

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

WELDED CONSTRUCTION, L.P., *et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-12378 (KG)

(Jointly Administered)

Hearing Date: N/A

Objection Deadline: December 26, 2018 at 4:00 p.m. (ET)

**FIRST CONSOLIDATED MONTHLY APPLICATION OF LANDIS RATH & COBB  
LLP, SPECIAL COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION, FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES PURSUANT  
TO 11 U.S.C. §§ 330 AND 331 FOR THE PERIOD FROM THE PETITION  
DATE THROUGH AND INCLUDING NOVEMBER 30, 2018**

Name of Applicant: Landis Rath & Cobb LLP

Authorized to Provide Professional  
Services to: Special Counsel for the Debtor and Debtor-In-  
Possession

Date of Retention: *Nunc Pro Tunc* to October 22, 2018

Period for which compensation  
and reimbursement sought: October 22, 2018 through November 30, 2018

Amount of monthly fees to be approved  
as actual, reasonable and necessary: \$141,548.50 (80% = \$113,238.80)

Amount of monthly expenses sought  
as actual, reasonable and necessary: \$5,989.81

This is a   X   monthly        interim        final application

This application includes 1.5 hours with a value of \$360.00 for time incurred in the preparation of this fee application.

Prior Applications: None.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Welded Construction, L.P. (5008) and Welded Construction Michigan, LLC (9830). The mailing address for each of the Debtors is 26933 Eckel Road, Perrysburg, OH 43551.



**MONTHLY COMPENSATION BY INDIVIDUAL**

<b>Name of Professional</b>	<b>Position w/LRC and Year of Admission</b>	<b>Year of Law School Graduation</b>	<b>Hourly Billing Rate<sup>1</sup></b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Adam G. Landis	Partner; admitted NY 1992, MA 1992, DE 1996	May, 1991	\$860.00	22.90	\$19,694.00
Matthew B. McGuire	Partner; admitted PA 2001, DE 2003	May, 2000	\$610.00	167.30	\$102,053.00
Jennifer L. Cree	Associate; admitted DE 2013, PA 2014	May, 2013	\$315.00	41.30	\$13,009.50
Anthony C. Dellose	Paralegal	N/A	\$240.00	28.30	\$6,792.00
<b>Total</b>				<b>259.80</b>	<b>\$141,548.50</b>

**Blended Hourly Rate: \$545**


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<sup>1</sup> LRC's billing rates have not changed during this Application Period (defined below).

**MONTHLY COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
B118 – Board of Directors Matters	2.70	\$1,647.00
B122 – Case Administration	8.60	\$2,064.00
B124 – Claims Administration & Objections	69.70	\$44,504.50
B134 – Hearings	6.00	\$3,105.00
B135 – Litigation	116.70	\$63,347.00
B136 – LRC Retention & Fee Matters	25.20	\$7,991.00
B138 – Committee Meetings/Communications	0.40	\$344.00
B140 – Creditor Inquiries	0.20	\$63.00
B142 – Non-Working Travel	30.30	\$18,483.00
<b>TOTAL</b>	<b>259.80</b>	<b>\$141,548.50</b>

**MONTHLY EXPENSE SUMMARY**

<b>Expenses Category</b>	<b>Total Expenses</b>
Copying	\$103.70
Online Research	\$748.67
Courier Service	\$42.50
Out-of-town Travel	\$4,662.36
Working Meals	\$10.80
Document Retrieval	\$10.60
Filing Fees	\$350.00
Conference Call Services	\$61.18
<b>TOTAL</b>	<b>\$5,989.81</b>

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Debtors.

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LLP, SPECIAL COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION, FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES PURSUANT TO  
11 U.S.C. §§ 330 AND 331 FOR THE PERIOD FROM THE PETITION DATE  
THROUGH AND INCLUDING NOVEMBER 30, 2018**

Landis Rath & Cobb LLP ("LRC"), Special Counsel to the above-captioned debtors and debtors-in-possession (the "Debtors"), submits this *First Consolidated Monthly Application of Landis Rath & Cobb LLP, Special Counsel to the Debtors and Debtors-In-Possession, for Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 330 and 331 for the Period from the Petition Date Through and Including November 30, 2018* (the "Application") for legal services performed during the period commencing October 22, 2018 through and including November 30, 2018 (the "Application Period"). In support of the Application, LRC respectfully represents as follows:

**JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the District of Delaware (the "Court") has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware* dated February 29, 2012. This is a core proceeding within the meaning of 28 U.S.C. §

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Welded Construction, L.P. (5008) and Welded Construction Michigan, LLC (9830). The mailing address for each of the Debtors is 26933 Eckel Road, Perrysburg, OH 43551.

157(b)(2)(A) and (M), and the Court may enter a final order consistent with Article III of the United States Constitution.<sup>2</sup> Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are sections 105(a), 330 and 331 of chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (as amended or modified, the “Bankruptcy Code”).

### **BACKGROUND**

3. On October 22, 2018 (the “Petition Date”), the Debtors commenced the above-captioned chapter 11 cases (the “Chapter 11 Cases”) by filing voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code.

4. The Debtors continue to operate their business and manage their properties as debtors-in-possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

5. No trustee or examiner has been appointed in these Chapter 11 Cases.

6. On October 30, 2018, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors consisting of the following seven members: (i) Ohio Machinery Co.; (ii) Cleveland Brothers Equipment Co., Inc.; (iii) United Piping, Inc.; (iv) PipeLine Machinery International, LP; (v) Earth Pipeline Services, Inc.; (vi) IUOE and Pipe Line Employers Health & Welfare Fund; and (vii) Schmid Pipeline (the “Committee”) [D.I. 128].

