

**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 (MI)

Chapter 11

(Jointly Administered)

**COVER SHEET FOR FIFTH INTERIM FEE APPLICATION
 OF MCDERMOTT WILL & EMERY LLP AS CO-COUNSEL TO
 THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
 FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
 FOR THE PERIOD FROM JUNE 1, 2024 THROUGH AUGUST 31, 2024**

Name of Applicant:	McDermott Will & Emery LLP	
Applicant's Role in Case:	Co-Counsel to the Official Committee of Unsecured Creditors (the "Committee")	
Docket No. of Employment Order(s):	September 6, 2023, <i>effective as of</i> June 23, 2023 [Docket No. 723]	
Interim Application (X) No. <u>5th</u> Final Application ()	Indicate whether this is an interim or final Application. If interim, indicate the number (1 st , 2 nd , 3 rd , etc.)	
	Beginning Date	End Date
Time period covered by this Application for which interim compensation has not previously been awarded:	06/01/2024	08/31/2024
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? (Y)		

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.



Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? (Y)	
Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? (Y)	
Do expense reimbursements represent actual and necessary expenses incurred? (Y)	
Compensation Breakdown for Time Period Covered by this Application	
Total professional fees requested in this Application:	\$226,902.50
Total professional hours covered by this Application:	164.1
Average hourly rate for professionals:	\$1,382.71
Total paraprofessional fees requested in this Application:	\$19,144.50
Total paraprofessional hours covered by this Application:	57.5
Average hourly rate for paraprofessionals:	\$332.95
Total fees requested in this Application:	\$246,047.00
Total expense reimbursements requested in this Application:	\$39,460.77
Total fees and expenses requested in this Application:	\$285,507.77
Total fees and expenses awarded in all prior Applications:	\$3,088,883.69
Plan Status: The Debtors have filed their <i>Modified Second Amended Joint Chapter 11 Plan of Wesco Aircraft Holdings, Inc.</i> [Docket No. 2082].	
Primary Benefits: During the fee period covered by this Application, McDermott advised the Committee on various aspects of these chapter 11 cases, negotiated with the Debtors on various matters, and otherwise performed necessary services, including: (i) conducting and analyzing legal research in connection with the Debtors' adversary proceeding and preparing documents and witnesses regarding the same; (ii) drafting, revising, and corresponding with other parties regarding requests for production, meeting and conferring regarding such requests, and analyzing and corresponding about productions made in response to such requests; (iii) analyzing the Debtors' omnibus objections and notices of satisfaction; (iv) meeting and communicating internally, with the Committee's other professionals, and with Committee members regarding developments in the chapter 11 cases; (v) drafting, revising, and commenting on the fee applications of McDermott and the Committee's other professionals; (vi) preparing for and participating in the numerous adversary hearings and related hearings, and (vii) reviewing and analyzing the Debtors' Modified Second Amended Joint Chapter 11 Plan of Reorganization.	

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FOR THE SOUTHERN DISTRICT OF TEXAS
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In re:

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Debtors.¹

Case No. 23-90611 (MI)

Chapter 11

(Jointly Administered)

**FIFTH INTERIM FEE APPLICATION OF MCDERMOTT WILL & EMERY LLP
AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM JUNE 1, 2024 THROUGH AUGUST 31, 2024**

If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at <https://ecf.txsb.uscourts.gov> within twenty-one (21) days from the date this application was filed. If you do not have electronic filing privileges, you must file a written response that is actually received by the clerk within twenty-one (21) days from the date this application was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

McDermott Will & Emery LLP (“McDermott”), as Co-Counsel to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned cases (the “Chapter 11 Cases”) of Wesco Aircraft Holdings, Inc., et al., as debtors and debtors-in-possession (collectively, “Wesco” or the “Debtors”), hereby files its second application for allowance of compensation for services rendered and necessary expenses incurred for the Period from June 1, 2024 through August 31, 2024 (the “Fifth Interim Application Period” or “Application Period,” as applicable), pursuant to sections 330 and 331 of the United States Bankruptcy Code

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.

(the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Federal Rules”), and Rules 2016-1 and 9013-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 606] (the “Interim Compensation Order”), and the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* effective as of November 1, 2013 (the “U.S. Trustee Guidelines” or “Guidelines,” as applicable). For the Fifth Interim Application Period, McDermott seeks interim allowance of \$246,047.00 as fees for services rendered and \$39,460.77 as reimbursement of expenses incurred. In support of this application (the “Application”), McDermott submits the Declaration of Charles R. Gibbs (the “Gibbs Declaration”) attached hereto as **Exhibit A** and a proposed order granting the Application attached hereto as **Exhibit B**. In further support of this Application, McDermott respectfully states as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief sought herein are sections 330, 331 and 1103 of the Bankruptcy Code, Rule 2016 of the Federal Rules, Local Rule 2016-1 of the Local Rules, and the Interim Compensation Order.

BACKGROUND

A. Background

4. On June 1, 2023 (the “Petition Date”), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code in this Court. The Chapter 11 Cases are being jointly administered pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. The factual background regarding the Debtors, including their business operations, their capital debt structure, and the events leading to the filing of the Chapter 11 Cases is set forth in the *Declaration of Raymond Carney in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 13] (the “First Day Declaration”).

6. On June 16, 2023, the Office of the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) appointed the Committee pursuant to Section 1102 of the Bankruptcy Code. The Committee consists of the following three (3) members: (i) BOKF, N.A.; (ii) Parker Hannifin Corporation; and (iii) Insight2Profit. No trustee or examiner has been appointed in these Chapter 11 Cases.

B. The Committee’s Retention of McDermott.

7. On June 23, 2023, the Committee held a meeting and, among other things, selected McDermott as Co-Counsel to the Committee, subject to Court approval. The Committee also selected Morrison & Foerster LLP as Co-Counsel to the Committee, subject to Court approval.

8. On July 24, 2023, the Committee filed the *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment and Retention of McDermott Will & Emery LLP as Co-Counsel, Effective as of June 23, 2023* [Docket No. 457]

(the “Retention Application”). On September 6, 2023, the Court entered an order approving the Retention Application [Docket No. 723] (the “Retention Order”).

9. The Retention Order authorizes the Debtors to compensate and reimburse McDermott in accordance with the Bankruptcy Code, the Federal Rules, the Local Rules, and any Orders entered in these cases. The Retention Order also authorizes the compensation of McDermott at standard hourly rates and the reimbursement of McDermott’s actual and necessary out-of-pocket expenses incurred, subject to application to this Court.

C. The Interim Compensation Order

10. On July 14, 2023, the Debtors filed the *Debtors’ Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 421] (the “Interim Compensation Motion”), and on August 8, 2023, the Court entered the Interim Compensation Order.

11. The Interim Compensation Order sets forth the procedures for interim compensation and reimbursement of expenses in the Chapter 11 Cases. Specifically, the Interim Compensation Order provides that a Retained Professional (as defined in the Interim Compensation Motion) may file and serve an Interim Fee Application (as defined in the Interim Compensation Order) on or before the 45th day following the end of the Interim Fee Period (as defined in the Interim Compensation Order), or as soon as reasonably practicable thereafter. Provided that no objections to the Interim Fee Application are filed on or before the twenty-first (21st) day after service of an Interim Fee Application, the Court may, in its discretion, approve an uncontested Interim Fee Application. If approved, the Debtors are authorized to pay such Retained Professional all allowed fees and expenses that have not previously been paid (including the 20% “holdback” under the Monthly Fee Statement process).

**SUMMARY OF PROFESSIONAL COMPENSATION AND REIMBURSEMENT
OF EXPENSES REQUESTED**

12. McDermott seeks interim allowance of \$246,047.00 in fees calculated at the hourly billing rates of McDermott's personnel who worked on this case, and \$39,460.77 in expenses actually and necessarily incurred by McDermott while providing services to the Committee during the Fifth Interim Application Period. During the Fifth Interim Application Period, McDermott attorneys and paraprofessionals expended a total of 221.6 hours for which compensation is requested.

13. Pursuant to the Interim Compensation Order, during these cases, McDermott has filed monthly fee statements for services rendered and expenses incurred from June 1, 2024 through August 31, 2024. As of the date of this Application, McDermott has not received any objections to its monthly fee statements. A summary of the amounts paid to McDermott in accordance with the Interim Compensation Order for monthly fee statements relating to the Fifth Interim Application Period is set forth as follows:

Period	Fees Requested	Fees Paid	Expenses Requested	Expenses Paid	Balance (Fees & Expenses)
June 1, 2024 – June 30, 2024 [Docket No. 2006]	\$156,213.00	\$124,970.40	\$30,097.02	\$30,097.02	\$31,242.60
July 1, 2024 – July 31, 2024 [Docket No. 2059]	\$41,548.00	\$33,238.40	\$4,071.90	\$4,071.90	\$8,309.60
August 1, 2024 – August 31, 2024 [Docket No. 2170] ²	\$48,286.00	\$38,628.80	\$5,291.85	\$5,291.85	\$9,657.20
Total:	\$246,047.00	\$196,837.60	\$39,460.77	\$39,460.77	\$49,209.40

² Filed at Docket No. 2170 on September 27, 2024, currently pending approval with an objection deadline of October 11, 2024.

14. Pursuant to this Application, McDermott now seeks payment of the remaining amounts it is owed, including the twenty percent (20%) “hold-back” amounts, in connection with its previously filed monthly fee statements.

15. The fees charged by McDermott in these cases are billed in accordance with McDermott’s existing billing rates and procedures in effect during the Fifth Interim Application Period. The rates McDermott charges for the services rendered by its professionals and paraprofessionals in these Chapter 11 Cases generally are the same rates McDermott charges for professional and paraprofessional services rendered in comparable bankruptcy and non-bankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and similar complex non-bankruptcy cases.

16. McDermott prepared a budget (the “Budget”) and a staffing plan (the “Staffing Plan”) for McDermott’s engagement for the Period from June 1, 2024 through August 31, 2024. The Budget, which includes a comparison to the fees and hours actually billed for each task, is attached hereto as Exhibit C and the Staffing Plan is attached as Exhibit D. The fees sought in this Application do not exceed the Budget.

17. Attached hereto as Exhibit E is a summary breakdown of hours and amounts billed by timekeeper. The summary sheet lists those McDermott professionals, paraprofessionals, and other non-legal staff who have performed services for the Committee during the Fifth Interim Application Period, the capacities in which each individual is employed by McDermott the department in which each individual practices, the hourly billing rate charged by McDermott for services performed by such individual, the year in which each attorney was first licensed to practice

law, where applicable, and the aggregate number of hours expended in this matter and fees billed therefor.

18. Attached hereto as **Exhibit F** is a schedule of the total amount of fees incurred under each of the Applicant's internal task codes during the Application Period.

19. Attached hereto as **Exhibit G** is a summary and comparison of the aggregate blended hourly rates billed by McDermott's timekeepers to non-bankruptcy matters during the Application Period and the blended hourly rates billed to the Committee during the Application Period.

20. Attached here to as **Exhibit H** is a summary for the Fifth Interim Application Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which McDermott is seeking reimbursement.

21. Attached hereto as **Exhibit I** is a schedule of the blended hourly rates of timekeepers by category type during the Application Period.

22. McDermott maintains computerized records of the time spent by all McDermott attorneys and paraprofessionals in connection with these Chapter 11 Cases. Copies of these computerized records were filed and served with McDermott's monthly fee statements in the format and by the procedure specified by the Interim Compensation Order. Copies of the monthly fee statements together with the time records are attached hereto as **Exhibit I**.

23. McDermott reserves the right to request additional compensation for the Fifth Interim Application Period to the extent that it is later determined that time or disbursement charges for services rendered or disbursements incurred during such time period have not yet been submitted.

SUMMARY OF SERVICES RENDERED

24. The following narrative provides a brief summary of the services rendered by McDermott on behalf of the Committee organized by project billing codes which Applicant created to best reflect the categories of tasks that it was required to perform in connection with these Chapter 11 Cases. Nevertheless, under the circumstances, and given the interconnectedness of the issues in these Chapter 11 Cases, certain of these categories may overlap with one another and it is possible that fees attributed to a particular category could have been attributed to other categories. For the avoidance of doubt, however, no work performed by Applicant has been included in more than one task code category.

25. The summary that follows is not intended to be a detailed description of the work performed by McDermott during the Fifth Interim Application Period, as those day-to-day services and the time expended in performing such services are fully set forth in the contemporaneous time records that are attached as **Exhibit I**. Rather, the following summary attempts to highlight certain of those areas in which services were rendered to the Committee.

(a) **Case Administration – B110**

Fees: \$30,891.50 Total Hours: 24.4

26. During the Application Period, McDermott devoted time to monitoring the Court’s docket, case correspondence, and case deadlines; filing case pleadings and coordinating service of such pleadings; and performing various other case management tasks.

(b) **Meeting/Communications With Creditors – B150**

Fees: \$10,799.00 Total Hours: 8.9

27. During the Application Period, McDermott prepared for and conducted Committee meetings and communicated with Committee members and their counsel both as a group and on an individual basis.

(c) **Court Hearings –B155**

Fees: \$21,340.00 Total Hours: 14.7

28. During the Application Period, McDermott prepared for and attended court hearings on June 24, 2024, July 10, 2024, and August 13, 2024 in connection with hearings in the adversary proceeding and status conferences.

(d) **Fee/Employment Applications – B160**

Fees: \$30,839.00 Total Hours: 42.2

29. During the Application Period, McDermott drafted and revised McDermott's eleventh, twelfth, and thirteenth monthly fee statements and revised the Committee's financial advisors corresponding fee statements. Additionally, McDermott also devoted time to drafting its fourth interim fee application. In connection with the foregoing, McDermott Professionals participated in various conferences with the Debtors' professionals and other parties-in-interest.

(e) **Other Contested Matters – B190**

Fees: \$1,085.00 Total Hours: 1.8

30. During the Application Period, McDermott devoted time to reviewing the Debtors' 9019 settlement motion and the motion to reconsider. McDermott also devoted time to reviewing orders related to the foregoing.

(f) **Non-Working Travel – B195**

Fees: \$13,800.00 Total Hours: 11.5

31. During the Application Period, McDermott traveled to court hearings in Houston, Texas and billed time in connection with this travel at 50% of the timekeeper's hourly rate.

(g) Business Operations – B210

Fees: \$325.00 Total Hours: 1.0

32. During the Application Period, McDermott reviewed the Debtors' monthly operating reports.

(i) Claims Administration and Objections – B310

Fees: \$960.50 Total Hours: 2.0

33. During the Application Period, McDermott reviewed the Debtors' third omnibus objection to claims and the Debtors' ninth, tenth, eleventh, and twelfth omnibus notices of satisfaction.

(j) Plan and Disclosure Statement – B320

Fees: \$18,009.50 Total Hours: 12.9

34. During the Application Period, McDermott devoted time to reviewing the Debtors' third motion to extend exclusivity, the Debtors' second amended plan, and various items related to the plan confirmation.

(k) Other Litigation – LIT

Fees: \$117,997.50 Total Hours: 102.2

35. During the Application Period, McDermott reviewed the Debtors' motion to seal and provided comments to the same, prepared witness & exhibit lists related to the adversary proceeding, reviewed and analyzed the motion to extend time and the emergency motion to compel, and participated in various conferences related to the same and other issues concerning the adversary proceeding. McDermott also devoted time to reviewing discovery relating to the adversary proceeding and participating in meet and confers relating to the adversary proceeding.

SUMMARY OF ACTUAL AND NECESSARY EXPENSES

36. During the Fifth Interim Application Period, McDermott incurred \$39,460.77 in expenses on behalf of the Committee. It is McDermott’s policy to charge its clients in all areas of practice for out-of-pocket expenses incurred in connection with the client’s case. Expenses charged to clients include, among other things, mail and express mail, special or hand delivery, outgoing facsimiles, photocopying, scanning and/or printing, computer assisted research, travel, “working meals,” transcription, as well as non-ordinary overhead expenses such as secretarial and other overtime. McDermott charges for expenses in a manner and at rates consistent with charges made generally to its other clients. A summary of McDermott’s expenses incurred during the Fifth Interim Application Period is provided in **Exhibit H**.

U.S. TRUSTEE GUIDELINES

37. The following is provided in response to the questions raised at ¶ C.5 of the U.S. Trustee Guidelines:

<u>Question</u>	<u>Answer</u>
Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period?	No.
If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?	The total fees requested in this application are not higher than 10% of what was budgeted. A comparison of the amounts billed to budget is attached as <u>Exhibit C</u> .
Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?	No.
Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices?	Yes.
Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information?	Yes.
Does the fee application include any rate increases?	Yes, pursuant to the <i>Notice of Annual Rate Increase of McDermott Will & Emery LLP</i> [Docket No. 1077].

BASIS FOR THE RELIEF REQUESTED

38. Section 331 of the Bankruptcy Code provides for interim compensation of professionals not more than once every 120 days after the commencement of the cases (or more often as the court may permit) and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. *See* 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered [and] reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1).

39. Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded to . . . [a] professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- A. the time spent on such services;
- B. the rates charged for such services;
- C. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- D. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- E. with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- F. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

40. In determining the reasonableness of fees, courts routinely employ the twelve factors set forth by the Fifth Circuit in *Johnson v. Ga. Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974). These factors include: (1) the time and labor required; (2) the novelty and difficulty of the questions; (3) the skill requisite to perform the legal service properly; (4) the preclusion of employment by the attorney due to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation and ability of the attorneys; (10) the undesirability of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases. *Johnson*, 488 F.2d at 717-19. In

In re First Colonial Corp. of America, 544 F.2d 1291, 1298-99 (5th Cir. 1977), *cert. denied*, 431 U.S. 904 (1977), the Fifth Circuit applied the *Johnson* factors to the analysis of fee awards in bankruptcy cases.

41. Under an analysis utilizing the *Johnson* factors and the standards customarily applied to fee awards under sections 330 and 331 of the Bankruptcy Code, McDermott submits that its request for compensation and reimbursement of expenses is reasonable and proper, and that such request should be allowed in the requested amount. McDermott devoted a substantial amount of time and effort addressing the numerous issues involved in these Chapter 11 Cases. Whenever possible, McDermott sought to minimize the costs of its services to the Committee by utilizing junior attorneys and paraprofessionals to handle the more routine aspects of case administration. McDermott did not duplicate or overlap services and billing with Morrison and Foerster, LLP.

42. McDermott respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary to effectively represent the Committee and the interests of the Debtors' estates and creditors, were performed economically, effectively and efficiently.

43. Further, McDermott submits that consideration of the relevant *Johnson* factors establishes that the compensation requested is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest:

- (a) *The Time and Labor Required.* The professional services rendered by McDermott on behalf of the Committee have required the expenditure of substantial time and effort, as well as a high degree of professional competence and expertise, in order to deal with the many issues encountered with skill and dispatch. McDermott respectfully represents that the services rendered by it were performed efficiently, effectively and economically.

- (b) *The Novelty and Difficulty of Questions.* These Chapter 11 Cases are designated as “complex” cases and necessarily involved a significant number of novel or difficult issues in areas such as restructuring, litigation, and corporate finance. During these cases, McDermott provided assistance to the Committee and worked closely with the Committee’s professionals and with the Debtors and their professionals on numerous complex issues involving, *inter alia*, the Committee’s investigation into the Debtors’ pre-petition transactions. McDermott’s efforts and effective assistance has and will continue to maximize value for the benefit of the estate and its stakeholders and facilitate resolutions of such challenges.
- (c) *The Skill Required to Perform the Legal Services Properly.* McDermott believes that its recognized expertise in the area of insolvency proceedings and reorganization, particularly before this Court, have contributed to the efficient and effective administration of these Chapter 11 Cases.
- (d) *The Preclusion of Other Employment by Applicant Due to Acceptance of the Case.* McDermott’s representation of the Committee has not precluded its acceptance of new clients. However, the issues that have arisen in these Chapter 11 Cases required attention on a continuing, and oftentimes emergent, basis, requiring McDermott’s professionals to commit significant portions of their time to these cases.
- (e) *The Customary Fee.* The fees sought herein are based upon McDermott’s normal hourly rates for services of this kind. McDermott respectfully submits that the hourly rates of its professionals are not unusual given the time expended in attending to the representation of the Committee. McDermott’s hourly rates and the fees requested herein are commensurate with fees McDermott has been awarded in other chapter 11 cases, as well as with fees charged by other attorneys of comparable experience.
- (f) *Whether the Fee is Fixed or Contingent.* The fees requested in this Application represent fees incurred based upon a fixed hourly rate basis, contingent upon the Court’s approval of this Application.
- (g) *Time Limitations Imposed by Client or other Circumstances.* McDermott provided capable legal representation within the time limitations imposed under the unique circumstances of these cases. During these Chapter 11 Cases, there were numerous instances in which it was necessary for McDermott to deliver services on very short notice and under significant time constraints.
- (h) *The Amount Involved and Results Obtained.* For the reasons described above, McDermott respectfully submits that the amount of fees for which compensation is sought is reasonable under the circumstances given the numerous matters that had to be addressed.
- (i) *The Experience, Reputation and Ability of the Attorneys.* McDermott’s attorneys practice extensively in the fields of bankruptcy and corporate restructuring;

litigation; real estate; tax, trusts and estates; corporate, finance and business transactions; employment; environmental; and other areas of the law. McDermott has represented debtor, creditors, creditors' committees, fiduciaries and numerous other parties in cases in bankruptcy courts throughout the country.

- (j) *The Undesirability of the Case*. Not applicable.
- (k) *Nature and Length of Professional Relationship*. Not applicable.
- (l) *Awards In Similar Cases*. As previously indicated, the fees sought herein are commensurate with fees McDermott has been awarded in other chapter 11 cases.

44. In sum, the services rendered by McDermott were necessary and beneficial to the Committee and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved. Accordingly, approval of the compensation for professional services and reimbursement of the expenses sought herein is warranted.

45. No previous application for the relief sought herein has been made to this or any other Court.

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WHEREFORE, McDermott respectfully requests that the Court:

- (a) approve the allowance of \$246,047.00 for compensation for professional services rendered to the Committee by McDermott during the period from June 1, 2024 through and including August 31, 2024;
- (b) approve the reimbursement of \$39,460.77 for McDermott's out-of-pocket expenses incurred in connection with the rendering of such services during the period from June 1, 2024 through and including August 31, 2024;
- (c) authorize and direct the Debtors to immediately pay to McDermott the unpaid portion of such allowed fees and expenses of \$49,209.40.
- (d) award such other relief as the Court deems just and proper.

Dated: September 30, 2024
Dallas, Texas

MCDERMOTT WILL & EMERY LLP

/s/ Charles R. Gibbs

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-and-

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*Counsel to the Official Committee of
Unsecured Creditors*

CERTIFICATE OF SERVICE

I certify that, on September 30, 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 Certificate of Service to be filed by the Committee.

/s/ Charles R. Gibbs

Charles R. Gibbs

EXHIBIT A

Gibbs Declaration

**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 (MI)

Chapter 11

(Jointly Administered)

**DECLARATION OF CHARLES R. GIBBS IN SUPPORT OF THE FIFTH INTERIM
FEE APPLICATION OF MCDERMOTT WILL & EMERY LLP FOR ALLOWANCE
OF COMPENSATION FOR SERVICES RENDERED AS CO-COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
MARCH 1, 2024 THROUGH AND INCLUDING MAY 31, 2024**

I, Charles R. Gibbs declare under penalty of perjury:

1. I am a partner in the Corporate Advisory practice of McDermott Will & Emery LLP (“McDermott”) a law firm which maintains an office at 2501 North Harwood Street, Suite 1900, Dallas, Texas 75201. I am the partner from McDermott which is currently serving as co-counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Wesco Aircraft Holdings, Inc., and the affiliated, jointly-administered debtors and debtors-in-possession (the “Debtors”).

2. I have read the *Fifth Interim Fee Application of McDermott Will & Emery LLP as Co-Counsel to the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses for the Period from June 1, 2024 through August 31, 2024*

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.

(the “Application”) filed contemporaneously herewith.² To the best of my knowledge, information, and belief, formed after reasonable inquiry, the statements contained in the Application are true and correct. In addition, I believe that the Application is in conformity with the applicable provisions of the Bankruptcy Code, Federal Rules, Local Rules, this Court’s orders and the U.S. Trustee Guidelines.

3. In connection therewith, I hereby certify that:

- a. The fees and disbursements sought in the Application are billed at rates customarily employed by McDermott and generally accepted by McDermott’s clients. In addition, none of the professionals seeking compensation varied their hourly rates based on the geographic location of the Debtors’ cases;
- b. In providing a reimbursable expense, McDermott does not make a profit on that expense, whether the service is performed by McDermott in-house or through a third party;
- c. In accordance with Federal Rule 2016(a) and Bankruptcy Code section 504, no agreement or understanding exists between McDermott and any other person for the sharing of compensation to be received in connection with these chapter 11 cases except as authorized pursuant to the Bankruptcy Code, the Federal Rules and the Local Rules; and
- d. All services for which compensation is sought were professional services on behalf of the Committee and not on behalf of any other person.

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 30, 2024

By: /s/ Charles R. Gibbs
Charles R. Gibbs

² Capitalized terms used but not defined herein shall have the meanings assigned to them in the Application.

EXHIBIT B

Proposed Order

**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 (MPI)

Chapter 11

(Jointly Administered)

**ORDER GRANTING FIFTH INTERIM FEE APPLICATION
OF MCDERMOTT WILL & EMERY LLP FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AS CO-COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
JUNE 1 2024 THROUGH AND INCLUDING AUGUST 31, 2024**

The Court has considered the *Fifth Interim Fee Application of McDermott Will & Emery LLP as Co-Counsel to the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses for the Period from June 1, 2024 through August 31, 2024* (the “Application”), filed by McDermott (the “Applicant”). The Court orders:

1. The Applicant is allowed interim compensation in the amount of \$246,047.00 and reimbursement of expenses in the amount of \$39,460.77 for the period set forth in the Application.
2. The Debtors are authorized to disburse any unpaid amounts allowed by paragraph 1 of this Order.

Dated: October __, 2024

THE HONORABLE MARVIN P. ISGUR
UNITED STATES BANKRUPTCY JUDGE

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.

EXHIBIT C**BUDGET FOR THE FIFTH INTERIM APPLICATION PERIOD**

Task Code	Description	Estimated Hour	Estimated Fees	Total Hours	Total Fees
B110	Case Administration	30	\$33,000	24.4	\$30,891.50
B150	Meetings/Communications with Creditors	20	\$22,000	8.9	\$10,799.00
B155	Court Hearings	50	\$55,000	14.7	\$21,340.00
B160	Fee/Employment Applications	75	\$78,000	42.2	\$30,839.00
B190	Other Contested Matters	30	\$33,000	1.8	\$1,085.00
B195	Non-Working Travel	30	\$33,000	11.5	\$13,800.00
B210	Business Operation	10	\$11,000	1.0	\$325.00
B310	Claims Administration and Objections	10	\$11,000	2.0	\$960.50
B320	Plan & Disclosure Statement	30	\$33,000	12.9	\$18,009.50
LIT	Other Litigation	150	\$155,000	102.2	\$117,997.50
TOTAL		435	\$464,000.00	221.6	\$246,047.00

EXHIBIT D

STAFFING PLAN FOR THE FIFTH INTERIM APPLICATION PERIOD

CATEGORY OF TIMEKEEPER	NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON MATTER DURING PERIOD	AVERAGE HOURLY RATE
Partner	4	\$1,215 - \$2,590
Counsel	2	\$945 - \$2,015
Associate	6	\$725 - \$1,215
Paralegal	4	\$245 - \$715

EXHIBIT E**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY MCDERMOTT WILL & EMERY
LLP PROFESSIONALS ON BEHALF OF THE COMMITTEE DURING
THE FIFTH INTERIM APPLICATION PERIOD**

Name of Professional Person	Title, Department & Earliest Licensure / Experience	Hourly Billing Rate¹	Total Billed Hours	Total Compensation
Charles R. Gibbs	Partner; Admitted in 1978; Corporate Advisory	\$1,735.00	38.7	\$67,144.50
Kristin K. Going	Partner; Admitted in 1998; Corporate Advisory	\$1,575.00	42.4	\$66,780.00
Jack G. Haake	Associate; Admitted in 2011; Corporate Advisory	\$1,200.00	58.2	\$69,840.00
Landon W. Foody	Associate; Admitted in 2023; Corporate Advisory	\$935.00	24.3	\$22,720.50
Cristian P. Catanese	Associate; Admitted in 2023 Corporate Advisory	\$835.00	0.5	\$417.50
Daniel D. Northrop	Paralegal; Corporate Advisory	\$670.00	1.1	\$737.00
Raniel L. Dizon	Paralegal; Corporate Advisory	\$515.00	1.0	\$515.00
Nolley Rainey	Paralegal; Corporate Advisory	\$450.00	0.3	\$135.00
Jacque Bishop Jones	Paralegal; Corporate Advisory	\$325.00	53.1	\$17,257.50
Fिताlesh G. Belayneh	Paralegal; Corporate Advisory	\$250.00	2.0	\$500.00
Total Incurred:			221.6	\$246,047.00
Total Requested:			221.6	\$246,047.00

¹ The rates above reflect McDermott's current hourly rates being charged pursuant to the *Notice of Annual Rate Increase of McDermott Will & Emery LLP* [Docket No. 1077].

EXHIBIT F**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY PROJECT CATEGORY BY
MCDERMOTT WILL & EMERY LLP ON BEHALF OF THE COMMITTEE DURING
THE FIFTH INTERIM APPLICATION PERIOD**

Task Code	Description	Total Hours	Total Fees
B110	Case Administration	24.4	\$30,891.50
B150	Meetings/Communications with Creditors	8.9	\$10,799.00
B155	Court Hearings	14.7	\$21,340.00
B160	Fee/Employment Applications	42.2	\$30,839.00
B190	Other Contested Matters	1.8	\$1,085.00
B195	Non-Working Travel	11.5	\$13,800.00
B210	Business Operations	1.0	\$325.00
B310	Claims Administration and Objections	2.0	\$960.50
B320	Plan & Disclosure Statement	12.9	\$18,009.50
LIT	Other Litigation	102.2	\$117,997.50
TOTAL		221.6	\$246,047.00

EXHIBIT G**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES**

Category of Timekeeper	Blended Hourly Rate ¹	
	Billed by the New York Office June 1, 2024 to August 31, 2024 ²	Billed to Committee During Application Period ³
Partners	\$1,688.00	\$1,651.35
Associates	\$1,091.00	\$1,120.22
Paralegals	\$445.00	\$332.95
Total Attorney Rate	\$1,393.00	\$1,382.71
Total Blended Rate (Attorneys, Paraprofessionals)	\$1,337.00	\$1,110.32

¹ Consistent with ¶ C.3 of the U.S. Trustee Guidelines, the blended hourly rates set forth herein are calculated by dividing the dollar value of hours billed by the number of hours billed for the relevant timekeepers during the applicable time period.

² In accordance with the U.S. Trustee Guidelines, the “Non-Bankruptcy Blended Rate” was calculated using data for timekeepers in each of the Applicant’s domestic offices in which timekeepers collectively billed at least ten percent (10%) of the hours to the Debtors’ Chapter 11 Cases during the Application Period and excludes all bankruptcy timekeepers. The data for the “preceding year” is based on information from McDermott’s financial information for the period of March 1, 2024 through May 31, 2024.

³ The aggregate blended rates charged by McDermott during the Application Period take into account the client accommodations for non-working travel (50% of such fees incurred are written off).

EXHIBIT H**SUMMARY OF EXPENSES BY PROJECT CATEGORY BY MCDERMOTT WILL &
EMERY LLP ON BEHALF OF THE COMMITTEE DURING THE FIFTH INTERIM
APPLICATION PERIOD**

Expense Category	Amount
Trial Binders and Printing	\$23,645.67
Computer Usage Charge	\$12,000.00
Transportation/Lodging	\$1,733.64
Transcripts	\$1,685.75
Business Meals	\$323.81
Computer Research	\$71.90
Total Requested:	\$39,460.77

Exhibit I

Monthly Invoices

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 (MPI)

Chapter 11

(Jointly Administered)

**TWELFTH MONTHLY FEE STATEMENT OF
MCDERMOTT WILL & EMERY LLP FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM JUNE 1, 2024 THROUGH JUNE 30, 2024**

In accordance with the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals [Docket No. 606], each party receiving notice of the Monthly Fee Statement will have until 14 days after the filing of the Monthly Fee Statement to object to the requested fees and expenses. Upon the expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable Monthly Fee Statement that are not subject to an objection.

¹ The Debtors operate under the trade name Incoira 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.kcellc.net/incora/>. The service address for each of the Debtors in these cases is 2601 Meacham Blvd., Ste. 400, Fort Worth, TX 76137.

Name of Applicant:	<u>McDermott Will & Emery LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors (the “Committee”) of Wesco Aircraft Holdings, Inc., et al. (the “Debtors”)</u>
Date of Retention:	<u>September 6, 2023, effective as of June 23, 2023 [Docket No.723]</u>
Period for Which Compensation and Reimbursement Will be Sought:	<u>June 1, 2024 to June 30, 2024 (the “Fee Period”)</u>
Total Amount of Compensation to Be Sought as Actual, Reasonable, and Necessary for the Applicable Period:	<u>\$156,213.00</u>
Total Amount of Expense Reimbursement to be Sought as Actual, Reasonable, and Necessary for the Applicable Period:	<u>\$30,097.02</u>

Pursuant to sections 327(a) and 328(a) of title 11 of the United States Code, Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas, the *Order Authorizing the Employment and Retention of McDermott Will & Emery LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of June 23, 2023*, dated September 7, 2023 [Docket No. 723] (the “Retention Order”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated August 8, 2023 [Docket No. 606], (the “Interim Compensation Order”), McDermott Will & Emery LLP (“McDermott”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Wesco Aircraft Holdings, Inc., *et al.*, and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) in these chapter 11 cases (these “Chapter 11 Cases”), hereby submits this *Twelfth Monthly Fee Statement of McDermott Will & Emery LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for*

the Period from June 1, 2024 through June 30, 2024 (this “Monthly Statement”).² Specifically, McDermott seeks (i) interim allowance of \$156,213.00 for the reasonable and necessary legal services that McDermott rendered to the Committee during the Fee Period; (ii) compensation in the amount of \$124,970.40, which is equal to the eighty percent (80%) of the total amount of compensation sought for actual and necessary legal services rendered during the Fee Period (*i.e.*, \$156,213.00) and (iii) allowance and payment of \$30,097.02 for the actual and necessary expenses that McDermott incurred in connection with such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

Attached hereto as **Exhibit A** is a schedule of McDermott attorneys and paraprofessionals, who rendered services to the Committee in connection with these Chapter 11 Cases during the Fee Period, and the title, hourly rate, aggregate hours worked, and the amount of fees earned by each professional.

Attached hereto as **Exhibit B** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which McDermott is seeking payment in this Monthly Statement. All of the disbursements comprise the requested sum for McDermott’s out-of-pocket expenses, which total \$30,097.02.

Attached hereto as **Exhibit C** are the time and expense records of McDermott, which provide a summary of the time spent by each McDermott professional during the Fee Period as well as an itemization of expenses.

Attached hereto as **Exhibit D** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by McDermott attorneys and paraprofessionals during the Fee Period with respect to each of the project categories McDermott established in accordance with its

² The period from June 1, 2024, through and including June 30, 2024, is referred to herein as the (“Fee Period”).

internal billing procedures. As reflected in **Exhibit D**, McDermott incurred \$156,213.00 in fees during the Fee Period. Pursuant to this Monthly Statement, McDermott seeks payment for \$124,970.40 of these fees, reflecting eighty percent (80%) of the total amount incurred during the Fee Period.

Reservation of Rights

This Monthly Statement includes all of the information and supporting detail regarding fees and expenses available to McDermott at the time of the filing of this Monthly Statement. If additional information and supporting detail in connection with this Fee Period should become available as a result of delays in accounting processing, an inadvertence with respect to time entered in the accounting system, or any other valid reason, McDermott reserves the right to make an application to the Court for an allowance of such fees and expenses not included in this Monthly Statement.

Notice

Pursuant to the Interim Compensation Order, this Monthly Statement has been served upon: (a) the Debtors c/o Wesco Aircraft Holdings, Inc., 2601 Meacham Blvd., Ste. 400, Fort Worth, TX 76137, Attn: Dawn Landry (dawn.landry@incora.com); proposed counsel to the Debtors, (A) Milbank, LLP, 55 Hudson Yards, 36th Floor, New York, NY 10001, Attn: Dennis F. Dunne (DDunne@Milbank.com), Samuel A. Khalil (SKhalil@Milbank.com), and Benjamin M. Schak (BSchak@Milbank.com) and (B) Haynes and Boone LLP, 1221 McKinney Street, Suite 4000, Houston, TX 77010, Attn: Charles A. Beckham, Jr. (Charles.Beckham@haynesboone.com), Patrick L. Hughes (Patrick.Hughes@haynesboone.com), and Kelli S. Norfleet (Kelli.Norfleet@haynesboone.com); counsel to the official committee of unsecured creditors, Morrison & Foerster LLP, Attn: Lorenzo Marinuzzi (LMarinuzzi@mof.com); counsel or proposed counsel to any other statutory committee appointed in this Chapter 11 Cases the Office

of the U.S. Trustee, 515 Rusk Street, Suite 3516, Houston, TX 77002, Attn: Jayson Ruff
(jayson.b.ruff@usdoj.gov).

Dated: August 16, 2024
Dallas, Texas

MCDERMOTT WILL & EMERY LLP

/s/ Charles R. Gibbs

Charles R. Gibbs (Texas Bar No. 7846300)
Jack G. Haake (Texas Bar No. 24127704)
2501 North Harwood Street, Suite 1900
Dallas, Texas 75201-1664
Telephone: (214) 295-8000
Facsimile: (972) 232-3098
Email: crgibbs@mwe.com
jhaake@mwe.com

-and-

Kristin K. Going (admitted *pro hac vice*)
One Vanderbilt Avenue
New York, NY 10017-3852
Telephone: (212) 547-5429
Facsimile: (646) 417-7313
Email: kgoing@mwe.com

*Counsel to the Official Committee of
Unsecured Creditors*

CERTIFICATE OF SERVICE

I certify that, on August 16, 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 Certificate of Service to be filed by the Committee.

/s/ Charles R. Gibbs
Charles R. Gibbs

Exhibit A**Summary of Timekeepers Included in this Fee Statement**

Name of Professional Person	Position, Year Admitted and Area of Expertise	Total Hours Billed	Hourly Billing Rate	Total Compensation
PARTNERS & COUNSEL				
Charles R. Gibbs	Partner; Admitted in 1978; Corporate Advisory	24.5	\$1,735.00	\$42,507.50
Kristin K. Going	Partner; Admitted in 1998; Corporate Advisory	35.6	\$1,575.00	\$56,070.00
ASSOCIATES				
Jack G. Haake	Associate; Admitted in 2011; Corporate Advisory	34.4	\$1,200.00	\$41,280.00
Landon W. Foody	Associate; Admitted in 2023; Corporate Advisory	4.6	\$935.00	\$4,301.00
Cristian P. Catanese	Associate; Admitted in 2023; Corporate Advisory	0.5	\$835.00	\$417.50
PARAPROFESSIONALS				
Jacque Bishop Jones	Paralegal; Corporate Advisory	30.0	\$325.00	\$9,750.00
Daniel Northrop	Paralegal; Corporate Advisory	1.1	\$670.00	\$737.00
Nolley Rainey	Paralegal; Corporate Advisory	0.3	\$450.00	\$135.00
Raniel L. Dizon	Paralegal; Corporate Advisory	1.0	\$515.00	\$515.00
Fitalesh G. Belayneh	Paralegal; Corporate Advisory	2.0	\$250.00	\$500.00

Exhibit B

Expense Summary

Category	Amount
Document Services (printing and courier services for the Adversary Proceeding)	\$23,645.67
Computer Usage Charge (E-Discovery Storage Charge)	\$4,000.00
Transportation/Parking	\$619.90
Transcripts	\$1,584.50
Meals	\$246.95
TOTAL	\$30,097.02

Exhibit C

Time and Expense Records



Invoice: 3919758
Client: 121462

07/31/2024

Wesco Aircraft Holdings, Inc. Official Committee of Unsecured Creditors
BOKF, NA
2405 Grand Boulevard, Suite 840
Kansas City, MO 64108

For Services Rendered in Connection with:

Matter: 0011 Wesco UCC
Client/Reference Number: 2021-00112

Task	Date	Name	Hours	Description
B110	06/01/24	C. Gibbs	0.80	Review of multiple emails re case administration matters (.8).
B110	06/04/24	C. Gibbs	1.20	Review of multiple emails re case administration matters (1.2).
B110	06/05/24	C. Gibbs	1.00	Review of multiple emails re case administration matters (1.0).
B110	06/13/24	J. Bishop Jones	1.00	Communications with J. Haake re payment of vendor invoices (.2); review all trial vendor invoices and submission of same (.4); communications with L. Foody re vendor invoices inclusion on fee applications (.1); follow up communications with accounts payable re remittance of payment (.3).
B110	06/14/24	K. Going	0.30	Participate in weekly update conference with Debtors (.3).
B110	06/14/24	J. Bishop Jones	0.70	Review Debtors MORs (.7).
B110	06/14/24	C. Gibbs	0.60	Review of multiple emails re case administration matters (.6).
B110	06/17/24	J. Bishop Jones	0.20	Review order granting KEIP motion (.1); circulate same to MWE team (.1).
B110	06/21/24	L. Foody	0.10	Participate in update conference with Debtors' counsel (.1).
B110	06/25/24	J. Bishop Jones	0.30	Review order extending the deadline to comply with Section 345(B) (.2); circulate same to MWE team (.1).
B110	06/26/24	L. Foody	0.50	Participate in weekly professionals conference (.5).
B110	06/26/24	K. Going	0.80	Participate in professionals call (.8).
B110	06/26/24	N. Rainey	0.30	Review case docket and download material pleadings (.2); communicate with MWE team regarding docket update (.1).


**McDermott
Will & Emery**

Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

Client: 121462
Invoice: 3919758
Invoice Date: 07/31/2024

Task	Date	Name	Hours	Description
B110	06/27/24	C. Gibbs	0.80	Review of multiple emails re case administration matters (.8).
B110	06/28/24	L. Foody	0.30	Participate in conference with Debtors' counsel re case updates (.3).
B150	06/07/24	J. Haake	0.50	Conference with B. Schak re status of case (.3); correspondence with K. Going re same (.2).
B150	06/13/24	L. Foody	0.40	Participate in 6.13.2024 committee meeting (.4).
B150	06/13/24	K. Going	1.00	Prepare for and participate in Committee meeting (1.0).
B150	06/26/24	C. Catanese	0.50	Participate in meeting with MWE and MoFo teams re Committee strategy (.5).
B150	06/27/24	L. Foody	0.50	Participate in 6.27.2024 committee meeting (.5).
B150	06/27/24	K. Going	0.50	Participate in UCC meeting (.5).
B155	06/24/24	K. Going	7.80	Participate in closing arguments (7.8).
B155	06/25/24	C. Gibbs	1.00	Participate in hearing virtually re adversary proceeding (1.0).
B160	06/03/24	C. Gibbs	0.40	Review of draft fee application (.4).
B160	06/04/24	J. Bishop Jones	0.30	Review fee statements for Debtors' professionals (.2); circulate same (.1).
B160	06/06/24	J. Bishop Jones	1.50	Review of monthly fee statements for Debtors' professionals (.3); circulate same to MWE team (.2); communications with J. Haake re filing of PS monthly fee statement (.2); review and revise PS monthly fee statement (.5); finalize and file same (.2); serve same on notice parties (.1).
B160	06/07/24	J. Bishop Jones	0.50	Communications with J. Haake re confirmation of service of PS monthly fee statement (.1); prepare COS for PS monthly fee statement (.2); finalize and file with court (.2).
B160	06/11/24	D. Northrop	0.10	Review eleventh monthly fee statement of Haynes & Boone LLP as co-counsel for the Debtors, and email correspondence with MWE team regarding same (.1).
B160	06/12/24	D. Northrop	0.10	Review eleventh monthly fee statement of Alvarez & Marsal LLP as restructuring advisors to the Debtors and Debtors in Possession (April 2024), and email correspondence with MWE team regarding same (.1).
B160	06/20/24	J. Haake	0.60	Revise draft supplemental declaration and correspondence with C. Gibbs re same (.6).


**McDermott
Will & Emery**

Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

Client: 121462
Invoice: 3919758
Invoice Date: 07/31/2024

Task	Date	Name	Hours	Description
B160	06/21/24	J. Haake	0.80	Correspondence with J. Jones re filing fee applications and supplemental declarations (.5); call with D. Smolarski re strategy (.3).
B160	06/21/24	L. Foody	0.30	Revise May time entries for privileged and confidential information (.3).
B160	06/24/24	L. Foody	1.70	Continue revising May time entries for privileged and confidential information (1.3); draft eleventh monthly fee statement (.4).
B160	06/24/24	J. Bishop Jones	1.00	Review order granting Piper Sandler fee app (.1); circulate same to MWE team (.1); communications with L. Foody re MWE fee app (.1); revise May time entries (.2); follow up communications with J. Haake re service of MoFo third interim fee application (.1); prepare same (.3); file same (.1).
B160	06/26/24	K. Going	1.30	Review monthly fee application and comment on same (1.3).
B160	06/27/24	J. Haake	0.50	Review monthly fee statement (.3); correspondence with L. Foody and C. Gibbs re same (.2).
B160	06/27/24	L. Foody	0.80	Continue drafting eleventh monthly fee statement (.8).
B190	06/28/24	K. Going	0.40	Participate in weekly meeting with Debtors on DIP maturity, litigation and RSA (.4).
B195	06/05/24	J. Haake	2.80	Travel to Houston for trial hearing (travel time reduced by 50%) (2.8).
B195	06/06/24	J. Haake	3.00	Return travel from trial hearing in Houston (travel time reduced by 50%) (3.0).
B310	06/12/24	D. Northrop	0.90	Review (i) Debtors' third omnibus objection to claims, (ii) eight (8) individual claim objections filed by the Debtors, and (iii) Debtors' ninth, tenth, eleventh and twelfth omnibus notices of satisfaction of claims (.8); email correspondence with MWE team regarding same (.1).
B320	06/14/24	J. Bishop Jones	0.30	Review Statement and Reservation of Rights with Respect to the Debtors' Third Motion to Extend the Debtors' Exclusive Periods to File a Chapter 11 Plan and Solicit Votes (.2); circulate same to MWE team (.1).
B320	06/17/24	J. Bishop Jones	0.30	Review order granting third extension of exclusivity (.2); circulate same to MWE team (.1).
LIT	06/01/24	J. Bishop Jones	1.00	Review communications from J. Haake re motion to


**McDermott
Will & Emery**

Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

Client: 121462
Invoice: 3919758
Invoice Date: 07/31/2024

Task	Date	Name	Hours	Description
				seal (.2); review precedent on motions to seal (.2); prepare draft motions to seal for UCC W&E lists for trial (.6).
LIT	06/01/24	C. Gibbs	0.70	Review of emails re trial scheduling issues (.7).
LIT	06/03/24	C. Gibbs	1.10	Review of multiple emails re trial and evidentiary issues (1.1).
LIT	06/03/24	K. Going	8.80	Review correspondence related to litigation (.6); participate in hearing regarding P. Healy's testimony (8.2).
LIT	06/03/24	J. Bishop Jones	4.00	Review communications from J. Haake re revising motion to seal (.2); review UCC 7th supplemental W&E list (.2); prepare exhibits (.7); communications with MoFo team re same (.3); finalize and file (89 exhibits) (1.1); serve same (.3); prepare trial materials (.3); communications with MoFo team re additional materials for trial (.4); prepare motion to seal (.3); file same (.2).
LIT	06/04/24	K. Going	0.60	Review correspondence regarding trial (.6).
LIT	06/04/24	J. Bishop Jones	2.50	Communications with J. Haake re providing native excel files for trial (.4); prepare native documents for service (.5); prepare hearing materials of same (1.1); communications with TrustArray re same (.5).
LIT	06/04/24	J. Bishop Jones	0.20	Review motion to extend time (.1); circulate same (.1).
LIT	06/05/24	J. Haake	8.70	Prepare for and participate in trial hearing (8.7).
LIT	06/05/24	J. Bishop Jones	3.50	Review communications with co-counsel re exhibit and witness binders (.5); communications coordinating hearing materials (.5); review order granting UCC motion to file under seal (.2); review Memorandum Opinion and Order on Emergency Motion to Compel Production of Documents (.2); circulate same to MWE team (.1); communications with TrustArray re same (.5); review additional materials for next day of trial (.2); prepare trial materials (1.3).
LIT	06/05/24	C. Gibbs	1.10	Review of multiple emails re trial scheduling issues and briefing schedule (1.1).
LIT	06/06/24	J. Haake	4.70	Participate in trial hearing (4.7).
LIT	06/06/24	C. Gibbs	1.10	Review of multiple emails re remaining trial issues (1.1).



**McDermott
Will & Emery**

Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

Client: 121462
Invoice: 3919758
Invoice Date: 07/31/2024

Task	Date	Name	Hours	Description
LIT	06/06/24	J. Bishop Jones	1.50	Review communications with co-counsel and MWE team re trial materials (.5); communications coordinating hearing materials (.5); review motions to seal materials for June 6, 2024 day of trial (.2); follow up communications with J. Haake re upcoming trial dates (.3).
LIT	06/06/24	K. Going	2.80	Participate in adversary trial (2.8).
LIT	06/07/24	C. Gibbs	0.90	Review of multiple emails re trial scheduling issues (.9).
LIT	06/10/24	C. Gibbs	1.20	Review of multiple emails re trial and evidentiary issues (1.2).
LIT	06/10/24	J. Bishop Jones	0.70	Review order setting response deadline (.1); circulate same to MWE team (.2); communications with J. Haake re upcoming trial dates (.2); review 20242026 Holders' Emergency Motion to Strike Nonresponsive Portion of PIMCOs brief (.1); circulate same (.1).
LIT	06/11/24	J. Haake	0.30	Prepare for and attend meet and confer re Siegler deposition testimony (.3).
LIT	06/11/24	C. Gibbs	1.20	Review of multiple emails re trial and evidentiary issues (1.2).
LIT	06/12/24	F. Belayneh	1.00	Import production data and load into the review document platform (.8); conduct quality control on data (.2).
LIT	06/12/24	C. Gibbs	1.10	Review of multiple emails re evidentiary disputes and trial procedures (1.1).
LIT	06/12/24	J. Haake	0.40	Correspondence with M. Birnbaum re strategy (.4).
LIT	06/12/24	R. Dizon	0.50	Prepare received productions for case development review in document discovery platform (.5).
LIT	06/12/24	K. Going	1.00	Review correspondence on litigation and designations (1.0).
LIT	06/13/24	J. Haake	1.20	Participate in deposition designation meet and confer (1.2).
LIT	06/13/24	C. Gibbs	1.40	Review of multiple emails re trial scheduling and evidentiary issues (1.4).
LIT	06/13/24	J. Bishop Jones	0.70	Review exhibit lists, notices of and exhibits for trial (.4); circulate same to MWE team (.1); communication with J. Haake re filing and service of same (.2).
LIT	06/14/24	J. Haake	1.00	Prepare for and attend trial hearing (1.0).



