Docket #2520 Date Filed: 12/27/2024

**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) |

**SUPPLEMENTAL DECLARATION OF KEVIN MARTIN WITH RESPECT TO THE TABULATION OF VOTES ON THE FURTHER MODIFIED SECOND AMENDED JOINT CHAPTER 11 PLAN OF WESCO AIRCRAFT HOLDINGS, INC., ET AL.**

I, Kevin Martin, depose and say under the penalty of perjury:

1. I am a Managing Director of Public Securities Services employed by Kurtzman Carson Consultants LLC dba Verita Global ("***Verita***"), whose main business address is 222 N. Pacific Coast Highway, 3rd Floor, El Segundo, California 90245. I am over the age of 18 years and not a party to the above-captioned action. I am duly authorized to submit this declaration on behalf of the Debtors.

2. I submit this declaration (this "***Declaration***") regarding the solicitation and tabulation of Ballots cast on the *Further Modified Second Amended Joint Chapter 11 Plan of Wesco Aircraft Holdings, Inc. et al.* (as has been and may be further revised, supplemented, modified and/or amended from time to time, the "***Plan***"),[2] except as otherwise noted, all facts set forth herein are

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

[2] Capitalized terms used but not defined herein have the meanings ascribed to them in the Plan, or if not defined therein, in the Amended Disclosure Statement Order (as defined below).

based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of relevant documents. I am authorized to submit this Declaration on behalf of Verita. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. The Court authorized Verita's retention as claims, noticing and solicitation agent to the Debtors on June 1, 2023, pursuant to the *Order Authorizing the Employment and Retention of Kurtzman Carson Consultants LLC as Claims, Noticing and Solicitation Agent* [Docket No. 74] ("***Retention Order***"). The Retention Order authorizes Verita to assist the Debtors with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Plan. Verita and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans.

4. On September 5, 2024, the Court entered the *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 Period in Connection with the Foregoing* [Docket No. 2086] (the "***Amended Disclosure Statement Order***"), establishing, among other things, the Re-Solicitation Procedures for voting on the *Modified Second Amended Joint Chapter 11 Plan of Wesco Aircraft Holdings, Inc. et al.* (the "***Modified Second Amended Plan***"). The Re-Solicitation Procedures authorized the Debtors and Verita to re-solicit votes from the holders of Claims in Class 4 (1L Notes Claims) and Class 6 (2026 Notes Claims) under the Modified Second Amended Plan. Verita adhered to the procedures outlined in the Amended Disclosure Statement Order and the Solicitation Materials distributed to parties entitled to vote on the Plan. I supervised the solicitation performed by Verita's employees.

**A. Service and Transmittal of Solicitation Packages and Related Information**

5. Pursuant to the Amended Disclosure Statement Order, on September 10, 2024, Verita caused the Solicitation Packages to be served on all known holders of Claims (as of the September 3, Voting Record Date) in Class 4 (1L Notes Claims) and Class 6a (2026 Notes Claims) under the Modified Second Amended Plan (collectively, the "***Re-Solicited Holders***"). In lieu of a Solicitation Package, (a) all known holders of Claims and Interests in Class 1 (Priority Non-Tax Claims), Class 2 (Other Secured Claims), Class 3 (ABL Facility Claims), Class 5 (1.25L Notes Claims), Class 8 (PIK Notes Claims), and Class 10 (Existing Equity Interests) (such Classes, the "***Non-Voting Classes***"), (b) all known holders of Claims and Interests in Class 7a (General Unsecured Claims), Class 7b (General Unsecured Convenience Claims), Class 7c (2024 Unsecured Notes Claims) (such Classes, the "***Prior Voting Classes***"), and (c) holders of Unclassified Claims, received the Amended Confirmation Hearing Notice. Furthermore, Verita caused the Amended Confirmation Hearing Notice to be served on the creditor matrix and all other parties required to receive such notice pursuant to the Amended Disclosure Statement Order. A certificate of service evidencing the foregoing was filed with the Court on September 17, 2024 [Docket No. 2136].

6. On September 10, 2024, Verita posted links to the electronic versions of the Modified Second Amended Plan, Amended Disclosure Statement, Amended Disclosure Statement Order, and Amended Confirmation Hearing Notice on the public access website at www.veritaglobal.net/Incora. Additionally, on various dates throughout the solicitation period, Verita updated the case website with the applicable deadline extensions and updates to the date and time of the Confirmation Hearing.

7. On September 13, 2024, the Amended Confirmation Hearing Notice was published in *The New York Times*, *The Financial Times*, and *The Dallas Morning News*. An affidavit

evidencing the publication of the Confirmation Hearing Notice was filed with the Court on September 25, 2024 [Docket No. 2161].

8. Verita also forwarded Amended Confirmation Hearing Notices to creditor matrix parties whose packages were returned with a forwarding address or if an alternate address was available. The supplemental certificates of service evidencing the foregoing were filed with the Court on September 23, 2024 [Docket No. 2152], October 2, 2024 [Docket No 2193], October 9, 2024 [Docket No. 2225], October 17, 2024 [Docket No. 2258], October 18, 2024 [Docket No. 2263] and November 4, 2024 [Docket No. 2308].

9. On December 5, 2024, the Debtors filed the Plan and the Court entered the *Order Setting Confirmation Schedule* (the "***Scheduling Order***"). As compared with the Modified Second Amended Plan, due to re-classification, claims for which votes were re-solicited pursuant the Amended Disclosure Statement Order were classified as Class 4a (Secured 1L Notes Claims) and Class 6a (Secured 2026 Notes Claims), respectively, under the Plan. Notwithstanding the re-classification, the Re-Solicited Holders under the Modified Second Amended Plan are identical to the holders of Claims in Class 4a and 6a who are entitled to vote on the Plan.

10. On December 6, 2024, Verita caused new Solicitation Packages, which included modified Ballots reflecting the revised classification scheme and minor changes to reflect the revised Plan, to be served on Re-Solicited Holders, each of whom holds Claims in Class 4a (Secured 1L Notes Claims) and/or Class 6a (Secured 2026 Notes Claims) (together, the "***Re-Solicited Voting Classes***"). Further, Verita caused the *Notice of Hearing to Consider Confirmation of the Further Modified Second Amended Chapter 11 Plan Filed by the Debtors* [Docket No. 2415] to be served on the creditor matrix and all other parties required to receive such notice pursuant to the Amended

Disclosure Statement Order. A certificate of service evidencing the foregoing was filed with the Court on December 13, 2024, [Docket No. 2468].

11. On December 18, 2024, the Debtors filed the *Notice of Extension of Voting Deadline to December 26, 2024, at 5:00 p.m. (CT)* [Docket No. 2500], which extended the Voting Deadline for the Re-Solicited Voting Classes to December 26, 2024, at 5:00 p.m. Central Time.

**B. The Tabulation Process**

12. The Amended Disclosure Statement Order established September 3, 2024, as the Voting Record Date to determine which holders of Claims and Interests were entitled to receive the Solicitation Package or the Notice of Non-Voting Status, as applicable. Pursuant to the Amended Disclosure Statement Order and the Scheduling Order, the Re-Solicited Voting Classes were entitled to vote to accept or reject the Plan. No other Classes were entitled to vote on the Plan, given that (a) the Prior Voting Classes previously voted in connection with the May 3, 2024, voting deadline established by the *Order (I) Approving Debtors' Form of Notice of Disclosure Statement Supplement for Distribution to Voting Classes and (II) Granting Related Relief* [Docket No. 1662] and (b) the Non-Voting Parties are deemed to either accept or reject the Plan.

