

**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 THIRD INTERIM FEE APPLICATION OF PIPER SANDLER
 & CO. AS INVESTMENT BANKER TO THE OFFICIAL COMMITTEE OF
 UNSECURED CREDITORS FOR COMPENSATION AND
 REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM DECEMBER 1, 2023 THROUGH FEBRUARY 29, 2024**

Name of Applicant:	Piper Sandler & Co. (“Piper Sandler”)	
Applicant’s Role in Case:	Investment banker to the Official Committee of Unsecured Creditors (the “Committee”)	
Date Order of Employment Signed:	September 6, 2023 (effective as of June 27, 2023) [Docket No. 721]	
Interim Application (X) No. 3 rd Final Application ()	Third Interim Fee Application	
	Beginning of Period	End of Period
Time period covered by this Application:	12/1/2023	02/29/2024
Time period(s) covered by prior Applications:	06/27/2023	11/30/2023

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 provided necessary to the administration of or beneficial at the time rendered toward the completion of the case?	Yes
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed?	Yes
Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases?	Yes
Do expense reimbursements represent actual and necessary expenses incurred?	Yes
Compensation Breakdown for the Fee Period Covered by the Interim Fee Application	
Total professional fees requested in this Application:	\$525,000.00
Total fees requested in this Application:	\$525,000.00
Reimbursable expenses sought in this Application:	\$3,117.87
Total fees and expenses requested in the Application:	\$528,117.87
Total amounts awarded in all prior Applications:	\$968,578.72
Plan Status: No Plan has been confirmed.	
Primary Benefits: Piper Sandler has served as the investment banker to the Committee. In this capacity, Piper Sandler has provided investment banking services to the Committee, including evaluating business plans, financial projections, historical transactions effectuated by the Debtors, formulating illustrative waterfall and litigation scenarios, and preparing an expert report, among other services.	

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FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

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WESCO AIRCRAFT HOLDINGS, INC., et al.,

Debtors.¹

Case No. 23-90611 (MI)

Chapter 11

(Jointly Administered)

**THIRD INTERIM FEE APPLICATION OF PIPER SANDLER & CO. AS
INVESTMENT BANKER TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM DECEMBER 1, 2023 THROUGH FEBRUARY 29, 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.

Piper Sandler & Co. (“Piper Sandler”), as investment banker 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 third application (the “Third Interim Application” or “Application”) for allowance of compensation for services rendered and necessary expenses incurred for the period from December 1, 2023 through February 29, 2024 (the “Third Interim Application Period” or “Application Period,” as applicable), pursuant to sections 328, 330, and

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331 of the United States Bankruptcy Code (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”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 606] (the “Interim Compensation Order”). For the Third Interim Application Period, Piper Sandler seeks interim allowance of \$525,000.00 as fees for services rendered and \$3,117.87 as reimbursement of expenses incurred. In support of this application, Piper Sandler submits the Declaration of Joseph Denham (the “Denham Declaration”) attached hereto as **Exhibit A** and a proposed order granting the Application attached hereto as **Exhibit B**. In further support of this Application, Piper Sandler 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 328, 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 Piper Sandler & Co.

7. On June 26, 2023, the Committee held a meeting and, among other things, selected Piper Sandler as investment banker, subject to Court approval.

8. On July 24, 2023, the Committee filed the Application to Employ Piper Sandler & Co. as Investment Banker to the Official Committee of Unsecured Creditors [Docket No. 459] (the “Retention Application”). On September 7, 2023, the Court entered an order approving the Retention Application [Docket No. 721] (the “Retention Order”).

9. The Retention Order authorizes the Debtors to compensate and reimburse Piper Sandler 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 Piper Sandler’s fees on account of reasonable and necessary professional services rendered to the

Committee and the reimbursement of Piper Sandler’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. Piper Sandler seeks interim allowance of \$525,000.00 in fees, and \$3,117.87 in expenses actually and necessarily incurred by Piper Sandler while providing services to the Committee during the Third Interim Application Period. During the Third Interim Application

Period, Piper Sandler professionals expended a total of 821.0 hours for which compensation is requested.

