

ENTERED

August 22, 2023

Nathan Ochsner, Clerk

**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 (DRJ)

Chapter 11

(Jointly Administered)

**ORDER GRANTING THE DEBTORS' APPLICATION FOR
THE EMPLOYMENT AND RETENTION OF HAYNES AND
BOONE, LLP AS CO-COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION EFFECTIVE AS OF THE
PETITION DATE**

(Docket No. 348)

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.kccllc.net/incora/>. The service address for each of the Debtors in these cases is 2601 Meacham Blvd., Ste. 400, Fort Worth, TX 76137.



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Upon the application (the “*Application*”)² of the above-captioned debtors (collectively, the “*Debtors*”) for the entry of an order (this “*Order*”) authorizing the Debtors to retain and employ Haynes and Boone, LLP (“*Haynes and Boone*”) as co-counsel effective as of the Petition Date, and the Court having jurisdiction to decide the Application and to enter this Order pursuant to 28 U.S.C. § 1334; and consideration of the Application being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided, such notice being adequate and appropriate under the circumstances; and after notice and a hearing, as defined in section 102 of the Bankruptcy Code; and the Court having determined that the legal and factual bases set forth in the Application and in the record, including the Beckham Declaration and the Carney Declaration (together, the “*Declarations*”); establish just cause for entry of this Order; and it appearing that entry of this Order is in the best interests of the Debtors’ estates; it is hereby **ORDERED** that:

1. The Debtors are authorized to retain and employ Haynes and Boone as their co-counsel, effective as of the Petition Date, on the terms set forth in the Application and the Declarations, as modified by this Order.

2. Haynes and Boone is authorized to perform the services set forth in the Application and the Beckham Declaration.

3. Haynes and Boone shall use reasonable efforts to avoid any duplication of services provided by the Debtors’ other retained professionals.

4. Haynes and Boone shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. For

² Capitalized terms used but not defined in this Order have the meanings ascribed to them in the Application.

billing purposes, Haynes and Boone shall keep its time in one tenth (1/10) hour increments.

5. Prior to filing a fee statement or fee application reflecting an increase to Haynes and Boone's rates, Haynes and Boone shall provide ten (10) business days' notice to the U.S. Trustee and to any official committee that may be appointed in these Chapter 11 Cases. The U.S. Trustee shall retain the right to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the power to review any rate increase pursuant to section 330 of the Bankruptcy Code.

6. Haynes and Boone is authorized, but not required, to apply any portion of the Retainer to satisfy the payment of any Court-approved postpetition fees and expenses. At the conclusion of Haynes and Boone's engagement by the Debtors for these Chapter 11 Cases, if the amount of any Retainer held by Haynes and Boone is in excess of the amount of Haynes and Boone's outstanding and Court-approved fees, expenses, and costs, then Haynes and Boone will pay to the Debtors the amount by Retainer exceeds such Court-approved fees, expenses and costs.

7. Notwithstanding anything to the contrary in the Application or the Declarations attached to the Application, Haynes and Boone shall not be entitled to reimbursement for fees and expenses in connection with any objection to its fees, without further order of the Court.

8. Haynes and Boone shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Haynes and Boone to provide services to the Debtors

and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

9. Haynes and Boone will review its files periodically during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Haynes and Boone will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

10. To the extent the Application or the Declarations are inconsistent with this Order, the terms of this Order shall govern.

11. Notwithstanding any provision of the Bankruptcy Rules or Local Bankruptcy Rules, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

12. The Debtors and their agents are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

13. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Signed: August 22, 2023.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE