

**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: March 13, 2019 at 10:00 a.m. (ET)

Objection Deadline: March 6, 2019 at 4:00 p.m. (ET)

FIRST INTERIM FEE APPLICATION OF LANDIS RATH & COBB LLP

Name of Applicant:

Landis Rath & Cobb LLP

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

Date of Retention:

Nunc Pro Tunc to October 22, 2018Period for which compensation
and reimbursement sought:

October 22, 2018 through December 31, 2018

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

\$228,948.50

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

\$6,679.60

This is a(n) ____ monthly ____ x ____ interim ____ final application

Monthly Fee Application Filing Date & Docket No.	Period Covered	Total Requested Fees	Total Requested Expenses	CNO Filing Date & Docket No.	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
12/5/18 D.I. 307	10/22/18 – 11/30/18	\$141,548.50	\$5,989.81	12/27/18 D.I. 378	\$113,238.80	\$5,989.81	\$28,309.70
1/22/19 D.I. 430	12/1/18 – 12/31/18	\$87,400.00	\$689.79	2/12/19 D.I. 495	\$69,920.00	\$689.79	\$17,480.00
Totals		\$228,948.50	\$6,679.60		\$183,158.80	\$6,679.60	\$45,789.70

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.

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FIRST INTERIM FEE APPLICATION OF LANDIS RATH & COBB LLP

Landis Rath & Cobb LLP (“LRC”), Special Counsel to the above-captioned debtors and debtors-in-possession (the “Debtors”), submits this *First Interim Fee Application of Landis Rath & Cobb LLP* (the “Application”) for legal services performed during the period commencing October 22, 2018 through December 31, 2018 (the “Application Period”). In support of the Application, LRC respectfully represents as follows:

RELIEF REQUESTED

1. By this Application, LRC seeks interim approval and allowance of its compensation for legal services and reimbursement of expenses incurred during the Application Period, including authorization for the Debtors to pay the 20% holdback of fees as provided under 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”). LRC has filed and served monthly fee applications and accompanying certificates of no objection for the periods covering October 22, 2018 through and

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including December 31, 2018 (collectively, the “Monthly Fee Applications”). Each of the Monthly Fee Applications is incorporated by reference as if fully set forth herein.²

2. In accordance with the United States Trustee’s *Guidelines For Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases* (the “Guidelines”), this Application is supported by (i) Exhibit A, which is a summary of compensation by each professional of LRC that worked on the above-captioned chapter 11 cases; (ii) Exhibit B, which is a summary of compensation by project category; (iii) Exhibit C, which is an expense summary; (iv) Exhibit D, which contains LRC’s customary and comparable compensation disclosures; (v) Exhibit E, which is the estimated budget for Landis Rath & Cobb LLP as Special Counsel to the Debtors for the period October 22, 2018 through December 31, 2018, and (vi) the Certification of Matthew B. McGuire, which is attached hereto as Exhibit F.

COMPENSATION REQUESTED

3. LRC seeks interim allowance of fees in the amount of \$228,948.50 for legal services rendered and reimbursement of expenses in the amount of 6,679.60, which were incurred during the Application Period. In addition, LRC requests that the Debtors are authorized to pay the \$45,789.70 in fees representing the twenty percent (20%) “holdback” of fees.

NOTICE

4. 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

² Copies of the Monthly Fee Applications may be obtained by written request to the undersigned counsel.

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.

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

Dated: February 14, 2019
Wilmington, Delaware

LANDIS RATH & COBB LLP



Adam G. Landis (No. 3407)
Matthew B. McGuire (No. 4366)
Jennifer L. Cree (No. 5919)
919 Market Street, Suite 1800
Wilmington, Delaware 19801
Telephone: (302) 467-4400
Facsimile: (302) 467-4450
Email: landis@lrclaw.com
mcguire@lrclaw.com
cree@lrclaw.com

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

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FOR THE DISTRICT OF DELAWARE**

In re:

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Debtors.

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Hearing Date: March 13, 2019 at 10:00 a.m. (ET)

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NOTICE OF FIRST INTERIM FEE APPLICATION OF LANDIS RATH & COBB LLP

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, Conflict Counsel to the above-captioned debtor and debtor-in-possession (the “Debtor”), has filed the *First Interim Fee Application of Landis Rath & Cobb LLP* (the “Application”). The Application seeks fees in the amount of \$228,948.50 and expenses in the amount of \$6,679.60 for the period from October 22, 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 **March 6, 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 March 6, 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 North 18th Street, Philadelphia, PA 19103 (Attn: John E. Lucian, Esq. and Michael B. Schaedle, Esq.).

