

**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 (MI)

Chapter 11

(Jointly Administered)

**DEBTORS' EMERGENCY MOTION
FOR ENTRY OF AN ORDER AMENDING
THE ORDER (I) APPROVING DISCLOSURE
STATEMENT, (II) APPROVING SOLICITATION
AND VOTING PROCEDURES, (III) APPROVING
FORMS OF BALLOTS, (IV) SCHEDULING
A CONFIRMATION HEARING, AND (V) ESTABLISHING
NOTICE AND OBJECTION PROCEDURES**

(RELATED TO DOCKET NO. 1228)

Emergency relief has been requested. Relief is requested not later than 5:00 p.m. (Central Time) on February 15, 2023.

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

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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The above-captioned debtors and debtors in possession (the “**Debtors**”² 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 amending certain dates and deadlines set forth in the *Order (I) Approving Disclosure Statement, (II) Approving Solicitation and Voting Procedures, (III) Approving Forms of Ballots, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures* [Docket No. 1228] (the “**Solicitation Order**”). A proposed form of order (the “**Proposed Order**”) is attached to this Motion.

2. The principal statutory bases for this Motion are sections 105, 1125, and 1128 of title 11 of the U.S. Code (the “**Bankruptcy Code**”).

JURISDICTION AND VENUE

3. 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.

BASIS FOR RELIEF

4. On January 12, 2024, the Court entered the Solicitation Order, which approved Incora’s Disclosure Statement for solicitation of votes on Incora’s proposed Plan, established procedures for solicitation, and set certain dates and deadlines for the solicitation and confirmation process. At the time, the trial in the pending adversary proceeding (Adv. No. 23-03019, the “**Adversary Proceeding**”) had not begun, and was scheduled to conclude on February 1, 2024.

² A detailed description of the Debtors and their businesses is set forth in the *Declaration of Raymond Carney in Support of Chapter 11 Petitions and First Day Motions* (the “**First Day Declaration**”) [Docket No. 13], filed with the Debtors’ voluntary petitions for relief filed under title 11 of the United States Code (the “**Bankruptcy Code**”), on June 1, 2023 (the “**Petition Date**”). The Debtors are operating their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. An official committee of unsecured creditors was appointed on June 16, 2023; no trustee, examiner or other official committee has been appointed.

Accordingly, the Solicitation Order set (a) the Voting Deadline for February 15, 2024, at 5:00 p.m. (CST), (b) the Confirmation Objection Deadline for the same date and time, (c) a Preliminary Status Conference for February 22, 2024, at 4:00 p.m. (CST), and (d) the Confirmation Hearing on February 27, 2024, at 9:00 a.m. (CST). Pursuant to the Solicitation and Voting Procedures, Incora extended the Voting Deadline (and with it, the Confirmation Objection Deadline) to February 22, 2024, at 5:00 p.m. (CST).

5. Changes to the timeline are required. The Adversary Proceeding is still in progress, with trial dates scheduled through early April 2024, and the parties have just agreed to engage in mediation before the Honorable Christopher M. Lopez. Incora expects that Judge Lopez will hold an initial in-person session on February 19, 2024.

6. As discussed in open court on February 13, 2024, Incora believes that it would be appropriate to reset the Confirmation Hearing date for March 12, 2024, at 9:00 a.m. (CDT). Incora has selected that date for two reasons. *First*, Incora does not believe that a February 27 Confirmation Hearing is feasible. Even if the forthcoming mediation is successful, it is unlikely that the parties will have time to reach an agreement in principle and fully document the necessary revisions to the Plan in time for the February 27 hearing date. On the other hand, if a settlement emerges from mediation during the next one to two weeks, it is entirely plausible that the parties will be prepared to proceed to Confirmation on March 12, 2024. *Second*, the Court has already reserved March 12, 2024 for trial in the Adversary Proceeding, so that date would likely be available for Confirmation if the mediation is successful. On the other hand, if the mediation is not successful in time for Confirmation to proceed on March 12, 2024, then the Confirmation Hearing can be adjourned again.³

7. Assuming that the Confirmation Hearing is moved beyond February 27, 2024, Incora also believes that the Voting Deadline and the Confirmation Objection Deadline should be

³ Also as mentioned in open court, Incora believes that the Preliminary Status Conference is no longer necessary, given that the parties will be before the Court on a regular basis between now and March 12.

extended by one additional week, primarily to allow Incora and other parties additional time to formulate and agree on the material terms of the New Exit Notes and the New Takeback Notes. Under the Solicitation Order, at ¶ 4 n.4, Incora is required to file a Plan Supplement with the material terms of the New Exit Notes and New Takeback Notes at least seven days prior to the Voting Deadline. That deadline currently falls on February 15, 2024. Incora is not presently prepared to file the material debt terms, due to continuing discussions with the First Lien Noteholder Group. In light of the apparent consensus that the Confirmation Hearing cannot realistically take place on February 27, 2024, Incora believes that there is no need to require an immediate filing of terms that would not reflect an agreement between itself and the First Lien Noteholder Group. Accordingly, Incora requests that the Voting Deadline and the Confirmation Objection Deadline be extended to February 29, 2024, which would allow Incora to file material debt terms by February 22, 2024.

EMERGENCY CONSIDERATION

8. As set forth above, Incora is seeking alterations to, among other things, its own deadline to file material debt terms by **February 15, 2024**. Incora and the First Lien Noteholder Group have not yet agreed on such terms, and the requested extension will not prejudice any party in light of the extended timeline that Incora has proposed for Confirmation. Accordingly, Incora respectfully requests that the Court grant the requested relief no later than the close of business on February 15, 2024.

NOTICE

9. Notice of this Motion will be provided to all parties in interest listed on the master service list maintained by the Debtors pursuant to paragraph 11 of the Procedures for Complex Cases in the Southern District of Texas. The Debtors respectfully submit that no further notice is required under the circumstances.

[Remainder of page intentionally blank]

Upon the foregoing Motion, Incora respectfully requests that the Court (a) enter an order granting this Motion, substantially in the form attached to this Motion and (b) grant such other relief as is just and proper.

Dated: February 14, 2024

Respectfully submitted,

/s/ Charles A. Beckham, Jr.

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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: February 14, 2024

/s/ Charles A. Beckham, Jr.

Charles A. Beckham, Jr.

CERTIFICATE OF SERVICE

I certify that, on February 14, 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 Affidavit of Service to be filed by the Debtors' proposed noticing agent.

/s/ Charles A. Beckham, Jr.

Charles A. Beckham, Jr.

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Upon the motion (the “**Motion**”),² of the above-captioned debtors (collectively, the “**Debtors**”), for entry of an order (this “**Order**”) amending certain dates and deadlines set forth in the Solicitation Order; 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 following dates and deadlines set forth at paragraph 4 of the Solicitation Order are amended as follows, in each case subject to further modification in accordance with the Local Rules, the Solicitation Order, and any other order of the Court.

Event	Date and Time
Filing of Plan Supplement, to include a summary of the material terms of the New Exit Notes and the New Takeback Notes	7 days prior to Voting Deadline
Voting Deadline	February 29, 2024 at 5:00 p.m. (CST)
Confirmation Objection Deadline	February 29, 2024 at 5:00 p.m. (CST)
Confirmation Hearing	March 12, 2024 at 9:00 a.m. (CDT)

2. The Preliminary Status Conference is canceled.

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

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

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

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

Dated: _____
Houston, Texas

MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE