

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

In re:

WESCO AIRCRAFT HOLDINGS, INC.,¹

Reorganized Debtor.

Case No. 23-90611 (MI)

Chapter 11

Complex Case Fee Application Coversheet (Hourly)

Name of Applicant:	Quinn Emanuel Urquhart & Sullivan, LLP	
Applicant's Role in Case:	Special Litigation and Conflicts Counsel	
Docket No. of Employment Order(s):	664	
Interim Application Final Application (x)	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:	September 1, 2024	January 31, 2025
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? (Y)		
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? (Y)		
Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? (Y)		
Do expense reimbursements represent actual and necessary expenses incurred? (Y)		
Compensation Breakdown for Time Period Covered by this Application		
Total professional fees requested in this Application:	\$266,735.70	
Total professional hours covered by this Application:	214.8	
Average hourly rate for professionals:	\$1,241.79	
Total paraprofessional fees requested in this Application:	\$22,513.05	

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., Suite 400, Fort Worth, T



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Total paraprofessional hours covered by this Application:	49.1
Average hourly rate for paraprofessionals:	\$458.51
Total fees requested in this Application:	\$289,248.75
Total expense reimbursements requested in this Application:	\$161,624.79
Total fees and expenses requested in this Application:	\$450,873.54
Total fees and expenses awarded in all prior Applications:	\$30,382,995.56
<p>Plan Status: On December 27, 2024, the Court entered its Findings of Fact, Conclusions of Law, and Order (I) Confirming Further Modified Second Amended Joint Chapter 11 Plan of Wesco Aircraft Holdings, Inc. <i>et al.</i> and (II) Granting Related Relief (ECF No. 2528). On January 31, 2025, 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., <i>et al.</i> was entered (ECF No. 2615).</p>	
<p>Primary Benefits: Quinn Emanuel worked efficiently to ensure progress in connection with the Debtors' litigation relating to the 2022 Transaction, as well as other issues related to the Chapter 11 Cases. Most recently, Quinn Emanuel represented the Debtors in a trial over the 2022 Transaction. The Court issued written rulings in connection with the Adversary Proceeding on January 15, January 17, and February 19, 2025, respectively. The Debtors, with the assistance of Quin Emanuel, worked to confirm a plan of reorganization and to successfully emerge from bankruptcy.</p>	

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

In re:

WESCO AIRCRAFT HOLDINGS, INC.,¹

Reorganized Debtor.

Case No. 23-90611 (MI)

Chapter 11

**SIXTH AND FINAL APPLICATION OF QUINN EMANUEL URQUHART &
SULLIVAN, LLP FOR PAYMENT OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD SEPTEMBER 1, 2024, THROUGH 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 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.

Quinn Emanuel Urquhart & Sullivan, LLP (“*Quinn Emanuel*”) files this *Sixth and Final Application for Payment of Compensation and Reimbursement of Expenses for the Period September 1, 2024, through January 31, 2025* (the “*Application*”), for allowance of compensation for professional services provided in the amount of \$289,248.75,² and reimbursement of actual and necessary expenses in the amount of \$161,624.79³ that Quinn Emanuel incurred from September 1, 2024, through January 31, 2025 (the “*Application Period*”), as special litigation and

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., Suite 400, Fort Worth, Texas 76137..

² Quinn Emanuel discounts its fees in this case by 10%. 100% of the fees total \$321,387.50 and 90% of the fees (with non-working travel billed at 50%) total \$289,248.75.

³ This expense total includes an invoice in the amount of \$22,916.39 from Compass Lexecon for services performed in November 2023 that was never included in a monthly fee statement or interim fee application.

conflicts counsel to Wesco Aircraft Holdings, Inc. and its debtor-affiliates (collectively, “**Wesco**” or the “**Debtors**”) in the above-captioned cases and respectfully represents as follows:

I. JURISDICTION

1. Quinn Emanuel submits this Application pursuant to §§ 330 and 331 of the Bankruptcy Code, rule 2016 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”), rule 2016-1 of the Bankruptcy Local Rules (the “**Local Rules**”), and consistent with the 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 “**US Trustee Guidelines**”).

2. The Court has jurisdiction over these cases pursuant to 28 U.S.C. § 1334. This is a core proceeding under 28 U.S.C. § 157(b). This Court is a proper venue pursuant to 28 U.S.C. §§ 1408 and 1409.

II. RELIEF REQUESTED

3. Quinn Emanuel requests that the Court enter an order allowing (a) Quinn Emanuel’s compensation for professional services rendered during the Application Period in the amount of \$289,248.75, (b) reimbursement of actual and necessary expenses incurred by Quinn Emanuel during the Application Period in the amount of \$161,624.79, and (c) final approval of the previously filed quarterly fee applications.

III. BACKGROUND

4. On June 1, 2023 (the “**Petition Date**”), the Debtors each commenced a voluntary case under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”). The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of the Chapter 11 Cases is set forth in the *Declaration of Raymond Carney in Support of the Chapter 11 Petitions and First Day Motions* (ECF No. 13).

5. On the Petition Date, the Court entered an order jointly administering the Chapter 11 Cases under Case Number 23-90611. *See Order Directing Joint Administration of Chapter 11 Cases Pursuant to Bankruptcy Rule 1015(b) and Bankruptcy Local Rule 1015-1* (ECF No. 125). The Debtors continue to operate their businesses as debtors in possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code. An official committee of unsecured creditors was appointed on June 16, 2023. *See The United States Trustee's Notice of Appointment of Committee of Unsecured Creditors* (ECF No. 261). No trustee, examiner, or other official committee has been appointed.

6. On July 14, 2023, the Debtors filed a *Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “**Interim Compensation Motion**”) (ECF No. 421), and on August 8, 2023, the Court entered an order granting the Interim Compensation Motion (the “**Interim Compensation Order**”) (ECF No. 606).

7. On June 30, 2023, the Debtors filed the *Application for Order Authorizing the Retention and Employment of Quinn Emanuel Urquhart & Sullivan, LLP as Special Litigation and Conflicts Counsel Effective as of the Petition Date* (the “**Retention Application**”) (ECF No. 349). On August 17, 2023, the Court entered an order granting the Retention Application (the “**Retention Order**”) (ECF No. 664).

IV. TERMS AND CONDITIONS OF EMPLOYMENT AND COMPENSATION

8. The terms and conditions of Quinn Emanuel’s employment by the Debtors and compensation to be paid to Quinn Emanuel are outlined in the Retention Application. *See* ECF No. 349. As set forth in the Retention Application, Quinn Emanuel’s customary fees and expenses incurred in connection with this representation are to be paid by the Debtors’ estates.

V. PROFESSIONAL SERVICES PROVIDED TO THE DEBTORS

9. The following is a summary, by task code, of the professional services Quinn Emanuel rendered during the Application Period.

a. Case Administration (001): Fees: \$8,882.50 (with 10% discount = \$7,994.25); Hours: 10.3. The tasks performed in this category include reviewing and updating files, reviewing case materials, attending status conferences, drafting and filing a notice of change of address for the New York office, and preparing motions for admission pro hac vice on behalf of several attorneys in the Federal district court case.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Anna Deknatel	\$1,390.00	4.0	\$5,560.00
Zachary Russell	\$1,390.00	.4	\$556.00
Barbara J Howell	\$515.00	5.1	\$2,626.50
Steven Wong	\$175.00	.8	\$140.00
Total		10.3	\$8,882.50

b. Fee Applications (002): Fees: \$37,606.50 (with 10% discount = \$33,845.85); Hours: 54.9. The tasks performed in this category include preparing, filing, and serving the monthly fee statements, preparing and filing the fourth interim fee application and the fifth interim fee application, and drafting certificates of no objection for the fourth and fifth interim fee application.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Victor Noskov	\$1,505.00	1.7	\$2,558.50
Cameron Kelly	\$1,280.00	10.0	\$12,800.00
Barbara J Howell	\$515.00	43.2	\$22,248.00
Total		54.9	\$37,606.50

c. 2022 Transaction Litigation (005): \$211,080.50 (with 10% discount = \$189,972.45); Hours: 138.5. The tasks performed in this category include reviewing the analysis of issues related to the Langur Maize lawsuit, attending the disclosure statement hearing, participating in calls with the DIP Lenders' counsel and the Milbank attorneys, reviewing briefing

regarding the ongoing adversary proceeding, preparing for and attending numerous status conferences, reviewing and discussions regarding the report and recommendations, and drafting objections to the reports and recommendations.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Susheel Kirpalani	\$2,250.00	9.8	\$22,050.00
Victor Noskov	\$1,505.00	84.4	\$127,022.00
Anna Deknatel	\$1,440.00	34.8	\$50,112.00
Ken Hershey	\$1,305.00	5.2	\$6,786.00
Cameron Kelly	\$1,280.00	1.6	\$2,048.00
Tanmayi Sharma	\$1,195.00	1.9	\$2,270.50
Emma McCabe	\$990.00	.8	\$792.00
Total		138.5	\$211,080.50

d. Disclosure Statement, Plan, Confirmation (006): \$42,146.00 (with 10% discount = \$37,931.40); Hours: 31.4. The tasks billed in this category include attending the disclosure statement hearing, attending status conferences, reviewing mediation proposals, reviewing materials regarding balloting issues, and revising the confirmation brief.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Victor Noskov	\$1,505.00	2.5	\$3,762.50
Anna Deknatel	\$1,390.00	2.2	\$3,058.00
Anna Deknatel	\$1,440.00	3.7	\$5,328.00
Ken Hershey	\$1,305.00	22.3	\$29,101.50
Cameron Kelly	\$1,280.00	.7	\$896.00
Total		31.4	\$42,146.00

e. Non-Working Travel (007): \$43,344.00 (travel time billed with discounts of 50%, then 10% = \$19,504.80); Hours: 28.8. The time billed in this category is for the travel time between the New York offices of Quinn Emanuel and the bankruptcy court located in Houston, Texas. Quinn Emanuel bills its non-working travel time at 50%, but the amounts in the chart below reflect travel billed at 100%.

PROFESSIONAL	BILLING RATE	HOURS	TOTAL
Victor Noskov	\$1505.00	28.8	\$43,344.00
Total		28.8	\$43,344.00

VI. COMPENSATION REQUESTED

10. In this Application, Quinn Emanuel seeks approval of \$289,248.75 in fees and \$161,624.79 in expenses incurred from September 1, 2024, through January 31, 2025. Attached as Exhibit A is the Certification of Victor Noskov in Support of Quinn Emanuel's Sixth Application for Payment of Compensation and Reimbursement of Expenses for the Period September 1, 2024, through January 31, 2025 (the "**Noskov Declaration**"). Pursuant to the US Trustee Guidelines, Exhibit B is a table reflecting customary and comparable compensation disclosures with the Application. Exhibit C is a table summarizing the timekeepers included in this Application. Exhibit D addresses the budget. Exhibit E is a table with a summary of compensation requested by task category. The blended rate for Quinn Emanuel timekeepers in this Application is \$1,096.05.

11. During the Application Period, Quinn Emanuel filed its (a) *Sixteenth Monthly Fee Statement for the Period September 1, 2024, through September 30, 2024* (the "**Sixteenth Monthly Fee Statement**") (ECF No. 2302), (b) *Seventeenth Monthly Fee Statement for the Period October 1, 2024, through October 31, 2024* (the "**Seventeenth Monthly Fee Statement**") (ECF No. 2448), (c) *Eighteenth Monthly Fee Statement for the Period November 1, 2024, through November 30, 2024* (the "**Eighteenth Monthly Fee Statement**") (ECF No. 2548), (d) *Nineteenth Monthly Fee Statement of Quinn Emanuel Urquhart & Sullivan, LLP for the Period December 1, 2024, through December 31, 2024* (the "**Nineteenth Monthly Fee Statement**") (ECF No. 2625), and the (e) *Twentieth Monthly Fee Statement of Quinn Emanuel Urquhart & Sullivan, LLP for the Period*

January 1, 2025, through January 31, 2025 (the “*Twentieth Monthly Fee Statement*”) (ECF No. 2701), (collectively, the “*Monthly Fee Statements*”).

12. This Application meets the standards of § 331 and applicable case law for compensation for services rendered on behalf of the Debtors’ estates and for the administration of the Chapter 11 Cases. In *Barron & Newburger, P.C. v. Tex. Skyline, Ltd. (In re Woerner)*, 783 F.3d 266 (5th Cir. 2015), the Fifth Circuit reorganized the contours of the requirements for allowance of compensation under § 330. In *Woerner*, the Fifth Circuit held that a court would allow compensation for services rendered by an attorney that are “reasonably likely to benefit” the estate, and that reasonableness should be assessed “at the time at which the service was rendered.” *Id.* at 273–74. The compensation requested in the Application meets the requirements for compensation the Fifth Circuit identified in *Woerner*, and therefore satisfies the requirements for compensation under § 331 and should be approved.

13. Quinn Emanuel provided necessary and beneficial services to the Debtors in myriad ways. Specifically, Quinn Emanuel led the Debtors’ litigation efforts related to the 2022 Transaction and its effects on the Debtors’ pre-petition capital structure. The time Quinn Emanuel spent on services rendered and the rates charged for such services were reasonable and necessary to fully protect the Debtors’ estates consistent with Quinn Emanuel’s role as special litigation and conflicts counsel and to maximize distributions to creditors. These efforts were consistent with the *Johnson*⁴ factors adopted by the Fifth Circuit in *In re First Colonial Corp.*, 544 F.2d 1291, 1299 (5th Cir. 1977), as follows:

⁴ See generally *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974).

a. The Time and Labor Required

14. As further illustrated by the Summary Cover Sheet, the amount of time spent by Quinn Emanuel professionals and paraprofessionals on this case for the Application Period was 263.9 hours. This amount of time was reasonable and necessary given the pace of the 2022 Transaction litigation, Quinn Emanuel's role in the trial over the 2022 Transaction, Quinn Emanuel's involvement in the Debtors' plan process, and Quinn Emanuel's work related to the Court's reports and recommendations.

b. The Novelty and Difficulty of the Questions Presented by the Case

15. This case has presented difficult questions of fact and law relevant to both bankruptcy and applicable nonbankruptcy law arising from the 2022 Transaction.

c. The Skill Requisite to Perform the Legal Services Properly

16. Quinn Emanuel possesses the skill required to properly perform the legal services involved, in particular bankruptcy law expertise, as well as experience before this Court and knowledge of its Local Rules.

d. The Preclusion of Other Employment by the Attorneys due to Acceptance of this Case

17. Attorneys at Quinn Emanuel were not necessarily precluded from employment on other cases by the size and exigency of these cases.

e. The Customary Fee for Similar Work in the Community

18. The fees charged by Quinn Emanuel are comparable to fees charged by other professionals in similar cases in this jurisdiction. Quinn Emanuel sets its fees consistent with available market data for similarly sized and situated firms given the years of experience of each attorney. In addition, Quinn Emanuel employs associates and paralegals in these Chapter 11 Cases

in lieu of a single attorney, resulting in a blended rate of \$1,096.05 per hour. Quinn Emanuel's blended rate is comparable to hourly rates charged by practitioners in cases of this size.

f. Whether the Fees are Fixed or Contingent

19. Quinn Emanuel's attorneys in these Chapter 11 Cases do not charge either fixed or contingent fees.

g. Time Pressure Imposed by the Client or Circumstances

20. The circumstances of the bankruptcy case imposed time pressures due to the Debtors' need to continue operating their business as a going concern and the need to resolve the issues being litigated in the Adversary Proceeding.

h. The Amount Involved and Results Obtained as a Result of the Attorney Services

21. Quinn Emanuel has worked efficiently to ensure progress in connection with the Debtors' litigation relating to the 2022 Transaction, as well as other issues related to the Chapter 11 Cases. The Debtors, with Quinn Emanuel's assistance, have successfully completed their reorganization process and emerged from bankruptcy.

