

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

WELDED CONSTRUCTION, L.P., *et al.*¹

Debtors.

Chapter 11

Case No. 18-12378 (KG)

(Jointly Administered)

Hearing Date: N/A

Objection Deadline: February 11, 2019 at 4:00 p.m. (ET)

**SECOND 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 DECEMBER 1, 2018
THROUGH AND INCLUDING DECEMBER 31, 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:

December 1, 2018 through December 31, 2018

Amount of monthly fees to be approved
as actual, reasonable and necessary:

\$87,400.00 (80% = \$69,920.00)

Amount of monthly expenses sought
as actual, reasonable and necessary:

\$689.79

This is a X monthly interim final application

This application includes 8.10 hours with a value of \$2,401.50 for time incurred in the preparation of this fee application.

¹ 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.



Prior Applications:

Dated Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
12/5/18	10/22/18 – 11/30/18	\$141,548.50	\$5,989.81	\$113,238.80	\$5,989.81

MONTHLY COMPENSATION BY INDIVIDUAL

Name of Professional	Position w/LRC and Year of Admission	Year of Law School Graduation	Hourly Billing Rate²	Total Billed Hours	Total Compensation
Rebecca L. Butcher	Partner; admitted DE 1999, PA 2000	May, 1999	\$610.00	3.40	\$2,074.00
Matthew B. McGuire	Partner; admitted PA 2001, DE 2003	May, 2000	\$610.00	91.80	\$55,998.00
Jennifer L. Cree	Associate; admitted DE 2013, PA 2014	May, 2013	\$315.00	58.60	\$18,459.00
Nicolas E. Jenner	Associate; admitted DE 2018	May, 2018	\$295.00	12.60	\$3,717.00
Anthony C. Dellose	Paralegal	N/A	\$240.00	22.20	\$5,328.00
Jared F. Schierbaum	Paralegal	N/A	\$240.00	7.60	\$1,824.00
Total				196.2	\$87,400.00

Blended Hourly Rate: \$445.46

² LRC's billing rates have not changed during this Application Period (defined below).

MONTHLY COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
B114 – Assumption/Rejection of Lease Contracts	1.30	\$409.50
B118 – Board of Directors Matters	2.20	\$1,342.00
B122 – Case Administration	3.10	\$1,410.00
B124 – Claims Administration & Objections	3.60	\$1,989.50
B134 – Hearings	0.60	\$151.50
B135 – Litigation	175.50	\$78,857.00
B136 – LRC Retention & Fee Matters	8.60	\$2,521.50
B151 – Schedules/Operating Reports	1.30	\$719.00
TOTAL	196.2	\$87,400.00

MONTHLY EXPENSE SUMMARY

Expenses Category	Total Expenses
Copying	\$9.90
Outside Printing	\$20.71
Online Research	\$312.65
Delivery Service/Messengers	\$33.50
Working Meals	\$169.50
Document Retrieval	\$11.60
Conference Call Services	\$131.93
TOTAL	\$689.79

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COMPENSATION AND REIMBURSEMENT OF EXPENSES PURSUANT
TO 11 U.S.C. §§ 330 AND 331 FOR THE PERIOD FROM DECEMBER 1, 2018
THROUGH AND INCLUDING DECEMBER 31, 2018**

Landis Rath & Cobb LLP (“LRC”), Special Counsel to the above-captioned debtors and debtors-in-possession (the “Debtors”), submits this *Second 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 December 1, 2018 Through and Including December 31, 2018* (the “Application”) for legal services performed during the period commencing December 1, 2018 through and including December 31, 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. §

¹ 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.² 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].

² 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.³

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 \$87,400.00 and expenses in the amount of \$689.79.

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.

³ 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: 3.10; Total Fees: \$1,410.00)

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) Litigation: (Total Hours: 175.50; Total Fees: \$78,857.00)

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") to avoid litigation 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, the Committee, the DIP Lenders, and other parties-in-interest. 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 prepared and filed documents memorializing the Debtors' and Sunoco's proposed settlement agreement and stipulation (the "Settlement Agreement"). In connection therewith, LRC drafted and revised multiple iterations of the Settlement Agreement,

negotiated with Sunoco's counsel regarding the same and conferred with various parties-in-interest regarding proposed revisions to the document. LRC also reviewed and analyzed Sunoco's draft exhibits to the Settlement Agreement, advised the Debtors with respect to proposed revisions to the exhibits and negotiated with Sunoco's counsel regarding those revisions.

