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

In re

WESCO AIRCRAFT HOLDINGS, INC., et al., 1

Debtors.

Case No. 23-90611 (MI) Chapter 11 (Jointly Administered)

FOURTH NOTICE OF EXCESS FEES FOR PRICEWATERHOUSE COOPERS LLP

(RELATED TO DOCKET NOS. 730, 1687, 1736 & 1812)

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.

PLEASE TAKE NOTICE that, on July 14, 2023, above-captioned debtors and debtors in possession (the "*Debtors*")² filed the *Debtors*' *Motion for Entry of an Order (I) Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief* [Docket No. 422] (the "*OCP Motion*") with this Court.

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

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

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

PLEASE TAKE FURTHER NOTICE that, on April 22, 2024, PwC UK filed a notice of excess fees for the three-month period ending on March 31, 2024 (the "First Notice of Excess Fees") [Docket No. 1687]. No objections to the First Notice of Excess Fees were received.

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

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

PLEASE TAKE FURTHER NOTICE that, on June 13, 2024, PwC UK filed a notice of excess fees for the three-month period ending on April 30, 2024 (the "Second Notice of Excess Fees") [Docket No. 1736]. No objections to the Second Notice of Excess Fees were received.

PLEASE TAKE FURTHER NOTICE that, on May 7, 2024, PwC UK filed a notice of excess fees for the three-month period ending on May 31, 2024 (the "*Third Notice of Excess Fees*") [Docket No. 1812]. No objections to the Third Notice of Excess Fees were received.

PLEASE TAKE FURTHER NOTICE that, PwC UK's fees and expenses during the three-month period ending on September 30, 2024 (the "*Excess Fee Period*") exceeded the Tier 1 Cap by \$77,897⁴ (the "*Excess Fees*"). A summary of the Excess Fees is attached hereto as **Exhibit A**. PwC UK's invoices for the Excess Fee Period are attached hereto as **Exhibit B**. These invoices detail the nature of the services rendered and the fees and expenses incurred by PwC UK in connection with the Excess Fee Period.

PLEASE TAKE FURTHER NOTICE that, if no objections to this Fourth Notice of Excess Fees are filed and served on or prior to **October 23, 2024**, the Debtors will be authorized to pay, without further order of the Court, all of the Excess Fees.

[Remainder of page intentionally blank]

The invoices for July and August have been paid to PwC UK pursuant to the OCP Order. As listed on Exhibit A, only the September invoices (totaling \$473,372) currently remain outstanding.

Dated: October 9, 2024 Respectfully submitted,

/s/ Charles A. Beckham, Jr.

Charles A. Beckham, Jr. (TX Bar No. 02016600) Patrick L. Hughes (TX Bar No. 10227300) Martha Wyrick (TX Bar No. 24101606) Re'Necia Sherald (TX Bar No. 24121543) HAYNES AND BOONE, LLP 1221 McKinney Street, Suite 400 Houston, TX 77010

Telephone: 1 (713) 547-2000

Charles.Beckham@HaynesBoone.com Email:

> Patrick.Hughes@HaynesBoone.com Martha. Wyrick@HaynesBoone.com ReNecia.Sherald@HaynesBoone.com

- and -

Dennis F. Dunne (admitted *pro hac vice*) Samuel A. Khalil (admitted pro hac vice) Benjamin M. Schak (admitted pro hac vice) MILBANK LLP 55 Hudson Yards New York, NY 10001 Telephone: 1 (212) 530-5000

Email: DDunne@Milbank.com

> SKhalil@Milbank.com BSchak@Milbank.com

Counsel to the Debtors and Debtors in Possession

CERTIFICATE OF SERVICE

I certify that, on October 9, 2024, a true and correct copy of the foregoing document was served through the Electronic Case Filing system of the United States Bankruptcy Court for the Southern District of Texas, and will be served as set forth in the Affidavit of Service to be filed by the Debtors' noticing agent.

/s/ Charles A. Beckham, Jr.

Charles A. Beckham, Jr.

