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

In re

WESCO AIRCRAFT HOLDINGS, INC.,

Case No. 23-90611 (DRJ)

Debtor.

Debtor.

Debtor.

Chapter 11

Tax ID No. 20-5441563

In re

ADAMS AVIATION SUPPLY CO. LTD.,

Case No. 23-90666 (DRJ)

Chapter 11

Tax ID No. N/A

In re

FLINTBROOK LTD.,

Case No. 23-90695 (DRJ)

Chapter 11

Tax ID No. 98-1309289

In re

HAAS CHEMICAL MANAGEMENT OF MEXICO, INC.,

Case No. 23-23-90696 (DRJ)

Chapter 11

Debtor.

Tax ID No. 23-2991626

In re

HAAS CORP. OF CANADA,

Case No. 23-90693 (DRJ)

Chapter 11

Debtor.

Tax ID No. 23-2553525

In re

HAAS CORP. OF CHINA,

Debtor.

Tax ID No. 23-2976290

Case No. 23-90697 (DRJ)

HAAS GROUP CANADA INC.,

Debtor.

Tax ID No. N/A

In re

HAAS GROUP INTERNATIONAL SCM LTD.,

Debtor.

Tax ID No. 98-1308822

In re

HAAS GROUP INTERNATIONAL, LLC,

Debtor.

Tax ID No. 23-1952679

In re

HAAS GROUP, LLC,

Debtor.

Tax ID No. 26-1565604

In re

HAAS HOLDINGS, LLC,

Debtor.

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In re

HAAS INTERNATIONAL CORP.,

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Case No. 23-90698 (DRJ)

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Case No. 23-90667 (DRJ)

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Case No. 23-90690 (DRJ)

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Case No. 23-90700 (DRJ)

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Case No. 23-90692 (DRJ)

HAAS TCM DE MEXICO, S. DE R.L. DE C.V.,

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Tax ID No. N/A

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Case No. 23-90689 (DRJ)

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Case No. 23-90703 (DRJ)

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Debtor.

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In re

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In re

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Debtor.

Tax ID No. 98-0641353

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Debtor.

Tax ID No. 98-0641354

In re

WESCO AIRCRAFT CANADA INC.,

Debtor.

Tax ID No. N/A

In re

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Debtor.

Tax ID No. N/A

Case No. 23-90704 (DRJ)

Chapter 11

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Case No. 23-90675 (DRJ)

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Chapter 11

Case No. 23-90694 (DRJ)

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Case No. 23-90688 (DRJ)

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In re

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In re

WESCO AIRCRAFT HARDWARE CORP.,

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Tax ID No. 95-2704662

In re

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Debtor.

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In re

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In re

WOLVERINE INTERMEDIATE HOLDING CORP.,

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Tax ID No. 84-2673271

In re

WOLVERINE INTERMEDIATE HOLDING II CORP.,

Debtor.

Tax ID No. 84-2673359

In re

WOLVERINE UK HOLDCO LTD.,

Debtor.

Tax ID No. N/A

Case No. 23-90678 (DRJ)

Chapter 11

Case No. 23-90679 (DRJ)

Chapter 11

Case No. 23-90680 (DRJ)

Chapter 11

Case No. 23-90681 (DRJ)

Chapter 11

Case No. 23-90683 (DRJ)

DEBTORS' <u>EMERGENCY</u> MOTION FOR ENTRY OF AN ORDER DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES

Emergency relief has been requested. Relief is requested not later than 1:00 p.m. (Central Time) on June 1, 2023.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must either appear at the hearing or file a written response prior to the hearing. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

A hearing will be conducted on this matter on June 1, 2023 at 1:00 p.m. (Central Time) in Courtroom 400 (Jones), 4th Floor, 515 Rusk, Houston, Texas 77002. Participation at the hearing will only be permitted by an audio and video connection.

Audio communication will be by use of the Court's dial-in facility. You may access the facility at 1(832) 917-1510. Once connected, you will be asked to enter the conference room number. Judge Jones's conference room number is 205691. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge Jones's home page. The meeting code is "Judge Jones". Click the settings icon in the upper right corner and enter your name under the personal information setting.

Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the "Electronic Appearance" link on Judge Jones's home page. Select the case name, complete the required fields and click "Submit" to complete your appearance.

The above-captioned debtors and debtors in possession (the "*Debtors*" or "*Incora*") respectfully state as follows.

RELIEF REQUESTED

- 1. By this motion (the "*Motion*"), the Debtors seek entry of an order directing joint administration of their cases for procedural purposes. A proposed form of order, substantially in the form attached as Appendix B to the Bankruptcy Local Rules of the Southern District of Texas (the "*Local Rules*"), is attached to this Motion as **Exhibit A** (the "*Proposed Order*").
- 2. The Debtors also request that the Court maintain a single case file and a single docket for the jointly administered cases under the case number assigned to Wesco Aircraft Holdings, Inc., and that the cases be administered under the following caption:

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)

3. Finally, the Debtors request that a docket entry substantially similar to the following be entered on the docket of each Debtor's case other than that of Wesco Aircraft Holdings, Inc.:

An order has been entered directing joint administration of the chapter 11 cases of Wesco Aircraft Holdings, Inc., and its affiliated debtors. The docket for the chapter 11 case of Wesco Aircraft Holdings, Inc., Case No. 23-90611 (DRJ), should be consulted for all matters affecting this case.

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.

- 4. The principal statutory bases for this Motion are section 105(a) of title 11 of the U.S. Code (the "*Bankruptcy Code*"), Rule 1015(b) of the Federal Rules of Bankruptcy Procedures (the "*Bankruptcy Rules*"), and Rule 1015-1 and Appendix B of the Local Rules.
- 5. In support of this Motion, the Debtors rely upon the *Declaration of Raymond Carney in Support of Chapter 11 Petitions and First Day Motions* filed concurrently with this Motion (the "*First Day Declaration*").²

JURISDICTION AND VENUE

6. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. § 1334. This Motion is a core proceeding under 28 U.S.C. § 157(b). Venue in the Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

- 7. Incora is a provider of supply chain management services in several industries and the largest independent distribution and supply chain services provider in the global civilian and military aerospace industry. In its distribution business, Incora offers aerospace hardware and parts, electronic products, chemicals, and tooling products, which it procures, tracks and provides to customers from service centers around the world. In its service business, Incora manages all aspects of its customers' supply chains, including procurement, warehouse management, and onsite customer services, offering both customized supply-chain management plans and ad hoc direct sales. In both lines, timely delivery of necessary hardware and chemicals is critical to the business operations of Incora and its civilian and military customers.
- 8. On June 1, 2023 (the "*Petition Date*"), the Debtors each commenced a voluntary case under chapter 11 of the Bankruptcy Code in this Court. The Debtors are operating their

² Capitalized terms used but not defined in this Motion have the meanings ascribed to them in the First-Day Declaration.

businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee, examiner or official committee has been appointed.

9. Additional information regarding the Debtors' businesses, assets, capital structure, and the circumstances leading to the filing of these chapter 11 cases is set forth in the First Day Declaration.

BASIS FOR RELIEF

- 10. Under Bankruptcy Rule 1015(b), if "two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015(b). Each Debtor other than Wesco Aircraft Holdings, Inc. is an "affiliate" of Wesco Aircraft Holdings, Inc., as that term is defined under section 101(2) of the Bankruptcy Code: two Debtors (Wolverine Intermediate Holding Corp. and Wolverine Intermediate Holding II Corp.) are direct or indirect parents of Wesco Aircraft Holdings, Inc., and the remaining Debtors are its wholly owned subsidiaries. Accordingly, this Court is authorized by statute to administer the Debtors' estates jointly.
- 11. As set forth in the First Day Declaration, the Debtors have integrated operations and an integrated capital structure. It is therefore to be expected that many filings, hearings and orders in these cases will pertain to several or all of the Debtors, even if the financial and accounting transactions for each separate Debtor are maintained in the ordinary course. Accordingly, joint administration will allow the relief sought to be applicable across the debtors where needed, and also permit parties in interest to monitor the cases more easily and efficiently, while saving substantial fees and costs that the Debtors' estates would incur from duplicative filings in separately maintained cases. Moreover, the substantive rights of creditors will not be affected because this Motion requests only administrative, and not substantive, consolidation of the cases.
- 12. The ancillary relief requested—namely, approval of a caption and docket notation—is likewise appropriate under section 105 of the Bankruptcy Code, which allows the Court to "issue any order . . . that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C.