21. In connection with the Settlement Agreement, LRC prepared and filed the *Motion of the Debtors for Approval of Compromise and Settlement Resolving Certain Disputes with Sunoco Partners Marketing & Terminals L.P. and Sunoco Pipeline, L.P. Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 105* [D.I. 361] (the "9019 Motion") and a sealed version of the 9019 Motion [D.I. 360]. LRC also prepared and filed the *Motion of the Debtors to Seal the Motion of the Debtors for Approval of Compromise and Settlement Resolving Certain Disputes with Sunoco Partners Marketing & Terminals L.P. and Sunoco Pipeline, L.P. Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 105* [D.I. 362] (the "Motion to Seal") and the *Motion to Shorten Time for Notice of (I) Motion of the Debtors for Approval of Compromise and Settlement Resolving Certain Disputes with Sunoco Partners Marketing & Terminals L.P. and Sunoco Pipeline, L.P. Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 105 and (II) Motion of the Debtors to Seal the Motion of the Debtors for Approval of Compromise and Settlement Resolving Certain Disputes with Sunoco Partners Marketing & Terminals L.P. and Sunoco Pipeline, L.P. Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 105* [D.I. 363] (the "Motion to Shorten").

22. Following the filing of the 9019 Motion, the Motion to Seal and the Motion to Shorten, LRC conferenced with various parties-in-interest regarding comments to the proposed forms of order and with respect to inquiries regarding confidential information contained in the

9019 Motion. LRC advised the Debtors with respect to proposed revisions to the proposed form of order to the 9019 Motion and negotiated with multiple parties-in-interest regarding revising the proposed form of order to the 9019 Motion. In addition, LRC began to prepare for the hearing to consider the 9019 Motion and the Motion to Seal.

(C) LRC Retention/Fee Matters: (Total Hours: 8.60; Total Fees: \$2,521.50)

23. Among other services provided under this category during the Application Period, LRC prepared and 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* [D.I. 307] in accordance with the Interim Compensation Order, the Local Rules and the U.S. Trustee's Guidelines.

COMPENSATION REQUESTED

24. LRC expended 196.20 hours during the Application Period in furtherance of its efforts on behalf of the Debtors. LRC requests allowance of compensation in the amount of \$87,400.00 for legal services rendered during the Application Period at a blended hourly rate of \$445.46. Pursuant to the Interim Compensation Order, LRC requests interim payment of 80% of the total fees requested, or \$69,920.00. None of the requested fees detailed herein have been paid.

REIMBURSEMENT OF EXPENSES

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

⁴ 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.

26. In order to more efficiently handle voluminous copying of pleadings served and filed in these Chapter 11 Cases, LRC on occasion retained third-party duplication service providers. LRC seeks reimbursement only for the actual expenses charged by such third-party service providers. In addition, LRC seeks reimbursement for, among other things, computer-assisted research, which is the actual cost of such charges.

27. LRC seeks reimbursement for its reasonable, necessary and actual expenses incurred during the Application Period for the total amount of \$689.79.

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.

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 to represent 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: January 22, 2019
Wilmington, Delaware

LANDIS RATH & COBB LLP

/s/ Matthew B. McGuire

Adam G. Landis (No. 3407)
Matthew B. McGuire (No. 4366)
Jennifer L. Cree (No. 5919)
919 Market Street, Suite 1800
Wilmington, Delaware 19801
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mcguire@lrclaw.com
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*Special Counsel to the Debtors and Debtors-
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Chapter 11

Case No. 18-12378 (KG)

(Jointly Administered)

Hearing Date: N/A

Objection Deadline: February 11, 2019 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 *Second 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 December 1, 2018 Through and Including December 31, 2018* (the “Application”). The Application seeks fees in the amount of \$87,400.00 (80% = \$69,920.00) and expenses in the amount of \$689.79 for the period December 1, 2018 through December 31, 2018.

Objections, if any, to the relief requested in the Application must be filed with the United States Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **February 11, 2019 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 February 11, 2019**:

(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. and Jennifer L. Cree, Esq.); and (vi) counsel for the Committee, Blank Rome LLP, 130

¹ 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.

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: January 22, 2019
Wilmington, Delaware

LANDIS RATH & COBB LLP

/s/ Matthew B. McGuire

Adam G. Landis (No. 3407)
Matthew B. McGuire (No. 4366)
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*Special Counsel to the Debtors and
Debtors-In-Possession*

EXHIBIT A

MONTHLY COMPENSATION BY INDIVIDUAL

Name of Professional	Position w/LRC and Year of Admission	Year of Law School Graduation	Hourly Billing Rate¹	Total Billed Hours	Total Compensation
Rebecca L. Butcher	Partner; admitted DE 1999, PA 2000	May, 1999	\$610.00	3.40	\$2,074.00
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EXHIBIT B

MONTHLY COMPENSATION BY PROJECT CATEGORY

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TOTAL	196.2	\$87,400.00

Date: 01/08/2019

Detail Fee Task Code Billing Report
Landis Rath & Cobb LLP

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Client	Trans Date	Tmkr	Hours to Bill	Amount	
Phase ID B114 Assumption/Rejection of Leases and Contracts					
1220.002	12/06/2018	JLC	0.20	63.00	Review letter from M. McLaughlin re: equipment lease
1220.002	12/06/2018	JLC	1.10	346.50	review multi machine letter and email (.4); confer with MBM re: same (.1); email to A. Ralph re: same (.6)
Total for Phase ID B114					
		Billable	1.30	409.50	Assumption/Rejection of Leases and Contracts
Phase ID B118 Board of Directors Matters					
1220.002	12/14/2018	MBM	2.20	1,342.00	call with Board re: update on ETP (1.2); call with ETP re: settlement status (.4); calls with Hawkins and Pometti re: same (.6)
Total for Phase ID B118					
		Billable	2.20	1,342.00	Board of Directors Matters
Phase ID B122 Case Administration					
1220.002	12/07/2018	ACD	0.30	72.00	Review newly filed pleadings and update calendar and critical dates memo
1220.002	12/13/2018	MBM	1.80	1,098.00	prepare for (.2) and attend bi-weekly advisor call (1.6)
1220.002	12/17/2018	ACD	0.30	72.00	Review newly filed pleadings and update calendar
1220.002	12/18/2018	ACD	0.70	168.00	Review agenda and newly filed pleadings and update calendar and file
Total for Phase ID B122					
		Billable	3.10	1,410.00	Case Administration
Phase ID B124 Claims Administration & Objections					
1220.002	12/09/2018	MBM	2.90	1,769.00	review of claims data to prepare for ETP settlement conference (1.6); review of research re: causes of action against ETP (1.3)
1220.002	12/22/2018	JLC	0.30	94.50	emails with B. Haywood, MBM and company re: Sunoco settlement and vendor claims.
1220.002	12/26/2018	JLC	0.20	63.00	call from vendor re: Sunoco settlement (.1); email to MBM re: same (.1)
1220.002	12/26/2018	JLC	0.20	63.00	emails with MBM, Haywood re: settlement and vendor claim.
Total for Phase ID B124					
		Billable	3.60	1,989.50	Claims Administration & Objections
Phase ID B134 Hearings					
1220.002	12/28/2018	ACD	0.50	120.00	Assist with preparation for 1/3/19 Hrg.
1220.002	12/28/2018	JLC	0.10	31.50	review notice of agenda for 1/3 hearing
Total for Phase ID B134					
		Billable	0.60	151.50	Hearings
Phase ID B135 Litigation					
1220.002	12/02/2018	MBM	1.90	1,159.00	revise term sheet with Sunoco (.7); emails with Pometti and hawkins re: same (.4); draft and review correspondence to UPI re: settlement (.6); emails with Pometti re: same (.2)
1220.002	12/03/2018	JLC	1.20	378.00	multiple BOD calls, for Sunoco settlement r Sunoco term sheet (1.1); confer with MBM re: settlement (.1)
1220.002	12/03/2018	MBM	8.40	5,124.00	call with Committee professionals re: status of Sunoco settlement discussions and recovery waterfall (1.1); call with Board re: same (1.7); review and revise term sheet re: same (.6); numerous emails and calls with pometti and Hawkins re: same (1.2); emails with O' Reilly re: Complaint (.2); review of O' Reilly comments to

