

**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

(Jointly Administered)

**REORGANIZED DEBTORS'
OBJECTION TO PROOF OF CLAIM #219
FILED BY THE ARIZONA DEPARTMENT OF REVENUE**

(SATISFIED CLAIM)

This is an objection to your claim. This objection asks the Court to disallow the claim that you filed in this bankruptcy case. If you do not file a response within 30 days after the objection was served on you, your claim may be disallowed without a hearing.

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



239061125072500000000001

The above-captioned reorganized debtor (the “*Reorganized Debtor*”² or “*Incora*” and, together with its affiliated former debtors and their successors, as applicable, the “*Reorganized Debtors*”) respectfully state as follows.

RELIEF REQUESTED

1. By this objection (the “*Objection*”), Incora seeks entry of the proposed order (the “*Order*”), disallowing proof of claim number 219 (the “*Claim*”) filed by the Arizona Department of Revenue (the “*Claimant*”).

2. The principal bases for this Objection are sections 105(a), 501(a), 502(a), and 502(b) of title 11 of the U.S. Code (the “*Bankruptcy Code*”), Rules 3001 and 3007 of the Federal Rules of Bankruptcy Procedures (the “*Bankruptcy Rules*”), and Rules 3007-1 and 9013-1 of the Bankruptcy Local Rules of the U.S. Bankruptcy Court for the Southern District of Texas (the “*Local Rules*”), and the Court’s *Order Approving Claim Objection and Settlement Procedures* [Docket No. 1354] (the “*Claims Procedures Order*”). This Objection is supported by the *Declaration of Christopher Kelly in Support of the Reorganized Debtors’ Objection to Proof of Claim #219 Filed by the Arizona Department of Revenue* (the “*Kelly Declaration*”), attached to this Objection as **Exhibit A**.

3. If the Claimant files and properly serves a timely response to this Objection, Incora will request the Court to schedule a hearing on that response.

JURISDICTION AND VENUE

4. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. § 1334. This Motion is a core proceeding under 28 U.S.C. § 157(b). Venue in the Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

² A detailed description of the now-Reorganized Debtors and their businesses is set forth in the *Declaration of Raymond Carney in Support of Chapter 11 Petitions and First Day Motions* (the “*First Day Declaration*”) [Dkt. No. 13], filed with the Debtors’ voluntary petitions for relief filed under title 11 of the United States Code (the “*Bankruptcy Code*”), on June 1, 2023 (the “*Petition Date*”).

BASIS FOR RELIEF

5. Section 501(a) of the Bankruptcy Code provides, in pertinent part, that “[a] claim or interest, proof of which is filed under § 501 of [the Bankruptcy Code], is deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502. Section 502(b)(1) provides that a court shall not allow a claim if “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law for a reason other than because such claim is contingent or unmatured.” See 11 U.S.C. § 502(b)(1).

6. As set forth in Bankruptcy Rule 3001(f), a properly executed and filed proof of claim constitutes prima facie evidence of the validity and the amount of the claim under section 502(a) of the Bankruptcy Code. *See, e.g., In re Jack Kline Co.*, 440 B.R. 712, 742 (Bankr. S.D. Tex. 2010). A proof of claim loses the presumption of prima facie validity under Bankruptcy Rule 3001(f) if an objecting party refutes at least one of the allegations that are essential to the claim’s legal sufficiency. *See In re Fidelity Holding Co., Ltd.*, 837 F.2d 696, 698 (5th Cir. 1988). Once such an allegation is refuted, the burden reverts to the Claimant to prove the validity of its claim by a preponderance of the evidence. *Id.* Despite this shifting burden during the claim objection process, “the ultimate burden of proof always lies with the claimant.” *In re Armstrong*, 347 B.R. 581, 583 (Bankr. N.D. Tex. 2006) (citing *Raleigh v. Ill. Dep’t of Rev.*, 530 U.S. 15 (2000)).

7. The Claim asserts a liability based on allegedly unpaid transaction privilege taxes (Arizona’s version of a business privilege tax) for scattered years from 2016 to 2023 and estimated corporate income taxes for each years from 2007 to 2022.

8. On or about July 26, 2024, the Debtors’ personnel reviewed the Claimant’s tax portal website, which showed transaction privilege taxes due only for tax years 2023 and 2024, in the amount of \$135 per year. The Debtors immediately paid those assessments for both tax years, in the total amount of \$270, as reflected by confirmation number 1000054594859. The liability for 2023 was paid pursuant to a court order authorizing the payment (ECF No. 116), and the liability for 2024 was paid in the ordinary course of business. No transaction privilege tax liability for any other tax years was indicated as unpaid on the Claimant’s website or was available to be paid

through the website. Accordingly, the Reorganized Debtors do not believe that any transaction privilege tax is presently owed for the tax years listed on the Claim.

9. As to corporate tax liability, the Reorganized Debtors have a large carryforward balance from earlier tax years, against which they have been applying the \$50 minimum tax each year. The 2023 tax return (attached as **Exhibit B**) shows a remaining carryforward of over \$19,000. Accordingly, the Reorganized Debtors do not owe any corporate tax to the Claimant.

10. Given that no tax is properly due to the Claimant, no tax penalties or interest should be assessed either. Accordingly, the Reorganized Debtors seek to disallow each Claim in its entirety.

RESERVATION OF RIGHTS

11. Incora reserves the right to modify, supplement, or amend this Objection as it pertains to any portion of the Claim. Nothing in this Objection shall be understood as (a) an admission as to the validity of any claim against any of the Reorganized Debtors, (b) a waiver of the right of the Reorganized Debtors to dispute any claim against any of the Reorganized Debtors on any grounds whatsoever at a later date, (c) a promise by any of the Reorganized Debtors to pay any claim, or (d) a waiver of any rights of the Reorganized Debtors under the Bankruptcy Code or other applicable law.

NOTICE

12. Pursuant to Article XII.C of the *Further Modified Second Amended Joint Chapter 11 Plan of Wesco Aircraft Holdings, Inc.* [D.I. 2517] (the “**Plan**”),³ the Claims Procedures Order, and Rule 3007 of the Bankruptcy Rules, notice of this Objection will be provided (a) by filing on the Court’s Electronic Court Filing system, (b) by mail, to the Office of the U.S. Trustee, and (c) by email, to counsel to the General Unsecured Claims Observer, the First Lien Noteholder Group, and those parties that, following the Effective Date, have filed renewed requests for notices

³ Capitalized terms used but not defined in this Objection have the meanings ascribed to them in the Plan.

pursuant to Bankruptcy Rule 2002. This Objection will be also served on the Claimant. The Reorganized Debtors respectfully submit that no further notice is required under the circumstances.

[Remainder of page intentionally blank]

Upon the foregoing Objection, the Reorganized Debtors respectfully request that the Court
(a) enter an order sustaining this Objection, substantially in the form attached to this Objection and
(b) grant such other relief as is just and proper.

Dated: July 25, 2025

Respectfully submitted,

/s/ Charles A. Beckham, Jr.

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- and -

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BSchak@Milbank.com

Counsel to the Reorganized Debtors

CERTIFICATE OF SERVICE

I certify that, on July 25, 2025, a true and correct copy of the foregoing document was served through the Electronic Case Filing system of the United States Bankruptcy Court for the Southern District of Texas and will be served as set forth in the Affidavit of Service to be filed by the Reorganized Debtors' noticing agent.

/s/ Charles A. Beckham, Jr.

Charles A. Beckham, Jr.

