

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
WELDED CONSTRUCTION, L.P., <i>et al.</i> , ¹)	Case No. 18-12378 (KG)
Debtors.)	(Jointly Administered)
)	Objection Deadline: March 6, 2019 at 4:00 p.m. (ET)
)	Hearing Date: March 13, 2019 at 10:00 a.m. (ET)

SUMMARY COVER SHEET TO
FIRST INTERIM APPLICATION OF TENEO CAPITAL LLC FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS INVESTMENT BANKER AND FINANCIAL ADVISOR TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
THE PERIOD OCTOBER 30, 2018 THROUGH DECEMBER 31, 2018

Name of Applicant	Teneo Capital LLC
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	<i>Nunc Pro Tunc</i> to October 30, 2018 ²
Period for which Compensation and Reimbursement is Sought for the First Interim Period:	October 30, 2018 through December 31, 2018
Amount of Compensation Sought as Actual, Reasonable, and Necessary for the First Interim Period:	\$140,000.00
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for the First Interim Period:	\$1,573.09
This is a(n): _____ Monthly <u> X </u> Interim _____ Final Fee Application.	
This is Teneo's First Interim 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.

² See *Order Granting Application of the Official Committee of Unsecured Creditors for an Order Under Bankruptcy Code Sections 328 and 1103, Bankruptcy Rule 2014, and Local Rule 2014-1 Approving the Employment and Retention of Teneo Capital LLC as Investment Banker and Financial Advisor Nunc Pro Tunc to October 30, 2018*, entered on December 7, 2018 [D.I. 314].



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Summary of Monthly Fee Applications Filed for Interim Period:

		Total Fees Requested			Approved		
Date Filed and Docket Number	Period Covered	Fees	Expenses	CNO Filing Date and Docket Number	Amount of Fees Allowed (80%)	Amount of Expenses Allowed (100%)	Amount of Holdback Fees Sought (20%)
December 7, 2018 D.I. 317	October 30, 2018 through November 30, 2018	\$70,000.00	\$1,018.46	12/28/18 D.I. 380	\$56,000.00	\$1,018.46	\$14,000
January 10, 2019 D.I. 405	December 1, 2018 through December 31, 2018	\$70,000.00	\$554.63	1/31/19 D.I. 452	\$56,000.00	\$554.63	\$14,000
	TOTAL:	\$140,000.00	\$1,573.09		\$112,000.00	\$1,573.09	\$28,000

Summary of Objections to Monthly Fee Applications:

None.

**CUMULATIVE SUMMARY OF PROFESSIONAL SERVICES RENDERED BY
TENEO CAPITAL LLC ON BEHALF OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD FROM
OCTOBER 30, 2018 THROUGH DECEMBER 31, 2018**

Welded Construction						
Summary of Services Rendered by Teneo Capital						
TOTAL HOURS						
October 30, 2018 through December 31, 2018						
	<u>Wu</u>	<u>Boguslaski</u>	<u>Stevens</u>	<u>Stepanyants</u>	<u>Jain</u>	
	<i>Senior Managing Director</i>	<i>Senior Managing Director</i>	<i>Vice President</i>	<i>Associate</i>	<i>Analyst</i>	
Category						Total
Analysis of Operating Results	-	3.0	3.8	14.5	12.0	33.3
Cash & Liquidity Analysis	-	3.0	15.8	14.0	24.0	56.8
Sale Process	4.5	12.5	17.5	26.0	6.5	67.0
Communications with Debtors & Professionals	12.5	21.5	22.0	14.0	8.5	78.5
Communications with UCC & Professionals	13.5	25.5	15.8	24.5	9.0	88.3
Bankruptcy Filings & Document Review	-	2.5	24.0	2.5	20.0	49.0
Motions / Court Hearings	-	3.5	4.5	3.0	4.5	15.5
Case Administration	-	-	5.5	1.5	5.0	12.0
Non-Working Travel	-	-	-	-	-	-
Employee Compensation Programs	-	-	-	-	-	-
Financing (DIP)	-	-	-	-	-	-
SOFA SOALs	-	1.0	4.7	3.0	4.0	12.7
Total	30.5	72.5	113.6	103.0	93.5	413.1

**CUMULATIVE SUMMARY OF EXPENSES INCURRED BY
TENEO CAPITAL LLC ON BEHALF OF THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM
OCTOBER 30, 2018 THROUGH DECEMBER 31, 2018**

Expense Category	Amount
Long Distance Transportation	\$744.64
Local Transportation	391.90
Meals	436.55
Total	\$1,573.09

**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)

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) (Jointly Administered)

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) **Objection Deadline: March 6, 2019 at 4:00 p.m. (ET)**
) **Hearing Date: March 13, 2019 at 10:00 a.m. (ET)**

**FIRST INTERIM APPLICATION OF TENE0 CAPITAL LLC FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS INVESTMENT BANKER AND FINANCIAL ADVISOR TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
THE PERIOD OCTOBER 30, 2018 THROUGH DECEMBER 31, 2018**

Teneo Capital LLC (“Teneo”), as Investment Banker and Financial Advisor to the Official Committee of Unsecured Creditors (the “Committee”) of Welded Construction, L.P., *et al.* (the “Debtors”), submits its First Interim Fee Application (the “Application”), pursuant to sections 327, 330(a), and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and this Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses For Retained Professionals*, entered November 15, 2018 (the “Interim Compensation Order”) [D.I. 230] for (i) the allowance of interim compensation for professional services performed by Teneo for the first interim application period October 30, 2018 through and including December 31, 2018 (the “Compensation Period”) in the amount of \$140,000.00 (the “Interim Compensation Amount”) and (ii) reimbursement of its actual

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.

and necessary expenses in the amount of \$1,573.09 (the “Interim Expense Amount”) incurred during the First Interim Period. In support of this Application, Teneo respectfully represents the following:

JURISDICTION

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. § 157(b)(2).
2. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

3. On October 22, 2018 (the “Petition Date”), the Debtors each filed a voluntary petition under chapter 11 the Bankruptcy Code. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors continue to manage and operate their businesses and property as debtors in possession. No trustee or examiner has been appointed in these cases.

4. On October 30, 2018, the Office of United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code.

5. Subsequent to its formation, on October 30, 2018, the Committee selected Blank Rome as its counsel in these chapter 11 cases and Teneo as its investment banker and financial advisor.

6. By the Court’s *Order Granting Application of the Official Committee of Unsecured Creditors for an Order Under Bankruptcy Code Sections 328 and 1103, Bankruptcy Rule 2014, and Local Rule 2014-1 Approving the Employment and Retention of Teneo Capital LLC as Investment Banker and Financial Advisor* Nunc Pro Tunc to October 30, 2018, entered on December 7, 2018, the Committee was authorized to retain Teneo effective *nunc pro tunc* to October 30, 2018 [D.I. 314] (the “Retention Order”). The Retention Order authorizes the Debtors to compensate Teneo

in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such other procedures as were to be fixed by order of the Court. On November 15, 2018, the Court entered the Interim Compensation Order, which established such procedures.

SUMMARY OF APPLICATION FOR THE COMPENSATION PERIOD

7. By this Application, and in accordance with the Interim Compensation Order, Teneo requests approval of the Interim Compensation Amount and the Interim Expense Amount for the Compensation Period.

8. During the Compensation Period, Teneo performed the services for which it is seeking compensation from the Debtors and their estates. Teneo received no payment and no promises of payment from any other source for services rendered, or to be rendered, in any capacity whatsoever in connection with the matters covered by this Application.

9. Teneo's monthly fee applications during the Compensation Period have been filed and served in accordance with the Interim Compensation Order.

RELIEF REQUESTED

10. By this Application, Teneo requests that the Court approve payment of one-hundred percent (100%) of the fees and expenses incurred by Teneo during the Compensation Period.

11. All services for which compensation is requested by Teneo were performed on behalf of the Committee. Teneo's services have been necessary and beneficial to the Committee and other parties in interest.

12. In accordance with the factors enumerated in Bankruptcy Code section 330, Teneo respectfully submits that the amount requested by Teneo is fair and reasonable given (a) the complexity of the cases, (b) the time expended, (c) the nature and extent of the services rendered,

(d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, Teneo has reviewed the requirements of Local Rule 2016-2 and the Interim Compensation Order and believes that this Application complies with such Rule and order. To the extent that this Application fails to comply with Local Rule 2016-2 in any respect, Teneo submits that such non-compliance is non-material, and respectfully requests that such non-compliance be waived.

NOTICE

13. This Application will be served upon the Notice Parties designated in the Interim Compensation Order: (i) the Debtors, 26933 Eckel Road, Perrysburg, Ohio 43551 (Attn: Frank A. Pometti, Chief Restructuring Officer); (ii) Debtors' counsel: Young Conaway Stargatt & Taylor LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801 (Attn: Tara C. Pakrouh, Esq.); (iii) the Office of the United States Trustee for the District of Delaware, 844 North King Street, J. Caleb Boggs Federal Building, Suite 2207, Lockbox #35, Wilmington, Delaware, 19899 (Attn: Jaclyn Weissgerber, Esq. and Jane Leamy, Esq.); and (iv) counsel to the DIP Lender: Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, New York 10166 (Attn: Michael A. Rosenthal, Esq. and Matthew K. Kelsey, Esq.). Notice of this Application will be served upon all parties requesting notice in these cases pursuant to Bankruptcy Rule 2002.

CONCLUSION

14. WHEREFORE, Teneo respectfully requests that the Court enter an order providing: (i) the fees in the amount of \$140,000.00, as compensation for necessary professional services rendered, and actual and necessary costs and expenses in the amount of \$1,573.09 (for a total of \$141,573.09) be allowed on an interim basis; (ii) that the Debtor be authorized and directed to pay

to Teneo the Interim Compensation Amount and the Interim Expense Amount; and (iii) that Teneo be granted such further relief as may be just and proper.

Dated: February 14, 2019

TENEO CAPITAL LLC

/s/ Christopher K. Wu

Christopher K. Wu
Senior Managing Director
of Teneo Capital LLC

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WELDED CONSTRUCTION, L.P., *et al.*,¹

Debtors.

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) **Objection Deadline: March 6, 2019 at 4:00 p.m. (ET)**
) **Hearing Date: March 13, 2019 at 10:00 a.m. (ET)**
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**NOTICE OF FIRST INTERIM APPLICATION OF TENE0 CAPITAL LLC
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS INVESTMENT BANKER AND FINANCIAL ADVISOR
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
THE PERIOD OCTOBER 30, 2018 THROUGH DECEMBER 31, 2018**

PLEASE TAKE NOTICE that on February 14, 2019, Teneo Capital LLC (the “**Applicant**”), investment banker and financial advisor to the Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned debtors and debtors in possession (the “**Debtors**”), filed the *First Interim Application of Teneo Capital LLC for Compensation for Services Rendered and Reimbursement of Expenses as Investment Banker and Financial Advisor to the Official Committee of Unsecured Creditors for the Period October 30, 2018 Through December 31, 2018* (“**Interim Fee Application**”) with the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”), 824 N. Market Street, Wilmington, Delaware 19801, pursuant to the Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated November 15, 2018 [Docket No. 230] (the “**Administrative Order**”).

PLEASE TAKE FURTHER NOTICE that the Interim Fee Application seeks entry of an order granting interim approval and allowance and authorization for payment by the Debtors, to the extent not previously paid, of the full amount of compensation, totaling \$140,000.00, and expense reimbursement, totaling \$1,573.09, sought in the Applicant’s monthly fee applications for the period covering October 30, 2018 through December 31, 2018.

PLEASE TAKE FURTHER NOTICE that, in accordance with the Administrative Order, any objection or response to the Interim Fee Application must be filed with the Bankruptcy Court and served upon Applicant and the Notice Parties (as those parties are identified in the Administrative Order) on or before **March 6, 2019 at 4:00 p.m. (prevailing Eastern Time)**.

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.

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Interim Fee Application has been scheduled to be held before the Honorable Kevin Gross, United States Bankruptcy Judge, at the Bankruptcy Court, 824 N. Market Street, 6th Floor, Courtroom #3, Wilmington, Delaware 19801 on **March 13, 2019 at 10:00 a.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTION TO THE INTERIM FEE APPLICATION IS TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY ENTER AN ORDER GRANTING THE RELIEF REQUESTED IN THE INTERIM FEE APPLICATION WITHOUT FURTHER NOTICE OR A HEARING.

Dated: February 14, 2019
Wilmington, Delaware

BLANK ROME LLP

/s/ Jose F. Bibiloni

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*Counsel to the Official Committee of Unsecured
Creditors of Welded Construction, L.P., et al.*

CERTIFICATE OF SERVICE

I, Jose F. Bibiloni, hereby certify that on February 14, 2019, I served or caused to be served the foregoing *First Interim Application of Teneo Capital LLC for Compensation for Services Rendered and Reimbursement of Expenses as Investment Banker and Financial Advisor to the Official Committee of Unsecured Creditors for the Period October 30, 2018 Through December 31, 2018*, including notice thereof (the “**Notice**”), upon the following persons via U.S. first-class mail, postage fully pre-paid:

WELDED CONSTRUCTION, L.P. ET AL.
Attn: Frank A. Pometti,
Chief Restructuring Officer
26933 Eckel Road
Perrysburg, Ohio 43551

YOUNG CONAWAY STARGATT & TAYLOR, LLP
Attn: Tara C. Pakrouh, Esq.
Rodney Square
1000 North King Street
Wilmington, Delaware 19801

OFFICE OF THE UNITED STATES TRUSTEE
FOR THE DISTRICT OF DELAWARE
Attn: Jaclyn Weissgerber, Esq. and
Jane M. Leamy, Esq.
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844 North King Street
Wilmington, Delaware 19801

GIBSON, DUNN & CRUTCHER LLP
Attn: Michael A. Rosenthal, Esq. and
Matthew K. Kelsey, Esq.
200 Park Avenue
New York, New York 10166

I further certify that on February 14, 2019, I served or caused to be served the Notice upon the persons or entities listed on the attached service list via U.S. first-class mail, postage fully pre-paid.

/s/ Jose F. Bibiloni
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