13. Pursuant to the Interim Compensation Order, during these cases, Piper Sandler has filed monthly fee statements for services rendered and expenses incurred from December 1, 2023 through February 29, 2024. As of the date of this Application, Piper Sandler has not received any objections to its monthly fee statements. A summary of the amounts paid to Piper Sandler in accordance with the Interim Compensation Order for monthly fee statements relating to the Third Interim Application Period is set forth as follows:

Period	Fees Requested	Fees Paid	20% Holdback Amount	Expenses Requested	Expenses Paid	Balance (Fees & Expenses)
December 1, 2023 December 31, 2023	\$140,000.00	(\$140,000.00)	\$35,000.00	\$615.15	(\$615.15)	\$35,000.00
January 1, 2024 January 31, 2024	140,000.00	(140,000.00)	35,000.00	1,003.14	(1,003.14)	35,000.00
February 1, 2024 February 29, 2024	140,000.00	-	35,000.00	1,499.58	-	176,499.58
Total	\$420,000.00	(\$280,000.00)	\$105,000.00	\$3,117.87	(\$1,618.29)	\$246,499.58

14. Pursuant to this Application, Piper Sandler 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 amount of fees sought in the Third Interim Application Period and Piper Sandler’s compensation practices are consistent with its market practices both in and out of a bankruptcy context. Piper Sandler does not bill its clients based on the number of hours expended by its professionals. Accordingly, Piper Sandler does not have hourly rates for its professionals, and Piper Sandler’s professionals generally do not maintain detailed time records of the work

performed for its clients. Piper Sandler has, however, maintained contemporaneous time records in half-hour increments in accordance with the Retention Order. Time records with respect to the hours expended by Piper Sandler professionals in providing investment banking services to the Committee during the Application Period are attached hereto as **Exhibit C**. The invoices for fees earned, and the actual and necessary expenses incurred by Piper Sandler are attached hereto as **Exhibit D**.

16. Attached hereto as **Exhibit E** is a summary for the Third Interim Application Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which Piper Sandler is seeking reimbursement.

17. Piper Sandler reserves the right to request additional compensation for the Third 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

18. The following narrative provides a brief summary of the services rendered by Piper Sandler on behalf of the Committee. The summary is not intended to be a detailed description of the work performed by Piper Sandler during the Third Interim Application Period. Rather, the following summary attempts to highlight certain of those areas in which services were rendered to the Committee:

- (a) reviewed and analyzed the business plans and financial projections prepared by the Debtors;
- (b) assisted counsel to the Committee ("Committee Counsel"), at its request, in analyzing market context and other issues related to historical transactions and financings that might be subject to litigation and/or be subject matters in these Chapter 11 Cases;

- (c) assisted the Committee Counsel in valuing the Debtors' businesses and the solvency thereof, including historical valuations at various points in time to the extent relevant to these Chapter 11 Cases and requested by Committee Counsel;
- (d) formulated multiple illustrative waterfall analyses and assessed prospective litigations scenarios;
- (e) participated in negotiations with various stakeholders;
- (f) prepared and authored an expert report; and
- (g) rendered other customary financial advisory and investment banking services.

SUMMARY OF ACTUAL AND NECESSARY EXPENSES

19. During the Third Interim Application Period, Piper Sandler incurred \$3,117.87 in expenses on behalf of the Committee. It is Piper Sandler'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, computer assisted research, market database fees, travel, and "working meals." Piper Sandler charges for expenses in a manner and at rates consistent with charges made generally to its other clients. A summary of Piper Sandler's expenses incurred during the Third Interim Application Period is provided in **Exhibit E**.

CONCLUSION

20. As described above, the services rendered by Piper Sandler were necessary and beneficial to the Committee. Accordingly, approval of the compensation for professional services and reimbursement of the expenses sought herein is warranted.

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

WHEREFORE, Piper Sandler respectfully requests that the Court:

(a) approve the allowance of \$525,000.00 for compensation for professional services rendered to the Committee by Piper Sandler during the period from December 1, 2023 through and including February 29, 2024;

(b) approve the reimbursement of \$3,117.87 for Piper Sandler's out-of-pocket expenses incurred in connection with the rendering of such services during the period from December 1, 2023 through and including February 29, 2024;

(c) authorize and direct the Debtors to immediately pay to Piper Sandler the unpaid portion of such allowed fees and expenses; and

(d) award such other relief as the Court deems just and proper.