EXHIBIT A
TO THE REORGANIZED DEBTORS'
OBJECTION TO PROOF OF CLAIM #219
CHRISTOPHER KELLY DECLARATION

**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

(Jointly Administered)

**DECLARATION OF CHRISTOPHER KELLY
IN SUPPORT OF THE REORGANIZED DEBTORS'
OBJECTION TO PROOF OF CLAIM #219
FILED BY THE ARIZONA DEPARTMENT OF REVENUE**

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

I, Christopher Kelly, make this declaration pursuant to 28 U.S.C. § 1746 and state as follows:

BACKGROUND

1. I am a Managing Director with Alvarez & Marsal North America, LLC (together with its wholly owned subsidiaries and independent contractors and also with employees of its professional service provider affiliates, all of which are wholly owned by its parent company and employees, “**A&M**”), a restructuring advisory services firm with multiple offices throughout the country. Since 1983, A&M has been a global provider of turnaround advisory services to companies in crisis or those in need of performance improvement in specific financial and operational areas. A&M’s debtor advisory services have encompassed a wide range of activities targeted at stabilizing and improving a company’s financial position, including developing and validating forecasts and business plans; monitoring and managing cash, cash flow, and supplier relationships; assessing and recommending cost reduction strategies; and designing and negotiating financial restructuring packages.

2. I received a Bachelor’s Degree in Commerce from the McIntire School of Commerce at the University of Virginia and a Masters of Business Administration from Columbia University. I have more than 17 years of restructuring experience. I specialize in the development, evaluation and execution of restructuring plans; cash flow forecasting and liquidity management; and operational performance improvement. I have assisted clients across a variety of industries, including financial services, government contracting, transportation and logistics, manufacturing, business services, and retail and apparel.

3. In addition to acting as the financial advisor to the Reorganized Debtors in these cases, some of my other most notable publicly disclosed restructuring assignments include Anna Holdings Inc. (Acosta), Arcapita Investments, Intelsat S.A., and Lehman Brothers Holdings Inc.

4. I am a senior member of the A&M team advising the Reorganized Debtors. I have worked closely with the Reorganized Debtors’ management and other professionals with respect to the Reorganized Debtors’ restructuring efforts, including assisting the Reorganized

Debtors in preparing cash flow projections, budgets, and other financial information. I am generally familiar with the Reorganized Debtors' day-to-day operations, financing arrangements, business affairs, and accounting records (including entity-wide searches in both the Reorganized Debtors' US and UK accounts payable systems) (the "**Accounting Records**") that reflect, among other things, the Reorganized Debtors' liabilities and the amount thereof owed to their creditors as of the Petition Date. I have read the *Reorganized Debtors' Objection to Proof of Claim #219* (the "**Objection**") Filed by the Arizona Department of Revenue (the "**Claimant**"),² and exhibits attached thereto and I submit this declaration in support thereof.³

5. To the best of my knowledge, information, and belief, and after investigation and review, the assertions made in the Objection are accurate.

CLAIMS #219 FILED BY THE ARIZONA DEPARTMENT OF REVENUE

6. I do not believe the Reorganized Debtors are liable for the Claim.

7. On or about July 26, 2024, the Debtors' personnel reviewed the Claimant's tax portal website, which showed transaction privilege taxes due only for tax years 2023 and 2024, in the amount of \$135 per year. The Debtors immediately paid those assessments for both tax years, in the total amount of \$270, as reflected by confirmation number 1000054594859. The liability for 2023 was paid pursuant to a court order authorizing the payment (ECF No. 116), and the liability for 2024 was paid in the ordinary course of business. No transaction privilege tax liability for any other tax years was indicated as unpaid on the Claimant's website or was available to be paid through the website. Accordingly, I do not believe that any transaction privilege tax is presently owed for the tax years listed on the Claim.

8. As to corporate tax liability, the Reorganized Debtors have a large carryforward balance from earlier tax years, against which they have been applying the \$50 minimum tax each

² Capitalized terms used but not otherwise defined herein shall have the same meaning ascribed to them in the Objection.

³ Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at A&M and are based on information provided by them.

year. Exhibit B to the Objection is accurate depiction of the Reorganized Debtors' 2023 Arizona corporate tax return shows a remaining carryforward of over \$19,000. Accordingly, I do not believe that the Reorganized Debtors owe any corporate tax to the Claimant.

9. For the foregoing reasons, I believe that disallowance of each of the Claims is appropriate.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: July 25, 2025

/s/ Christopher Kelly

Christopher Kelly

EXHIBIT B
TO THE REORGANIZED DEBTORS'
OBJECTION TO PROOF OF CLAIM #219

TAX FORM AZ-8879-C

Electronic Return Acknowledgement

Tax Year 2023

Return No 96187320243195000342

Taxpayer Wolverine Top Holding Corporation and Subs/2023 Compliance

EFIN 961873

Return Identification Number 96187320243195000342

Filing Type Description AZ Return

Tax Period Begin Date 01/01/2023

Tax Period End Date 12/31/2023

Return Status Accepted

Transmission Date and Timestamp 11/14/2024 08:29:02 PM



WOLVERINE TOP HOLDING CORPORATION AND SUBS
Instructions for Filing
Form AZ-8879-C
E-file Signature Authorization - Corporation
for the year ended December 31, 2023

The return shows a \$19,385 overpayment. We have applied it as follows:

Amount to be refunded	\$19,335
Amount to be applied to 2024 estimated tax	\$50
Total Overpayment	\$19,385

DO NOT separately file Form 120 with the state of Arizona. Doing so will delay the processing of your return.

The state of Arizona will notify us when your return has been accepted. Your return is not considered filed until the state confirms its acceptance.

Arizona Form
AZ-8879-C

E-file Signature Authorization - Corporation

2023

Do not mail this form to the Arizona Department of Revenue. The ERO must retain this document a minimum of four years.

Name of Corporation WOLVERINE TOP HOLDING CORPORATION A	Employer Identification Number (required) 84-3600683
Name and Title of Officer DAWN WALLOCH, ASSISTANT TREASURER	

PART 1 - PURPOSE

- To certify the truthfulness, correctness, and completeness of the corporation's Arizona electronic income tax return.
- To authorize the Electronic Return Originator (ERO) to affirm that the corporation wishes to use the officer's electronic signature to the corporation's federal income tax return as the corporation's signature to the Arizona electronic income tax return filed by the corporation.

PART 2 - TAX RETURN INFORMATION FROM ARIZONA RETURN

1 Federal taxable income from Forms 120 and 120A, line 1 . . .	-6841097300
2 Arizona taxable income from Form 120, line 15; or Form 120A, line 7	-222289000

Check box 3 or box 4:

3 <input checked="" type="checkbox"/> REFUND: Enter the amount to be refunded from Form 120, line 33; or Form 120A, line 25	19,33500
4 <input type="checkbox"/> AMOUNT OWED: Enter the total due from Form 120, line 30; or Form 120A, line 22	00

PART 3 - FINANCIAL INSTITUTION INFORMATION

Must be present when requesting direct debit.

TYPE OF ACCOUNT <input type="checkbox"/> Checking <input type="checkbox"/> Savings	ROUTING NUMBER _____
ACCOUNT NUMBER _____	
DIRECT DEBIT REQUEST DATE _____	DIRECT DEBIT PAYMENT AMOUNT \$ _____ .00
<input type="checkbox"/> Foreign Account: See instructions below.	

Box 3 Checkbox - Refund: The corporation is due a refund based on the information provided on its income tax return. If the corporation is due a refund, we will send a check.

Box 4 Checkbox - Amount Owed: The corporation owes taxes, interest or penalties based on the information provided on its income tax return. The corporation has elected to direct debit for payment. The payment will be withdrawn from the account on the date listed in the Financial Institution Information Section (Part 3).

