

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

<p>In re:</p> <p>WESCO AIRCRAFT HOLDINGS, INC.,¹</p> <p style="text-align: center;">Reorganized Debtor.</p>	§ § § § § § §	<p>Chapter 11</p> <p>Case No. 23-90611 (MI)</p>
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**SUMMARY COVER SHEET TO SEVENTH AND FINAL FEE
APPLICATION OF HAYNES AND BOONE, LLP AS CO-COUNSEL
TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR THE PERIOD
FROM JUNE 1, 2023 THROUGH AND INCLUDING JANUARY 31, 2025**

Name of Applicant:	Haynes and Boone, LLP	
Applicant's Role in Case:	Co-Counsel to Debtors and Debtors in Possession	
Docket No. of Employment Order(s):	August 22, 2023, effective as of the Petition Date [Docket No. 672]	
Interim Application (X) SEVENTH AND Final Application (X) FINAL	Indicate whether this is an interim or final Application. If interim, indicate the number (1 st , 2 nd , 3 rd , etc.)	
	Beginning Date	End Date
Time period covered by this Application for which interim compensation has not previously been awarded:	12/1/24	01/31/25
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		

¹ The captioned Reorganized Debtor is Incora Intermediate II LLC, the successor by merger to Wesco Aircraft Holdings, Inc. Its employer identification number is 33-2921953. Its principal office address and service address in this case is 2601 Meacham Blvd., Ste. 400, Fort Worth, TX 76137.



Compensation Breakdown for Final Application Period (6/1/23 – 1/31/25)	
Total professional fees requested in this Application:	\$2,886,898.00
Total professional hours covered by this Application:	3,145.6
Average hourly rate for professionals:	\$918
Total paraprofessional fees requested in this Application:	\$276,425.00
Total paraprofessional hours covered by this Application:	522.8
Average hourly rate for paraprofessionals:	\$529
Total fees requested in this Application:	\$3,163,323.00
Total expense reimbursements requested in this Application:	\$87,792.07
Total fees and expenses requested in this Application:	\$3,251,115.07
Total fees and expenses awarded in all prior Applications:	\$2,824,110.46
<p>Plan Status: On December 27 2024, the Court entered the <i>Findings of Fact, Conclusions of Law, and Order (I) Confirming Further Modified Second Amended Joint Chapter 11 Plan of Wesco Aircraft Holdings, Inc. et al. and (II) Granting Related Relief</i> (later entered with corrections at Docket No. 2550) (the “<u>Confirmation Order</u>”), confirming the <i>Further Modified Second Amended Joint Chapter 11 Plan of Wesco Aircraft Holdings, Inc. et al.</i> [Docket No. 2550, Ex. A] (as supplemented from time to time, the “<u>Plan</u>”). Each of the conditions precedent to the occurrence of the effective date, as set forth in Article IX of the Plan, were satisfied or waived in accordance therewith, and the Plan became effective and was substantially consummated on January 31, 2025.</p>	
<p>Primary Benefits: During the fee period covered by this Application, Haynes Boone advised the Debtors on numerous aspects of these Chapter 11 Cases in close coordination with lead counsel Milbank LLP with the Applicant providing comments and reviewing filings made that involved the Debtors’ status as a debtor in possession and often particularly focused on local practice in the venue, including local rules, procedure and legal developments. The services were extensive and ongoing, including: (i), reviewing Texas legal opinions and credit documentation regarding Reorganized Debtor and related to exit transaction matters, (ii) meeting and communicating internally and with the Debtors’ other professionals regarding developments in the Chapter 11 Cases regarding, among other things, negotiation and approval of the Plan, (iii) preparing, filing, and corresponding with Chambers regarding the Third, Fourth, and Fifth Amended Plan Supplements filed at Docket Nos. 2486, 2521, and 2612 as well as the modified voting declarations, (iv) conferring with co-counsel and analyzing the Court’s ruling in the adversary as it impacts the Plan Confirmation timeline, in addition, to preparing, filing, and corresponding with Chambers regarding extensions of plan confirmation timelines, (v) reviewing, revising, and filing the Omnibus Claims Objections and Notices of Satisfaction and submissions of proposed orders to Chambers and instructing Verita to serve subsequent Notices to claimants and counsel, as applicable, including notices to all creditors, (vi) assisting with preparing various pleadings and documents, including reviewing and updating the Global Notes to the Debtors’ Monthly Operating Reports and reviewing and summarizing the preliminary draft reports under review by the advisors and Debtors’ financial team, (vii) preparing and providing drafts and recommendations on the agendas, hearing notices, witness and exhibit lists, hearing preparation and required binders of exhibits, documents and pleadings, and obtaining hearing transcripts, (viii) attending to communications and coordination of responses to creditor inquiries in the cases, (ix) coordinating with Verita to monitor and direct implementation of service of pleadings, orders, notices and otherwise verifying service to all creditors and parties in interest, (x) reviewing and filing supplemental declarations in support of the retention of various estate professionals, including filing monthly fee statements, interim fee applications, and supplemental declarations of disinterestedness, and (xi) providing legal advice and services regarding local rules, practices, and procedures, including case law from courts within the Fifth Circuit and calculating and tracking important case deadlines, among other tasks.</p>	

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

In re:

WESCO AIRCRAFT HOLDINGS, INC.,¹

Reorganized Debtor.

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Chapter 11

Case No. 23-90611 (MI)

**SEVENTH AND FINAL FEE APPLICATION OF HAYNES
AND BOONE, LLP AS CO-COUNSEL TO THE DEBTORS
AND DEBTORS-IN-POSSESSION FOR THE PERIOD FROM
JUNE 1, 2023 THROUGH AND INCLUDING JANUARY 31, 2025**

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 days from the date this motion was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one days from the date this motion was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

Haynes and Boone, LLP (“Haynes Boone” or the “Firm”), co-counsel to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) hereby submits its *Seventh and Final Fee Application of Haynes and Boone, LLP as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from June 1, 2023 Through and Including January 31, 2025* (the “Final Application”). By this Final Application, Haynes Boone seeks final allowance of compensation for professional services provided in the amount of **\$3,163,323.00** and reimbursement of actual and necessary expenses in the amount of **\$87,792.07** for the period from June 1, 2023, through January 31, 2025 (the “Final Application Period”), for a total allowance of **\$3,251,115.07** during the Final Application Period. This amount includes fees in the amount of

¹ The captioned Reorganized Debtor is Incora Intermediate II LLC, the successor by merger to Wesco Aircraft Holdings, Inc. Its employer identification number is 33-2921953. Its principal office address and service address in this case is 2601 Meacham Blvd., Ste. 400, Fort Worth, TX 76137.

\$425,932.50 and expenses in the amount of \$1,072.11 (collectively, the “Seventh Interim Amounts”) incurred during the period from December 1, 2024, through January 31, 2025 (the “Seventh Interim Period”), as well as fees and expenses previously awarded in connection with prior interim fee applications covering the period from June 1, 2023, through November 30, 2024 (the “Prior Interim Applications”) in the aggregate amount of \$2,824,110.46. In support of the Final Application, Haynes and Boone 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. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are §§ 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), and Rule 2016-1 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”) and section V of the Procedures for Complex Cases in the Southern District of Texas (the “Complex Case Procedures”).

BACKGROUND

A. The Debtors’ Chapter 11 Cases

4. On June 1, 2023 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. By order of this Court, these chapter 11 cases (“Chapter 11 Cases”) became jointly administered that same day [Docket No. 73].

5. A description of the background of the Debtors and the events leading up to the filing of the voluntary petitions by the Debtors was provided at the inception of the cases in the

Declaration of Raymond Carney in Support of Chapter 11 Petitions and First Day Motions [Docket No. 13] (the “First Day Declaration”). This has since been further substantially updated through the filing and approval of the final and solicited disclosure statement in support of confirmation of the plans of reorganization in the cases, as well as through the filing of monthly operating reports that include updates on case developments.

B. Business Background and Case Status Summary

6. As set forth in more detail in the First Day Declaration and the more recent Final Approved Modified Second Amended Disclosure Statement, the Debtors are providers 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.

7. The bankruptcy cases have been active and involved numerous complex issues relating to the litigation over the prepetition recapitalization transaction as well as the ongoing issues arising during the Debtors business restructuring. The many activities are described in the numerous filings in the cases.

8. The formal restructuring of the Debtors was delayed in part given the significant litigation that was ongoing regarding the prepetition recapitalization transactions. But the Debtors remained focused on moving ahead as soon as those proceedings permitted.

9. The Debtors’ cases sought a restructuring not only of the balance sheet but also a substantial reorganization of the Debtors’ business, all with the goal of enhancing profitability and to change legacy systems that in the post Covid environment needed significant updating. Throughout the case, the Debtors, with the assistance of their professionals, have sought to emerge with a healthy balance sheet and enhanced business model. On August 23, 2024, the Debtors filed their *Debtors' Emergency Motion for Entry of an Order (I) Approving the Amended Disclosure Statement, (II) Approving Re-Solicitation of Classes 4 and 6 and Related Voting*

Procedures, (III) Approving Forms of Modified Ballots, (IV) Scheduling a Confirmation Hearing, (V) Establishing Notice and Objection Procedures, and (VI) Shortening the Notice and Objection Periods in Connection with the Foregoing [Docket No. 2030] (the “Re-Solicitation Motion”). On September 5, 2024, the Debtors filed their *Modified Second Amended Joint Chapter 11 Plan of Wesco Aircraft Holdings, Inc., et al.* [Docket No. 2082] and their *Disclosure Statement for the Modified Second Amended Joint Chapter 11 Plan of Wesco Aircraft Holdings, Inc., et al.* [Docket No. 2083] (the “Disclosure Statement”).

10. On September 5, 2024, after a hearing, the Court entered the *Order (I) Approving the Amended Disclosure Statement, (II) Approving Re-Solicitation of Classes 4 and 6 and Related Voting Procedures, (III) Approving Forms of Modified Ballots, (IV) Scheduling A Confirmation Hearing, (V) Establishing Notice and Objection Procedures, and (VI) Shortening the Notice and Objection Periods in Connection with the Foregoing* [Docket No. 2086] (the “Re-Solicitation Order”). Pursuant to the Re-Solicitation Order, the Court approved the Disclosure Statement and scheduled the hearing to consider confirmation of the Plan for October 7, 2024 (the “Confirmation Hearing”). On December 5, 2024, the Debtors filed the *Further Modified Second Amended Joint Chapter 11 Plan of Wesco Aircraft Holdings, Inc. et al.* (the “Plan”). That same day, the Court signed the *Order Setting Confirmation Schedule* [Docket No. 2412], which, among other things, established the confirmation hearing date and related deadlines. On December 30, 2024, the Debtors filed the *Debtors’ Emergency Motion to Approve Technically Corrected Confirmation Order* [Docket No. 2538]. On January 6, 2025, the Court entered the *Corrected Findings of Fact, Conclusions of Law, and Order (I) Confirming Further Modified Second Amended Joint Chapter 11 Plan of Wesco Aircraft Holdings, Inc. et al. and (II) Granting Related Relief* [Docket No. 2550] (the “Confirmation Order”).

11. Each of the conditions precedent to the occurrence of the effective date of the Plan set forth in Article IX of the Plan was satisfied or waived in accordance therewith, and the Plan became effective and was substantially consummated on January 31, 2025 (the “Effective Date”).

12. In accordance with Article II.C of the Plan, within 60 calendar days of the Effective Date, or as soon as reasonably practicable thereafter, all applications for payment of Retained Professional Fees (as defined in the Plan) must be filed and served in accordance with the Interim Compensation Order (as defined below). Distributions on account of Allowed Retained Professional Fees shall be made from the Professional Fee Escrow Account (as defined in the Plan) as soon as reasonably practicable after such claims become allowed in accordance with the Interim Compensation Order.

C. The Debtors’ Retention of Haynes Boone

13. On June 30, 2023, the Debtors filed the *Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of Haynes and Boone, LLP as Co-Counsel to the Debtors and Debtors in Possession Effective as of the Petition Date* [Docket No. 348] (the “Retention Application”). The Retention Application outlines the terms and conditions of Haynes Boone’s employment and compensation. The Firm is working in close coordination with the Debtors’ lead counsel, Milbank LLP, and as detailed herein sought to avoid duplication of efforts in the Firm’s role as Texas counsel.

14. On August 22, 2023, the Court entered its *Order Granting the Debtors’ Application for the Retention and Employment of Haynes and Boone, LLP as Co-Counsel for the Debtors and Debtors-in-Possession Effective as of the Petition Date* [Docket No. 672] (the “Retention Order”). A copy of the Retention Order is attached hereto as **Exhibit 1**.

15. Haynes Boone has diligently and efficiently performed the services for which it is seeking compensation on behalf of the Debtors and their estates. With respect to payments made to Haynes Boone prior to the Petition Date, except as set forth in the Retention Application, Haynes Boone has not received payment from any other source other than the Debtors for services provided in connection with these Chapter 11 Cases. In doing so, it has carefully coordinated with other counsel and professionals for the Debtors to avoid duplication and to stay consistent with the role and scope set forth in its Retention Application.

16. Haynes Boone has not shared, nor agreed to share, compensation it has received or may receive with any other party or person other than the Firm.

D. Previously Received Fees and Expenses by Prior Interim Compensation Orders

17. As disclosed in the Retention Application, in the one-year period prior to the Petition Date, Haynes Boone received payments totaling \$210,000.00 from the Debtors. Retention Application ¶ 20. Of this amount, \$100,000.00 was a retainer (the “Original Retainer”) and \$110,000.00 was a supplemental retainer (the “Supplemental Retainer”, and together with the Original Retainer, the “Retainer”) advanced by the Debtors for current services to be performed in connection with the preparation, filing, and prosecution of these Chapter 11 Cases. *Id.* Prior to the Petition Date and consistent with its engagement terms, Haynes Boone applied a portion of the Retainer to pay its prepetition fees and expenses. *Id.* As of the Petition Date, the Debtors did not owe Haynes Boone any amounts for legal services rendered before the Petition Date. *Id.*

18. On August 8, 2023, the Court entered its *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 606] (the “Interim Compensation Order”) setting forth procedures for professionals to serve monthly fee statements (each, a “Monthly Fee Statement”) on certain parties that would provide a detailed

statement of services rendered and expenses incurred for each month during the pendency of these cases. The Interim Compensation Order also established procedures for the filing of Interim Fee Applications on a three-month interval basis.

19. On October 18, 2023, pursuant to the Interim Compensation Order, Haynes Boone filed its *First Interim Fee Application of Haynes and Boone, LLP as Co-Counsel to the Debtors and Debtors-In-Possession for the Period from June 1, 2023 Through and Including August 31, 2023* [Docket No. 840] (the “First Interim Application”). On November 14, 2023, the Court entered its *Order Allowing Interim Compensation and Reimbursement of Expenses* [Docket No. 937] (the “First Interim Order”) granting the interim allowance of compensation and reimbursement of expenses in the total amount of **\$563,299.53**.

20. On January 22, 2024, pursuant to the Interim Compensation Order, Haynes Boone filed its *Second Interim Fee Application of Haynes and Boone, LLP as Co-Counsel to the Debtors and Debtors-In-Possession for the Period from September 1, 2023 Through and Including November 30, 2023* [Docket No. 1284] (the “Second Interim Application”). On February 15, 2024, the Court entered its *Order Allowing Interim Compensation and Reimbursement of Expenses* [Docket No. 1436] (the “Second Interim Order”) granting the interim allowance of compensation and reimbursement of expenses in the total amount of **\$399,875.11**.

21. On March 29, 2024, pursuant to the Interim Compensation Order, Haynes Boone filed its *Third Interim Fee Application of Haynes and Boone, LLP as Co-Counsel to the Debtors and Debtors-In-Possession for the Period from December 1, 2023 Through and Including February 29, 2024* [Docket No. 1614] (the “Third Interim Application”). On April 29, 2024, the Court entered its *Order Allowing Interim Compensation and Reimbursement of Expenses*

[Docket No. 1710] (the “Third Interim Order”) granting the interim allowance of compensation and reimbursement of expenses in the total amount of **\$672,669.06**.

22. On June 18, 2024, pursuant to the Interim Compensation Order, Haynes Boone filed its *Fourth Interim Fee Application of Haynes and Boone, LLP as Co-Counsel to the Debtors and Debtors-In-Possession for the Period from March 1, 2024 Through and Including May 31, 2024* [Docket No. 1849] (the “Fourth Interim Application”). On July 11, 2024, the Court entered its *Order Allowing Interim Compensation and Reimbursement of Expenses* [Docket No. 1892] (the “Fourth Interim Order”) granting the interim allowance of compensation and reimbursement of expenses in the total amount of **\$430,395.10**.

23. On October 3, 2024, pursuant to the Interim Compensation Order, Haynes Boone filed its *Fifth Interim Fee Application of Haynes and Boone, LLP as Co-Counsel to the Debtors and Debtors-In-Possession for the Period from June 1, 2024 Through and Including August 31, 2024* [Docket No. 2199] (the “Fifth Interim Application”). On October 25, 2024, the Court entered its *Order Allowing Interim Compensation and Reimbursement of Expenses* [Docket No. 2276] (the “Fifth Interim Order”) granting the interim allowance of compensation and reimbursement of expenses in the total amount of **\$363,103.85**.

24. On December 17, 2024, pursuant to the Interim Compensation Order, Haynes Boone filed its *Sixth Interim Fee Application of Haynes and Boone, LLP as Co-Counsel to the Debtors and Debtors-In-Possession for the Period from September 1, 2024 Through and Including November 30, 2024* [Docket No. 2498] (the “Sixth Interim Application”, and together with the First Interim Application, the Second Interim Application, Third Interim Application, Fourth Interim Application, and Fifth Interim Application, the “Prior Interim Applications”). On January 8, 2025, the Court entered its *Order Allowing Interim Compensation and Reimbursement*

of Expenses [Docket No. 2557] (the “Sixth Interim Order”) granting the interim allowance of compensation and reimbursement of expenses in the total amount of **\$394,767.81**.

25. During the Seventh Interim Period, Haynes Boone filed the following Monthly Fee Statements (collectively, the “Monthly Fee Statements”), which are incorporated herein by reference:

- a. *Eighteenth Monthly Fee Statement of Haynes and Boone, LLP, as Co-Counsel for the Debtors and Debtors-in-Possession for Allowance of Compensation and Reimbursement of Expenses for the Period from December 1, 2024 Through December 31, 2024* [Docket No. 2603] (the “Eighteenth Monthly Fee Statement”); and
- b. *Nineteenth Monthly Fee Statement of Haynes and Boone, LLP, as Co-Counsel for the Debtors and Debtors-in-Possession for Allowance of Compensation and Reimbursement of Expenses for the Period From January 1, 2025 Through January 31, 2025* [Docket No. 2677] (the “Nineteenth Monthly Fee Statement”).

26. Pursuant to the Interim Compensation Order, if no objection is timely received, Haynes Boone is entitled to receive payment of 80% of its requested fees and 100% of its requested expenses for services rendered for the period covered by each Monthly Fee Statement. Below is a summary chart of amounts requested by Haynes Boone and paid by the Debtors during the Seventh Interim Period:

Fee Statement Application Period	Date Filed	Amount Requested	Date and Amount Paid	Amount Outstanding
Eighteenth Monthly Fee Statement 12/01/24 to 12/31/24	01/27/25 [Docket No. 2603]	\$188,675.11 (80% of \$234,557.50 in fees and 100% of \$1,029.11 in expenses)	02/14/25 \$188,675.11	\$46,911.50
Nineteenth Monthly Fee Statement 01/01/25 to 01/31/25	02/19/25 [Docket No. 2677]	\$153,143.00 (80% of \$191,375.00 in fees and 100% of \$43.00 in expenses)	\$0 as of the date hereof ²	\$191,418.00
TOTAL DUE AS OF FILING OF APPLICATION:				\$238,329.50

² Pursuant to the Interim Compensation Order, Haynes Boone filed its Nineteenth Monthly Fee Statement on February 19, 2025. The objection deadline for the Nineteenth Monthly Fee Statement expires on March 5, 2025. Accordingly, the Debtors have not reflected the payment of Haynes Boone’s fees and expenses due under the Nineteenth Monthly Fee Statement. Once paid, Haynes Boone will adjust the amounts payable in the proper manner.

STATEMENT PURSUANT TO U.S TRUSTEE GUIDELINES

27. Pursuant to the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the “U.S. Trustee Guidelines”) established by the United States Trustee, Haynes Boone states as follows:

Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees, or terms for services pertaining to this engagement that were provided during the application period?	No.
If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?	N/A.
Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?	No.
Does the fee application include time or fees related to reviewing, revising, or redacting time records or preparing, reviewing, or revising invoices?	Yes.
If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation?	Yes, rates were increased effective February 1, 2024, and again effective December 1, 2024, after notice to the Debtors, the UCC, and the United States Trustee. In the Retention Application, Haynes Boone disclosed that hourly rates may be adjusted periodically.
Rates in Application are higher than those approved or disclosed at retention?	No.

APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES

28. By this Final Application, Haynes Boone seeks final allowance and approval of compensation for professional services rendered to the Debtors in the amount of **\$3,163,323.00** and reimbursement of actual expenses incurred in connection with such services in the amount of **\$87,792.07** for the Final Application Period, for a total allowance of **\$3,251,115.07** during the Final Application Period. This amount includes interim fees in the amount of \$425,932.50 and expenses in the amount of \$1,072.11 incurred during the Seventh Interim Period, as well as fees

and expenses previously awarded in orders granting the Prior Interim Applications covering the period from June 1, 2023 through November 30, 2024 in the aggregate amount of \$2,824,110.46.

**PROFESSIONAL SERVICES RENDERED BY
HAYNES BOONE DURING THE SEVENTH INTERIM PERIOD**

A. Customary Billing Disclosures

29. Haynes Boone's hourly rates are set at a level to compensate Haynes Boone fairly for the work of its attorneys and paraprofessionals and to cover fixed and ongoing business expenses. The hourly rates and corresponding rate structure utilized by Haynes Boone in these Chapter 11 Cases are equivalent to the hourly rates and corresponding rate structure used by Haynes Boone for other restructuring matters, as well as similar complex corporate, securities, finance and litigation matters, regardless of whether a fee application is required.

30. Pursuant to the U.S. Trustee Guidelines, attached hereto as **Exhibit 2** is Haynes Boone's budget for the Seventh Interim Period, and attached hereto as **Exhibit 3** is Haynes Boone's staffing plan for the Seventh Interim Period, which reflects Haynes Boone's current best estimate of the professionals and paraprofessionals required to properly staff this matter under the current arrangements and allocations of responsibilities. Additionally, pursuant to the U.S. Trustee Guidelines, the following additional exhibits are attached hereto:

Exhibit 4 – Customary and Comparable Disclosures with Fee Application

Exhibit 5 – Summary of Timekeepers Included in this Final Application for both the Seventh Interim Period and the Final Application Period

Exhibit 6 – Summary of Compensation Requested by Matter Category for both the Seventh Interim Period and the Final Application Period

Exhibit 7 – Summary of Expenses for both the Seventh Interim Period and the Final Application Period

Exhibit 8 - Haynes Boone Invoices for the Seventh Interim Period

B. Services Rendered by Haynes Boone During the Seventh Interim Period

31. During the Seventh Interim Period, Haynes Boone's hourly billing rates for attorneys and paraprofessionals ranged from \$525.00 to \$1,850.00 per hour. Allowance of compensation in the amount requested would result in a blended hourly billing rate of \$980 for the Seventh Interim Period and \$862 for the Final Application Period, which represents all timekeepers who incurred time in each respective period at Haynes Boone's regular billing rates in effect at the time of the performance of services and is comparable to the hourly rates charged by other professionals in the market area. Pursuant to the U.S. Trustee Guidelines, a chart reflecting customary and comparable compensation disclosures (which includes all timekeepers by category across all of Haynes Boone domestic offices compared to those billed in these Chapter 11 Cases) is attached as **Exhibit 4**.

32. Haynes Boone's professional services performed on behalf of the Debtors during the Final Application Period required an aggregate expenditure of 3,668.4 recorded hours by Haynes Boone's partners, counsel, associates, and paraprofessionals, with an emphasis on having nonpartner attorneys handle the numerous matters arising in the cases. Of the aggregate time expended, 1,040.2 recorded hours were expended by Haynes Boone partners, 26.3 recorded hours were expended by counsel, 2,079.1 recorded hours were expended by associates, and 522.8 recorded hours were expended by paralegals. A chart summarizing time expended by timekeepers during both the Seventh Interim Period and the Final Application Period is attached as **Exhibit 5**.

33. To ensure appropriate monitoring of ongoing services and to otherwise maintain appropriate accounting, Haynes Boone allocated time expended and expenses incurred to separately numbered billing categories. The following is a summary, by matter category, of professional services rendered by Haynes Boone during the Seventh Interim Period. A summary

chart of hours and fees related to each matter category for both the Seventh Interim Period and the Final Application Period is attached hereto as **Exhibit 6**.

34. Haynes Boone provided extensive, necessary, and valuable services to the Debtors during the Seventh Interim Period with respect to these chapter 11 cases. Haynes Boone provided the Debtors with a wide range of services including (i) legal advice, (ii) administration of these cases, (iii) drafting of pleadings and other documents filed with the Court; (iv) the preparation of notices, agendas, witness and exhibit lists and other procedural support for numerous hearings throughout the cases; and (v) numerous other duties incident to the Debtors' operations in chapter 11 under the Court's supervision and the required notices to creditors. This has been particularly focused on assisting the Debtors and Milbank as lead counsel on the matters concerning the approval of the Plan in the cases. Haynes Boone has maintained written records of time expended by its attorneys and paraprofessionals in rendering professional services to the Debtors, which records are made substantially contemporaneously with the rendition of those services. The Firm's attorneys and paraprofessionals have regularly remained available after hours and even overnight as needed to ensure the Debtors' representation needs were met. Pursuant to the Complex Case Procedures, copies of the invoices of Haynes Boone for services rendered and expenses incurred during the Seventh Interim Period are attached hereto collectively as **Exhibit 8**.³

35. During the Seventh Interim Period, Haynes Boone assisted the Debtors with the myriad of matters arising from the restructuring of their business, which operates on a global scale, and the prosecution of their bankruptcy cases. As described in more detail below, during the Seventh Interim Period, Haynes Boone advised the Debtors on a broad range of issues, was intimately involved in many aspects of the Debtors' bankruptcy cases, and worked with the

³ Invoices for Haynes Boone's services rendered and expenses incurred during the Prior Interim Periods were attached to each of the respective Interim Fee Applications.

Debtors, their advisors and other interested parties to maximize the value of the Debtors' estates for the benefit of creditors.

- a. **Matter 6 – Asset Disposition and Sales:** Fees: \$2,383.00; Hours: 2.5. The fees in this category relate to reviewing and analyzing authorities regarding the transfer of assets under section 363.
- b. **Matter 8 – Business Operations - MORs:** Fees: \$13,910.00; Hours: 12.1. The fees in this category relate to accounting and reporting requirements that include reviewing, analyzing, and filing of the Debtors' monthly operating reports.
- c. **Matter 9 – Case Administration – UST Conferences, Status Conferences:** Fees: \$1,845.00; Hours: 3.0. The fees in this category relate to time spent on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services related to the Debtors' Chapter 11 Cases, including obtaining hearing transcripts and coordinating service matters with the Debtors' claims and noticing agent.
- d. **Matter 10 – Claims Administration and Objections:** Fees: \$50,700.00; Hours: 54.3. The fees in this category relate to working on omnibus and individual objections to certain claims and notices of satisfaction of claims, as well as responding to inquiries from creditors concerning the status of their claims. Services rendered under this billing category were necessary to assist the Debtors in addressing claims against the Debtors' estates.
- e. **Matter 12 – Fee-Employment Applications:** Fees: \$48,432.50; Hours: 55.9. The Firm served as a liaison and coordinator for the professionals in ensuring disclosures and filings were timely made regarding the services provided. The fees in this category relate to reviewing, revising and filing the fee statements and fee

applications for a number of different professionals, including Haynes Boone, Milbank LLP, Alvarez & Marsal North America, LLC, PJT Partners LP and PwC US Tax LLP; reviewing, analyzing for privilege preservation, and supporting billing data to draft exhibits to Monthly Fee Statements; drafting and service in compliance with other orders of Monthly Fee Statements and exhibits related thereto; and reviewing and revising supplemental declarations in support of the retention applications for Haynes Boone and Alvarez & Marsal North America, LLC.

f. **Matter 17 – Plan and Disclosure Statement: Fees: \$294,624.50; Hours: 292.0.**

The fees in this category relate to reviewing, revising, and seeking approval of the Further Modified Second Amended Plan and other materials related to the Plan; reviewing and revising several notices regarding the status the mediation and Plan confirmation timeline; reviewing credit documents and revising Texas legal opinions; attending conferences with the Debtors' teams to discuss relevant matters; and advising on exit strategy and related matters.

g. **Matter 30 – Executory Contracts & Lease Matters: Fees: \$6,997.50; Hours:**

6.9. The fees in this category relate to preparation and filing of the SAP Rejection Motion and correspondence with additional executory contract counterparties.

h. **Matter 34 – Creditor Communications: Fees: \$7,040.00; Hours: 7.7.** The fees in this category relate to all aspects of communicating with the Debtors' creditors, including responding to requests for information from government entities, stakeholders, and other interested parties in the Chapter 11 Cases.

C. Actual and Necessary Expenses Incurred by Haynes Boone

36. Haynes Boone requested expenses incurred during the Seventh Application Period in the Monthly Fee Statements. Haynes Boone has incurred \$1,072.11 in direct out-of-

pocket expenses in providing professional services during the Seventh Interim Period and a total of \$87,792.07 in expenses for the entire Final Application Period.

37. Line-items of the expenses from the Seventh Interim Period are reflected in the invoices included in **Exhibit 8**. Additionally, a chart summarizing Haynes Boone's expenses incurred by category during both the Seventh Interim Period and the Final Application Period is attached as **Exhibit 7**. These expenses do not include overhead charges but are intended to cover Haynes Boone's direct operating costs, which costs are not incorporated into Haynes Boone's billing rates.

RELIEF REQUESTED AND BASIS THEREFOR

38. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual necessary expenses." 11 U.S.C. § 330(a)(1).

39. Once the court determines that a service was necessary, it also assesses the reasonable value of the service. 11 U.S.C. § 303(a)(3). Section 330(a)(3) of the Bankruptcy Code sets forth the criteria for the award of such compensation and reimbursement, stating:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, extent, and the value of such services, taking into account all relevant factors, including—

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

(E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

(F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

40. In determining the reasonableness of fees, courts routinely “employ the twelve factors set forth in *Johnson v. Ga. Highway Express, Inc.*, 488 F.2d 714, 717-19 (5th Cir. 1974).” *Staiano v. Cain (In re Lan Assocs. XI, L.P.)*, 192 F.3d 109, 123 (3d Cir. 1999). These factors include: (1) the time and labor required; (2) the novelty and difficulty of the questions; (3) the skill requisite to perform the legal service properly; (4) the preclusion of employment by the attorney due to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation and ability of the attorneys; (10) undesirability of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases. *Id.* at n.8.

41. During the Final Application Period, Haynes Boone devoted substantial time and effort to addressing the numerous issues involved in these chapter 11 cases as described above. Haynes Boone respectfully submits that the services for which it seeks compensation in this Final Application were, at the time rendered, believed to be necessary to effectively represent the Debtors, were performed economically, effectively, and efficiently. Because Haynes Boone’s services benefitted the bankruptcy estates, Haynes Boone respectfully submits that it performed “actual and necessary” services compensable under section 330 of the Bankruptcy Code.

42. The services provided by Haynes Boone were necessary and beneficial to the Debtors and their estates. The time spent by Haynes Boone and the rates charged by the Firm

were reasonable and necessary to protect the Debtors' estates and to maximize the benefit to their creditors consistent with the *Johnson* factors adopted by the Fifth Circuit in *In re First Colonial Corp.*, 544 F.2d 1291, 1299 (5th Cir. 1977) as follows:

A. The Time and Labor Required

43. Haynes Boone professionals and paraprofessionals spent a combined total of 3,668.4 hours rendering legal services to the Debtors during the Final Application Period covering the entire bankruptcy process, including 434.4 hours for services rendered during the Seventh Interim Period. A breakdown of the total amount of fees and time expended is reflected in the exhibits attached hereto. All tasks performed during the Application Period were reasonable and necessary in furtherance of the Debtors' bankruptcy cases.

44. All professionals involved in the rendering of services in these proceedings made a deliberate effort to avoid any unnecessary duplication of work and time expended. Where more routine tasks were involved, Haynes Boone used the talents of its paralegals and support staff to reduce the total fees in these cases without sacrifice to the quality of the services provided.

B. The Novelty and Difficulty of the Case

45. Haynes Boone's representation of the Debtors required a high degree of skill and understanding of the complex issues in these Chapter 11 Cases. This bankruptcy involved highly complex issues, many of which were novel and fact intensive. The professionals in the case were of the highest caliber. As assisting Texas counsel, it remained important in this role to remain informed on the developments in the cases. The complex issues present in these Chapter 11 Cases required the Debtors to retain professionals with a comprehensive knowledge of the Bankruptcy Code, the Bankruptcy Rules, the Complex Case Procedures, and the Local Rules. The complexity of the cases is evident from the disputes regarding the Debtors' prepetition transactions and litigation concerning its capital structure.

C. The Skill Requisite to Perform the Legal Services

46. Haynes Boone attorneys working on these cases possess the necessary skills required to perform the legal services involved, especially bankruptcy expertise and extensive experience practicing before this Court as well as knowledge of its local rules and procedures. On frequent occasions the Firm's attorneys and paraprofessionals were required to work into the late evening and overnight to help ensure necessary filings were made on pressing matters in the cases. Haynes Boone effectively and efficiently utilized the various levels of experience and seniority of its attorneys and paralegals to meet the requirements of the tasks that were presented.

D. The Preclusion of Other Employment due to Acceptance of the Case

47. Haynes Boone was precluded from accepting representation of certain other entities by virtue of its representation of these Debtors and due to the size, complexity and exigency of these cases requiring attorneys to be available at a moment's notice. However, Haynes Boone was not precluded from taking other employment in other matters.

E. The Customary Fee for Similar Work in the Community

48. Haynes Boone sets its fees based upon available market data for similarly sized firms. The hourly rates charged by Haynes Boone are reasonable based upon the customary compensation charged by comparably skilled practitioners in bankruptcy matters and similar corporate or litigation matters. The blended rate for all of Haynes Boone's attorneys and paraprofessionals in these Chapter 11 Cases was \$980 during the Seventh Interim Period and \$862 for the Final Application Period, which is comparable to and generally lower than the hourly rates charged by other professionals in the market area.

49. If the Debtors were not in Chapter 11, Haynes Boone would ordinarily charge the Debtors and expect to receive an amount equal to the amounts requested in this Final Application for professional services. Moreover, the fees and rates charged by Haynes Boone are the same or

lower than fees and rates charged by comparable law firms in Texas for work performed by attorneys of commensurate experience in bankruptcy and other fields of law. Haynes Boone submits that under all of the criteria normally examined in bankruptcy cases and based on the factors to be considered in accordance with section 330(a) of the Bankruptcy Code, the results achieved in these Chapter 11 Cases justify an allowance of compensation in the requested amounts. Notably, this Court has already approved the terms of employment between Haynes Boone and the Debtors under section 330(a)(1) of the Bankruptcy Code.

F. Whether Fees are Fixed or Contingent

50. Haynes Boone's representation of the Debtors in these Chapter 11 Cases did not involve a fixed or contingent fee arrangement. Haynes Boone's expectation upon accepting this representation was that Haynes Boone would receive compensation for professional services rendered at the hourly rates as set forth in the Retention Application, subject to this Court's approval.

G. Time Pressures Imposed by Client or Circumstances

51. During the Seventh Interim Period, and throughout the Final Application Period, these Chapter 11 Cases have involved issues and events requiring expedited responses and actions by Haynes Boone to facilitate prompt and informed actions by the Debtors. In particular, this has necessitated on frequent occasions to need to review, comment, and file pleadings and briefing in the Chapter 11 Cases well after the close of business and on occasion, overnight. The logistics involved were substantial and required a considered allocation of effort and resources by the Firm's attorneys and paraprofessionals. Haynes Boone believes that costs to the bankruptcy estates, such as fees for professional services, have been as efficient as possible, and Haynes Boone worked diligently to maximize the value of the estates for the benefit of all creditors.

H. The Work Involved and Results Obtained

52. This has been a successful restructuring for the Debtors' business. The skill and experience of Haynes Boone's professionals have helped and continue to help the Debtors efficiently navigate the Chapter 11 process. The services provided by Haynes Boone enabled the Debtors to successfully operate their business as debtors-in-possession and confirm the Plan. Negotiation of the Plan involved several months of negotiations among the Debtors and their key constituents, resulting in a significant deleveraging of the Debtors' balance sheet, and enabling the Debtors to emerge from Chapter 11 and continue their operations as a going concern.

I. The Experience, Reputation, and Ability of the Attorneys

53. The Haynes Boone attorneys working on these chapter 11 cases possess extensive experience in the representation of chapter 11 Debtors and enjoy an excellent reputation in many areas of the law, especially restructuring matters. Haynes Boone is a full-service international law firm with nearly 700 attorneys with offices throughout Texas, in Charlotte, Chicago, Denver, New York City, Northern Virginia, Orange County, Palo Alto, San Francisco, Washington, D.C., London, Mexico City, and Shanghai. Haynes Boone has represented all types of entities in liquidation and reorganization cases in the State of Texas and elsewhere throughout the nation.

J. The Undesirability of the Cases

54. Representation of the Debtors in these Chapter 11 Cases has not been undesirable for Haynes Boone.

K. The Nature and Length of the Professional Relationship with the Client

55. Haynes Boone's relationship was recent and not longstanding with the engagement of the Firm by the Debtors commencing on April 27, 2023, the date of the Engagement Letter between the Firm and the Debtors, with very little advance relationship or exchanges.

L. Awards in Similar Cases

56. The Firm's fees requested are comparable with fee awards approved in similar cases by counsel with similar talent, experience, and sophistication.

CONCLUSION

57. In conclusion, Haynes Boone's services provided to the Debtors during the Final Application Period were necessary and beneficial to the administration of the Debtors' estates. Haynes Boone performed these services in an efficient and effective manner consistent with the complexity, importance, nature of issues, problems and tasks performed on behalf of the Debtors' estates. The Firm requests that the Court approve that the nature and value of the services performed by the Firm were appropriate and necessary for the benefit of the estates and their creditors.

WHEREFORE, Haynes Boone requests the entry of an order, substantially in the form attached hereto, (a) finally approving requested fees in the amount of **\$3,163,323.00** and expenses in the amount of **\$87,792.07** for the Final Application Period; (b) authorizing the Debtors to promptly pay Haynes Boone the sum of **\$238,329.50** unpaid at the time of filing of this Final Application for fees and expenses incurred during the Seventh Interim Period that remain unpaid; and (c) grant Haynes Boone such other and further relief as is just and proper.

Dated: February 21, 2025

Respectfully submitted,

/s/ Charles A. Beckham, Jr.

Charles A. Beckham, Jr. (TX Bar No. 02016600)
Patrick L. Hughes (TX Bar No. 10227300)
Martha Wyrick (TX Bar No. 24101606)
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*Counsel to the Debtors and Debtors in
Possession*

Certificate of Service

I certify that on February 21, 2025, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for 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' noticing agent.

/s/ Charles A. Beckham, Jr.
Charles A. Beckham, Jr.

EXHIBIT 1

RETENTION ORDER

ENTERED

August 22, 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.,¹**

Debtors.

Case No. 23-90611 (DRJ)

Chapter 11

(Jointly Administered)

**ORDER GRANTING THE DEBTORS' APPLICATION FOR
THE EMPLOYMENT AND RETENTION OF HAYNES AND
BOONE, LLP AS CO-COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION EFFECTIVE AS OF THE
PETITION DATE**

(Docket No. 348)

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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Upon the application (the “*Application*”)² of the above-captioned debtors (collectively, the “*Debtors*”) for the entry of an order (this “*Order*”) authorizing the Debtors to retain and employ Haynes and Boone, LLP (“*Haynes and Boone*”) as co-counsel effective as of the Petition Date, and the Court having jurisdiction to decide the Application and to enter this Order pursuant to 28 U.S.C. § 1334; and consideration of the Application 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 Application 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 Application and in the record, including the Beckham Declaration and the Carney Declaration (together, the “*Declarations*”); establish just cause for entry of this Order; and it appearing that entry of this Order is in the best interests of the Debtors’ estates; it is hereby **ORDERED** that:

1. The Debtors are authorized to retain and employ Haynes and Boone as their co-counsel, effective as of the Petition Date, on the terms set forth in the Application and the Declarations, as modified by this Order.

2. Haynes and Boone is authorized to perform the services set forth in the Application and the Beckham Declaration.

3. Haynes and Boone shall use reasonable efforts to avoid any duplication of services provided by the Debtors’ other retained professionals.

4. Haynes and Boone shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, and any other applicable procedures and orders of the Court. For

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

billing purposes, Haynes and Boone shall keep its time in one tenth (1/10) hour increments.

5. Prior to filing a fee statement or fee application reflecting an increase to Haynes and Boone's rates, Haynes and Boone shall provide ten (10) business days' notice to the U.S. Trustee and to any official committee that may be appointed in these Chapter 11 Cases. The U.S. Trustee shall retain the right to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the power to review any rate increase pursuant to section 330 of the Bankruptcy Code.

6. Haynes and Boone is authorized, but not required, to apply any portion of the Retainer to satisfy the payment of any Court-approved postpetition fees and expenses. At the conclusion of Haynes and Boone's engagement by the Debtors for these Chapter 11 Cases, if the amount of any Retainer held by Haynes and Boone is in excess of the amount of Haynes and Boone's outstanding and Court-approved fees, expenses, and costs, then Haynes and Boone will pay to the Debtors the amount by Retainer exceeds such Court-approved fees, expenses and costs.

7. Notwithstanding anything to the contrary in the Application or the Declarations attached to the Application, Haynes and Boone shall not be entitled to reimbursement for fees and expenses in connection with any objection to its fees, without further order of the Court.

8. Haynes and Boone shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Haynes and Boone to provide services to the Debtors

and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

9. Haynes and Boone will review its files periodically during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Haynes and Boone will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

10. To the extent the Application or the Declarations are inconsistent with this Order, the terms of this Order shall govern.

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

12. The Debtors and their agents are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

13. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Signed: August 22, 2023.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 2**BUDGET FOR FINAL APPLICATION PERIOD¹**

Matter No.	Matter Name	Hours Budgeted	Fees Budgeted
3	First/Second Day Motions and related relief	0	\$0
4	Hearings/Trials, including First- and Second-Day Hearings	0	\$0
6	Asset Disposition & Sales	0	\$0
7	Avoidance Action Litigation	0	\$0
8	Business Operations – MORs	10	\$9,000
9	Case Administration including UST Conferences, Status Conferences, and other case matters	5	\$4,500
10	Claims Administration and Objections	15	\$13,500
12	Fee-Employment Applications-all professionals	40	\$67,500
13	Fee-Employment Objections	0	\$0
14	Financing – Cash Collateral/DIP/Exit	50	\$36,000
15	Litigation – Non-Avoidance Actions; 2004 Discovery	0	\$9,000
16	Meetings of Creditors	0	\$0
17	Plan and Disclosure Statement	160	\$144,000
18	Relief from Stay Proceedings	0	0
23	Schedules & SOFAs	0	0
28	International Affiliate Matters	0	\$0
30	Executory Contracts & Lease Matters	0	0
31	362/Stay Relief	0	\$0
34	Creditor Communications; Vendor action	5	\$4,500
	TOTALS:	285	\$279,000

Client Name: Wesco Aircraft Holdings, Inc., et al.
 Case Number: 23-90611 (MI) (Jointly Administered)
 Applicant's Name: Haynes and Boone, LLP
 Date of Application: February 21, 2025
 Interim or Final: Final

¹ This Budget is for the Seventh Interim Period and assumes a blended hourly rate of \$900.00. Budgets for prior periods are contained in the Prior Interim Applications.

EXHIBIT 3**STAFFING PLAN¹**

Category of Timekeeper (Using categories maintained by the firm)	Number of Timekeepers Expected to Work on matter during budget period	Average Hourly Billing Rate
Partner/Shareholder:	2	\$1325
Counsel (including Senior Counsel)	1	\$1,050
Associate	4	\$700
Paralegal / Professional Staff	3	\$510

Haynes and Boone provides this staffing plan (the “Staffing Plan”) pursuant to the *Office of the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*. The Staffing Plan is Haynes Boone’s current best estimate of the professionals and paraprofessionals required to properly staff this matter for the immediate future and is subject to change as the case develops.

Client Name:	Wesco Aircraft Holdings, Inc., et al.
Case Number:	23-90611 (MI) (Jointly Administered)
Applicant’s Name:	Haynes and Boone, LLP
Date of Application:	February 21, 2025
Interim or Final	Final

¹ This Staffing Plan is for the Seventh Interim Period. Staffing Plans for prior periods are contained in the Prior Interim Applications.

EXHIBIT 4**CUSTOMARY AND COMPARABLE COMPENSATION
DISCLOSURES WITH FEE APPLICATION**

Category of Timekeeper (using categories already maintained by the firm)	Blended Hourly Rate	
	Billed firmwide for the preceding year (01/01/24-12/31/24)¹	Billed In this Fee Application
Partner	\$977	\$1,320
Counsel	\$759	\$1,107
Associate	\$660	\$714
Paralegal	\$380	\$529
All Lawyers Average	\$810	\$918

Client Name: Wesco Aircraft Holdings, Inc., et al.
 Case Number: 23-90611 (MI) (Jointly Administered)
 Applicant's Name: Haynes and Boone, LLP
 Date of Application: February 21, 2025
 Interim or Final: Final

¹ These amounts are a weighted average of all lawyers across all Haynes Boone domestic offices for the one-year period from January 1, 2024 through December 31, 2024.

EXHIBIT 5**SUMMARY OF TIMEKEEPERS INCLUDED IN THIS FEE APPLICATION
(Seventh Interim Period)**

<u>Professional</u>	<u>Title</u>	<u>Hourly Rate</u>	<u>Total Hours</u>	<u>Total Fees</u>
Paul H. Amiel	Partner	\$1,575	3.5	\$5,512.50
Charles A. Beckham, Jr.	Partner	\$1,850	33.9	\$62,715.00
Sakina Foster	Partner	\$1,325	11.9	\$15,767.50
Patrick L. Hughes	Partner	\$1,300	64.9	\$84,370.00
Kourtney Lyda	Counsel	\$1,250	3.0	\$3,750.00
Whitley Johnson	Associate	\$950	16.8	\$15,960.00
Imaan Patel	Associate	\$790	6.5	\$5,135.00
Re’Necia Sherald	Associate	\$850	231.8	\$197,030.00
Kim Morzak	Paralegal	\$625	10.8	\$6,750.00
Kenneth Rusinko	Paralegal	\$625	20.1	\$12,562.50
Jodi Valencia	Paralegal	\$525	31.2	\$16,380.00
TOTALS:			434.4	\$425,932.50

Client Name:	Wesco Aircraft Holdings, Inc., et al.
Case Number:	23-90611 (MI) (Jointly Administered)
Applicant’s Name:	Haynes and Boone, LLP
Date of Application:	February 21, 2025
Interim or Final	Final

EXHIBIT 5**SUMMARY OF TIMEKEEPERS INCLUDED IN THIS FEE APPLICATION
(Final Application Period)**

<u>Professional</u>	<u>Title</u>	<u>Hourly Rate</u>	<u>Total Hours</u>	<u>Total Fees</u>
Paul H. Amiel	Partner	\$1,575	3.5	\$5,512.50
Charles A. Beckham, Jr.	Partner	\$1,550	153.4	\$237,770.00
		\$1,700	132.9	\$225,930.00
		\$1,850	33.9	\$62,715.00
Sakina Foster	Partner	\$1,325	11.9	\$15,767.50
Patrick L. Hughes	Partner	\$1,100	263.1	\$289,410.00
		\$1,200	374.4	\$449,280.00
		\$1,300	64.9	\$84,370.00
Kelli Norfleet	Partner	\$1,000	2.2	\$2,200.00
Kourtney Lyda	Counsel	\$1,050	14.3	\$15,015.00
		\$1,150	9.0	\$10,350.00
		\$1,250	3.0	\$3,750.00
Jordan Chavez	Associate	\$900	2.0	\$1,800.00
Whitley Johnson	Associate	\$950	16.8	\$15,960.00
Imaan Patel	Associate	\$550	42.8	\$23,540.00
		\$675	72.6	\$49,005.00
		\$790	6.5	\$5,135.00
Re’Necia Sherald	Associate	\$630	788.6	\$496,818.00
		\$750	854.6	\$640,950.00
		\$850	231.8	\$197,030.00
Martha Wyrick	Associate	\$850	57.8	\$49,130.00
		\$975	5.6	\$5,460.00

<u>Professional</u>	<u>Title</u>	<u>Hourly Rate</u>	<u>Total Hours</u>	<u>Total Fees</u>
Kim Morzak	Paralegal	\$525	47.3	\$24,832.50
		\$575	59.2	\$34,040.00
		\$625	10.8	\$6,750.00
Kenneth Rusinko	Paralegal	\$525	127.4	\$66,885.00
		\$575	73.8	\$42,435.00
		\$625	20.1	\$12,562.50
Alecia Tipton	Paralegal	\$400	1.8	\$720.00
Jodi Valencia	Paralegal	\$475	151.2	\$71,820.00
		\$525	31.2	\$16,380.00
TOTALS:			3,668.4	\$3,163,323.00

Client Name:	Wesco Aircraft Holdings, Inc., et al.
Case Number:	23-90611 (MI) (Jointly Administered)
Applicant's Name:	Haynes and Boone, LLP
Date of Application:	February 21, 2025
Interim or Final	Final

EXHIBIT 6**SUMMARY OF COMPENSATION REQUESTED BY MATTER CATEGORY
(Seventh Interim Period)**

Matter No.	Matter Name	Total Hours	Total Fees Requested
6	Asset Disposition & Sales	2.5	\$2,383.00
8	Business Operations – MORs	12.1	\$13,910.00
9	Case Administration – UST Conferences, Status Conferences	3.0	\$1,845.00
10	Claims Administration and Objections	54.3	\$50,700.00
12	Fee-Employment Applications	55.9	\$48,432.50
17	Plan and Disclosure Statement	292.0	\$294,624.50
30	Executory Contracts & Lease Matters	6.9	\$6,997.50
34	Creditor Communications	7.7	\$7,040.00
	Totals:	434.4	\$425,932.50

Client Name:	Wesco Aircraft Holdings, Inc., et al.
Case Number:	23-90611 (MI) (Jointly Administered)
Applicant's Name:	Haynes and Boone, LLP
Date of Application:	February 21, 2025
Interim or Final	Final

EXHIBIT 6**SUMMARY OF COMPENSATION REQUESTED BY MATTER CATEGORY
(Final Application Period)**

Matter No.	Matter Name	Total Hours	Total Fees Requested
3	First/Second Day Motions	125.9	\$101,367.50
4	Hearings/Trials	23.6	\$15,056.00
6	Asset Disposition & Sales	2.5	\$2,383.00
8	Business Operations – MORs	106.3	\$98,686.50
9	Case Administration – UST Conferences, Status Conferences	229.2	\$166,726.50
10	Claims Administration and Objections	347.0	\$288,597.00
12	Fee-Employment Applications	814.8	\$621,554.00
14	Financing – Cash Collateral/DIP/Exit	40.0	\$34,790.00
15	Litigation – Non-Avoidance Actions	333.5	\$312,008.50
16	Meetings of Creditors	9.2	\$7,398.50
17	Plan and Disclosure Statement	1,291.4	\$1,211,688.50
18	Relief from Stay Proceedings	19.2	\$15,991.50
23	Schedules & SOFAs	58.4	\$42,541.00
30	Executory Contracts & Lease Matters	149.3	\$124,998.50
31	362/Stay Relief	35.5	\$30,119.00
34	Creditor Communications	82.6	\$89,417.00
	Totals:	3,668.4	\$3,163,323.00

Client Name:	Wesco Aircraft Holdings, Inc., et al.
Case Number:	23-90611 (MI) (Jointly Administered)
Applicant's Name:	Haynes and Boone, LLP
Date of Application:	February 21, 2025
Interim or Final	Final

EXHIBIT 7**SUMMARY OF EXPENSES FOR APPLICATION PERIOD
(Seventh Interim Period)**

Expense Category	Total Amount for Application Period
Meals & Entertainment	\$40.81
Transcripts and Tapes of Hearings	\$1,004.30
Travel Expense	\$27.00
Total:	\$1,072.11

Client Name:	Wesco Aircraft Holdings, Inc., et al.
Case Number:	23-90611 (MI) (Jointly Administered)
Applicant's Name:	Haynes and Boone, LLP
Date of Application:	February 21, 2025
Interim or Final	Final

EXHIBIT 7**SUMMARY OF EXPENSES FOR APPLICATION PERIOD
(Final Application Period)**

Expense Category	Total Amount for Application Period
Filing Fee Expense	\$76,960.00
Meals and Entertainment	\$4,273.66
Special Delivery Courier Service	\$25.65
Transcripts and Tapes of Hearings	\$5,597.90
Travel Expense	\$934.86
Total:	\$87,792.07

Client Name:	Wesco Aircraft Holdings, Inc., et al.
Case Number:	23-90611 (MI) (Jointly Administered)
Applicant's Name:	Haynes and Boone, LLP
Date of Application:	February 21, 2025
Interim or Final	Final

EXHIBIT 8

**HAYNES BOONE INVOICES
FOR THE SEVENTH INTERIM PERIOD**

HAYNES BOONE

Invoice Number: 21684040
Invoice Date: January 13, 2025
Matter Name: Asset Disposition & Sales
Client/Matter Number: 0064273.00006
Billing Attorney: Charles A. Beckham

Wesco/Incora
Attn: Dawn Landry
2601 Meacham Blvd., Suite 400
Fort Worth, TX 76137

REMITTANCE PAGE

For Professional Services Through December 31, 2024

Total Fees	\$2,383.00
80% of Fees Payable Under Interim Compensation Procedures	
20% of Fees Held Back Pursuant to Interim Compensation Procedures	
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$2,383.00
Total Invoice Balance Due	USD \$2,383.00

Haynes and Boone, LLP Tax Identification No: [REDACTED]

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: [REDACTED] Operating Account No. [REDACTED]

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: [REDACTED] Operating Account No.: [REDACTED]
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number **21684040** • Client Number **0064273.00006** • Attorney **Charles A. Beckham**

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21684040
 Matter Name: Asset Disposition & Sales
 Client/Matter Number: 0064273.00006
 Billing Attorney: Charles A. Beckham

January 13, 2025
 Page 2 of 2

For Professional Services Through December 31, 2024

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12/02/24	Imaan Patel	Review and analyze authorities regarding transfer of assets under § 363(b) and confer with R. Sherald regarding same.	1.70
12/05/24	Patrick L. Hughes	Review issues and research regarding asset transfers in English affiliates and respond on legal precedent matters under section 363 (.8)	0.80

Chargeable Hours 2.50

Total Fees \$2,383.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Patrick L. Hughes	Partner	0.80	\$1,300.00	\$1,040.00
Imaan Patel	Associate	1.70	\$790.00	\$1,343.00
Total Professional Summary				\$2,383.00

Total Fees, Expenses and Charges \$2,383.00

Total Amount Due USD \$2,383.00

HAYNES BOONE

Invoice Number: 21684039
Invoice Date: January 13, 2025
Matter Name: Business Operations – MORS
Client/Matter Number: 0064273.00008
Billing Attorney: Charles A. Beckham

Wesco/Incora
Attn: Dawn Landry
2601 Meacham Blvd., Suite 400
Fort Worth, TX 76137

Pursuant to the Interim Compensation Procedures [Docket No. 606], this invoice is not payable until five business days after the expiration of the fourteen (14) day objection deadline after filing of the respective monthly fee statement, provided no objections are raised during the objection period.

REMITTANCE PAGE

For Professional Services Through December 31, 2024

Total Fees	\$6,170.00
80% of Fees Payable Under Interim Compensation Procedures	\$4,936.00
20% of Fees Held Back Pursuant to Interim Compensation Procedures	\$1,234.00
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$6,170.00
Total Invoice Balance Due (80% of Fees, 100% of Expenses)	USD \$4,396.00

Haynes and Boone, LLP Tax Identification No: [REDACTED]

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: [REDACTED] Operating Account No.: [REDACTED]

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: [REDACTED] Operating Account No.: [REDACTED]
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number 21684039 • Client Number 0064273.00008 • Attorney Charles A. Beckham

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21684039
 Matter Name: Business Operations – MORS
 Client/Matter Number: 0064273.00008
 Billing Attorney: Charles A. Beckham

January 13, 2025
 Page 2 of 2

For Professional Services Through December 31, 2024

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12/09/24	Charles A. Beckham	Receive and review correspondence from A&M Team about October 2024 Monthly Operating Reports (.1); receive and review draft of same (.3).	0.40
12/10/24	Patrick L. Hughes	Review updated MORs reports and notes (.3).	0.30
12/10/24	ReNecia Sherald	Review and revise Global Notes to October 2024 Monthly Operating Reports (.8).	0.80
12/11/24	Charles A. Beckham	Receive and review revised draft of October 2024 Monthly Operating Reports (.3); receive and review correspondence from A&M Team about same (.1).	0.40
12/13/24	Charles A. Beckham	Receive and review drafts of October 2024 Monthly Operating Reports (.5); receive and review correspondence from HB Team about same (.3); confer with HB Team about same (.2).	1.00
12/13/24	Patrick L. Hughes	Review the MORs and circulate short report on filing (.5).	0.50
12/13/24	ReNecia Sherald	Correspond with A&M and HB Teams regarding mechanics for final October 2024 Monthly Operating Reports (.6); correspond with Verita Team regarding service of same (.1).	0.70
12/13/24	Jodi Valencia	Assist with the filing of the October 2024 MORS (1.0).	1.00

Chargeable Hours 5.10

Total Fees \$6,170.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Charles A. Beckham	Partner	1.80	\$1,850.00	\$3,330.00
Patrick L. Hughes	Partner	0.80	\$1,300.00	\$1,040.00
ReNecia Sherald	Associate	1.50	\$850.00	\$1,275.00
Jodi Valencia	Paralegal	1.00	\$525.00	\$525.00

Total Professional Summary \$6,170.00

Total Fees, Expenses and Charges \$6,170.00

Total Amount Due USD \$6,170.00

HAYNES BOONE

Invoice Number: 21684038
Invoice Date: January 13, 2025
Matter Name: Case Administration – UST Conferences, Status Conferences
Client/Matter Number: 0064273.00009
Billing Attorney: Charles A. Beckham

Wesco/Incora
Attn: Dawn Landry
2601 Meacham Blvd., Suite 400
Fort Worth, TX 76137

Pursuant to the Interim Compensation Procedures [Docket No. 606], this invoice is not payable until five business days after the expiration of the fourteen (14) day objection deadline after filing of the respective monthly fee statement, provided no objections are raised during the objection period.

REMITTANCE PAGE

For Professional Services Through December 31, 2024

Total Fees	\$1,125.00
80% of Fees Payable Under Interim Compensation Procedures	\$900.00
20% of Fees Held Back Pursuant to Interim Compensation Procedures	\$225.00
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$1,125.00
Total Invoice Balance Due (80% of Fees, 100% of Expenses)	USD \$900.00

Haynes and Boone, LLP Tax Identification No: [REDACTED]

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No. [REDACTED] Operating Account No.: [REDACTED]

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: [REDACTED] Operating Account No. [REDACTED]
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number 21684038 • Client Number 0064273.00009 • Attorney Charles A. Beckham

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21684038
 Matter Name: Case Administration – UST Conferences, Status Conferences
 Client/Matter Number: 0064273.00009
 Billing Attorney: Charles A. Beckham

January 13, 2025
 Page 2 of 2

For Professional Services Through December 31, 2024

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12/03/24	Kenneth J. Rusinko	Confer with Noticing Agent regarding service matters (.2).	0.20
12/18/24	Kenneth J. Rusinko	Confer with C. Thomas regarding hearing transcripts and coordinate with transcriber (.8).	0.80
12/19/24	Kenneth J. Rusinko	Compile, organize, review and forward numerous hearing transcripts to C. Thomas (.8).	0.80

Chargeable Hours 1.80

Total Fees \$1,125.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Kenneth J. Rusinko	Paralegal	1.80	\$625.00	<u>\$1,125.00</u>
Total Professional Summary				\$1,125.00

Total Fees, Expenses and Charges \$1,125.00

Total Amount Due USD \$1,125.00

HAYNES BOONE

Invoice Number: 21684037
Invoice Date: January 13, 2025
Matter Name: Claims Administration and Objections
Client/Matter Number: 0064273.00010
Billing Attorney: Charles A. Beckham

Wesco/Incora
Attn: Dawn Landry
2601 Meacham Blvd., Suite 400
Fort Worth, TX 76137

Pursuant to the Interim Compensation Procedures [Docket No. 606], this invoice is not payable until five business days after the expiration of the fourteen (14) day objection deadline after filing of the respective monthly fee statement, provided no objections are raised during the objection period.

REMITTANCE PAGE

For Professional Services Through December 31, 2024

Total Fees	\$8,052.50
80% of Fees Payable Under Interim Compensation Procedures	\$6,442.00
20% of Fees Held Back Pursuant to Interim Compensation Procedures	\$1,610.50
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$8,052.50
Total Invoice Balance Due (80% of Fees, 100% of Expenses)	USD \$6,442.00

Haynes and Boone, LLP Tax Identification No: [REDACTED]

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No. [REDACTED] Operating Account No. [REDACTED]

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: [REDACTED] Operating Account No. [REDACTED]
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number 21684037 • Client Number 0064273.00010 • Attorney Charles A. Beckham

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21684037
Matter Name: Claims Administration and Objections
Client/Matter Number: 0064273.00010
Billing Attorney: Charles A. Beckham

January 13, 2025
Page 2 of 3

For Professional Services Through December 31, 2024

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12/04/24	Patrick L. Hughes	Review and approve CNO on Debtors' Objection to POC # 784 (Andrew McIntyre) (.2).	0.20
12/04/24	ReNecia Sherald	Prepare CNO on Debtors' Objection to Proof of Claim #784 (.5); correspond with HB and Milbank Teams on same (.2); correspond with Verita Team regarding service of same (.1); circulate file-stamped copy to Chambers (.1).	0.90
12/04/24	Jodi Valencia	Assist with filing the CNR on Debtors' Objection to Claim #784 (.2).	0.20
12/09/24	Charles A. Beckham	Receive and review correspondence from various creditors about Priority Claims (.2); work on responding to same (.1).	0.30
12/09/24	ReNecia Sherald	Receive correspondence regarding payment on account of proof of claim and review (.5); review Debtors' Second Omnibus Objection to Claim (.3); review Court's Order on same (.3); review subsequent Certificate of Service filed by Claims Agent (.3); prepare summary to Milbank Team on same (.4).	1.80
12/13/24	Charles A. Beckham	Receive and review Fifth Omnibus Claims Objection and Fourteenth Notice of Satisfaction of Claims (.2); confer with HB Team about same (.1).	0.30
12/13/24	Patrick L. Hughes	Review and approve Fourteenth Omnibus Notice of Satisfaction of Claims for filing (.4); review and approve Fifth Omnibus Claims Objection (.4).	0.80
12/13/24	ReNecia Sherald	Review and revise Fifth Omnibus Claims Objection (1.2) and Fourteenth Notice of Satisfaction of Claims (1.3); correspond with Verita Team regarding service of same (.2).	2.70
12/13/24	Jodi Valencia	Assist with matters related to revising and filing the Fourteenth Omnibus Satisfaction of Claims and the Fifth Omnibus Claims Objection (.9); advise team of related deadlines (.2).	1.10
12/26/24	Charles A. Beckham	Receive and review correspondence from various creditors about Priority Claims (.1); work on responding to same (.1).	0.20

Chargeable Hours 8.50

Total Fees

\$8,052.50

Invoice Number: 21684037
Matter Name: Claims Administration and Objections
Client/Matter Number: 0064273.00010
Billing Attorney: Charles A. Beckham

January 13, 2025
Page 3 of 3

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Charles A. Beckham	Partner	0.80	\$1,850.00	\$1,480.00
Patrick L. Hughes	Partner	1.00	\$1,300.00	\$1,300.00
ReNecia Sherald	Associate	5.40	\$850.00	\$4,590.00
Jodi Valencia	Paralegal	1.30	\$525.00	<u>\$682.50</u>
Total Professional Summary				\$8,052.50

Total Fees, Expenses and Charges **\$8,052.50**

Total Amount Due **USD \$8,052.50**

HAYNES BOONE

Invoice Number: 21684036
Invoice Date: January 13, 2025
Matter Name: Fee-Employment Applications
Client/Matter Number: 0064273.00012
Billing Attorney: Charles A. Beckham

Wesco/Incora
Attn: Dawn Landry
2601 Meacham Blvd., Suite 400
Fort Worth, TX 76137

Pursuant to the Interim Compensation Procedures [Docket No. 606], this invoice is not payable until five business days after the expiration of the fourteen (14) day objection deadline after filing of the respective monthly fee statement, provided no objections are raised during the objection period.

REMITTANCE PAGE

For Professional Services Through December 31, 2024

Total Fees	\$24,717.50
80% of Fees Payable Under Interim Compensation Procedures	\$19,774.00
20% of Fees Held Back Pursuant to Interim Compensation Procedures	\$4,943.50
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$24,717.50
Total Invoice Balance Due (80% of Fees, 100% of Expenses)	USD \$19,774.00

Haynes and Boone, LLP Tax Identification No: [REDACTED]

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: [REDACTED] Operating Account No.: [REDACTED]

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: [REDACTED] Operating Account No.: [REDACTED]
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number 21684036 • Client Number 0064273.00012 • Attorney Charles A. Beckham

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21684036
 Matter Name: Fee-Employment Applications
 Client/Matter Number: 0064273.00012
 Billing Attorney: Charles A. Beckham

January 13, 2025
 Page 2 of 4

For Professional Services Through December 31, 2024

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12/04/24	Charles A. Beckham	Review draft of PwC Overage Notice (.1); confer with HB Team about same (.1).	0.20
12/04/24	Patrick L. Hughes	Review and approve authority to file PwC's Sixth Overage Notice (.2).	0.20
12/04/24	ReNecia Sherald	Review and revise PwC Overage Notice (.4); correspond with HB and Milbank Teams on same (.2); correspond with Verita Team regarding service of same (.1).	0.70
12/04/24	Jodi Valencia	Assist with filing PwC's Sixth Overage Notice (.2).	0.20
12/05/24	Kimberly Morzak	Review exhibits to HB's Seventeenth Monthly Fee Statement for accuracy and compliance with local and US Trustee guidelines (.8).	0.80
12/05/24	ReNecia Sherald	Review and revise exhibits to Haynes Boone's Seventeenth Monthly Fee Statement (2.1).	2.10
12/06/24	Patrick L. Hughes	Review and approve A&M's Seventeenth Monthly Fee Statement for filing (.3).	0.30
12/06/24	Kourtney Lyda	Review and revise exhibits to Haynes Boone's Interim Fee Statement and exhibits thereto (1.3).	1.30
12/06/24	ReNecia Sherald	Review and revise A&M's Seventeenth Monthly Fee Statement (.3); correspond with Milbank Team on same (.1); correspond with Verita Team regarding service of same (.1).	0.50
12/06/24	ReNecia Sherald	Correspond with A&M Team regarding Q4 2024 and Q1 2025 estimates (.2).	0.20
12/06/24	Jodi Valencia	Assist with filing A&M's Seventeenth Monthly Fee Statement (.3).	0.30
12/09/24	Charles A. Beckham	Review and work on comments to HB's Seventeenth Monthly Fee Statement (.3); confer with HB Team about same (.1).	0.40
12/09/24	Patrick L. Hughes	Review and approve HB's Sixth Interim Fee Application and exhibits for filing (.3).	0.30
12/09/24	Kourtney Lyda	Review revisions to exhibit to Haynes and Boone's Seventeenth Monthly Fee Statement (.3).	0.30
12/09/24	Kimberly Morzak	Review exhibits to HB's Sixteenth Monthly Fee Statement and enter data into fee tracking spreadsheet (.6); draft HB's Sixteenth Monthly Fee Statement and prepare exhibits for same (1.0); confer with HB Team regarding upcoming quarterly fee application (.2).	1.80

Invoice Number: 21684036
Matter Name: Fee-Employment Applications
Client/Matter Number: 0064273.00012
Billing Attorney: Charles A. Beckham

January 13, 2025
Page 3 of 4

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12/09/24	ReNecia Sherald	Correspond with HB Team regarding Haynes and Boone's Seventeenth Monthly Fee Statement (1.2); review and revise same (.4).	1.60
12/10/24	Kimberly Morzak	Assist with filing HB's Seventeenth Monthly Fee Statement (.2); draft HB's Sixth Interim Fee Application and exhibits (2.7).	2.90
12/10/24	ReNecia Sherald	Correspond with HB Team regarding Haynes and Boone Seventeenth Monthly Fee Statement (.1); correspond with Verita Team regarding service of same (.1).	0.20
12/11/24	Kimberly Morzak	Review and revise HB's Sixth Interim Fee Application (.3); assemble exhibits for same (.5).	0.80
12/11/24	ReNecia Sherald	Review and revise Haynes and Boone's Sixth Interim Fee Application (3.1); coordinate with HB Team on same (.2).	3.30
12/12/24	Patrick L. Hughes	Review, edit, and approve HB's Sixth Interim Fee Application for filing(.4); review A&M's Fourth Supplemental Declaration for filing (.2).	0.60
12/12/24	ReNecia Sherald	Review and revise A&M's Fourth Supplemental Declaration (.4); correspond with Verita Team regarding service of same (.1).	0.50
12/12/24	Jodi Valencia	Assist with filing the Fourth Supplemental A&M Declaration (.2).	0.20
12/17/24	Charles A. Beckham	Review and work on comments to Haynes and Boone's Sixth Interim Fee Application (.4); confer with HB Team about same (.2).	0.60
12/17/24	Kimberly Morzak	Assist with filing Haynes Boone's Sixth Interim Fee Application and calendar objection deadline (.3).	0.30
12/17/24	ReNecia Sherald	Review and revise Haynes and Boone's Sixth Interim Fee Application (1.5); review paragraphs 1(a) and 1(d) of the Interim Compensation Procedures Motion and discuss same with Milbank Team (2.0).	3.50
12/18/24	Patrick L. Hughes	Review and approve authority to file PwC's Twelfth Monthly Fee Statement (.2).	0.20
12/19/24	ReNecia Sherald	Review disclosure of connections related to Sixth Supplemental Declaration of C. Beckham in support of HB's Retention (.7).	0.70
12/23/24	Kenneth J. Rusinko	Confer with R. Sherald and assist with filing of Notice of Eighteenth Monthly Fee Statement of PJT Partners for the month of November 2024 (1.2).	1.20
12/23/24	ReNecia Sherald	Review and advise on objection period for HB's Seventeenth Monthly Fee Statement (.2); review and revise PJT's Eighteenth Monthly Fee Statement (.9); correspond with Milbank Team regarding same (.6); correspond with Verita Team regarding service of same (.1).	1.80
12/30/24	ReNecia Sherald	Review disclosures in connection with HB's retention (.2); revise Sixth Supplemental Declaration on same (.2).	0.40

Invoice Number: 21684036
 Matter Name: Fee-Employment Applications
 Client/Matter Number: 0064273.00012
 Billing Attorney: Charles A. Beckham

January 13, 2025
 Page 4 of 4

Chargeable Hours 28.40

Total Fees \$24,717.50

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Charles A. Beckham	Partner	1.20	\$1,850.00	\$2,220.00
Patrick L. Hughes	Partner	1.60	\$1,300.00	\$2,080.00
ReNecia Sherald	Associate	15.50	\$850.00	\$13,175.00
Kourtney Lyda	Counsel	1.60	\$1,250.00	\$2,000.00
Jodi Valencia	Paralegal	0.70	\$525.00	\$367.50
Kenneth J. Rusinko	Paralegal	1.20	\$625.00	\$750.00
Kimberly Morzak	Paralegal	6.60	\$625.00	\$4,125.00

Total Professional Summary \$24,717.50

Total Fees, Expenses and Charges \$24,717.50

Total Amount Due USD \$24,717.50

HAYNES BOONE

Invoice Number: 21684029
Invoice Date: January 13, 2025
Matter Name: Plan and Disclosure Statement
Client/Matter Number: 0064273.00017
Billing Attorney: Charles A. Beckham

Wesco/Incora
Attn: Dawn Landry
2601 Meacham Blvd., Suite 400
Fort Worth, TX 76137

Pursuant to the Interim Compensation Procedures [Docket No. 606], this invoice is not payable until five business days after the expiration of the fourteen (14) day objection deadline after filing of the respective monthly fee statement, provided no objections are raised during the objection period.