Dated: May 8, 2024



Joseph Denham
Managing Director

*Investment Banker to the Official
Committee of Unsecured Creditors*

CERTIFICATE OF SERVICE

I certify that, on May 8, 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

DENHAM DECLARATION

**IN THE UNITED STATES BANKRUPTCY COURT
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In re:

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Debtors.¹

Case No. 23-90611 (MI)

Chapter 11

(Jointly Administered)

**DECLARATION OF JOSEPH DENHAM IN SUPPORT OF THE THIRD INTERIM FEE
APPLICATION OF PIPER SANDLER & CO. AS INVESTMENT BANKER TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE
PERIOD FROM DECEMBER 1, 2023 THROUGH FEBRUARY 29, 2024**

I, Joseph Denham declare under penalty of perjury:

1. I am a Managing Director of Piper Sandler & Co. ("Piper Sandler"), an investment bank which maintains an office at 1251 Avenue of the Americas, New York, NY 10020. I am duly authorized to make and submit this declaration on behalf of Piper Sandler which is currently serving as investment banker 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 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

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

with the applicable provisions of the Bankruptcy Code, Federal Rules, Local Rules, this Court's orders.

3. In connection therewith, I hereby certify that:
 - a. the requested fees and expenses herein are consistent with Piper Sandler's normal and customary billing practices for cases of this size and complexity;
 - b. in providing a reimbursable expense, Piper Sandler does not make a profit on that expense;
 - c. in accordance with Federal Rule 2016(a) and Bankruptcy Code section 504, no agreement or understanding exists between Piper Sandler 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: May 8, 2024

By:



Joseph Denham
Managing Director

*Investment Banker to the Official
Committee of Unsecured Creditors*

EXHIBIT B

PROPOSED ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
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Debtors.¹

Case No. 23-90611 (MI)

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**ORDER GRANTING THIRD INTERIM FEE APPLICATION OF PIPER SANDLER &
CO. AS INVESTMENT BANKER TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD FROM DECEMBER 1, 2023 THROUGH FEBRUARY 29, 2024**

The Court has considered the Third Interim Fee Application (the “Application”) filed by Piper Sandler & Co. (the “Applicant”). The Court orders:

1. The Applicant is allowed interim compensation and reimbursement of expenses in the amount of \$528,117.87 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: _____, 2024

THE HONORABLE MARVIN 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**SUMMARY OF TOTAL HOURS DURING THE THIRD INTERIM APPLICATION PERIOD****Piper Sandler Summary of Hours for the Period of December 1, 2023 to February 29, 2024**

Professional	Team	Title	Hours
Bilal Bazy	Restructuring Group	Managing Director	34.0
Joseph Denham	Restructuring Group	Managing Director	48.0
Mike Genereux	Restructuring Group	Managing Director	30.5
James Kang	Restructuring Group	Vice President	172.5
Andrew Zinn	Restructuring Group	Associate	178.0
Joshua Katz	Restructuring Group	Analyst	157.0
James Morrell	Restructuring Group	Analyst	201.0
Total Hours			821.0

Category Description	Hours
Document Review and Document Preparation	12.5
Financial Analysis & Due Diligence	426.5
Committee and Committee Advisors Communication	183.0
Creditor and Other Party Communication	6.0
Administrative	26.5
Internal Meetings / Calls	79.5
Court Hearings	87.0
Total Hours	821.0

EXHIBIT D

MONTHLY INVOICES

PIPER | SANDLER

INVOICE

Wesco Aircraft Holdings, Inc.

Invoice Date: 2/14/2024

Invoice Number: 31032-8

James R. Lewis
 BOKF, NA, solely in its capacity as chair of the Committee
 2405 Grand Blvd., Ste 840
 Kansas City, MO 64108

Description	Amount
Monthly Fee - December 2023	\$175,000.00
20% Holdback Amount	(\$35,000.00)
Out-of-Pocket Expenses	\$615.15
Total Amount Due	\$140,615.15

Michael Genereux
 Managing Director
 Investment Banking

Wire Instructions

Bank Name: US Bank Minneapolis
 ABA/Routing Number: 91000022
 Account Number: 173103114547
 SWIFT Code: USBKUS44IMT
 Account Name: Piper Sandler
 Reference: 12000-326100 - Investment Banking*
**This line is very important.*

ACH Instructions

Bank Name: US Bank
 ABA/Routing #: 91000022
 Account Name: Piper Sandler
 Account Number: 61200121200000001**
*** Please send an addenda record with the company name.*

Check Mailing Instructions

Piper Sandler & Co.
 PO Box 856284
 Minneapolis, MN 55485-6284

PIPER | SANDLER

INVOICE

Wesco Aircraft Holdings, Inc.

Invoice Date: 3/7/2024

Invoice Number: 31032-9

James R. Lewis
 BOKF, NA, solely in its capacity as chair of the Committee
 2405 Grand Blvd., Ste 840
 Kansas City, MO 64108

Description	Amount
Monthly Fee - January 2024	\$175,000.00
20% Holdback Amount	(\$35,000.00)
Out-of-Pocket Expenses	\$1,003.14
Total Amount Due	<u><u>\$141,003.14</u></u>

Michael Genereux
 Managing Director
 Investment Banking

Wire Instructions

Bank Name: US Bank Minneapolis
 ABA/Routing Number: 91000022
 Account Number: 173103114547
 SWIFT Code: USBKUS44IMT
 Account Name: Piper Sandler
 Reference: 12000-326100 - Investment Banking*
**This line is very important.*

ACH Instructions

Bank Name: US Bank
 ABA/Routing #: 91000022
 Account Name: Piper Sandler
 Account Number: 61200121200000001**
*** Please send an addenda record with the company name.*

Check Mailing Instructions

Piper Sandler & Co.
 PO Box 856284
 Minneapolis, MN 55485-6284

PIPER | SANDLER

INVOICE

Wesco Aircraft Holdings, Inc.

Invoice Date: 4/17/2024

Invoice Number: 31032-10

James R. Lewis
 BOKF, NA, solely in its capacity as chair of the Committee
 2405 Grand Blvd., Ste 840
 Kansas City, MO 64108

Description	Amount
Monthly Fee - February 2024	\$175,000.00
20% Holdback Amount	(\$35,000.00)
Out-of-Pocket Expenses	\$1,499.58
Total Amount Due	\$141,499.58

Joseph Denham

Managing Director
 Investment Banking

Wire Instructions

Bank Name: US Bank Minneapolis
ABA/Routing Number: 91000022
Account Number: 173103114547
SWIFT Code: USBKUS44IMT
Account Name: Piper Sandler
Reference: 12000-326100 - Investment Banking*

**This line is very important.*

ACH Instructions

Bank Name: US Bank
ABA/Routing #: 91000022
Account Name: Piper Sandler
Account Number: 61200121200000001**

*** Please send an addenda record with the company name.*

Check Mailing Instructions

Piper Sandler & Co.
 PO Box 856284
 Minneapolis, MN 55485-6284

EXHIBIT E

SUMMARY OF OUT-OF-POCKET EXPENSES DURING THE THIRD INTERIM APPLICATION PERIOD

Expense Description	December 1, 2023 December 31, 2023	January 1, 2024 January 31, 2024	Febraury 1, 2024 February 29, 2024	Total Period
Meals (Overtime / Late-night / Off-site)	471.75	844.73	1,007.41	2,323.89
Transportation (Overtime / Late-night / Off-site)	143.40	158.41	492.17	793.98
Total	\$615.15	\$1,003.14	\$1,499.58	\$3,117.87

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The Court has considered the Third Interim Fee Application (the “Application”) filed by Piper Sandler & Co. (the “Applicant”). The Court orders:

1. The Applicant is allowed interim compensation and reimbursement of expenses in the amount of \$528,117.87 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: _____, 2024

THE HONORABLE MARVIN 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.