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

22. Quinn Emanuel's attorneys that represent the Debtors have decades of experience, including representation of chapter 11 debtors and committees. These attorneys brought extensive experience in bankruptcy law to these Chapter 11 Cases and have substantial experience practicing before this Court, as well as familiarity with the applicable Fifth Circuit authority necessary to represent the Debtors.

j. The Undesirability of the Cases

23. Every bankruptcy case carries some risks due to the uncertainty of payment stemming from the relatively unknown value of a debtor's principal assets and the debtor's ability

to pay administrative fees and costs. These Chapter 11 Cases presented no additional undesirable elements.

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

24. As stated in the Retention Application, the Company retained Quinn Emanuel on November 15, 2022, to represent it, along with certain of its affiliates, as named defendants in a lawsuit filed in the Supreme Court of the State of New York, *SSD Investments Ltd., et al., v. Wilmington Savings Fund Society, FSB, et al.*, Case No. 654068/2022 (N.Y. Sup. Ct.). Quinn Emanuel represented the Debtors as special litigation and conflicts counsel through the conclusion these Chapter 11 Cases.

l. Awards in Similar Cases

25. The fees requested in this Application are in line with fee awards approved in similar cases by counsel with similar experience.

VII. CONCLUSION

The services provided by Quinn Emanuel were necessary to the administration of the Debtors' estates and were beneficial at the time the services were rendered. Further, Quinn Emanuel performed the services within a reasonable amount of time, commensurate with the complexity, importance, nature of the problems, issues, and tasks facing the Debtors. Finally, the compensation sought is reasonable based on the customary compensation charged by comparably-skilled practitioners in cases under title 11 of the district.

Quinn Emanuel requests that the Court determine that the nature, extent, and value of these services were appropriate under the circumstances at the time the services were rendered and enter an order (i) granting this sixth and final application for professional services rendered during the Application Period in the amount of \$289,248.75 and reimbursement of actual and necessary

expenses incurred by Quinn Emanuel during the Application Period in the amount of \$161,624.79;

(ii) granting the final approval of the fees and expenses requested in the (a) First Application for Payment of Compensation and Reimbursement of Expenses for the Period June 1, 2023, through August 31, 2024 (ECF No. 966), (b) Second Application for Payment of Compensation and Reimbursement of Expenses for the Period September 1, 2023, through November 30, 2023 (ECF No. 1497), (c) Third Application for Payment of Compensation and Reimbursement of Expenses for the Period December 1, 2023, through February 29, 2024 (ECF No. 1928), (d) Fourth Application for Payment of Compensation and Reimbursement of Expenses for the Period March 1, 2024, through May 31, 2024 (ECF No. 2303), and (e) Fifth Application for Payment of Compensation and Reimbursement of Expenses for the Period June 1, 2024, through August 31, 2024 (ECF No. 2393); (iii) authorizing the Debtors to pay the fees and expenses as requested; and (iv) granting such other and further relief as is just and proper.

Respectfully submitted on April 1, 2025.

QUINN EMANUEL URQUHART & SULLIVAN, LLP

By: /s/ Christopher D. Porter
Christopher D. Porter (TX SBN: 24070437)
Cameron Kelly (TX SBN: 24120936)
700 Louisiana Street, Suite 3900
Houston, TX 77002
Tel: 713-221-7000
Email:
chrisporter@quinnemanuel.com
cameronkelly@quinnemanuel.com

-and-

Susheel Kirpalani (*pro hac vice*)
Matthew R. Scheck (*pro hac vice*)
Victor Noskov (*pro hac vice*)
Anna Deknatel (*pro hac vice*)
Zachary Russell (*pro hac vice*)
Kenneth Hershey (*pro hac vice*)
295 Fifth Avenue, 9th Floor
New York, New York 10019
Tel.: 212-849-7000
Email:
susheelkirpalani@quinnemanuel.com
matthewscheck@quinnemanuel.com
victornoskov@quinnemanuel.com
annadeknatel@quinnemanuel.com
zacharyrussell@quinnemanuel.com
kenhershey@quinnemanuel.com

*Special Litigation and Conflicts Counsel to
the Debtors and Debtors in Possession*

CERTIFICATE OF SERVICE

I, Christopher D. Porter, hereby certify that on April 1, 2025, a copy of the foregoing Application was served via the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Christopher D. Porter

Christopher D. Porter

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

In re:

WESCO AIRCRAFT HOLDINGS, INC.,¹

Reorganized Debtor.

Case No. 23-90611 (MI)

Chapter 11

**CERTIFICATION OF VICTOR NOSKOV IN SUPPORT OF THE
SIXTH AND FINAL APPLICATION OF QUINN EMANUEL URQUHART &
SULLIVAN, LLP FOR PAYMENT OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD SEPTEMBER 1, 2024, THROUGH JANUARY 31, 2025**

I, Victor Noskov, hereby certify that:

1. I am a Partner of the law firm Quinn Emanuel Urquhart & Sullivan LLP (“**Quinn Emanuel**”). Quinn Emanuel maintains offices at, among other places, 700 Louisiana Street, Suite 3900, Houston, Texas, 77002.

2. This certification (the “**Certification**”) is made in connection with Quinn Emanuel’s fee application dated April 1, 2025 (the “**Application**”) for compensation and reimbursement of expenses for the period commencing September 1, 2024, through January 31, 2025, (the “**Application Period**”). I have reviewed the Application and hereby certify that, to the best of my knowledge, information, and belief, the Application complies with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and Fee Guidelines.²

3. Quinn Emanuel discussed its rates and fees with the Debtors at the outset of these cases and has continued to discuss fees with the Debtors throughout these cases. Attorneys and

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² Capitalized terms used herein but not defined shall have the meanings ascribed to such terms in the Application.

EXHIBIT

A

paraprofessionals assigned to this matter were necessary to assist in the prosecution of the Chapter 11 Cases, the Adversary Proceeding (Case No. 23-03091), the preservation of the Debtors' assets, and other matters described in the Application. A budget and staffing plan were not prepared, but Quinn Emanuel continues worked with the Debtors throughout these Chapter 11 Cases to ensure efficient and cost-effective representation.

4. In accordance with the Fee Guidelines, I, on behalf of Quinn Emanuel, respond, to the best of my knowledge, information, and belief, to the questions identified therein 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? If so, please explain.

Response: Quinn Emanuel discounts its fees related to its representation of Wesco by 10%. *See* the Retention Application, ECF No. 349. Additionally, Quinn Emanuel agreed to delay the implementation of its annual step-up rate increase following the conclusion of the Adversary Proceeding.

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 than 10% or more, did you discuss the reasons for the variation with the Client?

Response: A budget was not prepared.

Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Response: No.

Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees.

Response: No.

Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: No.

If the fee application includes any rate increase since retention:

- a. Did your client review and approve those rate increases in advance?
- b. 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 to agree to modify rates or terms in order to have you continue the representation consistent with ABA Formal Ethics Opinion 11-458.

Response: There were no fee increases during the Application Period.

Dated: April 1, 2025
New York, New York

/s/ Victor Noskov
Victor Noskov

EXHIBIT B
CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES WITH FEE APPLICATIONS

CATEGORY OF TIMEKEEPER (using categories already maintained by the firm)	BLENDED HOURLY RATE	
	BILLED OR COLLECTED Firm or offices for the preceding year excluding bankruptcy	BILLED ¹ In this fee application
Partner	\$1,722.46	\$1,252.82
Of Counsel	\$1,500.01	\$1,296.00
Associate (includes contract attorneys and law clerks)	\$1,106.63	\$1,170.70
Paraprofessional	\$402.23	\$458.51
All Timekeepers Aggregate	\$1,237.11	\$1,096.05

Case Name: *In re Wesco Aircraft Holdings, Inc., et al.*

Case Number: 23-90611(MI)

Applicant's Name: Quinn Emanuel Urquhart & Sullivan, LLP

Date of Application: April 1, 2025

Interim or Final: Final

¹ The rates billed in this column reflect non-working travel billed at 50% and fees at 90%.

EXHIBIT C
SUMMARY OF TIMEKEEPERS INCLUDED IN THIS FEE APPLICATION

NAME	TITLE	SECTION	YEAR ADMITTED	FEES BILLED ²	HOURS BILLED	HOURLY RATE BILLED
Susheel Kirpalani	Partner	Bankruptcy and Restructuring	1995	\$22,050.00	9.8	\$2,250.00
Victor Noskov	Partner	Bankruptcy and Restructuring	2013	\$176,687.00	117.4	\$1,505.00
Anna Deknatel	Counsel	Bankruptcy and Restructuring	2016	\$55,440.00	38.5	\$1,440.00
Anna Deknatel	Associate	Bankruptcy and Restructuring	2016	\$8,618.00	6.2	\$1,390.00
Zachary Russell	Associate	Bankruptcy and Restructuring	2017	\$556.00	.4	\$1,390.00
Ken Hershey	Associate	Bankruptcy and Restructuring	2020	\$35,887.50	27.5	\$1,305.00
Cameron Kelly	Associate	Bankruptcy and Restructuring	2020	\$15,744.00	12.3	\$1,280.00
Tanmayi Sharma	Associate	Litigation	2022	\$2,270.50	1.9	\$1,195.00
Emma McCabe	Associate	Litigation	2024	\$792.00	.8	\$990.00
Barbara Howell	Paralegal			\$24,874.50	48.3	\$515.00
Steven Wong	Litigation Support			\$140.00	.8	\$175.00
Total					263.9	\$343,059.50

Case Name: *In re Wesco Aircraft Holdings, Inc., et al.*

Case Number: 23-90611(MI)

Applicant's Name: Quinn Emanuel Urquhart & Sullivan, LLP

Date of Application: April 1, 2025

Interim or Final: Final

² Fees reflected at 100%.

EXHIBIT D
BUDGET

A budget was not prepared in this case. Quinn Emanuel worked with the Debtors throughout these Chapter 11 Cases to ensure efficient and cost-effective service to the Debtors' estates.

Case Name: *In re Wesco Aircraft Holdings, Inc., et al.*

Case Number: 23-90611(MI)

Applicant's Name: Quinn Emanuel Urquhart & Sullivan, LLP

Date of Application: April 1, 2025

Interim or Final: Final

EXHIBIT E
SUMMARY OF COMPENSATION REQUESTED BY PROJECT CATEGORY

PROJECT CATEGORY	HOURS BUDGETED	FEES BUDGETED	HOURS BILLED	FEES SOUGHT	FEES BILLED AFTER 10% DISCOUNT
Case Administration (01)	N/A	N/A	10.3	\$8,882.50	\$7,994.25
Fee Applications (02)	N/A	N/A	54.9	\$37,606.50	\$33,845.85
2022 Transaction Litigation (05)	N/A	N/A	138.5	\$211,080.50	\$189,972.45
Disclosure Statement, Plan, Confirmation (06)	N/A	N/A	31.4	\$42,146.00	\$37,931.40
Non-Working Travel (07) ³	N/A	N/A	28.8	\$21,672.00	\$19,504.80
Total			263.9	\$321,387.50	\$289,248.75

Case Name: *In re Wesco Aircraft Holdings, Inc., et al.*

Case Number: 23-90611(MI)

Applicant's Name: Quinn Emanuel Urquhart & Sullivan, LLP

Date of Application: April 1, 2025

Interim or Final: Final

³ The 50% non-working travel discount was applied to the columns named "Fees Sought" and "Fees Billed after 10% Discount."

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

In re:

WESCO AIRCRAFT HOLDINGS, INC.,¹

Debtors.

Case No. 23-90611 (MI)

Chapter 11

(Jointly Administered)

**SIXTEENTH MONTHLY FEE STATEMENT OF
QUINN EMANUEL URQUHART & SULLIVAN, LLP FOR THE PERIOD
SEPTEMBER 1, 2024, THROUGH SEPTEMBER 30, 2024²**

Quinn Emanuel Urquhart & Sullivan, LLP (“*Quinn Emanuel*”) submits, pursuant to the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the “*Interim Compensation Order*”) (ECF No. 421) entered on August 8, 2023, this monthly fee statement for the payment of interim compensation rendered and reimbursement of expenses incurred during the period September 1, 2024, through September 30, 2024 (the “*September Monthly Fee Statement*”).

Quinn Emanuel seeks payment of interim compensation in the total amount of \$86,876.10 (80% of the services rendered), plus \$85,006.18 (100% of the interim expenses incurred). Summaries of the fees and expenses are attached as Exhibits A, B, and C. An invoice reflecting detailed time entries is attached hereto as Exhibit D.

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 <https://veritaglobal.net/incora>. The service address for each of the Debtors in these cases is 2601 Meacham Blvd., Suite 400, Fort Worth, Texas 76137.

² Quinn Emanuel discounts the fees in this case by 10%. Each monthly invoice reflects the 10% discount as does this September Monthly Fee Statement, except for the fees listed in Exhibit B. 100% of Quinn Emanuel’s fees total \$131,422.00. 90% of Quinn Emanuel’s fees total \$108,595.13, and 80% of Quinn Emanuel’s discounted fees total \$86,876.10.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses shall serve within 14 days after delivery of the September Monthly Fee Statement a written notice, via email, upon Quinn Emanuel and each of the other Fee Notice Parties (as listed below) (the “*Written Notice*”). The Written Notice shall specifically identify the objectionable fees and expenses, including the amount at issue and the basis for the objection. If the parties are unable to reach a resolution of the objection within 14 calendar days, the objecting party shall file its objection (the “*Objection*”) with this Court within 3 business days and serve such Objection on Quinn Emanuel and each of the other Fee Notice Parties. *See* Interim Compensation Order ¶ 1.(b).

The Fee Notice Parties as defined in the Interim Compensation Order are:

- a. the Debtors c/o Wesco Aircraft Holdings, Inc., 2601 Meacham Blvd., Suite 400, Fort Worth, Texas 76137, Attn: Dawn Landry (Dawn.landry@Incora.com);
- b. counsel to the Debtors (A) Milbank, LLP, 55 Hudson Yards, 36th Floor, New York, New York 10001, Attn: Dennis F. Dunne (DDunne@Milbank.com), Samuel A. Khalil (SKhalil@Milbank.com), and Benjamin M. Schak (BSchak@Milbank.com) and (B) Haynes and Boone LLP, 1221 McKinney Street, Suite 4000, Houston, Texas 77010, Attn: Charles A. Beckham, Jr. (Charles.Beckham@HaynesBoone.com), Patrick L. Hughes (Patrick.Hughes@HaynesBoone.com), and Kelli S. Norfleet (Kelli.Norfleet@HaynesBoone.com);
- c. counsel to the First Lien Noteholder Group, Davis Polk & Wardwell LLP, Attn: Damian Schaible (Damian.Schaible@DavisPolk.com), Angela Libby (Angela.Libby@DavisPolk.com), and Stephanie Massman (Stephanie.Massman@DavisPolk.com);
- d. counsel to the Official Committee of Unsecured Creditors (the “Committee”), Morrison & Foerster LLP, Attn: Lorenzo Marinuzzi (LMarinuzzi@MoFo.com), Theresa Foudy (TFoudy@MoFo.com), Michael Birnbaum (MBirnbaum@MoFo.com), Benjamin Butterfield (BButterfield@MoFo.com), and Raff Ferraioli (RFerraioli@MoFo.com);
- e. counsel or proposed counsel to any other statutory committee appointed in these chapter 11 cases; and

- f. the Office of the United States Trustee, 515 Rusk, Suite 3516, Houston, Texas 77002, Attn: Jayson Ruff (Jayson.B.Ruff@USDOJ.gov).

If no objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Quinn Emanuel an amount equal to 80% of the fees (after applying the voluntary 10% discount) and 100% of the expenses listed herein, or if an objection is timely served, such percentage of fees and expenses that are not subject to an objection, as stated in the Interim Compensation Order.

Respectfully submitted on November 1, 2024.

QUINN EMANUEL URQUHART & SULLIVAN, LLP

By: /s/ Christopher D. Porter
Christopher D. Porter (TX SBN: 24070437)
Cameron Kelly (TX SBN: 24120936)
700 Louisiana Street, Suite 3900
Houston, TX 77002
Tel: 713-221-7000
Email:
chrisporter@quinnemanuel.com
cameronkelly@quinnemanuel.com

-and-

Susheel Kirpalani (*pro hac vice*)
Matthew R. Scheck (*pro hac vice*)
Victor Noskov (*pro hac vice*)
Anna Deknatel (*pro hac vice*)
Zachary Russell (*pro hac vice*)
Ari Roytenberg (*pro hac vice*)
Kenneth Hershey (*pro hac vice*)
51 Madison Ave., 22nd Fl.
New York, New York 10010
Tel.: 212-849-7000
Email:
susheelkirpalani@quinnemanuel.com
Matthewscheck@quinnemanuel.com
victornoskov@quinnemanuel.com
annadeknatel@quinnemanuel.com
zacharyrussell@quinnemanuel.com
ariroytenberg@quinnemanuel.com
kenhershey@quinnemanuel.com

*Special Litigation and Conflicts Counsel for
the Debtors and Debtors in Possession*

CERTIFICATE OF SERVICE

I certify that, on November 1, 2024, a true and correct copy of the foregoing Monthly Fee Statement was served through the Court's Electronic Case Filing system of the United States Bankruptcy Court for the Southern District of Texas.

/s/ Christopher D. Porter
Christopher D. Porter

EXHIBIT A**Summary of Legal Fees for the Fee Period³**

Matter Number	Matter Description	Total Hours Billed	Total Fees Requested	Total Fees With 10% Discount
01	Case Administration	1.8	\$655.00	\$589.50
02	Fee Applications	10.9	\$6,761.00	\$6,084.90
05	2022 Transaction Litigation	54.1	\$84,921.00	\$76,428.90
06	Disclosure Statement, Plan, Confirmation	13.4	\$17,563.50	\$15,807.15
07	Non-Working Travel	14.3	\$21,521.50	\$9,684.68
	Total	94.5	\$131,422.00	\$108,595.13

EXHIBIT B**Summary of Hours billed by Quinn Emanuel Attorneys and Paraprofessionals**

Professional	Position With The Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation (without 10% discount)
Susheel Kirpalani	Partner	1995	Bankruptcy and Restructuring	\$2,250.00	6.1	\$13,725.00
Victor Noskov	Partner	2013	Bankruptcy and Restructuring	\$1,505.00	59.0	\$88,795.00
Anna Deknatel	Associate	2016	Bankruptcy and Restructuring	\$1,390.00	.9	\$1,251.00
Ken Hershey	Associate	2020	Bankruptcy and Restructuring	\$1,305.00	13.8	\$18,009.00
Cameron Kelly	Associate	2020	Bankruptcy and Restructuring	\$1,280.00	1.5	\$1,920.00
Tanmayi Sharma	Associate	2022	Commercial Litigation	\$1,195.00	1.2	\$1,434.00
Emma McCabe	Associate	2024	Bankruptcy and Restructuring	\$990.00	.8	\$792.00
Barbara J. Howell	Paralegal			\$515.00	10.4	\$5,356.00
Steven Wong	Litigation Support			\$175.00	.8	\$140.00
Total					94.5	\$131,422.00

³ Non-working travel is reduced by 50%, then the 10% discount is applied.

EXHIBIT C**Summary of Expenses for the Fee Period**

Expense	Amount
Lexis Courtlink	
Parking	
Telephone	
Attorney Services	
Hearing transcript	\$337.50
Trial transcript	
Outside record production	\$139.50
Express mail	
Filing Fee	
Messenger	
Courier	
Document services	
Meals during travel	\$83.84
RelOne User Fee	\$1,400.00
RelOne TIFF (per page)	
RelOne Processing	
RelOne Active Hosting (Per GB)	\$5,524.80
Document reproduction (\$.10 per page)	
Local business travel	\$492.62
Color document reproduction (\$.25 per page)	
Hotel	
1 inch binders	
1.5 inch binders	
2 inch binders	
3 inch binder	
Tabs	
Velobind	
Local meals	
Out-of-town travel	\$311.60
Air travel	\$953.95
Travel	\$197.65
Other	
Deposition Transcripts	
Video Deposition/Videotaping	
Room rental	
Professional services (expert – Jonathan Foster)	\$75,564.72
Total	\$85,006.18

quinn emanuel trial lawyers

865 S. Figueroa Street, 10th Floor
Los Angeles, California 90017

October 18, 2024

Dawn Laundry
General Counsel
Wesco Aircraft Holdings, Inc.
2601 Meacham Blvd, Suite 400
Forth Worth, TX 76137

Matter #: 11832-00001A
Invoice Number: 101-0000178468
Responsible Attorney: Susheel Kirpalani

Bankruptcy

For Professional Services through September 30, 2024 in connection with Quinn Emanuel serves as counsel to represent Wesco Aircraft Holdings, Inc. and its subsidiaries (as successor by merger to Wolverine Escrow, LLC, and doing business as Incora) ("Wesco") in connection with claims asserted in New York State Court under the caption SSD Investments Ltd., et al. v. Wilmington Savings Fund Society, FSB, et al. by certain lenders of Wesco in relation to a March 2022 transaction effectuated by Wesco with the consent of certain of its lenders.

Fees	\$131,422.00
10% Discount	-\$12,066.13
Adjustment for 50% Non-working Travel	-\$10,760.75
Net Billed Fees	\$108,595.12
Expenses	\$85,006.18
Net Amount	\$193,601.30
Total Due This Invoice	\$193,601.30
Balance Due from Previous Statement(s)	\$1,955,580.13
Total Balance Due	\$2,149,181.43

Confidential – May include attorney-client privileged and work-product information

Abu Dhabi | Atlanta | Austin | Beijing | Berlin | Boston | Brussels | Chicago | Dallas | Doha | Hamburg | Hong Kong | Houston | London
Los Angeles | Mannheim | Miami | Munich | Neuilly La Défense | New York | Paris | Perth | Riyadh | Salt Lake City
San Francisco | Seattle | Shanghai | Silicon Valley | Singapore | Stuttgart | Sydney | Tokyo | Washington DC | Wilmington | Zurich

EXHIBIT

D

exhibitster.com

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October 18, 2024

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Invoice Number: 101-0000178468

Statement Detail**IN01 Case Administration**

09/05/24	BH2	Register S. Kirpalani and V. Noskov to attend the September 5, 2024, hearing electronically (.2); download pleadings filed prior to the 9:00 a.m. hearing re the plan and disclosure statement for attorneys' review (.8).	1.00	515.00
09/10/24	SW4	Prepare documents to be transferred to outside party per request from Emma McCabe (.80).	0.80	140.00
SUBTOTAL			1.80	655.00

IN02 Fee Applications

09/07/24	CK5	Review and revise July fee statement (0.5); review and revise August fee statement (0.4).	0.90	1,152.00
09/10/24	BH2	Draft the July Monthly Fee Statement (.8).	0.80	412.00
09/16/24	BH2	Begin to draft the Fourth Quarterly Fee Statement (1.1).	1.10	566.50
09/20/24	BH2	Continue to prepare Monthly Fee Statement (1.1) and forward to C. Kelly for review (.1).	1.20	618.00
09/25/24	CK5	Review and revise July fee statement (0.2); review and revise August fee statement (0.4).	0.60	768.00
09/25/24	BH2	Continue to prepare Quinn Emanuel's Fourth Interim Fee Application (1.9).	1.90	978.50
09/26/24	BH2	Continue to prepare the Fourth Quarterly Fee Application (1.1).	1.10	566.50
09/26/24	BH2	Finalize and file the Fourteenth Monthly Fee Statement (July) (.8); forward copies to parties pursuant to the Interim Compensation Order (.1);	1.00	515.00

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October 18, 2024

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		forward LEDES data and unredacted copy to the United States Trustee (.1).		
09/27/24	BH2	Continue to prepare the Fourth Quarterly Fee Application (2.3).	2.30	1,184.50
		SUBTOTAL	10.90	6,761.00

IN05 2022 Transaction Litigation

09/03/24	VN1	Review analysis of issues related to Langur Maize lawsuit and effect on plan/next steps (1.3); prepare for and attend call with working group re same (.5); review correspondence re standing motion (.6); calls with DIP lender counsel re same (.8).	3.20	4,816.00
09/04/24	VN1	Prepare for and attend call with counsel re briefing related to plan and next steps (1.3); review materials re same (1.0); prepare for and attend advisor call re status of negotiations and plan (.4); review materials re same (.8); review draft stipulation re standing motion (.8); correspond with working group and co-counsel re same (.2).	4.50	6,772.50
09/05/24	SK2	Correspondence w/Milbank re [REDACTED] (.6); revising proposed language (.4); attend virtual hearing before J. Isgur re disclosure statement hearing (1.2).	1.80	4,050.00
09/05/24	VN1	Prepare for and attend disclosure statement hearing (virtual) (1.1); correspond with working group re same (.4); review settlement correspondence (.3); correspond with working group re same (.4); review issues related to Kobre & Kim standing motion (.9); correspond with working group re same (.3); review briefing re remaining outstanding claims in the adversary and effect on	5.30	7,976.50

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October 18, 2024

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Invoice Number: 101-0000178468

		plan (1.9).		
09/05/24	TS4	Remotely attend hearing on Amended Disclosure Statement (1.2).	1.20	1,434.00
09/06/24	VN1	Prepare for and attend calls re adversary proceeding and next steps with DIP Lenders' counsel (1.1).	1.10	1,655.50
09/09/24	VN1	Prepare for and attend calls with DIP Lenders' counsel re plan issues and scheduling (1.2); correspond with co-counsel and working group re same (.4); correspond with co-counsel and working group re discovery issues related to plan (.3); review exhibit list from adversary (1.1).	3.00	4,515.00
09/10/24	SK2	Review proposal from Kobre & Kim re standing motion and respond to same (.4); corresp. V. Noskov re same (.2).	0.60	1,350.00
09/10/24	VN1	Prepare for and attend call with co-counsel re litigation-related issues re Plan (.6); review materials re same (.3); correspond with and calls with co-counsel re standing issues (.9).	1.80	2,709.00
09/10/24	EMC	Prepare to assist with Milbank team [REDACTED] (.2).	0.20	198.00
09/11/24	SK2	Attend conf call w/J. Wolf, A. Leblanc (Milbank), V. Noskov re [REDACTED] (.6).	0.60	1,350.00
09/11/24	EMC	Attend call with Milbank team and prepare summary (.6).	0.60	594.00
09/11/24	VN1	Prepare for and attend all-advisor call re [REDACTED] (0.8).	0.80	1,204.00
09/14/24	VN1	Review exhibit worksheet (1.1); analyze same and review past correspondence re same (.8); correspond with working group re same (.5).	2.40	3,612.00
09/16/24	VN1	Correspond with co-counsel re	2.30	3,461.50

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October 18, 2024

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Invoice Number: 101-0000178468

		litigation issues related to confirmation (.4); review exhibit list and related issues re negotiations with creditors (1.9).		
09/17/24	VN1	Correspond with working group re discovery issues re confirmation (.3); review table re same (.7).	1.00	1,505.00
09/17/24	KH2	Review Langur Maize post-trial submission (0.8).	0.80	1,044.00
09/18/24	VN1	Review briefing and related correspondence related to ongoing adversary proceeding (1.7); correspond with working group re logistics for next hearing (.2); prepare for and attend advisor calls re plan process and other items (.8); correspond with co-counsel re exclusivity motion (.3); review materials re restructuring negotiation with creditors (.6); review correspondence re same (.4).	3.70	5,568.50
09/18/24	SK2	Call w/B. Heidlage (Holwell Shuster) re logistic issue for upcoming hearing (.3); attend weekly call w/PJT (J. O'Connell, E. Ross) to discuss plan (.8); review draft counter to certain secured creditors (.9).	2.00	4,500.00
09/19/24	VN1	Review correspondence among advisors re plan negotiations (.9); review draft briefs in adversary and correspondence re same (.7).	1.60	2,408.00
09/19/24	VN1	Review correspondence among advisors re plan negotiations (.9); review draft briefs in adversary and correspondence re same (.7).	1.60	2,408.00
09/20/24	VN1	Review briefing, including prior drafts, in the adversary proceeding related to remaining issues (2.3).	2.30	3,461.50
09/22/24	KH2	Review filings for Monday hearing (0.5).	0.50	652.50

