

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

In re: WELDED CONSTRUCTION, L.P., <i>et al.</i> , ¹ Debtors.)))))))	Chapter 11 Case No. 18-12378 (KG) (Jointly Administered) Ref. Docket No. 496
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**SUPPLEMENT TO FIRST INTERIM FEE REQUEST OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP**

Young Conaway Stargatt & Taylor, LLP (“**Young Conaway**” or the “**Firm**”), counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”), hereby supplements the *First Interim Fee Request of Young Conaway Stargatt & Taylor, LLP* [Docket No. 496] (the “**First Interim Request**”) for the period from October 22, 2018, through and including December 31, 2018 (the “**Interim Period**”) by attaching, as **Exhibits A** through **E** hereto, certain schedules requested by the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the “**UST Guidelines**”). In addition, Young Conaway respectfully states as follows to address the questions set forth under section C.5 of the UST Guidelines:

- a. During the Interim Period, Young Conaway did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees, or terms.
- b. The fees sought by Young Conaway in the First Interim Request are not more than the fees budgeted pursuant to the original budget provided by Young Conaway to the Debtors.

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.

c. The professionals included in the First Interim Request did not vary their hourly rate based on the geographic location of the bankruptcy case.

d. The First Interim Request did not include any fees dedicated to reviewing or revising time records, or, preparing, reviewing, and revising invoices that would not normally be compensable outside of bankruptcy.

e. The time period covered by the First Interim Request includes approximately 4.30 hours with a value of \$2,321.50 spent by Young Conaway to ensure that the time entries subject to the First Interim Request comply with the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and do not disclose privileged or confidential information. This review and any revisions associated therewith are a necessary component of Young Conaway's preparation of each monthly fee application.

f. The First Interim Request did not include rate increases since Young Conaway's retention.

Dated: February 14, 2019
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Allison S. Mielke

M. Blake Cleary (No. 3614)
Sean M. Beach (No. 4070)
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Counsel to the Debtors

EXHIBIT A**CUSTOMARY AND COMPARABLE
COMPENSATION DISCLOSURES**

Young Conaway's hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by comparably skilled bankruptcy attorneys. In addition, Young Conaway's hourly rates for bankruptcy services are comparable to the rates charged by the Firm, and by comparably skilled practitioners in other firms, for complex corporate and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. By way of example, Young Conaway's blended hourly rates for attorneys and paraprofessionals in the Corporate Counseling and Litigation, Business Planning and Tax, and Intellectual Property Litigation sections of the Firm for the prior calendar year were as set forth below. Young Conaway believes that the services performed by those three sections of the Firm are comparable to the services performed in the Bankruptcy and Corporate Restructuring section. Also included below is 2017 blended hourly rate information for all sections of the Firm, excluding the Bankruptcy and Corporate Restructuring section and the Personal Injury and Workers' Compensation section.

Category of Timekeeper	Blended Hourly Rate		
	Billed In comparable practice areas for preceding calendar year ¹	Billed Firm-wide for preceding calendar year ²	Billed This Application
Partner	\$807	\$658	\$696.22
Counsel	\$488	\$439	\$535.61
Associate	\$406	\$396	\$403.53
Paralegal	\$212	\$175	\$250.13
Aggregated:	\$541	\$466	\$506.40

¹ This column reflects the blended 2017 rates charge by the firm for complex corporate and litigation matters in the following sections of the firm: Corporate Counseling and Litigation, Business Planning and Tax, and Intellectual Property Litigation.

² This column excludes blended hourly rates for the Bankruptcy and Corporate Restructuring section and the Personal Injury and Workers' Compensation section.

EXHIBIT B**BUDGET AND STAFFING PLAN**

	BUDGETED AMOUNT			
		<u>October/November</u>	<u>December</u>	<u>Application Period</u>
Total Budgeted Fees/Expenses		\$650,000.00	\$635,000.00	\$1,285,000.00
	PROFESSIONAL RATES			
<u>Professional</u>	<u>October</u>	<u>November</u>	<u>December</u>	<u>Application Period</u>
John T. Dorsey	\$875.00	\$875.00	\$875.00	\$875.00
Michael R. Nestor	\$845.00	\$845.00	\$845.00	\$845.00
M. Blake Cleary	\$815.00	\$815.00	\$815.00	\$815.00
Sean M. Beach	\$715.00	\$715.00	\$715.00	\$715.00
Matthew B. Lunn	\$675.00	\$675.00	\$675.00	\$675.00
Donald J. Bowman	\$565.00	\$565.00	\$565.00	\$565.00
Robert F. Poppiti, Jr.	\$565.00	\$565.00	\$565.00	\$565.00
Erin D. Edwards	\$595.00	\$595.00	\$595.00	\$595.00
Michael S. Neiburg	\$555.00	\$555.00	\$555.00	\$555.00
Justin H. Rucki	\$530.00	\$530.00	\$530.00	\$530.00
Travis G. Buchanan	\$460.00	\$460.00	\$460.00	\$460.00
Allison S. Mielke	\$360.00	\$360.00	\$360.00	\$360.00
Tara C. Pakrouh	\$360.00	\$360.00	\$360.00	\$360.00
Betsy L. Feldman	\$300.00	\$300.00	\$300.00	\$300.00
Beth Olivere (paralegal)	\$255.00	\$255.00	\$255.00	\$255.00
	BUDGETED HOURS			
<u>Professional</u>	<u>October</u>	<u>November</u>	<u>December</u>	<u>Application Period</u>
John T. Dorsey	0	0	35	35
Michael R. Nestor	20	25	10	55
M. Blake Cleary	100	75	0	175
Sean M. Beach	200	200	200	600
Matthew B. Lunn	25	25	25	75
Donald J. Bowman	25	25	0	50
Robert F. Poppiti, Jr.	25	75	75	175
Erin D. Edwards	0	50	75	125
Michael S. Neiburg	0	50	75	125
Justin H. Rucki	200	200	125	525
Travis G. Buchanan	0	0	75	75

Allison S. Mielke	0	0	175	175
Tara C. Pakrouh	200	175	175	550
Betsy L. Feldman	200	175	175	550
Beth Olivere (paralegal)	50	50	50	150
TOTAL BUDGETED HOURS	1045	1125	1270	3440
	BUDGETED FEES			
<u>Professional</u>	<u>October</u>	<u>November</u>	<u>December</u>	<u>Application Period</u>
John T. Dorsey	\$0.00	\$0.00	\$30,625.00	\$30,625.00
Michael R. Nestor	\$16,900.00	\$21,125.00	\$8,450.00	\$46,475.00
M. Blake Cleary	\$81,500.00	\$61,125.00	\$0.00	\$142,625.00
Sean M. Beach	\$143,000.00	\$143,000.00	\$143,000.00	\$429,000.00
Matthew B. Lunn	\$16,875.00	\$16,875.00	\$16,875.00	\$50,625.00
Donald J. Bowman	\$14,125.00	\$14,125.00	\$0.00	\$28,250.00
Robert F. Poppiti, Jr.	\$14,125.00	\$42,375.00	\$42,375.00	\$98,875.00
Erin D. Edwards	\$0.00	\$29,750.00	\$44,625.00	\$74,375.00
Michael S. Neiburg	\$0.00	\$27,750.00	\$41,625.00	\$69,375.00
Justin H. Rucki	\$106,000.00	\$106,000.00	\$66,250.00	\$278,250.00
Travis G. Buchanan	\$0.00	\$0.00	\$34,500.00	\$34,500.00
Allison S. Mielke	\$0.00	\$0.00	\$63,000.00	\$63,000.00
Tara C. Pakrouh	\$72,000.00	\$63,000.00	\$63,000.00	\$198,000.00
Betsy L. Feldman	\$60,000.00	\$52,500.00	\$52,500.00	\$165,000.00
Beth Olivere (paralegal)	\$12,750.00	\$12,750.00	\$12,750.00	\$38,250.00
				\$0.00
TOTAL BUDGETED FEES	\$286,525.00	\$356,125.00	\$619,575.00	\$1,262,225.00
	BUDGETED EXPENSES			
	<u>October</u>	<u>November</u>	<u>December</u>	<u>Application Period</u>
TOTAL BUDGETED EXPENSES	\$3,000.00	\$3,000.00	\$15,000.00	\$21,000.00

Professional	Position of the Professional; Number of Years in that Position; Year Obtaining License to Practice, if Applicable
John T. Dorsey	Partner since 2004. Joined firm as special counsel in 2003. Member of DE bar since 1991.
Michael R. Nestor	Partner since 2003. Joined firm as an associate in 2001. Member DE bar since 1996.
M. Blake Cleary	Partner since 2005. Joined firm as an associate in 1998. Member of DE and PA bars since 1997.
Sean M. Beach	Partner since 2009. Joined firm as an associate in 2000. Member of DE bar since 2001 and NY bar since 2007.
Matthew B. Lunn	Partner since 2010. Joined firm as an associate in 2001. Member of DE bar since 2001 and NY bar since 2009.
Donald J. Bowman	Counsel since 2015. Joined firm as an associate in 2005. Member of DE bar since 2003.
Robert F. Poppiti, Jr.	Partner since 2018. Joined firm as an associate in 2007. Member of DE bar since 2007 and NY bar since 2015.
Erin D. Edwards	Partner since 2014. Joined firm as an associate in 2003. Member of DE bar since 2003.
Michael S. Neiburg	Partner since 2019. Joined firm as an associate in 2008. Member of DE bar since 2009 and PA bar since 2006.
Justin H. Rucki	Joined firm as an associate in 2009. Member of DE bar since 2009.
Travis G. Buchanan	Joined firm as an associate in 2011. Member of DE and NY bars since 2011.
Allison S. Mielke	Joined firm as an associate in 2017. Member of DE bar since 2013.
Tara C. Pakrouh	Joined firm as an associate in 2017. Member of DE bar since 2015.
Betsy L. Feldman	Joined firm as an associate in 2017. Member of DE bar since 2017.
Beth Olivere	Paralegal

EXHIBIT C**SUMMARY OF TIMEKEEPERS INCLUDED
IN THE FIRST INTERIM REQUEST**

Name	Title	Department	Date of First Admission	Fees Billed in the Application Period	Hours Billed in the Application Period	Hourly Rate Billed in the Application Period
John T. Dorsey	Partner	Bankruptcy	1991	\$39,900.00	45.60	\$875
Michael R. Nestor	Partner	Bankruptcy	1996	\$35,659.00	42.20	\$845
M. Blake Cleary	Partner	Bankruptcy	1981	\$18,745.00	23.00	\$815
Sean M. Beach	Partner	Bankruptcy	2001	\$324,324.00	453.60	\$715
Matthew B. Lunn	Partner	Bankruptcy	2001	\$2,160.00	3.20	\$675
Vincent C. Thomas	Partner	Business Planning	2003	\$4,550.00	7.00	\$650
Timothy J. Houseal	Partner	Complex and Special Litigation	1990	\$183.00	0.30	\$610
Anthony G. Flynn	Partner	Complex and Special Litigation	1977	\$2,220.00	3.70	\$600
Erin Edwards	Partner	Bankruptcy	2003	\$54,621.00	91.80	\$595
Scott A. Holt	Partner	Employment Law	1995	\$4,105.50	6.90	\$595
Robert F. Poppiti, Jr.	Partner	Bankruptcy	2007	\$63,732.00	112.80	\$565
Timothy Snyder	Partner	Employment Law	1985	\$367.50	0.70	\$525
Donald J. Bowman	Counsel	Bankruptcy	2003	\$14,916.00	26.40	\$565
William Gamgort	Counsel	Employment Law	2008	\$6,080.00	12.80	\$475
Michael S. Neiburg	Associate	Bankruptcy	2009	\$16,650.00	30.00	\$555
Justin H. Rucki	Associate	Bankruptcy	2009	\$199,969.00	377.30	\$530
Justin P. Duda	Associate	Business Planning	2010	\$2,707.50	5.70	\$475
Allurie R. Kephart	Associate	Business Planning	2012	\$3,404.00	7.40	\$460

Travis G. Buchanan	Associate	Bankruptcy	2011	\$14,720.00	32.00	\$460
Elizabeth S. Justison	Associate	Bankruptcy	2013	\$85.00	0.20	\$425
Allison S. Mielke	Associate	Bankruptcy	2013	\$55,260.00	153.50	\$360
Tara C. Pakrouh	Associate	Bankruptcy	2015	\$66,276.00	184.10	\$360
Betsy L. Feldman	Associate	Bankruptcy	2017	\$87,090.00	290.30	\$300
Ryan D. Hart	Associate	Business Planning	2017	\$12,120.00	40.40	\$300
Jared W. Kochenash	Associate	Bankruptcy	2019	\$1,738.50	6.10	\$285
Matthew Milana	Law Clerk	Bankruptcy	-	\$11,220.00	40.80	\$275
Brenda Walters	Paralegal	Bankruptcy	-	\$85.50	0.30	\$285
Debbie Laskin	Paralegal	Bankruptcy	-	\$228.00	0.80	\$285
Beth Olivere	Paralegal	Bankruptcy	-	\$24,199.50	94.90	\$255
Troy Bollman	Paralegal	Bankruptcy	-	\$3,978.00	15.60	\$255
Colleen Stevens	Paralegal	Business Planning	-	\$697.50	3.10	\$225
Paul Puskarczyk	Paralegal	Commercial Real Estate	-	\$60.00	0.30	\$200
Monica Fratticci	Paralegal	Litigation Support	-	\$1,067.50	6.10	\$175
Patrick M. Foss	Paralegal	Litigation Support	-	\$49.50	0.30	\$165
TOTAL				\$1,073,168.50	2119.20	