13. In accordance with the Re-Solicitation Procedures, Verita received, reviewed, determined the validity of, and tabulated the Ballots submitted to vote on the Plan. Each Ballot submitted to Verita was date-stamped, scanned, assigned a Ballot number, entered into Verita's voting database, and processed. To be included in the tabulation results as valid, a Ballot must have been (a) properly completed pursuant to the Solicitation Procedures or the Re-Solicitation Procedures, as applicable, (b) executed by the relevant holder entitled to vote on the Plan (or such holder's representative), (c) returned to Verita via an approved method of delivery set forth in the Solicitation Procedures or the Re-Solicitation Procedures, as applicable, unless the delivery method

requirement was waived by the Debtors, and (d) received by Verita on or before the applicable Voting Deadline.

14. A tabulation of votes cast by timely and properly completed Ballots received by Verita (the "***Voting Tabulation***") is attached hereto as **Exhibit A**. The Voting Tabulation reflects the final tabulation of votes in respect of the Prior Voting Classes.

15. The Debtors expect that certain holders of Claims in Classes 4a and 6a may cast votes on the record of the Confirmation Hearing and such votes would supersede the votes reflected in the Voting Tabulation. Thus, the Debtors also intend to file a final tabulation of votes, reflecting the timely and properly completed Ballots cast by holders of Claims in Class 4a (Secured 1L Notes Claims) and Class 6a (Secured 2026 Notes Claims), including those announced during the Confirmation Hearing.

**C. Ballots That Were Not Counted**

16. A report of any Ballots that have been excluded from the Voting Tabulation, and the reasons for exclusion of such Ballots, is attached hereto as **Exhibit B**. All such Ballots were not counted for one of the following reasons: Ballot did not indicate an acceptance or rejection of the Plan (*i.e.*, an "abstained" vote); or the Ballot was returned late.

To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission, and tabulation of Ballots in connection with the Plan is true.

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Dated: December 27, 2024

*/s/ Kevin Martin*

Kevin Martin
Verita
222 N Pacific Coast Highway,
3rd Floor
El Segundo, CA 90245

**EXHIBIT A**

**VOTING TABULATION**

**Exhibit A**
**Ballot Tabulation Summary[1]**

| Class | Class Description | Not Tabulated | Members Voted | Members Accepted | Members Rejected | % Members Accepted | % Members Rejected | Total $ Voted | $ Accepted | $ Rejected | % $ Accepted | % $ Rejected | Class Accepted or Rejected |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **4a** | **Secured 1L Notes Claims** | **0** | **56** | **3** | **53** | **5.36%** | **94.64%** | **$1,285,577,850.00** | **$1,027,180.00** | **$1,284,550,670.00** | **0.08%** | **99.92%** | **Rejected** |
| **6a** | **Secured 2026 Notes Claims** | **0** | **85** | **4** | **81** | **4.71%** | **95.29%** | **$334,773,125.00** | **$9,172,000.00** | **$325,601,125.00** | **2.74%** | **97.26%** | **Rejected** |
| 7a | General Unsecured Claims | 2 | 1 | 0 | 1 | 0.00% | 100.00% | $32,709,707.57 | $0.00 | $32,709,707.57 | 0.00% | 100.00% | See Below |
| 7a | 2027 Unsecured Notes Claims | 0 | 30 | 3 | 27 | 10.00% | 90.00% | $19,703,000.00 | $4,903,000.00 | $14,800,000.00 | 24.88% | 75.12% | See Below |
| | **Class 7a General Unsecured Claims Total** | **2** | **31** | **3** | **28** | **9.68%** | **90.32%** | **$52,412,707.57** | **$4,903,000.00** | **$47,509,707.57** | **9.35%** | **90.65%** | **Rejected** |
| **7b** | **General Unsecured Convenience Claims** | **21** | **438** | **393** | **45** | **89.73%** | **10.27%** | **$16,138,254.74** | **$14,983,861.25** | **$1,154,393.49** | **92.85%** | **7.15%** | **Accepted** |
| **7c** | **2024 Unsecured Notes Claims** | **0** | **69** | **8** | **61** | **11.59%** | **88.41%** | **$123,544,457** | **$7,253,045** | **$116,291,412** | **5.87%** | **94.13%** | **Rejected** |

**1. The Debtors expect that certain holders of Claims in Classes 4a and 6a may cast votes on the record of the Confirmation Hearing and such votes would supersede the votes reflected in the Voting Tabulation. Thus, the Debtors also intend to file a final tabulation of votes, reflecting the timely and properly completed Ballots cast by holders of Claims in Class 4a (Secured 1L Notes Claims) and Class 6a (Secured 2026 Notes Claims), including those announced during the Confirmation Hearing.**

**EXHIBIT B**

**VOTING BALLOTS**

Exhibit B -

Ballots Exluded from Tabulation

| Creditor Name | Date Received | Ballot No. | Voting Amount | Vote | Class | Reason Excluded |
|---|---|---|---|---|---|---|
| GKN Aerospace St. Louis LLC | 02/29/2024 | 452 | $2,329,611.22 | Abstain | 7a General Unsecured Claims (elected into 7b General Unsecured Convenience Claims) | Abstained |
| Rolls-Royce PLC | 05/03/2024 | 470 | $4,773,743.04 | Abstain | 7a General Unsecured Claims (elected into 7b General Unsecured Convenience Claims) | Abstained |
| | | | | | | |
| Aero Fastener Co., Inc. | 02/02/2024 | 159 | $30,572.09 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| AGM Container Controls, Inc. | 03/01/2024 | 445 | $157,995.00 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| Calvary Industries | 02/15/2024 | 407 | $5,179.50 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| EARTH CARE PRODUCTS | 02/12/2024 | 290 | $1,032.00 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| Enjet Aero Manchester LLC | 02/09/2024 | 265 | $134,461.43 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| FREUNDENBERG-NOK ASHLAND | 02/05/2024 | 181 | $14,066.50 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| HYDRA TECHNOLOGIES LTD | 01/23/2024 | 17 | $911.50 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| Intrepid Coatings, Inc | 01/22/2024 | 10 | $24,115.70 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| Kamatics Corporation | 02/06/2024 | 210 | $83,174.40 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| MEG TECHNOLOGIES | 02/21/2024 | 440 | $11,484.50 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| MEG TECHNOLOGIES INC | 02/21/2024 | 439 | $1,740.00 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| Meg Technologies, Inc. | 02/21/2024 | 441 | $13,767.00 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| MILSPRAY MILITARY TECHNOLOGIES | 02/14/2024 | 344 | $1,066.35 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| Oracle Credit Corporation and Oracle America, Inc. SII to Dyn, Inc. | 03/27/2024 | 465 | $1,090,137.44 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| SA THERMAL ENGINEERING | 02/14/2024 | 347 | $589,014.58 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| SITA Switzerland Sarl | 02/09/2024 | 249 | $6,513.04 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| Stephen Gould Corporation | 02/12/2024 | 282 | $21,898.00 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| STIMPSON CO., INC. | 01/30/2024 | 128 | $69.74 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| TA AEROSPACE CO | 02/14/2024 | 374 | $106,652.38 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| TA AEROSPACE CO. | 02/14/2024 | 375 | $70,917.22 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| Tonoga | 01/31/2024 | 129 | $2,513.28 | Abstain | 7b General Unsecured Convenience Claims | Abstained |
| | | | | | | |
| UMB Bank Control No. 0365802668464619 | 10/4/2024 | N/A | $109,000.00 | Reject | 6a Secured 2026 Notes Claims | Duplicate |
| US BANK NA Control No. 8878750327884783 | 10/4/2024 | N/A | $599,000.00 | Reject | 6a Secured 2026 Notes Claims | Duplicate |
| US BANK NA Control No. 0609994518117347 | 10/4/2024 | N/A | $936,000.00 | Reject | 6a Secured 2026 Notes Claims | Duplicate |