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October 18, 2024

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09/22/24	VN1	Review and revise exclusivity motion (1.1); review plan materials (.5); correspond with co-counsel re same (.3).	1.90	2,859.50
09/23/24	SK2	Attend initial portion of court hearing remotely re plan process and need for mediation (1.5); corresp w/V. Noskov re balance of hearing (.3).	0.30	675.00
09/23/24	VN1	Review materials re same (.5); prepare for and attend same (3.5).	4.00	6,020.00
09/24/24	SK2	Review corresp from J. Wolf (Milbank) re [REDACTED] (.2); corresp w/V. Noskov re [REDACTED] (.1).	0.40	900.00
09/24/24	VN1	Correspond with co-counsel regarding [REDACTED] (.5); review prior correspondence and analysis re same (1.3).	1.80	2,709.00
09/25/24	VN1	Prepare for and attend status conference re plan process and other issues (.9); prepare for and attend advisor call (.6).	0.60	903.00
09/25/24	SK2	Remotely attend continued hearing from Sept 23 re progress on plan and mediation efforts (.4).	0.40	900.00
09/30/24	VN1	Review materials re Langur Maize hearing (1.5); correspond with working group re same (.1); correspond with co-counsel re logistics re hearing (.2).	1.80	2,709.00
SUBTOTAL			54.10	84,921.00

IN06 Disclosure Statement, Plan, Confirmation

09/03/24	KH2	Correspond w/ V. Noskov re: brief (0.2); review stipulation re: standing motion (0.1); call w/ V. Noskov (0.5).	0.80	1,044.00
09/04/24	KH2	Call w/ V. Noskov re: briefing (0.9);	2.10	2,740.50

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October 18, 2024

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Invoice Number: 101-0000178468

		weekly advisor call (0.3); update S. Kirpalani on case (0.2); review disclosure statement objections (0.7).		
09/05/24	KH2	Correspond w/ V. Noskov re: plan issues (0.3); remotely attend disclosure statement hearing (1.3); review supplemental briefing (0.4); review correspondence re: same (0.1).	2.10	2,740.50
09/05/24	AD5	Remotely attend disclosure statement hearing (0.9).	0.90	1,251.00
09/08/24	KH2	Review objections to 2024/2026 Holders' motion for adequate protection (1.0).	1.00	1,305.00
09/10/24	KH2	Call w/ V. Noskov, E. McCabe, and J. Wolfe re: [REDACTED] (0.5).	0.50	652.50
09/11/24	KH2	Call w/ Milbank re: plan issues (0.5); weekly advisor call (0.8).	1.30	1,696.50
09/12/24	KH2	Review correspondence re: appellate process (0.1).	0.10	130.50
09/16/24	KH2	Correspondence w/ Milbank team re: [REDACTED] (0.1).	0.10	130.50
09/18/24	KH2	Call w/ A. Telukuntla (0.2); weekly advisor call (0.4).	0.60	783.00
09/23/24	KH2	Remotely attend hearing on tortious interference claims / mediation (3.0).	3.00	3,915.00
09/25/24	KH2	Remotely attend status conference on mediation (0.2); weekly advisor call (0.3).	0.50	652.50
09/27/24	KH2	Remotely attend status conference (0.2).	0.20	261.00
09/30/24	KH2	Review mediation order (0.2).	0.20	261.00
		SUBTOTAL	13.40	17,563.50

IN07 Non-Working Travel

09/23/24	VN1	Travel from NY to Houston for tortious interference hearing (7.4);	14.30	21,521.50
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quinn emanuel trial lawyers

October 18, 2024

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Matter #: 11832-00001A

Invoice Number: 101-0000178468

travel from Houston to NY (6.9).

SUBTOTAL	14.30	21,521.50
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Fee Summary

Attorneys	Init.	Title	Hours	Rate	Amount
Susheel Kirpalani	SK2	Partner	6.10	2,250.00	13,725.00
Victor Noskov	VN1	Partner	59.00	1,505.00	88,795.00
Anna Deknatel	AD5	Associate	0.90	1,390.00	1,251.00
Ken Hershey	KH2	Associate	13.80	1,305.00	18,009.00
Cameron Kelly	CK5	Associate	1.50	1,280.00	1,920.00
Tanmayi Sharma	TS4	Associate	1.20	1,195.00	1,434.00
Emma McCabe	EMC	Associate	0.80	990.00	792.00
Case Assistants	Init.	Title	Hours	Rate	Amount
Barbara J Howell	BH2	Paralegal	10.40	515.00	5,356.00
Litigation Support/Document Management Services	Init.	Title	Hours	Rate	Amount
Steven Wong	SW4	Litigation Support	0.80	175.00	140.00

Expense Summary

Description	Amount
Meals during travel	83.84
Outside record production	139.50
Hearing transcript(s)	337.50
Online Research	0.00
Local business travel	492.62
Travel	197.65
Professional services - Other	75,564.72
Out-of-Town Travel	311.60
Air travel	953.95

Litigation Support Costs



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Matter #: 11832-00001A
Invoice Number: 101-0000178468

Description	Amount
RelOne User Fee	1,400.00
RelOne Active Hosting (Per GB)	5,524.80
Total Expenses	\$85,006.18

quinn emanuel trial lawyers

quinn emanuel urquhart & sullivan, llp

Current Invoice Summary

Matter Name : Bankruptcy

Matter #: 11832-00001A

Bill Date: October 18, 2024

Invoice Number: 101-

0000178468

Total Fees.....\$108,595.12

Expenses.....\$85,006.18

Total Due this Invoice.....\$193,601.30

Payment Due By November 19, 2024**Account Summary**

Balance Due from Previous Statement(s).....\$1,955,580.13

Total Balance Due.....\$2,149,181.43

Current Account Summary

Date	Invoice No.	Month of Service	Amount Billed	Payments Applied	Outstanding Amount
04/22/24	101- 0000169392	March 2024	\$2,348,319.44	\$1,915,269.28	\$433,050.16
05/28/24	101- 0000170896	April 2024	\$2,187,746.17	\$1,796,358.18	\$391,387.99
06/25/24	101- 0000172538	May 2024	\$1,776,283.80	\$1,435,518.96	\$340,764.84
07/18/24	101- 0000173689	June 2024	\$3,044,935.99	\$2,473,262.74	\$571,673.25
08/20/24	101- 0000175324	July 2024	\$365,164.18	\$311,142.09	\$54,022.09
09/18/24	101- 0000176778	August 2024	\$164,681.80	\$0.00	\$164,681.80
10/18/24	101- 0000178468	September 2024	\$193,601.30	\$0.00	\$193,601.30

Please reference invoice number and send check to:**Quinn Emanuel Urquhart & Sullivan, LLP**

865 S. Figueroa St., 10th Floor

Los Angeles, CA 90017

Or Wire funds**to:**

City National Bank

555 South Flower St., 12th Floor

Los Angeles, CA 90071

Abu Dhabi | Atlanta | Austin | Beijing | Berlin | Boston | Brussels | Chicago | Dallas | Doha | Hamburg | Hong Kong | Houston | London
 Los Angeles | Mannheim | Miami | Munich | Neuilly La Défense | New York | Paris | Perth | Riyadh | Salt Lake City
 San Francisco | Seattle | Shanghai | Silicon Valley | Singapore | Stuttgart | Sydney | Tokyo | Washington DC | Wilmington | Zurich

quinn emanuel trial lawyers

quinn emanuel urquhart & sullivan, llp

Account Info:

Bank Account:

Bank ABA No.:

Swift Code:

References:

Quinn Emanuel Urquhart & Sullivan, LLP

Deposit Account #210032347

122016066

CINAUS6L

Invoice number and client name / matter number please

Tax ID# 95-4004138

REMITTANCE

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

In re:

WESCO AIRCRAFT HOLDINGS, INC.,¹

Debtors.

Case No. 23-90611 (MI)

Chapter 11

(Jointly Administered)

**SEVENTEENTH MONTHLY FEE STATEMENT OF
QUINN EMANUEL URQUHART & SULLIVAN, LLP FOR THE PERIOD
OCTOBER 1, 2024, THROUGH OCTOBER 31, 2024²**

Quinn Emanuel Urquhart & Sullivan, LLP (“*Quinn Emanuel*”) submits, pursuant to the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the “*Interim Compensation Order*”) (ECF No. 421) entered on August 8, 2023, this monthly fee statement for the payment of interim compensation rendered and reimbursement of expenses incurred during the period October 1, 2024, through October 31, 2024 (the “*October Monthly Fee Statement*”).

Quinn Emanuel seeks payment of interim compensation in the total amount of \$55,256.58 (80% of the services rendered), plus \$10,066.96 (100% of the interim expenses incurred). Summaries of the fees and expenses are attached as Exhibits A, B, and C. An invoice reflecting detailed time entries is attached hereto as Exhibit D.

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 <https://veritaglobal.net/incora>. The service address for each of the Debtors in these cases is 2601 Meacham Blvd., Suite 400, Fort Worth, Texas 76137.

² Quinn Emanuel discounts the fees in this case by 10%. Each monthly invoice reflects the 10% discount as does this October Monthly Fee Statement, except for the fees listed in Exhibit B. 100% of Quinn Emanuel’s fees total \$87,656.50. 90% of Quinn Emanuel’s fees total \$69,070.73, and 80% of Quinn Emanuel’s discounted fees total \$55,256.58.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses shall serve within 14 days after delivery of the October Monthly Fee Statement a written notice, via email, upon Quinn Emanuel and each of the other Fee Notice Parties (as listed below) (the “*Written Notice*”). The Written Notice shall specifically identify the objectionable fees and expenses, including the amount at issue and the basis for the objection. If the parties are unable to reach a resolution of the objection within 14 calendar days, the objecting party shall file its objection (the “*Objection*”) with this Court within 3 business days and serve such Objection on Quinn Emanuel and each of the other Fee Notice Parties. *See* Interim Compensation Order ¶ 1.(b).

The Fee Notice Parties as defined in the Interim Compensation Order are:

- a. the Debtors c/o Wesco Aircraft Holdings, Inc., 2601 Meacham Blvd., Suite 400, Fort Worth, Texas 76137, Attn: Dawn Landry (Dawn.landry@Incora.com);
- b. counsel to the Debtors (A) Milbank, LLP, 55 Hudson Yards, 36th Floor, New York, New York 10001, Attn: Dennis F. Dunne (DDunne@Milbank.com), Samuel A. Khalil (SKhalil@Milbank.com), and Benjamin M. Schak (BSchak@Milbank.com) and (B) Haynes and Boone LLP, 1221 McKinney Street, Suite 4000, Houston, Texas 77010, Attn: Charles A. Beckham, Jr. (Charles.Beckham@HaynesBoone.com), Patrick L. Hughes (Patrick.Hughes@HaynesBoone.com), and Kelli S. Norfleet (Kelli.Norfleet@HaynesBoone.com);
- c. counsel to the First Lien Noteholder Group, Davis Polk & Wardwell LLP, Attn: Damian Schaible (Damian.Schaible@DavisPolk.com), Angela Libby (Angela.Libby@DavisPolk.com), and Stephanie Massman (Stephanie.Massman@DavisPolk.com);
- d. counsel to the Official Committee of Unsecured Creditors (the “Committee”), Morrison & Foerster LLP, Attn: Lorenzo Marinuzzi (LMarinuzzi@MoFo.com), Theresa Foudy (TFoudy@MoFo.com), Michael Birnbaum (MBirnbaum@MoFo.com), Benjamin Butterfield (BButterfield@MoFo.com), and Raff Ferraioli (RFerraioli@MoFo.com);
- e. counsel or proposed counsel to any other statutory committee appointed in these chapter 11 cases; and

- f. the Office of the United States Trustee, 515 Rusk, Suite 3516, Houston, Texas 77002, Attn: Jayson Ruff (Jayson.B.Ruff@USDOJ.gov).

If no objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Quinn Emanuel an amount equal to 80% of the fees (after applying the voluntary 10% discount) and 100% of the expenses listed herein, or if an objection is timely served, such percentage of fees and expenses that are not subject to an objection, as stated in the Interim Compensation Order.

Respectfully submitted on December 13, 2024.

QUINN EMANUEL URQUHART & SULLIVAN, LLP

By: /s/ Christopher D. Porter
Christopher D. Porter (TX SBN: 24070437)
Cameron Kelly (TX SBN: 24120936)
700 Louisiana Street, Suite 3900
Houston, TX 77002
Tel: 713-221-7000
Email:
chrisporter@quinnemanuel.com
cameronkelly@quinnemanuel.com

-and-

Susheel Kirpalani (*pro hac vice*)
Matthew R. Scheck (*pro hac vice*)
Victor Noskov (*pro hac vice*)
Anna Deknatel (*pro hac vice*)
Zachary Russell (*pro hac vice*)
Kenneth Hershey (*pro hac vice*)
51 Madison Ave., 22nd Fl.
New York, New York 10010
Tel.: 212-849-7000
Email:
susheelkirpalani@quinnemanuel.com
Matthewscheck@quinnemanuel.com
victornoskov@quinnemanuel.com
annadeknatel@quinnemanuel.com
zacharyrussell@quinnemanuel.com
kenhershey@quinnemanuel.com

*Special Litigation and Conflicts Counsel for
the Debtors and Debtors in Possession*

CERTIFICATE OF SERVICE

I certify that, on December 13, 2024, a true and correct copy of the foregoing Monthly Fee Statement was served through the Court's Electronic Case Filing system of the United States Bankruptcy Court for the Southern District of Texas.

/s/ Christopher D. Porter
Christopher D. Porter

EXHIBIT A**Summary of Legal Fees for the Fee Period³**

Matter Number	Matter Description	Total Hours Billed	Total Fees Requested	Total Fees With 10% Discount
01	Case Administration	1.6	\$1,261.50	\$1,135.35
02	Fee Applications	20.6	\$14,911.00	\$13,419.90
05	2022 Transaction Litigation	26.7	\$41,570.50	\$37,413.45
06	Disclosure Statement, Plan, Confirmation	6.2	\$8,091.00	\$7,281.90
07	Non-Working Travel	14.5	\$21,822.50	\$9,820.13
	Total	69.6	\$87,656.50	\$69,070.73

EXHIBIT B**Summary of Hours billed by Quinn Emanuel Attorneys and Paraprofessionals**

Professional	Position With The Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation (without 10% discount)
Susheel Kirpalani	Partner	1995	Bankruptcy and Restructuring	\$2,250.00	3.2	\$7,200.00
Victor Noskov	Partner	2013	Bankruptcy and Restructuring	\$1,505.00	34.5	\$51,922.50
Anna Deknatel	Associate	2016	Bankruptcy and Restructuring	\$1,390.00	.5	\$695.00
Ken Hershey	Associate	2020	Bankruptcy and Restructuring	\$1,305.00	10.1	\$13,180.50
Cameron Kelly	Associate	2020	Bankruptcy and Restructuring	\$1,280.00	4.2	\$5,376.00
Tanmayi Sharma	Associate	2022	Commercial Litigation	\$1,195.00	.7	\$836.50
Barbara J. Howell	Paralegal			\$515.00	16.4	\$8,446.00
Total					69.6	\$87,656.50

³ Non-working travel is reduced by 50%, then the 10% discount is applied.