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<sup>2</sup> Pursuant to rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), LRC hereby confirms its consent to entry of a final order by the Bankruptcy Court in connection with this Application if it is later determined that the Bankruptcy Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

7. The factual background relating to the Debtors' commencement of the Chapter 11 Cases is set forth in detail in the *Declaration of Frank Pometti in Support of First Day Relief* [D.I. 4] filed on the Petition Date.

8. On November 15, 2018, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* (the "Interim Compensation Order") [D.I. 230]. The Interim Compensation Order sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these Chapter 11 Cases.

9. On November 15, 2018, the Court also entered the *Order Authorizing the Employment and Retention of Landis Rath & Cobb LLP as Special Counsel Nunc Pro Tunc to the Retention Date* [D.I. 232].

#### **TERMS AND CONDITIONS OF COMPENSATION OF LRC**

10. Subject to Court approval, LRC seeks payment for compensation on an hourly basis, plus reimbursement of actual, necessary expenses incurred by LRC during the Application Period. With the exception of copy charges (which are charged at a lower rate), the rates charged by LRC in these Chapter 11 Cases do not differ from the rates charged to LRC's non-bankruptcy clients.

11. A summary of the hours spent, the names of each professional and paraprofessional rendering services to the Debtors during the Application Period, the regular customary billing rates and the total value of time incurred by each of the LRC professionals rendering services to the Debtors are attached hereto as Exhibit A. A copy of the computer-generated time entries reflecting the time recorded for these services, organized in project billing categories in accordance with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* (the "U.S. Trustee Guidelines") is

attached hereto as **Exhibit B**. A statement of expenses incurred by LRC during the Application Period is attached hereto as **Exhibit C**. All time entries and requested expenses are in compliance with rule 2016-2 of the Local Rules.<sup>3</sup>

12. Pursuant to the Interim Compensation Order, LRC and other professionals retained in these Chapter 11 Cases are authorized to file and to serve upon the parties identified in the Interim Compensation Order monthly fee applications (a "Monthly Fee Application") of their fees and expenses. After the expiration of a twenty (20) day objection period, the Debtors are authorized to promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Application, unless an objection has been lodged against specific fees and/or expenses, or the Court orders otherwise.

13. In accordance with the Interim Compensation Order, LRC has filed and served upon the parties identified in the Interim Compensation Order this Application with respect to fees and expenses incurred during the Application Period; to wit, fees in the amount of \$141,548.50 and expenses in the amount of \$5,989.81.

14. All services and costs for which compensation is requested by LRC in this Application were reasonable and necessary and were performed for and on behalf of the Debtors during the Application Period.

### **CASE STATUS**

15. The Debtors' monthly operating reports contain up-to-date information regarding the amount of cash on hand or on deposit in the Debtors' estates, the amount and nature of accrued unpaid administrative expenses, the Debtors' operating profits or losses, and the amount of unencumbered funds in the Debtors' estates.

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<sup>3</sup> LRC has also made reasonable efforts to submit this Application in a manner consistent with the U.S. Trustee Guidelines. To the extent that the U.S. Trustee Guidelines conflict with the Local Rules, in particular, Local Rule 2016-2, LRC has chosen to comply with such Local Rule. LRC will supplement this Application with additional detail or information upon request.

16. To the best of LRC's knowledge, the Debtors have paid or will pay to the U.S. Trustee its initial quarterly fees and have filed or will file its initial monthly operating report.

**NARRATIVE SUMMARY OF SERVICES  
RENDERED ON A PROJECT SUMMARY BASIS**

17. All of the professional services that LRC rendered to the Debtors during the Application Period are set forth in detail in Exhibit B, segregated according to project billing categories in accordance with the U.S. Trustee Guidelines. A brief description of certain services deserving specific mention are highlighted below, by project category:

**(A) Case Administration: (Total Hours: 8.60; Total Fees: \$2,064.00)**

18. Among other services provided in this category during the Application Period, LRC coordinated service of papers with the Debtors' claims and noticing agent. LRC organized records, pleadings and other papers pertaining to LRC's work as Special Counsel in the Debtors' Chapter 11 Cases. LRC also maintained, updated and analyzed a calendar of deadlines and other critical dates pertinent to the Chapter 11 Cases.

**(B) Claims Administration and Objections: (Total Hours: 69.70; Total Fees: \$44,504.50)**

19. Among other services provided in this category during the Application Period, LRC negotiated extensively with Sunoco Marketing Partners & Terminals L.P. and Sunoco Pipeline L.P. (together, "Sunoco") regarding purported claims arising out of certain contracts between the Debtors and Sunoco. In connection therewith, LRC participated in multiple formal meet and confer meetings with Sunoco's counsel, the Debtors and other parties-in-interest both in-person and telephonically. In preparation for the meet and confer sessions, LRC conducted meetings with the Debtors, their Board of Directors and the Debtors' Chief Restructuring Officer.



20. In addition, LRC worked with the Debtors and their management team to reconcile purported claims asserted by Sunoco and advised the Debtors with respect to issues related thereto and a proposed settlement of the same. In connection therewith, LRC reviewed and analyzed the proposed settlement terms, conferred with and advised the Debtors regarding the same. LRC also participated in multiple conferences with Sunoco's counsel, the DIP Lender, the Committee, and other parties-in-interest regarding the proposed settlement terms.

(C) **Litigation: (Total Hours: 116.70; Total Fees: \$63,347.00)**

21. Among other services provided in this category during the Application Period, LRC prepared and filed the *Debtors' Verified Complaint for Declaratory Relief Under Section 362(A) of the Bankruptcy Code, Injunctive Relief Under Sections 105(A), 108(B) and 362(A) of the Bankruptcy Code, and a Preliminary Injunction Under Rule 7065 of the Federal Rules of Bankruptcy Procedure* [Adv. Pro. D.I. 1], initiating an adversary proceeding against Sunoco. In connection therewith, LRC also prepared and filed *Plaintiff's Motion for a Temporary Restraining Order and Preliminary Injunction* [Adv. Pro. D.I. 2] (the "TRO") and the *Declaration of Stephen Hawkins in Support of Plaintiffs' Motion for a Temporary Restraining Order* [Adv. Pro. D.I. 3].

22. Following negotiations with Sunoco, LRC prepared and filed a stipulated agreement regarding the TRO (the "Stipulation"), which was approved by the Court in the *Order Approving Stipulation and Agreement Between the Debtors, Sunoco Partners Marketing & Terminals, L.P. and Sunoco Pipeline, L.P.* [Adv. Pro. D.I. 16]. Pursuant to the Stipulation, and as discussed *supra* herein, LRC engaged in meet and confer efforts with Sunoco regarding purported claims. Separately, LRC negotiated with Sunoco regarding other contractual issues.

(D) **LRC Retention/Fee Matters: (Total Hours: 25.50; Total Fees: \$7,991.00)**

23. Among other services provided under this category during the Application Period, LRC prepared and filed the *Application of the Debtors and Debtors-In-Possession to Approve the Employment and Retention of Landis Rath & Cobb LLP as Special Counsel, Nunc Pro Tunc to the Petition Date, Pursuant to Bankruptcy Code Sections 327(e), 328(a) and 1107(b), Bankruptcy Rules 2014(a) and 2016 and Local Rule 2014-1* [D.I. 120].

(E) **Non-Working Travel (Total Hours: 30.30; Total Fees: \$18,483.00)**

24. On two (2) separate occasions during the Application Period, LRC appeared in-person at out-of-town meetings to negotiate on behalf of the Debtors: in Houston, Texas and in Perrysburg, Ohio. Each trip was requested by the Debtors on short notice and required LRC to forego other high-priority work in cases unrelated to the Debtors' Chapter 11 Cases.

**COMPENSATION REQUESTED**

25. LRC expended 259.8 hours during the Application Period in furtherance of its efforts on behalf of the Debtors. LRC requests allowance of compensation in the amount of \$141,548.50 for legal services rendered during the Application Period at a blended hourly rate of \$545. Pursuant to the Interim Compensation Order, LRC requests interim payment of 80% of the total fees requested, or \$113,238.80. None of the requested fees detailed herein have been paid.

### **REIMBURSEMENT OF EXPENSES**

26. During the Application Period, LRC incurred certain necessary expenses in rendering legal services to the Debtors as set forth in Exhibit C.<sup>4</sup> LRC represents that its rate for duplication is \$0.10 per page, consistent with the Local Rules and U.S. Trustee Guidelines.

27. LRC seeks reimbursement for its reasonable, necessary and actual expenses incurred during the Application Period for the total amount of \$5,989.81.

### **LEGAL STANDARD**

28. Bankruptcy Code section 330(a)(1) allows the payment of:

(A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, ombudsman, professional person, or attorney and by any paraprofessional person employed by any such person; and

(B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1). Reasonableness of compensation is informed by the “market-driven approach,” which considers the nature, extent and value of services provided by the professional and the cost of comparable services in non-bankruptcy contexts. *See Zolfo Cooper & Co. v. Sunbeam-Oster Co.*, 50 F.3d 253, 258 (3d Cir. 1995); *In re Busy Beaver Building Ctr., Inc.*, 19 F.3d 833, 849 (3d Cir. 1994). Thus, the “baseline rule is for firms to receive their customary rates.” *Zolfo Cooper*, 50 F.3d at 259.

29. In accordance with its practices in non-bankruptcy matters, LRC has calculated its compensation requested in this Application by applying its standard hourly rates. LRC’s calculation is based upon hourly rates that are well within the range of rates that are charged by comparable firms in similar bankruptcy cases. Accordingly, LRC’s rates should be determined to be reasonable under Bankruptcy Code section 330.

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<sup>4</sup> Exhibit C sets forth in summary detail the expenses incurred during the Application Period. Actual copies of invoices from LRC’s vendors are not attached, but are available for inspection upon request.

30. LRC's fees during the Application Period are also reasonable under the prevailing legal standard and should be allowed. The amount of these fees is not unusual given the complexity and size of the Chapter 11 Cases and the amount of work required at the outset of representation of the Debtors as Special Counsel. LRC's fees are commensurate with fees that other attorneys of comparable experience and expertise have charged and been awarded in similar chapter 11 cases. Accordingly, LRC's fees are reasonable pursuant to Bankruptcy Code section 330.

31. Bankruptcy Code section 330(a)(1)(B) permits reimbursement for actual and necessary expenses. LRC's legal services and expenses incurred during the Application Period are set forth in this Application and constitute only those necessary expenses that were incurred for the benefit of the Debtors' estates. LRC has properly requested reimbursement of only actual, necessary and appropriate legal expenses.

32. Except as permitted by Bankruptcy Rule 2016, no agreement or understanding exists between LRC and/or any third person for the sharing or division of compensation. All of the services for which compensation is requested in this Application were rendered at the request of and solely on behalf of the Debtors.

33. Pursuant to the standards set forth in Bankruptcy Code sections 330 and 331, LRC submits that the compensation requested is for actual and necessary services and expenses, and is reasonable, based upon the nature, extent and value of such services, the time spent thereon, and the costs of comparable services in cases under the Bankruptcy Code.

34. The time records annexed to this Application constitute only a general statement of the services rendered and time expended without description of the pressure and constraints under which LRC actually rendered these services. The considerable challenges of these Chapter 11 Cases have been attended to and managed by LRC at all levels promptly, expertly, and often

to the exclusion of other matters in LRC's office. LRC submits, therefore, that its fees and expenses were actually necessary, reasonable and justified, and should be allowed in full.

**NOTICE AND NO PRIOR REQUEST**

35. Notice of this Application has been given to the following parties or, in lieu of, to their counsel, if known: (a) the Debtors; (b) the U.S. Trustee; (c) the DIP Lenders (d) the Committee; and (e) all parties required to be given notice in the Interim Compensation Order. LRC submits that no other or further notice is necessary.

36. No prior request for the relief sought in this Application has been made to this or any other Court.

WHEREFORE, LRC respectfully requests that the Court (i) grant the Application and (ii) grant such further relief as is just and proper.

Dated: December 5, 2018  
Wilmington, Delaware

**LANDIS RATH & COBB LLP**



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Adam G. Landis (No. 3407)  
Matthew B. McGuire (No. 4366)  
Jennifer L. Cree (No. 5919)  
919 Market Street, Suite 1800  
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cree@lrclaw.com

*Special Counsel to the Debtors and Debtors-  
In-Possession*

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In re:

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Debtors.

Chapter 11

Case No. 18-12378 (KG)

(Jointly Administered)

Hearing Date: N/A

Objection Deadline: December 26, 2018 at 4:00 p.m. (ET)

**NOTICE OF APPLICATION**

TO: The above-captioned Debtors; Counsel to the Debtors; the Office of the United States Trustee for the District of Delaware; Counsel to the Committee; Counsel to the DIP Lender; and all parties required to be given notice in the Interim Compensation Order.

Landis Rath & Cobb LLP, Special Counsel to the above-captioned debtors and debtors-in-possession (the “Debtors”), has filed the *First Consolidated Monthly Application of Landis Rath & Cobb LLP, Special Counsel to the Debtors and Debtors-In-Possession, for Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 330 and 331 for the Period from the Petition Date through and Including November 30, 2018* (the “Application”). The Application seeks fees in the amount of \$141,548.50 (80% = \$113,238.80) and expenses in the amount of \$5,989.81 for the period October 22, 2018 through November 30, 2018.

Objections, if any, to the relief requested in the Application must be filed with the United States Bankruptcy Court, 824 N. Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801, on or before **December 26, 2018 at 4:00 p.m. (ET)**.

At the same time, you must also serve a copy of the objection upon the following parties so as to be **received no later than 4:00 p.m. (ET) on December 26, 2018**:

(i) Welded Construction, L.P., 26933 Eckel Road, Perrysburg, OH 43551 (Attn: Frank A. Pometti, Chief Restructuring Officer); (ii) counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Tara C. Pakrouh, Esq.); (iii) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, Room 2207, 844 North King Street, Wilmington, DE 19801, (Attn: Jaclyn Weissgerber, Esq. and Jane M. Leamy, Esq.); (iv) counsel for the DIP Lender, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn: Michael A. Rosenthal, Esq. and Matthew K. Kelsey, Esq.); (v) special counsel to the Debtors, Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, DE 19801 (Attn: Matthew B. McGuire, Esq.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Welded Construction, L.P. (5008) and Welded Construction Michigan, LLC (9830). The mailing address for each of the Debtors is 26933 Eckel Road, Perrysburg, OH 43551.

and Jennifer L. Cree, Esq.); and (vi) proposed counsel for the Committee, Blank Rome LLP, 130 North 18th Street, Philadelphia, PA 19103 (Attn: John E. Lucian, Esq. and Michael B. Schaedle, Esq.).

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS, IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED FEES AND 100% OF REQUESTED EXPENSES WITHOUT FURTHER COURT ORDER. ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE, WILL A HEARING BE HELD ON THE APPLICATION.

Dated: December 5, 2018  
Wilmington, Delaware

**LANDIS RATH & COBB LLP**



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Adam G. Landis (No. 3407)  
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*Special Counsel to the Debtors and  
Debtors-In-Possession*

# **EXHIBIT A**



**MONTHLY COMPENSATION BY INDIVIDUAL**

<b>Name of Professional</b>	<b>Position w/LRC and Year of Admission</b>	<b>Year of Law School Graduation</b>	<b>Hourly Billing Rate<sup>1</sup></b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Adam G. Landis	Partner; admitted NY 1992, MA 1992, DE 1996	May, 1991	\$860.00	22.90	\$19,694.00
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Anthony C. Dellose	Paralegal	N/A	\$240.00	28.30	\$6,792.00
<b>Total</b>				<b>259.80</b>	<b>\$141,548.50</b>

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<sup>1</sup> LRC's billing rates have not changed during this Application Period (defined below).