- § 105(a). The proposed caption is appropriate because (a) the proposed lead Debtor is the issuer of the Debtors' principal funded debt, (b) the caption's footnote identifies trade names that may be known to commercial creditors, and (c) the caption's footnote directs all parties to a complete listing of the Debtors' on the noticing agent's website.
- 13. Joint administration is generally non-controversial, and this Court has routinely ordered the joint administration of related debtors' chapter 11 cases. *See, e.g., In re Heritage Power, LLC*, No. 23-90032 (CML) (Bankr. S.D. Tex. Jan. 25, 2023); ECF No. 27; *In re Serta Simmons Bedding, LLC*, No. 23-90020 (DRJ) (Bankr. S.D. Tex. Jan. 24, 2023) ECF No. 46; *In re Party City Holdco Inc.*, No. 23-90005 (DRJ) (Bankr. S.D. Tex. Jan. 18, 2023) ECF No. 70; *In re Cineworld Grp. plc*, No. 22-90168 (MI) (Bankr. S.D. Tex. Sept. 7, 2022) ECF No. 32; *In re Carlson Travel, Inc.*, Case No. 21-90017 (MI) (Bankr. S.D. Tex. Nov. 11, 2021, ECF No. 21; *In re Basic Energy Servs., Inc.*, 21-90002 (DRJ) (Bankr. S.D. Tex. Aug. 17, 2021), ECF No. 14.

EMERGENCY CONSIDERATION

- 14. Bankruptcy Rule 6003 allows a bankruptcy court to grant relief within the first 21 days of a case "to the extent that relief is necessary to avoid immediate and irreparable harm." Pursuant to that Bankruptcy Rule and Local Rule 9013-1(i), the Debtors request emergency consideration of this Motion. This Motion requests immediate relief from procedural rules and requirements that pertain to matters of immediate significance or which involve deadlines sooner than 21 days after the Petition Date. The relief will save costs by avoiding duplicative filings in each of the cases and avoid undue administrative burden and confusion only if granted immediately. For these reasons, the Debtors have satisfied the "immediate and irreparable harm" standard of Bankruptcy Rule 6003, and the Motion should be granted on an emergency basis.
- 15. The Debtors also submit that emergency relief on a final basis is appropriate because the requested relief is "procedural in nature and do[es] not affect the substantive rights of creditors and other parties-in-interest." Procedures for Complex Cases in the Southern District of Texas $\P 4(g)$ (Jan. 1, 2023).

NOTICE

Region 7; (b) the creditors holding the thirty largest unsecured claims, according to the list filed by the Debtors with their petitions and their counsel; (c) the administrative agent for the ABL Facility and its counsel; (d) the indenture trustee for the 1L Notes and its counsel; (e) the indenture trustee for the 1.25L Notes and its counsel; (f) the indenture trustee for the Unsecured Notes and its counsel; (g) the indenture trustee for the PIK Notes and its counsel; (h) Davis Polk & Wardwell LLP and Porter Hedges LLP, as counsel to an ad hoc group of holders of 1L Notes (the "First Lien Noteholder Group"); (j) Senator Investment Group LP and its counsel; (k) Kobre & Kim LLP as counsel to an ad hoc group of holders of Unsecured Notes; (l) Langur Maize, L.L.C. and its counsel; (m) Katsumi and its counsel; (n) Platinum and its counsel; (o) the Internal Revenue Service; (p) the Office of the U.S. Attorney for the Southern District of Texas; and (q) any other party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors respectfully submit that no further notice is required under the circumstances.