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<u>Client</u>	<u>Trans Date</u>	<u>Tmkr</u>	<u>Hours to Bill</u>	<u>Amount</u>	
Phase ID B135 Litigation					
					complaint (.9); conference with Butcher and review of comments to complaint (.8); revise Complaint (1.9)
1220.002	12/04/2018	JLC	1.40	441.00	draft 9019 motion for Sunoco settlement
1220.002	12/04/2018	MBM	0.60	366.00	emails and calls with UPI re: status of settlement
1220.002	12/04/2018	MBM	5.20	3,172.00	further revisions to Sunoco complaint (1.9); emails and calls with Pometti re: settlement issues (1.6); several calls with Committee counsel re: settlement issues (1.1); call with Sunoco counsel re: settlement offer (.6)
1220.002	12/05/2018	RLB	3.40	2,074.00	Review draft complaint against Sunoco.
1220.002	12/05/2018	MBM	3.10	1,891.00	review comments to complaint from Butcher and O' Reilly (.7); revise Complaint (2.4)
1220.002	12/06/2018	MBM	2.70	1,647.00	emails with Hawkins and Pometti re: status (.2); review of company comments to complaint (.8); review of research re: same (1.7)
1220.002	12/07/2018	JLC	0.30	94.50	briefly review revised complaint as to Sunoco.
1220.002	12/07/2018	MBM	3.30	2,013.00	further revisions to complaint (2.2); research re: same (.9); emails with Hawkins and Pometti re: same (.2)
1220.002	12/10/2018	MBM	6.70	4,087.00	call with advisor group re: case status (1.5); call with Pometti and Hawkins re: Sunoco status (.4); call with Alix and company re: comments to complaint (.9); call with Pometti and Committee re: status (.8); revisions to complaint and confer with O' Reilly re: same (3.1)
1220.002	12/11/2018	NEJ	4.50	1,327.50	Confer with MBM re: research for Sunoco complaint (.3); research on same (4.2);
1220.002	12/11/2018	MBM	3.30	2,013.00	call with Beach and Pometti re: status (1.0); review and analyze recovery analysis (1.1) call with Beach and Pometti re: same (1.2)
1220.002	12/12/2018	MBM	4.40	2,684.00	work to finalize complaint (1.7); review of research re: same (1.4) emails with Pometti re: status (.6); call with Lucian re: status (.7)
1220.002	12/13/2018	MBM	5.50	3,355.00	emails and calls with Sunoco counsel re: counterclaims (1.1); research re: same (2.1); calls with Lucian and Pometti re: same (.8); call with Pometti and Gratton re: same (1.5)
1220.002	12/14/2018	MBM	2.90	1,769.00	prepare complaint
1220.002	12/14/2018	JLC	2.10	661.50	draft 9019 motion.
1220.002	12/14/2018	JLC	0.20	63.00	confer with NEJ re: motion to shorten 9019 motion and motion to seal same
1220.002	12/14/2018	JLC	0.10	31.50	confer with MBM re: 9019 motion.
1220.002	12/14/2018	NEJ	2.70	796.50	Confer with JLC re: motion to shorten and motion to seal (.2); Draft same (2.5)
1220.002	12/14/2018	NEJ	0.80	236.00	Research related to Sunoco complaint
1220.002	12/14/2018	JLC	0.20	63.00	confer with NEJ re: motion to shorten and motion to seal
1220.002	12/14/2018	MBM	2.90	1,769.00	call with Pometti and Sunoco counsel re: settlement (.4); follow-up call with Sunoco counsel re: settlement (.4); draft and revise settlement agreement (2.1)
1220.002	12/15/2018	JLC	4.20	1,323.00	continue to draft 9019 motion.
1220.002	12/15/2018	MBM	2.10	1,281.00	review and revise settlement agreement (1.9); emails with Pometti and Hawkins re: same (.3)
1220.002	12/16/2018	NEJ	4.40	1,298.00	Continue to draft motion to shorten (2.2); and motion to seal (2.2)
1220.002	12/16/2018	JLC	8.10	2,551.50	continue to draft 9019 motion and pfo
1220.002	12/16/2018	JLC	0.30	94.50	multiple emails with Sunoco, company re: proposed settlement
1220.002	12/16/2018	MBM	3.40	2,074.00	emails with Pometti re: Sunoco settlement agreement (.4); revisions to settlement agreement (1.1); emails with DIP Lenders and Committee re: same (.3); emails with Sunoco re: same (.1); review and revise draft 9019 Motion (1.6)
1220.002	12/17/2018	JLC	0.20	63.00	confer with NEJ re: motion to shorten and seal
1220.002	12/17/2018	JLC	2.80	882.00	revise 9019 motion.

