Docket #2146 Date Filed: 09/23/2024

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

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

DEBTORS' SECOND EMERGENCY MOTION FOR ENTRY OF AN ORDER EXTENDING THE DEADLINES TO (I) FILE PLAN SUPPLEMENT (II) OBJECT TO CONFIRMATION, (III) REPLY TO OBJECTIONS TO CONFIRMATION, AND (IV) SUBMIT VOTES ON THE PLAN

Emergency relief has been requested. Relief is requested not later than 5:00 p.m. (Central Time) on September 27, 2024.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

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

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The above-captioned debtors and debtors in possession (the "***Debtors***")[2] respectfully state as follows.

RELIEF REQUESTED

1. By this emergency motion (the "***Motion***"), the Debtors seek entry of an order attached hereto (the "***Proposed Order***") extending: (I) by one (1) additional week, the deadlines by which (i) the Debtors must file a plan supplement, (ii) other parties may file objections to confirmation of the plan filed on September 5, 2024 [Dkt. No. 2082] (the "***Plan***"), and (iii) the Debtors may file a reply to objections to confirmation of the Plan, if any; and (II) by three (3) days, the deadline by which ballots must be submitted to and actually received by the Debtors' claims and noticing agent, Kurtzman Carson Consultants, LLC dba Verita Global, in each case without prejudice to the rights of the Debtors to seek further extensions of such deadlines.

2. The Debtors previewed the proposed new schedule with several of the principal parties that are most significantly affected by the Deadlines. The First Lien Noteholder Group and the Office of the United States Trustee have indicated that they do not oppose the schedule requested by the Motion. As of the time of filing, the Ad Hoc Group of 2024/2026 Noteholders and the Committee have not stated a position on the Motion.

JURISDICTION AND VENUE

3. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory bases for the relief requested herein is Rule 9006 of the Federal Rules of Bankruptcy Procedure (the "***Bankruptcy Rules***").

[2] A detailed description of the Debtors and their businesses is set forth in the *Declaration of Raymond Carney in Support of Chapter 11 Petitions and First Day Motions* [Docket. No. 13] (the "***First Day Declaration***"), 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***"). The Debtors are operating their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. An official committee of unsecured creditors (the "***Committee***") was appointed on June 16, 2023; no trustee, examiner or other official committee has been appointed.

BACKGROUND

5. On September 5, 2024, the Debtors filed the Plan and a corresponding disclosure statement [Dkt. No. 2083] (the "***Disclosure Statement***"). That same day, the Court entered an order approving the Disclosure Statement [Dkt. No. 2086 (the "***Disclosure Statement Order***").

6. The Disclosure Statement Order established certain dates and deadlines with respect to the Plan and the Disclosure Statement (the "***Disclosure Statement Deadlines***"). Specifically, the Disclosure Statement Order provided:

Event	Date and Time
Deadline to File a Plan Supplement That Includes: • New Takeback Notes Indenture • New Exit Notes Indenture • Appellate Adjustment Mechanism • New LLC Agreement	September 17, 2024
Deadline to File: • Objections to Confirmation of the Modified Second Amended Plan[3] • Post-Updated Post-Trial Closing Briefs for Outstanding Issues in Connection with the 2024/2026 Noteholder Group's Amended Counterclaims	September 20, 2024 at 5:00 p.m. (CT)
Voting Deadline[4]	September 27, 2024 at 5:00 p.m. (CT)
Deadline for Replies to Objections to the Modified Second Amended Plan[5]	October 3, 2024

7. On September 18, 2024, the Court entered the *Order Extending the Deadlines to File (I) Plan Supplement and (II) Objections to Confirmation* [Dkt. No. 2138] (the "***Extension***

[3] Including objections to the release of all claims set forth in the 2024/2026 Noteholder Group's Standing Motion.

[4] Pursuant to Bankruptcy Rule 3014, the time for holders of 1L Notes Claims or 2026 Notes Claims to make an election of application of section 1111(b)(2) of the Bankruptcy Code is fixed as the Voting Deadline (as it may be extended from time to time consistent with this Order).

[5] Includes replies and objections to the 2024/2026 Noteholder Group's Standing Motion (including Avoidance Actions) to the extend not withdrawn or abated (for the avoidance of doubt, the 2024/2026 Noteholders Group's Standing Motion does not include the Standing Motion filed by the Unsecured Committee of Creditors).

