

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

(Joint Administration Requested)

DEBTORS' EMERGENCY MOTION FOR
ENTRY OF AN ORDER AUTHORIZING
WESCO AIRCRAFT HOLDINGS, INC.
TO ACT AS THE DEBTORS' FOREIGN REPRESENTATIVE

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

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.



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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*” and, together with their non-debtor subsidiaries, “*Incora*”) respectfully state as follows.

RELIEF REQUESTED

1. By this motion (the “*Motion*”), the Debtors seek entry of an order, substantially in the form attached to this Motion as **Exhibit A**, authorizing Wesco Aircraft Holdings, Inc. to act as the foreign representative of the Debtors in any judicial or other proceeding in any foreign country.

2. The principal statutory basis for the relief sought in this Motion is section 1505 of title 11 of the U.S. Code (the “*Bankruptcy Code*”).

3. 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

4. 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

I. GENERAL BACKGROUND

5. 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 on-

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

site 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. Given its extensive operations outside of the United States, it seeks authority to be recognized as foreign representative for purposes of these reorganization proceedings.

6. 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 have requested joint administration of their chapter 11 cases for procedural purposes. The Debtors are operating their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee, examiner or official committee has been appointed in these cases.

7. 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.

II. THE DEBTORS’ NON-U.S. OPERATIONS

8. Incora is a global business. To offer comprehensive supply chain services, Incora stockpiles substantial amounts of inventory in locations around the world and employs hundreds of workers, both at its own international locations and at its customers’ facilities. As of the beginning of 2023, Incora had over 9 stocking locations and 10 sales and administrative offices located outside the United States. Overall, non-U.S. operations accounted for approximately 34% of Incora’s consolidated revenue in 2022 and approximately 27% of Incora’s inventory as of December 31, 2022.

9. The United Kingdom is a center of Incora’s non-U.S. operations, as one of Incora’s predecessors, Pattonair, was founded and headquartered in the United Kingdom. Rolls-Royce Motors, the British engine manufacturer, was Pattonair’s most significant customer by a wide margin and remains the largest customer of Incora. The UK-based Debtors, mostly former Pattonair entities, employ approximately 843 workers in the United Kingdom and manage five warehouses in the United Kingdom with approximately \$258 million of inventory. Incora also has a substantial

business presence in Canada and Mexico, as well as in Asia, the latter operated out of Singapore but with companies formed under the laws of China, India, and other Southeast Asian countries.

10. During the course of these chapter 11 cases, the Debtors may well find it advisable to file petitions in the United Kingdom or elsewhere to obtain recognition of these chapter 11 cases and to obtain relief from non-U.S. courts or agencies in support of the Debtors' reorganization under the Bankruptcy Code. Non-U.S. courts may, for instance, assist the Debtors' reorganization by enforcing the automatic stay under section 362 of the Bankruptcy Code in their respective jurisdictions or by binding local creditors and other parties in interest to a plan of reorganization confirmed by this Court. To facilitate this course of action, the Debtors propose that Wesco Aircraft Holdings, Inc. ("*Wesco Holdings*") be appointed as their foreign representative. The Debtors submit that Wesco Holdings is an appropriate choice because it is the issuer or borrower of most of the Debtors' funded debt, it is the lead debtor in these jointly administered cases, and it is the entity that employs many members of Inco's senior management.

BASES FOR RELIEF

11. Chapter 15 of the Bankruptcy Code codifies in part the United Nations Commission on International Trade Law (UNCITRAL) Model Law on Cross-Border Insolvency (the "*Model Law*"), a legal framework that helps courts coordinate insolvency proceedings across international borders. *See* 11 U.S.C. § 1501(a) (describing purpose of chapter 15); Model Law, Preamble (same).

12. Section 1505 of the Bankruptcy Code provides that:

A trustee or another entity . . . may be authorized by the court to act in a foreign country on behalf of an estate created under section 541. An entity authorized to act under this section may act in any way permitted by the applicable foreign law.

11 U.S.C. § 1505.

13. Section 101(24) of the Bankruptcy Code defines a "foreign representative" as a person or body, including a person or body appointed on an interim basis, authorized in a foreign proceeding to administer the reorganization or the liquidation of the debtor's assets or affairs or to act as a representative of such foreign proceeding." Under the Model Law, which defines "foreign

representative” almost identically, a “foreign representative” of a debtor whose principal (or “plenary”) insolvency case is proceeding in one jurisdiction can request a court in another jurisdiction to grant recognition to the plenary insolvency case and provide “ancillary” relief. *See* Model Law, arts. 15–24 (providing for recognition of a foreign proceeding, automatic relief, and optional relief); 11 U.S.C. §§ 1515–1524 (same); UK Statutory Instruments, Cross-Border Insolvency Regulation 2006 No. 1030, Schedule 1 (enacting UNCITRAL Model Law as having force of law in the UK).

14. Further, Section 1107 of the Bankruptcy Code provides, in relevant part:

(a) Subject to any limitations on a trustee serving in a case under this chapter, and to such limitations or conditions as the court prescribes, a debtor in possession shall have all the rights, other than the rights to compensation under section 330 of this title, and powers, and shall perform all the functions and duties . . . of a trustee serving in a case under this chapter.

11 U.S.C. § 1107(a).

15. The Debtors respectfully submit that section 1107 of the Bankruptcy Code confers upon Wesco Holdings, as a debtor in possession, sufficient rights, powers, and duties to enable it to act as the foreign representative of the Debtors’ estates. A debtor in possession’s duties commence immediately upon the filing of a petition, without a court order that explicitly appoints the debtor as a trustee of the bankruptcy estate.

16. The fact that Wesco Holdings holds that role automatically by statute, at least for its own case, may not be persuasive or self-evident to a non-U.S. court. Moreover, some countries’ procedures may require a foreign representative to submit a copy of a court order appointing it as the foreign representative. Model Law, art. 15, ¶ 1 (requiring a “certified copy of the decision . . . appointing the foreign representative,” “a certificate from the foreign court affirming . . . the appointment of the foreign representative,” or “any other evidence acceptable to the court . . . of the appointment of the foreign representative); 11 U.S.C. § 1515(b) (same, under U.S. law); Cross-Border Insolvency Regulations 2006, art. 15, ¶ 2 (same, under UK law). Accordingly, to enable the Debtors to pursue relief promptly when needed, and otherwise avoid any possible confusion

or doubt regarding Wesco Holdings' authority, the Debtors seek entry of an order, pursuant to section 1505 of the Bankruptcy Code, explicitly authorizing Wesco Holdings to act as the Debtors' foreign representative in any judicial or other proceeding in a foreign country.

17. Authorizing Wesco Holdings to act as the foreign representative on behalf of the Debtors' estates will allow coordination of these chapter 11 cases with any non-U.S. proceedings and provide an effective mechanism to protect and maximize the value of the Debtors' estates.

18. In chapter 11 cases, where the debtor normally remains in possession of its own assets and assumes the trustee's functions under sections 1107 and 1008 of the Bankruptcy Code, courts have typically authorized a debtor in possession to act as a foreign representative. And in jointly administered cases of multiple debtors, this Court has typically authorized just one debtor to represent all debtors in non-U.S. proceedings. *See, e.g., In re Tailored Brands, Inc.*, Case No. 20-33900 (MI) (Bankr. S.D. Tex. Aug. 3, 2020) (Docket No. 80); *In re BJ Servs., LLC*, Case No. 20-33627 (MI) (Bankr. S.D. Tex. July 21, 2020) (Docket No. 89); *In re Ultra Petroleum Corp.*, Case No. 20-32631 (MI) (Bankr. S.D. Tex. May 15, 2020) (Docket No. 64); *In re CJ Holding Co.*, Case No. 16-33590 (DRJ) (Bankr. S.D. Tex. July 21, 2016) (Docket No. 59).

EMERGENCY CONSIDERATION

19. 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 Bankruptcy Local Rule 9013-1(i), the Debtors request emergency consideration of this Motion.

20. The Debtors face an immediate risk that parties outside the United States could take actions in contravention of the Bankruptcy Code and applicable stay as soon as they learn of the commencement of these cases. This risk is especially significant because a significant portion of the Debtors' assets are physically located outside the United States. Although the Debtors do not currently plan to file any ancillary proceedings, the immediate appointment of a foreign representative will mitigate this risk by allowing them to do so swiftly if any non-U.S. creditors attempt to ignore the automatic stay. Thus, the Debtors submit that they have satisfied the

“immediate and irreparable harm” standard of Bankruptcy Rule 6003, and the Motion should be granted on an emergency basis.

21. The Debtors also submit that emergency relief 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 ¶ 4(g) (Jan. 1, 2023).

NOTICE

22. Notice of this Motion will be provided to (a) the Office of the U.S. Trustee for 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**”); (i) Carlyle Global Credit Investment Management, LLC, and its counsel; (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.

[Remainder of page intentionally blank]

Upon the foregoing, the Debtors respectfully request that the Court (a) enter an order, substantially in the form attached hereto 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

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*Proposed Counsel to the
Debtors and Debtors in Possession*

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

**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 AUTHORIZING
WESCO AIRCRAFT HOLDINGS, INC. TO ACT
AS THE DEBTORS' FOREIGN REPRESENTATIVE**

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.

Upon the motion (the “*Motion*”),² of the debtors listed on **Exhibit 1** to this Order (collectively with any debtors whose cases may be ordered to be jointly administered with the above-captioned case in the future, the “*Debtors*”), for entry of an order authorizing Wesco Aircraft Holdings, Inc., to act as foreign representative of each of the Debtors; 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. The Debtors have filed voluntary petitions for relief which commenced cases under chapter 11 of the Bankruptcy Code. These cases constitute “foreign proceedings” as that term is used in article 2(a) of the UNCITRAL Model-Law on Cross-Border Insolvency (the “*Model Law*”).

2. The Debtors have operations, assets and personnel outside of the United States which is protected by an automatic stay of acts against property, or to seek to interfere with or exercise control over, property of the Debtors, all of which remains under the jurisdiction of this Court.

3. Wesco Aircraft Holdings, Inc. (“*Wesco Holdings*”) is authorized to (a) act as the “foreign representative” of each Debtor as that term is used in article 2(d) of the Model Law; (b) seek recognition of these chapter 11 cases before non-U.S. courts, tribunals, agencies, regulatory bodies, administrative bodies or other governmental entities (collectively, the “*Non-U.S. Tribunals*”); (c) request that Non-U.S. Tribunals lend assistance to this Court; (d) seek

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

enforcement of and orders entered in these chapter 11 cases by Non-U.S. Tribunals; (e) appear and be heard on behalf of any Debtor in any non-U.S. proceeding; and (f) seek any other appropriate relief from any Non-U.S. Tribunal.

4. This Court respectfully requests all Non-U.S. Tribunals to (a) grant representative status to Wesco Holdings in any non-U.S. proceeding; (b) make such orders and provide such assistance to Wesco Holdings as the Debtors' foreign representative as may be necessary or desirable to give effect to this Order, all other orders of this Court and all applicable provisions of the Bankruptcy Code (including the automatic stay of section 362 of the Bankruptcy Code); and (c) assist Wesco Holdings in its capacity as foreign representative, each of the Debtors and their agents in carrying out the terms of this Order, all other orders of this Court and the provisions of the Bankruptcy Code.

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

6. The Debtors and their agents are authorized to take all steps necessary or appropriate to carry out this Order.

7. 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

**EXHIBIT 1 TO
ORDER APPOINTING FOREIGN REPRESENTATIVE
LIST OF DEBTORS**

1. Adams Aviation Supply Co., Ltd.
2. Flintbrook Ltd.
3. Haas Chemical Management of Mexico, Inc.
4. Haas Corp. of Canada
5. Haas Corp. of China
6. Haas Group Canada Inc.
7. Haas Group International SCM Ltd.
8. Haas Group International, LLC
9. Haas Group, LLC
10. Haas Holdings, LLC
11. Haas International Corp.
12. Haas of Delaware LLC
13. Haas TCM de Mexico, S. de R.L. de C.V.
14. Haas TCM Group of the UK Ltd.
15. Haas TCM Industries LLC
16. Haas TCM of Israel Inc.
17. Interfast USA Holdings Inc.
18. NetMRO, LLC
19. Pattonair (Derby) Ltd.
20. Pattonair Europe Ltd.
21. Pattonair Group Ltd.
22. Pattonair Holding, Inc.
23. Pattonair Holdings Ltd.
24. Pattonair Ltd.
25. Pattonair USA, Inc.
26. Pioneer Finance Corp.
27. Pioneer Holding Corp.
28. Quicksilver Midco Ltd.
29. UNISEAL, Inc.
30. Wesco 1 LLP
31. Wesco 2 LLP
32. Wesco Aircraft Canada Inc.
33. Wesco Aircraft Canada, LLC
34. Wesco Aircraft EMEA, Ltd.
35. Wesco Aircraft Europe Ltd.
36. Wesco Aircraft Hardware Corp.
37. Wesco Aircraft Holdings, Inc.
38. Wesco Aircraft International Holdings Ltd.
39. Wesco Aircraft SF, LLC
40. Wesco LLC 1
41. Wesco LLC 2
42. Wolverine Intermediate Holding Corp.
43. Wolverine Intermediate Holding II Corp.
44. Wolverine UK Holdco Ltd.