

**ENTERED**

June 01, 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.,<sup>1</sup>**

Debtors.

Case No. 23-90611 (DRJ)

Chapter 11

(Jointly Administered)

**ORDER (I) ENFORCING  
THE PROTECTIONS OF 11 U.S.C. §§ 362,  
365, 525 AND 541(C) AND (II) APPROVING NOTICE**

(Docket No. 82)

<sup>1</sup> 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.



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Upon the motion (the “*Motion*”),<sup>2</sup> of the above-captioned debtors (collectively, the “*Debtors*”), for entry of an order (i) restating and enforcing the protections afforded to the Debtors by sections 362, 365, 525 and 541(c) of the Bankruptcy Code, (ii) approving the form and manner of notice of those protections, and (iii) granting related relief; 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:

1. Subject to section 362 of the Bankruptcy Code, all persons (including individuals, partnerships, corporations, and all those acting for or on their behalf) and all foreign and domestic governmental units (as such term is defined in section 101(27) of the Bankruptcy Code) and all those acting for or on their behalf are hereby stayed, restrained, and enjoined from:

- a. commencing or continuing any judicial, administrative, or other action or proceeding against the Debtors, including the issuance or employment of process, that was or could have been initiated before the Debtors’ chapter 11 cases commenced;
- b. enforcing, against the Debtors or against property of their estates, a judgment obtained before the commencement of the Debtors’ chapter 11 cases;
- c. collecting, assessing, or recovering a claim against the Debtors that arose before the commencement of the Debtors’ chapter 11 cases;
- d. taking any action to obtain possession of property of or from the Debtors’ estates or to exercise control over property of the Debtors’ estates;
- e. taking any action to create, perfect, or enforce any lien against property of the Debtors’ estates; or

<sup>2</sup> Capitalized terms used but not defined in this Order have the meanings ascribed to them in the Motion.

- f. offsetting any debt owing to the Debtors that arose before the commencement of the Debtors' chapter 11 cases against any claim against the Debtors;

subject in each case to the exceptions set forth in §§ 362(b), 555–557 and 559–561 of the Bankruptcy Code.

2. Pursuant to section 365(e)(1) of the Bankruptcy Code, notwithstanding any provision in a contract, lease, or applicable law, each non-Debtor counterparty to a Debtor's executory contract or unexpired lease (and all those acting on such counterparty's behalf) is stayed, restrained, and enjoined from terminating or modifying such contract or lease or any right or obligation thereunder because of a provision in such contract or lease that is conditioned on (a) the insolvency or financial condition of any Debtor or (b) the commencement of the Debtors' chapter 11 cases.

3. Pursuant to section 525 of the Bankruptcy Code, all foreign and domestic governmental units and all those acting on their behalf are stayed, restrained, and enjoined from any act to:

- a. deny, revoke, suspend, or refuse to renew a license, permit, charter, franchise, or other similar grant to the Debtors or the Debtors' affiliates on account of (i) the commencement of the Debtors' chapter 11 cases, (ii) the Debtors' insolvency, or (iii) the fact that the Debtors have not paid a debt that is dischargeable in their chapter 11 cases;
- b. condition a license, permit, charter, franchise, or other similar grant to the Debtors or the Debtors' affiliates on account of (i) the commencement of the Debtors' chapter 11 cases, (ii) the Debtors' insolvency, or (iii) the fact that the Debtors have not paid a debt that is dischargeable in their chapter 11 cases;
- c. discriminate against the Debtors or the Debtors' affiliates with respect to a license, permit, charter, franchise, or other similar grant on account of (i) the commencement of the Debtors' chapter 11 cases, (ii) the Debtors' insolvency, or (iii) the fact that the Debtors have not paid a debt that is dischargeable in their chapter 11 cases; or

- d. interfere in any way with any and all property of the Debtors' estates, wherever located.

4. Pursuant to section 541 of the Bankruptcy Code, all of the Debtors' interests in property, wherever located and by whomever held, are property of the Debtors' estates notwithstanding any agreement, transfer agreement, or applicable law that restricts or conditions the transfer of such interests by the Debtors, or that is conditioned on the insolvency or financial condition of the Debtors or on the commencement of the Debtors' chapter 11 cases, or that effects or gives an option to effect a forfeiture, modification, or termination of any of the Debtors' interests in property.

5. This Order shall not (a) limit any party's rights with respect to any exceptions set forth in the Bankruptcy Code to the restrictions or limitations described in this Order or (b) affect any other substantive rights of any party.

6. The Debtors are authorized, but not directed, to serve notice, substantially in the form attached as **Exhibit 1** to this Order, upon creditors, governmental units or other regulatory authorities, and/or persons wherever located.

7. Nothing in this Order or the Motion shall constitute a rejection or assumption by the Debtors, as debtors in possession, of any executory contract or unexpired lease.

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.

9. The Debtors and their agents are authorized to take all steps necessary or appropriate to carry out this Order, including by translating the Proposed Notice into languages other than English or modifying the Proposed Notice to conform to local English spelling and usage.

10. The Court shall retain jurisdiction over all matters arising from or related to the implementation, interpretation or enforcement of this Order.

**Signed: June 01, 2023.**



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**DAVID R. JONES**  
**UNITED STATES BANKRUPTCY JUDGE**

**EXHIBIT 1 TO GLOBAL ENFORCEMENT ORDER**  
**FORM OF NOTICE**

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

*In re*

**WESCO AIRCRAFT HOLDINGS, INC.,**  
*et al.*,<sup>1</sup>

Debtors.

Case No. 23-90611 (DRJ)

Chapter 11

(Jointly Administered)

**NOTICE OF ORDER  
ENFORCING THE PROTECTIONS OF  
11 U.S.C. §§ 362, 365, 525 AND 541(C)**

<sup>1</sup> 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.

On June 1, 2023 (the “*Petition Date*”), the above-captioned debtors (the “*Debtors*”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the U.S. Bankruptcy Court for the Southern District of Texas (the “*Bankruptcy Court*”) under the caption *In re Wesco Aircraft Holdings, Inc., et al.*, Case No. 23-90611 (DRJ).

### THE ENFORCEMENT ORDER

1. On [•], 2023, the Bankruptcy Court entered an order (the “*Enforcement Order*”), restating and enforcing certain provisions of the Bankruptcy Code described below. The Enforcement Order is annexed to this notice.

2. The Enforcement Order applies worldwide to each of the Debtors and all of their property. ***The Enforcement Order applies to you.*** If you attempt to take any action in violation of the Enforcement Order or the Bankruptcy Code, ***that action may be void and you may be subject to monetary penalties or other sanctions.***

### INJUNCTION AGAINST CERTAIN ACTIONS AGAINST THE DEBTORS AND THEIR PROPERTY

3. Pursuant to section 362(a) of the Bankruptcy Code, the Debtors’ filing of their respective voluntary petitions operated as an immediate and automatic stay or injunction (the “*Automatic Stay*”), which prohibits all persons and entities from, among other things: (a) commencing or continuing any judicial, administrative or other action or proceeding against any Debtor that was commenced or could have been commenced before the Petition Date, (b) commencing or continuing any judicial, administrative or other action or proceeding against any Debtor to recover a claim against a Debtor that arose before the Petition Date; (c) enforcing, against any Debtor or against any property of any Debtor’s bankruptcy estate,<sup>2</sup> a judgment obtained before the Petition Date; (d) taking any act to obtain possession of property of or from any Debtor’s bankruptcy estate, or to exercise control over property of any Debtor’s bankruptcy estate;

<sup>2</sup> Property of the Debtors’ bankruptcy estates includes all legal or equitable interests of any Debtor in property as of the commencement of their respective chapter 11 cases, subject to exceptions set forth in § 541(b), (c)(2) of the Bankruptcy Code.

(e) taking any act to create, perfect or enforce any lien against property of any Debtor's bankruptcy estate; (f) taking any other act to collect, assess or recover a claim against any Debtor that arose before the Petition Date.

4. Any entity that seeks to assert claims or interests or to exercise remedies or other legal or equitable rights against any Debtor or its estate must do so solely in accordance with the Bankruptcy Code by appearing before the Bankruptcy Court.

#### **NO CONTRACT MODIFICATION**

5. Pursuant to § 365(e)(1) of the Bankruptcy Code, no counterparty may terminate or modify any contract or lease to which a Debtor is party on the basis of the Debtors' bankruptcy filings, their insolvency or financial condition.

#### **NO GOVERNMENTAL DISCRIMINATION**

6. Pursuant to § 525 of the Bankruptcy Code, no governmental agency, department, division or subdivision, or any similar governing authority (including any non-U.S. authority) may, among other things, deny, revoke, suspend, or refuse to renew any license, permit, charter, franchise, or other similar grant held by a Debtor (or persons with whom the Debtor is associated, including its affiliates) on the basis that the Debtor has failed to pay a dischargeable debt, has commenced a chapter 11 case, or was insolvent prior to the Petition Date.

Additional information regarding the Debtors and their chapter 11 cases, including copies of filed documents, is available without cost at <http://www.kccllc.net/incora/>. You may also contact the undersigned [proposed] counsel to the Debtors for further information.

Dated: [•]

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

**ANNEX TO NOTICE**  
**GLOBAL ENFORCEMENT ORDER**

United States Bankruptcy Court  
Southern District of Texas

In re:  
Wesco Aircraft Holdings, Inc.  
Debtor

Case No. 23-90611-drj  
Chapter 11

**CERTIFICATE OF NOTICE**

District/off: 0541-4  
Date Rcvd: Jun 01, 2023

User: ADIuser  
Form ID: pdf002

Page 1 of 2  
Total Noticed: 7

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

**Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jun 03, 2023:**

Recip ID	Recipient Name and Address
db	+ Wesco Aircraft Holdings, Inc., 2601 Meacham Blvd., Suite 400, Fort Worth, TX 76137-4213
aty	+ Adam M Lavine, Kobre & Kim LLP, 800 Third Avenue, New York, NY 10022-7775
aty	+ Darryl G Stein, Kobre & Kim LLP, 800 Third Avenue, New York, NY 10022-7775
aty	+ Igor M Margulyan, 800 Third Avenue, New York, NY 10022-7649
aty	+ John G Conte, 800 Third Avenue, New York, NY 10022-7649
aty	+ Michael S Brasky., Kobre & Kim LLP, 800 Third Avenue, New York, NY 10022-7775
aty	+ Zachary D Rosenbaum, Kobre & Kim LLP, 800 Third Avenue, New York, NY 10022-7775

TOTAL: 7

**Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.**  
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

**BYPASSED RECIPIENTS**

The following addresses were not sent this bankruptcy notice due to an undeliverable address, \*duplicate of an address listed above, \*P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
intp		Ad Hoc 2024/2026 Noteholder Group
intp		BANK OF AMERICA, N.A.
sutr		BOKF, NA
cr		Carlyle Global Credit Investment Management, LLC
intp		First Lien Noteholder Group
cr		Langur Maize, L.L.C.

TOTAL: 6 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

**NOTICE CERTIFICATION**

**I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**

**Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Jun 03, 2023

Signature:           /s/Gustava Winters          

**CM/ECF NOTICE OF ELECTRONIC FILING**

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on June 1, 2023 at the address(es) listed below:

Name	Email Address
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District/off: 0541-4  
Date Rcvd: Jun 01, 2023

User: ADIuser  
Form ID: pdf002

Page 2 of 2  
Total Noticed: 7

Andrew Jimenez  
on behalf of U.S. Trustee US Trustee andrew.jimenez@usdoj.gov aubrey.thomas@usdoj.gov;Omar.E.Jones@usdoj.gov

Andrew I Silfen  
on behalf of Successor Trustee BOKF NA andrew.silfen@afslaw.com, lisa.indelicato@afslaw.com

Charles A Beckham, Jr  
on behalf of Debtor Wesco Aircraft Holdings Inc. charles.beckham@haynesboone.com, kenneth.rusinko@haynesboone.com

Christopher Darnell Porter  
on behalf of Plaintiff Wesco Aircraft Holdings Inc. chrissporter@quinnemanuel.com

Christopher Darnell Porter  
on behalf of Debtor Wesco Aircraft Holdings Inc. chrissporter@quinnemanuel.com

Jason S Brookner  
on behalf of Creditor Carlyle Global Credit Investment Management LLC jbrookner@grayreed.com, lwebb@grayreed.com

Jayson B. Ruff  
on behalf of U.S. Trustee US Trustee jayson.b.ruff@usdoj.gov

John F Higgins, IV  
on behalf of Interested Party First Lien Noteholder Group jhiggins@porterhedges.com  
emoreland@porterhedges.com;eliana-garfias-8561@ecf.pacerpro.com;mwebb@porterhedges.com

John P Melko  
on behalf of Interested Party Ad Hoc 2024/2026 Noteholder Group jmelko@foley.com  
rdiep@foley.com;john-melko-2781@ecf.pacerpro.com;docketflow@foley.com

Kelli S. Norfleet  
on behalf of Debtor Wesco Aircraft Holdings Inc. kelli.norfleet@haynesboone.com, kenneth.rusinko@haynesboone.com

Mark F Hebbeln  
on behalf of Interested Party Ad Hoc 2024/2026 Noteholder Group mhebbeln@kobrekim.com  
james.r.lewis@wellsfargo.com;mark-hebbeln-5273@ecf.pacerpro.com

Robert Bernard Bruner  
on behalf of Interested Party BANK OF AMERICA N.A. bob.bruner@nortonrosefulbright.com

US Trustee  
USTPRegion07.HU.ECF@USDOJ.GOV

TOTAL: 13