# **EXHIBIT B**

Date: 12/05/2018

Detail Fee Task Code Billing Report  
Landis Rath & Cobb LLP

Page: 1

Client	Trans Date	Tmkr	Hours to Bill	Amount	
<b>Phase ID B118 Board of Directors Matters</b>					
1220.002	10/31/2018	MBM	1.70	1,037.00	participate in board update call (1.5); emails with hawkins and Rosenthal re: same (.2)
1220.002	11/16/2018	MBM	1.00	610.00	call with Pometti to prep for board update call (.4); call with Landis re: same (.3); call with Rosenthal re: same (.3)
<b>Total for Phase ID B118</b>			<b>Billable 2.70</b>	<b>1,647.00</b>	<b>Board of Directors Matters</b>
<b>Phase ID B122 Case Administration</b>					
1220.002	10/22/2018	ACD	2.80	672.00	Assist with preparation for first day hearing (.8); draft exhibits to LRC retention app. (2.0)
1220.002	10/24/2018	ACD	0.10	24.00	Review M. McGuire email regarding employee motion and email same.
1220.002	10/25/2018	ACD	0.20	48.00	Review docket and newly filed pleadings.
1220.002	10/29/2018	ACD	0.80	192.00	Review second day motions and update calendar and file with same
1220.002	10/31/2018	ACD	0.80	192.00	Draft critical dates memo
1220.002	11/05/2018	ACD	0.20	48.00	Update critical dates.
1220.002	11/07/2018	ACD	0.50	120.00	Review newly filed pleadings and update critical dates.
1220.002	11/08/2018	ACD	0.20	48.00	Review newly filed pleadings and update file with same
1220.002	11/13/2018	ACD	0.50	120.00	Review newly filed pleadings and update critical dates.
1220.002	11/14/2018	ACD	0.80	192.00	Review numerous newly filed pleadings; update calendar and file with same.
1220.002	11/15/2018	ACD	0.70	168.00	Review numerous pleadings re: second day motions/applications and update file and calendar with same.
1220.002	11/26/2018	ACD	0.30	72.00	Review newly filed pleadings and update critical dates
1220.002	11/27/2018	ACD	0.40	96.00	Review newly filed pleadings and update file with same.
1220.002	11/28/2018	ACD	0.30	72.00	Review agenda and other related pleadings for 11/30/18 hearing;
<b>Total for Phase ID B122</b>			<b>Billable 8.60</b>	<b>2,064.00</b>	<b>Case Administration</b>
<b>Phase ID B124 Claims Administration &amp; Objections</b>					
1220.002	10/26/2018	MBM	0.70	427.00	numerous emails with Mack, Hawkins and Sunoco re: implementation of TRO settlement
1220.002	10/27/2018	AGL	1.60	1,376.00	review and analyze issues related to consent to perform subcontracts (.8); review and analyze proposed stipulation/consent (.4); emails to and from client group re: same (.4)
1220.002	10/27/2018	JLC	0.40	126.00	emails with company and MBM, AGL re: ETP issues (.1); briefly review related documents (.3)
1220.002	10/28/2018	JLC	0.90	283.50	prep for and attend call re: united piping/sunoco issues (.7); review related documents (.2)
1220.002	10/28/2018	MBM	0.90	549.00	prep for and attend call re: ETP/sunoco issues (.7); review related documents (.2)
1220.002	10/29/2018	JLC	0.20	63.00	call with K. Cushing re: Sunoco meet & confer issues (.1); email to MBM, AGL re: same (.1)
1220.002	10/29/2018	JLC	0.20	63.00	review email from MBM re: Sunoco meet & confer (.1); call to K. Cushing re: same (.1)
1220.002	10/29/2018	JLC	0.20	63.00	additional call with K. Cushing re: Sunoco meet and confer (.1); email with MBM re: same (.1)
1220.002	10/29/2018	JLC	0.60	189.00	call with company, MBM re: Sunoco meet and confer
1220.002	10/29/2018	MBM	1.10	671.00	call with Pometti, Hawkins and Mack re: Sunoco meet and confer
1220.002	10/30/2018	MBM	1.10	671.00	review of settlement materials for Sunoco (.7); emails with Mack, Hawkins and Pometti re: same (.4)
1220.002	10/31/2018	AGL	1.10	946.00	prep call with company re: meet and confer (.7); communications with mcguire re: same and call with sunoco re: same (.4)
1220.002	10/31/2018	MBM	3.90	2,379.00	participate in strategy conference with client and CRO re: Sunoco meet and confer (1.2) numerous emails with client and ZC re: same (.6); call with Sunoco re: claim issues (1.1)
1220.002	11/01/2018	AGL	0.70	602.00	communications with mcguire, company re: go forward issues/strategy with Sunoco/ETP
1220.002	11/01/2018	MBM	1.40	854.00	review of claim data from ZC (.8); call with ZC and client re: Sunoco claims issues (.6)
1220.002	11/06/2018	MBM	3.10	1,891.00	review of ETP Claims package (1.7); call with Pometti and Mack re: same (1.1); review of completion agreement re: same (.3)
1220.002	11/07/2018	AGL	1.00	860.00	call with company re: ETP/Sunoco/subcontractor claims
1220.002	11/07/2018	MBM	4.70	2,867.00	call with Welded team re: preparation for settlement call with ETP (1.0); prepare for (1.2) and attend settlement meeting with Sunoco (1.1); calls with Pometti and Hawkins re: same (.7); call with Committee re: same (.7)
1220.002	11/08/2018	MBM	0.70	427.00	calls with Mack and Pometti re: settlement negotiations (.5); emails with Rosenthal re: same (.2)
1220.002	11/12/2018	AGL	1.00	860.00	communications with mcguire re: meeting issues for ETP in Houston (.2); attend client call re: same (.8)
1220.002	11/12/2018	MBM	1.50	915.00	call with Hawkins, O' Reilly, Pometti and Mack re: ETP meeting prep (.8); review of claim materials prepared by ZC (.7)
1220.002	11/13/2018	AGL	0.70	602.00	communications with client and mcguire re: negotiations with ETP/Sunoco
1220.002	11/13/2018	MBM	10.00	6,100.00	meeting with Welded team to prepare for ETP settlement meeting (3.0); settlement meeting with ETP (4.1); further meetings with Welded team re: ETP settlement issues (1.5); call with Board re: same (.9); call with Committee re: same (.5)
1220.002	11/14/2018	MBM	8.00	4,880.00	meetings with Welded team to prepare for further settlement negotiations with ETP (2.8); settlement meeting with ETP (1.5); follow up meetings with Welded team re: same (3.7)
1220.002	11/15/2018	AGL	0.40	344.00	call with mcguire re: etp claims issues
1220.002	11/15/2018	AGL	0.80	688.00	communications with company, bod, mcguire, re: status of negotiations with ETP and related issues
1220.002	11/15/2018	MBM	6.20	3,782.00	meetings with Welded team and ETP re: settlement (4.2); conference with Pometti and Hawkins re: same (1.4); call with ETP re: same (.3); emails with ETP re: same (.3)
1220.002	11/16/2018	AGL	1.50	1,290.00	update call with mcguire re: etp issues (.4); call with board re: same (1.1)
1220.002	11/16/2018	MBM	2.20	1,342.00	call with board (1.5); numerous calls with Hawkins and Pometti re: status (.4); calls with ETP counsel re: status (.3)
1220.002	11/20/2018	MBM	5.00	3,050.00	meet with Hawkins, Mack and O'Reilly to analyze ETP claims
1220.002	11/27/2018	MBM	2.70	1,647.00	finalize claims review (1.8); emails with Hawkins and O'Reilly re: same (.3); revisions to claims analysis (.6)
1220.002	11/28/2018	AGL	2.10	1,806.00	conference call with company/bod re: settlement, claims analysis and related issues (1.6); call with committee counsel re: same (.5)
1220.002	11/28/2018	MBM	3.10	1,891.00	call with Welded team and O'Reilly re: claims analysis (.4); revisions to claims analysis (1.1); call with Board re: same (1.6)