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Phase ID B135 Litigation					
1220.002	12/17/2018	JLC	2.30	724.50	revise 9019 motion.
1220.002	12/17/2018	JLC	3.60	1,134.00	review and revise motion to seal (2.3); motion to shorten (1.3)
1220.002	12/17/2018	NEJ	0.20	59.00	Confer with JLC re: motion to shorten, motion to seal, and related documents
1220.002	12/17/2018	MBM	3.90	2,379.00	review and revise 9019 motion (2.1); numerous conferences with Cree re: same (.4); emails with Pometti re: support for demob costs (.3); review of documents re: same (.6); calls and emails with Lucian re: comments to settlement agreement (.5)
1220.002	12/17/2018	JLC	0.40	126.00	numerous conferences with MBM re: 9019 motion
1220.002	12/18/2018	JLC	3.60	1,134.00	revise motion to shorten 9019 motion (1.7) and motion to seal (1.9) and related pfo
1220.002	12/18/2018	JLC	0.10	31.50	emails with company re: settlement documents
1220.002	12/18/2018	ACD	5.00	1,200.00	Assist with preparation of 9019 motion, motion to seal and motion to shorten
1220.002	12/18/2018	MBM	4.80	2,928.00	review and revise proposed DPA and lien releases (1.1); revise and finalize 9019 motion (2.1); emails and calls with Pometti and Hawkins re: same (.6); emails with Sunoco, DIP Lender and Committee re: same (.6); call with Lucian re: Committee comments (.4)
1220.002	12/19/2018	JLC	0.40	126.00	update motion to seal (.1) and motion to shorten (.1) 9019 documents (.2)
1220.002	12/19/2018	ACD	2.70	648.00	Assist with preparation for filing 9019, motion to seal and motion to shorten.
1220.002	12/19/2018	JLC	0.30	94.50	emails with MBM, sunoco, lenders, committee re: proposed stipulation and settlement agreement
1220.002	12/19/2018	JLC	0.10	31.50	email with MBM re: exhibit A to stipulation and settlement agreement
1220.002	12/19/2018	JLC	3.70	1,165.50	Assist in preparing proposed settlement documents and pleadings
1220.002	12/19/2018	MBM	5.50	3,355.00	further revisions to 9019 Motion (.9); emails with Pometti re: same (.4); review of exhibits to Settlement Agreement (.5); review of comments from Sunoco to SA (.4); review and revise SA (1.2); calls with Lucian re: same (.6); numerous emails with Pometti, Pieper and Lucian re: same (.9)
1220.002	12/20/2018	JLC	0.20	63.00	Briefly review proposed exhibit A to stipulation (.1); email to ACD re: same (.1)
1220.002	12/20/2018	JLC	0.20	63.00	review revised motion to shorten (.1) and motion to seal (.1) re: 9019 motion.
1220.002	12/20/2018	JLC	0.20	63.00	emails with Sunoco counsel, company re: proposed changes to settlement agreement
1220.002	12/20/2018	ACD	7.00	1,680.00	Assist with preparation of filing 9019 motion, motion to seal and motion to shorten
1220.002	12/20/2018	JLC	3.70	1,165.50	Prepare Sunoco settlement pleadings
1220.002	12/20/2018	MBM	1.90	1,159.00	review of Sunoco's proposed changes to SA (.6); numerous calls with Pometti, Hawkins and Lucian re: status (1.3);
1220.002	12/21/2018	JLC	0.40	126.00	emails with MBM, cozen re: revised settlement docs (.2); briefly review same (.2)
1220.002	12/21/2018	JLC	6.70	2,110.50	finalize and prepare settlement documents for filing (1.7) and related motions (5.0).
1220.002	12/21/2018	JFS	7.00	1,680.00	Assist with preparation of settlement pleadings
1220.002	12/21/2018	ACD	1.00	240.00	Assist with preparation re: 9019 motion, motion to seal and motion to shorten.
1220.002	12/21/2018	MBM	6.60	4,026.00	numerous calls with Pometti re: settlement agreement with Sunoco (1.4); calls with Lucian re: same (.7); calls with DeLuca and Cushing re: same (.6); review and revise settlement agreement (1.4); review of 9019 motion, motion to shorten and motion to

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<u>Client</u>	<u>Trans Date</u>	<u>Tmkr</u>	<u>Hours to Bill</u>	<u>Amount</u>	
Phase ID B135 Litigation					
1220.002	12/21/2018	JLC	0.90	283.50	seal (1.9); numerous emails with Cree re: filing issues (.7)
1220.002	12/21/2018	JLC	0.80	252.00	multiple emails/conferences with MBM re: settlement documents
1220.002	12/22/2018	JLC	0.60	189.00	multiple emails with MBM, cozen re: final settlement documents
					email with company re: settlement pleadings (.2), review same (.4)
1220.002	12/22/2018	JLC	0.50	157.50	finalize service of settlement pleadings
1220.002	12/26/2018	JFS	0.60	144.00	download, save, review and forward Order Granting Motion to Shorten Time for Notice of (I) Motion of the Debtors for Approval of Compromise and Settlement Resolving Certain Disputes With Sunoco Partners Marketing & Terminals L.P. (.3); calendar related dates and deadlines (.2) confirm service of same (.1)
1220.002	12/26/2018	JLC	0.20	63.00	review order shortening 9019 notice (.1); confer with JFS re: same (.1)
1220.002	12/26/2018	MBM	1.20	732.00	numerous calls with subcontractors re: settlement agreement
1220.002	12/26/2018	MBM	0.90	549.00	calls with contractor counsel re: settlement agreement (.7); review of revised order (.2)
1220.002	12/27/2018	ACD	2.00	480.00	Emails with J. Cree regarding motion to shorten order and submitting corrected version to Court (0.2); revise order (0.2); draft and e-file notice of corrected order shortening motion (1.5); e-mails with claims agent re: service of same (0.1)
1220.002	12/27/2018	JLC	0.20	63.00	email from court re: order (.1); emails with ACD re: same (.1)
1220.002	12/28/2018	MBM	0.80	488.00	calls with subcontractors re: settlement agreement
1220.002	12/31/2018	MBM	1.80	1,098.00	numerous calls and emails with Vendors re: issues related to settlement agreement
1220.002	12/31/2018	JLC	0.20	63.00	emails with company, vendors re: proposed changes to 9019 pfo

Total for Phase ID B135

Billable	175.50	78,857.00	Litigation
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Phase ID B136 LRC Retention & Fee Matters

1220.002	12/04/2018	JLC	4.50	1,417.50	review and revise LRC pre-bills for compliance with UST guidelines and local rules (1.6); draft LRC first consolidated fee application (2.9)
1220.002	12/05/2018	JLC	1.00	315.00	continue to draft LRC first consolidated fee app.
1220.002	12/05/2018	JLC	0.60	189.00	finalize LRC first monthly fee app.
1220.002	12/05/2018	ACD	2.00	480.00	Review LRC's 1st fee app and edit same (1.0); prepare and e-file same (0.7); create serve list for same (0.3)
1220.002	12/27/2018	ACD	0.50	120.00	Draft and e-file Certificate of No Objection re: LRC's 1st fee app

Total for Phase ID B136

Billable	8.60	2,521.50	LRC Retention & Fee Matters
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Phase ID B151 Schedules/Operating Reports

1220.002	12/05/2018	MBM	1.10	671.00	emails with Ralph re: sofa issues related to Sunoco claims (.2); review and research same (.9)
1220.002	12/18/2018	ACD	0.20	48.00	Review filed schedules and statements

Total for Phase ID B151

Billable	1.30	719.00	Schedules/Operating Reports
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GRAND TOTALS

Billable	196.20	87,400.00
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EXHIBIT C

MONTHLY EXPENSE SUMMARY

Expenses Category	Total Expenses
Copying	\$9.90
Outside Printing	\$20.71
Online Research	\$312.65
Delivery Service/Messengers	\$33.50
Working Meals	\$169.50
Document Retrieval	\$11.60
Conference Call Services	\$131.93
TOTAL	\$689.79

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Detail Cost Task Code Billing Report
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Client	Trans Date	Rate	Units	Amount	
Activity ID E101 Copying					
1220.002	12/14/2018	0.100	16.00	1.60	Internal Copy charges
1220.002	12/28/2018	0.100	83.00	8.30	Internal Copy charges
Total for Activity ID E101			Billable	9.90	Copying
Activity ID E102 Outside printing					
1220.002	12/05/2018			20.71	Outside printing Parcels, Inc.- Invoice 793846
Total for Activity ID E102			Billable	20.71	Outside printing
Activity ID E106 Online research					
1220.002	12/31/2018			312.65	Online research LexisNexis Invoice 3091810134
Total for Activity ID E106			Billable	312.65	Online research
Activity ID E107 Delivery services/messengers					
1220.002	12/05/2018			11.00	Delivery services/messengers Parcels, Inc.- Invoice 794259
1220.002	12/27/2018			22.50	Delivery services/messengers Parcels, Inc.- Invoice 797024
Total for Activity ID E107			Billable	33.50	Delivery services/messengers
Activity ID E111 Meals					
1220.002	12/18/2018			26.00	Meals: working dinner for J. Cree and A. Dellose - DiMeo's Pizza
1220.002	12/19/2018			39.00	Meals: Working dinner for J. Cree and A. Dellose - Washington Street Ale House
1220.002	12/20/2018			56.00	Meals: Working dinner for J. Cree and A. Dellose - Mikimotos
1220.002	12/21/2018			48.50	Meals: Working dinner for J. Cree and J. Schierbaum - Stitch House
Total for Activity ID E111			Billable	169.50	Meals
Activity ID E208 Document Retrieval					
1220.002	12/31/2018			11.60	PACER Document Retrieval
Total for Activity ID E208			Billable	11.60	Document Retrieval
Activity ID E226 Conference Call Service					
1220.002	11/13/2018			29.18	Conference Call Service: Soundpath - Invoice 121218
1220.002	11/29/2018			2.70	Conference Call Service: Soundpath - Invoice 121218
1220.002	11/30/2018			9.07	Conference Call Service: Soundpath - Invoice 121218
1220.002	11/30/2018			7.00	Conference Call Service: Soundpath - Invoice 121218
1220.002	12/02/2018			8.09	Conference Call Service: Soundpath - Invoice 121218
1220.002	12/03/2018			20.84	Conference Call Service: Soundpath - Invoice 121218
1220.002	12/05/2018			12.27	Conference Call Service: Soundpath - Invoice 121218
1220.002	12/10/2018			42.78	Conference Call Service: Soundpath - Invoice 121218
Total for Activity ID E226			Billable	131.93	Conference Call Service
GRAND TOTALS					
			Billable	689.79	

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

In re:

WELDED CONSTRUCTION, L.P., *et al.*¹

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 Debtors² as Special Counsel pursuant to an order of the Court. This certification is made in support of the *Second 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 December 1, 2018 Through and Including December 31, 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”).

¹ 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.

² 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: January 22, 2019
Wilmington, Delaware

LANDIS RATH & COBB LLP

/s/ Matthew B. McGuire

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