

**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)

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

**(RELATED TO DOCKET NOS. 730, 1687 & 1736)**

<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.



239061124060600000000016

**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**”) [Docket No. 1687]. 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, on May 7, 2024, PwC UK filed a notice of excess fees for the three-month period ending on April 30, 2024 (the “*Second Notice of Excess Fees*”) [Docket No. 1736]. No objections to the Second Notice of Excess Fees were received.

**PLEASE TAKE FURTHER NOTICE** that, PwC UK’s fees and expenses exceeded the Tier 1 Cap during the three-month period ending on May 31, 2024 (the “*Excess Fee Period*”), for which PwC UK seeks \$33,429<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 Third Notice of Excess Fees are filed and served on or prior to **[DATE], 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 and the Second Notice of Excess Fees received no objections. Accordingly, the amounts listed therein, including the invoices for February, March, and April, have been paid to PwC UK pursuant to the OCP Order. As listed on Exhibit A, only the May invoices (totaling \$117,281) currently remain outstanding.

Dated: June 6, 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  
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Telephone: 1 (713) 547-2000  
Email: Charles.Beckham@HaynesBoone.com  
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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  
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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 June 6, 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**

**PWC UK EXCESS FEES SUMMARY**

| <b>Workstream</b>                    | <b>Fees Incurred (GBP)</b>   |                             |                              |
|--------------------------------------|------------------------------|-----------------------------|------------------------------|
|                                      | <b>March</b>                 | <b>April</b>                | <b>May</b>                   |
| Pattonair (Derby) Limited FY22 audit | -                            | -                           | -                            |
| Pattonair (Derby) Limited FY23 audit | 112,357                      | 18,515                      | 53,483                       |
| Wesco Aircraft EMEA Ltd FY22 audit   | 69,209                       | -                           | -                            |
| Wesco Aircraft EMEA Ltd FY23 audit   | 97,160                       | 21,428                      | 39,597                       |
| Incora - Transfer pricing            | 51,000                       | 35,000                      | -                            |
| VAT query                            | -                            | -                           | -                            |
| <b>Total (GBP)</b>                   | <b>329,726</b>               | <b>74,943</b>               | <b>93,080</b>                |
| <b>Total (USD)<sup>1</sup></b>       | <b>\$415,455<sup>2</sup></b> | <b>\$93,679<sup>3</sup></b> | <b>\$117,281<sup>4</sup></b> |
| <b>3 month rolling average (USD)</b> |                              |                             | <b>\$233,429</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 May invoices remain unpaid pending resolution of this Third Notice of Excess Fees.

**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  
 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.<br>VAT@20% | 18,515.00<br>3,703.00<br><hr/> 22,218.00<br><hr/> |

**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

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 Ascot Business Park  
 50 Longbridge Lane  
 Derby  
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 United Kingdom

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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

PwC switchboard: +44 (0)20 7583 5000  
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 from outside UK: +44 (0)20 7283 6972  
 Email: uk\_finops\_helpdesk@pwc.com

Invoice Number  
 1356212803  
 Invoice Contact  
 Glen Dodd  
 Date & Tax Point  
 29 April 2024  
 VAT Registration Number  
 GB243823957

Our Ref:  
 0000186366/V.Coe

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

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 Derby  
 DE24 8UJ  
 United Kingdom

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# Copy - This is not a Tax invoice

Wolverine Top Holding Corporation  
 360 North Crescent Drive  
 South Building  
 Beverly Hills  
 California  
 90210  
 USA

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

PwC switchboard: +44 (0)20 7583 5000  
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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.<br/>                 Outside the scope of UK VAT</p> | <p><b>GBP</b></p> <p>20,000.00<br/>                 0.00<br/> <hr style="border: 1px solid black;"/>                 20,000.00<br/> <hr style="border: 1px solid black;"/></p> |
|--|--|

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

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 South Building  
 Beverly Hills  
 California  
 90210  
 USA

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 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.<br/>                 Outside the scope of UK VAT</p> <p>No work was performed in the USA by UK staff/partners re this invoice</p> | <p><b>GBP</b></p> <p>15,000.00</p> <p><u>0.00</u></p> <p><u><b>15,000.00</b></u></p> |
|---|--|

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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<br>VAT@20% | 69,209.00<br>13,841.80<br><hr/> 83,050.80<br><hr/> |

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## Remittance Advice

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

**PricewaterhouseCoopers LLP**

1 Embankment Place  
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 WC2N 6RH

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|                                      | <b>GBP</b>  |
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**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.



## File Copy

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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

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

**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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 50 Longbridge Lane  
 Derby  
 DE24 8UJ  
 United Kingdom

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PwC switchboard: +44 (0)20 7583 5000  
 Payment queries: 0800 011 3815 or  
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| <p>Bill on account for FY23 audit<br/>                 VAT@20%</p> | <p><b>GBP</b></p> <p>97,160.00<br/>                 19,432.00<br/> <hr style="border: 1px solid black;"/><br/>                 116,592.00<br/> <hr style="border: 3px double black;"/></p> |
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 Delaware  
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 USA

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 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)<br>Outside the scope of UK VAT | 51,000.00<br>0.00<br><hr/> 51,000.00 |

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

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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

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

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

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Invoice Number  
 1356221826  
 Invoice Contact  
 Glen Dodd  
 Date & Tax Point  
 03 June 2024  
 VAT Registration Number  
 GB243823957

Our Ref:  
 0000186366/S.Li

|   |   |
|---|---|
|   | <b>GBP</b>  |
| Bill on account for FY23 audit<br>VAT@20% | 39,596.89<br>7,919.38<br><hr style="border: 1px solid black;"/> 47,516.27<br><hr style="border: 1px solid black;"/> |

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Invoice Number  
 1356228105  
 Invoice Contact  
 Hannah Allen  
 Date & Tax Point  
 04 June 2024  
 VAT Registration Number  
 GB243823957

Our Ref:  
 0000261507/R.Kay

|   |  |
|---|--|
|   | <b>GBP</b>   |
| May 2024 time spent on the 2023 Statutory Audit.<br>VAT@20% | 53,483.00<br>10,696.60<br><hr/> 64,179.60<br><hr/> |
| Invoice Prepared by: Julie Evans (julie.e.evans@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  
 1356228105  
 Invoice Contact  
 Hannah Allen  
 Date & Tax Point  
 04 June 2024  
 VAT Registration Number  
 GB243823957

Our Ref:  
 0000261507/R.Kay

|   |   |
|---|---|
|   | <b>GBP</b>  |
| May 2024 time spent on the 2023 Statutory Audit.<br>VAT@20% | 53,483.00<br>10,696.60<br><hr style="border: 1px solid black;"/> 64,179.60<br><hr style="border: 3px double black;"/> |
| 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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**Unless otherwise agreed, payment is due 14 days after the date of this invoice.**

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