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

In re:	Case No. 23-90611 (MI)
WESCO AIRCRAFT HOLDINGS, INC., *et al.*,[1]	Chapter 11
Debtors.	(Jointly Administered)

RESERVATION OF RIGHTS OF THE FIRST LIEN NOTEHOLDER GROUP REGARDING THE DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN ORDER (I) APPROVING THE AMENDED DISCLOSURE STATEMENT, (II) APPROVING RE-SOLICITATION OF CLASSES 4 AND 6 AND RELATED VOTING PROCEDURES, (III) APPROVING FORMS OF MODIFIED BALLOTS, (IV) SCHEDULING A CONFIRMATION HEARING, (V) ESTABLISHING NOTICE AND OBJECTION PROCEDURES, AND (VI) SHORTENING THE NOTICE AND OBJECTION PERIODS IN CONNECTION WITH THE FOREGOING

(RELATED TO DOCKET NOS. 2029, 2030, 2032)

The First Lien Noteholder Group,[2] by and through its undersigned counsel, respectfully submits this reservation of rights (this "**Reservation**") with respect to the *Debtors' Emergency Motion for Entry of an Order (I) Approving the Amended Disclosure Statement, (II) Approving Re-Solicitation of Classes 4 and 6 and Related Voting Procedures, (III) Approving Forms of Modified Ballots, (IV) Scheduling a Confirmation Hearing, (V) Establishing Notice and Objection Procedures, and (VI) Shortening the Notice and Objection Periods in Connection with the*

[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., Ste. 400, Fort Worth, TX 76137.

[2] The members of the First Lien Noteholder Group are identified in the *Verified Statement of Davis Polk & Wardwell LLP and Porter Hedges LLP Pursuant to Federal Rule of Bankruptcy Procedures 2019* (ECF No. 147).

Foregoing (ECF No. 2030) (the "**Motion**").[3] In support of the Reservation, the First Lien Noteholder Group respectfully states as follows:

RESERVATION OF RIGHTS

1. The First Lien Noteholder Group has long supported the Debtors and their businesses, both prior to and throughout these Chapter 11 Cases. Indeed, the First Lien Noteholder Group—which remains the largest creditor constituency in these Chapter 11 Cases by many multiples—remains committed to working alongside the Debtors and other willing parties in interest to see the Debtors through to emergence as expeditiously as possible.

2. In the weeks since the Bankruptcy Court's oral ruling in the 2022 Financing Adversary Proceeding issued on July 10, 2024 and, more recently, since the Bankruptcy Court's direction at the confirmation status conference on August 13, 2024, the First Lien Noteholder Group has devoted significant amounts of time and resources to engaging with the Debtors and the 2024/2026 Noteholder Group. And although the Plan is not yet supported by nor acceptable to the First Lien Noteholder Group, the First Lien Noteholder Group remains committed to working constructively with the Debtors and the 2024/2026 Noteholder Group towards a confirmable Plan. The First Lien Noteholder Group is hopeful that these discussions will result in the filing of a further amended Plan that the First Lien Noteholder Group can support.

3. While the First Lien Noteholder Group does not object to the relief sought in the Motion, the First Lien Noteholder Group files this Reservation to the extent that open issues in the Plan are not resolved between now and the Confirmation Hearing in a manner acceptable to the

[3] Capitalized terms used but not defined herein shall have the meanings ascribed to them in the *Modified Second Amended Joint Chapter 11 Plan of Wesco Aircraft Holdings, Inc. et al.* (ECF No. 2027) (as amended, modified or supplemented in accordance with its terms, the "**Plan**").

First Lien Noteholder Group. If they are not, the Plan cannot be consummated, and the First Lien Noteholder Group reserves all rights to object to Confirmation on any grounds.

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Dated: September 4, 2024
Houston, Texas

/s/ *John F. Higgins*

PORTER HEDGES LLP
John F. Higgins (TX Bar No. 09597500)
Eric D. Wade (TX Bar No. 00794802)
Heather K. Hatfield (TX Bar No. 24050730)
M. Shane Johnson (TX Bar No. 24083263)
Megan Young-John (TX Bar No. 24088700)
1000 Main Street, 36th Floor
Houston, TX 77002
Tel: (713) 226-6000
Email: jhiggins@porterhedges.com

- and -

DAVIS POLK & WARDWELL LLP
Damian S. Schaible (*pro hac vice*)
Elliot Moskowitz (*pro hac vice*)
Angela M. Libby (*pro hac vice*)
Stephanie Massman (*pro hac vice*)
450 Lexington Avenue
New York, New York 10017
Tel: (212) 450-4000
Email: damian.schaible@davispolk.com

Counsel to the First Lien Noteholder Group

CERTIFICATE OF SERVICE

I certify that, on September 4, 2024, 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.

/s/ *John F. Higgins*

John F. Higgins