Date: 12/05/2018

Detail Fee Task Code Billing Report  
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Client	Trans Date	Tmkr	Hours to Bill	Amount	
<b>Phase ID B124 Claims Administration &amp; Objections</b>					
<b>Total for Phase ID B124</b>	<b>Billable</b>		<b>69.70</b>	<b>44,504.50</b>	<b>Claims Administration &amp; Objections</b>
<b>Phase ID B134 Hearings</b>					
1220.002	10/23/2018	MBM	3.50	2,135.00	prepare for and attend first day hearing
1220.002	10/25/2018	ACD	1.50	360.00	Draft 10/26 agenda and e-file same (0.6); prepare binder for chamber (0.3); draft and e-file amended agenda (0.4); confer with KCC regarding service of same and contact info (0.2)
1220.002	10/26/2018	MBM	1.00	610.00	prepare for and attend TRO hearing
<b>Total for Phase ID B134</b>	<b>Billable</b>		<b>6.00</b>	<b>3,105.00</b>	<b>Hearings</b>
<b>Phase ID B135 Litigation</b>					
1220.002	10/22/2018	JLC	6.70	2,110.50	research pertaining to section 108, 365 and automatic stay; research re: various issues related to TRO
1220.002	10/22/2018	AGL	5.40	4,644.00	draft, review and revise complaint, motion for tro, declaration re: Sunoco issues
1220.002	10/22/2018	MBM	10.20	6,222.00	prepare and revise TRO and complaint (7.4); emails and calls with Pometti and Mack re: TRO and complaint (1.3); numerous emails with YCST re: same (.7); numerous conferences with Landis re: same (.8)
1220.002	10/23/2018	AGL	1.60	1,376.00	meetings with mcguire re: strategy, status and litigation issues with sunoco (.7); review and revise and analyze interim settlement offer and response (.6); emails to and from client re: same (.3)
1220.002	10/23/2018	MBM	6.90	4,209.00	meeting with Hawkins and Pometti re: TRO (2.1); revisions to TRO, Complaint and Declaration re: same (2.9); numerous emails and calls with Sunoco counsel re: settlement (1.3); calls and emails with Pometti and Hawkins re: same (.6)
1220.002	10/24/2018	AGL	2.10	1,806.00	finalize tro papers; multiple calls and conferences with client, mcguire re: status, strategy, issues
1220.002	10/24/2018	ACD	6.00	1,440.00	Assist M. Mcguire with preparation and e-file of complaint, tro and declaration in support of tro.
1220.002	10/24/2018	MBM	11.20	6,832.00	numerous emails and calls with Sunoco counsel re: settlement (1.8); emails and calls with client re: same (1.5); emails and calls with DIP Lenders re: same (.7); call with Board re: status (1.5); review, revise and finalize TRO papers for filing (5.7)
1220.002	10/25/2018	AGL	1.30	1,118.00	review and revise settlement agreement; additional coordination with client, counsel to sunoco, debtors, bechtel re: hearing issues, settlement issues
1220.002	10/25/2018	MBM	10.00	6,100.00	prepare for TRO trial (4.2); numerous settlement emails and calls with Sunoco (1.5); emails and calls with client re: same (1.6); draft and revise settlement agreement (1.9); numerous revisions to same (.8)
1220.002	10/26/2018	ACD	0.80	192.00	Review TRO stipulation and update file with same (0.3); prepare and serve same (0.5)
1220.002	11/09/2018	MBM	4.60	2,806.00	prepare [REDACTED] (2.1); call with Beach and Pometti re: same (.5); call with Rosenthal re: same (.4); update call with BOD re: same (1.6)
1220.002	11/09/2018	JLC	0.70	220.50	emails with MBM re: lien research (.1); lien research (.6)
1220.002	11/10/2018	JLC	4.10	1,291.50	research re: liens (2.3); and draft memo re: same (1.7); emails with MBM re: same (.1)
1220.002	11/12/2018	JLC	5.70	1,795.50	research various issues pertaining to [REDACTED] (4.1); draft memo re: same (.1.5); email MBM re: same (.1)
1220.002	11/13/2018	JLC	6.10	1,921.50	research re: potential causes of action (4.3); memo re: same (1.7); email to MBM re: same (.1)
1220.002	11/19/2018	MBM	6.00	3,660.00	attend meetings with Company and co-counsel re: [REDACTED] prep
1220.002	11/21/2018	MBM	2.90	1,769.00	draft and prepare [REDACTED]
1220.002	11/21/2018	MBM	1.90	1,159.00	prepare [REDACTED] analysis for Board
1220.002	11/26/2018	JLC	0.30	94.50	research regarding potential damages (.2); email to MBM re: same (.1)
1220.002	11/26/2018	MBM	3.90	2,379.00	prepare [REDACTED] (3.2); emails with Mack and O'Reilly re: same (.3); call with Hawkins and Pometti re: same (.4)
1220.002	11/26/2018	MBM	3.20	1,952.00	prepare [REDACTED]
1220.002	11/27/2018	MBM	3.40	2,074.00	emails with Mack re: litigation claims (.5); prepare [REDACTED] (2.9)
1220.002	11/28/2018	AGL	0.40	344.00	conference with MBM re [REDACTED], related ETP/Sunoco issues
1220.002	11/28/2018	JLC	2.90	913.50	research related to [REDACTED]
1220.002	11/28/2018	MBM	1.10	671.00	call with YCST and Aliz re: lease issues
1220.002	11/29/2018	MBM	2.70	1,647.00	draft and revise [REDACTED]
1220.002	11/30/2018	JLC	0.70	220.50	emails with MBM [REDACTED] (.1); assist MBM re: same (.6)
1220.002	11/30/2018	MBM	3.90	2,379.00	draft and revise [REDACTED]
<b>Total for Phase ID B135</b>	<b>Billable</b>		<b>116.70</b>	<b>63,347.00</b>	<b>Litigation</b>
<b>Phase ID B136 LRC Retention &amp; Fee Matters</b>					
1220.002	10/22/2018	JLC	4.30	1,354.50	Draft LRC retention application
1220.002	10/23/2018	JLC	2.10	661.50	continue to draft LRC retention app (1.9); review as-filed top 30 creditors (.2)
1220.002	10/23/2018	ACD	1.30	312.00	Revise LRC retention app and potential parties list.
1220.002	10/23/2018	JLC	0.60	189.00	update LRC retention app (.5); confer with MBM re: hearing for same (.1)
1220.002	10/25/2018	ACD	1.20	288.00	Confer with JLC (.2) and update potential parties list regarding LRC retention (1.0)
1220.002	10/25/2018	JLC	0.70	220.50	emails with MBM re: supplemental conflict check (.1); emails with LRC team re: same (.2); revise LRC retention app(.2); confer with ACD re: revisions to retention app (.2)
1220.002	10/26/2018	ACD	0.70	168.00	Revise LRC retention app
1220.002	10/26/2018	JLC	0.10	31.50	emails with MBM, ACD re: LRC retention app
1220.002	10/27/2018	AGL	0.80	688.00	review and revise lrc retention application
1220.002	10/27/2018	MBM	1.60	976.00	review and revise LRC fee application (1.1); emails with Landis re: same (.2); emails with YCST re: same (.3)
1220.002	10/29/2018	JLC	0.40	126.00	Finalize LRC retention app
1220.002	10/29/2018	JLC	3.00	945.00	review YCST comments to LRC retention (.1); multiple calls/emails with MBM re: same (.2); multiple calls/emails with YCST re: retention (.4); revise, prepare for filing and finalize retention (2.3)
1220.002	10/29/2018	ACD	6.00	1,440.00	Assist J. Cree with preparation and e-filing of LRC retention app
1220.002	11/07/2018	ACD	0.50	120.00	Review LRC's October bill for compliance with UST guidelines and local Rules

Date: 12/05/2018

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Client	Trans Date	Tmkr	Hours to Bill	Amount	
<b>Phase ID B136 LRC Retention &amp; Fee Matters</b>					
1220.002	11/14/2018	ACD	0.20	48.00	Review email from Debtors counsel regarding clean order re: LRC retention app (0.1); email same with Debtors counsel (0.1)
1220.002	11/15/2018	JLC	0.20	63.00	emails with MBM re: interim comp order and LRC first monthly fee app (.1); brief review of interim comp order (.1)
1220.002	11/16/2018	ACD	0.50	120.00	Begin drafting LRC's 1st fee app
1220.002	11/20/2018	ACD	1.00	240.00	Continue drafting LRC's 1st fee app
<b>Total for Phase ID B136</b>		Billable	25.20	7,991.00	LRC Retention & Fee Matters
<b>Phase ID B138 Committee Meetings/Communications</b>					
1220.002	11/07/2018	AGL	0.40	344.00	call with committee counsel re: etp issues
<b>Total for Phase ID B138</b>		Billable	0.40	344.00	Committee Meetings/Communications
<b>Phase ID B140 Creditor Inquiries</b>					
1220.002	11/16/2018	JLC	0.20	63.00	call to B. oberg re: surety bonds (.1); confer with MBM re: same (.1)
<b>Total for Phase ID B140</b>		Billable	0.20	63.00	Creditor Inquiries
<b>Phase ID B142 Non-Working Travel</b>					
1220.002	11/12/2018	MBM	8.00	4,880.00	travel to Houston for ETP/Sunoco meetings
1220.002	11/15/2018	MBM	8.00	4,880.00	return travel from ETP meetings in Houston to Wilmington
1220.002	11/18/2018	MBM	5.80	3,538.00	travel to Perrysburg, OH for meetings with Company
1220.002	11/20/2018	MBM	8.50	5,185.00	Return travel from Perrysburg to Wilmington
<b>Total for Phase ID B142</b>		Billable	30.30	18,483.00	Non-Working Travel
<b>GRAND TOTALS</b>					
		Billable	259.80	141,548.50	

**MONTHLY COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
B118 – Board of Directors Matters	2.70	\$1,647.00
B122 – Case Administration	8.60	\$2,064.00
B124 – Claims Administration & Objections	69.70	\$44,504.50
B134 – Hearings	6.00	\$3,105.00
B135 – Litigation	116.70	\$63,347.00
B136 – LRC Retention & Fee Matters	25.20	\$7,991.00
B138 – Committee Meetings/Communications	0.40	\$344.00
B140 – Creditor Inquiries	0.20	\$63.00
B142 – Non-Working Travel	30.30	\$18,483.00
<b>TOTAL</b>	<b>259.80</b>	<b>\$141,548.50</b>

# **EXHIBIT C**

**MONTHLY EXPENSE SUMMARY**

<b>Expenses Category</b>	<b>Total Expenses</b>
Copying	\$103.70
Online Research	\$748.67
Courier Service	\$42.50
Out-of-town Travel	\$4,662.36
Working Meals	\$10.80
Document Retrieval	\$10.60
Filing Fees	\$350.00
Conference Call Services	\$61.18
<b>TOTAL</b>	<b>\$5,989.81</b>



Date: 12/05/2018

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Client	Trans Date	Rate	Units	Amount	
<b>Activity ID E101 Copying</b>					
1220.002	10/22/2018	0.100	470.00	47.00	Internal copy charges
1220.002	10/25/2018	0.100	358.00	35.80	Internal Copy Charges
1220.002	11/12/2018	0.100	209.00	20.90	Internal Copy charges for month of November
<b>Total for Activity ID E101</b>			Billable	103.70	Copying
<b>Activity ID E106 Online research</b>					
1220.002	10/31/2018			256.59	Online research Relx Inc. DBA LexisNexis - Invoice 3091719474
1220.002	11/30/2018			492.08	Online research Relx Inc. DBA LexisNexis - Invoice 3091763581
<b>Total for Activity ID E106</b>			Billable	748.67	Online research
<b>Activity ID E107 Delivery services/messengers</b>					
1220.002	10/25/2018			20.00	Delivery services/messengers DLS Discovery - Invoice 125747
1220.002	10/25/2018			22.50	Delivery services/messengers Parcels, Inc. - Invoice 787016
<b>Total for Activity ID E107</b>			Billable	42.50	Delivery services/messengers
<b>Activity ID E110 Out-of-town travel</b>					
1220.002	11/12/2018			711.00	Out-of-town travel: M. McGuire from Philadelphia to Houston coach class on American Airlines for ETP and Sonoco Meetings; one way on 11/12/18.
1220.002	11/13/2018			101.77	Out-of-town travel: M. McGuire meals in Houston 11/13-11/14/18.
1220.002	11/15/2018			934.19	Out-of-town travel: M. McGuire from Houston to Philadelphia coach class on United Airlines for ETP and Sonoco meetings; one way on 11/15/18.
1220.002	11/15/2018			231.00	Out-of-town travel: Accurate Transportation for M. McGuire to/from Philadelphia airport on 11/12/18 and 11/15/18.
1220.002	11/15/2018			984.90	Out-of-town travel: M. McGuire 3 nights stay at Hyatt Regency for ETP and Sonoco meetings.
1220.002	11/19/2018			42.66	Out-of-town travel: M. McGuire meals in Ohio 11/18-11/20/18.
1220.002	11/20/2018			1,423.84	Out-of-town travel: M. McGuire to/from Philadelphia to Ohio coach class on American Airlines for Company Meetings; round trip 11/18-11/20/18.
1220.002	11/20/2018			233.00	Out-of-town travel: Accurate Transportation for M. McGuire to/from Philadelphia airport on 11/18/18 and 11/20/18.
<b>Total for Activity ID E110</b>			Billable	4,662.36	Out-of-town travel
<b>Activity ID E111 Meals</b>					
1220.002	10/23/2018			10.80	Meals: working dinner for MBM (DiMeo's)
<b>Total for Activity ID E111</b>			Billable	10.80	Meals
<b>Activity ID E208 Document Retrieval</b>					
1220.002	10/30/2018			10.60	Document Retrieval - October PACER searches
<b>Total for Activity ID E208</b>			Billable	10.60	Document Retrieval
<b>Activity ID E214 Filing Fee</b>					
1220.002	10/24/2018			350.00	Filing Fee U.S. Bankruptcy Court - Tracking ID 26D3BD8U, filing of adversary complaint
<b>Total for Activity ID E214</b>			Billable	350.00	Filing Fee
<b>Activity ID E226 Conference Call Service</b>					
1220.002	10/24/2018			12.99	Conference Call Service Soundpath Conferencing - Invoice 111218
1220.002	10/24/2018			12.51	Conference Call Service Soundpath Conferencing - Invoice 111218
1220.002	10/28/2018			15.70	Conference Call Service Soundpath Conferencing - Invoice 111218
1220.002	10/29/2018			19.98	Conference Call Service Soundpath Conferencing - Invoice 111218
<b>Total for Activity ID E226</b>			Billable	61.18	Conference Call Service
<b>GRAND TOTALS</b>					
			Billable	5,989.81	

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

WELDED CONSTRUCTION, L.P., *et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-12378 (KG)

(Jointly Administered)

**CERTIFICATION OF MATTHEW B. MCGUIRE**

Matthew B. McGuire, an attorney-at-law, duly admitted in good standing to practice in the State of Delaware hereby certifies that:

1. I am a partner in the firm of Landis Rath & Cobb LLP (“LRC”), and I am duly authorized to make this certification on behalf of LRC. LRC was retained by the Debtors<sup>2</sup> as Special Counsel pursuant to an order of the Court. This certification is made in support of the *First Consolidated Monthly Application of Landis Rath & Cobb LLP, Special Counsel to the Debtors and Debtors-In-Possession, for Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 330 and 331 for the Period from the Petition Date through and including November 30, 2018* (the “Application”) and in compliance with rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (“Rule 2016-2”) and with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* (the “U.S. Trustee Guidelines”).

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<sup>1</sup>The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Welded Construction, L.P. (5008) and Welded Construction Michigan, LLC (9830). The mailing address for each of the Debtors is 26933 Eckel Road, Perrysburg, OH 43551.

<sup>2</sup> Capitalized terms utilized but not otherwise defined herein shall have the meaning ascribed to them in the Application.

2. I have read the Application, and I certify that the Application substantially complies with Rule 2016-2 and the U.S. Trustee Guidelines.

Dated: December 5, 2018  
Wilmington, Delaware

**LANDIS RATH & COBB LLP**



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Matthew B. McGuire (No. 4366)  
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Wilmington, DE 19801  
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*Special Counsel to the Debtors and Debtors-In-Possession*