**McDermott
Will & Emery**

Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

Client: 121462
Invoice: 3919758
Invoice Date: 07/31/2024

Task	Date	Name	Hours	Description
LIT	06/14/24	C. Gibbs	1.70	Review of multiple post-trial briefs and exhibit designations (1.7).
LIT	06/14/24	K. Going	2.50	Participate in trial (2.5).
LIT	06/17/24	R. Dizon	0.50	Prepare received productions for case development review in document discovery platform (.5).
LIT	06/17/24	J. Bishop Jones	5.80	Review communications from J. Haake re USB request for documents to be provided for in camera review (.2); complete Information Gov request re USB for transmission to court (.2); follow up communications with M. Batista re same (.1); review deposition designations (.3); communications with J. Silva re USB submission to court (.2); prepare depo designations submission (.5); revise same (.1); communications with co-counsel re submission (.3); review post-trial brief (.6); communications with co-counsel re same (.2); review revised post-trial brief (.2); finalize and file same (.2); review motion to seal (.2); finalize and file same (.2); review redacted post-trial brief (.2); finalize and file same (.1); circulate filings to MWE and MoFo teams (.2); review Wesco's response to 2024/2026 Holders' Motion to Strike the Debtors' Supplement to Professor Morrison's testimony (.2); circulate same to MWE team (.1); review orders on motions to seal (.2); review Order Denying 20242026s Emergency Motion to Strike (.2); circulate same to MWE team (.1); communications with J. Haake re delivery of USB to court (.2); prepare notice of submission of deposition designation (.4); circulate same (.1); finalize and file same (.2); communications with co-counsel re same (.1).
LIT	06/17/24	J. Haake	1.60	Prepare motion to seal (.5); correspondence with D. Baskerville and J. Jones re filing same (.3); calls with D. Baskerville re filing brief and submitting deposition documents and video to court (.6); finalize motion and pleadings for filing (.2).
LIT	06/17/24	C. Gibbs	1.70	Review of multiple post-trial briefs (1.7).
LIT	06/18/24	F. Belayneh	1.00	Import production data and load into the review document platform (.7); conduct quality control on


**McDermott
Will & Emery**

Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

Client: 121462
Invoice: 3919758
Invoice Date: 07/31/2024

Task	Date	Name	Hours	Description
				data (.3).
LIT	06/18/24	J. Bishop Jones	0.50	Review post-trial briefs (.4); circulate same (.1).
LIT	06/18/24	K. Going	1.00	Review correspondence relating to closing arguments (.6); internal discussion regarding same (.4).
LIT	06/19/24	C. Gibbs	1.20	Review of multiple emails regarding trial briefing issues (1.2).
LIT	06/20/24	C. Gibbs	1.00	Review of multiple emails regarding trial and briefing schedule issues (1.0).
LIT	06/21/24	C. Gibbs	1.20	Review of multiple emails re trial scheduling issues (1.2).
LIT	06/24/24	C. Gibbs	1.00	Review of multiple emails re trial issues and scheduling (1.0).
LIT	06/24/24	J. Haake	5.10	Prepare for and participate in closing arguments hearing in trial (5.1).
LIT	06/24/24	J. Bishop Jones	1.50	Communications with J. Haake re closing argument presentations (.2); communications with J. Silva re retrieval of same from court (.1); review orders granting motions to seal (.2); review order and response regarding deposition designation (.3); circulate same to MWE team (.2); review closing argument presentations for all parties (.4); circulate same to MWE team (.1).
LIT	06/25/24	C. Gibbs	1.10	Review of multiple emails re trial issues and case administration matters (1.1).
LIT	06/25/24	J. Haake	3.20	Prepare for and participate in closing arguments hearing in trial (3.2).
LIT	06/25/24	K. Going	6.80	Participate in closing arguments hearing (6.8).
LIT	06/25/24	J. Bishop Jones	0.50	Review multiple orders on motions to seal (.4); circulate same to MWE team (.1).
LIT	06/26/24	J. Bishop Jones	1.50	Review closing decks from presenting parties at trial (.6); communications J. Haake re transmission to MoFo team (.1); communications with MoFo team re decks (.2); circulate to MWE team (.1); review Carlyle and Spring Creek's submission regarding waiver of compliance with Section 3.02 (.2); circulate same to MWE team (.1); review notice of rescheduling confirmation hearing (.1); circulate same to MWE team (.1).


**McDermott
Will & Emery**

Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

Client: 121462
Invoice: 3919758
Invoice Date: 07/31/2024

Task	Date	Name	Hours	Description
Total Hours			134.00	

Timekeeper Summary

Name	Hours	Rate	Amount
F. Belayneh	2.00	250.00	500.00
J. Bishop Jones	30.00	325.00	9,750.00
C. Catanese	0.50	835.00	417.50
R. Dizon	1.00	515.00	515.00
L. Foody	4.60	935.00	4,301.00
C. Gibbs	24.50	1,735.00	42,507.50
K. Going	35.60	1,575.00	56,070.00
J. Haake	34.40	1,200.00	41,280.00
D. Northrop	1.10	670.00	737.00
N. Rainey	0.30	450.00	135.00
Totals	134.00		\$156,213.00

Task Code Summary

Task Code	Description	Hours	Amount
B110	Case Administration	8.90	11,058.00
B150	Mtgs/Communications w/Creditor	3.40	4,221.50
B155	Court Hearings	8.80	14,020.00
B160	Fee/Employment Applications	9.90	8,846.00
B190	Other Contested Matters	0.40	630.00
B195	Non-Working Travel	5.80	6,960.00
B310	Claims Administration & Object	0.90	603.00
B320	Plan and Disclosure Statement	0.60	195.00
LIT	Other Litigation	95.30	109,679.50
		<u>134.00</u>	<u>156,213.00</u>

Costs and Other Charges

Description	Amount
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Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

Client: 121462
Invoice: 3919758
Invoice Date: 07/31/2024

Description	Amount
Business Meal	65.00
Dinner meal in Houston for Wesco trial on 6/5/2024 (J. Haake)	
Business Meal	3.39
Snack meal in Houston for Wesco trial on 6/6/2024 (J. Haake)	
Business Meal	19.27
Lunch meal in Houston for Wesco trial on 6/6/2024 (J. Haake)	
Business Meal	7.35
Dinner meal in Houston for Wesco trial on 6/6/2024 (J. Haake)	
Business Meals	151.94
VENDOR: ezCater, Inc.; INVOICE#: INVE-29961; DATE: 1/31/2024 - court lunch	
Computer Usage Charge - Data Review & Production Software	4,000.00
"June monthly fee for Discovery Platform Use (RelativityOne, 333.92 GBs)"	
Document Services	20.25
VENDOR: Judicial Transcribers of Texas LLC; INVOICE#: 68709; DATE: 6/4/2024 - Wesco Aircraft Holdings, Inc. Official C Wesco UCC	
Document Services	22,041.87
VENDOR: Array; INVOICE#: X100200; DATE: 6/14/2024 - printing, index tabs, binder services	
Document Services	104.00
VENDOR: Houston Express, Inc.; INVOICE#: 94995; DATE: 6/15/2024 - Houston Express invoice for Houston office	
Document Services	76.00
VENDOR: Judicial Transcribers of Texas LLC; INVOICE#: 68772; DATE: 6/24/202 - Wesco Aircraft Holdings, Inc. Official C Wesco UCC	
Document Services	1,499.80
VENDOR: Array; INVOICE#: X100873; DATE: 6/27/2024 - vendor invoice	
Document Services	477.90
VENDOR: Judicial Transcribers of Texas LLC; INVOICE#: 68805; DATE: 6/30/2024 - Wesco Aircraft Holdings, Inc. Official C Wesco UCC	
Document Services	122.85
VENDOR: Judicial Transcribers of Texas LLC; INVOICE#: 68813; DATE: 6/30/2024 - Wesco Aircraft Holdings, Inc. Official C Wesco UCC	
Obtain Copy of Transcripts	218.70
VENDOR: Judicial Transcribers of Texas LLC; INVOICE#: 68760; DATE: 6/9/2024 - transcriber invoice	
Obtain Copy of Transcripts	307.00
VENDOR: Judicial Transcribers of Texas LLC; INVOICE#: 68729; DATE: 6/9/2024 - transcriber invoice	
Obtain Copy of Transcripts	361.80



**McDermott
Will & Emery**

Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

Client: 121462
Invoice: 3919758
Invoice Date: 07/31/2024

Description	Amount
VENDOR: Judicial Transcribers of Texas LLC; INVOICE#: 68744; DATE: 6/9/2024 - transcriber invoice	
Transportation/Parking	7.94
Uber in Houston from hotel to court for Wesco trial on 6/5/2024 (J. Haake)	
Transportation/Parking	70.00
Uber in Houston from airport to hotel for Wesco trial on 6/5/2024 (J. Haake)	
Transportation/Parking	9.75
Uber in Houston from court to hotel for Wesco trial on 6/5/2024 (J. Haake)	
Transportation/Parking	51.56
Uber in Houston from hotel to court for Wesco trial on 6/6/2024 (J. Haake)	
Transportation/Parking	41.97
Uber in Houston from hotel to airport for Wesco trial on 6/6/2024 (J. Haake)	
Travel Expenses	210.48
Airfare to Houston for Wesco trial on 6/4/2024 (J. Haake)	
Travel Expenses	228.20
Hotel stay in Houston for Wesco trial on 6/4/2024 (J. Haake)	
Total Costs and Other Charges	\$30,097.02
Total This Invoice	<u>\$186,310.02</u>



Wesco Aircraft Holdings, Inc. Official Committee of Unsecured Creditors
Invoice: 3919758

07/31/2024

Invoice Totals

Matter Name	Hours	Fees	Costs and Other Charges	Retainer	Total
0011 Wesco UCC	134.00	156,213.00	30,097.02	0.00	186,310.02

Exhibit D**Statement of Fees by Project Category**

Task Code	Description	Total Hours	Total Fees
B110	Case Administration	8.9	\$11,058.00
B150	Meetings/Communications with Creditors	3.4	\$4,221.50
B155	Court Hearings	8.8	\$14,020.00
B160	Fee/Employment Applications	9.9	\$8,846.00
B190	Other Contested Matters	0.4	\$630.00
B195	Non-Working Travel	5.8	\$6,960.00
B210	Business Operations	1.0	\$325.00
B220	Employee Benefits/Pensions	0.2	\$65.00
B310	Claims Administration & Objection	0.9	\$603.00
B320	Plan and Disclosure Statement	0.6	\$195.00
LIT	Other Litigation	95.3	\$109,679.50
TOTAL		134.0	\$156,213.00

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 (MPI)

Chapter 11

(Jointly Administered)

**THIRTEENTH MONTHLY FEE STATEMENT OF
MCDERMOTT WILL & EMERY LLP FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM JULY 1, 2024 THROUGH JULY 31, 2024**

In accordance with the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals [Docket No. 606], each party receiving notice of the Monthly Fee Statement will have until 14 days after the filing of the Monthly Fee Statement to object to the requested fees and expenses. Upon the expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable Monthly Fee Statement that are not subject to an objection.

¹ The Debtors operate under the trade name Incoira 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.kcellc.net/incora/>. The service address for each of the Debtors in these cases is 2601 Meacham Blvd., Ste. 400, Fort Worth, TX 76137.

Name of Applicant:	<u>McDermott Will & Emery LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors (the “Committee”) of Wesco Aircraft Holdings, Inc., et al. (the “Debtors”)</u>
Date of Retention:	<u>September 6, 2023, effective as of June 23, 2023 [Docket No.723]</u>
Period for Which Compensation and Reimbursement Will be Sought:	<u>July 1, 2024 to July 31, 2024 (the “Fee Period”)</u>
Total Amount of Compensation to Be Sought as Actual, Reasonable, and Necessary for the Applicable Period:	<u>\$41,548.00</u>
Total Amount of Expense Reimbursement to be Sought as Actual, Reasonable, and Necessary for the Applicable Period:	<u>\$4,071.90</u>

Pursuant to sections 327(a) and 328(a) of title 11 of the United States Code, Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas, the *Order Authorizing the Employment and Retention of McDermott Will & Emery LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of June 23, 2023*, dated September 7, 2023 [Docket No. 723] (the “Retention Order”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated August 8, 2023 [Docket No. 606], (the “Interim Compensation Order”), McDermott Will & Emery LLP (“McDermott”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Wesco Aircraft Holdings, Inc., *et al.*, and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) in these chapter 11 cases (these “Chapter 11 Cases”), hereby submits this *Thirteenth Monthly Fee Statement of McDermott Will & Emery LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for*

the Period from July 1, 2024 through July 31, 2024 (this “Monthly Statement”).² Specifically, McDermott seeks (i) interim allowance of \$41,548.00 for the reasonable and necessary legal services that McDermott rendered to the Committee during the Fee Period; (ii) compensation in the amount of \$33,238.40, which is equal to the eighty percent (80%) of the total amount of compensation sought for actual and necessary legal services rendered during the Fee Period (*i.e.*, \$41,548.00) and (iii) allowance and payment of \$4,071.90 for the actual and necessary expenses that McDermott incurred in connection with such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

Attached hereto as **Exhibit A** is a schedule of McDermott attorneys and paraprofessionals, who rendered services to the Committee in connection with these Chapter 11 Cases during the Fee Period, and the title, hourly rate, aggregate hours worked, and the amount of fees earned by each professional.