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Upon the foregoing Motion, the Debtors respectfully request that the Court (a) enter an order, substantially in the form attached as **Exhibit A**, granting this Motion and (b) grant such other relief as is just and proper.

Dated: June 1, 2023 Respectfully submitted,

/s/ Kelli S. Norfleet

Kelli S. Norfleet (TX Bar No. 24070678) Charles A. Beckham, Jr. (TX Bar No. 02016600) Martha Wyrick (TX Bar No. 24101606) HAYNES AND BOONE, LLP 1221 McKinney Street, Suite 4000 Houston, TX 77010

Telephone: 1 (713) 547-2000

Email: Kelli.Norfleet@HaynesBoone.com

Charles.Beckham@HaynesBoone.com Martha.Wyrick@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
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Email: DDunne@Milbank.com SKhalil@Milbank.com

BSchak@Milbank.com

Proposed Counsel to the Debtors and Debtors in Possession

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CERTIFICATE OF ACCURACY

I certify, pursuant to Local Rule 9013-1(i), that the foregoing statements regarding the

nature of the emergency set forth in the foregoing Motion are true and accurate to the best of my

knowledge.

Dated: June 1, 2023

/s/ Kelli S. Norfleet Kelli S. Norfleet

CERTIFICATE OF SERVICE

I certify that, on June 1, 2023, a true and correct copy of the foregoing document was served

by the Electronic Case Filing system of the U.S. 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' proposed

noticing agent.

Dated: June 1, 2023

/s/ Kelli S. Norfleet

Kelli S. Norfleet

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Case No. 23-90679 (DRJ)

Chapter 11

Case No. 23-90680 (DRJ)

Chapter 11

Case No. 23-90681 (DRJ)

Chapter 11

Case No. 23-90683 (DRJ)

ORDER DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES

- 1. Upon the motion (the "*Motion*"),¹ of the above-captioned debtors (collectively, the "Debtors"), for entry of an order (this "*Order*") for joint administration of the Debtors' chapter 11 cases; and the Court having and the Court having jurisdiction to decide the Motion and to enter this Order pursuant to 28 U.S.C. § 1334; and consideration of the Motion 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 Motion 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 Motion and in the record establish just cause for entry of this Order; and it appearing that entry of this Order on an emergency basis is in the best interests of the Debtors' estates; it is hereby **ORDERED** that:
- 2. The above-captioned cases are consolidated for procedural purposes only and shall be jointly administered under Case No. 23-90611 (DRJ). Additionally, the following items are ordered:
 - One disclosure statement and plan of reorganization may be filed for all cases by any plan proponent.
 - Parties may request joint hearing on matters pending in any of the jointly administered cases.
 - Other: See below.

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

- 3. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Southern District of Texas shall keep, one file and one docket for these jointly administered cases, which file and docket shall be the file and docket for these chapter 11 cases.
 - 4. The caption of the jointly administered cases shall read as follows:

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)

- 5. All pleadings and other papers filed in these chapter 11 cases shall bear the foregoing consolidated caption.
- 6. The Clerk of Court is respectfully directed to make an entry, substantially similar to the following, on the docket of each Debtor's case other than the case of Wesco Aircraft Holdings, Inc.:

An order has been entered directing joint administration of the chapter 11 cases of Wesco Aircraft Holdings, Inc., and its affiliated debtors. The docket for the chapter 11 case of Wesco Aircraft Holdings, Inc., Case No. 23-90611 (DRJ), should be consulted for all matters affecting this case.

- 7. A separate claims registry shall be maintained for each Debtor.
- 8. Notwithstanding any provision of the Bankruptcy Rules or Local Rules, the terms of this Order shall be immediately effective and enforceable upon its entry.

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.

- 9. The Debtors and their agents are authorized to take all steps necessary or appropriate to carry out this Order.
- 10. Nothing in this Order shall be understood to direct or otherwise effect a substantive consolidation of the Debtors' estates or to prejudice the rights of any party in interest to seek or oppose substantive consolidation of any of the jointly administered cases.
- 11. The Court shall retain jurisdiction over all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated:	
Houston, Texas	

UNITED STATES BANKRUPTCY JUDGE