Foreign Account Checkbox: Check the "Foreign Account" box if the corporation's debit will ultimately come from a foreign account. If you check this box, do not enter the corporation's bank account information, we will not direct debit the account. **If the corporation owes taxes, interest or penalties and is required by pay by EFT, submit payment by ACH Debit or Credit to avoid penalty. If the corporation owes taxes, interest or penalties and is NOT required to pay by EFT, it may submit payment by ACH Debit or Credit, or complete Form 120/165V, mail it and a check to the Arizona Department of Revenue, PO Box 29085, Phoenix, AZ 85038-9085.**

PART 4 - DECLARATION AND SIGNATURE AUTHORIZATION (Sign only after completing Part 2)

Under penalties of perjury, I declare that I am an officer of the above corporation and that I have examined a copy of the corporation's electronic Arizona income tax return and accompanying schedules and statements for the 2023 tax year, and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the amounts of federal taxable income, Arizona taxable income, Refund, and Amount Owed listed above are the amounts shown on the copy of the corporation's electronic Arizona income tax return.

If I have filed a balance due return, I understand that if the Arizona Department of Revenue (ADOR) does not receive full and timely payment of the tax liability by the original due date of the income tax return, the corporation will remain liable for the tax liability and all applicable interest and penalties. When electronically filing the corporation's federal and state tax returns, I understand that if there is an error on the federal return, the state return will also be rejected.

I authorize the ADOR and its designated Financial Agent to initiate an ACH electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the corporation's Arizona income taxes owed on this return. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.

I consent to the corporation's Electronic Return Originator (ERO) or On-Line Service Provider (OLSP) sending an electronic Arizona corporate

income tax return and accompanying schedules and statements to ADOR, and I consent to my ERO or OLSP sending such information to ADOR through a transmitter. I consent to ADOR sending the corporation's ERO, OLSP and/or transmitter an acknowledgement of receipt of transmission and an indication of whether or not the transmission of the return is accepted and, if the return is rejected, the reason(s) for the rejection. If the processing of the return or refund is delayed, I authorize ADOR to disclose to the corporation's ERO, OLSP and/or transmitter the reason(s) for the delay. If ADOR contacts the corporation's ERO for a copy of the return, any documents or schedules to the return, and/or this authorization form, I authorize the corporation's ERO to release copies of the requested documents to ADOR.

I authorize PWC US TAX LLP
(ELECTRONIC RETURN ORIGINATOR)

to make the election that I want the officer's electronic signature to the corporation's federal electronic corporate income tax return to serve as the officer's signature to the corporation's electronic Arizona corporate income tax return for the 2023 tax year. I understand that when the corporation's ERO makes the election that the officer's electronic signature to the corporation's federal corporate income tax return will serve as the officer's electronic signature to the corporation's Arizona corporate income tax return, I will have signed the corporation's Arizona corporate income tax return and declared under penalties of perjury that to the best of my knowledge and belief the return is true, correct and complete.

PLEASE SIGN →

SIGNATURE OF OFFICER

DATE

ADOR 11358 (23) 1062
3D0306 1.000

00038N U86B

V23-7.4F

15

Arizona Form
120

Arizona Corporation Income Tax Return

2023

For the ☒ calendar year 2023 or ☐ fiscal year beginning 2023 and ending 20☐ Check this box if this return is based on a 52/53 week taxable year.

Business Telephone Number (with area code) 817-284-4449	Name WOLVERINE TOP HOLDING CORPORATION A	Employer Identification Number (EIN) 84-3600683
Business Activity Code (from federal Form 1120) 551112	Address - number and street or PO Box 360 N. CRESCENT DRIVE, SOUTH BUILDING	
	City, Town or Post Office BEVERLY HILLS	State CA ZIP Code 90210

68 Check box if: A ☐ This is a first return B ☐ Name change C ☐ Address changeA Is FEDERAL return filed on a consolidated basis? ☒ Yes ☐ No

If "Yes", list EIN of common parent from consolidated return. . . . 84-3600683

B ARIZONA filing method: See instructions (check only one):

1 ☐ Separate company 2 ☒ Combined (unitary group) 3 ☐ Consolidated

C If ARIZONA filing method is consolidated, enter the last day of

the tax year Forms 122 were filed to make the election

D If ARIZONA filing method is combined or consolidated, see Form 51

instructions. Is Form 51 included? ☐ Yes ☒ No

E ARIZONA apportionment for Multistate corporations only (check one box):

1 ☐ AIR CARRIER 2 ☒ STANDARD 3 ☐ SALES FACTOR ONLYF ☐ Check if Multistate Service Provider Election and Computation (Arizona Schedule MSP) is included. Indicate the year of the election cycle:☐ Yr 1 ☐ Yr 2 ☐ Yr 3 ☐ Yr 4 ☐ Yr 5G Is this the corporation's final ARIZONA return under this EIN? ☐ Yes ☒ No If "Yes", check one: 1 ☐ Dissolved 2 ☐ Withdrawn3 ☐ Merged/Reorganized List EIN of the successor corporation, if any,H Marijuana Establishments only: 1 ☐ Adult Use only 2 ☐ Dual Lic. elected for-profit 3 ☐ Dual Lic. did not elect for-profit.

1 Taxable income per included federal return

2 Additions to taxable income from page 2, Schedule A, line A9. Stmt. 1

3 Total taxable income: Add lines 1 and 2. Enter the total

4 Subtractions from taxable income from page 2, Schedule B, line B11.

5 Adjusted income: Subtract Line 4 from line 3. Enter the difference

Multistate corporations, go to line 6. 100% Arizona corporations, check box 5a ☐ Go to line 13

6 Arizona adjusted income from line 5. Multistate corporations only

7 Nonapportionable or allocable amounts from page 2, Schedule C, line C8. Multistate corporations only

8 Adjusted business income: Subtract line 7 from line 6. Enter the difference. Multistate corporations only

9 Arizona apportionment ratio from Schedule E or Schedule ACA 9 0.031607

10 Adjusted business income apportioned to Arizona: Line 8 multiplied by line 9. Multistate corporations only

11 Other income allocated to Arizona from page 2, Schedule D, line D6. Multistate corporations only.

12 Adjusted income attributable to Arizona: Add lines 10 and 11. Multistate corporations only

13 Arizona income before Net Operating Loss (NOL) from line 5 if 100% Arizona, or line 12 if Multistate corporation

14 Arizona basis NOL carryover: Include computation schedule.

15 Arizona taxable income: Subtract line 14 from line 13.

16 Enter tax: Tax is 4.9 percent of line 15 or fifty dollars (\$50), whichever is greater

17 Tax from recapture of tax credits from Arizona Form 300, Part 2, line 23

18 Subtotal: Add lines 16 and 17. Enter the total

19 Nonrefundable tax credits claimed on line 20 from Arizona Form 300, Part 2, line 42

20 Enter form number for each nonrefundable credit used: 201 3 202 3 203 3 204 3

21 Tax liability: Subtract line 19 from line 18. Enter the difference

22 Refundable tax credits: Check box(es) and enter amount: 221 ☐ 308 222 ☐ 334 223 ☐ 349

23 Extension payment made with Form 120/165EXT or online: See instructions

24 Estimated tax payments: 24a 19,435 00 Claim of Right: 24b 00 Add 24a and 24b

25 Total payments: Add lines 22, 23, and 24c. Enter the total

26 Balance of tax due: If line 21 is larger than line 25, subtract line 25 from line 21. Enter the difference. Skip line 27

27 Overpayment of tax: If line 25 is larger than line 21, subtract line 21 from line 25. Enter the difference

28 Penalty and interest

29 Estimated tax underpayment penalty. If Form 220/PTE is included, check this box. 29A ☐

30 TOTAL DUE: See instructions

31 OVERPAYMENT: See instructions

32 Amount of line 31 to be applied to 2024 estimated tax 32 50 00

33 Amount to be refunded: Subtract line 32 from line 31.

CHECK BOX IF return is filed under extension:

82 82F ☒

REVENUE USE ONLY. DO NOT MARK IN THIS AREA.

88

81 PM

66 RCVD

1	-68,410,973	00
2	9,816,847	00
3	-58,594,126	00
4	11,734,908	00
5	-70,329,034	00
6	-70,329,034	00
7		00
8	-70,329,034	00
9	0.031607	
10	-2,222,890	00
11		00
12	-2,222,890	00
13	-2,222,890	00
14		00
15	-2,222,890	00
16	50	00
17		00
18	50	00
19		00
20		
21	50	00
22		00
23		00
24c	19,435	00
25	19,435	00
26	NONE	00
27	19,385	00
28		00
29		00
30		00
31	19,385	00
32	50	00
33	19,335	00

Form **7004**
(Rev. December 2018)
Department of the Treasury
Internal Revenue Service

Application for Automatic Extension of Time To File Certain Business Income Tax, Information, and Other Returns

OMB No. 1545-0233

▶ File a separate application for each return.

▶ Go to www.irs.gov/Form7004 for instructions and the latest information.

Print
or
Type

Name

Wolverine Top Holding Corporation and Subs

Identifying number

84-3600683

Number, street, and room or suite no. (If P.O. box, see instructions.)

360 N. CRESCENT DRIVE, SOUTH BUILDING

City, town, state, and ZIP code (If a foreign address, enter city, province or state, and country (follow the country's practice for entering postal code).)

BEVERLY HILLS, CA 90210

Note: File request for extension by the due date of the return. See instructions before completing this form.**Part I Automatic Extension for Certain Business Income Tax, Information, and Other Returns.** See instructions.

1 Enter the form code for the return listed below that this application is for. 1 2

Application Is For:	Form Code	Application Is For:	Form Code
Form 706-GS(D)	01	Form 1120-ND (section 4951 taxes)	20
Form 706-GS(T)	02	Form 1120-PC	21
Form 1041 (bankruptcy estate only)	03	Form 1120-POL	22
Form 1041 (estate other than a bankruptcy estate)	04	Form 1120-REIT	23
Form 1041 (trust)	05	Form 1120-RIC	24
Form 1041-N	06	Form 1120S	25
Form 1041-QFT	07	Form 1120-SF	26
Form 1042	08	Form 3520-A	27
Form 1065	09	Form 8612	28
Form 1066	11	Form 8613	29
Form 1120	12	Form 8725	30
Form 1120-C	34	Form 8804	31
Form 1120-F	15	Form 8831	32
Form 1120-FSC	16	Form 8876	33
Form 1120-H	17	Form 8924	35
Form 1120-L	18	Form 8928	36
Form 1120-ND	19		

Part II All Filers Must Complete This Part

- 2 If the organization is a foreign corporation that does not have an office or place of business in the United States, check here. ☐
- 3 If the organization is a corporation and is the common parent of a group that intends to file a consolidated return, check here. ☒
If checked, attach a statement listing the name, address, and employer identification number (EIN) for each member covered by this application. See Statement 1
- 4 If the organization is a corporation or partnership that qualifies under Regulations section 1.6081-5, check here. ☐
- 5a The application is for calendar year 20 23, or tax year beginning _____, 20 __, and ending _____, 20 __
- b **Short tax year.** If this tax year is less than 12 months, check the reason: ☐ Initial return ☐ Final return
☐ Change in accounting period ☐ Consolidated return to be filed ☐ Other (See instructions - attach explanation)
- 6 Tentative total tax 6 NONE
- 7 **Total** payments and credits. See instructions 7 NONE
- 8 **Balance due.** Subtract line 7 from line 6. See instructions 8 NONE

For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.

Form **7004** (Rev. 12-2018)

Form 7004 - Affiliated Group Members

=====

Name and address of each member of the group	Employer ID
-----	-----
WESCO AIRCRAFT HOLDINGS, INC. 360 N. CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210	20-5441563
WESCO AIRCRAFT HARDWARE CORP. 360 N. CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210	95-2704662
PATTONAIR USA, INC. 360 N. CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210	75-2241993
HAAS INTERNATIONAL CORPORATION 360 N. CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210	23-2553523
HAAS CORPORATION OF CANADA 360 N. CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210	23-2553525
HAAS CHEMICAL MANAGEMENT OF MEXICO, INC 360 N. CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210	23-2991626
HAAS CORPORATION OF CHINA 360 N. CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210	23-2976290
HAAS TCM OF ISRAEL, INC. 360 N. CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210	20-2220427
INTERFAST USA HOLDINGS, INC. 360 N. CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210	98-0480453

Form 7004 - Affiliated Group Members

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Name and address of each member of the group (Cont'd) -----	Employer ID -----
PIONEER HOLDING CORPORATION 360 N. CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210	82-2749301
PATTONAIR HOLDING, INC. 360 N. CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210	45-2099273
UNISEAL, INC. 360 N. CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210	75-2697450
PIONEER FINANCE CORPORATION 360 N. CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210	82-2997238
WOLVERINE INTERMEDIATE HOLDING CORPORATION 360 N. CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210	84-2673271
WOLVERINE INTERMEDIATE HOLDING II CORPORATION 360 N. CRESCENT DRIVE, SOUTH BUILDING BEVERLY HILLS, CA 90210	84-2673359

Name (as shown on page 1)	EIN
WOLVERINE TOP HOLDING CORPORATION A	84-3600683

SCHEDULE A Additions to Taxable Income

A1	Total federal depreciation	A1	9,566,267	00
A2	Taxes based on income paid to any state (INCLUDING ARIZONA), local governments or foreign governments . . .	A2	250,580	00
A3	Interest on obligations of other states, foreign countries, or political subdivisions	A3		00
A4	Special deductions claimed on federal return	A4		00
A5	Federal net operating loss deduction claimed on federal return	A5		00
A6	Additions related to Arizona tax credits: See instructions	A6		00
A7	Capital loss from exchange of legal tender	A7		00
A8	Other additions to federal taxable income: See instructions	A8		00
A9	Total: Add lines A1 through A8. Enter the total here and on page 1, line 2	A9	9,816,847	00

SCHEDULE B Subtractions from Taxable Income

B1	Recalculated Arizona depreciation: See instructions	B1	11,718,447	00
B2	Basis adjustment for property sold or otherwise disposed of during the taxable year: See instructions	B2	16,461	00
B3	Dividends received from 50% or more controlled domestic corporations	B3		00
B4	Foreign dividend gross-up	B4		00
B5	Dividends received from foreign corporations	B5		00
B6	Interest on U.S. obligations	B6		00
B7	Agricultural crops charitable contribution.	B7		00
B8	Expenses related to certain federal tax credits: See instructions	B8		00
B9	Capital gain from exchange of legal tender	B9		00
B10	Other subtractions from federal taxable income: See instructions	B10		00
B11	Total: Add lines B1 through B10. Enter the total here and on page 1, line 4	B11	11,734,908	00

SCHEDULE C Nonapportionable Income and Expenses (Multistate Corporations Only)

C1	Nonbusiness dividends and interest income:			
a	Total nonbusiness dividends not deducted in Schedule B.	C1a		00
b	Interest from nonbusiness sources.	C1b		00
c	Total nonbusiness dividends and interest: Add lines C1a and C1b	C1c		00
C2	Net royalties from nonbusiness assets: Include schedule.			
a	Net royalties from nonbusiness real and tangible personal property	C2a		00
b	Net royalties from nonbusiness patents and copyrights.	C2b		00
c	Total net royalties from nonbusiness assets: Add lines C2a and C2b	C2c		00
C3	Net income or (loss) from rental of nonbusiness assets: Include schedule	C3		00
C4	Net capital gain or (loss) from sale or exchange of nonbusiness assets utilized for production of nonbusiness income: Include schedule.	C4		00
C5	Other income or (loss): Include schedule.	C5		00
C6	Subtotal: Add lines C1c, C2c, and C3 through C5	C6		00
C7	Expenses attributable to income derived from a foreign corporation which is not itself subject to Arizona income tax: Include schedule.	C7		00
C8	Total: Subtract line C7 from line C6. Enter the total here and on page 1, line 7	C8		00

SCHEDULE D Other Income Allocated to Arizona (Multistate Corporations Only)

D1	Nonbusiness dividends and interest income:			
a	Total nonbusiness dividends	D1a		00
b	Interest from nonbusiness sources	D1b		00
c	Total nonbusiness dividends and interest: Add lines D1a and D1b	D1c		00
D2	Net royalties from nonbusiness assets: Include schedule.			
a	Net royalties from nonbusiness real and tangible personal property	D2a		00
b	Net royalties from nonbusiness patents and copyrights.	D2b		00
c	Total net royalties from nonbusiness assets: Add lines D2a and D2b	D2c		00
D3	Net income or (loss) from rental of nonbusiness assets: Include schedule.	D3		00
D4	Net capital gain or (loss) from sale or exchange of nonbusiness assets utilized for production of nonbusiness income: Include schedule.	D4		00
D5	Other income or (loss) directly allocable to Arizona: Include schedule.	D5		00
D6	Total: Add lines D1c, D2c, and D3 through D5. Enter the total here and on page 1, line 11	D6		00

Name (as shown on page 1)	EIN
WOLVERINE TOP HOLDING CORPORATION A	84-3600683

SCHEDULE E Apportionment Formula (Multistate Corporations Only)

IMPORTANT: Qualifying air carriers must use Arizona Schedule ACA. Qualifying multistate service providers must include Arizona Schedule MSP. If the "SALES FACTOR ONLY" box on page 1, line E, is checked, complete only Section E3, Sales Factor, lines a through f. See instructions.

	COLUMN A Total Within Arizona Round to nearest dollar.	COLUMN B Total Everywhere Round to nearest dollar.	COLUMN C Ratio Within Arizona $A \div B$
E1 Property Factor - STANDARD APPORTIONMENT ONLY Value of real and tangible personal property (by averaging the value of owned property at the beginning and end of the tax period; rented property at capitalized value).			
a Owned Property (at original cost):			
1 Inventories	15,360,102.	979,647,052.	
2 Depreciable assets (do not include construction in progress)	3,683,748.	132,810,664.	
3 Land		328,777.	
4 Other assets (describe): _____			
5 Less: Nonbusiness property (if included in above totals) . .			
6 Total of section a (the sum of lines 1 through 4 less line 5) .	19,043,850.	1,112,786,493.	
b Rented property (capitalize at 8 times net rent paid)	6,064,520.	127,650,368.	
c Total owned and rented property (Total of section a plus section b).	25,108,370.	1,240,436,861.	0.020242
E2 Payroll Factor - STANDARD APPORTIONMENT ONLY Total wages, salaries, commissions and other compensation to employees (per federal Form 1120, or payroll reports).	3,388,083.	103,689,591.	0.032675
E3 Sales Factor			
a Sales delivered or shipped to Arizona purchasers	52,693,171.		
b Sales from services or from designated intangibles for qualifying multistate service providers only (see instructions; include Schedule MSP)			
c Other gross receipts			
d Total sales and other gross receipts. (The sum of lines a through c) . .	52,693,171.	1,433,590,874.	
e Weight AZ sales: (STANDARD x2; SALES FACTOR ONLY x1)	x2 OR x1		
f Sales Factor Only (for Column A, multiply line d by line e; for Column B, enter the amount from line d; for Column C, divide Column A by Column B.) Skip line E4 and line E5			
STANDARD Apportionment, continue to E4.			
SALES FACTOR ONLY Apportionment, enter the amount from Column C on page 1, line 9	105,386,342.	1,433,590,874.	0.073512
E4 STANDARD Apportionment Total Ratio: Add Column C of lines E1c, E2, and E3f. Enter the total.			0.126429
E5 Average Apportionment Ratio for STANDARD Apportionment: Divide line E4, Column C, by four (4). Enter the result on page 1, line 9. (If one of the factors is "0" in both Column A and Column B, see instructions.)			0.031607

SCHEDULE F Schedule of Tax Payments (Include additional sheets if more space is needed.)

	(a) Name of Corporation	(b) EIN	(c) Payment Date	(d) Estimated Payment	(e) Extension Payment
F1	WOLVERINE TOP HOLDING CORPORA	84-3600683	12/31/2022	19,435 00	00
F2				00	00
F3				00	00
F4				00	00
F5				00	00
F6				00	00
F7	Total Tax Payments			19,435 00	00

Name (as shown on page 1) WOLVERINE TOP HOLDING CORPORATION A	EIN 84-3600683
---	--------------------------

SCHEDULE G Other Information

G1 Date business began in Arizona or date income was first derived from Arizona sources: 11/04/2019

G2 Address at which tax records are located for audit purposes:

Number and Street: 360 N. CRESCENT DRIVE, SOUTH BUILDING

City: BEVERLY HILLS State: CA ZIP Code: 90210

G3 The taxpayer designates the individual listed below as the person to contact to schedule an audit of this return and authorizes the disclosure of confidential information to this individual. (See instructions.)

Name: Avisha McQuown

Office Phone: 6822634290
(Area Code)

Title: VP Global Tax

Email: avisha.mcquown@incora.com

Cell Phone: _____
(Area Code)

G4 List prior taxable years ending in MM/DD/YYYY format for which a federal examination has been finalized:

NOTE: A.R.S. § 43 -327 requires the taxpayer, within ninety days after final determination, to report these changes under separate cover to the Arizona Department of Revenue or to file amended returns reporting these changes. (See instructions.)

G5 List the taxable years ending in MM/DD/YYYY format for which federal examinations are now in progress and final determination of past examinations is still pending:

G6 List the taxable years ending in MM/DD/YYYY format for which federal waivers of the statute of limitations are in effect and dates on which waivers expire:

Taxable Year Ending:

Waiver Expiration Date:

G7 Indicate tax accounting method: ☐ Cash ☒ Accrual ☐ Other (Specify method.) _____

Multistate taxpayers:

G8 Are the nonbusiness items reported on Schedule C, lines C1 through C5, and/or are the apportionment factor amounts reported on Schedule E, Column B treated consistently on all state tax returns filed under the Uniform Division of Income for Tax Purposes Act?

☒ Yes ☐ No If "No", the taxpayer must disclose the nature and extent of the variance upon request by the department.

G9 Has the taxpayer changed the way income is apportioned or allocated to Arizona from prior taxable year returns?

☐ Yes ☒ No

If "Yes", include explanation.

	The following declaration must be signed by one of the following officers: president, treasurer, or any other principal officer.		
Declaration	Under penalties of perjury, I, the undersigned officer authorized to sign this return, declare that I have examined this return, including the accompanying schedules and statements, and to the best of my knowledge and belief, it is a true, correct and complete return, made in good faith, for the taxable year stated pursuant to the income tax laws of the State of Arizona.		
Please Sign Here	<u><i>Dawn Walloch</i></u> OFFICER'S SIGNATURE	<u>11/8/24</u> DATE	<u>ASSISTANT TREASURER</u> TITLE
	<u>DAWN WALLOCH</u> OFFICER'S PRINTED NAME		
Paid Preparer's Use Only	<u><i>Nicole Gonzalez</i></u> PAID PREPARER'S SIGNATURE	<u>11/06/2024</u> DATE	<u>P01334142</u> PAID PREPARER'S TIN
	<u>NICOLE GONZALEZ</u> PAID PREPARER'S PRINTED NAME		
	<u>PwC US Tax LLP</u> FIRM'S NAME (OR PAID PREPARER'S NAME, IF SELF-EMPLOYED)	<u>92-0460586</u> FIRM'S EIN	
	<u>601 SOUTH FIGUEROA STREET</u> FIRM'S STREET ADDRESS	<u>213-356-6000</u> FIRM'S TELEPHONE NUMBER	
	<u>LOS ANGELES</u> CITY	<u>CA</u> STATE	<u>90017</u> ZIP CODE

This form must be e-filed unless the corporation has a waiver or is exempt from e-filing.
See instructions for details.