Attached hereto as **Exhibit B** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which McDermott is seeking payment in this Monthly Statement. All of the disbursements comprise the requested sum for McDermott’s out-of-pocket expenses, which total \$4,071.90.

Attached hereto as **Exhibit C** are the time and expense records of McDermott, which provide a summary of the time spent by each McDermott professional during the Fee Period as well as an itemization of expenses.

Attached hereto as **Exhibit D** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by McDermott attorneys and paraprofessionals during the Fee Period with respect to each of the project categories McDermott established in accordance with its

² The period from July 1, 2024, through and including July 31, 2024, is referred to herein as the (“Fee Period”).

internal billing procedures. As reflected in Exhibit D, McDermott incurred \$41,548.00 in fees during the Fee Period. Pursuant to this Monthly Statement, McDermott seeks payment for \$33,238.40 of these fees, reflecting eighty percent (80%) of the total amount incurred during the Fee Period.

Reservation of Rights

This Monthly Statement includes all of the information and supporting detail regarding fees and expenses available to McDermott at the time of the filing of this Monthly Statement. If additional information and supporting detail in connection with this Fee Period should become available as a result of delays in accounting processing, an inadvertence with respect to time entered in the accounting system, or any other valid reason, McDermott reserves the right to make an application to the Court for an allowance of such fees and expenses not included in this Monthly Statement.

Notice

Pursuant to the Interim Compensation Order, this Monthly Statement has been served upon: (a) the Debtors c/o Wesco Aircraft Holdings, Inc., 2601 Meacham Blvd., Ste. 400, Fort Worth, TX 76137, Attn: Dawn Landry (dawn.landry@incora.com); proposed counsel to the Debtors, (A) Milbank, LLP, 55 Hudson Yards, 36th Floor, New York, NY 10001, Attn: Dennis F. Dunne (DDunne@Milbank.com), Samuel A. Khalil (SKhalil@Milbank.com), and Benjamin M. Schak (BSchak@Milbank.com) and (B) Haynes and Boone LLP, 1221 McKinney Street, Suite 4000, Houston, TX 77010, Attn: Charles A. Beckham, Jr. (Charles.Beckham@haynesboone.com), Patrick L. Hughes (Patrick.Hughes@haynesboone.com), and Kelli S. Norfleet (Kelli.Norfleet@haynesboone.com); counsel to the official committee of unsecured creditors, Morrison & Foerster LLP, Attn: Lorenzo Marinuzzi (LMarinuzzi@mof.com); counsel or proposed counsel to any other statutory committee appointed in this Chapter 11 Cases the Office

of the U.S. Trustee, 515 Rusk Street, Suite 3516, Houston, TX 77002, Attn: Jayson Ruff
(jayson.b.ruff@usdoj.gov).

Dated: September 4, 2024
Dallas, Texas

MCDERMOTT WILL & EMERY LLP

/s/ Charles R. Gibbs

Charles R. Gibbs (Texas Bar No. 7846300)
Jack G. Haake (Texas Bar No. 24127704)
2501 North Harwood Street, Suite 1900
Dallas, Texas 75201-1664
Telephone: (214) 295-8000
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jhaake@mwe.com

-and-

Kristin K. Going (admitted *pro hac vice*)
One Vanderbilt Avenue
New York, NY 10017-3852
Telephone: (212) 547-5429
Facsimile: (646) 417-7313
Email: kgoing@mwe.com

*Counsel to the Official Committee of
Unsecured Creditors*

CERTIFICATE OF SERVICE

I certify that, on September 4, 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 Certificate of Service to be filed by the Committee.

/s/ Charles R. Gibbs _____
Charles R. Gibbs

Exhibit A

Summary of Timekeepers Included in this Fee Statement

Name of Professional Person	Position, Year Admitted and Area of Expertise	Total Hours Billed	Hourly Billing Rate	Total Compensation
PARTNERS & COUNSEL				
Charles R. Gibbs	Partner; Admitted in 1978; Corporate Advisory	6.7	\$1,735.00	\$11,624.50
Kristin K. Going	Partner; Admitted in 1998; Corporate Advisory	4.7	\$1,575.00	\$7,402.50
ASSOCIATES				
Jack G. Haake	Associate; Admitted in 2011; Corporate Advisory	6.1	\$1,200.00	\$7,320.00
Landon W. Foody	Associate; Admitted in 2023; Corporate Advisory	11.6	\$935.00	\$10,846.00
PARAPROFESSIONALS				
Jacque Bishop Jones	Paralegal; Corporate Advisory	13.4	\$325.00	\$4,355.00

Exhibit B

Expense Summary

Category	Amount
Computer Usage Charge (E-Discovery Storage Charge)	\$4,000.00
Research	71.90
TOTAL	\$4,071.90

Exhibit C

Time and Expense Records



Invoice: 3928425
Client: 121462

08/28/2024

Wesco Aircraft Holdings, Inc. Official Committee of Unsecured Creditors
BOKF, NA
2405 Grand Boulevard, Suite 840
Kansas City, MO 64108

For Services Rendered in Connection with:

Matter: 0011 Wesco UCC
Client/Reference Number: 2021-00112

Task	Date	Name	Hours	Description
B110	07/02/24	C. Gibbs	0.80	Review multiple emails re case administration matters (.8).
B110	07/12/24	C. Gibbs	0.90	Review multiple emails re pending case administration matters (.9).
B110	07/12/24	K. Going	0.30	Participate in weekly update conference with Debtors (.3).
B110	07/15/24	C. Gibbs	0.80	Review multiple emails re case administration matters (.8).
B110	07/19/24	L. Foody	0.20	Participate in updates conference with Debtors' counsel (.2).
B110	07/19/24	J. Haake	0.30	Prepare for and participate in conference with B. Schak re status of case (.3).
B110	07/19/24	C. Gibbs	1.00	Review multiple emails re case administration matters (1.0).
B110	07/23/24	C. Gibbs	0.60	Review multiple emails re case administration matters (.6).
B110	07/24/24	J. Haake	0.60	Correspondence with K. Going and A. Rosen re case administration issues (.2); prepare for and participate in conference with UCC advisors re strategy (.4).
B110	07/24/24	L. Foody	0.20	Participate in update conference with UCC professionals (.2).
B110	07/24/24	K. Going	0.50	Participate in Committee professionals meeting (.5).
B110	07/24/24	J. Bishop Jones	0.20	Review notice of adjournment of confirmation hearing (.1); circulate same to MWE team (.1).
B110	07/26/24	L. Foody	0.40	Participate in conference with Debtors' counsel re case updates (.4).
B110	07/31/24	L. Foody	0.20	Participate in UCC professionals update conference (.2).
B110	07/31/24	C. Gibbs	0.80	Review multiple emails re case administration



**McDermott
Will & Emery**

Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

Client: 121462
Invoice: 3928425
Invoice Date: 08/28/2024

Task	Date	Name	Hours	Description
				matters (.8).
B110	07/31/24	J. Haake	0.30	Prepare for and participate in conference with UCC re status and strategy (.3).
B150	07/26/24	J. Haake	0.50	Prepare for and participate in conference with B. Schak re status of case (.5).
B155	07/10/24	K. Going	1.70	Participate in adversary decision hearing (1.7).
B160	07/01/24	J. Bishop Jones	0.80	Communications with J. Haake and L. Foody re eleventh monthly fee statement (.2); review MWE eleventh monthly fee statement (.2); file same (.2); serve same on notice parties (.2).
B160	07/01/24	L. Foody	0.30	Multiple correspondence with J. Haake, C. Gibbs, and J. Bishop re eleventh monthly fee statement (.3).
B160	07/02/24	J. Bishop Jones	0.80	Prepare COS for eleventh monthly fee statement of MWE (.2); communications with J. Haake re same (.2); finalize and file same (.1); review the ninth monthly fee statement of Milbank LLP (.2); circulate same (.1).
B160	07/11/24	L. Foody	0.70	Update fourth interim fee application (.7).
B160	07/11/24	J. Bishop Jones	1.00	Communications with J. Haake re PS fee statement (.2); prepare and file same (.2); circulate same to MWE team (.1); serve same on required notice parties (.2); communications with L. Foody and J. Haake re MWE third interim fee application (.3).
B160	07/12/24	L. Foody	7.40	Prepare Excel document with monthly fee statement information (1.8); draft MWE fourth interim fee application (5.6).
B160	07/12/24	J. Bishop Jones	1.50	Communications with J. Haake re CNO re MoFo third interim fee application (.1); review docket and prepare same (.3); circulate same to J. Haake (.1); communications with J. Haake re PS fee statement (.1); revise and file same (.2); circulate same to MWE team (.1); serve on required notice parties (.1); prepare COS for same (.4); circulate same for attorney review (.1).
B160	07/15/24	J. Haake	0.70	Correspondence with D. Smolarski re fee applications (.3); correspondence with B. Jones re fee applications and review same (.4).
B160	07/15/24	J. Bishop Jones	1.50	Communications with J. Haake re CNO re MoFo third interim fee application (.1); review docket and prepare same (.2); prepare proposed order (.2);



**McDermott
Will & Emery**

Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

Client: 121462
Invoice: 3928425
Invoice Date: 08/28/2024

Task	Date	Name	Hours	Description
				circulate same to J. Haake (.1); review MoFo monthly fee statement (.2); file and serve same (.2); circulate same to MWE team (.1); prepare COS for monthly fee statement (.2); circulate same for attorney review (.1); finalize and file same (.1).
B160	07/16/24	L. Foody	0.70	Continue to update fourth interim fee application (.7).
B160	07/16/24	J. Bishop Jones	0.50	Review order granting MoFo fee app (.2); review A&M monthly fee statement (.1); circulate same to MWE team (.2).
B160	07/18/24	L. Foody	0.80	Revise fourth interim fee application (.8).
B160	07/18/24	J. Haake	1.50	Correspondence with D. Smolarski re fee applications (.3); correspondence with B. Jones re fee applications and review same (.4); review fourth interim fee application and correspondence with L. Foody re comments to same (.8).
B160	07/18/24	J. Bishop Jones	0.50	Review MoFo 11 monthly fee statement (.2); prepare and file same (.2); circulate same to MWE team (.1).
B160	07/19/24	J. Bishop Jones	0.30	Review Q&E third interim fee app (.2); circulate same to MWE team (.1).
B160	07/22/24	J. Haake	1.00	Revise fourth interim fee application (.8); correspondence with K. Going re same (.2).
B160	07/22/24	J. Bishop Jones	0.50	Communications with J. Haake re fourth interim fee app (.1); prepare same for filing (.1); circulate same for attorney review (.1); file same (.1); serve same on required notification parties (.1).
B160	07/25/24	J. Haake	0.30	Review certificate of service and fee statements (.2); correspondence with J. Jones re same (.1).
B160	07/25/24	J. Bishop Jones	0.50	Review docket and service of MWE interim fee app (.1); prepare COS for same (.2); communication with J. Haake re same (.1); finalize and file same (.1).
B160	07/30/24	L. Foody	0.70	Review and revise June time entries for privileged and confidential information (.7).
B160	07/31/24	J. Bishop Jones	1.00	Communications with J. Haake re PS fee application (.2); review PS fee application (.2); communications with J. Haake re revisions to same (.1); revise same (.2); finalize and file same (.2); serve same on required notice parties (.1).