***Order**"). The Extension Order amended certain dates established under the Disclosure Statement Order with respect to the Plan and the Disclosure Statement (together with the Disclosure Statement Deadlines, the "**Deadlines**"). Specifically, the Extension Order provided:

Event	Date and Time
Deadline to File a Plan Supplement That Includes: • New Takeback Notes Indenture • New Exit Notes Indenture • Appellate Adjustment Mechanism • New LLC Agreement	September 24, 2024
Deadline to File: • Objections to Confirmation of the Modified Second Amended Plan;[6] • Post Updated Post-Trial Closing Briefs for Outstanding Issues in Connection with the 2024/2026 Noteholder Group's Amended Counterclaims	September 27, 2024 at 5:00 p.m. (CT)

RELIEF REQUESTED

8. By this Motion, the Debtors seek an order extending the Deadlines as set forth in the table below, without prejudice to the rights of Debtors to seek further extensions of such Deadlines.

Event	Proposed Date and Time
Deadline to File a Plan Supplement That Includes: • New Takeback Notes Indenture • New Exit Notes Indenture • Appellate Adjustment Mechanism • New LLC Agreement	October 1, 2024

[6] Including objections to the release of all claims set forth in the 2024/2026 Noteholder Group's Standing Motion.

Event	Proposed Date and Time
Deadline to File: • Objections to Confirmation of the Modified Second Amended Plan[7] • Post-Updated Post-Trial Closing Briefs for Outstanding Issues in Connection with the 2024/2026 Noteholder Group's Amended Counterclaims	October 4, 2024 at 5:00 p.m. (CT)
Voting Deadline[8]	October 4, 2024 at 5:00 p.m. (CT)
Deadline for Replies to Objections to the Modified Second Amended Plan[9]	October 6, 2024

BASIS FOR RELIEF

9. Bankruptcy Rule 9006(b)(1) permits the Court, in its discretion, to extend these deadlines for cause, with or without motion or notice:

> [W]hen an act is required or allowed to be done at or within a specified period . . . by order of court, the court for cause shown may at any time in its discretion (1) with or without motion or notice order the period enlarged if the request therefore is made before expiration of the period prescribed or as extended by a previous order . . . .

Fed. R. Bankr. P. 9006(b). Furthermore, the filing of this Motion automatically extends the Deadlines pursuant to paragraph 30 of the Court's Procedures for Complex Cases.

10. The relief requested in the Motion is made before the Deadlines expire and cause exists to extend the Deadlines. Since the Court approved the Disclosure Statement, the Debtors have attempted to arrange in-person negotiations between the Ad Hoc Group of 2024/2026

[7] Including objections to the release of all claims set forth in the 2024/2026 Noteholder Group's Standing Motion.

[8] Pursuant to Bankruptcy Rule 3014, the time for holders of 1L Notes Claims or 2026 Notes Claims to make an election of application of section 1111(b)(2) of the Bankruptcy Code is fixed as the Voting Deadline (as it may be extended from time to time consistent with this Order).

[9] Including replies and objections to the 2024/2026 Noteholder Group's Standing Motion (including Avoidance Actions) to the extend not withdrawn or abated (for the avoidance of doubt, the 2024/2026 Noteholders Group's Standing Motion does not include the Standing Motion filed by the Unsecured Committee of Creditors).

Noteholders and the First Lien Noteholder Group.[10] The First Lien Noteholder Group has expressed its willingness to meet in person, and both sides have exchanged settlement proposals, but the two groups have not yet met. The First Lien Noteholder Group has recently filed a motion to require the Ad Hoc Group of 2024/2026 Noteholders to participate in court-sponsored mediation. *See* Dkt. No. 2142. Extension of the confirmation timeline will give the Debtors (and a mediator, if one is appointed) a chance to generate consensus around the Plan, which is critical to advancing the cases.[11] Furthermore, extension of the Deadlines is not requested to cause unnecessary prejudice or delay.

EMERGENCY CONSIDERATION

11. The Procedures for Complex Cases in the Southern District of Texas (the "***Complex Case Procedures***") require that all motions seeking relief on less than 21 days' notice must be filed as "emergency" motions. The Debtors request emergency consideration of this Motion so that the confirmation process can go forward on the expedited schedule previously suggested by the Court.

NOTICE

12. Pursuant to Bankruptcy Rule 2002 and paragraph 11 of the Procedures for Complex Cases in the Southern District of Texas, notice of this Motion will be provided to all creditors (and their nominees) and indenture trustees, all equity security holders, the official committee of unsecured creditors, the Securities and Exchange Commission, the United States Trustee for Region 7, and all other parties in interest listed on the master service list maintained by the Debtors. The Debtors respectfully submit that no further notice is required under the circumstances.

