

**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
PRICewaterhouseCOOPERS LLP**

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

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.



239061124100900000000004

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.

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

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

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]

⁴ 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
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Houston, TX 77010
Telephone: 1 (713) 547-2000
Email: Charles.Beckham@HaynesBoone.com
Patrick.Hughes@HaynesBoone.com
Martha.Wyrick@HaynesBoone.com
ReNecia.Sherald@HaynesBoone.com

- and -

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

*Counsel to the Debtors
and Debtors in Possession*

CERTIFICATE OF SERVICE

I certify that, on 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

Workstream	Fees Incurred (GBP)		
	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	\$175,236³	\$473,372⁴
3 month rolling average (USD)	\$277,897		

¹ 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

July 2024 time spent on the 2023 Statutory Audit. VAT@20%	GBP
	54,132.00 <u>10,826.40</u>
	<u>64,958.40</u>
Invoice Prepared by: Julie Evans (julie.e.evans@pwc.com)	

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

Payee name: PricewaterhouseCoopers LLP, A/c no: 00232440, Sort Code: 60-00-01
BIC NWBKGB2L, IBAN GB79NWBK60000100232440

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

Cheques should be made payable to **PricewaterhouseCoopers LLP** and posted to the address at the top of the invoice, for the attention of Cashiers. If the bank details on this invoice differ from those held on your records, please independently verify these by calling the number on our website. **Invoice queries** should be directed to the **Invoice Contact** above.

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



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 Ascot Business Park
 50 Longbridge Lane
 Derby
 DE24 8UJ
 United Kingdom

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

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

Our Ref:
 0000261507/R.Kay

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

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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

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

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 Payee name: PricewaterhouseCoopers LLP, A/c no: 00232440, Sort Code: 60-00-01
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 1356269055
 Invoice Contact
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 Date & Tax Point
 03 October 2024
 VAT Registration Number
 GB243823957

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 0000261507/R.Kay

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

Paying by Bank Transfer: Please remember to quote your invoice number(s)
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<p>First bill on account in respect of the 2024 audit. VAT@20%</p>	<p>11,120.00 2,224.00 <hr style="border: 1px solid black;"/> 13,344.00 <hr style="border: 3px double black;"/></p>

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Wesco Aircraft EMEA, Ltd
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Derby
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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

<p>Bill on account for FY23 audit VAT@20%</p>	<p style="text-align: right;">GBP</p> <p style="text-align: right;">92,760.01</p> <p style="text-align: right;"><u>18,552.00</u></p> <p style="text-align: right;"><u><u>111,312.01</u></u></p>
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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

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

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

PricewaterhouseCoopers LLP

1 Embankment Place
 London
 WC2N 6RH

PwC switchboard: +44 (0)20 7583 5000
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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

<p>Bill on account for FY23 audit VAT@20%</p>	<p>GBP</p> <p>48,812.31 9,762.46 <hr/> 58,574.77 <hr/></p>
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Invoice Number
 1356279247
 Invoice Contact
 Glen Dodd
 Date & Tax Point
 04 October 2024
 VAT Registration Number
 GB243823957

Our Ref:
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	GBP
Bill on account for FY23 audit VAT@20%	194,134.16 38,826.83 <hr/> 232,960.99 <hr/>

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Remittance Advice

Please return with remittance - see Payment Instructions

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 DE24 8UJ
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<p>Bill on account for FY23 audit VAT@20%</p>	<p style="text-align: right;">GBP</p> <p style="text-align: right;">194,134.16 38,826.83 <hr style="width: 100%;"/> 232,960.99 <hr style="width: 100%;"/></p>
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Invoice Number
 1356255289
 Invoice Contact
 Chris Booker
 Date & Tax Point
 30 September 2024
 VAT Registration Number
 GB243823957

Our Ref:
 4000413884/J.Andrews

	GBP
FY23 Transfer pricing documentation interim fee	32,000.00
Outside the scope of UK VAT	<u>0.00</u>
	<u><u>32,000.00</u></u>

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

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 Invoice Contact
 Chris Booker
 Date & Tax Point
 30 September 2024
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	GBP
FY22 Transfer pricing documentation fee	11,000.00
Outside the scope of UK VAT	<u>0.00</u>
	<u><u>11,000.00</u></u>

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