IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

| | <u> </u> | Ref. Docket Nos. 245 and 476 |
|--------------------------------------|----------|------------------------------|
| Debtors. |) | (Jointly Administered) |
| WELDED CONSTRUCTION, L.P., et al., 1 |) | Case No. 18-12378 (KG) |
| In re: |) | Chapter 11 |
| | ` | |

ORDER AUTHORIZING THE SALE OF MISCELLANEOUS ASSETS OUTSIDE THE ORDINARY COURSE OF BUSINESS FREE AND CLEAR OF ALL LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES PURSUANT TO SECTION 363 OF THE BANKRUPTCY CODE

Upon consideration of the (i) Order Establishing Procedures for Sales of Certain Miscellaneous Assets Outside the Ordinary Course of Business Free and Clear of All Liens, Claims, Interests and Encumbrances Pursuant to Section 363 of the Bankruptcy Code [Docket No. 245] (the "Miscellaneous Asset Sale Procedures Order")² and (ii) related Certification of Counsel Regarding Proposed Order Authorizing the Sale of Miscellaneous Assets Outside the Ordinary Course of Business Free and Clear of All Liens, Claims, Interests and Encumbrances Pursuant to Section 363 of the Bankruptcy Code (the "Certification of Counsel") filed by the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"); and it appearing from the Certification of Counsel that due and sufficient notice of the proposed sale (the "Sale Transaction") of the Miscellaneous Assets of the Debtors set forth on Exhibit 1 attached hereto (collectively, the "Purchased Assets") to Viking Mat Co. (the "Buyer") pursuant to the terms and conditions of this Order has been given in accordance with the

Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Miscellaneous Asset Sale Procedures Order.



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.

Miscellaneous Asset Sale Procedures Order; and it further appearing that no other or further notice of the Sale Transaction and the relief provided for in this Order is required; and it further appearing that (i) the Sale Transaction and the relief provided for in this Order are in the best interest of the Debtors, their estates and creditors, (ii) the Sale Transaction is an appropriate exercise of the Debtors' business judgment, and (iii) the consideration received for the Purchased Assets is fair and reasonable; and it further appearing that there is just cause for the relief granted herein; and after due deliberation and sufficient cause therefor, IT IS HEREBY ORDERED THAT:

- The Sale Transaction is APPROVED and the requirements for the Sale Transaction set forth in the Miscellaneous Asset Sale Procedures Order are satisfied.
- 2. In accordance with the terms of the Miscellaneous Asset Sale Procedures Order, the Buyer shall acquire the Purchased Assets on an "AS IS-WHERE IS" basis without any representations or warranties from the Debtors as to the quality or fitness of such assets for either their intended or any other purposes.
- 3. Pursuant to section 363(f) of the Bankruptcy Code and the Miscellaneous Asset Sale Procedures Order, the Sale Transaction shall be free and clear of all liens, claims and encumbrances whatsoever, with any such liens, claims and encumbrances to attach to the proceeds of the Sale Transaction, with the same validity, force, and effect that they had against the Purchased Assets prior to the Sale Transaction.
- 4. The Debtors are authorized to execute and deliver all instruments and documents, and take such other action as may be necessary or appropriate, to implement and effectuate the Sale Transaction and the relief granted by the Miscellaneous Asset Sale Procedures Order and this Order.

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5. This Order is immediately effective and enforceable, notwithstanding the possible applicability of Rule 6004(h) of the Federal Rules of Bankruptcy Procedure or otherwise.

6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order and the Sale Transaction.

Dated: February 6th, 2019 Wilmington, Delaware

KEVIN GROSS UNITED STATES BANKRUPTCY JUDGE

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EXHIBIT 1

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| # | Asset Description | Economic Terms of Sale | Notes ⁽¹⁾ | Subject to Equipment Provider Contract (Y/N) | Location of Asset | Disposition of Proceeds | Timing of Proceeds Disposition | Identity of Buyer | Buyer Affiliate / Insider | Party Holding Liens, Buyer Affiliate / Insider Encumbrances or Interests | Equipment Contract Statement |
|----|-----------------------|---------------------------|-------------------------------------|---|---|----------------------------|-----------------------------------|---|---------------------------|---|---------------------------------|
| 1 | Used Pipe Skids | \$ 60,000 | Quantity: 40K Price: \$1.50 | No | Perrysburg 26933 Eckel Road, Perrysburg, OH 43551 | | | | | | |
| 2 | Used 40' B Grade Mats | \$ 64,000 | 64,000 Quantity: 80 Price: \$800 | ON | Perrysburg 26933 Eckel Road, Perrysburg, OH 43551 | | | | | | |
| 8 | Used 40' C Grade Mats | 005'2 \$ | 7,500 Quantity: 75 Price: \$100 | ON | Perrysburg 26933 Eckel Road, Perrysburg, OH 43551 | | | | | | |
| 4 | Used 30' B Grade Mats | \$ 17,200 | 17,200 Quantity: 43 Price: \$400 | ON | Perrysburg 26933 Eckel Road, Perrysburg, OH 43551 | | Two (2) business days | 7 + c b d + c | <u> </u> | a openio | This equipment is not |
| r2 | Used 30' C Grade Mats | \$ 2,150 | 2,150 Quantity: 43 Price: \$50 | ON | Perrysburg 26933 Eckel Road, Perrysburg, OH 43551 | WO (A) | upon receipt | VIKING MALCO. | . Y. | בוג בעוומע | Provider Contract |
| 9 | Used Pipe Skids | \$ 60,000 | Quantity: 40K Price: \$1.50 | ON | Red Lion 401 East Broadway, Red Lion, PA 17356 | | | | | | |
| 4 | Used 40' B Grade Mats | \$ 12,800 | 12,800 Quantity: 16 Price: \$800 | ON | Red Lion 401 East Broadway, Red Lion, PA 17356 | | | | | | |
| 00 | Used 30' B Grade Mats | \$ 4,800 | 4,800 Quantity: 12 Price: \$400 | No | Red Lion 401 East Broadway, Red Lion, PA 17356 | | | | | | |

Notes:
(1) Viking Mast kide are based on an actimated quantity of mate and chid