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[10] The terms "Ad Hoc Group of 2024/2026 Noteholders" and "First Lien Noteholder Group" refer to the groups described in their respective Rule 2019 statements. *See* Docket Nos. 147 and 2018.

[11] For similar reasons (among others), the Debtors also intend to file a motion, substantially concurrently with this Motion, to extend the Debtors' exclusive period to file and solicit votes on a chapter 11 plan.

Upon the foregoing Motion, the Debtors respectfully request that the Court (a) enter an order granting this Motion in substantially the form proposed and (b) grant such other relief as is just and proper.

Dated: September 23, 2024

Respectfully submitted,

/s/ Charles A. Beckham, Jr.

Charles A. Beckham, Jr. (TX Bar No. 02016600)
Patrick L. Hughes (TX Bar No. 10227300)
Martha Wyrick (TX Bar No. 24101606)
Re'Necia Sherald (TX Bar No. 24121543)
HAYNES AND BOONE, LLP
1221 McKinney Street, Suite 4000
Houston, TX 77010
Telephone: 1 (713) 547-2000
Email: Charles.Beckham@HaynesBoone.com
Patrick.Hughes@HaynesBoone.com
Martha.Wyrick@HaynesBoone.com
ReNecia.Sherald@HaynesBoone.com

- and -

Dennis F. Dunne (admitted *pro hac vice*)
Samuel A. Khalil (admitted *pro hac vice*)
Benjamin M. Schak (admitted *pro hac vice*)
MILBANK LLP
55 Hudson Yards
New York, NY 10001
Telephone: 1 (212) 530-5000
Email: DDunne@Milbank.com
SKhalil@Milbank.com
BSchak@Milbank.com

Counsel to the Debtors and Debtors in Possession

CERTIFICATE OF SERVICE

I certify that, on September 23, 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, and will be further served as set forth in the Affidavit of Service to be filed by the Debtors' noticing agent.

/s/ Charles A. Beckham, Jr.
Charles A. Beckham, Jr.

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

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

ORDER EXTENDING THE DEADLINES TO (I) FILE PLAN SUPPLEMENT (II) OBJECT TO CONFIRMATION, (III) REPLY TO OBJECTIONS TO CONFIRMATION, AND (IV) SUBMIT VOTES ON THE PLAN

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

Upon the motion (the "***Motion***"),[2] of the above-captioned Debtors for entry of an order seek entry of an order attached hereto (the "***Proposed Order***") extending: (I) by one (1) additional week, the deadlines by which (i) the Debtors must file a plan supplement, (ii) other parties may file objections to confirmation of the Plan, and (iii) the Debtors may file a reply to objections to confirmation of the Plan, if any; and (II) by three (3) days, the deadline by which ballots must be submitted to and actually received by the Debtors' claims and noticing agent, Kurtzman Carson Consultants, LLC dba Verita Global, in each case without prejudice to the rights of the Debtors to seek further extensions of such deadlines; and objection procedures in connection with the foregoing, all as more fully set forth in the Motion; and the Court having jurisdiction to decide the Motion and to enter this Order pursuant to 28 U.S.C. § 1334; and consideration of the Motion 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 Motion 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 Debtors' estates; it is hereby **ORDERED** that:

1. The deadline to file a Plan Supplement that includes (i) New Takeback Notes Indenture, (ii) New Exit Notes Indenture, (iii) Appellate Adjustment Mechanism, and (iv) New LLC Agreement is extended through **October 1, 2024**.

2. The deadline to file (i) objections to the Plan[3] and Post-Updated Post-Trial Closing Briefs for Outstanding Issues in Connection with the 2024/2026 Noteholder Group's Amended Counterclaims is extended through **October 4, 2024 at 5:00 p.m. (CT)**.

3. The voting deadline is extended through **October 4, 2024 at 5:00 p.m. (CT)**.

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

[3] Including objections to the release of all claims set forth in the 2024/2026 Noteholder Group's Standing Motion.

4. The deadline by which the Debtors may file replies to objections to the Plan[4] is extended through **October 6, 2024**.

5. The Court retains 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

[4] Including replies and objections to the 2024/2026 Noteholder Group's Standing Motion (including Avoidance Actions) to the extend not withdrawn or abated (for the avoidance of doubt, the 2024/2026 Noteholders Group's Standing Motion does not include the Standing Motion filed by the Unsecured Committee of Creditors).