000.00  <hr style="border: 1px solid black;"/></p>
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 Derby  
 DE24 8UJ  
 United Kingdom

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Invoice Number  
 1356211328  
 Invoice Contact  
 Hannah Allen  
 Date & Tax Point  
 03 May 2024  
 VAT Registration Number  
 GB243823957

Our Ref:  
 0000261507/R.Kay

	<b>GBP</b>
April 2024 time spent on the 2023 Statutory Audit. VAT@20%	18,515.00 3,703.00 <hr/> 22,218.00 <hr/>

**Paying by Bank Transfer: Please remember to quote your invoice number(s)**

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 50 Longbridge Lane  
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 Hannah Allen  
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 03 May 2024  
 VAT Registration Number  
 GB243823957

Our Ref:  
 0000261507/R.Kay

	<b>GBP</b>
<p>April 2024 time spent on the 2023 Statutory Audit.                  VAT@20%</p>	<p>18,515.00                  3,703.00  <hr style="border: 1px solid black;"/>                 22,218.00  <hr style="border: 1px solid black;"/></p>

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<p>April 2024 time spent on the 2023 Statutory Audit.                  VAT@20%</p>	<p><b>GBP</b></p>   <p>18,515.00                  3,703.00  <hr style="border: 1px solid black;"/>                  22,218.00  <hr style="border: 3px double black;"/></p>
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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  
 1356212803  
 Invoice Contact  
 Glen Dodd  
 Date & Tax Point  
 29 April 2024  
 VAT Registration Number  
 GB243823957

Our Ref:  
 0000186366/V.Coe

<p>Bill on account for FY23 audit                  VAT@20%</p>	<p><b>GBP</b></p> <p>21,428.00                  4,285.60  <hr style="border: 1px solid black;"/>                 25,713.60  <hr style="border: 3px double black;"/></p>
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 Derby  
 DE24 8UJ  
 United Kingdom

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	<b>GBP</b>
Bill on account for FY23 audit VAT@20%	21,428.00 4,285.60 <hr/> 25,713.60 <hr/>

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