

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

In re

WESCO AIRCRAFT HOLDINGS, INC.,
et al.,¹

Reorganized Debtors.

Chapter 11

Case No. 23-90611 (MI)

(Jointly Administered)

STIPULATION REGARDING ROLLS-ROYCE PLC, ROLLS-ROYCE DEUTSCHLAND & CO KG, AND ROLLS-ROYCE SINGAPORE (PTE) LTD'S APPLICATION FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM PURSUANT TO 11 U.S.C. §§ 503(b) AND 507(a)(2)

Wesco Aircraft Holdings, Inc. and its affiliates that are Reorganized Debtors in the Chapter 11 Cases and Rolls-Royce plc, Rolls-Royce Deutschland & Co KG, and Rolls-Royce Singapore (Pte) Ltd (collectively, "***Rolls-Royce***," and, together with the Reorganized Debtors, the "***Parties***"), by and through their respective undersigned counsel, hereby enter into this stipulation (this "***Stipulation***") as follows:

RECITALS

A. On June 1, 2023, the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "***Bankruptcy Code***") in the United States Bankruptcy Court for the Southern District of Texas (the "***Court***").

B. On September 5, 2024, the Debtors filed the (i) *Modified Second Amended Joint Chapter 11 Plan of Wesco Aircraft Holdings, Inc. et al.* in accordance with the Court's comments at the September 5, 2024 hearing and to make an unrelated technical correction [Docket No. 2082]

¹ The Reorganized 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 Reorganized 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.veritaglobal.net/incora/>. The service address for each of the Debtors in these cases is 2601 Meacham Blvd., Ste. 400, Fort Worth, TX 76137.



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(the “**Revised September 5 Modified Second Amended Plan**”) and (ii) the *Disclosure Statement for the Modified Second Amended Joint Chapter 11 Plan of Wesco Aircraft Holdings, Inc. et al.* (“**Final Approved Modified Second Amended Disclosure Statement**”) [Docket No. 2083]. That same day, the Court signed the *Order (I) Approving 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 “**Disclosure Statement Order**”).

C. On December 5, 2024, the Debtors filed the *Further Modified Second Amended Joint Chapter 11 Plan of Wesco Aircraft Holdings, Inc. et al.* [Docket No. 2408] (the “**Further Modified Second Amended 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**”).

D. The transactions in the Further Modified Second Amended Plan were implemented on January 31, 2025 (the “**Effective Date**”). Accordingly, on January 31, 2025, the Debtors filed the *Notice of (I) Effective Date and (II) Entry of Order Confirming Further Modified Second Amended Joint Chapter 11 Plan of Wesco Aircraft Holdings, Inc. et al.* [Docket No. 2615].

E. The Confirmation Order sets forth the process for administration and reconciliation of administrative claims including, among other things, the General Administrative Expenses Objection Deadline for the Reorganized Debtors to object to timely and properly filed and served administrative expense claim claims.

F. On February 28, 2025, Rolls-Royce timely and properly filed and served the *Rolls-Royce Plc, Rolls-Royce Deutschland & Co Kg, and Rolls-Royce Singapore (Pte) Ltd's Application for Allowance and Payment of Administrative Expense Claim Pursuant to 11 U.S.C. §§ 503(b) and 507(a)(2)* [Docket No. 2697] (the “**Rolls-Royce Administrative Claim**”) asserting an administrative expense claim for unpaid post-petition amounts owed.

NOW, THEREFORE, the Parties wish to clarify the deadline for the Reorganized Debtors to object to the Rolls-Royce Administrative Claim and do hereby stipulate and agree to the following:

1. The Parties agree that the Confirmation Order sets forth the deadline for the Reorganized Debtors to object to the Rolls-Royce Administrative Claim as the “General Administrative Expenses Objection Deadline.” (Confirmation Order, Art. I.A.127). “General Administrative Expenses Objection Deadline” means “(a) 180 days after the Effective Date and (b) such later date as may be set by the Bankruptcy Court upon a motion by the Reorganized Debtors; provided that, if the Reorganized Debtors file such a motion before the expiration of the then-effective General Administrative Expenses Objection Deadline, such General Administrative Expenses Objection Deadline shall be tolled pending entry of a further order by the Bankruptcy Court.” *Id.*

2. This Stipulation shall not be modified, altered, amended, or supplemented without the written consent (email being sufficient) of the Parties hereto (or their respective counsel).

3. The Parties agree that the Bankruptcy Court shall have exclusive jurisdiction with respect to any disputes arising from or other actions to interpret, administer, or enforce the terms and provisions of this Stipulation.

Dated: March 14, 2025

/s/ Charles A. Beckham, Jr.

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CERTIFICATE OF SERVICE

I certify that, on March 14, 2025, a true and correct copy of the foregoing document was served through the Electronic Case Filing system of the United States Bankruptcy Court for the Southern District of Texas and as set forth in the Affidavit of Service to be filed by the Reorganized Debtors' noticing agent.

/s/ Charles A. Beckham, Jr.

Charles A. Beckham, Jr.