SCHEDULE A Additions to Taxable Income Continued

A6 Additions related to Arizona tax credits:

A Pollution Control Credit:

1 Excess Federal Depreciation or Amortization	A1		00
2 Excess in Federal Adjusted Basis	A2		00
B Credit for Taxes Paid for Coal Consumed in Generating Electrical Power	B		00
C Credit for Employment of TANF Recipients	C		00
D Credit for Donation of School Site	D		00
E Credit for Motion Picture Production Costs	E		00
F Credit for Corporate Contributions to School Tuition Organizations	F		00
G Credit for Corporate Contributions to School Tuition Organizations for Displaced Students or Students with Disabilities	G		00
H Total Additions Related to Arizona Tax Credits. Enter this amount on page 2, Schedule A, line A6.	H		00

A8 Other additions to federal taxable income:

A Positive Partnership Income Adjustment	A		00
B Federal Exploration Expenses	B		00
C Federal Amortization or Depreciation for Facilities and Equipment Amortized Under Arizona Law: 1 Pollution Control Devices	C1		00
2 Child Care Facilities	C2		00
D Expenses and Interest Relating to Income Not Taxed by Arizona	D		00
E Tax-Exempt Insurance Company Loss	E		00
F Amounts Repaid in Current Taxable Year	F		00
G Excess Federal Capital Loss Carryover Under a Claim of Right Restoration	G		00
H Domestic International Sales Corporations	H		00
I Expenditures for the Americans With Disabilities Act	I		00
J Treatment of Installment Obligations When Corporate Activities Cease in Arizona	J		00
K Total Other Additions to Federal Taxable Income. Enter this amount on page 2, Schedule A, line A8.	K		00

SCHEDULE B Subtractions from Taxable Income Continued

B8 Expenses related to certain federal tax credits:

A Work Opportunity Credit	A		00
B Empowerment Zone Employment Credit	B		00
C Credit for Employer-Paid Social Security Taxes on Employee Cash Tips	C		00
D Indian Employment Credit	D		00
E Total Expenses Related to Certain Federal Tax Credits. Enter this amount on page 2, Schedule B, line B8.	E		00

B10 Other subtractions from federal taxable income:

A Refunds of Taxes Based on Income	A		00
B Negative Partnership Income Adjustment	B		00
C Expense Recapture, Mine Explorations	C		00
D Deferred Exploration Expenses	D		00
E Exploration Expenses: Oil, Gas or Geothermal Resources	E		00
F Arizona Amortization of Facilities and Equipment: 1 Pollution Control Devices	F1		00
2 Cost of Child Care Facilities	F2		00
G Interest on Federal Taxable Arizona Obligations Evidenced by Bonds	G		00
H Expenses and Interest Relating to Tax-Exempt Income	H		00
I Tax-Exempt Insurance Company Income	I		00
J Claim of Right Adjustment	J		00
K Dividends from Domestic International Sales Corporation (DISC)	K		00
L Income from Disaster Relief Efforts	L		00
M Expenditures for the Americans with Disabilities Act	M		00
N Contributions in Aid of Construction (see instructions)	N		00
O Marijuana Establishments <i>only</i> (see instructions) 1 Federal Disallowed Expenses, <i>or</i>	O1		00
2 Federal Taxable Income Attributable to NMMD Operations	O2		00
P Total Other Subtractions from Federal Taxable Income. Enter this amount on page 2, Schedule B, line B10	P		00

WOLVERINE TOP HOLDING CORPORATION AND SUBS

84-3600683

Arizona 120 - Combined Schedule of Adjusted Income

	Combined	WOLVERINE TOP HOLDING CORPORATION -	Adjustments	WOLVERINE TOP HOLDING CORPORATION AND 84-3600683
1 Federal taxable income	-24,544,683	NONE	-43,866,290	-68,410,973
2 Additions				
A1 Total federal depreciation	9,566,267			9,566,267
A2 Taxes based on income paid to any state	250,580			250,580
A3 Interest on obligations				
A4 Special deductions claimed on federal return				
A5 Federal net operating loss deduction				
A6 Additions related to AZ tax credits				
A7 Other additions				
A8 Total additions	9,816,847			9,816,847
3 Total taxable income	-14,727,836	NONE	-43,866,290	-58,594,126
4 Subtractions				
B1 Recalculated Arizona depreciation	11,718,447			11,718,447
B2 Basis adj. for assets sold during the year	16,461			16,461
B3 Dividends from 50% or more controlled corp.				
B4 Foreign dividend gross-up				
B5 Dividends received from foreign corporations				
B6 Interest on U.S. obligations				
B7 Agricultural crops charitable contribution				
B8 Deductions related to AZ tax credits				
B9 Other subtractions				
B10 Total subtractions	11,734,908			11,734,908
5 Adjusted income	-26,462,744	NONE	-43,866,290	-70,329,034

WOLVERINE TOP HOLDING CORPORATION AND SUBS

84-3600683

Arizona 120 - Combined Schedule of Adjusted Income

	WOLVERINE TOP HOLDING CORPORATION 84-3600683	WESCO AIRCRAFT HOLDINGS, INC. 20-5441563	HAAS INTERNATIONAL CORPORATION 23-2553523	HAAS CORPORATION OF CANADA 23-2553525	HAAS CHEMICAL MANAGEMENT OF MEXICO, INC 23-2991626	HAAS CORPORATION OF CHINA 23-2976290	HAAS TCM OF ISRAEL, INC. 20-2220427	WESCO AIRCRAFT HARDWARE CORP. 95-2704662
1 Federal taxable income	3,086,404	30,322,507	920,694	NONE	NONE	NONE	3,510,489	-66,945,031
2 Additions								
A1 Total federal depreciation			13,081				64,055	9,455,154
A2 Taxes based on income paid to any state	14,071							236,178
A3 Interest on obligations								
A4 Special deductions claimed on federal return								
A5 Federal net operating loss deduction								
A6 Additions related to AZ tax credits								
A7 Other additions								
A8 Total additions	14,071		13,081				64,055	9,691,332
3 Total taxable income	3,100,475	30,322,507	933,775	NONE	NONE	NONE	3,574,544	-57,253,699
4 Subtractions								
B1 Recalculated Arizona depreciation			13,081				64,055	11,587,180
B2 Basis adj. for assets sold during the year								16,461
B3 Dividends from 50% or more controlled corp.								
B4 Foreign dividend gross-up								
B5 Dividends received from foreign corporations								
B6 Interest on U.S. obligations								
B7 Agricultural crops charitable contribution								
B8 Deductions related to AZ tax credits								
B9 Other subtractions								
B10 Total subtractions			13,081				64,055	11,603,641
5 Adjusted income	3,100,475	30,322,507	920,694	NONE	NONE	NONE	3,510,489	-68,857,340