REMITTANCE PAGE

For Professional Services Through December 31, 2024

Total Fees	\$185,112.00
80% of Fees Payable Under Interim Compensation Procedures	\$145,089.60
20% of Fees Held Back Pursuant to Interim Compensation Procedures	\$37,022.40
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$185,112.00
Total Invoice Balance Due (80% of Fees, 100% of Expenses)	USD \$145,089.60

Haynes and Boone, LLP Tax Identification No: [REDACTED]

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No. [REDACTED] Operating Account No.: [REDACTED]

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: [REDACTED] Operating Account No. [REDACTED]
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number 21684029 • Client Number 0064273.00017 • Attorney Charles A. Beckham

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21684029
Matter Name: Plan and Disclosure Statement
Client/Matter Number: 0064273.00017
Billing Attorney: Charles A. Beckham

January 13, 2025
Page 2 of 10

For Professional Services Through December 31, 2024

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12/01/24	ReNecia Sherald	Correspond with Chambers and Milbank Team regarding Confirmation Hearing (.2).	0.20
12/02/24	Charles A. Beckham	Receive and review draft of Further Notice of Confirmation Timeline (.2); confer with HB Team about same (.1).	0.30
12/02/24	Patrick L. Hughes	Review the updated mediated plan issues and timelines and multiple communications regarding same (4).	0.40
12/02/24	Kenneth J. Rusinko	Confer with R. Sherald regarding status of mediation and assist with matters relating to the preparation and evening filing of Notice regarding Mediation and coordinate service of same (1.0).	1.00
12/02/24	ReNecia Sherald	Correspond with Milbank Team and Chambers regarding alternative Confirmation Hearing availability (.1); review and revise Notice Regarding Mediation and Chapter 11 Confirmation Timeline (.1).	0.20
12/03/24	Patrick L. Hughes	Conduct follow-up on Plan-related scheduling matters, including multiple communications with Milbank Team and the Court on the several matters and scheduling the renewed Confirmation Hearing (.7); review the Court's order and direct further notice on the adjourned confirmation hearing and setting of the 12/5 status conference (.2).	0.90
12/03/24	Kenneth J. Rusinko	Review Order setting Status Conference relating to Confirmation and confer with R. Sherald regarding same (.2).	0.20
12/03/24	ReNecia Sherald	Correspond with Milbank Team and Chambers several times regarding Confirmation Hearing setting alternatives (2.2); prepare Notice of Adjourned Confirmation Hearing (.2).	2.40
12/04/24	Charles A. Beckham	Receive and review correspondence from Milbank Team and HB Team about Amended Plan of Reorganization (.2); confer with HB Team about same (.1); receive and review revised draft of Plan of Reorganization and rebuttal Pleadings and Orders (.7).	1.00
12/04/24	Patrick L. Hughes	Attention to multiple communications regarding Plan scheduling and filings before status conference (.3).	0.30
12/04/24	Patrick L. Hughes	Attention to communications on filing the updated Plan and conduct initial overview of the updated draft, including addressing issues on further filings expected for the approval motion and the forms of ballots (.9).	0.90

Invoice Number: 21684029
 Matter Name: Plan and Disclosure Statement
 Client/Matter Number: 0064273.00017
 Billing Attorney: Charles A. Beckham

January 13, 2025
 Page 3 of 10

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12/04/24	ReNecia Sherald	Draft December 20 Confirmation Hearing Notice (.3); draft Notice of Redline of Further Modified Second Amended Joint Chapter 11 Plan (.3); review Further Modified Second Amended Plan (2.1); correspond with Milbank Team several times regarding the Further Modified Second Amended Plan filing (4.8).	7.50
12/04/24	Jodi Valencia	Advise team of updated deadlines regarding the Confirmation Hearing (.2); assist with matters in preparation for filing Amended Chapter 11 Plan (1.5).	1.70
12/05/24	Patrick L. Hughes	Attention to communications regarding the status of filing the further modified Plan and associated related filings, including initial overview as part of coordinating filings prior to status conference on the Plan (.8); review and advise on notices regarding the reset Confirmation Hearing and also on draft notice of the redline (.4); attend the status conference on the Plan status, timelines and filing deadlines (.7); attention to post-hearing communications on noticing, deadlines and the updated Plan (.5); propose edits to the post-confirmation notice and confer on finalizing and transmission to all creditors, including the releases (.6); conduct further review of the Plan and the redlined changes (1.5).	4.50
12/05/24	Kenneth J. Rusinko	Attend telephonic status conference regarding status of mediation and confirmation timeline (.6).	0.60
12/05/24	ReNecia Sherald	Review and revise the (i) Further Modified Second Amended Joint Chapter 11 Plan (3.1), (ii) Notice of Redline (.9), and (iii) Emergency Motion to Set Confirmation-Related Deadlines (1.0); correspond with HB and Milbank Teams several times on filing mechanics to same (2.4); correspond with Verita Team regarding service of same (.7); correspond with Milbank Team regarding evidentiary deadlines to same (.3).	8.40
12/05/24	Jodi Valencia	Assist with filing Further Modified Second Amended Joint Chapter 11 Plan and Notice of Filing Redline of the same (3.3); advise team of updated deadlines (.2); submit electronic appearances for Status Conference (.2).	3.70
12/06/24	Patrick L. Hughes	Conduct follow-up with the HB Team on notice and service issues for the Confirmation Hearing and the extension of the deadline to object to exclusivity (.4); review and approve Exclusivity Objection Notice for filing (.2).	0.60
12/06/24	Kenneth J. Rusinko	Confer with team regarding Fourth Motion to Extend Exclusivity Period (.2).	0.20
12/06/24	ReNecia Sherald	Review and revise Notice of Further Exclusivity Extension (.4); correspond with Milbank Team on same (.2); correspond with Verita Team regarding service of same (.1).	0.70
12/06/24	Jodi Valencia	Assist with filing the Notice of Further Extension of Exclusivity Objection Deadline (.2).	0.20

Invoice Number: 21684029
Matter Name: Plan and Disclosure Statement
Client/Matter Number: 0064273.00017
Billing Attorney: Charles A. Beckham

January 13, 2025
Page 4 of 10

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12/09/24	Patrick L. Hughes	Review and approve Notice of Intent to Adduce Remote Testimony for December 16 Confirmation Hearing (.3); review and provide direction on the upcoming deadlines for the Plan Supplement and other related deadlines (.2).	0.50
12/09/24	ReNecia Sherald	Receive and revise Notice pursuant to Bankruptcy Rule 9017 (.2); correspond with Milbank Team regarding same (.2); correspond with Verita Team regarding service of same (.1); correspond with Milbank Team regarding Plan Supplement (.1).	0.60
12/09/24	Jodi Valencia	Assist with filing the Notice regarding Remote Testimony (.2).	0.20
12/10/24	Charles A. Beckham	Receive and review draft of Notice Regarding Status of Mediation Confirmation Timeline (.2); receive and review correspondence from HB Team about same (.2); confer with HB Team about same (.1); receive and review correspondence from Milbank Team about Confirmation (.2).	0.70
12/10/24	Patrick L. Hughes	Review issues on deadline to file the Plan Supplement and conduct follow-up review of the notice further deferring the deadline given the ongoing mediation issues regarding governance negotiations (.3).	0.30
12/10/24	Kenneth J. Rusinko	Confer with R. Sherald regarding status of the filing of Plan Supplement (.2).	0.20
12/10/24	ReNecia Sherald	Correspond with Milbank Team several times regarding Plan Supplement (3.8); review and revise Notice Regarding Status of Mediation and Chapter 11 Confirmation Timeline (.5).	4.30
12/11/24	Charles A. Beckham	Receive and review correspondence from State of Texas AG and Milbank Team about Plan of Reorganization (.2).	0.20
12/11/24	Patrick L. Hughes	Review the upcoming deadlines on filing witness and exhibit lists and comments on the current draft for approval to file (.3).	0.30
12/11/24	ReNecia Sherald	Draft Witness and Exhibit List for December 16 Confirmation Hearing (.5); coordinate with Milbank Team on same (1.1); correspond several times with Milbank Team and Chambers regarding confirmation timeline (.7).	2.30
12/12/24	Charles A. Beckham	Receive and review correspondence from Texas AG and Milbank Team about Plan of Reorganization (.3); receive and review U.S. Trustee's Objection to Confirmation (.5); receive and review Notice of Extension of Voting Deadline (.2); receive and review correspondence from HB Team and Milbank Team about same (.2); confer with HB Team about preparations for Confirmation Hearing (.4).	1.60

Invoice Number: 21684029
 Matter Name: Plan and Disclosure Statement
 Client/Matter Number: 0064273.00017
 Billing Attorney: Charles A. Beckham

January 13, 2025
 Page 5 of 10

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12/12/24	Patrick L. Hughes	Review and assess witness and exhibit list for confirmation hearing (.4); review UST Plan objection (.5); review issues resolving Plan objections by several inquiring creditors, including the State of Texas, Trelleborg, and several IP vendors (.4); attention to multiple communications regarding need for extension of the voting deadline and finalize and approve the notice for filing (.5); review Microsoft's renewed objection to confirmation (.4); review the UCC's witness and exhibit list (.4); review UCC objection to the Plan (.5); review the Notice of Limited Reservation of Rights of the First Lien Noteholder Group Regarding the Further Modified Second Amended Joint Chapter 11 Plan (.2).	3.30
12/12/24	ReNecia Sherald	Correspond with HB and Milbank Teams several times regarding evidentiary considerations for Confirmation Hearing (2.2).	2.20
12/12/24	Jodi Valencia	Prepare exhibits for filing with Witness and Exhibit List and attend to filing of the same (.5); revise and file the Notice of Extension of Voting Deadline (.4); begin preparing Exhibit binders for Confirmation Hearing on December 16, 2024 (.9).	1.80
12/13/24	Charles A. Beckham	Receive and review correspondence from Texas AG and Milbank Team about Plan of Reorganization (.3); confer with HB Team about preparations for Confirmation Hearing (.3).	0.60
12/13/24	Patrick L. Hughes	Review Plan objections (.4); review and edits to the agenda and confer with the teams on filing and follow-up needed on confirmation objection negotiations (.5); review with R. Sherald issues and logistics on the witness and exhibits for the upcoming hearing (.4); review matters regarding extension of the voting deadline until after the Confirmation Hearing (.3); confer with C. Beckham to update on the status of pending issues and plans for hearing (.3); attention to follow-up communications regarding the filing of the Plan Supplement and related matters for upcoming hearing (.4).	2.30
12/13/24	Imaan Patel	Review and analyze objections to Debtors' Chapter 11 Plan (.4); review and analyze authorities from SDTX regarding objections by U.S. Trustee to exculpation provisions in chapter 11 plans (1.0); confer with C. Fendrych (Milbank) regarding same (.2).	1.60
12/13/24	ReNecia Sherald	Further revise evidentiary materials for Confirmation Hearing (7.2); correspond with Milbank Team several times on same (3.0).	10.20
12/13/24	Jodi Valencia	Assist with filing the Agenda for Hearing on December 16, 2024 (.2).	0.20
12/15/24	Charles A. Beckham	Confer with HB Team about preparations for Confirmation Hearing (.5); receive and review correspondence from Milbank Team and HB Team about same (.5); prepare correspondence to HB Team about same (.3); receive and review pleadings and materials in support of Confirmation (.8); review and work on preparations for Confirmation of Plan of Reorganization (.4).	2.50

Invoice Number: 21684029
Matter Name: Plan and Disclosure Statement
Client/Matter Number: 0064273.00017
Billing Attorney: Charles A. Beckham

January 13, 2025
Page 6 of 10

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12/15/24	Patrick L. Hughes	Preparation for Confirmation Hearing, including multiple communications regarding preparation of exhibits, chart summarizing the plan objections, and other matters needing evidentiary support (2.2); confirm status of the Plan Supplement (.3); confirm status of the confirmation brief (.2); review and approve the voting declaration and exhibits for filing (1.0); review the further revised Plan Supplement, new plan, confirmation order and declarations (2.8).	6.50
12/15/24	Imaan Patel	Review and analyze objections to Chapter 11 Plan and prepare chart summarizing same (2.1); confer with HB Team regarding same (.3).	2.40
12/15/24	Kenneth J. Rusinko	Confer with R. Sherald on matters relating to Confirmation Hearing (.3); assist with filing of (i) Voting Declaration; (ii) Further Modified Second Amended Plan; (iii) Notice of Redline of Plan; (iv) Confirmation Brief; (v) Cejka Declaration; (vi) Bartels Declaration and (vii) Proposed Findings of Fact (7.2).	7.50
12/15/24	ReNecia Sherald	Prepare for December 17 Confirmation Hearing (5.4), review and revise materials required for evidentiary presentation (7.7); correspond with Milbank Team regarding same (3.5); correspond with Verita Team regarding service of same (1.0).	17.60
12/15/24	Jodi Valencia	Assist with matters related to preparation for the Confirmation Hearing on December 16, 2024 (1.0).	1.00
12/16/24	Charles A. Beckham	Confer with HB Team and work on preparations for Confirmation Hearing (.5); receive and review Plan Supplement and Modified Plan of Reorganization with related pleadings and materials (1.0); receive and review correspondence from HB Team and Milbank Team about same (.5).	2.00
12/16/24	Patrick L. Hughes	Attend to pre-hearing matters concerning the overnight filings and morning presentations (1.5); prepare for and attend the Confirmation Hearing (4.0); attention to post-hearing matters, including review of follow-up matters required by the Court, addressing the returned mail list issue per the Court's comments, and other matters concerning the UST's objection (.8); review the Notice of Filing Third Plan Supplement and confer with Milbank on final approvals and edits (.7); attend further Confirmation Hearing argument and presentations on the exculpation issue raised by the UST and as per the Court's comments (.7); conduct post-hearing follow-up on matters concerning the Plan Supplement as well as amendments and additional required filings (.3).	8.00
12/16/24	Imaan Patel	Review local rules regarding withdrawal of document from docket and confer with J. Valencia regarding same (.8).	0.80
12/16/24	Kenneth J. Rusinko	Assist with matters relating to the filing of (i) Third Amended Plan Supplement and (ii) Amended Agenda for Confirmation Hearing (1.2); attend Confirmation Hearing and provide support to team regarding same (2.5).	3.70

Invoice Number: 21684029
Matter Name: Plan and Disclosure Statement
Client/Matter Number: 0064273.00017
Billing Attorney: Charles A. Beckham

January 13, 2025
Page 7 of 10

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12/16/24	ReNecia Sherald	Prepare for December 17 Confirmation Hearing (7.3), including reviewing and revising materials required for evidentiary presentation (3.0); correspond with Milbank Team regarding same (2.5); correspond with Verita Team regarding service of same (.4); attend Confirmation Hearing (3.5).	16.70
12/16/24	Jodi Valencia	Assist with preparation for Confirmation Hearing (2.6); arrange delivery of binders to and from the courthouse (.4); submit electronic appearances (.2); compile and file amended Witness and Exhibit List (.8); revise and file Notice of Third Plan Supplement (.7); order transcript of hearings held on December 16, 2024 (.3).	5.00
12/17/24	Patrick L. Hughes	Attention to post-hearing communications regarding updated confirmation order, motion to seal, and other filings incident to continued hearing (.5); conduct follow-up on restricting access to documents.	0.80
12/17/24	ReNecia Sherald	Correspond with Milbank Team and Clerk of Court for S.D. Tex. regarding confidentiality matters related to plan confirmation (.4); correspond with Verita Team regarding returned mailing report (.3).	0.70
12/17/24	Jodi Valencia	Communicate with clerk regarding confidentiality issues (.3); advise team regarding transcript of Confirmation Hearing (.2).	0.50
12/18/24	Charles A. Beckham	Receive and review correspondence from HB Team about Confirmation Hearing (.3); receive and review draft of Notice of Status Conference, Notice of Confirmation Hearing, and Notice of Extension of Voting Deadline (.3); confer with HB Team about same (.1); prepare correspondence to HB Team about same (.1).	0.80
12/18/24	Patrick L. Hughes	Review and approve further notice to extend deadlines (.2); confer on status of the several filings expected before further hearing on confirmation (.3); attend to pre-hearing communications on Plan Supplement and updated Plan amendments status (.3); attend the continued Confirmation Hearing and report to the team (.7); review and approve filing of notices of status conference setting and continuation of Confirmation Hearing (.3).	1.80
12/18/24	Kenneth J. Rusinko	Attend continued Confirmation Hearing by telephone (.5).	0.50
12/18/24	ReNecia Sherald	Correspond with Milbank and HB Teams regarding plan confirmation construct (3.7); prepare for and attend December 18 Continued Hearing (.7); review and revise (i) Notice of Continued Confirmation Hearing (.5) and (ii) Notice of 1-14-2025 Status Conference (.5); correspond with Verita Team regarding service of same (.1).	5.50
12/19/24	Patrick L. Hughes	Confer with R. Sherald on deadlines regarding exclusivity and other matters on calendar (.3).	0.30
12/19/24	Kenneth J. Rusinko	Assist with matters relating to the preparation and filing of Notice of Extension of Objection Deadline for Debtors' Fourth Motion to Extend Exclusivity (.6).	0.60

Invoice Number: 21684029
 Matter Name: Plan and Disclosure Statement
 Client/Matter Number: 0064273.00017
 Billing Attorney: Charles A. Beckham

January 13, 2025
 Page 8 of 10

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12/19/24	ReNecia Sherald	Prepare Further Notice of Exclusivity Objection Deadline (.2); correspond with Milbank Team regarding same (2.8); correspond with Verita Team regarding service of same (.1).	3.10
12/26/24	Charles A. Beckham	Confer with HB Team about and work on preparations for Confirmation Hearing (.2); prepare correspondence to HB Team about same (.2); receive and review correspondence from HB Team about same (.2).	0.60
12/26/24	Patrick L. Hughes	Review with R. Sherald pending matters and deadlines for upcoming hearing and issues for follow-up regarding the returned mail issues (.4).	0.40
12/26/24	Patrick L. Hughes	Attention to multiple evening calls and communications regarding the current negotiations and emerging potential for an agreement on the terms of the LLC agreement and plan to proceed to confirmation (.5); conduct high level review of the updated redlined Plan and confirmation order for filing overnight before continued hearing (.8).	1.30
12/26/24	ReNecia Sherald	Correspond with Milbank Team regarding confirmation (4.4); review and revise materials for evidentiary presentation at December 27 hearing (5.2); correspond with Verita Team regarding service of same (.3).	9.90
12/26/24	Jodi Valencia	Assist with matters related to filing the Amended Plan, Plan Supplement, Notice of Filing Redline Plan, Proposed Confirmation Order and Voting Declaration (3.1).	3.10
12/27/24	Patrick L. Hughes	Overnight review of the updated Plan, confirmation order, and voting declaration and approval for filing (.7); conduct further review of the updated filings, including the Plan Supplement (.5); attention to communications with the team regarding hearing (.3); conduct post-hearing review on the status and plans for updating the Plan Supplement and the proposed stipulation confirming the agreement (.4); conduct follow-up communications and recommendations for serving notice on all creditors (.3).	2.20
12/27/24	ReNecia Sherald	Review and revise materials for evidentiary presentation at December 27 hearing (2.7); correspond with Milbank Team regarding revisions to same (.3); correspond with Verita Team regarding service of same (.1).	3.10
12/27/24	Jodi Valencia	Submit electronic appearances (.2); assist with matters related to filing the Notice of Filing Fifth Amended Plan Supplement (1.3).	1.50
12/28/24	ReNecia Sherald	Draft Notice of Entry of Confirmation Order (.5); correspond with Team regarding same (.2).	0.70
12/29/24	Patrick L. Hughes	Review and edit Notice of Entry of Confirmation Order and confer with R. Sherald regarding same (.5); confer with Milbank and R. Sherald on corrections needed to the confirmation order (.4).	0.90

Invoice Number: 21684029
 Matter Name: Plan and Disclosure Statement
 Client/Matter Number: 0064273.00017
 Billing Attorney: Charles A. Beckham

January 13, 2025
 Page 9 of 10

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12/29/24	ReNecia Sherald	Correspond with Milbank Team regarding Notice of Entry of Confirmation Order (.3); draft Notice of Resubmission of Confirmation Order (1.0); correspond with Milbank and HB Teams regarding Bankruptcy Rule 9024 (2.5).	3.80
12/30/24	Charles A. Beckham	Confer with HB Team about Motion to Modify Confirmation Order (.5); receive and review draft of same (.3); receive and review correspondence from HB Team and Milbank Team about same (.2).	1.00
12/30/24	Patrick L. Hughes	Attention to follow-up on communications with the Court regarding need for Rule 60 relief and edit draft motion to approve corrected form of 1129 order, including multiple communications with Milbank team and C. Beckham (1.0); review issues regarding confirming rules applicable to service of the notice of entry of the Confirmation Order given included injunctions (.5); review and direction on remaining few creditors on the undeliverables listing for notice (.2).	1.70
12/30/24	ReNecia Sherald	Review and analyze Bankruptcy Rules 9023 and 9024 (1.8); draft Motion to Modify Confirmation Order (2.5); correspond with Milbank and HB Teams several times regarding same (2.0); correspond with Verita Team regarding service of same (.3).	6.60
12/30/24	Jodi Valencia	Prepare and file transcript requests for hearings held on December 18, 2024 and December 27, 2024 (.5).	0.50
12/30/24	Jodi Valencia	Assist with filing the Emergency Motion to Modify Confirmation Order and Motion for Revised SAP Rejection Order (.9).	0.90
12/31/24	ReNecia Sherald	Review motion to compel issues and correspond with Milbank Team regarding same (.4).	0.40

Chargeable Hours 196.20

Total Fees \$185,112.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Charles A. Beckham	Partner	11.30	\$1,850.00	\$20,905.00
Patrick L. Hughes	Partner	38.20	\$1,300.00	\$49,660.00
Imaan Patel	Associate	4.80	\$790.00	\$3,792.00
ReNecia Sherald	Associate	107.10	\$850.00	\$91,035.00
Jodi Valencia	Paralegal	20.30	\$525.00	\$10,657.50
Kenneth J. Rusinko	Paralegal	14.50	\$625.00	\$9,062.50
Total Professional Summary				\$185,112.00

Invoice Number: 21684029
Matter Name: Plan and Disclosure Statement
Client/Matter Number: 0064273.00017
Billing Attorney: Charles A. Beckham

January 13, 2025
Page 10 of 10

Total Fees, Expenses and Charges	\$185,112.00
Total Amount Due	USD \$185,112.00

HAYNES BOONE

Invoice Number: 21684034
Invoice Date: January 13, 2025
Matter Name: Executory Contracts & Lease Matters
Client/Matter Number: 0064273.00030
Billing Attorney: Charles A. Beckham

Wesco/Incora
Attn: Dawn Landry
2601 Meacham Blvd., Suite 400
Fort Worth, TX 76137

Pursuant to the Interim Compensation Procedures [Docket No. 606], this invoice is not payable until five business days after the expiration of the fourteen (14) day objection deadline after filing of the respective monthly fee statement, provided no objections are raised during the objection period.

REMITTANCE PAGE

For Professional Services Through December 31, 2024

Total Fees	\$6,997.50
80% of Fees Payable Under Interim Compensation Procedures	\$5,598.00
20% of Fees Held Back Pursuant to Interim Compensation Procedures	\$1,399.50
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$6,997.50
Total Invoice Balance Due (80% of Fees, 100% of Expenses)	USD \$5,598.00

Haynes and Boone, LLP Tax Identification No. [REDACTED]

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: [REDACTED] Operating Account No.: [REDACTED]

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No. [REDACTED] Operating Account No.: [REDACTED]
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number 21684034 • Client Number 0064273.00030 • Attorney Charles A. Beckham

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21684034
 Matter Name: Executory Contracts & Lease Matters
 Client/Matter Number: 0064273.00030
 Billing Attorney: Charles A. Beckham

January 13, 2025
 Page 2 of 3

For Professional Services Through December 31, 2024

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
12/02/24	Charles A. Beckham	Receive and review draft of SAP Rejection Motion (.3); work on comments to same (.1); receive and review correspondence from HB Team about same (.2); prepare correspondence to HB Team about same (.1).	0.70
12/02/24	Patrick L. Hughes	Review and approve the SAP Rejection Motion for filing (.2).	0.20
12/02/24	Kenneth J. Rusinko	Assist with matters relating to the filing of Motion to Reject SAP Agreement and arrange service of same (.9).	0.90
12/02/24	ReNecia Sherald	Review and revise SAP Rejection Motion (1.1); correspond with HB and Milbank Teams on same (.2).	1.30
12/10/24	ReNecia Sherald	Attention to correspondence regarding assumption of executory contract (.3).	0.30
12/26/24	ReNecia Sherald	Correspond with utility provider (.2).	0.20
12/27/24	ReNecia Sherald	Further correspond with Halls Culligan regarding payment status (.3).	0.30
12/30/24	Charles A. Beckham	Receive and review draft of Motion to Modify SAP Rejection Order (.3); receive and review correspondence from Milbank Team and HB Team about same (.1); prepare correspondence from HB Team about same (.1).	0.50
12/30/24	Patrick L. Hughes	Review and approve Motion for Revised SAP Rejection Order (.1).	0.10
12/30/24	ReNecia Sherald	Review and revise Motion to Modify SAP Rejection Order (1.4); correspond with Milbank Team regarding same (.8); correspond with Verita Team regarding service of same (.2).	2.40

Chargeable Hours 6.90

Total Fees \$6,997.50

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Charles A. Beckham	Partner	1.20	\$1,850.00	\$2,220.00
Patrick L. Hughes	Partner	0.30	\$1,300.00	\$390.00
ReNecia Sherald	Associate	4.50	\$850.00	\$3,825.00
Kenneth J. Rusinko	Paralegal	0.90	\$625.00	\$562.50

Total Professional Summary \$6,997.50

Invoice Number: 21684034
Matter Name: Executory Contracts & Lease Matters
Client/Matter Number: 0064273.00030
Billing Attorney: Charles A. Beckham

January 13, 2025
Page 3 of 3

Total Fees, Expenses and Charges	\$6,997.50
Total Amount Due	USD \$6,997.50

HAYNES BOONE

Invoice Number: 21684035
Invoice Date: January 13, 2025
Matter Name: Expenses
Client/Matter Number: 0064273.00024
Billing Attorney: Charles A. Beckham

Wesco/Incora
Attn: Dawn Landry
2601 Meacham Blvd., Suite 400
Fort Worth, TX 76137

Pursuant to the Interim Compensation Procedures [Docket No. 606], this invoice is not payable until five business days after the expiration of the fourteen (14) day objection deadline after filing of the respective monthly fee statement, provided no objections are raised during the objection period.

REMITTANCE PAGE

For Professional Services Through December 31, 2024

Total Fees	\$0.00
80% of Fees Payable Under Interim Compensation Procedures	\$0.00
20% of Fees Held Back Pursuant to Interim Compensation Procedures	\$0.00
Total Expenses	\$1,029.11
Total Fees, Expenses and Charges	\$1,029.11
Total Invoice Balance Due (80% of Fees, 100% of Expenses)	USD \$1,029.11

Haynes and Boone, LLP Tax Identification No: [REDACTED]

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No. [REDACTED] Operating Account No. [REDACTED]

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: [REDACTED] Operating Account No.: [REDACTED]
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number 21684035 • Client Number 0064273.00024 • Attorney Charles A. Beckham

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21684035
Matter Name: Expenses
Client/Matter Number: 0064273.00024
Billing Attorney: Charles A. Beckham

January 13, 2025
Page 2 of 2

For Professional Services Through December 31, 2024

Expenses Summary

<u>Description</u>	<u>Amount</u>
Transcripts and Tapes of Hearing	\$961.30
Meals and Entertainment	\$40.81
Travel Expense	<u>\$27.00</u>
Total Expenses	\$1,029.11

Total Fees, Expenses and Charges	\$1,029.11
Total Amount Due	USD \$1,029.11

HAYNES BOONE

Invoice Number: 21688876
Invoice Date: February 12, 2025
Matter Name: Business Operations – MORS
Client/Matter Number: 0064273.00008
Billing Attorney: Charles A. Beckham

Wesco/Incora
Attn: Dawn Landry
2601 Meacham Blvd., Suite 400
Fort Worth, TX 76137

Pursuant to the Interim Compensation Procedures [Docket No. 606], this invoice is not payable until five business days after the expiration of the fourteen (14) day objection deadline after filing of the respective monthly fee statement, provided no objections are raised during the objection period.

REMITTANCE PAGE

For Professional Services Through January 31, 2025

Total Fees	\$7,740.00
80% of Fees Payable Under Interim Compensation Procedures	\$6,192.00
20% of Fees Held Back Pursuant to Interim Compensation Procedures	\$1,548.00
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$7,740.00
Total Invoice Balance Due (80% of Fees, 100% of Expenses)	USD \$6,192.00

Haynes and Boone, LLP Tax Identification No: [REDACTED]

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: [REDACTED] Operating Account No. [REDACTED]

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: [REDACTED] Operating Account No. [REDACTED]
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number 21688876 • Client Number 0064273.00008 • Attorney Charles A. Beckham

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21688876
Matter Name: Business Operations – MORS
Client/Matter Number: 0064273.00008
Billing Attorney: Charles A. Beckham

February 12, 2025
Page 2 of 2

For Professional Services Through January 31, 2025

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01/11/25	Charles A. Beckham	Receive and review revised draft of November 2024 Monthly Operating Reports (.3); receive and review correspondence from A&M Team and HB Team about same (.2).	0.50
01/13/25	Charles A. Beckham	Review and work on comments to November 2024 Monthly Operating Reports (.4); receive and review correspondence from HB Team and A&M Team about same (.2).	0.60
01/13/25	Patrick L. Hughes	Review the global notes and updated MORs for the current period (.7).	0.70
01/13/25	ReNecia Sherald	Review and revise Global Notes to November 2024 Monthly Operating Reports (.5); correspond with A&M Team regarding same (.2); review and attention to November 2024 Monthly Operating Reports drafts (.5).	1.20
01/15/25	Charles A. Beckham	Receive and review draft of November 2024 Monthly Operating Report (.4); receive and review correspondence from A&M Team and HB Team about same (.3).	0.70
01/15/25	ReNecia Sherald	Review final drafts of November 2024 Monthly Operating Reports (.8); coordinate with A&M and HB Teams regarding mechanics to same (1.4); coordinate with Verita Team regarding service of same (.1).	2.30
01/15/25	Jodi Valencia	Assist with filing the November 2024 Monthly Operating Reports (1.0).	1.00

Chargeable Hours 7.00

Total Fees \$7,740.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Charles A. Beckham	Partner	1.80	\$1,850.00	\$3,330.00
Patrick L. Hughes	Partner	0.70	\$1,300.00	\$910.00
ReNecia Sherald	Associate	3.50	\$850.00	\$2,975.00
Jodi Valencia	Paralegal	1.00	\$525.00	\$525.00

Total Professional Summary \$7,740.00

Total Fees, Expenses and Charges \$7,740.00

Total Amount Due USD \$7,740.00

HAYNES BOONE

Invoice Number: 21688877

Invoice Date: February 12, 2025

Matter Name: Case Administration – UST Conferences, Status Conferences

Client/Matter Number: 0064273.00009

Billing Attorney: Charles A. Beckham

Wesco/Incora
Attn: Dawn Landry
2601 Meacham Blvd., Suite 400
Fort Worth, TX 76137

Pursuant to the Interim Compensation Procedures [Docket No. 606], this invoice is not payable until five business days after the expiration of the fourteen (14) day objection deadline after filing of the respective monthly fee statement, provided no objections are raised during the objection period.

REMITTANCE PAGE

For Professional Services Through January 31, 2025

Total Fees	\$720.00
80% of Fees Payable Under Interim Compensation Procedures	\$576.00
20% of Fees Held Back Pursuant to Interim Compensation Procedures	\$144.00
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$720.00
Total Invoice Balance Due (80% of Fees, 100% of Expenses)	USD \$576.00

Haynes and Boone, LLP Tax Identification No: [REDACTED]

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: [REDACTED] Operating Account No.: [REDACTED]

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No. [REDACTED] Operating Account No.: [REDACTED]
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number 21688877 • Client Number 0064273.00009 • Attorney Charles A. Beckham

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21688877
 Matter Name: Case Administration – UST Conferences, Status Conferences
 Client/Matter Number: 0064273.00009
 Billing Attorney: Charles A. Beckham

February 12, 2025
 Page 2 of 2

For Professional Services Through January 31, 2025

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01/07/25	Jodi Valencia	Communicate with Judicial Transcribers of Texas regarding transcripts of December 18 and December 27, 2024 hearings and circulate transcripts to team (.3).	0.30
01/09/25	Kenneth J. Rusinko	Correspond with C. Thomas regarding transcript matters (.2).	0.20
01/28/25	Kenneth J. Rusinko	Correspond with C. Thomas regarding transcripts and arrange with transcriber to obtain copy of transcript of hearing held on 1-14-25 (.4).	0.40
01/31/25	Kenneth J. Rusinko	Review transcript of hearing held on 1-14-25, arrange payment with transcriber and forward copy to C. Thomas as requested (.3).	0.30

Chargeable Hours 1.20

Total Fees \$720.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jodi Valencia	Paralegal	0.30	\$525.00	\$157.50
Kenneth J. Rusinko	Paralegal	0.90	\$625.00	<u>\$562.50</u>
Total Professional Summary				\$720.00

Total Fees, Expenses and Charges \$720.00

Total Amount Due USD \$720.00

HAYNES BOONE

Invoice Number: 21688878
Invoice Date: February 12, 2025
Matter Name: Claims Administration and Objections
Client/Matter Number: 0064273.00010
Billing Attorney: Charles A. Beckham

Wesco/Incora
Attn: Dawn Landry
2601 Meacham Blvd., Suite 400
Fort Worth, TX 76137

Pursuant to the Interim Compensation Procedures [Docket No. 606], this invoice is not payable until five business days after the expiration of the fourteen (14) day objection deadline after filing of the respective monthly fee statement, provided no objections are raised during the objection period.

REMITTANCE PAGE

For Professional Services Through January 31, 2025

Total Fees	\$42,647.50
80% of Fees Payable Under Interim Compensation Procedures	\$34,118.00
20% of Fees Held Back Pursuant to Interim Compensation Procedures	\$8,529.50
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$42,647.50
Total Invoice Balance Due (80% of Fees, 100% of Expenses)	USD \$34,118.00

Haynes and Boone, LLP Tax Identification No. [REDACTED]

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No. [REDACTED] Operating Account No.: [REDACTED]

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No. [REDACTED] Operating Account No. [REDACTED]
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number 21688878 • Client Number 0064273.00010 • Attorney Charles A. Beckham

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21688878
 Matter Name: Claims Administration and Objections
 Client/Matter Number: 0064273.00010
 Billing Attorney: Charles A. Beckham

February 12, 2025
 Page 2 of 4

For Professional Services Through January 31, 2025

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01/02/25	Charles A. Beckham	Receive and review correspondence from various creditors, HB Team and A&M Team about priority claims (.2); work on responding to same (.1).	0.30
01/06/25	Charles A. Beckham	Receive and review correspondence from various creditors about priority claims (.2); work on responding to same (.1).	0.30
01/07/25	Charles A. Beckham	Receive and review correspondence from various creditors about priority claims (.2); work on responding to same (.1).	0.30
01/07/25	Patrick L. Hughes	Review issues and resolution on the Fifth Omnibus Objection for entry of order (.2).	0.20
01/07/25	ReNecia Sherald	Prepare draft Certificate of No Response regarding Debtors' Fifth Omnibus Claim Objection (.9); correspond with Milbank Team regarding same (.4).	1.30
01/07/25	Jodi Valencia	Review schedules and claims to identify possible creditor (.5).	0.50
01/08/25	Charles A. Beckham	Receive and review correspondence from various creditors about priority claims (.3); work on responding to same (.1).	0.40
01/08/25	ReNecia Sherald	Correspond with Milbank Team several times regarding revisions to Certificate of No Response and Submission of Revised Proposed Order on Debtors' Fifth Omnibus Objection (.8); correspond several times regarding documentation in support of Fifth Omnibus Objection (1.7); coordinate with Milbank Team on same (.5).	3.00
01/09/25	Charles A. Beckham	Receive and review correspondence from various creditors, HB Team and Milbank Team about priority claims (.3); work on responding to same (.1).	0.40
01/09/25	ReNecia Sherald	Correspond with counsel regarding extension request (.9); revise Certificate of No Response and Submission of Revised Proposed Order regarding same (.8).	1.70
01/10/25	Charles A. Beckham	Receive and review correspondence from various creditors about priority claims (.2); work on responding to same (.1).	0.30
01/10/25	Patrick L. Hughes	Review and confirm position on the Massachusetts claim and confirm it was not scheduled in any amount (.2).	0.20
01/13/25	Patrick L. Hughes	Review with R. Sherald matters set for cure objection hearing, including need to file updated agenda and revisions on the 5th Omnibus Claims Objections (.4).	0.40

Invoice Number: 21688878
 Matter Name: Claims Administration and Objections
 Client/Matter Number: 0064273.00010
 Billing Attorney: Charles A. Beckham

February 12, 2025
 Page 3 of 4

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01/13/25	ReNecia Sherald	Correspond with Milbank Team regarding revisions to Schedule 2 of the Debtors' Fifth Omnibus Claims Objection (1.3); review and revise Certificate of No Response regarding same (.7); correspond with Milbank Team regarding January 14 Status Conference (2.2); prepare status update with respect to same (1.3); correspond with Milbank Team and Chambers regarding submission of revised proposed order on Debtors' Fifth Omnibus Claims Objection (.9); correspond with Verita Team regarding service of same (.2).	6.60
01/14/25	Patrick L. Hughes	Address issues for hearing on claims and cure objections matters, including the order denying the 5th claim objection (.5); conduct follow-up to review the form of the claim objection and settlement procedures order for compliance with same (.2).	0.70
01/14/25	ReNecia Sherald	Coordinate with HB Team regarding mechanics for Certificate of No Response and Notice of Submission of Revised Proposed Order (1.4); circulate file-stamped copy to Chambers (.2); prepare for and attend status conference on cure objection matters (.2); review order entered on the Fifth Omnibus Objection to Claims and the four previous iterations to address the Court's comments (2.9); review transcript of 12-6-2023 hearing and Court's direction regarding classification of claims (1.4); conduct follow-up with HB and Milbank Teams on same (2.0).	8.10
01/14/25	Jodi Valencia	Assist with matters related to filing the CNR and Notice of Revised Order on Fifth Omnibus Objection to Claims (.5).	0.50
01/15/25	Charles A. Beckham	Receive and review correspondence from various creditors and HB Team about priority claims (.2).	0.20
01/15/25	Patrick L. Hughes	Joint conference with A&M to address the issues under the 5th Claim objection and updating and supplementing the declaration regarding same (.6).	0.60
01/15/25	ReNecia Sherald	Conference with Milbank and HB Teams several times regarding Court's direction on Fifth Omnibus Objection to Claims and Sixth Omnibus Objection to Claims (1.3); correspond with counsel regarding withdrawal of objection (.5); review and revise Fifth Omnibus Objection (.7); conduct follow-up with Milbank Team on same (.9).	3.40
01/16/25	Patrick L. Hughes	Review and edit revised CNR and updated order on the 5th Omnibus objection and review with R. Sherald for final approvals from Milbank (.4).	0.40
01/16/25	ReNecia Sherald	Revise (i) proposed order on Debtors' Fifth Omnibus Objection (.8) and (ii) Certificate of No Response to same (.6); correspond with Milbank and HB Team on same (1.9).	3.30
01/21/25	ReNecia Sherald	Attention to correspondences regarding Fifth and Sixth Omnibus Claims Objections (1.6).	1.60

Invoice Number: 21688878
 Matter Name: Claims Administration and Objections
 Client/Matter Number: 0064273.00010
 Billing Attorney: Charles A. Beckham

February 12, 2025
 Page 4 of 4

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01/22/25	Charles A. Beckham	Receive and review correspondence from various creditors about priority claims (.2); work on responding to same (.1).	0.30
01/22/25	ReNecia Sherald	Correspond with creditor regarding proof of claim (.2); correspond with counsel regarding extended response deadline (.2); conference regarding CNO to same (.4).	0.80
01/23/25	Charles A. Beckham	Receive and review correspondence from HB Team about CNO and Order Regarding Claims Objection (.2); receive and review draft of same (.1); prepare correspondence to HB Team about same (.1).	0.40
01/23/25	Patrick L. Hughes	Review the updated amended order and schedules and the revised CNO for approval for filing (.4).	0.40
01/23/25	ReNecia Sherald	Review and revise Certificate of No Objection regarding Debtors' Fifth Omnibus Objection (.9), including preparing Exhibits A-E (2.2); revise proposed order on same (.2); correspond with Milbank and A&M Teams several times on same (1.9); correspond with Milbank Team regarding mechanics to same (.7); correspond with counsel regarding 01/24 response deadline (.2); circulate file-stamped copy of filings to Chambers (.1).	6.20
01/23/25	Jodi Valencia	Assist with filing the CNR and Submission of Revised Proposed Order regarding Fifth Omnibus Objection to Claims (.5).	0.50
01/27/25	ReNecia Sherald	Review evidentiary support for Sixth Omnibus Objection (.8).	0.80
01/29/25	ReNecia Sherald	Review omnibus claim objection (1.1) and Notice of Satisfaction of Claims (.6).	1.70

Chargeable Hours 45.80

Total Fees \$42,647.50

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Charles A. Beckham	Partner	2.90	\$1,850.00	\$5,365.00
Patrick L. Hughes	Partner	2.90	\$1,300.00	\$3,770.00
ReNecia Sherald	Associate	38.50	\$850.00	\$32,725.00
Jodi Valencia	Paralegal	1.50	\$525.00	\$787.50

Total Professional Summary \$42,647.50

Total Fees, Expenses and Charges \$42,647.50

Total Amount Due USD \$42,647.50

HAYNES BOONE

Invoice Number: 21688879
Invoice Date: February 12, 2025
Matter Name: Fee-Employment Applications
Client/Matter Number: 0064273.00012
Billing Attorney: Charles A. Beckham

Wesco/Incora
Attn: Dawn Landry
2601 Meacham Blvd., Suite 400
Fort Worth, TX 76137

Pursuant to the Interim Compensation Procedures [Docket No. 606], this invoice is not payable until five business days after the expiration of the fourteen (14) day objection deadline after filing of the respective monthly fee statement, provided no objections are raised during the objection period.

REMITTANCE PAGE

For Professional Services Through January 31, 2025

Total Fees	\$23,715.00
80% of Fees Payable Under Interim Compensation Procedures	\$18,972.00
20% of Fees Held Back Pursuant to Interim Compensation Procedures	\$4,743.00
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$23,715.00
Total Invoice Balance Due (80% of Fees, 100% of Expenses)	USD \$18,972.00

Haynes and Boone, LLP Tax Identification No: [REDACTED]

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No. [REDACTED] Operating Account No. [REDACTED]

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No. [REDACTED] Operating Account No. [REDACTED]
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number 21688879 • Client Number 0064273.00012 • Attorney Charles A. Beckham

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21688879
Matter Name: Fee-Employment Applications
Client/Matter Number: 0064273.00012
Billing Attorney: Charles A. Beckham

February 12, 2025
Page 2 of 4

For Professional Services Through January 31, 2025

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01/02/25	Patrick L. Hughes	Review and approve the Sixth Supplemental Declaration for HB for final approval and filing (.3).	0.30
01/02/25	ReNecia Sherald	Review and revise disclosures in Sixth Supplemental Beckham Declaration and correspond with team regarding same (.8).	0.80
01/03/25	ReNecia Sherald	Correspond with A&M and HB Teams regarding Q4 2024 and Q1 2025 estimate (.5).	0.50
01/06/25	ReNecia Sherald	Further revise final draft of Supplemental C. Beckham Declaration (1.1); correspond with HB Team regarding mechanics to same (.4); correspond with Verita Team regarding service to same (.1).	1.60
01/06/25	Jodi Valencia	Assist with matters related to filing the Sixth Supplemental Declaration Regarding Employment of Haynes and Boone (.2).	0.20
01/07/25	Kimberly Morzak	Draft certificate of no objection for HB's Sixth Interim Fee Application (.4); review December time entries for accuracy and compliance with US Trustee guidelines (1.5).	1.90
01/08/25	Kimberly Morzak	Assist with filing CNO on Haynes Boone's Sixth Interim Fee Application (.2).	0.20
01/08/25	ReNecia Sherald	Review and revise exhibits to HB's Eighteenth Monthly Fee Statement (3.3); review and revise CNO on Haynes and Boone's Sixth Interim Fee Application (.6); circulate file-stamped copy to Chambers and Verita Team for service of same (.2).	4.10
01/09/25	Charles A. Beckham	Receive and review PwC Seventh Overage Notice (.2); receive and review correspondence from HB Team about same (.1); prepare correspondence to HB Team about same (.1).	0.40
01/09/25	Patrick L. Hughes	Review and approve PwC 7th Overage Notice for filing (.2).	0.20
01/09/25	ReNecia Sherald	Review and revise PwC's Seventh Overage Notice (.7); review and correspond with Milbank Team regarding responses pursuant to Bankruptcy Rule 9006(a)(1)(B) (1.2).	1.90
01/09/25	Jodi Valencia	Assist with matters related to filing PwC's Seventh Overage Notice (.3).	0.30
01/10/25	Kourtney Lyda	Review and revise exhibits to Haynes and Boone's monthly fee statement and confer with Haynes Boone team regarding same (1.4).	1.40

Invoice Number: 21688879
 Matter Name: Fee-Employment Applications
 Client/Matter Number: 0064273.00012
 Billing Attorney: Charles A. Beckham

February 12, 2025
 Page 3 of 4

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01/13/25	Kimberly Morzak	Review exhibits to HB's Eighteenth Monthly Fee Statement and enter data into fee tracking spreadsheet (.5); draft HB's Eighteenth Monthly Fee Statement and prepare exhibits for same (1.2); confer with R. Sherald regarding new billing rates (.1).	1.80
01/13/25	ReNecia Sherald	Correspond with HB Team regarding compliance with Court's Retention Order (.5); confer with counsel regarding same (.3).	0.80
01/14/25	Patrick L. Hughes	Review and approve Notice of Submission of Proposed Order (.1); review and approve the A&M and PJT fee applications for filing as requested (.4).	0.50
01/14/25	ReNecia Sherald	Correspond with Milbank Team regarding proposed form of order on PJT's Fifth Interim Fee Application (1.3); prepare Notice of Submission to same (.4); circulate file-stamped copy to Chambers (.1); correspond with Verita Team regarding service of same (.1); review and revise (i) PJT's Sixth Interim Fee Application (.8) and (ii) A&M's Eighteenth Monthly Fee Statement and coordinate with Milbank and Verita Teams regarding same (.7).	3.40
01/14/25	Jodi Valencia	Assist with filing the Notice of Submission of Proposed Order on PJT's Fifth Interim Fee Application (.4); file PJT's Sixth Interim Fee Application (.4); file Alvarez & Marsal North America's Eighteenth Monthly Fee Statement (.3); advise team of related deadlines (.1).	1.20
01/21/25	ReNecia Sherald	Correspond with HB and Milbank Team regarding HB's Eighteenth Monthly Fee Statement (1.7).	1.70
01/22/25	Patrick L. Hughes	Review and edit closing summary needed for the 1/29 fee estimates for closing at month end (.4).	0.40
01/27/25	Charles A. Beckham	Review and work on comments to HB's Eighteenth Fee Statement (.3).	0.30
01/27/25	Kimberly Morzak	Update and file HB's Eighteenth Monthly Fee Statement (.3).	0.30
01/27/25	ReNecia Sherald	Review and attention to Haynes and Boone's Eighteenth Monthly Fee Statement (.3); correspond with Verita Team regarding service of same (.2).	0.50
01/28/25	ReNecia Sherald	Correspond with HB Team regarding Haynes and Boone's Seventh Fee Application (1.0); review funds flow chart (.5); conduct follow-up with Milbank Team on same (.2).	1.70
01/31/25	Patrick L. Hughes	Review and approve PJT fee application (.1).	0.10
01/31/25	ReNecia Sherald	Review and revise PJT's Nineteenth Monthly Fee Application (.5); coordinate with Verita Team regarding service of same (.2).	0.70
01/31/25	Jodi Valencia	Assist with filing PJT Partner's Sixteenth Monthly Fee Statement and advise team of related deadlines (.3).	0.30

Invoice Number: 21688879
 Matter Name: Fee-Employment Applications
 Client/Matter Number: 0064273.00012
 Billing Attorney: Charles A. Beckham

February 12, 2025
 Page 4 of 4

Chargeable Hours 27.50

Total Fees \$23,715.00

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Charles A. Beckham	Partner	0.70	\$1,850.00	\$1,295.00
Patrick L. Hughes	Partner	1.50	\$1,300.00	\$1,950.00
ReNecia Sherald	Associate	17.70	\$850.00	\$15,045.00
Kourtney Lyda	Counsel	1.40	\$1,250.00	\$1,750.00
Jodi Valencia	Paralegal	2.00	\$525.00	\$1,050.00
Kimberly Morzak	Paralegal	4.20	\$625.00	<u>\$2,625.00</u>
Total Professional Summary				\$23,715.00

Total Fees, Expenses and Charges \$23,715.00

Total Amount Due USD \$23,715.00

HAYNES BOONE

Invoice Number: 21688880
Invoice Date: February 12, 2025
Matter Name: Plan and Disclosure Statement
Client/Matter Number: 0064273.00017
Billing Attorney: Charles A. Beckham

Wesco/Incora
Attn: Dawn Landry
2601 Meacham Blvd., Suite 400
Fort Worth, TX 76137

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REMITTANCE PAGE

For Professional Services Through January 31, 2025

Total Fees	\$109,512.50
80% of Fees Payable Under Interim Compensation Procedures	\$87,610.00
20% of Fees Held Back Pursuant to Interim Compensation Procedures	\$21,902.50
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$109,512.50
Total Invoice Balance Due (80% of Fees, 100% of Expenses)	USD \$87,610.00

Haynes and Boone, LLP Tax Identification No: [REDACTED]

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: [REDACTED] Operating Account No. [REDACTED]

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No. [REDACTED] Operating Account No. [REDACTED]
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number 21688880 • Client Number 0064273.00017 • Attorney Charles A. Beckham

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21688880
Matter Name: Plan and Disclosure Statement
Client/Matter Number: 0064273.00017
Billing Attorney: Charles A. Beckham

February 12, 2025
Page 2 of 7

For Professional Services Through January 31, 2025

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01/03/25	Charles A. Beckham	Receive and review Supplemental Voting Declaration (.2); receive and review correspondence from HB Team about same (.1); prepare correspondence about same (.1).	0.40
01/03/25	Patrick L. Hughes	Attention to multiple calls to address pending confirmation order update and entry of same, including notices to be transmitted (.4); review and approve Supplemental Voting Declaration as updated for filing (.2).	0.60
01/03/25	ReNecia Sherald	Review and revise Supplemental Voting Declaration (.7); coordinate several times with Milbank Team regarding same (1.7); correspond with Verita Team regarding service of same (.2).	2.60
01/03/25	Jodi Valencia	Assist with matters related to filing the Second Supplemental Voting Declaration (1.3).	1.30
01/06/25	Charles A. Beckham	Receive and review Correction Confirmation Order (.2); receive and review correspondence from HB Team about same (.1).	0.30
01/06/25	Patrick L. Hughes	Review the updated and corrected FFCL and conduct follow-up with the team regarding service (.4); review the Notice of Supplemental Authority by the first lienholders (.3); review Langur Maize's Response to Non-Debtor Counterclaim Defendants' Notice of Supplemental Authority on the Mitel case (.3).	1.00
01/06/25	ReNecia Sherald	Review entry of amended orders and confirm accuracy of same (1.7); correspond with Milbank team regarding same (.3); correspond with Verita Team regarding service of same (.1).	2.10
01/09/25	Charles A. Beckham	Receive and review correspondence from HB Team and Milbank Team about finance transactions (.3); confer with HB Team about same (.3); prepare correspondence to HB Team and Milbank Team about same (.3).	0.90
01/09/25	Patrick L. Hughes	Review and initial overview for S. Foster on the plan structure and exit financing to be implemented in closing the exit transactions (.5).	0.50
01/09/25	ReNecia Sherald	Attention to several correspondences regarding exemption to discharge (1.3); correspond with HB Team regarding exit strategy (.2).	1.50
01/10/25	Charles A. Beckham	Receive and review Notice of Appeal (.2); receive and review correspondence from Milbank Team and HB Team about same (.2); receive and review correspondence from HB Team and Milbank Team about Texas Opinion Letter (.2).	0.60

Invoice Number: 21688880
Matter Name: Plan and Disclosure Statement
Client/Matter Number: 0064273.00017
Billing Attorney: Charles A. Beckham

February 12, 2025
Page 3 of 7

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01/10/25	Sakina Foster	Review request for Texas legal opinion (.2); confer with P. Hughes and analyze Plan with respect to exit financing (.8).	1.00
01/10/25	Patrick L. Hughes	Review the first lienholder's Joint Notice of Appeal (.2); direct calendaring of deadlines and analyze whether appeal impacts effective date closing (.2).	0.40
01/10/25	Whitley Johnson	Review credit agreement and related documents (.4); draft opinion (.7); attend to correspondence regarding same (.1).	1.20
01/10/25	Kenneth J. Rusinko	Review Joint Notice of Appeal filed by First Lien Noteholders, circulate and confer with team regarding deadlines relating thereto (.8).	0.80
01/11/25	Charles A. Beckham	Receive and review correspondence about Closing Financing Transaction and related matters (.3); receive and review materials regarding same (.2).	0.50
01/11/25	Sakina Foster	Analyze Texas loan parties and draft credit documents (1.0).	1.00
01/11/25	Patrick L. Hughes	Review and provide information regarding the debtors and structure as well as the identity of the creditors (.2); address issues and information needed for the exit and Effective Date (.3).	0.50
01/11/25	ReNecia Sherald	Correspond with HB Team several times regarding corporate organization issues (2.6).	2.60
01/13/25	Charles A. Beckham	Receive and review correspondence from HB Team about Texas Opinion Letter (.3).	0.30
01/13/25	Sakina Foster	Analyze matters related to legal opinion (.4); review loan documents and grid of legal opinions (1.6).	2.00
01/13/25	Patrick L. Hughes	Conduct follow-up on matters relating to the exit and Effective Date (.3).	0.30
01/13/25	Whitley Johnson	Review credit agreement and related documents (.3); review and revise opinion (.6); attend to correspondence regarding same (.2).	1.10
01/14/25	Sakina Foster	Analyze issues related to legal opinion (.4).	0.40
01/14/25	Whitley Johnson	Review and revise opinion (2.2); review security documents (.8); review indenture (.6); attend to correspondence regarding same (.6).	4.20
01/15/25	Sakina Foster	Analyze legal opinion draft (1.0).	1.00
01/15/25	Patrick L. Hughes	Review the forms of exit opinions and status of the exit financing under the plan (.3); review the court's initial part one of three report and recommendation on the Langer claims (1.2).	1.50
01/15/25	Whitley Johnson	Draft local counsel opinions (1.2).	1.20

Invoice Number: 21688880
 Matter Name: Plan and Disclosure Statement
 Client/Matter Number: 0064273.00017
 Billing Attorney: Charles A. Beckham

February 12, 2025
 Page 4 of 7

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01/16/25	Charles A. Beckham	Receive and review First Report and Recommendation in Adversary Proceeding (.8); receive and review Notice of Magistrate Judge in Appeal (.1); prepare correspondence to HB Team about same (.2).	1.10
01/16/25	Sakina Foster	Analyze status of legal opinion (.2).	0.20
01/17/25	Paul H. Amiel	Review and comment on draft local counsel opinion (.6).	0.60
01/17/25	Sakina Foster	Review revised legal opinion (.2).	0.20
01/17/25	Patrick L. Hughes	Review Report and recommendation #2 on the uptier trial (1.1); review the firm exit opinion letter (.5).	1.60
01/18/25	Charles A. Beckham	Receive and review draft of Texas Opinion Letter (.5).	0.50
01/18/25	Sakina Foster	Further review legal opinion (.2).	0.20
01/20/25	Sakina Foster	Review comments to legal opinion (.5).	0.50
01/21/25	Charles A. Beckham	Receive and review correspondence from HB Team and Milbank Team about Texas Opinion Letter (.3).	0.30
01/21/25	Sakina Foster	Continue to work on legal opinion (.2).	0.20
01/21/25	ReNecia Sherald	Correspond with Milbank Team regarding emergence issues (.2).	0.20
01/22/25	Charles A. Beckham	Receive and review correspondence from Milbank Team and HB Team about Texas Opinion Letter (.3); receive and review Second Report and Recommendation regarding Adversary Proceeding (.8).	1.10
01/22/25	Sakina Foster	Analyze status of legal opinions and deal (.2).	0.20
01/22/25	Patrick L. Hughes	Review and communications regarding plan negotiation and closing matters set for 1/31 and mechanics for the closing (.3); internal communications on needed action and deliverables for 1/29 (.2).	0.50
01/23/25	Sakina Foster	Review legal opinion for indenture and continue to work on opinion matters (1.0).	1.00
01/23/25	Whitley Johnson	Draft local counsel opinion regarding the Note Documents (2.6).	2.60
01/24/25	Paul H. Amiel	Attention to email correspondence regarding opinion of Counsel and power and authority issues (.3); review and comment on opinion (1.1).	1.40
01/24/25	Charles A. Beckham	Receive and review revised drafts of Texas Opinion Letter (.3); receive and review correspondence from HB Team about same (.2).	0.50
01/24/25	Sakina Foster	Analyze issues related to legal opinion (1.0).	1.00

Invoice Number: 21688880
 Matter Name: Plan and Disclosure Statement
 Client/Matter Number: 0064273.00017
 Billing Attorney: Charles A. Beckham

February 12, 2025
 Page 5 of 7

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01/24/25	Patrick L. Hughes	Review the further redlined edits to the Texas closing opinion letter on the financing, and review the status of the confirmation order, the terms of the order, and the lack of impact on the still unfiled LLC agreement projected to be filed the same date as the Effective Date (.8); forward to the opinion letter team the underlying confirmation order and plan and the status of the plan supplement to ensure suitable approvals of the exit financing on the terms per the opinion letter, with multiple communications including transmittal of the organization charts (1.3).	2.10
01/24/25	Whitley Johnson	Review and revise local counsel opinions (.4).	0.40
01/24/25	ReNecia Sherald	Review and analyze provisions of Plan and Corrected Confirmation Order regarding implementation of Plan and restructuring transactions (1.6); correspond with HB Team regarding same (.3).	1.90
01/26/25	Paul H. Amiel	Email exchange with Ms. Johnson regarding revisions to the opinion of Counsel (.2).	0.20
01/26/25	Charles A. Beckham	Receive and review correspondence from HB Team and Milbank Team about Texas opinions (.2); receive and review drafts of same (.3).	0.50
01/27/25	Paul H. Amiel	Review and comment on revised opinion (.6); email exchange with opinion committee chair regarding appropriate qualifications in discussing no violation of law opinion (.2); conduct follow-up email communication and telephone calls with P. Hughes to discuss authority issues and pending disputes arising from the borrowers bankruptcy proceedings (.5).	1.30
01/27/25	Charles A. Beckham	Receive and review correspondence from HB Team about closing matters (.3); confer with HB Team about same (.2); receive and review correspondence from HB Team and Milbank Team about Texas opinions (.3); receive and review revised drafts of same (.3).	1.10
01/27/25	Sakina Foster	Review and revise Legal Opinion (3.0).	3.00
01/27/25	Patrick L. Hughes	Review updated comments on the exit opinion letter and provide further background comments regarding the plan, exit and timetable as well as developments in the appeal (.5); review issues arising from the 24/26 motion to reconsider the DIP financing order (.3); conduct follow-up communications with R. Sherald, C. Beckham, P. Amiel, B. Schak and others on the opinion letter matters and exit process (1.0).	1.80
01/27/25	Whitley Johnson	Draft indenture opinion (.6).	0.60
01/27/25	ReNecia Sherald	Review and attention to Reconsideration issues (.4); conference with HB and Milbank Teams several times regarding same (1.2).	1.60

Invoice Number: 21688880
Matter Name: Plan and Disclosure Statement
Client/Matter Number: 0064273.00017
Billing Attorney: Charles A. Beckham

February 12, 2025
Page 6 of 7

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01/28/25	Charles A. Beckham	Receive and review Supplemental Voting Summary (.3); receive and review correspondence from HB Team about same (.2); confer with HB Team about same (.2); receive and review correspondence from HB Team and Milbank Team about preparations for closing and Texas opinions (.3); receive and review revised drafts of same and Voting Stipulation (.2).	1.20
01/28/25	Patrick L. Hughes	Review the updated opinion letter with further comments (.2); review the Joint Stipulation Regarding Emergence and Definitive Documents and internal conference on exit matters (.4).	0.60
01/28/25	ReNecia Sherald	Attention to exit matters, including review of joint stipulation (1.0); correspond with Milbank and HB Teams on same (.3); review and revise Third Supplemental Voting Declaration (.6); correspond with Milbank and HB Teams regarding mechanics to same (2.1); correspond with Verita Team regarding service of same (.9).	4.90
01/28/25	Jodi Valencia	Assist with matters related to filing the Third Supplemental Declaration with Respect to the Tabulation of Votes (.3).	0.30
01/29/25	Charles A. Beckham	Receive and review correspondence from HB Team and Milbank Team about preparations for closing (1.3).	1.30
01/29/25	Patrick L. Hughes	Review and approve the overnight filing of the further supplemental declaration to reflect votes changed and made at the confirmation hearing incident to the exit from the bankruptcy case (.4); review issues with Milbank, A&M and Ms. Sherald on the closing transactions, the flow of funds and related matters, and edit and finalize for transmission the requested documents (.6); review the updated Joint Stipulation Regarding Emergence and Definitive Documents (.4)	1.40
01/29/25	Whitley Johnson	Review and incorporate comments to opinions (2.3); draft backup certificate (1.2).	3.50
01/29/25	ReNecia Sherald	Correspond with Milbank, A&M, and HB Teams several times regarding emergency funds flow (3.3).	3.30
01/30/25	Charles A. Beckham	Receive and review correspondence from Milbank Team and HB Team about preparations for closing and Texas Opinion Letters (.3); receive and review revised drafts of same (.2).	0.50
01/30/25	Patrick L. Hughes	Attention to multiple calls and communications regarding planned closing of the plan transactions and coordination on the filings needed (1.3).	1.30
01/30/25	Whitley Johnson	Review and finalize local counsel opinions (1.2); attend to correspondence regarding same and closing (.8).	2.00
01/30/25	ReNecia Sherald	Coordinate with Milbank Team regarding plan supplement and emergency issues (2.4).	2.40

Invoice Number: 21688880
 Matter Name: Plan and Disclosure Statement
 Client/Matter Number: 0064273.00017
 Billing Attorney: Charles A. Beckham

February 12, 2025
 Page 7 of 7

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01/31/25	Charles A. Beckham	Receive and review Notice of Sixth Amended Plan Supplement and Joint Stipulation (.3); receive and review correspondence from HB Team about same (.2); receive and review draft of Notice of Effective Date (.2); confer with HB Team about same (.2); receive and review correspondence from Milbank Team and HB Team about same (.2).	1.10
01/31/25	Patrick L. Hughes	Review and confirm overnight filing of the notice and exhibits in the plan supplement and the Joint Stipulations to enable closing call to proceed on implementation of the plan (1.4); review the notice of effective date and review and comment on the proposed notice to close cases for filing (.5).	1.90
01/31/25	ReNecia Sherald	Review and revise Plan Supplement and several corresponding exhibits and redlines (2.6); review and revise Notice of Effective Date (1.2) and Notice of Closing of Chapter 11 Cases (.9); conference several times with Milbank Team regarding procedural mechanics to same (3.4); coordinate with Verita Team regarding service of same (.3).	8.40
01/31/25	Jodi Valencia	Assist with matters related to filing (i) Final Plan Supplement, (ii) Joint Stipulation Regarding Emergence and Definitive Documents, and (iii) Notice of Effective Date and Entry of Order Confirming Plan.	1.50

Chargeable Hours 95.80

Total Fees \$109,512.50

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Charles A. Beckham	Partner	12.20	\$1,850.00	\$22,570.00
Patrick L. Hughes	Partner	16.00	\$1,300.00	\$20,800.00
Paul H. Amiel	Partner	3.50	\$1,575.00	\$5,512.50
Sakina Foster	Partner	11.90	\$1,325.00	\$15,767.50
ReNecia Sherald	Associate	31.50	\$850.00	\$26,775.00
Whitley Johnson	Associate	16.80	\$950.00	\$15,960.00
Jodi Valencia	Paralegal	3.10	\$525.00	\$1,627.50
Kenneth J. Rusinko	Paralegal	0.80	\$625.00	\$500.00

Total Professional Summary \$109,512.50

Total Fees, Expenses and Charges \$109,512.50

Total Amount Due USD \$109,512.50

HAYNES BOONE

Invoice Number: 21688882
Invoice Date: February 12, 2025
Matter Name: Creditor Communications
Client/Matter Number: 0064273.00034
Billing Attorney: Charles A. Beckham

Wesco/Incora
Attn: Dawn Landry
2601 Meacham Blvd., Suite 400
Fort Worth, TX 76137

Pursuant to the Interim Compensation Procedures [Docket No. 606], this invoice is not payable until five business days after the expiration of the fourteen (14) day objection deadline after filing of the respective monthly fee statement, provided no objections are raised during the objection period.

REMITTANCE PAGE

For Professional Services Through January 31, 2025

Total Fees	\$7,040.00
80% of Fees Payable Under Interim Compensation Procedures	\$5,632.00
20% of Fees Held Back Pursuant to Interim Compensation Procedures	\$1,408.00
Total Expenses	\$0.00
Total Fees, Expenses and Charges	\$7,040.00
Total Invoice Balance Due (80% of Fees, 100% of Expenses)	USD \$5,632.00

Haynes and Boone, LLP Tax Identification No: [REDACTED]

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No. [REDACTED] Operating Account No. [REDACTED]

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No. [REDACTED] Operating Account No. [REDACTED]
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number 21688882 • Client Number 0064273.00034 • Attorney Charles A. Beckham

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21688882
 Matter Name: Creditor Communications
 Client/Matter Number: 0064273.00034
 Billing Attorney: Charles A. Beckham

February 12, 2025
 Page 2 of 3

For Professional Services Through January 31, 2025

Professional Fees

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
01/02/25	ReNecia Sherald	Correspond with foreign creditor regarding notices received in chapter 11 cases and provide insight into same (.5); coordinate with A&M and Milbank Teams several times regarding inbound communication and relationship of creditor to debtor entity, including payment history and prepetition amounts outstanding (1.7).	2.20
01/06/25	ReNecia Sherald	Correspond with former employee regarding chapter 11 case (.5).	0.50
01/07/25	Patrick L. Hughes	Attention to multiple communications regarding creditor inquiries and responses (.3).	0.30
01/07/25	ReNecia Sherald	Correspond with A&M and HB Teams regarding creditor's connection to chapter 11 cases and prepetition payment schedule and goods received in consideration of same (.8); conduct follow-up with creditor regarding same (.4).	1.20
01/08/25	ReNecia Sherald	Receive and address inquiry regarding Plan confirmation schedule (.4); correspond with creditors regarding chapter 11 status and ordinary course business plans (.8).	1.20
01/09/25	Patrick L. Hughes	Review and comment on draft reply to the Massachusetts Revenue demands and inquiry regarding tax claims and compliance matters (.4); review and address Connex inquiry and request on the 5th omnibus objection.(.3).	0.70
01/10/25	ReNecia Sherald	Receive demand for payment from Massachusetts Department of Revenue (.2); review and confer with HB and Milbank Teams several times regarding assertion of dischargeability of claim (.8); coordinate response with Debtors' professionals, including Alvarez & Marsal (.2); receive inquiry regarding status of case and address same (.3).	1.50
01/22/25	Patrick L. Hughes	Confer with R. Sherald on creditor inquiries regarding the Plan status and distributions (.1).	0.10

Chargeable Hours 7.70

Total Fees

\$7,040.00

Invoice Number: 21688882
Matter Name: Creditor Communications
Client/Matter Number: 0064273.00034
Billing Attorney: Charles A. Beckham

February 12, 2025
Page 3 of 3

Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Patrick L. Hughes	Partner	1.10	\$1,300.00	\$1,430.00
ReNecia Sherald	Associate	6.60	\$850.00	<u>\$5,610.00</u>
Total Professional Summary				\$7,040.00

Total Fees, Expenses and Charges **\$7,040.00**

Total Amount Due **USD \$7,040.00**

HAYNES BOONE

Invoice Number: 21688881
Invoice Date: February 12, 2025
Matter Name: Expenses
Client/Matter Number: 0064273.00024
Billing Attorney: Charles A. Beckham

Wesco/Incora
Attn: Dawn Landry
2601 Meacham Blvd., Suite 400
Fort Worth, TX 76137

Pursuant to the Interim Compensation Procedures [Docket No. 606], this invoice is not payable until five business days after the expiration of the fourteen (14) day objection deadline after filing of the respective monthly fee statement, provided no objections are raised during the objection period.

REMITTANCE PAGE

For Professional Services Through January 31, 2025

Total Fees	\$0.00
80% of Fees Payable Under Interim Compensation Procedures	\$0.00
20% of Fees Held Back Pursuant to Interim Compensation Procedures	\$0.00
Total Expenses	\$43.00
Total Fees, Expenses and Charges	\$43.00
Total Invoice Balance Due (80% of Fees, 100% of Expenses)	USD \$43.00

Haynes and Boone, LLP Tax Identification No: [REDACTED]

CHECK PAYMENT INSTRUCTIONS

Haynes and Boone, LLP
P.O. Box 841399
Dallas, TX 75284-1399

ACH PAYMENT INSTRUCTIONS

For Credit to the Account of HAYNES AND BOONE, LLP
ABA No.: [REDACTED] Operating Account No. [REDACTED]

WIRE PAYMENT INSTRUCTIONS

BANK OF AMERICA 100 West 33rd Street New York, NY 10001
For Credit to the Account of HAYNES AND BOONE, LLP
ABA No. [REDACTED] Operating Account No. [REDACTED]
SWIFT Code - USD: BOFAUS3N • SWIFT Code - Foreign Currency: BOFAUS6S
Bank wire fees are the responsibility of the sender.

NOTE: For ACH / Wire payments, remittance details should be sent to: PaymentDetail@haynesboone.com
Please Reference: Invoice Number 21688881 • Client Number 0064273.00024 • Attorney Charles A. Beckham

PAYMENT IS DUE UPON RECEIPT, UNLESS OTHERWISE AGREED.

Invoice Number: 21688881
Matter Name: Expenses
Client/Matter Number: 0064273.00024
Billing Attorney: Charles A. Beckham

February 12, 2025
Page 2 of 2

For Professional Services Through January 31, 2025

Expenses Summary

<u>Description</u>	<u>Amount</u>
Transcripts and Tapes of Hearing	<u>\$43.00</u>
Total Expenses	\$43.00

Total Fees, Expenses and Charges	\$43.00
Total Amount Due	USD \$43.00

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

In re:	§	
	§	Chapter 11
	§	
WESCO AIRCRAFT HOLDINGS, INC.,¹	§	Case No. 23-90611 (MI)
	§	
Reorganized Debtor.	§	
	§	

**FINAL ORDER ALLOWING COMPENSATION
AND REIMBURSEMENT OF EXPENSES
(Docket No. ____)**

The Court has considered the Final Application² for Compensation and Reimbursement of Expenses filed by Haynes and Boone, LLP (the “Applicant”). The Court orders:

1. The Applicant is allowed compensation and reimbursement of expenses in the amount of **\$3,251,115.07** for the period set forth in the application.
2. The compensation and reimbursement of expenses allowed in this order and all previous interim allowances of compensation and reimbursement of expenses are approved on a final basis.
3. The Debtors are authorized to disburse any unpaid amounts allowed by paragraphs 1 and 2 of this Order.

Dated: _____, 2025

MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

¹ The captioned Reorganized Debtor is Incora Intermediate II LLC, the successor by merger to Wesco Aircraft Holdings, Inc. Its employer identification number is 33-2921953. Its principal office address and service address in this case is 2601 Meacham Blvd., Ste. 400, Fort Worth, TX 76137.

² Capitalized terms used but not otherwise defined in this Order shall have the meanings set forth in the Final Application.