EXHIBIT C**Summary of Expenses for the Fee Period**

Expense	Amount
Lexis Courtlink	
Parking	
Telephone	
Attorney Services	
Hearing transcript	\$2,324.59
Trial transcript	
Outside record production	
Express mail	
Filing Fee	
Messenger	
Courier	
Document services	
Meals during travel	\$34.86
RelOne User Fee	\$300.00
RelOne TIFF (per page)	
RelOne Processing	
RelOne Active Hosting (Per GB)	\$5,524.80
Document reproduction (\$.10 per page)	
Local business travel	
Color document reproduction (\$.25 per page)	
Hotel	\$781.90
1 inch binders	
1.5 inch binders	
2 inch binders	
3 inch binder	
Tabs	
Velobind	
Local meals	
Out-of-town travel	\$119.86
Air travel	\$964.95
Travel	\$16.00
Other	
Deposition Transcripts	
Video Deposition/Videotaping	
Room rental	
Professional services (expert – Jonathan Foster)	
Total	\$10,066.96

quinn emanuel trial lawyers

865 S. Figueroa Street, 10th Floor
Los Angeles, California 90017

November 15, 2024

Dawn Laundry
General Counsel
Wesco Aircraft Holdings, Inc.
2601 Meacham Blvd, Suite 400
Forth Worth, TX 76137

Matter #: 11832-00001A
Invoice Number: 101-0000179761
Responsible Attorney: Susheel Kirpalani

Bankruptcy

For Professional Services through October 31, 2024 in connection with Quinn Emanuel serves as counsel to represent Wesco Aircraft Holdings, Inc. and its subsidiaries (as successor by merger to Wolverine Escrow, LLC, and doing business as Incora) ("Wesco") in connection with claims asserted in New York State Court under the caption SSD Investments Ltd., et al. v. Wilmington Savings Fund Society, FSB, et al. by certain lenders of Wesco in relation to a March 2022 transaction effectuated by Wesco with the consent of certain of its lenders.

Fees	\$87,656.50
10% Discount	-\$7,674.53
50% Travel Discount	-\$10,911.25
Net Billed Fees	\$69,070.72
Expenses	\$10,066.96
Net Amount	\$79,137.68
Total Due This Invoice	\$79,137.68
Balance Due from Previous Statement(s)	\$2,014,903.88
Total Balance Due	\$2,094,041.56

Confidential – May include attorney-client privileged and work-product information

Abu Dhabi | Atlanta | Austin | Beijing | Berlin | Boston | Brussels | Chicago | Dallas | Doha | Hamburg | Hong Kong | Houston | London
Los Angeles | Mannheim | Miami | Munich | Neuilly La Défense | New York | Paris | Perth | Riyadh | Salt Lake City
San Francisco | Seattle | Shanghai | Silicon Valley | Singapore | Stuttgart | Sydney | Tokyo | Washington DC | Wilmington | Zurich

EXHIBIT

D

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November 15, 2024

Page 2

Matter #: 11832-00001A

Invoice Number: 101-0000179761

Statement Detail**IN01 Case Administration**

10/16/24	BH2	Per T. Sharma's request, prepare a list of each hearing date in the adversary from the beginning to the ruling on July 10th (.4); a list of all of the witnesses (.3) and review Pacer docket for all hearings scheduled since July 10th (.4).	1.10	566.50
10/30/24	AD5	Call with advisors regarding mediation, plan, confirmation (0.4); emails with VN regarding advisor call (0.1).	0.50	695.00
SUBTOTAL			1.60	1,261.50

IN02 Fee Applications

10/02/24	BH2	Further preparations of the quarterly fee application (4.1).	4.10	2,111.50
10/03/24	BH2	Finalize the draft of the Fourth Monthly Fee Application and the related documents (2.9); forward to C. Kelly for review (.1).	3.00	1,545.00
10/08/24	BH2	Prepare the Fifteenth Monthly Fee Statement (August) (2.6) and file same (.3); serve to parties listed on the Interim Compensation Order (.2) and to the United States Trustee (LEDES data and unredacted copy of the time sheets) (.2); continue to prepare the Fourth Interim Fee Application and related exhibits (1.9).	5.20	2,678.00
10/08/24	CK5	Review and revise August fee statement (0.2); review and revise Fourth Interim Fee Application (2.1).	2.30	2,944.00
10/09/24	CK5	Review prior bills for accounting purposes (0.3).	0.30	384.00
10/11/24	CK5	Review and revise September fee	0.80	1,024.00

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November 15, 2024

Page 3

Matter #: 11832-00001A

Invoice Number: 101-0000179761

		statement (0.5); correspond with Debtors re application of unallocated retainer (0.3).		
10/14/24	CK5	Review past fee statements and fee applications for payment status (0.5).	0.50	640.00
10/26/24	CK5	Provide payment updates for outstanding fees (0.3).	0.30	384.00
10/28/24	BH2	Review billing invoice (.3) and draft September Monthly Fee Statement (2.7).	3.00	1,545.00
10/28/24	VN1	Review and revise fee application (.6).	0.60	903.00
10/31/24	VN1	Review and revise fee application (.5).	0.50	752.50
		SUBTOTAL	20.60	14,911.00

IN05 2022 Transaction Litigation

10/01/24	VN1	Review materials re Langur Maize portion of adversary proceeding (3.7).	3.70	5,568.50
10/02/24	VN1	Prepare for and attend closing arguments (5.5); correspond with working group re same (.5); meetings with counsel in litigation re same (.9).	6.90	10,384.50
10/02/24	SK2	Attend hearing remotely re Langur Maize issues (2.8); corresp w/V. Noskov re [REDACTED] (0.5).	3.20	7,200.00
10/02/24	KH2	Remotely attend hearing re: Langur Maize claims (3.9).	3.90	5,089.50
10/03/24	VN1	Prepare for and attend closing arguments (2.5); prepare for and attend calls with counsel re same (1.4); correspond with working group re same (.4).	4.30	6,471.50
10/08/24	VN1	Prepare for and attend status conference virtually (.5); correspond with working group re same (.2).	0.70	1,053.50

quinn emanuel trial lawyers

November 15, 2024

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Matter #: 11832-00001A

Invoice Number: 101-0000179761

10/15/24	TS4	Correspond w/ V. Noskov and B. Howell re case updates (0.7).	0.70	836.50
10/15/24	VN1	Prepare for and attend status conference re negotiations (.4); correspond with working group re same (.3); prepare for and attend call with PJT re next steps (.5); review case law re same (1.1).	2.30	3,461.50
10/24/24	VN1	Prepare for and attend status conference (.6).	0.60	903.00
10/29/24	VN1	Prepare for and attend status conference (.4).	0.40	602.00
SUBTOTAL			26.70	41,570.50

IN06 Disclosure Statement, Plan, Confirmation

10/01/24	KH2	Correspond w/ E. Ross and A. Telukuntla re: advisor call (0.1).	0.10	130.50
10/08/24	KH2	Remotely attend status conference (0.3).	0.30	391.50
10/15/24	KH2	Remotely attend status conference (0.2); research [REDACTED] (0.5); correspond w/ S. Kirpalani re: same (0.3).	4.00	5,220.00
10/16/24	KH2	Correspond w/ S. Kirpalani re: [REDACTED] (0.5); weekly advisor call (0.3).	0.80	1,044.00
10/23/24	KH2	Weekly advisor call (0.3); review mediation proposal (0.2); provide update to S. Kirpalani re: same (0.2).	0.70	913.50
10/24/24	KH2	Remotely attend status conference (0.2).	0.20	261.00
10/29/24	KH2	Remotely attend status conference (0.1).	0.10	130.50
SUBTOTAL			6.20	8,091.00

IN07 Non-Working Travel

quinn emanuel trial lawyers

November 15, 2024

Page 5

Matter #: 11832-00001A

Invoice Number: 101-0000179761

10/02/24	VN1	Travel from NY, NY to Houston, TX for adversary proceeding (7.3).	7.30	10,986.50
10/03/24	VN1	Travel from Houston, TX to NY, NY (7.2).	7.20	10,836.00
SUBTOTAL			14.50	21,822.50

Fee Summary

Attorneys	Init.	Title	Hours	Rate	Amount
Susheel Kirpalani	SK2	Partner	3.20	2,250.00	7,200.00
Victor Noskov	VN1	Partner	34.50	1,505.00	51,922.50
Anna Deknatel	AD5	Associate	0.50	1,390.00	695.00
Ken Hershey	KH2	Associate	10.10	1,305.00	13,180.50
Cameron Kelly	CK5	Associate	4.20	1,280.00	5,376.00
Tanmayi Sharma	TS4	Associate	0.70	1,195.00	836.50
Case Assistants	Init.	Title	Hours	Rate	Amount
Barbara J Howell	BH2	Paralegal	16.40	515.00	8,446.00

Expense Summary

Description	Amount
Meals during travel	34.86
Hearing transcript(s)	2,324.59
Online Research	0.00
Travel	16.00
Hotel	781.90
Out-of-Town Travel	119.86
Air travel	964.95
PACER Services	0.00

Litigation Support Costs

RelOne User Fee	300.00
RelOne Active Hosting (Per GB)	5,524.80

Total Expenses	\$10,066.96
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quinn emanuel trial lawyers

quinn emanuel urquhart & sullivan, llp

Current Invoice Summary

Matter Name : Bankruptcy

Matter #: 11832-00001A

Bill Date: November 15, 2024

Invoice Number: 101-

0000179761

Total Fees.....\$69,070.72

Expenses.....\$10,066.96

Total Due this Invoice.....\$79,137.68

Payment Due By December 17, 2024**Account Summary**

Balance Due from Previous Statement(s).....\$2,014,903.88

Total Balance Due.....\$2,094,041.56

Current Account Summary

Date	Invoice No.	Month of Service	Amount Billed	Payments Applied	Outstanding Amount
04/22/24	101- 0000169392	March 2024	\$2,348,319.44	\$1,915,269.28	\$433,050.16
05/28/24	101- 0000170896	April 2024	\$2,187,746.17	\$1,796,358.18	\$391,387.99
06/25/24	101- 0000172538	May 2024	\$1,776,283.80	\$1,435,518.96	\$340,764.84
07/18/24	101- 0000173689	June 2024	\$3,044,935.99	\$2,473,262.74	\$571,673.25
08/20/24	101- 0000175324	July 2024	\$365,164.18	\$311,142.09	\$54,022.09
09/18/24	101- 0000176778	August 2024	\$164,681.80	\$134,277.55	\$30,404.25
10/18/24	101- 0000178468	September 2024	\$193,601.30	\$0.00	\$193,601.30
11/15/24	101- 0000179761	October 2024	\$79,137.68	\$0.00	\$79,137.68

Please reference invoice number and send check to:**Quinn Emanuel Urquhart & Sullivan, LLP**

865 S. Figueroa St., 10th Floor

Los Angeles, CA 90017

Or Wire funds**City National Bank**

Abu Dhabi | Atlanta | Austin | Beijing | Berlin | Boston | Brussels | Chicago | Dallas | Doha | Hamburg | Hong Kong | Houston | London
 Los Angeles | Mannheim | Miami | Munich | Neuilly La Défense | New York | Paris | Perth | Riyadh | Salt Lake City
 San Francisco | Seattle | Shanghai | Silicon Valley | Singapore | Stuttgart | Sydney | Tokyo | Washington DC | Wilmington | Zurich

quinn emanuel trial lawyers

quinn emanuel urquhart & sullivan, llp

to:

555 South Flower St., 12th Floor

Los Angeles, CA 90071

Account Info:

Quinn Emanuel Urquhart & Sullivan, LLP

Bank Account:

Deposit Account #210032347

Bank ABA No.:

122016066

Swift Code:

CINAUS6L

References:

Invoice number and client name / matter number please

Tax ID# 95-4004138

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

In re:

WESCO AIRCRAFT HOLDINGS, INC.,¹

Debtors.

Case No. 23-90611 (MI)

Chapter 11

(Jointly Administered)

**EIGHTEENTH MONTHLY FEE STATEMENT OF
QUINN EMANUEL URQUHART & SULLIVAN, LLP FOR THE PERIOD
NOVEMBER 1, 2024, THROUGH NOVEMBER 30, 2024²**

Quinn Emanuel Urquhart & Sullivan, LLP (“*Quinn Emanuel*”) submits, pursuant to the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the “*Interim Compensation Order*”) (ECF No. 421) entered on August 8, 2023, this monthly fee statement for the payment of interim compensation rendered and reimbursement of expenses incurred during the period November 1, 2024, through November 30, 2024 (the “*November Monthly Fee Statement*”).

Quinn Emanuel seeks payment of interim compensation in the total amount of \$12,021.12 (80% of the services rendered), plus \$5,926.05 (100% of the interim expenses incurred). Summaries of the fees and expenses are attached as Exhibits A, B, and C. An invoice reflecting detailed time entries is attached hereto as Exhibit D.

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 <https://veritaglobal.net/incora>. The service address for each of the Debtors in these cases is 2601 Meacham Blvd., Suite 400, Fort Worth, Texas 76137.

² Quinn Emanuel discounts the fees in this case by 10%. Each monthly invoice reflects the 10% discount as does this November Monthly Fee Statement, except for the fees listed in Exhibit B. 100% of Quinn Emanuel’s fees total \$16,696.00. 90% of Quinn Emanuel’s fees total \$15,026.40, and 80% of Quinn Emanuel’s discounted fees total \$12,021.12.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses shall serve within 14 days after delivery of the November Monthly Fee Statement a written notice, via email, upon Quinn Emanuel and each of the other Fee Notice Parties (as listed below) (the “*Written Notice*”). The Written Notice shall specifically identify the objectionable fees and expenses, including the amount at issue and the basis for the objection. If the parties are unable to reach a resolution of the objection within 14 calendar days, the objecting party shall file its objection (the “*Objection*”) with this Court within 3 business days and serve such Objection on Quinn Emanuel and each of the other Fee Notice Parties. *See* Interim Compensation Order ¶ 1.(b).