WOLVERINE TOP HOLDING CORPORATION AND SUBS

84-3600683

Arizona 120 - Combined Schedule of Adjusted Income

	INTERFAST USA HOLDINGS, INC.	PIONEER HOLDING CORPORATION	PATTONAIR HOLDING, INC.	UNISEAL, INC.	WOLVERINE INTERMEDIATE HOLDING	WOLVERINE INTERMEDIATE HOLDING II	PATTONAIR USA, INC.	PIONEER FINANCE CORPORATION
	98-0480453	82-2749301	45-2099273	75-2697450	84-2673271	84-2673359	75-2241993	82-2997238
1 Federal taxable income	NONE	-2,308,113	1,547,691	NONE	-106,363	NONE	5,427,039	NONE
2 Additions								
A1 Total federal depreciation							33,977	
A2 Taxes based on income paid to any state							331	
A3 Interest on obligations								
A4 Special deductions claimed on federal return								
A5 Federal net operating loss deduction								
A6 Additions related to AZ tax credits								
A7 Other additions								
A8 Total additions							34,308	
3 Total taxable income	NONE	-2,308,113	1,547,691	NONE	-106,363	NONE	5,461,347	NONE
4 Subtractions								
B1 Recalculated Arizona depreciation							54,131	
B2 Basis adj. for assets sold during the year								
B3 Dividends from 50% or more controlled corp.								
B4 Foreign dividend gross-up								
B5 Dividends received from foreign corporations								
B6 Interest on U.S. obligations								
B7 Agricultural crops charitable contribution								
B8 Deductions related to AZ tax credits								
B9 Other subtractions								
B10 Total subtractions							54,131	
5 Adjusted income	NONE	-2,308,113	1,547,691	NONE	-106,363	NONE	5,407,216	NONE

WOLVERINE TOP HOLDING CORPORATION AND SUBS

84-3600683

Arizona Combined Apportionment Detail Summary

	Combined	WOLVERINE TOP HOLDING CORPORATION -	Adjustments	WOLVERINE TOP HOLDING CORPORATION AND 84-3600683
Property				
Total Average - Within	25,108,370.			25,108,370.
Total Average - Everywhere	1,240,436,861.			1,240,436,861.
Property Factor				0.020242
Payroll				
Total Within	3,388,083.			3,388,083.
Total Everywhere	103,689,591.			103,689,591.
Payroll factor				0.032675
Sales				
Total Within	105,586,398.	-200,056.		105,386,342.
Total Everywhere	1,435,800,891.	-2,210,017.		1,433,590,874.
Sales Factor		0.090522		0.073512
Total Factor		0.090522		0.126429
Apportionment factor				0.031607

WOLVERINE TOP HOLDING CORPORATION AND SUBS

84-3600683

Arizona Combined Apportionment Detail Summary

=====								
	WOLVERINE TOP HOLDING CORPORATION	WESCO AIRCRAFT HOLDINGS, INC.	HAAS INTERNATIONAL CORPORATION	HAAS CORPORATION OF CANADA	HAAS CHEMICAL MANAGEMENT OF MEXICO, INC	HAAS CORPORATION OF CHINA	HAAS TCM OF ISRAEL, INC.	WESCO AIRCRAFT HARDWARE CORP.
Property	84-3600683	20-5441563	23-2553523	23-2553525	23-2991626	23-2976290	20-2220427	95-2704662
-----	-----	-----	-----	-----	-----	-----	-----	-----
Total Average - Within								25,108,370.
Total Average - Everywhere			477,526.				6,887,311.	1,156,062,523.
-----	-----	-----	-----	-----	-----	-----	-----	-----
Property Factor								0.021719
=====	=====	=====	=====	=====	=====	=====	=====	=====
Payroll								
-----	-----	-----	-----	-----	-----	-----	-----	-----
Total Within								3,388,083.
Total Everywhere			667,443.				1,333,436.	93,936,117.
-----	-----	-----	-----	-----	-----	-----	-----	-----
Payroll Factor								0.036068
=====	=====	=====	=====	=====	=====	=====	=====	=====
Sales								
-----	-----	-----	-----	-----	-----	-----	-----	-----
Total Within								104,486,662.
Total Everywhere	4,514,276.	71,537,116.	6,427,737.			15.	18,755,634.	1,244,496,760.
-----	-----	-----	-----	-----	-----	-----	-----	-----
Sales Factor	NONE	NONE	NONE			NONE	NONE	0.083959
=====	=====	=====	=====	=====	=====	=====	=====	=====
Total Factors	NONE	NONE	NONE			NONE	NONE	0.141746
-----	-----	-----	-----	-----	-----	-----	-----	-----
Apportionment Factor	NONE	NONE	NONE			NONE	NONE	0.035437
=====	=====	=====	=====	=====	=====	=====	=====	=====

WOLVERINE TOP HOLDING CORPORATION AND SUBS

84-3600683

Arizona Combined Apportionment Detail Summary

	INTERFAST USA HOLDINGS, INC.	PIONEER HOLDING CORPORATION	PATTONAIR HOLDING, INC.	UNISEAL, INC.	WOLVERINE INTERMEDIATE HOLDING	WOLVERINE INTERMEDIATE HOLDING II	PATTONAIR USA, INC.	PIONEER FINANCE CORPORATION
Property	98-0480453	82-2749301	45-2099273	75-2697450	84-2673271	84-2673359	75-2241993	82-2997238
-----	-----	-----	-----	-----	-----	-----	-----	-----
Total Average - Within								
Total Average - Everywhere							77,009,501.	
-----	-----	-----	-----	-----	-----	-----	-----	-----
Property Factor								
=====	=====	=====	=====	=====	=====	=====	=====	=====
Payroll								
-----	-----	-----	-----	-----	-----	-----	-----	-----
Total Within								
Total Everywhere							7,752,595.	
-----	-----	-----	-----	-----	-----	-----	-----	-----
Payroll Factor								
=====	=====	=====	=====	=====	=====	=====	=====	=====
Sales								
-----	-----	-----	-----	-----	-----	-----	-----	-----
Total Within							1,099,736.	
Total Everywhere			1,451,696.				88,617,657.	
-----	-----	-----	-----	-----	-----	-----	-----	-----
Sales Factor		NONE	NONE	NONE			0.012410	
=====	=====	=====	=====	=====	=====	=====	=====	=====
Total Factors		NONE	NONE	NONE			0.012410	
-----	-----	-----	-----	-----	-----	-----	-----	-----
Apportionment Factor		NONE	NONE	NONE			0.003103	
=====	=====	=====	=====	=====	=====	=====	=====	=====

WOLVERINE TOP HOLDING CORPORATION AND SUBS

84-3600683

Arizona Apportionment Detail - Within Arizona

=====

	Combined	WOLVERINE TOP HOLDING CORPORATION -	Adjustments	WOLVERINE TOP HOLDING CORPORATION AND 84-3600683
	-----	-----	-----	-----
Property				

Inventory	15,360,102.			15,360,102.
Depreciable Assets	3,683,748.			3,683,748.
Land				
Other (Not Const in Progress)				
Less: Nonbusiness Property				
Net Annual Rental	6,064,520.			6,064,520.
	-----	-----	-----	-----
Total Property	25,108,370.			25,108,370.
	=====	=====	=====	=====
Payroll				

Total Payroll	3,388,083.			3,388,083.
	=====	=====	=====	=====
Sales				

Sales Delivered/Shipped to AZ Purchasers	52,793,199.	-100,028.		52,693,171.
Other Gross Receipts				
	-----	-----	-----	-----
Total Sales	52,793,199.	-100,028.		52,693,171.
	-----	-----	-----	-----
Total Sales	105,586,398.	-200,056.		105,386,342.
	=====	=====	=====	=====

WOLVERINE TOP HOLDING CORPORATION AND SUBS

84-3600683

Arizona Apportionment Detail - Within Arizona

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	WOLVERINE TOP HOLDING CORPORATION 84-3600683	WESCO AIRCRAFT HOLDINGS, INC. 20-5441563	HAAS INTERNATIONAL CORPORATION 23-2553523	HAAS CORPORATION OF CANADA 23-2553525	HAAS CHEMICAL MANAGEMENT OF MEXICO, INC 23-2991626	HAAS CORPORATION OF CHINA 23-2976290	HAAS TCM OF ISRAEL, INC. 20-2220427	WESCO AIRCRAFT HARDWARE CORP. 95-2704662
Property								

Inventory								15,360,102.
Depreciable Assets								3,683,748.
Land								
Other (Not Const in Progress)								
Less: Nonbusiness Property								
Net Annual Rental								6,064,520.
Total Property								25,108,370.
=====								
Payroll								

Total Payroll								3,388,083.
=====								
Sales								

Sales Delivered/Shipped to AZ Purchasers								52,243,331.
Other Gross Receipts								

Total Sales								52,243,331.