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

Walata	Fees Incurred (GBP)		
Workstream	July	August	September
Pattonair (Derby) Limited FY23 audit	54,132	90,264	127,438
Pattonair (Derby) Limited FY24 audit	-	-	11,120
Wesco Aircraft EMEA Ltd FY23 audit	92,760	48,812	194,134
Incora - Transfer pricing	-	-	43,000
Total (GBP)	146,892	139,076	375,692
Total (USD) ¹	\$185,0842	\$175,236 ³	\$473,372 ⁴
3 month rolling average (USD)	\$277,897		

Exchange rate of 1 GBP = 1.26 USD.

² Paid.

³ Paid.

⁴ All September invoices remain unpaid pending resolution of this Fourth Notice of Excess Fees.

EXHIBIT B TO NOTICE OF EXCESS FEES PWC UK INVOICES



Copy - This is not a Tax invoice

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

PricewaterhouseCoopers LLP

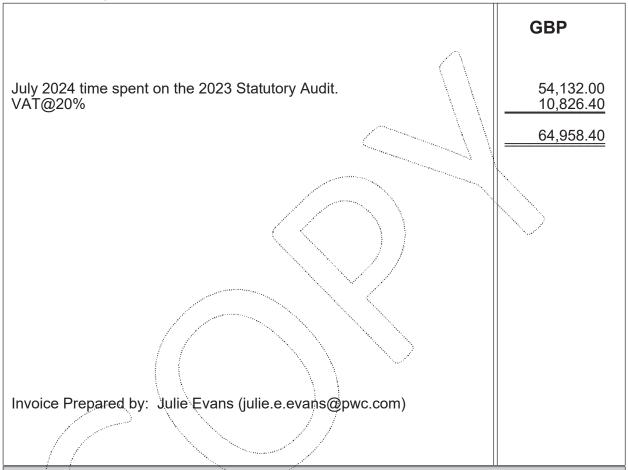
1 Embankment Place

London WC2N 6RH

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

Invoice Number 1356223047 Invoice Contact Hannah Allen Date & Tax Point 02 August 2024 VAT Registration Number GB243823957

Our Ref: 0000261507/R.Kay



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

Payee name: PricewaterhouseCoopers LLP, A/c no: 00232440, Sort Code: 60-00-01

BIC NWBKGB2L, IBAN GB79NWBK60000100232440

Please email your remittance advice to: uk_remittanceadvice@pwc.com



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

PricewaterhouseCoopers LLP

1 Embankment Place

London WC2N 6RH

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

Invoice Number 1356275415 Invoice Contact Hannah Allen Date & Tax Point 09 September 2024 VAT Registration Number GB243823957

Our Ref: 0000261507/R.Kay

VAT@20%

August 2024 time spent on the 2023 Statutory Audit.

90,264.00

GBP

108,316.80

18,052.80

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

Payee name: PricewaterhouseCoopers LLP, A/c no: 00232440, Sort Code: 60-00-01

BIC NWBKGB2L, IBAN GB79NWBK60000100232440

Please email your remittance advice to: uk_remittanceadvice@pwc.com



Remittance Advice

Please return with remittance - see Payment Instructions

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

PricewaterhouseCoopers LLP

1 Embankment Place

London WC2N 6RH

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

GBP

Invoice Number 1356275415 Invoice Contact Hannah Allen Date & Tax Point 09 September 2024 VAT Registration Number GB243823957

Our Ref:

0000261507/R.Kay

August 2024 time spent on the 2023 Statutory Audit. VAT@20%	90,264.00 18,052.80	
	108,316.80	

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

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Invoice Number 1356238369 Invoice Contact Hannah Allen Date & Tax Point 03 October 2024 VAT Registration Number GB243823957

Our Ref: 0000261507/R.Kay

VAT@20%

127,438.00 25,487.60

GBP

152,925.60

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

Payee name: PricewaterhouseCoopers LLP, A/c no: 00232440, Sort Code: 60-00-01

September 2024 time spent on the 2023 Statutory Audit.