**McDermott
Will & Emery**

Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

Client: 121462
Invoice: 3928425
Invoice Date: 08/28/2024

Task	Date	Name	Hours	Description
B190	07/23/24	J. Bishop Jones	0.70	Review 9019 motion (.1); circulate same to MWE team (.1); review supplemental claim objections (.4); circulate same to MWE team (.1).
B210	07/15/24	J. Bishop Jones	0.50	Review Debtor's MORs (.5).
B310	07/22/24	J. Bishop Jones	0.30	Review order sustaining Debtors' omnibus objections and order to supplement same (.3).
B310	07/24/24	J. Bishop Jones	0.80	Review supplement individual claim objections (.6); circulate same to MWE team (.2).
LIT	07/03/24	C. Gibbs	0.80	Review multiple emails re trial conclusion and appeal issues (.8).
LIT	07/03/24	J. Bishop Jones	1.00	Review statement in response to court's questions at June 26, 2024 closing argument concerning remedies (.2); circulate same to MWE team (.1); review statement of PIMCO and Silver Point Noteholders in response to court's questions at the June 26, 2024 hearing (.1); circulate same to MWE team (.1); review supplemental brief (.1); review statement of PIMCO and Silver Point Noteholders in response to court's questions at the June 26, 2024 hearing (.2); circulate same to MWE team (.2).
LIT	07/08/24	C. Gibbs	1.00	Review multiple emails re trial issues and case administration matters (1.0).
LIT	07/10/24	K. Going	0.50	Follow up on issues relating to adversary hearing decision (.5).
LIT	07/10/24	J. Bishop Jones	0.50	Communications with J. Haake re trial results hearing (.1). communications with court reporter (.2); communications with MoFo team re delay due to weather (.2).
LIT	07/10/24	J. Haake	0.90	Review ruling by court in litigation (.9).
LIT	07/12/24	K. Going	1.70	Follow up on issues related to characterization of \$250M cash infusion and Kobre Kim fees (1.7).
LIT	07/12/24	J. Bishop Jones	0.50	Communications with court reporter re ruling transcript (.2); communications with MWE and MoFo teams re status (.2); circulate rough draft (.1).
Total Hours			42.50	



Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

Client: 121462
Invoice: 3928425
Invoice Date: 08/28/2024

Timekeeper Summary

Name	Hours	Rate	Amount
J. Bishop Jones	13.40	325.00	4,355.00
L. Foody	11.60	935.00	10,846.00
C. Gibbs	6.70	1,735.00	11,624.50
K. Going	4.70	1,575.00	7,402.50
J. Haake	6.10	1,200.00	7,320.00
Totals	42.50		\$41,548.00

Task Code Summary

Task Code	Description	Hours	Amount
B110	Case Administration	8.10	12,201.50
B150	Mtgs/Communications w/Creditor	0.50	600.00
B155	Court Hearings	1.70	2,677.50
B160	Fee/Employment Applications	23.00	17,003.50
B190	Other Contested Matters	0.70	227.50
B210	Business Operations	0.50	162.50
B310	Claims Administration & Object	1.10	357.50
LIT	Other Litigation	6.90	8,318.00
		42.50	41,548.00

Costs and Other Charges

Description	Amount
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**McDermott
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Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

Client: 121462
Invoice: 3928425
Invoice Date: 08/28/2024

Description	Amount
Computer Research VENDOR: Pacer; INVOICE#: 4841559-Q22024; Date: 07/08/2024 - charges for Dallas	35.00
Computer Research VENDOR: Pacer; INVOICE#: 4841559-Q22024; Date: 07/08/2024 - charges for Dallas	3.00
Computer Research VENDOR: Pacer; INVOICE#: 2604251-Q22024; Date: 07/07/2024 - charges for New York	3.00
Computer Research VENDOR: Pacer; INVOICE#: 2604251-Q22024; Date: 07/07/2024 - charges for New York	30.90
Computer Usage Charge - Data Review & Production Software "July monthly fee for Discovery Platform Use (RelativityOne, 332.33 GBs)"	4,000.00
Total Costs and Other Charges	\$4,071.90
Total This Invoice	<u>\$45,619.90</u>



Wesco Aircraft Holdings, Inc. Official Committee of Unsecured Creditors
Invoice: 3928425

08/28/2024

Invoice Totals

Matter Name	Hours	Fees	Costs and Other Charges	Retainer	Total
0011 Wesco UCC	42.50	41,548.00	4,071.90	0.00	45,619.90

Exhibit D**Statement of Fees by Project Category**

Task Code	Description	Total Hours	Total Fees
B110	Case Administration	8.1	\$12,201.50
B150	Meetings/Communications with Creditors	0.5	\$600.00
B155	Court Hearings	1.7	\$2,677.50
B160	Fee/Employment Applications	23.0	\$17,003.50
B190	Other Contested Matters	0.7	\$227.50
B210	Business Operations	1.0	\$325.00
B310	Claims Administration & Objection	1.1	\$357.50
LIT	Other Litigation	6.9	\$8,318.00
TOTAL		42.5	\$41,548.00

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 (MPI)

Chapter 11

(Jointly Administered)

**FOURTEENTH MONTHLY FEE STATEMENT OF
MCDERMOTT WILL & EMERY LLP FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM AUGUST 1, 2024 THROUGH AUGUST 31, 2024**

In accordance with the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals [Docket No. 606], each party receiving notice of the Monthly Fee Statement will have until 14 days after the filing of the Monthly Fee Statement to object to the requested fees and expenses. Upon the expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable Monthly Fee Statement that are not subject to an objection.

¹ The Debtors operate under the trade name Incoira 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.kcellc.net/incora/>. The service address for each of the Debtors in these cases is 2601 Meacham Blvd., Ste. 400, Fort Worth, TX 76137.

Name of Applicant:	<u>McDermott Will & Emery LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors (the “Committee”) of Wesco Aircraft Holdings, Inc., et al. (the “Debtors”)</u>
Date of Retention:	<u>September 6, 2023, effective as of June 23, 2023 [Docket No.723]</u>
Period for Which Compensation and Reimbursement Will be Sought:	<u>August 1, 2024 to August 31, 2024 (the “Fee Period”)</u>
Total Amount of Compensation to Be Sought as Actual, Reasonable, and Necessary for the Applicable Period:	<u>\$48,286.00</u>
Total Amount of Expense Reimbursement to be Sought as Actual, Reasonable, and Necessary for the Applicable Period:	<u>\$5,291.85</u>

Pursuant to sections 327(a) and 328(a) of title 11 of the United States Code, Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas, the *Order Authorizing the Employment and Retention of McDermott Will & Emery LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of June 23, 2023*, dated September 7, 2023 [Docket No. 723] (the “Retention Order”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, dated August 8, 2023 [Docket No. 606], (the “Interim Compensation Order”), McDermott Will & Emery LLP (“McDermott”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Wesco Aircraft Holdings, Inc., *et al.*, and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) in these chapter 11 cases (these “Chapter 11 Cases”), hereby submits this *Fourteenth Monthly Fee Statement of McDermott Will & Emery LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from August 1, 2024 through August 31, 2024* (this “Monthly

Statement”).² Specifically, McDermott seeks (i) interim allowance of \$48,286.00 for the reasonable and necessary legal services that McDermott rendered to the Committee during the Fee Period; (ii) compensation in the amount of \$38,628.80, which is equal to the eighty percent (80%) of the total amount of compensation sought for actual and necessary legal services rendered during the Fee Period (*i.e.*, \$48,286.00) and (iii) allowance and payment of \$5,291.85 for the actual and necessary expenses that McDermott incurred in connection with such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

Attached hereto as **Exhibit A** is a schedule of McDermott attorneys and paraprofessionals, who rendered services to the Committee in connection with these Chapter 11 Cases during the Fee Period, and the title, hourly rate, aggregate hours worked, and the amount of fees earned by each professional.

Attached hereto as **Exhibit B** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which McDermott is seeking payment in this Monthly Statement. All of the disbursements comprise the requested sum for McDermott’s out-of-pocket expenses, which total \$5,291.85.

Attached hereto as **Exhibit C** are the time and expense records of McDermott, which provide a summary of the time spent by each McDermott professional during the Fee Period as well as an itemization of expenses.

Attached hereto as **Exhibit D** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by McDermott attorneys and paraprofessionals during the Fee Period with respect to each of the project categories McDermott established in accordance with its

² The period from August 1, 2024, through and including August 31, 2024, is referred to herein as the (“**Fee Period**”).

internal billing procedures. As reflected in Exhibit D, McDermott incurred \$48,286.00 in fees during the Fee Period. Pursuant to this Monthly Statement, McDermott seeks payment for \$38,628.80 of these fees, reflecting eighty percent (80%) of the total amount incurred during the Fee Period.

Reservation of Rights

This Monthly Statement includes all of the information and supporting detail regarding fees and expenses available to McDermott at the time of the filing of this Monthly Statement. If additional information and supporting detail in connection with this Fee Period should become available as a result of delays in accounting processing, an inadvertence with respect to time entered in the accounting system, or any other valid reason, McDermott reserves the right to make an application to the Court for an allowance of such fees and expenses not included in this Monthly Statement.

Notice

Pursuant to the Interim Compensation Order, this Monthly Statement has been served upon: (a) the Debtors c/o Wesco Aircraft Holdings, Inc., 2601 Meacham Blvd., Ste. 400, Fort Worth, TX 76137, Attn: Dawn Landry (dawn.landry@incora.com); proposed counsel to the Debtors, (A) Milbank, LLP, 55 Hudson Yards, 36th Floor, New York, NY 10001, Attn: Dennis F. Dunne (DDunne@Milbank.com), Samuel A. Khalil (SKhalil@Milbank.com), and Benjamin M. Schak (BSchak@Milbank.com) and (B) Haynes and Boone LLP, 1221 McKinney Street, Suite 4000, Houston, TX 77010, Attn: Charles A. Beckham, Jr. (Charles.Beckham@haynesboone.com), Patrick L. Hughes (Patrick.Hughes@haynesboone.com), and Kelli S. Norfleet (Kelli.Norfleet@haynesboone.com); counsel to the official committee of unsecured creditors, Morrison & Foerster LLP, Attn: Lorenzo Marinuzzi (LMarinuzzi@mof.com); counsel or proposed counsel to any other statutory committee appointed in this Chapter 11 Cases the Office

of the U.S. Trustee, 515 Rusk Street, Suite 3516, Houston, TX 77002, Attn: Jayson Ruff
(jayson.b.ruff@usdoj.gov).

Dated: September 27, 2024
Dallas, Texas

MCDERMOTT WILL & EMERY LLP

/s/ Charles R. Gibbs

Charles R. Gibbs (Texas Bar No. 7846300)
Jack G. Haake (Texas Bar No. 24127704)
2501 North Harwood Street, Suite 1900
Dallas, Texas 75201-1664
Telephone: (214) 295-8000
Facsimile: (972) 232-3098
Email: crgibbs@mwe.com
jhaake@mwe.com

-and-

Kristin K. Going (admitted *pro hac vice*)
One Vanderbilt Avenue
New York, NY 10017-3852
Telephone: (212) 547-5429
Facsimile: (646) 417-7313
Email: kgoing@mwe.com

*Counsel to the Official Committee of
Unsecured Creditors*

CERTIFICATE OF SERVICE

I certify that, on September 27, 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 Certificate of Service to be filed by the Committee.

/s/ Charles R. Gibbs
Charles R. Gibbs

Exhibit A**Summary of Timekeepers Included in this Fee Statement**

Name of Professional Person	Position, Year Admitted and Area of Expertise	Total Hours Billed	Hourly Billing Rate	Total Compensation
PARTNERS & COUNSEL				
Charles R. Gibbs	Partner; Admitted in 1978; Corporate Advisory	7.5	\$1,735.00	\$13,012.50
Kristin K. Going	Partner; Admitted in 1998; Corporate Advisory	2.1	\$1,575.00	\$3,307.50
ASSOCIATES				
Jack G. Haake	Associate; Admitted in 2011; Corporate Advisory	17.7	\$1,200.00	\$21,240.00
Landon W. Foody	Associate; Admitted in 2023; Corporate Advisory	8.1	\$935.00	\$7,573.50
PARAPROFESSIONALS				
Jacque Bishop Jones	Paralegal; Corporate Advisory	9.7	\$325.00	\$3,152.50

Exhibit B

Expense Summary

Category	Amount
Computer Usage Charge (E-Discovery Storage Charge)	\$4,000.00
Transportation/Hotels	\$1,113.74
Transcripts	\$101.25
Business Meals	\$76.86
TOTAL	\$5,291.85

Exhibit C

Time and Expense Records



Invoice: 3936731
Client: 121462

09/23/2024

Wesco Aircraft Holdings, Inc. Official Committee of Unsecured Creditors
BOKF, NA
2405 Grand Boulevard, Suite 840
Kansas City, MO 64108

For Services Rendered in Connection with:

Matter: 0011 Wesco UCC
Client/Reference Number: 2021-00112

Task	Date	Name	Hours	Description
B110	08/02/24	J. Haake	0.60	Participate in conference with UCC professionals re status and strategy, and correspondence with K. Going re same (.6).
B110	08/02/24	L. Foody	0.40	Participate in update conference with Debtors' counsel (.1); draft summary re same and UCC meeting (.3).
B110	08/09/24	L. Foody	0.50	Participate in conference with Debtors' counsel re case updates (.5).
B110	08/09/24	K. Going	0.50	Participate in conference with Debtors re case update (.5).
B110	08/13/24	J. Bishop Jones	1.00	Review order granting MWE fee app (.1); circulate same (.1); communications with J. Haake and K. Going re status conference (.1); prepare request form (.1); file same (.1); review of court ruling from status conference (.2); communications with MoFo team (.1); circulate updated case schedule to MWE team (.2).
B110	08/14/24	L. Foody	0.50	Participate in conference with UCC counsel re case updates (.5).
B110	08/14/24	K. Going	0.60	Participate in conference with UCC professionals to prepare for Committee meeting (.6).
B110	08/16/24	L. Foody	0.30	Participate in update conference with Debtors' counsel (.3).
B110	08/19/24	J. Bishop Jones	0.20	Review PIMCO and Silver Point Noteholders' notice to the court following the August 13, 2024 status conference (.1); circulate same to MWE team (.1).
B110	08/20/24	C. Gibbs	0.40	Review of multiple emails re case administration matters (.4).
B110	08/21/24	L. Foody	0.30	Participate in conference with UCC professionals re


**McDermott
Will & Emery**

Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

Client: 121462
Invoice: 3936731
Invoice Date: 09/23/2024

Task	Date	Name	Hours	Description
				case updates (.3).
B110	08/21/24	J. Haake	0.40	Correspondence with K. Going, C. Gibbs, and A. Rosen re case administration questions (.2); correspondence with E. Mattson re case administration issues (.2).
B110	08/21/24	C. Gibbs	0.50	Review of multiple emails re case administration matters (.5).
B110	08/21/24	J. Bishop Jones	0.20	Review Statement Amended Verified Statement of the Ad Hoc Group of 2024 and 2026 Noteholders Pursuant to Bankruptcy Rule 2019 (.1); circulate to MWE team (.1).
B110	08/22/24	J. Bishop Jones	0.20	Review Stipulation and Agreed Order Extending Objection Deadline to the 2024/2026 Noteholder Groups Motion for Entry of an Order Granting Adequate Protection and Related Relief (.1); circulate same to MWE team (.1).
B110	08/23/24	L. Foody	0.50	Conference with Debtors' counsel re case updates (.5).
B110	08/30/24	L. Foody	0.30	Participate in conference with Debtors' counsel re case updates (.3).
B150	08/01/24	L. Foody	0.60	Participate in committee meeting (.4); draft summary re the same (.2).
B150	08/14/24	J. Haake	0.70	Participate in conference with UCC team re status of case and strategy (.7).
B150	08/15/24	L. Foody	0.60	Participate in 8.15.2024 UCC meeting (.6).
B150	08/15/24	K. Going	1.00	Prepare for and attend UCC meeting (1.0).
B150	08/16/24	J. Haake	0.70	Prepare for and participate in conference with B. Schak re status of case (.7).
B150	08/22/24	J. Haake	0.40	Prepare for and participate in conference with Committee re status and strategy re plan (.4).
B150	08/22/24	L. Foody	0.30	Participate in 8.22 Committee meeting (.3).
B150	08/23/24	J. Haake	0.70	Prepare for and participate in conference with B. Schak re status of case (.7).
B155	08/13/24	L. Foody	1.50	Participate in 8.13.2024 status conference (1.5).
B155	08/13/24	J. Haake	2.70	Prepare for and attend status conference re plan and solicitation (2.7).
B160	08/01/24	J. Bishop Jones	0.20	Review Thirteenth Monthly Fee Statement of PJT Partners LP (.1); circulate same to MWE team (.1).
B160	08/05/24	J. Bishop Jones	0.50	Review Thirteenth Monthly Fee Statement of Alvarez & Marsal (.1); circulate same to MWE team


**McDermott
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Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

Client: 121462
Invoice: 3936731
Invoice Date: 09/23/2024

Task	Date	Name	Hours	Description
				(.1); prepare COS for PS fee app (.2); file same (.1).
B160	08/06/24	L. Foody	1.20	Draft twelfth monthly fee statement (1.2).
B160	08/12/24	J. Bishop Jones	0.70	Communication with J. Haake (.2); review Province monthly fee statement (.2); file same (.1); serve same on required notice parties (.2).
B160	08/14/24	J. Bishop Jones	1.50	Communications with J. Haake re review of fee app (.1); review MoFo Interim Fee Application (.3); follow up communications with J. Haake re same (.1); revise fee application (.2); finalize and file same (.2); serve same on required notice parties (.1); communications with J. Haake re review of Province monthly fee statement (.1); review same (.2); finalize and file same (.1); serve same on required notice parties (.1).
B160	08/15/24	L. Foody	0.40	Revise twelfth monthly fee statement (.4).
B160	08/15/24	C. Gibbs	0.40	Review of multiple fee applications (.4).
B160	08/16/24	J. Bishop Jones	1.00	Review Fourth Interim Fee Application of Alvarez & Marsal (.1); circulate same to MWE team (.1); communications with J. Haake re filing of MWE monthly fee statement (.1); review and revise same (.3); finalize and file same (.1); circulate same to MWE team (.1); serve on required notice parties (.2).
B160	08/20/24	J. Bishop Jones	0.50	Communications with J. Haake re fee statement (.2); review 12th monthly fee statement (.2); file same (.1).
B160	08/21/24	J. Bishop Jones	1.00	Communications with J. Haake (.2); review Province Interim Fee Application (.4); revise same (.2); prepare redline (.1); circulate to MWE team (.1).
B160	08/22/24	J. Bishop Jones	1.00	Communications with E. Mattson (.1); finalize and file Province Fee App (.2); serve on required notice creditors (.2); prepare COS for same (.2); file same (.1); review order granting PS fee application (.1); circulate same (.1).
B160	08/26/24	L. Foody	0.50	Review and revise July time entries for privileged and confidential information (.5).
B160	08/28/24	J. Bishop Jones	0.20	Review Tenth Monthly Fee Statement of PWC US Tax LLP (.1); circulate same to MWE team (.1).
B160	08/29/24	L. Foody	0.20	Draft thirteenth monthly fee statement (.2).


**McDermott
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Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

Client: 121462
Invoice: 3936731
Invoice Date: 09/23/2024

Task	Date	Name	Hours	Description
B190	08/01/24	J. Bishop Jones	0.70	Review objections to motion to reconsider (.2); circulate same (.1); review order abating ruling on motion to reconsider (.1); circulate same to MWE team (.1); review 20242026s motion for AP (.1); circulate same to MWE team (.1).
B195	08/12/24	J. Haake	2.70	Travel from Dallas to Houston for status conference hearing re plan process and review demonstrative provided by Debtors counsel (travel time reduced by 50%) (2.7).
B195	08/13/24	J. Haake	3.00	Return flight from Houston (travel time reduced by 50%) (3.0).
B210	08/15/24	J. Bishop Jones	0.50	Review Debtors' MORs (.5).
B320	08/08/24	C. Gibbs	0.50	Review of multiple emails re plan confirmation issues (.5).
B320	08/08/24	J. Haake	1.00	Review plan revisions provided by Debtors (1.0).
B320	08/09/24	J. Haake	0.90	Prepare for and participate in conference with B. Schak re status of case and draft plan (.4); review proposed plan (.5).
B320	08/09/24	C. Gibbs	0.80	Review of revised plan (.8).
B320	08/12/24	J. Bishop Jones	0.30	Review 2nd amended plan (.1); circulate same to MWE team (.1); communications re status conference (.1).
B320	08/13/24	C. Gibbs	1.00	Review of amended plan and summary of same (1.0).
B320	08/14/24	C. Gibbs	1.00	Review of multiple emails re plan confirmation issues (.7); review of revised plan (.3).
B320	08/15/24	J. Haake	1.30	Analyze proposed plan amendments and time line, and prepare for and participate in call with UCC re status of case and strategy (1.3).
B320	08/15/24	C. Gibbs	0.70	Review of multiple emails re plan confirmation issues (.7).
B320	08/16/24	C. Gibbs	0.50	Review of multiple emails re plan confirmation matters (.5).
B320	08/22/24	C. Gibbs	0.70	Review of emails and revised plan (.7).
B320	08/26/24	C. Gibbs	0.50	Review of multiple emails re confirmation issues (.5).
B320	08/27/24	C. Gibbs	0.50	Review of emails re amended plan of reorganization (.5).
B320	08/29/24	J. Haake	0.50	Conference with R. Ferraioli re plan and disclosure statement, and review of disclosure statement (.5).


**McDermott
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 Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

 Client: 121462
 Invoice: 3936731
 Invoice Date: 09/23/2024

Task	Date	Name	Hours	Description
B320	08/30/24	J. Haake	2.10	Review amended disclosure statement and correspondence with R. Ferraioli re same (2.1).
Total Hours			45.10	

Timekeeper Summary

Name	Hours	Rate	Amount
J. Bishop Jones	9.70	325.00	3,152.50
L. Foody	8.10	935.00	7,573.50
C. Gibbs	7.50	1,735.00	13,012.50
K. Going	2.10	1,575.00	3,307.50
J. Haake	17.70	1,200.00	21,240.00
Totals	45.10		\$48,286.00

Task Code Summary

Task Code	Description	Hours	Amount
B110	Case Administration	7.40	7,632.00
B150	Mtgs/Communications w/Creditor	5.00	5,977.50
B155	Court Hearings	4.20	4,642.50
B160	Fee/Employment Applications	9.30	4,989.50
B190	Other Contested Matters	0.70	227.50
B195	Non-Working Travel	5.70	6,840.00
B210	Business Operations	0.50	162.50
B320	Plan and Disclosure Statement	12.30	17,814.50
		<u>45.10</u>	<u>48,286.00</u>

Costs and Other Charges

Description	Amount
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**McDermott
Will & Emery**

Wesco Aircraft Holdings, Inc. Official Committee of Unsecured
Creditors

Client: 121462
Invoice: 3936731
Invoice Date: 09/23/2024

Description	Amount
Business Meal	63.87
Dinner meal in Houston for Wesco trial on 8/12/2024 (J. Haake)	
Business Meal	12.99
Lunch meal in Houston for Wesco trial on 8/13/2024 (J. Haake)	
Computer Usage Charge - Data Review & Production Software	4,000.00
"August monthly fee for Discovery Platform Use (RelativityOne, 332.29 GBs)"	
Obtain Copy of Transcripts	101.25
VENDOR: Judicial Transcribers of Texas LLC; INVOICE#: 69021; DATE: 8/15/2024	
Transportation/Parking	111.23
Uber ride re Wesco for conference on 8/15/24 (K. Going)	
Travel Expenses	29.95
Uber in Houston from hotel to court 8/12/2024 (J. Haake)	
Travel Expenses	315.64
Hotel stay in Houston for Wesco trial on 8/12/2024 (J. Haake)	
Travel Expenses	558.00
Airfare to Houston for Wesco trial on 8/12/2024 (J. Haake)	
Travel Expenses	18.98
Uber in Houston from airport to hotel 8/12/2024 (J. Haake)	
Travel Expenses	18.97
Uber in Houston from court to hotel 8/13/2024 (J. Haake)	
Travel Expenses	35.97
Uber in Houston from hotel to airport 8/13/2024 (J. Haake)	
Travel Expenses	25.00
WiFi expense re Wesco travel for trial conference on 8/13/2024 (K. Going)	
Total Costs and Other Charges	\$5,291.85
Total This Invoice	<u>\$53,577.85</u>



Wesco Aircraft Holdings, Inc. Official Committee of Unsecured Creditors
Invoice: 3936731

09/23/2024

Invoice Totals

Matter Name	Hours	Fees	Costs and Other Charges	Retainer	Total
0011 Wesco UCC	45.10	48,286.00	5,291.85	0.00	53,577.85

Exhibit D**Statement of Fees by Project Category**

Task Code	Description	Total Hours	Total Fees
B110	Case Administration	7.4	\$7,632.00
B150	Meetings/Communications with Creditors	5.0	\$5,977.50
B155	Court Hearings	4.2	\$4,642.50
B160	Fee/Employment Applications	9.3	\$4,989.50
B195	Non-Working Travel	5.7	\$6,840.00
B210	Business Operations	0.5	\$162.50
B320	Plan and Disclosure Statement	12.3	\$17,814.50
TOTAL		45.1	\$48,286.00

**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 (MPI)

Chapter 11

(Jointly Administered)

**ORDER GRANTING FIFTH INTERIM FEE APPLICATION
OF MCDERMOTT WILL & EMERY LLP FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AS CO-COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
JUNE 1 2024 THROUGH AND INCLUDING AUGUST 31, 2024**

The Court has considered the *Fifth Interim Fee Application of McDermott Will & Emery LLP as Co-Counsel to the Official Committee of Unsecured Creditors for Compensation and Reimbursement of Expenses for the Period from June 1, 2024 through August 31, 2024* (the “Application”), filed by McDermott (the “Applicant”). The Court orders:

1. The Applicant is allowed interim compensation in the amount of \$246,047.00 and reimbursement of expenses in the amount of \$39,460.77 for the period set forth in the Application.
2. The Debtors are authorized to disburse any unpaid amounts allowed by paragraph 1 of this Order.

Dated: October __, 2024

THE HONORABLE MARVIN P. ISGUR
UNITED STATES BANKRUPTCY JUDGE

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.