The Fee Notice Parties as defined in the Interim Compensation Order are:

- a. the Debtors c/o Wesco Aircraft Holdings, Inc., 2601 Meacham Blvd., Suite 400, Fort Worth, Texas 76137, Attn: Dawn Landry (Dawn.landry@Incora.com);
- b. counsel to the Debtors (A) Milbank, LLP, 55 Hudson Yards, 36th Floor, New York, New York 10001, Attn: Dennis F. Dunne (DDunne@Milbank.com), Samuel A. Khalil (SKhalil@Milbank.com), and Benjamin M. Schak (BSchak@Milbank.com) and (B) Haynes and Boone LLP, 1221 McKinney Street, Suite 4000, Houston, Texas 77010, Attn: Charles A. Beckham, Jr. (Charles.Beckham@HaynesBoone.com), Patrick L. Hughes (Patrick.Hughes@HaynesBoone.com), and Kelli S. Norfleet (Kelli.Norfleet@HaynesBoone.com);
- c. counsel to the First Lien Noteholder Group, Davis Polk & Wardwell LLP, Attn: Damian Schaible (Damian.Schaible@DavisPolk.com), Angela Libby (Angela.Libby@DavisPolk.com), and Stephanie Massman (Stephanie.Massman@DavisPolk.com);
- d. counsel to the Official Committee of Unsecured Creditors (the “Committee”), Morrison & Foerster LLP, Attn: Lorenzo Marinuzzi (LMarinuzzi@MoFo.com), Theresa Foudy (TFoudy@MoFo.com), Michael Birnbaum (MBirnbaum@MoFo.com), Benjamin Butterfield (BButterfield@MoFo.com), and Raff Ferraioli (RFerraioli@MoFo.com);
- e. counsel or proposed counsel to any other statutory committee appointed in these chapter 11 cases; and

- f. the Office of the United States Trustee, 515 Rusk, Suite 3516, Houston, Texas 77002, Attn: Jayson Ruff (Jayson.B.Ruff@USDOJ.gov).

If no objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Quinn Emanuel an amount equal to 80% of the fees (after applying the voluntary 10% discount) and 100% of the expenses listed herein, or if an objection is timely served, such percentage of fees and expenses that are not subject to an objection, as stated in the Interim Compensation Order.

Respectfully submitted on January 3, 2025.

QUINN EMANUEL URQUHART & SULLIVAN, LLP

By: /s/ Christopher D. Porter
Christopher D. Porter (TX SBN: 24070437)
Cameron Kelly (TX SBN: 24120936)
700 Louisiana Street, Suite 3900
Houston, TX 77002
Tel: 713-221-7000
Email:
chrisporter@quinnemanuel.com
cameronkelly@quinnemanuel.com

-and-

Susheel Kirpalani (*pro hac vice*)
Victor Noskov (*pro hac vice*)
Anna Deknatel (*pro hac vice*)
Zachary Russell (*pro hac vice*)
Kenneth Hershey (*pro hac vice*)
295 5th Avenue,
New York, New York 10016
Tel.: 212-849-7000
Email:
susheelkirpalani@quinnemanuel.com
victornoskov@quinnemanuel.com
annadeknatel@quinnemanuel.com
zacharyrussell@quinnemanuel.com
kenhershey@quinnemanuel.com

*Special Litigation and Conflicts Counsel for
the Debtors and Debtors in Possession*

CERTIFICATE OF SERVICE

I certify that, on January 3, 2025, a true and correct copy of the foregoing Monthly Fee Statement was served through the Court's Electronic Case Filing system of the United States Bankruptcy Court for the Southern District of Texas.

/s/ Christopher D. Porter
Christopher D. Porter

EXHIBIT A**Summary of Legal Fees for the Fee Period**

Matter Number	Matter Description	Total Hours Billed	Total Fees Requested	Total Fees With 10% Discount
01	Case Administration	.2	\$278.00	\$250.20
02	Fee Applications	16.9	\$10,616.00	\$9,554.40
05	2022 Transaction Litigation	1.7	\$2,931.00	\$2,637.90
06	Disclosure Statement, Plan, Confirmation	2.2	\$2,871.00	\$2,583.90
	Total	21.0	\$16,696.00	\$15,026.40

EXHIBIT B**Summary of Hours billed by Quinn Emanuel Attorneys and Paraprofessionals**

Professional	Position With The Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation (without 10% discount)
Susheel Kirpalani	Partner	1995	Bankruptcy and Restructuring	\$2,250.00	.5	\$1,125.00
Victor Noskov	Partner	2013	Bankruptcy and Restructuring	\$1,505.00	1.2	\$1,806.00
Anna Deknatel	Associate	2016	Bankruptcy and Restructuring	\$1,390.00	.2	\$278.00
Ken Hershey	Associate	2020	Bankruptcy and Restructuring	\$1,305.00	2.2	\$2,871.00
Cameron Kelly	Associate	2020	Bankruptcy and Restructuring	\$1,280.00	2.5	\$3,200.00
Barbara J. Howell	Paralegal			\$515.00	14.4	\$7,416.00
Total					21.0	\$16,696.00

EXHIBIT C

Summary of Expenses for the Fee Period

Expense	Amount
Hearing transcript	\$101.25
RelOne User Fee	\$300.00
RelOne TIFF (per page)	\$0.00
RelOne Processing	\$0.00
RelOne Active Hosting (Per GB)	\$5,524.80
Total	\$5,926.05

quinn emanuel trial lawyers

865 S. Figueroa Street, 10th Floor
Los Angeles, California 90017

December 09, 2024

Dawn Laundry
General Counsel
Wesco Aircraft Holdings, Inc.
2601 Meacham Blvd, Suite 400
Forth Worth, TX 76137

Matter #: 11832-00001A
Invoice Number: 101-0000180634
Responsible Attorney: Susheel Kirpalani

Bankruptcy

For Professional Services through November 30, 2024 in connection with Quinn Emanuel serves as counsel to represent Wesco Aircraft Holdings, Inc. and its subsidiaries (as successor by merger to Wolverine Escrow, LLC, and doing business as Incora) ("Wesco") in connection with claims asserted in New York State Court under the caption SSD Investments Ltd., et al. v. Wilmington Savings Fund Society, FSB, et al. by certain lenders of Wesco in relation to a March 2022 transaction effectuated by Wesco with the consent of certain of its lenders.

Fees	\$16,696.00
10% Discount	<u>-\$1,669.60</u>
Net Billed Fees	\$15,026.40
Expenses	<u>\$5,926.05</u>
Net Amount	\$20,952.45
Total Due This Invoice	\$20,952.45
Balance Due from Previous Statement(s)	\$756,956.28
Total Balance Due	<u>\$777,908.73</u>

Confidential – May include attorney-client privileged and work-product information

Abu Dhabi | Atlanta | Austin | Beijing | Berlin | Boston | Brussels | Chicago | Dallas | Doha | Hamburg | Hong Kong | Houston | London
Los Angeles | Mannheim | Miami | Munich | Neuilly La Défense | New York | Paris | Perth | Riyadh | Salt Lake City
San Francisco | Seattle | Shanghai | Silicon Valley | Singapore | Stuttgart | Sydney | Tokyo | Washington DC | Wilmington | Zurich

EXHIBIT

D

quinn emanuel trial lawyers

December 09, 2024

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Matter #: 11832-00001A

Invoice Number: 101-0000180634

Statement Detail**IN01 Case Administration**

11/30/24	AD5	Emails with VN regarding state court conference (0.2).	0.20	278.00
SUBTOTAL			0.20	278.00

IN02 Fee Applications

11/01/24	BH2	Finalize (.3) and file the Fourth Interim Fee Application (.3); finalize (.3) and file the September Monthly Fee Statement (.3); distribute the September Monthly Fee Statement to parties pursuant to the Interim Compensation Order (.1); forward LEDES data and unredacted invoice to the United States Trustee (.1).	1.40	721.00
11/01/24	CK5	Review and revise Fourth Interim Fee Application (0.3); review and revise September fee statement (0.4).	0.70	896.00
11/04/24	BH2	Begin to prepare Fifth Interim Fee Application (1.3).	1.30	669.50
11/14/24	BH2	Continue to draft Quinn Emanuel's interim fee application (6.8).	6.80	3,502.00
11/14/24	CK5	Review October fee statement (0.4).	0.40	512.00
11/15/24	BH2	Continue to prepare quarterly fee application (1.6).	1.60	824.00
11/20/24	BH2	Continue to prepare the Fifth Interim Fee Application and related documents (2.1); forward drafts to C. Kelly for review (.1).	2.20	1,133.00
11/21/24	CK5	Review and revise Fifth Interim Fee Application (1.4).	1.40	1,792.00
11/25/24	BH2	Draft the Certificate of No Objection for the Fourth Interim Fee Application (.5) and forward to C. Kelly for review (.1); file same (.3);	1.10	566.50

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December 09, 2024

Page 3

Matter #: 11832-00001A

Invoice Number: 101-0000180634

review Order Granting Quinn Emanuel's Fourth Quarterly Fee Application (.1) and forward to S. Kirpalani, V. Noskov, and C. Kelly (.1).

SUBTOTAL	16.90	10,616.00
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IN05 2022 Transaction Litigation

11/04/24	VN1	Prepare for and attend status conference (.3).	0.30	451.50
11/05/24	SK2	Call w/A. Leblanc (Milbank) re status of mediation efforts, potential solutions (.5).	0.50	1,125.00
11/06/24	VN1	Prepare for and attend status conference (0.3).	0.30	451.50
11/15/24	VN1	Attend status conference re negotiations (.3).	0.30	451.50
11/30/24	VN1	Correspond with counsel to lenders re state court status conference (0.3).	0.30	451.50
		SUBTOTAL	1.70	2,931.00

IN06 Disclosure Statement, Plan, Confirmation

11/15/24	KH2	Attend status conference (0.3).	0.30	391.50
11/20/24	KH2	Weekly advisor call (0.3); attend status conference (0.3); correspond w/ V. Noskov re: same (0.3).	0.90	1,174.50
11/23/24	KH2	Review update to Court prepared by Milbank (0.1).	0.10	130.50
11/27/24	KH2	Attend weekly advisor call (0.7); review mediation statement prepared by Milbank (0.2).	0.90	1,174.50
		SUBTOTAL	2.20	2,871.00

Fee Summary

quinn emanuel trial lawyers

December 09, 2024

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Matter #: 11832-00001A

Invoice Number: 101-0000180634

Attorneys	Init.	Title	Hours	Rate	Amount
Susheel Kirpalani	SK2	Partner	0.50	2,250.00	1,125.00
Victor Noskov	VN1	Partner	1.20	1,505.00	1,806.00
Anna Deknatel	AD5	Associate	0.20	1,390.00	278.00
Ken Hershey	KH2	Associate	2.20	1,305.00	2,871.00
Cameron Kelly	CK5	Associate	2.50	1,280.00	3,200.00
Case Assistants	Init.	Title	Hours	Rate	Amount
Barbara J Howell	BH2	Paralegal	14.40	515.00	7,416.00

Expense Summary

Description	Amount
Hearing transcript(s)	101.25
Online Research	0.00

Litigation Support Costs

RelOne User Fee	300.00
RelOne Active Hosting (Per GB)	5,524.80
Total Expenses	\$5,926.05

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

In re:

WESCO AIRCRAFT HOLDINGS, INC.,¹

Debtors.

Case No. 23-90611 (MI)

Chapter 11

(Jointly Administered)

**NINETEENTH MONTHLY FEE STATEMENT OF
QUINN EMANUEL URQUHART & SULLIVAN, LLP FOR THE PERIOD
DECEMBER 1, 2024, THROUGH DECEMBER 31, 2024²**

Quinn Emanuel Urquhart & Sullivan, LLP (“*Quinn Emanuel*”) submits, pursuant to the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the “*Interim Compensation Order*”) (ECF No. 421) entered on August 8, 2023, this monthly fee statement for the payment of interim compensation rendered and reimbursement of expenses incurred during the period December 1, 2024, through December 31, 2024 (the “*December Monthly Fee Statement*”).

Quinn Emanuel seeks payment of interim compensation in the total amount of \$14,024.88 (80% of the services rendered), plus \$31,764.10 (100% of the interim expenses incurred). Summaries of the fees and expenses are attached as Exhibits A, B, and C. An invoice reflecting detailed time entries is attached hereto as Exhibit D.

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 <https://veritaglobal.net/incora>. The service address for each of the Debtors in these cases is 2601 Meacham Blvd., Suite 400, Fort Worth, Texas 76137.

² Quinn Emanuel discounts the fees in this case by 10%. Each monthly invoice reflects the 10% discount as does this December Monthly Fee Statement, except for the fees listed in Exhibit B. 100% of Quinn Emanuel’s fees total \$19,479.00. 90% of Quinn Emanuel’s fees total \$17,531.10, and 80% of Quinn Emanuel’s discounted fees total \$14,024.88.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses shall serve within 14 days after delivery of the December Monthly Fee Statement a written notice, via email, upon Quinn Emanuel and each of the other Fee Notice Parties (as listed below) (the “*Written Notice*”). The Written Notice shall specifically identify the objectionable fees and expenses, including the amount at issue and the basis for the objection. If the parties are unable to reach a resolution of the objection within 14 calendar days, the objecting party shall file its objection (the “*Objection*”) with this Court within 3 business days and serve such Objection on Quinn Emanuel and each of the other Fee Notice Parties. *See* Interim Compensation Order ¶ 1.(b).

The Fee Notice Parties as defined in the Interim Compensation Order are:

- a. the Debtors c/o Wesco Aircraft Holdings, Inc., 2601 Meacham Blvd., Suite 400, Fort Worth, Texas 76137, Attn: Dawn Landry (Dawn.landry@Incora.com);
- b. counsel to the Debtors (A) Milbank, LLP, 55 Hudson Yards, 36th Floor, New York, New York 10001, Attn: Dennis F. Dunne (DDunne@Milbank.com), Samuel A. Khalil (SKhalil@Milbank.com), and Benjamin M. Schak (BSchak@Milbank.com) and (B) Haynes and Boone LLP, 1221 McKinney Street, Suite 4000, Houston, Texas 77010, Attn: Charles A. Beckham, Jr. (Charles.Beckham@HaynesBoone.com), Patrick L. Hughes (Patrick.Hughes@HaynesBoone.com), and Kelli S. Norfleet (Kelli.Norfleet@HaynesBoone.com);
- c. counsel to the First Lien Noteholder Group, Davis Polk & Wardwell LLP, Attn: Damian Schaible (Damian.Schaible@DavisPolk.com), Angela Libby (Angela.Libby@DavisPolk.com), and Stephanie Massman (Stephanie.Massman@DavisPolk.com);
- d. counsel to the Official Committee of Unsecured Creditors (the “Committee”), Morrison & Foerster LLP, Attn: Lorenzo Marinuzzi (LMarinuzzi@MoFo.com), Theresa Foudy (TFoudy@MoFo.com), Michael Birnbaum (MBirnbaum@MoFo.com), Benjamin Butterfield (BButterfield@MoFo.com), and Raff Ferraioli (RFerraioli@MoFo.com);
- e. counsel or proposed counsel to any other statutory committee appointed in these chapter 11 cases; and

- f. the Office of the United States Trustee, 515 Rusk, Suite 3516, Houston, Texas 77002, Attn: Jayson Ruff (Jayson.B.Ruff@USDOJ.gov).

If no objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Quinn Emanuel an amount equal to 80% of the fees (after applying the voluntary 10% discount) and 100% of the expenses listed herein, or if an objection is timely served, such percentage of fees and expenses that are not subject to an objection, as stated in the Interim Compensation Order.

Respectfully submitted on February 4, 2025.

QUINN EMANUEL URQUHART & SULLIVAN, LLP

By: /s/ Christopher D. Porter
Christopher D. Porter (TX SBN: 24070437)
Cameron Kelly (TX SBN: 24120936)
700 Louisiana Street, Suite 3900
Houston, TX 77002
Tel: 713-221-7000
Email:
chrisporter@quinnemanuel.com
cameronkelly@quinnemanuel.com

-and-

Susheel Kirpalani (*pro hac vice*)
Victor Noskov (*pro hac vice*)
Anna Deknatel (*pro hac vice*)
Zachary Russell (*pro hac vice*)
Kenneth Hershey (*pro hac vice*)
295 5th Avenue,
New York, New York 10016
Tel.: 212-849-7000
Email:
susheelkirpalani@quinnemanuel.com
victornoskov@quinnemanuel.com
annadeknatel@quinnemanuel.com
zacharyrussell@quinnemanuel.com
kenhershey@quinnemanuel.com

*Special Litigation and Conflicts Counsel for
the Debtors and Debtors in Possession*

CERTIFICATE OF SERVICE

I certify that, on February 4, 2025, a true and correct copy of the foregoing Monthly Fee Statement was served through the Court's Electronic Case Filing system of the United States Bankruptcy Court for the Southern District of Texas.

/s/ Christopher D. Porter
Christopher D. Porter

EXHIBIT A**Summary of Legal Fees for the Fee Period**

Matter Number	Matter Description	Total Hours Billed	Total Fees Requested	Total Fees With 10% Discount
01	Case Administration	4.6	\$5,256.50	\$4,730.85
02	Fee Applications	4.2	\$3,522.00	\$3,169.80
05	2022 Transaction Litigation	1.6	\$2,408.00	\$2,167.20
06	Disclosure Statement, Plan, Confirmation	5.9	\$8,292.50	\$7,463.25
	Total	16.3	\$19,479.00	\$17,531.10

EXHIBIT B**Summary of Hours billed by Quinn Emanuel Attorneys and Paraprofessionals**

Professional	Position With The Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation (without 10% discount)
Susheel Kirpalani	Partner	1995	Bankruptcy and Restructuring	\$2,250.00	0.0	\$0.00
Victor Noskov	Partner	2013	Bankruptcy and Restructuring	\$1,505.00	4.7	\$7,073.50
Anna Deknatel	Associate	2016	Bankruptcy and Restructuring	\$1,390.00	4.6	\$6,394.00
Ken Hershey	Associate	2020	Bankruptcy and Restructuring	\$1,305.00	1.4	\$1,827.00
Cameron Kelly	Associate	2020	Bankruptcy and Restructuring	\$1,280.00	1.7	\$2,176.00
Barbara J. Howell	Paralegal			\$515.00	3.9	\$2,008.50
Total					16.3	\$19,479.00

EXHIBIT C

Summary of Expenses for the Fee Period

Expense	Amount
Hearing transcripts	\$9,516.33
Trial transcripts	\$16,622.97
RelOne User Fee	\$100.00
RelOne TIFF (per page)	\$0.00
RelOne Processing	\$0.00
RelOne Active Hosting (Per GB)	\$5,524.80
Total	\$31,764.10

quinn emanuel trial lawyers

865 S. Figueroa Street, 10th Floor
Los Angeles, California 90017

January 14, 2025

Dawn Laundry
General Counsel
Wesco Aircraft Holdings, Inc.
2601 Meacham Blvd, Suite 400
Forth Worth, TX 76137

Matter #: 11832-00001A
Invoice Number: 101-0000182542
Responsible Attorney: Susheel Kirpalani

Bankruptcy

For Professional Services through December 31, 2024 in connection with Quinn Emanuel serves as counsel to represent Wesco Aircraft Holdings, Inc. and its subsidiaries (as successor by merger to Wolverine Escrow, LLC, and doing business as Incora) ("Wesco") in connection with claims asserted in New York State Court under the caption SSD Investments Ltd., et al. v. Wilmington Savings Fund Society, FSB, et al. by certain lenders of Wesco in relation to a March 2022 transaction effectuated by Wesco with the consent of certain of its lenders.

Fees	\$19,479.00
10% Discount	<u>-\$1,947.90</u>
Net Billed Fees	\$17,531.10
Expenses	<u>\$31,764.10</u>
Net Amount	\$49,295.20
Total Due This Invoice	\$49,295.20
Balance Due from Previous Statement(s)	\$56,485.62
Total Balance Due	<u>\$105,780.82</u>

Confidential – May include attorney-client privileged and work-product information

Abu Dhabi | Atlanta | Austin | Beijing | Berlin | Boston | Brussels | Chicago | Dallas | Doha | Hamburg | Hong Kong | Houston | London
Los Angeles | Mannheim | Miami | Munich | Neuilly La Défense | New York | Paris | Perth | Riyadh | Salt Lake City
San Francisco | Seattle | Shanghai | Silicon Valley | Singapore | Stuttgart | Sydney | Tokyo | Washington DC | Wilmington | Zurich

EXHIBIT

D

quinn emanuel trial lawyers

January 14, 2025

Page 2

Matter #: 11832-00001A

Invoice Number: 101-0000182542

Statement Detail**IN01 Case Administration**

12/02/24	AD5	Call with VN, B. Heidlage, S. Thorpe, B. Goldman regarding state court case (0.3); emails with VN, S. Vora, B. Schak, S. Thorpe regarding state court case, stay stipulation (0.6).	0.90	1,251.00
12/03/24	AD5	Call with VN, B. Schak, S. Vora regarding state action status (0.3); review stipulations regarding state court action (0.3).	0.60	834.00
12/05/24	AD5	Remotely attend status conference (0.5).	0.50	695.00
12/09/24	AD5	Call with VN, B. Heidlage regarding state court conf. (0.3); emails with VN, B. Heidlage, all parties regarding adjournment of state court conference (0.8).	1.10	1,529.00
12/10/24	AD5	Emails with VN, B. Heidlage, state court clerk regarding stay, conference (0.2).	0.20	278.00
12/10/24	BH2	Review ECF pleadings and download same for attorneys' review (.3); calendar any hearing dates or deadlines (.1).	0.40	206.00
12/12/24	BH2	Draft Notice of Change of Address reflecting the new address of the New York office (.6); file same (.3).	0.90	463.50
SUBTOTAL			4.60	5,256.50

IN02 Fee Applications

12/02/24	BH2	Finalize (.4) and file Quinn Emanuel's Fifth Quarterly Fee Statement (.3).	0.70	360.50
12/02/24	CK5	Review and finalize Fifth Fee Application (0.2).	0.20	256.00
12/02/24	VN1	Review fifth interim fee application	0.60	903.00

quinn emanuel trial lawyers

January 14, 2025

Page 3

Matter #: 11832-00001A

Invoice Number: 101-0000182542

		and provide comments to same (.6).		
12/09/24	CK5	Review and revise November fee statement (0.3); review and revise October fee statement (0.3).	0.60	768.00
12/13/24	CK5	Finalize October fee statement for filing (0.2).	0.20	256.00
12/13/24	BH2	Finalize (.5) and file the Seventeenth Monthly Fee Statement of Quinn Emanuel (.3); serve a file-stamped copy on the parties listed on the Interim Compensation Order (.2) and forward the unredacted document and LEDES data to the United States Trustee (.2).	1.20	618.00
12/24/24	BH2	Draft Certificate of No Objection for the Fifth Interim Fee Application (.4) and file same (.3).	0.70	360.50
		SUBTOTAL	4.20	3,522.00

IN05 2022 Transaction Litigation

12/02/24	VN1	Prepare for and attend meeting with counsel re state court conference and state court stay issues (.5).	0.50	752.50
12/03/24	VN1	Prepare for and attend call with co-counsel re case status and various issues (.6).	0.60	903.00
12/09/24	VN1	Correspond with and meet with lenders' counsel re state court conference (.5). Correspond with and meet with lenders' counsel re state court conference (.5).	0.50	752.50
		SUBTOTAL	1.60	2,408.00

IN06 Disclosure Statement, Plan, Confirmation

12/02/24	KH2	Review update to Court (0.1).	0.10	130.50
12/04/24	VN1	Review proposed language re appellate issues and correspond with	0.50	752.50

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January 14, 2025

Page 4

Matter #: 11832-00001A

Invoice Number: 101-0000182542

		working group re same (0.5).		
12/12/24	CK5	Review and revise confirmation brief section re 2022 Transaction litigation (0.7).	0.70	896.00
12/12/24	AD5	Review and revise confirmation brief (0.8); emails with VN, CK, S. Vora regarding confirmation brief (0.5).	1.30	1,807.00
12/12/24	VN1	Review disclosure statement insert and correspond with working group re same (1.1).	1.10	1,655.50
12/27/24	VN1	Review correspondence re confirmation hearing; review documents re same (0.9).	0.90	1,354.50
12/27/24	KH2	Review filings in connection with confirmation (0.5); confirmation hearing (0.8).	1.30	1,696.50
SUBTOTAL			5.90	8,292.50

Fee Summary

Attorneys	Init.	Title	Hours	Rate	Amount
Victor Noskov	VN1	Partner	4.70	1,505.00	7,073.50
Anna Deknatel	AD5	Associate	4.60	1,390.00	6,394.00
Ken Hershey	KH2	Associate	1.40	1,305.00	1,827.00
Cameron Kelly	CK5	Associate	1.70	1,280.00	2,176.00
Case Assistants	Init.	Title	Hours	Rate	Amount
Barbara J Howell	BH2	Paralegal	3.90	515.00	2,008.50

Expense Summary

Description	Amount
Hearing transcript(s)	9,516.33
Trial transcripts	16,622.97

Litigation Support Costs

RelOne User Fee	100.00
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January 14, 2025
Page 5

Matter #: 11832-00001A
Invoice Number: 101-0000182542

Description	Amount
RelOne Active Hosting (Per GB)	5,524.80
Total Expenses	\$31,764.10

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

In re:

WESCO AIRCRAFT HOLDINGS, INC.,¹

Reorganized Debtor.

Case No. 23-90611 (MI)

Chapter 11

**TWENTIETH MONTHLY FEE STATEMENT OF
QUINN EMANUEL URQUHART & SULLIVAN, LLP FOR THE PERIOD
JANUARY 1, 2025, THROUGH JANUARY 31, 2025²**

Quinn Emanuel Urquhart & Sullivan, LLP (“*Quinn Emanuel*”) submits, pursuant to the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals (the “*Interim Compensation Order*”) (ECF No. 421) entered on August 8, 2023, this monthly fee statement for the payment of interim compensation rendered and reimbursement of expenses incurred during the period January 1, 2025, through January 31, 2025 (the “*January Monthly Fee Statement*”).

Quinn Emanuel seeks payment of interim compensation in the total amount of \$63,220.32 (80% of the services rendered), plus \$5,945.11 (100% of the interim expenses incurred). Summaries of the fees and expenses are attached as Exhibits A, B, and C. An invoice reflecting detailed time entries is attached hereto as Exhibit D.

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., Suite 400, Fort Worth, Texas 76137.

² Quinn Emanuel discounts the fees in this case by 10%. Each monthly invoice reflects the 10% discount as does this January Monthly Fee Statement, except for the fees listed in Exhibit B. 100% of Quinn Emanuel’s fees total \$87,806.00. 90% of Quinn Emanuel’s fees total \$79,025.40, and 80% of Quinn Emanuel’s discounted fees total \$63,220.32.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses shall serve within 14 days after delivery of the January Monthly Fee Statement a written notice, via email, upon Quinn Emanuel and each of the other Fee Notice Parties (as listed below) (the “*Written Notice*”). The Written Notice shall specifically identify the objectionable fees and expenses, including the amount at issue and the basis for the objection. If the parties are unable to reach a resolution of the objection within 14 calendar days, the objecting party shall file its objection (the “*Objection*”) with this Court within 3 business days and serve such Objection on Quinn Emanuel and each of the other Fee Notice Parties. *See* Interim Compensation Order ¶ 1.(b).

The Fee Notice Parties as defined in the Interim Compensation Order are:

- a. the Debtors c/o Wesco Aircraft Holdings, Inc., 2601 Meacham Blvd., Suite 400, Fort Worth, Texas 76137, Attn: Dawn Landry (Dawn.landry@Incora.com);
- b. counsel to the Debtors (A) Milbank, LLP, 55 Hudson Yards, 36th Floor, New York, New York 10001, Attn: Dennis F. Dunne (DDunne@Milbank.com), Samuel A. Khalil (SKhalil@Milbank.com), and Benjamin M. Schak (BSchak@Milbank.com) and (B) Haynes and Boone LLP, 1221 McKinney Street, Suite 4000, Houston, Texas 77010, Attn: Charles A. Beckham, Jr. (Charles.Beckham@HaynesBoone.com), Patrick L. Hughes (Patrick.Hughes@HaynesBoone.com), and Kelli S. Norfleet (Kelli.Norfleet@HaynesBoone.com);
- c. counsel to the First Lien Noteholder Group, Davis Polk & Wardwell LLP, Attn: Damian Schaible (Damian.Schaible@DavisPolk.com), Angela Libby (Angela.Libby@DavisPolk.com), and Stephanie Massman (Stephanie.Massman@DavisPolk.com);
- d. counsel to the Official Committee of Unsecured Creditors (the “Committee”), Morrison & Foerster LLP, Attn: Lorenzo Marinuzzi (LMarinuzzi@MoFo.com), Theresa Foudy (TFoudy@MoFo.com), Michael Birnbaum (MBirnbaum@MoFo.com), Benjamin Butterfield (BButterfield@MoFo.com), and Raff Ferraioli (RFerraioli@MoFo.com);
- e. counsel or proposed counsel to any other statutory committee appointed in these chapter 11 cases; and

- f. the Office of the United States Trustee, 515 Rusk, Suite 3516, Houston, Texas 77002, Attn: Jayson Ruff (Jayson.B.Ruff@USDOJ.gov).

If no objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Quinn Emanuel an amount equal to 80% of the fees (after applying the voluntary 10% discount) and 100% of the expenses listed herein, or if an objection is timely served, such percentage of fees and expenses that are not subject to an objection, as stated in the Interim Compensation Order.

Respectfully submitted on March 3, 2025.

QUINN EMANUEL URQUHART & SULLIVAN, LLP

By: /s/ Christopher D. Porter
Christopher D. Porter (TX SBN: 24070437)
Cameron Kelly (TX SBN: 24120936)
700 Louisiana Street, Suite 3900
Houston, TX 77002
Tel: 713-221-7000
Email:
chrisporter@quinnemanuel.com
cameronkelly@quinnemanuel.com

-and-

Susheel Kirpalani (*pro hac vice*)
Victor Noskov (*pro hac vice*)
Anna Deknatel (*pro hac vice*)
Zachary Russell (*pro hac vice*)
Kenneth Hershey (*pro hac vice*)
295 5th Avenue,
New York, New York 10016
Tel.: 212-849-7000
Email:
susheelkirpalani@quinnemanuel.com
victornoskov@quinnemanuel.com
annadeknatel@quinnemanuel.com
zacharyrussell@quinnemanuel.com
kenhershey@quinnemanuel.com

*Special Litigation and Conflicts Counsel for
the Debtors and Debtors in Possession*

CERTIFICATE OF SERVICE

I certify that, on March 3, 2025, a true and correct copy of the foregoing Monthly Fee Statement was served through the Court's Electronic Case Filing system of the United States Bankruptcy Court for the Southern District of Texas.

/s/ Christopher D. Porter
Christopher D. Porter

EXHIBIT A**Summary of Legal Fees for the Fee Period**

Matter Number	Matter Description	Total Hours Billed	Total Fees Requested	Total Fees With 10% Discount
01	Case Administration	2.1	\$1,431.50	\$1,288.35
02	Fee Applications	2.3	\$1,796.50	\$1,616.85
05	2022 Transaction Litigation	54.4	\$79,250.00	\$71,325.00
06	Disclosure Statement, Plan, Confirmation	3.7	\$5,328.00	\$4,795.20
	Total	62.5	\$87,806.00	\$79,025.40

EXHIBIT B**Summary of Hours billed by Quinn Emanuel Attorneys and Paraprofessionals**

Professional	Position With The Applicant	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Compensation (without 10% discount)
Victor Noskov	Partner	2013	Bankruptcy and Restructuring	\$1,505.00	18.0	\$27,090.00
Anna Deknatel	Associate	2016	Bankruptcy and Restructuring	\$1,440.00	38.5	\$55,440.00
Zachary Russell	Associate	2017	Bankruptcy and Restructuring	\$1,390.00	.4	\$556.00
Cameron Kelly	Associate	2020	Bankruptcy and Restructuring	\$1,280.00	2.4	\$3,072.00
Barbara J. Howell	Paralegal			\$515.00	3.2	\$1,648.00
Total					62.5	\$87,806.00

EXHIBIT C**Summary of Expenses for the Fee Period**

Expense	Amount
Filing Fees (pro hac fees for District Court Case)	\$300.00
Trial transcripts	\$20.31
RelOne User Fee	\$100.00
RelOne Active Hosting (Per GB)	\$5,524.80
Total	\$5,945.11

quinn emanuel trial lawyers

865 S. Figueroa Street, 10th Floor
Los Angeles, California 90017

February 12, 2025

Dawn Laundry
General Counsel
Wesco Aircraft Holdings, Inc.
2601 Meacham Blvd, Suite 400
Forth Worth, TX 76137

Matter #: 11832-00001A
Invoice Number: 101-0000184038
Responsible Attorney: Susheel Kirpalani

Bankruptcy

For Professional Services through January 31, 2025 in connection with Quinn Emanuel serves as counsel to represent Wesco Aircraft Holdings, Inc. and its subsidiaries (as successor by merger to Wolverine Escrow, LLC, and doing business as Incora) ("Wesco") in connection with claims asserted in New York State Court under the caption SSD Investments Ltd., et al. v. Wilmington Savings Fund Society, FSB, et al. by certain lenders of Wesco in relation to a March 2022 transaction effectuated by Wesco with the consent of certain of its lenders.

Fees	\$87,806.00
10% Discount	<u>-\$8,780.60</u>
Net Billed Fees	\$79,025.40
Expenses	<u>\$5,945.11</u>
Net Amount	\$84,970.51
Total Due This Invoice	\$84,970.51
Balance Due from Previous Statement(s)	\$87,833.65
Total Balance Due	<u>\$172,804.16</u>

Confidential – May include attorney-client privileged and work-product information

Abu Dhabi | Atlanta | Austin | Beijing | Berlin | Boston | Brussels | Chicago | Dallas | Doha | Hamburg | Hong Kong | Houston | London
Los Angeles | Mannheim | Miami | Munich | Neuilly La Défense | New York | Paris | Perth | Riyadh | Salt Lake City
San Francisco | Seattle | Shanghai | Silicon Valley | Singapore | Stuttgart | Sydney | Tokyo | Washington DC | Wilmington | Zurich

EXHIBIT

D

quinn emanuel trial lawyers

February 12, 2025

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Statement Detail**IN01 Case Administration**

01/09/25	ZR1	Attend call with Milbank regarding [REDACTED] (.4).	0.40	556.00
01/28/25	BH2	Prepare Motions for Admission Pro Hac Vice on behalf of S. Kirpalani, V. Noskov, and A. Deknatel for the Federal District Court case (1.1) and file same (.6).	1.70	875.50
SUBTOTAL			2.10	1,431.50

IN02 Fee Applications

01/03/25	BH2	Prepare the November Monthly Fee Statement (1.1) and file same (.3); distribute to parties listed on the Interim Compensation Order (.1).	1.50	772.50
01/03/25	CK5	Review and revise November fee statement (0.2).	0.20	256.00
01/10/25	CK5	Review and revise December fee statement (0.2).	0.20	256.00
01/21/25	CK5	Review outstanding fees and expenses to provide estimate to Alvarez & Marsal (0.4).	0.40	512.00
SUBTOTAL			2.30	1,796.50

IN05 2022 Transaction Litigation

01/02/25	AD5	Review [REDACTED], proposed letter (0.3); emails with VN regarding [REDACTED] (0.1.).	0.40	576.00
01/09/25	VN1	Call with restructuring counsel re [REDACTED] (.5).	0.50	752.50
01/16/25	VN1	Correspond with working group re report and recommendation (.3); review same (.4).	0.70	1,053.50
01/21/25	VN1	Review issues re solicitation	2.60	3,913.00

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February 12, 2025

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		██████████ and motion re same (.5); correspond with client re same (.2); review correspondence re same (.5); correspond with working group re ██████████ and review draft motion re same (1.4).		
01/22/25	VN1	Review ballot information and correspondence re same (0.3).	0.30	451.50
01/23/25	VN1	Correspond with working group re ██████████ to report and recommendation (.3); review briefing re same (.4); correspond with other counsel re same (.2).	0.90	1,354.50
01/23/25	AD5	Review report and recommendation regarding Langur claims (1.8).	1.80	2,592.00
01/24/25	VN1	Review filings re report and recommendation and appeals (.4); correspond with working group re same (.2).	0.60	903.00
01/24/25	AD5	Review report and recommendation (1.8); legal research regarding ██████████ (1.7); emails with VN, B. Schak regarding report and recommendation (0.4); prepare outline of report and recommendation response (2.6).	6.50	9,360.00
01/27/25	VN1	Correspond with working group re report and recommendation brief (.2); review brief. (1.5).	1.70	2,558.50
01/27/25	AD5	Prepare opposition to report and recommendation (6.2); legal research regarding ██████████ ██████████ (2.2); emails with VN regarding report and recommendation (0.5).	8.90	12,816.00
01/28/25	VN1	Review and revise report and recommendation objection (2.5); review report and recommendation (1.5); correspond with working group re same (.6); correspond with Jones Day re same (.2); prepare for and	5.30	7,976.50

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February 12, 2025
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Invoice Number: 101-0000184038

		attend call with working group re same (.5).		
01/28/25	AD5	Emails with VN, B. Schak, A. Leblanc, B. Heidlage, M. Schneidereit regarding report and recommendation (1.1); confer with VN regarding report and recommendation (0.4); calls with VN, B. Heidlage, M. Schneidereit regarding report and recommendation (1.1); review and revise report and recommendation (1.7); research regarding report and recommendation (2.4).	8.70	12,528.00
01/29/25	CK5	Review and revise objection to report and recommendation (1.2); finalize and file objection to report and recommendation (0.4).	1.60	2,048.00
01/29/25	VN1	Review draft re report and recommendation objection (1.2); correspond with working group re same (.7); prepare for and attend call with various parties re same (.6); review report and recommendation responses (.5).	3.00	4,515.00
01/29/25	VN1	Prepare for and attend call with various counsel re [REDACTED] (.6); correspond with working group re same (.5); review brief re same (.5); review correspondence from counsel re changes to brief and correspond with working group re filing (.3).	1.90	2,859.50
01/29/25	AD5	Call with VN, W. Clareman, R. Scarborough, M. Stein regarding [REDACTED] (0.5); emails with VN, CK, A. Leblanc, B. Schak, W. Clareman, R. Scarborough, M. Stein regarding [REDACTED] (1.4); review and revise response to Report and recommendation (0.9).	2.80	4,032.00

quinn emanuel trial lawyers

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01/29/25	AD5	Calls with B. Heidlage, B. Schak, M. Schneidereit, VN regarding report and recommendation (1.2); emails with VN, B. Schak, A. Leblanc [REDACTED] (0.7); review and revise report and recommendation (1.4); coordinate cite check of report and recommendation response (0.4); legal research regarding [REDACTED] (1.2).	4.90	7,056.00
01/30/25	AD5	Call with B. Heidlage regarding reports and recommendations (0.3); emails with VN, A. Leblanc, B. Heidlage regarding reports and recommendations (0.5).	0.80	1,152.00
01/30/25	VN1	Correspond with working group re objection to Report and recommendation (.1); review filed version of same (.2); correspond with lender counsel re LM issues (.2).	0.50	752.50
SUBTOTAL			54.40	79,250.00

IN06 Disclosure Statement, Plan, Confirmation

01/09/25	AD5	Review materials regarding [REDACTED] (0.4); call with VN, ZR, B. Schack regarding [REDACTED] (0.3).	0.70	1,008.00
01/10/25	AD5	Review and revise balloting motion (2.3); emails with VN regarding motion (0.3).	2.60	3,744.00
01/21/25	AD5	Call with B. Schak regarding [REDACTED] (0.2); emails with VN, ZR regarding balloting motion (0.2).	0.40	576.00
SUBTOTAL			3.70	5,328.00

Fee Summary

Attorneys	Init.	Title	Hours	Rate	Amount
Abu Dhabi Atlanta Austin Beijing Berlin Boston Brussels Chicago Dallas Doha Hamburg Hong Kong Houston London Los Angeles Mannheim Miami Munich Neuilly La Défense New York Paris Perth Riyadh Salt Lake City San Francisco Seattle Shanghai Silicon Valley Singapore Stuttgart Sydney Tokyo Washington DC Wilmington Zurich					

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Victor Noskov	VN1	Partner	18.00	1,505.00	27,090.00
Anna Deknatel	AD5	Counsel	38.50	1,440.00	55,440.00
Zachary Russell	ZR1	Associate	0.40	1,390.00	556.00
Cameron Kelly	CK5	Associate	2.40	1,280.00	3,072.00
Case Assistants	Init.	Title	Hours	Rate	Amount
Barbara J Howell	BH2	Paralegal	3.20	515.00	1,648.00

Expense Summary

Description	Amount
Filing fee(s)	300.00
Online Research	0.00
PACER Services	0.00
Trial transcripts	20.31

Litigation Support Costs

(Charges based on market not cost)

RelOne User Fee	100.00
RelOne Active Hosting (Per GB)	5,524.80
Total Expenses	\$5,945.11



January 11, 2024

Susheel Kirpalani
Quinn Emanuel Urquhart & Sullivan LLP
51 Madison Avenue, 22nd Floor
New York, NY 10010
United States
susheelkirpalani@quinnemanuel.com

Dear Mr. Kirpalani:

Enclosed is our bill for November 2023 in connection with the Wesco Aircraft Holdings, Inc. project.

If you require additional information or have any questions regarding this invoice, please feel free to contact Pat Scahill at pscahill@compasslexecon.com or 312-470-0532.

Sincerely Yours,

A handwritten signature in blue ink, appearing to read 'R. A. Paul'.

Robert A. Paul
Executive Director, Finance & Operations



Invoice # 100100045398
Project # 500000.6036

January 11, 2024

Susheel Kirpalani
Quinn Emanuel Urquhart & Sullivan LLP
51 Madison Avenue, 22nd Floor
New York, NY 10010
United States
susheelkirpalani@quinnemanuel.com

For November 2023

RE: Wesco Aircraft Holdings, Inc.

PROFESSIONAL SERVICES		\$20,677.50
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OTHER CHARGES

Administrative and Professional Overhead Charge	\$620.33	
Computer and Database Charges	\$1,618.56	\$2,238.89
		<u>\$22,916.39</u>



Principal Tasks in November 2023
The Wesco Aircraft Holdings, Inc. project

Name	Status	Billing Rate	Hours	Principal Task
Todd Kendall	Economist	\$1,100.00	9.00	Summarized information and discussed case with counsel; edited draft memo and discussed case with expert.
Avisheh Mohsenin	Economist	\$940.00	9.00	Discussed case; read case documents.
Research Assistant			4.25	Pulled data; worked on Bloomberg corporate notes and bonds finding and analysis.
Total			22.25	

**Invoice Remittance**

Susheel Kirpalani
 Quinn Emanuel Urquhart & Sullivan LLP
 51 Madison Avenue, 22nd Floor
 New York, NY 10010
 United States
 susheelkirpalani@quinnemanuel.com

January 11, 2024
 Invoice No. 100100045398
 Job No. 500000.6036
 Terms Net 30 days
 FEDERAL I.D. No. 20-0302099

RE: Wesco Aircraft Holdings, Inc.

Current Invoice Period: Charges Posted through November 2023

Amount Due this period..... \$22,916.39

Date	Invoice	Amount	Payments	
12/14/2023	100100041330	\$75,564.72	\$0.00	\$75,564.72
Previous Balance Due.....				\$75,564.72

Total Amount Due \$98,481.11

Payment is due in full 30 days from invoice date.

Please contact Pat Scahill at (312) 470-0532 or pscahill@compasslexecon.com if you need additional information.

Payment by Check:
Compass Lexecon
PO Box 418005
Boston, MA 02241-8005
TAX ID #20-0302099

Payment by Wire Transfer:
Bank of America, NA
222 Broadway
New York, New York 10038
ABA Routing # 026009593
SWIFT Address: BOFAUS3N
Account Name: Compass Lexecon
Account Number: 446022511092

Payment by ACH Transfer:
Bank of America, NA
1455 Market Street
San Francisco, CA 94109
ABA Routing #: 052001633
Account Name: Compass Lexecon
Account Number: 446022511092

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

In re:

WESCO AIRCRAFT HOLDINGS, INC.,¹

Reorganized Debtor.

Case No. 23-90611 (MI)

Chapter 11

**ORDER ALLOWING INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

(Relates to ECF No. ____)

The Court, having considered the Sixth and Final Application for Payment of Compensation and Reimbursement of Expenses filed by Quinn Emanuel Urquhart & Sullivan, LLP (the “*Applicant*”), orders:

1. The Applicant is allowed compensation and reimbursement of expenses in the amount of \$450,873.54 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.

Signed:

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., Suite 400, Fort Worth, Texas 76137.