BIC NWBKGB2L, IBAN GB79NWBK60000100232440

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Invoice Number 1356238369 Invoice Contact Hannah Allen Date & Tax Point 03 October 2024 VAT Registration Number GB243823957

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GBP September 2024 time spent on the 2023 Statutory Audit. 127,438.00 VAT@20% 25,487.60 152,925.60

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

Payee name: PricewaterhouseCoopers LLP, A/c no: 00232440, Sort Code: 60-00-01

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Invoice Number 1356269055 Invoice Contact Hannah Allen Date & Tax Point 03 October 2024 VAT Registration Number GB243823957

Our Ref: 0000261507/R.Kay

VAT@20%

First bill on account in respect of the 2024 audit.

11,120.00

2,224.00

GBP

13,344.00

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

Payee name: PricewaterhouseCoopers LLP, A/c no: 00232440, Sort Code: 60-00-01

BIC NWBKGB2L, IBAN GB79NWBK60000100232440

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Invoice Number 1356269055 Invoice Contact Hannah Allen Date & Tax Point 03 October 2024 VAT Registration Number GB243823957

Our Ref:

0000261507/R.Kay

	GBP
First bill on account in respect of the 2024 audit. VAT@20%	11,120.00 2,224.00
VAT@20%	
	<u>13,344.00</u>

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

Payee name: PricewaterhouseCoopers LLP, A/c no: 00232440, Sort Code: 60-00-01

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PricewaterhouseCoopers LLP

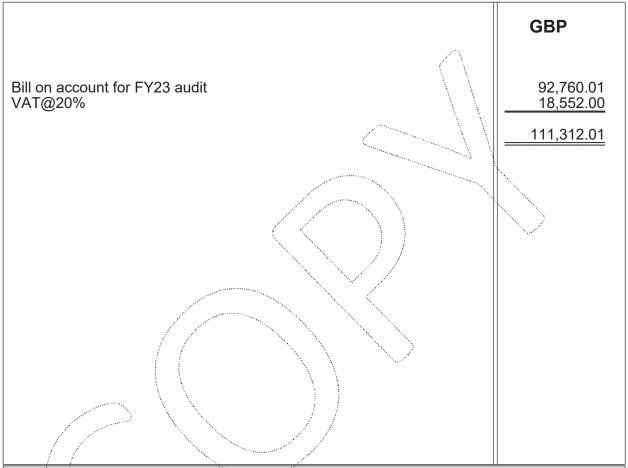
1 Embankment Place London

WC2N 6RH

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

Invoice Number 1356262415 Invoice Contact Glen Dodd Date & Tax Point 05 August 2024 VAT Registration Number GB243823957

Our Ref: 0000186366/S.Li



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

Payee name: PricewaterhouseCoopers LLP, A/c no: 00232440, Sort Code: 60-00-01

BIC NWBKGB2L, IBAN GB79NWBK60000100232440

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

PricewaterhouseCoopers LLP

1 Embankment Place

London WC2N 6RH

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

Invoice Number 1356262253 Invoice Contact Glen Dodd Date & Tax Point 11 September 2024 VAT Registration Number GB243823957

Our Ref: 0000186366/S.Li

GBP Bill on account for FY23 audit 48,812.31 9,762.46 VAT@20% 58,574.77

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

Payee name: PricewaterhouseCoopers LLP, A/c no: 00232440, Sort Code: 60-00-01

BIC NWBKGB2L, IBAN GB79NWBK60000100232440

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Invoice Number 1356262253 Invoice Contact Glen Dodd Date & Tax Point 11 September 2024 VAT Registration Number GB243823957

Our Ref: 0000186366/S.Li

Bill on account for FY23 audit VAT@20%

48,812.31 9,762.46

GBP

58,574.77

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

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BIC NWBKGB2L, IBAN GB79NWBK60000100232440

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London WC2N 6RH

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

Invoice Number 1356279247 Invoice Contact Glen Dodd Date & Tax Point 04 October 2024 VAT Registration Number GB243823957

Our Ref: 0000186366/S.Li

GBP

Bill on account for FY23 audit VAT@20%

194,134.16 38,826.83

232,960.99

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

Payee name: PricewaterhouseCoopers LLP, A/c no: 00232440, Sort Code: 60-00-01

BIC NWBKGB2L, IBAN GB79NWBK60000100232440

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PricewaterhouseCoopers LLP

1 Embankment Place London WC2N 6RH

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

Invoice Number 1356279247 Invoice Contact Glen Dodd Date & Tax Point 04 October 2024 VAT Registration Number GB243823957

Our Ref: 0000186366/S.Li

GBP

Bill on account for FY23 audit VAT@20%

194,134.16 38,826.83

232,960.99

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Payee name: PricewaterhouseCoopers LLP, A/c no: 00232440, Sort Code: 60-00-01

BIC NWBKGB2L, IBAN GB79NWBK60000100232440

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Invoice Number 1356279247 Invoice Contact Glen Dodd Date & Tax Point 04 October 2024 VAT Registration Number GB243823957

Our Ref: 0000186366/S.Li

GBP

Bill on account for FY23 audit VAT@20%

194,134.16 38,826.83

232,960.99

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

Payee name: PricewaterhouseCoopers LLP, A/c no: 00232440, Sort Code: 60-00-01

BIC NWBKGB2L, IBAN GB79NWBK60000100232440

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

PricewaterhouseCoopers LLP

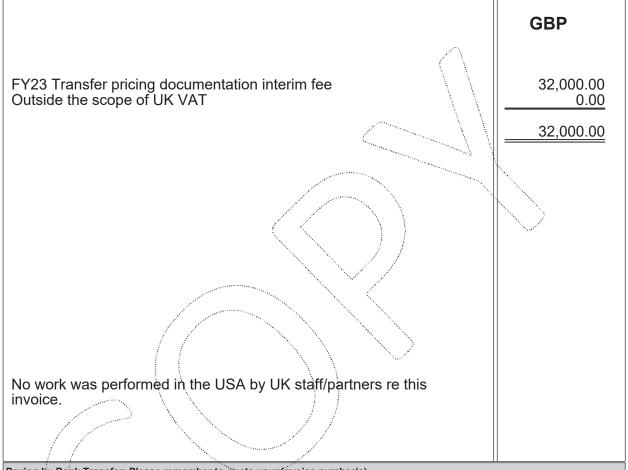
1 Embankment Place

London WC2N 6RH

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

Invoice Number 1356255289 Invoice Contact Chris Booker Date & Tax Point 30 September 2024 VAT Registration Number GB243823957

Our Ref: 4000413884/J.Andrews



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

Payee name: PricewaterhouseCoopers LLP, A/c no: 00232440, Sort Code: 60-00-01

BIC NWBKGB2L, IBAN GB79NWBK60000100232440

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

PricewaterhouseCoopers LLP

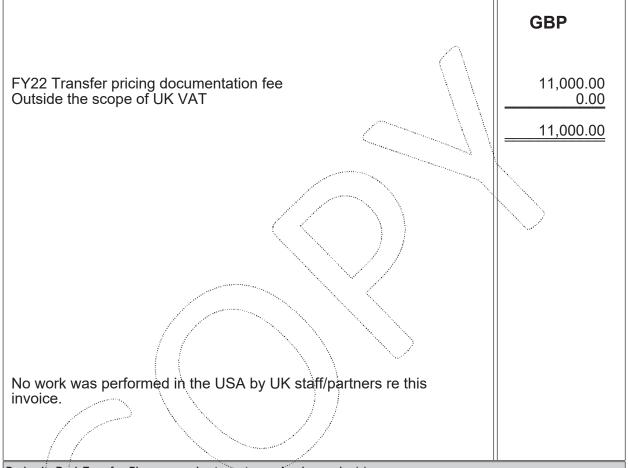
1 Embankment Place

London WC2N 6RH

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

Invoice Number 1356289404 Invoice Contact Chris Booker Date & Tax Point 30 September 2024 VAT Registration Number GB243823957

Our Ref: 4000413884/J.Andrews



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

Payee name: PricewaterhouseCoopers LLP, A/c no: 00232440, Sort Code: 60-00-01

BIC NWBKGB2L, IBAN GB79NWBK60000100232440

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