Total Sales								104,486,662.
=====								

WOLVERINE TOP HOLDING CORPORATION AND SUBS

84-3600683

Arizona Apportionment Detail - Within Arizona

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	INTERFAST USA HOLDINGS, INC.	PIONEER HOLDING CORPORATION	PATTONAIR HOLDING, INC.	UNISEAL, INC.	WOLVERINE INTERMEDIATE HOLDING	WOLVERINE INTERMEDIATE HOLDING II	PATTONAIR USA, INC.	PIONEER FINANCE CORPORATION
	98-0480453	82-2749301	45-2099273	75-2697450	84-2673271	84-2673359	75-2241993	82-2997238
Property								

Inventory								
Depreciable Assets								
Land								
Other (Not Const in Progress)								
Less: Nonbusiness Property								
Net Annual Rental								
Total Property								
=====								
Payroll								

Total Payroll								
=====								
Sales								

Sales Delivered/Shipped to AZ Purchasers							549,868.	
Other Gross Receipts								

Total Sales							549,868.	

Total Sales							1,099,736.	
=====								

WOLVERINE TOP HOLDING CORPORATION AND SUBS

84-3600683

Arizona Apportionment Detail - Everywhere

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	Combined	WOLVERINE TOP HOLDING CORPORATION -	Adjustments	WOLVERINE TOP HOLDING CORPORATION AND 84-3600683
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Property				

Inventory	979,647,052.			979,647,052.
Depreciable Assets	132,810,664.			132,810,664.
Land	328,777.			328,777.
Other (Not Const in Progress)				
Less: Nonbusiness Property				
Net Annual Rental	127,650,368.			127,650,368.
	-----	-----	-----	-----
Total Property	1,240,436,861.			1,240,436,861.
	=====	=====	=====	=====
Payroll				

Total Payroll	103,689,591.			103,689,591.
	=====	=====	=====	=====
Sales				

Gross Sales Everywhere	1,435,800,891.	-2,210,017.		1,433,590,874.
	-----	-----	-----	-----
Total Sales	1,435,800,891.	-2,210,017.		1,433,590,874.
	=====	=====	=====	=====

WOLVERINE TOP HOLDING CORPORATION AND SUBS

84-3600683

Arizona Apportionment Detail - Everywhere

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	WOLVERINE TOP HOLDING CORPORATION 84-3600683	WESCO AIRCRAFT HOLDINGS, INC. 20-5441563	HAAS INTERNATIONAL CORPORATION 23-2553523	HAAS CORPORATION OF CANADA 23-2553525	HAAS CHEMICAL MANAGEMENT OF MEXICO, INC 23-2991626	HAAS CORPORATION OF CHINA 23-2976290	HAAS TCM OF ISRAEL, INC. 20-2220427	WESCO AIRCRAFT HARDWARE CORP. 95-2704662
Property								

Inventory			183,549.				3,255,790.	905,988,629.
Depreciable Assets			124,937.				657,689.	127,908,118.
Land								
Other (Not Const in Progress)								
Less: Nonbusiness Property								
Net Annual Rental								
			169,040.				2,973,832.	122,165,776.
Total Property								
			477,526.				6,887,311.	1,156,062,523.
Payroll								

Total Payroll			667,443.				1,333,436.	93,936,117.
Sales								

Gross Sales Everywhere	4,514,276.	71,537,116.	6,427,737.			15.	18,755,634.	1,244,496,760.
Total Sales	4,514,276.	71,537,116.	6,427,737.			15.	18,755,634.	1,244,496,760.

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WOLVERINE TOP HOLDING CORPORATION AND SUBS

84-3600683

Arizona Apportionment Detail - Everywhere

=====

	INTERFAST USA HOLDINGS, INC.	PIONEER HOLDING CORPORATION	PATTONAIR HOLDING, INC.	UNISEAL, INC.	WOLVERINE INTERMEDIATE HOLDING	WOLVERINE INTERMEDIATE HOLDING II	PATTONAIR USA, INC.	PIONEER FINANCE CORPORATION
	98-0480453	82-2749301	45-2099273	75-2697450	84-2673271	84-2673359	75-2241993	82-2997238
Property								

Inventory							70,219,084.	
Depreciable Assets							4,119,920.	
Land							328,777.	
Other (Not Const in Progress)								
Less: Nonbusiness Property								
Net Annual Rental								
							2,341,720.	
Total Property	-----	-----	-----	-----	-----	-----	-----	-----
							77,009,501.	
Payroll	=====	=====	=====	=====	=====	=====	=====	=====

Total Payroll							7,752,595.	
	=====	=====	=====	=====	=====	=====	=====	=====
Sales								

Gross Sales Everywhere			1,451,696.				88,617,657.	
	-----	-----	-----	-----	-----	-----	-----	-----
Total Sales			1,451,696.				88,617,657.	
	=====	=====	=====	=====	=====	=====	=====	=====

**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

(Jointly Administered)

**ORDER SUSTAINING THE REORGANIZED
DEBTORS' OBJECTION TO PROOF OF CLAIM #219
FILED BY THE ARIZONA DEPARTMENT OF REVENUE**

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

Upon the *Reorganized Debtors' Objection to Proof of Claim #219 Filed by the Arizona Department of Revenue* (the “**Objection**”);² and the Court having jurisdiction to decide the Objection and to enter this Order pursuant to 28 U.S.C. § 1334; and consideration of the Objection being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Objection having been provided, such notice being adequate and appropriate under the circumstances; and after notice and a hearing, as defined in section 102 of the Bankruptcy Code; and the Court having determined that the legal and factual bases set forth in the Motion and in the record establish just cause for entry of this Order; and it appearing that entry of this Order is in the best interests of the Reorganized Debtors' estates; it is hereby **ORDERED** that:

1. The claim filed as proof of claim #219 by the Arizona Department of Revenue (the “**Claim**”) is disallowed in its entirety for all purposes in these chapter 11 cases.
2. Notwithstanding any provision of the Bankruptcy Rules or Local Rules, the terms of this Order shall be immediately effective and enforceable upon its entry.
3. The Reorganized Debtors and their agents are authorized to take all steps necessary or appropriate to carry out this Order, which shall include an update of the claims register to reflect the relief granted by this Order.
4. Except as provided in this Order, nothing in this Order shall be deemed (a) a finding as to the validity of any claim against any of the Reorganized Debtors, (b) a waiver of the right of the Reorganized Debtors to dispute any claim against any of the Reorganized Debtors on any grounds whatsoever at a later date, (c) a requirement for any of the Reorganized Debtors to pay any claim, or (d) a waiver of any rights of the Reorganized Debtors under the Bankruptcy Code or other applicable law.

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

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

Dated: _____
Houston, Texas

MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE