

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

In re)	
)	Chapter 11
WESCO AIRCRAFT HOLDINGS, INC., <i>et al.</i> , ¹)	
)	Case No. 23-90611 (MI)
Debtors.)	
)	
)	

**APPLICATION OF WORKDAY, INC. FOR ALLOWANCE AND PAYMENT OF
ADMINISTRATIVE CLAIM PURSUANT TO 11 U.S.C. § 503(b)(1)**

Workday, Inc. (“**Workday**”) moves this Court for the entry of an order under 11 U.S.C. § 503(b)(1)(A) allowing and directing payment to Workday of an administrative expense claim in the amount of \$8,000.00 for post-petition services provided to the above-captioned Debtors.

JURISDICTION

1. This 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.
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory basis for the relief requested in this application is 11 U.S.C. § 503(b)(1)(A).

BACKGROUND

4. The Debtors executed a *Master Services Agreement* (as amended, “**MSA**”) with Workday to use payroll, human resource, and other cloud-based enterprise management services provided by Workday. Since entering the MSA, the Debtors executed Order Form #00410602.0

¹ A complete list of the Debtors in these chapter 11 cases, with each Debtor’s federal tax identification number and the address of its principal office, is available on the website of the Debtors’ noticing agent at www.veritaglobal.net/incora.



(the “**Order Form**”).² The Order Form, among other things, added new service applications, extended the terms of use of service applications, and established payment and invoicing schedules for the services to be performed pursuant to the MSA. The MSA and the Order Form, collectively, constitute the “**Workday Contract**”.

5. On June 1, 2023 (“**Petition Date**”), the Debtors filed voluntary petitions for bankruptcy under chapter 11 of the United States Code (“**Bankruptcy Code**”).

6. Workday also provided training sessions to the employees of the Debtors, providing demonstrations on how to maximize the services offered under the Workday Contract. One such training occurred in July 2024. In connection with the July 2024 training, Workday issued invoice number WD-351910 in the amount of \$8,000.00. That invoice remains unpaid. A redacted copy of invoice number WD-351910 is attached as Exhibit A.

RELIEF REQUESTED

7. Administrative expenses are “the actual, necessary costs and expenses of preserving the estate.” 11 U.S.C. § 503(b)(1)(A). To qualify as an administrative expense claim, the “claim against the estate must have arisen post-petition and as a result of actions taken by the trustee [or debtor-in-possession] that benefitted the estate.” *Nabor Offshore Corp. v. Whistler Energy II, L.L.C. (In re Whistler Energy II, L.L.C.)*, 931 F.3d 432, 441 (5th Cir. 2019) (internal citation omitted).

8. Here, Workday’s claim qualifies as an administrative expense claim. The claim arose post-petition, as Workday provided the training in July 2024 and invoice number WD-351910 was due September 8, 2024.

² The term “Order Forms” is defined in the MSA to mean “the separate ordering documents under which Customer subscribes to the Workday Service pursuant to the Agreement that has been fully executed by the parties,” and the MSA includes all fully executed order forms.

9. Additionally, the training was the result of actions taken by the Debtors that benefitted the Debtor's estate. The Debtors requested the training offered by Workday, and the Workday training allowed the Debtors to, among other things, utilize Workday's services to manage their payroll, benefits, and HR services while the Debtors navigated the bankruptcy proceedings. In short, Workday's services permitted the Debtors' continued post-petition operations without interruption. Thus, Workday's services provided a direct benefit to the Debtors. Accordingly, under 11 U.S.C. § 503(b), Workday is entitled to an administrative expense claim in the amount of \$8,000, representing the value of the Workday training in July 2024.

10. Based on these facts and circumstances, Workday submits that the services it has provided constitute administrative expenses that should receive the highest priority in payment in this bankruptcy proceeding. 11 U.S.C. § 507(a)(2).³

RESERVATION OF RIGHTS

11. Notwithstanding the foregoing, Workday expressly reserves (and hereby expressly does not waive) all rights, claims and counterclaims, defenses, interests, actions and/or other remedies including, without limitation, the right to amend, modify and/or supplement (A) any proof of claim already filed by Workday and/or any other claim that it may file in the future, (B) the administrative expense claim asserted herein and/or any further administrative expenses as may be asserted hereinafter, (C) a judicial determination of the amount(s) due and owing with regard to such claims and/or administrative claims, (D) this administrative expense claim in response to any submission by any party-in-interest including, without limitation, any objection to this

³ Workday notes that two additional invoices will be due by the Debtors to Workday in the near future: (1) invoice number WD-375955 (due March 2, 2025) and (2) invoice number WD-376828 (due April 1, 2025). In the event these additional invoices are not timely paid, Workday reserves the right (as set forth above) to supplement this administrative expense claim or file additional administrative expense claims.

Application or an amendment to it, and (E) the right to adopt any other pleadings filed by any other party related to this administrative expense claim, and any other claims or applications as may be filed hereinafter.

For the reasons stated herein, Workday respectfully requests that the Court enter an order, substantially in the form attached hereto, (a) granting Workday a chapter 11 administrative expense claim for \$8,000.00 and (b) granting Workday such other and further relief the Court deems just and proper.

DATED: February 28, 2025

Respectfully submitted,

By: /s/ John D. Penn

John D. Penn

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Attorneys for Workday, Inc.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the above and foregoing document has been served on February 28, 2025, to all counsel of record, via the Court's CM/ECF system.

/s/ John D. Penn

John D. Penn

Exhibit A



INVOICE

Workday, Inc.
6110 Stoneridge Mall Road
Pleasanton, CA 94588
United States of America
Federal Tax ID: [REDACTED]
Tel: +1 (925) 951-9522

Invoice Number: WD-351910
Invoice Date: August 9, 2024
Due Date: September 8, 2024
Terms: Net 30
Amount Due: USD 8,000.00

Bill To:
Wesco Aircraft Hardware Corp d/b/a Incora
2601 Meacham Boulevard
Suite 400
Fort Worth, TX 76137
United States of America

Ship To:
Wesco Aircraft Hardware Corp d/b/a Incora
2601 Meacham Boulevard
Suite 400
Fort Worth, TX 76137
United States of America

Course Name	Student	Class #	Student Email	Class Dates	Class Total
Payroll Fundamentals - Learn Virtual	[REDACTED]	S-04223	[REDACTED]	7/16/24–7/19/24	4,400.00
Payroll Fundamentals - Learn Virtual	[REDACTED]	S-04223	[REDACTED]	7/16/24–7/19/24	2,800.00
Payroll Transactions - Learn Independent	[REDACTED]	2023R2	[REDACTED]	7/16/24–7/16/24	800.00
Sub Total					8,000.00
Tax:					0.00
Amount Due					USD 8,000.00

PO Number:

Memo: Training July 2024

Please Remit Payments To:

Via Electronic Funds Transfer (preferred):



Via Mail:
WORKDAY, INC.
P.O. Box 886106
Los Angeles CA 90088-6106

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**ORDER GRANTING APPLICATION OF WORKDAY, INC.
FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM
PURSUANT TO 11 U.S.C. § 503(b)(1)**

Upon consideration of Workday Inc.’s (“**Applicant**”) *Application for Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. §503(b)(1)* (“**Motion**”), it is hereby ORDERED that:

1. The Motion is Granted as set forth herein.
2. Applicant’s administrative expense claim in the amount of \$8,000.00 is hereby allowed (“**Allowed Administrative Expense Claim**”).
3. This Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

¹ A complete list of the Debtors in these chapter 11 cases, with each Debtor’s federal tax identification number and the address of its principal office, is available on the website of the Debtors’ noticing agent at www.veritaglobal.net/incora.