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A HEARING ON THE APPLICATION WILL BE HELD ON **MARCH 13, 2019 AT 10:00 A.M. (EST)** BEFORE THE HONORABLE KEVIN GROSS, UNITED STATES BANKRUPTCY JUDGE, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 6th FLOOR, COURTROOM 3, WILMINGTON, DELAWARE 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: February 14, 2019
Wilmington, Delaware

LANDIS RATH & COBB LLP



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Matthew B. McGuire (No. 4366)
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919 Market Street, Suite 1800
Wilmington, Delaware 19801
Telephone: (302) 467-4400
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*Special Counsel to the Debtors and
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EXHIBIT A

SUMMARY OF FEES BY INDIVIDUAL FOR THE APPLICATION PERIOD
(October 22, 2018 – December 31, 2018)

Name of Professional	Position w/LRC and Year of Admission	Year of Law School Graduation	Hourly Billing Rate¹	Total Billed Hours	Total Compensation
Adam G. Landis	Partner; admitted NY 1992, MA 1992, DE 1996	May, 1991	\$860.00	22.90	\$19,694.00
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	259.10	\$158,051.00
Jennifer L. Cree	Associate; admitted: DE 2013, PA 2014	May, 2013	\$315.00	99.90	\$31,468.50
Nicolas E. Jenner	Associate; admitted DE 2018	May, 2018	\$295.00	12.60	\$3,717.00
Anthony C. Dellose	Paralegal	N/A	\$240.00	50.50	\$12,120.00
Jared F. Schierbaum	Paralegal	N/A	\$240.00	7.60	\$1,824.00
Total				456.00	\$228,948.50

Blended Hourly Rate: \$502.08

¹ LRC's billing rates have not changed during this Application Period (defined below).
 {1220.002-W0054203.}

EXHIBIT B

COMPENSATION BY PROJECT CATEGORY
(October 22, 2018 – December 31, 2018)

Project Category	Total Hours	Total Fees
B114 – Assumption/Rejection of Leases and Contracts	1.30	\$409.50
B118 – Board of Directors Matters	4.90	\$2,989.00
B122 – Case Administration	11.70	\$3,474.00
B124 – Claims Administration & Objections	73.30	\$46,494.00
B134 – Hearings	6.60	\$3,256.50
B135 – Litigation	292.20	\$142,204.00
B136 – LRC Retention & Fee Matters	33.80	\$10,512.50
B138 – Committee Meetings/Communications	0.40	\$344.00
B140 – Creditor Inquiries	0.20	\$63.00
B142 – Non-Working Travel	30.30	\$18,483.00
B151 – Schedules/Operating Reports	1.30	\$719.00
TOTAL	456.00	\$228,948.50

EXHIBIT C

SUMMARY EXPENSE SUMMARY FOR THE APPLICATION PERIOD
(October 22, 2018 – December 31, 2018)

Expenses Category	Total Expenses
Copying	\$113.60
Outside Printing	\$20.71
Online Research	\$1,061.32
Delivery Services/Messengers	\$76.00
Out-of-Town Travel	\$4,662.36
Meals	\$180.30
Document Retrieval	\$22.20
Filing Fee	\$350.00
Conference Call Service	\$193.11
TOTAL	\$6,679.60

EXHIBIT D

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES
(October 22, 2018 – December 31, 2018)

Category of Timekeeper	Blended Hourly Rate	
	Billed Firm-wide for Fiscal year (FY2018)	Billed October 22, 2018 through December 31, 2018
Partner	\$689.28	\$693.33
Associate	\$381.66	\$305.00
Paralegal	\$237.50	\$240.00
Aggregated	\$436.16	\$412.77

EXHIBIT E

**ESTIMATED BUDGET FOR LANDIS RATH & COBB LLP
AS CONFLICT COUNSEL TO THE DEBTOR
(October 22, 2018 – December 31, 2018)**

Month	LRC Budget	LRC Actual Amount
October/November 2018	\$150,000.00	\$141,548.50
December 2018	\$100,000.00	\$87,400.00
Total	\$250,000.00	\$228,948.50

EXHIBIT F

**IN THE UNITED STATES BANKRUPTCY COURT
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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 Debtor as conflict counsel pursuant to an order of the Bankruptcy Court. This certification is made in support of the *First Interim Fee Application of Landis Rath & Cobb LLP* (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”) of the Bankruptcy Court, and with the United States Trustee’s *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “Guidelines”).

2. To that end, the following is provided in response to the request for additional information set forth in ¶ C.5 of the Guidelines:

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Question: Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period?

Response: No.

Question: If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Response: The fees sought in this Application are less than the fees budgeted for the time period covered by this Application.

Question: Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Response: No.

Question: Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application).

Response: This Application includes time and fees related to reviewing or revising time records or preparing, reviewing or revising invoices in connection with the preparation of the Monthly Fee Applications.

Question: Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information?

Response: No.

Question: Does this fee application include any rate increases since retention?

Response: No.

Question: Did the client agree when retaining LRC to accept all future rate increases? If not, did LRC inform the client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

Response: The client was notified at the outset of the engagement that LRC's hourly rates are reviewed and revised from time to time.

3. I have read the Application and I certify that the Application substantially complies with Rule 2016-2 and the Revised UST Guidelines.

Dated: February 14, 2019
Wilmington, Delaware

LANDIS RATH & COBB LLP



Matthew B. McGuire (No. 4366)
919 Market Street, Suite 1800
Wilmington, DE 19801
Telephone: (302) 467-4400
Facsimile: (302) 467-4450
Email: mcguire@lrclaw.com

Special Counsel to the Debtors and Debtors-In-Possession