EXHIBIT D**SUMMARY OF COMPENSATION AND EXPENSE REIMBURSEMENT**

SUMMARY OF COMPENSATION BY PROJECT CATEGORY			
Project Category		Hours Billed	Fees Sought
B001	Case Administration	128.50	\$46,850.50
B002	Court Hearings	103.80	\$47,165.00
B003	Cash Collateral/DIP Financing	328.90	\$180,219.50
B004	Schedules & Statements, U.S. Trustee Reports	82.00	\$33,984.00
B005	Lease/Executory Contract Issues	190.30	\$85,099.50
B006	Use, Sale or Lease of Property (363 issues)	576.60	\$303,350.00
B007	Claims Analysis, Objections and Resolutions	54.30	\$34,609.00
B008	Meetings	171.80	\$110,929.00
B009	Stay Relief Matters	8.40	\$3,825.00
B010	Reclamation and Adversaries	9.40	\$3,917.00
B011	Other Adversary Proceedings	202.40	\$89,245.50
B012	Plan and Disclosure Statement	5.00	\$2,875.50
B013	Creditor Inquiries	26.40	\$11,368.00
B014	General Corporate Matters	44.30	\$25,458.50
B015	Employee Matters	85.80	\$43,822.50
B017	Retention of Professionals/Fee Issues	56.80	\$22,849.50
B018	Fee Application Preparation	4.30	\$2,321.50
B019	Travel	22.10	\$17,273.50
B020	Utility Services	11.20	\$4,107.00
B708	Business Operations	6.90	\$3,898.50
Total		2119.20	\$1,073,168.50

SUMMARY OF EXPENSE REIMBURSEMENT BY CATEGORY	
Category	Amount
Car/Bus/Subway Travel	\$296.16
Computerized Legal Research	\$1,670.27
Court Reporter	\$326.70
Delivery / Courier	\$227.50
Deposition/Transcript	\$128.40
Docket Retrieval/Search	\$39.10
Federal Express	\$226.43
Hotel/Lodging	\$453.98
Outside Litigation Support	\$9,139.02
Reproduction Charges	\$6,890.40
Staff Overtime	\$107.65
Teleconference/Video Conference	\$315.90
Working Meals	\$539.52
TOTAL	\$20,361.03

EXHIBIT E

SUMMARY OF SECOND INTERIM APPLICATION	
Name of Applicant	Young Conaway Stargatt & Taylor, LLP
Name of Client	Debtors
Time period covered by First Interim Application	October 22, 2018 through December 31, 2018
Total compensation sought during the Application Period	\$1,073,168.50
Total expenses sought during the Application Period	\$20,361.03
Petition Date	October 22, 2018
Retention Date	October 22, 2018
Date of order approving employment	November 15, 2018
Total compensation approved by interim order to date	N/A
Total expenses approved by interim order to date	N/A
Total allowed compensation paid to date	\$858,534.80
Total allowed expenses paid to date	\$20,361.03
Blended rate in the First Interim Application for all attorneys	\$527.12
Blended rate in the First Interim Application for all timekeepers	\$506.40
Compensation sought in the First Interim Application already paid pursuant to a monthly compensation order but not yet allowed	\$858,534.80
Expenses sought in the First Interim Application already paid pursuant to a monthly compensation order but not yet allowed	\$20,361.03
Number of professionals included in the First Interim Application	34
If applicable, number of professionals in the First Interim Application not included in staffing plan approved by client	19
If applicable, difference between fees budgeted and compensation sought during the Application Period	Amt. Budgeted: \$1,262,225.00 Amt. Sought: \$1,073,168.50
Number of professionals billing fewer than 15 hours to the case during the Application Period	17
Are any rates higher than those approved or disclosed at retention?	No