

**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:**
) **September 23, 2019 at 10:00 a.m. (ET)**
)
) **Response Deadline:**
) **September 6, 2019 at 4:00 p.m. (ET)**

**DEBTORS' EIGHTH (8TH) OMNIBUS (SUBSTANTIVE) OBJECTION
TO CLAIMS PURSUANT TO SECTION 502 OF THE BANKRUPTCY
CODE, BANKRUPTCY RULE 3007 AND LOCAL RULE 3007-1**

**PARTIES RECEIVING THIS OBJECTION SHOULD LOCATE
THEIR NAMES AND THEIR DISPUTED CLAIMS
IDENTIFIED ON EXHIBITS A, B, C, AND D TO THE PROPOSED ORDER**

***TO THE CLAIMANTS WHOSE RECLASSIFIED CLAIMS ARE SUBJECT TO THIS
OBJECTION:***

***YOUR SUBSTANTIVE RIGHTS MAY BE AFFECTED BY THIS OBJECTION AND
ANY FURTHER OBJECTION THAT MAY BE FILED IN THESE CHAPTER 11 CASES**

****THE RELIEF SOUGHT IN THIS OBJECTION IS WITHOUT PREJUDICE TO THE
RIGHTS OF THE DEBTORS AND THEIR ESTATES TO PURSUE FURTHER
OBJECTIONS AGAINST THE RECLASSIFIED CLAIMS**

The above-captioned debtors and debtors in possession (together, the “**Debtors**”) hereby file this objection (this “**Objection**”), pursuant to section 502 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 3007-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of

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.



Delaware (the “**Local Rules**”), to each of the claims filed against the Debtors and their estates that are listed on Exhibits A, B, C, and D (collectively, the “**Disputed Claims**”) to the proposed form of order attached hereto as Exhibit 2 (the “**Proposed Order**”), and request the entry of the Proposed Order disallowing, modifying and/or reclassifying the Disputed Claims, as indicated in further detail below and on Exhibits A, B, C, and D to the Proposed Order. In support of this Objection, the Debtors rely on the declaration of Frank A. Pometti (the “**Pometti Declaration**”), a copy of which is attached hereto as Exhibit 1. In further support of this Objection, the Debtors respectfully represent as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over these chapter 11 cases and this Motion 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 as of February 29, 2012 (the “**Amended Standing Order**”). This is a core proceeding pursuant to 28 U.S.C. § 157(b) and this is a proceeding for which the Court may enter a final order under Article III of the U.S. Constitution. Venue of these chapter 11 cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief sought herein are section 502 of the Bankruptcy Code, Bankruptcy Rule 3007 and Local Rule 3007-1.

BACKGROUND

3. On October 22, 2018 (the “**Petition Date**”), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request has been made for

the appointment of a trustee or examiner. An official committee of unsecured creditors (the “**Committee**”) was appointed on October 30, 2018.

4. On March 22, 2019, the Debtors filed the *Motion of Debtors for Order under 11 U.S.C. §§ 105(a), 363, and 364, Fed. R. Bankr. P. 2002 and 6004 and Del. Bankr. L.R. 2002-1, 6004-1, and 9006-1 Authorizing (A) the Sale of Certain Assets of the Debtors Free and Clear of All Claims, Liens, Liabilities, Rights, Interests and Encumbrances; (B) the Debtors to Enter into and Perform their Obligations under the Agency Agreement; and (C) Related Relief* [Docket No. 581] (the “**Sale Motion**”). On April 17, 2019, the Court entered an order [Docket No. 655] (the “**Sale Order**”) granting the relief requested in the Sale Motion and certain related relief. The sale contemplated by the Sale Order (the “**Sale**”) closed on April 19, 2019.

5. Now that the Sale has closed, the Debtors have commenced the claims reconciliation process and are continuing to wind down their business operations and affairs and these chapter 11 cases in an orderly and efficient manner.

6. Additional information regarding the Debtors’ businesses, capital structure, and the circumstances leading to the filing of these chapter 11 cases is set forth in the *Declaration of Frank Pometti in Support of Debtors’ Chapter 11 Petitions and First-Day Motions* [Docket No. 4].

DEBTORS’ SCHEDULES

7. On December 18, 2018, the Debtors filed their Schedules of Assets and Liabilities and Statements of Financial Affairs [Docket Nos. 333, 334, 335 and 336].

8. On July 2, 2019, the Debtors amended certain of their Schedules of Assets and Liabilities [Docket No. 817].

PROOFS OF CLAIM AND BAR DATE ORDERS

9. On October 23, 2018, the Court entered an order [Docket No. 39] appointing Kurtzman Carson Consultants LLC (“**KCC**”) as claims and noticing agent in these chapter 11 cases. Among other things, KCC is authorized to (a) receive, maintain, and record and otherwise administer the proofs of claim filed in these chapter 11 cases, and (b) maintain official claims registers for the Debtors.

10. On January 10, 2019, the Court entered an order [Docket No. 403] (the “**Bar Date Order**”) providing that, except as otherwise provided therein, (i) all persons or entities (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that assert a claim, as defined in section 101(5) of the Bankruptcy Code, against the Debtors, including, without limitation, secured claims, and priority claims, which arose on or prior to the Petition Date, including requests for allowance and payment of claims under section 503(b)(9) of the Bankruptcy Code, shall file a proof of any such claim so that it is actually received on or before 5:00 p.m. (prevailing Eastern Time) on February 28, 2019 (the “**General Bar Date**”), and (ii) all governmental units, as defined in section 101(27) of the Bankruptcy Code, shall file a proof of any such claim so that it is actually received on or before 5:00 p.m. (prevailing Eastern Time) on April 22, 2019 (the “**Government Bar Date**”).

11. The Bar Date Order also provides that if the Debtors amend or supplement the Schedules subsequent to the date of service of the Bar Date Notice (as defined in the Bar Date Order), then the Debtors shall give notice of any such amendment or supplement to the holders of claims affected thereby, and such holders shall be afforded the later of (i) the General Bar Date or (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) days from the

date on which such notice is given, to file proofs of claim in respect of their claims (the “**Amended Schedules Bar Date**”).

12. Additionally, pursuant to the Bar Date Order, except as otherwise provided by another order of the Court, any person or entity that holds a claim (each, a “**Rejection Damages Claim**”) that arises from the rejection of an executory contract or unexpired lease must file a proof of claim based on such rejection on or before the later of (i) the General Bar Date or (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty-five (35) days following the entry of the order approving the rejection of the executory contract or unexpired lease pursuant to which the entity asserting the Rejection Damages Claim is a party (the “**Rejection Bar Date**”).

13. On March 11, 2019, the Court entered an order [Docket No. 554] (the “**Administrative Bar Date Order**”) establishing a deadline for persons and entities (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and governmental units) to file requests for allowance of administrative expense claims pursuant to sections 365 or 503(b) of the Bankruptcy Code or otherwise, other than a claim arising under section 503(b)(9) of the Bankruptcy Code (“**Administrative Expense Claims**”). Pursuant to the Administrative Bar Date Order, April 30, 2019 at 5:00 p.m. (ET) was the deadline for any Administrative Expense Claims that arose during the period from the Petition Date through and including March 31, 2019 to be filed (collectively with the General Bar Date, the Government Bar Date, the Amended Schedules Bar Date, and the Rejection Bar Date, the “**Bar Dates**”).

14. Notice of the Bar Dates was provided by mail and publication in accordance with the procedures outlined in the Bar Date Order and the Administrative Bar Date Order, as applicable.

RELIEF REQUESTED

15. By this Objection, the Debtors request that the Court enter the Proposed Order, pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rule 3007 and Local Rule 3007-1, disallowing, modifying and/or reclassifying the Disputed Claims, as indicated in further detail below and on Exhibits A, B, C, and D to the Proposed Order.

16. In accordance with Local Rule 3007-1(e)(i)(E), the Debtors believe that this Objection complies in all material respects with Local Rule 3007-1.

OBJECTION TO DISPUTED CLAIMS

A. Modified Amount, Reclassified Claims

17. The Disputed Claims listed on Exhibit A to the Proposed Order (collectively, the “**Modified Amount, Reclassified Claims**”) assert that the claims are entitled to secured, priority or administrative expense status under the Bankruptcy Code. After reviewing the Modified Amount, Reclassified Claims and reconciling them against the Debtors’ books and records, the Debtors have determined that the status of the Modified Amount, Reclassified Claims should be adjusted as indicated on Exhibit A to the Proposed Order. Specifically, the Modified Amount, Reclassified Claims are not entitled, under the Bankruptcy Code or otherwise, to the secured, priority or administrative expense status set forth in the Modified Amount, Reclassified Claims. As a result, the Debtors believe that the Modified Amount, Reclassified Claims should be reclassified to the classification levels indicated in the column titled “*MODIFIED CLAIM CLASS*” on Exhibit A to the Proposed Order. Any failure to reclassify the Modified Amount, Reclassified Claims, as indicated on Exhibit A to the Proposed Order, would award the claimants undue secured, priority or administrative expense status, to the detriment of other creditors in these chapter 11 cases.

18. Additionally, the Modified Amount, Reclassified Claims assert an amount that is higher than the amount of liability reflected in the Debtors' books and records. Thus, after reviewing the Modified Amount, Reclassified Claims and reconciling them against the Debtors' books and records, the Debtors believe that the Modified Amount, Reclassified Claims should be modified to the dollar values indicated in the column titled "*MODIFIED CLAIM AMOUNT*" on Exhibit A to the Proposed Order. Any failure to modify the Modified Amount, Reclassified Claims as indicated on Exhibit A to the Proposed Order will result in the applicable claimants receiving an unwarranted recovery against the Debtors' estates, to the detriment of other creditors in these chapter 11 cases.

19. Accordingly, the Debtors object to the Modified Amount, Reclassified Claims, and request entry of the Proposed Order modifying and reclassifying the Modified Amount, Reclassified Claims as indicated on Exhibit A to the Proposed Order.

B. Reclassified Claims

20. The Disputed Claims listed on Exhibit B to the Proposed Order (collectively, the "**Reclassified Claims**") assert that the claims are entitled to secured, priority or administrative expense status under the Bankruptcy Code. After reviewing the Reclassified Claims and reconciling them against the Debtors' books and records, the Debtors have determined that the classifications of the Reclassified Claims should be adjusted as indicated on Exhibit B to the Proposed Order. Specifically, the Reclassified Claims are not entitled, under the Bankruptcy Code or otherwise, to the secured, priority or administrative expense status set forth in each of the Reclassified Claims. As a result, the Debtors believe that the Reclassified Claims should be reclassified to the classification levels indicated in the column titled "*RECLASSIFIED CLAIM CLASS*" on Exhibit B to the Proposed Order. Any failure to reclassify the Reclassified

Claims as indicated on Exhibit B to the Proposed Order would award the claimants undue secured, priority or administrative expense status, to the detriment of other creditors in these chapter 11 cases.

21. Accordingly, subject to further objection by the Debtors and their estates, the Debtors object to the Reclassified Claims, and request entry of the Proposed Order reclassifying the Reclassified Claims as indicated on Exhibit B to the Proposed Order.

C. Modified Amount Claims

22. The Disputed Claims listed on Exhibit C to the Proposed Order (collectively, the “**Modified Amount Claims**”) assert amounts that are higher than the amount of liability reflected in the books and records of the Debtors. Thus, after reviewing the Modified Amount Claims and reconciling them against the Debtors’ books and records, the Debtors believe that the Modified Amount Claims should be modified to the dollar values indicated in the column titled “*MODIFIED CLAIM AMOUNT*” on Exhibit C to the Proposed Order for the reasons set forth thereon. Any failure to modify the Modified Amount Claims as indicated on Exhibit C to the Proposed Order will result in the claimants receiving unwarranted recoveries against the Debtors’ estates, to the detriment of other creditors in these chapter 11 cases.

23. Accordingly, the Debtors object to the Modified Amount Claims, and request entry of the Proposed Order modifying the Modified Amount Claims as indicated on Exhibit C to the Proposed Order.

D. No Liability Claims

24. After reconciling each of them against the Debtors’ books and records, the Debtors have determined that the Debtors and their estates are not liable with respect to the Disputed Claims identified on Exhibit D to the Proposed Order (collectively, the “**No Liability**

Claims”) for the reasons set forth on Exhibit D to the Proposed Order. Upon review of the No Liability Claims, the Debtors simply cannot justify these claims as valid. Thus, the Debtors believe that the No Liability Claims should be disallowed and expunged. Any failure to disallow the No Liability Claims could result in the applicable claimants receiving an unwarranted recovery against the Debtors’ estates, to the detriment of creditors in these chapter 11 cases.

25. Accordingly, the Debtors object to the No Liability Claims, and request entry of the Proposed Order disallowing and expunging each of the No Liability Claims.

RESPONSES TO THIS OBJECTION

26. Any responses to this Objection must be filed **on or before 4:00 p.m. (ET) on September 6, 2019**, in accordance with the procedures set forth in the notice of this Objection.

RESERVATION OF RIGHTS

27. The Debtors reserve the right to adjourn the hearing on any Disputed Claim, and in the event that the Debtors do so, the Debtors will state the same in the agenda for the hearing on that Disputed Claim, which agenda will be served on the claimant.

28. The Debtors and their estates reserve any and all rights to amend, supplement or otherwise modify this Objection, the Proposed Order, or Exhibits A, B, C, and D thereto, and to file additional objections to any and all claims filed in these chapter 11 cases, including, without limitation, any and all of the Disputed Claims. The Debtors and their estates also reserve any and all rights, claims and defenses with respect to any and all of the Disputed Claims, and nothing included in or omitted from this Objection, the Proposed Order, or Exhibits A, B, C, and D thereto is intended or shall be deemed to impair, prejudice, waive or

otherwise affect any rights, claims, or defenses of the Debtors and their estates with respect to the Disputed Claims.

NOTICE

29. Notice of this Objection has been provided to: (i) the Office of the United States Trustee for the District of Delaware; (ii) counsel to the Committee; (iii) all parties who, as of the filing of this Objection, have filed a notice of appearance and request for service of papers pursuant to Bankruptcy Rule 2002; and (iv) claimants whose Disputed Claims are subject to this Objection. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

CONCLUSION

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court (a) enter the Proposed Order, and (b) grant such other and further relief as may be just and proper.

Dated: August 23, 2019
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Betsy L. Feldman

Sean M. Beach (No. 4070)

Robert F. Poppiti, Jr. (No. 5052)

Allison S. Mielke (No. 5934)

Betsy L. Feldman (No. 6410)

Rodney Square

1000 North King Street

Wilmington, DE 19801

Telephone: (302) 571-6600

Facsimile: (302) 571-1253

Counsel to the Debtors

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

In re:

WELDED CONSTRUCTION, L.P., *et al.*,¹

Debtors.

)
) Chapter 11
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) Case No. 18-12378 (KG)
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) (Jointly Administered)
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) **Hearing Date:**
) **September 23, 2019 at 10:00 a.m. (ET)**
)
) **Response Deadline:**
) **September 6, 2019 at 4:00 p.m. (ET)**

**NOTICE OF DEBTORS' EIGHTH (8TH) OMNIBUS (SUBSTANTIVE) OBJECTION
TO CLAIMS PURSUANT TO SECTION 502 OF THE BANKRUPTCY
CODE, BANKRUPTCY RULE 3007 AND LOCAL RULE 3007-1**

**PARTIES RECEIVING THIS NOTICE SHOULD LOCATE
THEIR NAMES AND THEIR DISPUTED CLAIMS IDENTIFIED
ON EXHIBITS A, B, C, AND D TO THE PROPOSED ORDER**

TO: (I) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) COUNSEL TO THE COMMITTEE; (III) ALL PARTIES WHO, AS OF THE FILING OF THE OBJECTION, HAVE FILED A NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS PURSUANT TO BANKRUPTCY RULE 2002; AND (IV) CLAIMANTS WHOSE DISPUTED CLAIMS ARE SUBJECT TO THE OBJECTION

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) have filed the attached *Debtors’ Eighth (8th) Omnibus (Substantive) Objection to Claims Pursuant to Section 502 of the Bankruptcy Code, Bankruptcy Rule 3007 and Local Rule 3007-1* (the “**Objection**”).²

PLEASE TAKE FURTHER NOTICE that any responses (each, a “**Response**”) to the relief requested in the Objection must be filed on or before **September 6, 2019 at 4:00 p.m. (ET)** (the “**Response Deadline**”) with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same 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.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

any party submitting a Response (each, a “**Respondent**”) must serve a copy of its Response upon the undersigned counsel to the Debtors so as to be received on or before the Response Deadline.

PLEASE TAKE FURTHER NOTICE that any Response must contain, at a minimum, the following:

- a. a caption setting forth the name of the Court, the above-referenced case number and the title of the Objection to which the Response is directed;
- b. the name of the Respondent and a description of the basis for the amount and classification asserted in the Disputed Claim, if applicable;
- c. a concise statement setting forth the reasons why the particular Disputed Claim should not be disallowed, reclassified or otherwise modified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which the Respondent will rely in opposing the Objection at any hearing thereon;
- d. all documentation or other evidence of the particular Disputed Claim or asserted amount and classification thereof, to the extent not already included with the proof of claim previously filed, upon which the Respondent will rely in opposing the Objection at any hearing thereon; and
- e. the name, address, telephone number and email address of the person(s) (who may be the Respondent or a legal representative thereof) (i) possessing ultimate authority to reconcile, settle or otherwise resolve the Disputed Claim on behalf of the Respondent and (ii) to whom the Debtors should serve any reply to the Response.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE OBJECTION (THE “HEARING**”) WILL BE HELD ON SEPTEMBER 23, 2019 AT 10:00 A.M. (ET) BEFORE THE HONORABLE KEVIN GROSS IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 6TH FLOOR, COURTROOM NO. 3, WILMINGTON, DELAWARE 19801.**

PLEASE TAKE FURTHER NOTICE THAT IF YOU ARE A CLAIMANT AND FAIL TO TIMELY FILE AND SERVE A RESPONSE IN ACCORDANCE WITH THE ABOVE REQUIREMENTS, YOU WILL BE DEEMED TO HAVE CONCURRED WITH AND CONSENTED TO THE OBJECTION AND THE RELIEF REQUESTED THEREIN, AND THE DEBTORS WILL PRESENT TO THE COURT, WITHOUT FURTHER NOTICE TO YOU, THE PROPOSED ORDER SUSTAINING THE OBJECTION.

PLEASE TAKE FURTHER NOTICE THAT QUESTIONS CONCERNING THE OBJECTION SHOULD BE DIRECTED TO THE UNDERSIGNED COUNSEL FOR THE DEBTORS, TO THE ATTENTION OF BETSY L. FELDMAN. CLAIMANTS SHOULD NOT CONTACT THE CLERK OF THE COURT TO DISCUSS THE MERITS OF THEIR DISPUTED CLAIMS OR THE OBJECTION.

Dated: August 23, 2019
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Betsy L. Feldman

Sean M. Beach (No. 4070)
Robert F. Poppiti, Jr. (No. 5052)
Allison S. Mielke (No. 5934)
Betsy L. Feldman (No. 6410)
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1000 North King Street
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Facsimile: (302) 571-1253

Counsel to the Debtors

EXHIBIT 1

Pometti Declaration

**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)
)
)

**DECLARATION OF FRANK A. POMETTI IN SUPPORT OF
DEBTORS' EIGHTH (8TH) OMNIBUS (SUBSTANTIVE) OBJECTION
TO CLAIMS PURSUANT TO SECTION 502 OF THE BANKRUPTCY CODE,
BANKRUPTCY RULE 3007 AND LOCAL RULE 3007-1**

I, Frank A. Pometti, pursuant to 28 U.S.C. § 1746, declare:

1. I am the Chief Restructuring Officer of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”). I am one of the persons responsible for overseeing the claims reconciliation and objection process in these chapter 11 cases. I have read the *Debtors’ Eighth (8th) Omnibus (Substantive) Objection to Claims Pursuant to Section 502 of the Bankruptcy Code, Bankruptcy Rule 3007 and Local Rule 3007-1* (the “**Objection**”),² and am directly, or by and through other personnel or representatives of the Debtors, reasonably familiar with the information contained therein, the Proposed Order, and the exhibits attached to the Proposed Order. I am authorized to execute this declaration on behalf of the Debtors.

2. Considerable resources and time have been expended in reviewing and reconciling the proofs of claim filed or pending against the Debtors and their estates in these chapter 11 cases. The Disputed Claims were carefully reviewed and analyzed in good faith

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

utilizing due diligence by the appropriate personnel and representatives of the Debtors. These efforts resulted in the identification of the Disputed Claims.

3. The information contained in Exhibits A, B, C, and D to the Proposed Order is true and correct to the best of my knowledge, information and belief.

4. The Debtors have reviewed their books and records and determined that the Modified Amount, Reclassified Claims should be modified and reclassified as provided for on Exhibit A to the Proposed Order to prevent the claimants from potentially receiving unwarranted recoveries and undue secured, priority or administrative expense status, to the detriment of other creditors in these chapter 11 cases. Thus, the Debtors seek to both modify the amount of and reclassify the Modified Amount, Reclassified Claims, as provided for on Exhibit A to the Proposed Order.

5. The Debtors have reviewed their books and records and determined that the Reclassified Claims should be reclassified as provided for on Exhibit B to the Proposed Order to prevent the claimants from receiving undue secured, priority or administrative expense status, to the detriment of creditors in these chapter 11 cases. As a result, the Debtors seek to reclassify the Reclassified Claims in the manner provided for on Exhibit B to the Proposed Order.

6. The Debtors have reviewed their books and records and determined that the Modified Amount Claims should be modified as provided for on Exhibit C to the Proposed Order to prevent the claimants from potentially receiving unwarranted recoveries, to the detriment of other creditors in these chapter 11 cases. Thus, the Debtors seek to modify the amount of the Modified Amount Claims, as provided for on Exhibit C to the Proposed Order.

7. The Debtors have reviewed their books and records and determined that the Debtors and their estates are not liable on account of the No Liability Claims. Accordingly, to prevent the claimants from potentially receiving an unwarranted recovery, to the detriment of creditors in these chapter 11 cases, the Debtors seek to disallow and expunge the No Liability Claims identified on Exhibit D to the Proposed Order.

8. I declare under penalty of perjury that the foregoing information is true and correct to the best of my knowledge, information and belief.

Executed on August 23, 2019

/s/ Frank A. Pometti

Frank A. Pometti
Chief Restructuring Officer

EXHIBIT 2

Proposed Order

**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)
)
) **Ref. Docket No. ____**
)

**ORDER SUSTAINING DEBTORS' EIGHTH (8TH) OMNIBUS (SUBSTANTIVE)
OBJECTION TO CLAIMS PURSUANT TO SECTION 502 OF THE
BANKRUPTCY CODE, BANKRUPTCY RULE 3007 AND LOCAL RULE 3007-1**

Upon consideration of the *Debtors' Eighth (8th) Omnibus (Substantive) Objection to Claims Pursuant to Section 502 of the Bankruptcy Code, Bankruptcy Rule 3007 and Local Rule 3007-1* (the “**Objection**”)² and the Pometti Declaration; and it appearing that this Court has jurisdiction to consider the Objection pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and it appearing that venue of these chapter 11 cases and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that the relief requested in the Objection is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and it appearing that notice of the Objection was good and sufficient upon the particular circumstances and that no other or further notice need be given; and upon the record herein; and after due deliberation thereon and good and sufficient cause appearing therefor; it is hereby **ORDERED, ADJUDGED, AND DECREED THAT:**

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 used but not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

1. The Objection is SUSTAINED, as set forth herein.
2. The Modified Amount, Reclassified Claims identified on Exhibit A to the Order are hereby modified to the amounts and reclassified to the classification levels indicated in the columns titled “*MODIFIED CLAIM CLASS*” and “*MODIFIED CLAIM AMOUNT*” on Exhibit A to the Order.
3. Subject to further objection by the Debtors and their estates, the Reclassified Claims identified on Exhibit B to the Order are hereby reclassified to the classification levels indicated in the column titled “*RECLASSIFIED CLAIM CLASS*” on Exhibit B to the Order.
4. The Modified Amount Claims identified on Exhibit C to the Order are hereby modified to the amounts indicated in the column titled “*MODIFIED CLAIM AMOUNT*” on Exhibit C to the Order.
5. The No Liability Claims identified on Exhibit D to the Order are hereby disallowed and expunged.
6. The Debtors’ objection to each Disputed Claim addressed in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate Order with respect to each claim. Any stay of this Order pending appeal by any of the claimants subject to this Order shall only apply to the contested matter which involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters covered hereby.
7. Any and all rights of the Debtors and their estates to amend, supplement or otherwise modify the Objection and to file additional objections to any and all claims filed in these chapter 11 cases, including, without limitation, any and all of the Disputed Claims, shall be

reserved. Any and all rights, claims and defenses of the Debtors and their estates with respect to any and all of the Disputed Claims shall be reserved, and nothing included in or omitted from the Objection is intended or shall be deemed to impair, prejudice, waive or otherwise affect any rights, claims, or defenses of the Debtors and their estates with respect to the Disputed Claims.

8. This Court shall retain jurisdiction over any and all affected parties with respect to any and all matters, claims or rights arising from or related to the implementation or interpretation of this Order.

EXHIBIT A¹

Modified Amount, Reclassified Claims

¹ Capitalized terms used but not otherwise defined on Exhibit A shall have the meanings ascribed to such terms in the Objection.

EXHIBIT A - MODIFIED AMOUNT, RECLASSIFIED CLAIMS

SEQ. NO.	NAME	DATE CLAIM FILED	CLAIM NUMBER	ASSERTED CLAIM AMOUNT	ASSERTED CLAIM CLASS	MODIFIED CLAIM AMOUNT	MODIFIED CLAIM CLASS	REASON
1	C.H.A.S.E., LLC 475 HENSLEE DRIVE DICKSON, TN 37055	4/12/2019	755	\$0.00 \$0.00 \$0.00 \$9,033.00 \$9,033.00	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	\$6,895.00 \$0.00 \$0.00 \$0.00 \$6,895.00	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	A portion of the claim (\$1,050.00) has been paid pursuant to a surety bond. Another portion of the claim (\$1,113.00) was satisfied pursuant to customer completion agreement orders. The remainder of the claim is not entitled to administrative expense status under the Bankruptcy Code or otherwise.
2	HERC SERVICES, LLC. BANKRUPTCY NOTICES 41 EDGECLIFF ROAD ROSSLYN FARMS, PA 15106	2/26/2019	532	\$0.01 \$157,513.87 \$0.00 \$0.00 \$157,513.88	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	\$156,915.84 \$0.00 \$0.00 \$0.00 \$156,915.84	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	The claimant is not entitled to a secured claim under the Bankruptcy Code or otherwise. The Debtors are seeking to reduce the claim to \$156,915.84 on account of a calculation error.
3	LALLY PIPE & TUBE PO BOX 15430 COVINGTON, KY 41015	11/6/2018	29	\$0.00 \$7,107.11 \$0.00 \$0.00 \$7,107.11	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	\$3,760.91 \$0.00 \$0.00 \$0.00 \$3,760.91	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	A portion of the claim (\$3,346.20) was paid post-petition. The remainder of the claim is not entitled to secured status under the Bankruptcy Code or otherwise.
4	PIPELINE SUPPLY & SERVICE, LLC 2656 SOUTH LOOP WEST SUITE 600 HOUSTON, TX 77054	4/19/2019	768	\$0.00 \$0.00 \$0.00 \$7,626.74 \$7,626.74	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	\$257.40 \$0.00 \$0.00 \$1,716.00 \$1,973.40	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	A portion of the claim (\$5,571.91) relating to invoices 1955393-00, 1958920-00, and 1929640-01, was partially satisfied post-petition via check numbers 121392 on 4/23/2019 and 121420 on 1/18/2019. Another portion of the claim (\$81.43) relating to invoice 1989761-00 was paid by one of the Debtors' customers pursuant to a customer completion agreement order. Additionally, invoice 1929644-00 is not entitled to administrative expense status under the Bankruptcy Code or otherwise.

EXHIBIT B¹

Reclassified Claims

¹ Capitalized terms used but not otherwise defined on Exhibit B shall have the meanings ascribed to such terms in the Objection.

EXHIBIT B - RECLASSIFIED CLAIMS

SEQ. NO.	NAME	DATE CLAIM FILED	CLAIM NUMBER	ASSERTED CLAIM AMOUNT	ASSERTED CLAIM CLASS	RECLASSIFIED CLAIM AMOUNT	RECLASSIFIED CLAIM CLASS	REASON
1	DANIEL H. COLLER 609 E INDEPENDENCE ST SHAMOKIN, PA 17872	7/24/2019	820	\$0.00 \$0.00 \$0.00 \$900.00 \$900.00	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	\$900.00 \$0.00 \$0.00 \$0.00 \$900.00	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	<p>The proof of claim is for services provided to the Debtors, and therefore is not entitled to administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code. In addition, even if goods were sold to the Debtors, they were received by the Debtors more than 20 days prior to the Petition Date, and therefore are not a valid section 503(b)(9) claim.</p> <p>Additionally, the claim asserts priority under section 507(a)(4) of the Bankruptcy Code. Based on the Debtors' books and records, the claimant is not an employee of the Debtors. Therefore, the claim is not entitled to priority status under section 507(a)(4) and should be reclassified as a general unsecured claim.</p>
2	MAZZELLA LIFTING TECHNOLOGIES INC. 21000 AEROSPACE PARKWAY CLEVELAND, OH 44142	7/26/2019	822	\$0.00 \$0.00 \$0.00 \$81.45 \$81.45	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	\$81.45 \$0.00 \$0.00 \$0.00 \$81.45	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	<p>The proof of claim is for goods sold to and received by the Debtors more than 20 days prior to the Petition Date, and therefore is not entitled to administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code.</p>

EXHIBIT C¹

Modified Amount Claims

¹ Capitalized terms used but not otherwise defined on Exhibit C shall have the meanings ascribed to such terms in the Objection.

EXHIBIT C - MODIFIED AMOUNT CLAIMS

SEQ. NO.	NAME	DATE CLAIM FILED	CLAIM NUMBER	ASSERTED CLAIM AMOUNT	ASSERTED CLAIM CLASS	MODIFIED CLAIM AMOUNT	MODIFIED CLAIM CLASS	REASON
1	AEGION COATING SERVICES 17988 EDISON AVENUE CHESTERFIELD, MO 63005	2/28/2019	590	\$214,010.00 \$0.00 \$0.00 \$0.00 \$214,010.00	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	\$114,010.00 \$0.00 \$0.00 \$0.00 \$114,010.00	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	The Debtors have reviewed their books and records and have determined that only a portion of the asserted claim is owed to the claimant.
2	C.H.A.S.E., LLC 475 HENSLEE DRIVE DICKSON, TN 37055	1/8/2019	148	\$253,754.93 \$0.00 \$0.00 \$0.00 \$253,754.93	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	\$115,311.33 \$0.00 \$0.00 \$0.00 \$115,311.33	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	A portion of the claim (\$138,443.60) was paid pursuant to a surety bond. Accordingly, the claim should be reduced to \$115,311.33.
3	COUNTY WASTE OF PENNSYLVANIA, LLC 4 ENTERPRISE AVE. CLIFTON PARK, NY 12065	2/12/2019	430	\$5,879.60 \$0.00 \$0.00 \$0.00 \$5,879.60	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	\$1,432.82 \$0.00 \$0.00 \$0.00 \$1,432.82	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	A portion of the claim (\$4,446.78) was paid prior to the petition date via check number 335925 on 4/4/2018. Accordingly, the claim should be reduced to \$1,432.82.
4	HALE TRAILER BRAKE AND WHEEL, INC. P.O. BOX 1400 VOORHEES, NJ 08043	2/26/2019	538	\$206,002.12 \$0.00 \$0.00 \$0.00 \$206,002.12	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	\$125,381.19 \$0.00 \$0.00 \$0.00 \$125,381.19	UNSECURED SECURED PRIORITY ADMINISTRATIVE TOTAL	A portion of the claim (\$80,620.93) was satisfied pursuant to customer completion agreement agreement orders. Accordingly, the claim should be reduced to \$125,381.19.

EXHIBIT D¹

No Liability Claims

¹ Capitalized terms used but not otherwise defined on Exhibit D shall have the meanings ascribed to such terms in the Objection.

EXHIBIT D - NO LIABILITY CLAIMS

SEQ. NO.	NAME	DATE CLAIM FILED	CLAIM NUMBER	ASSERTED CLAIM AMOUNT					REASON
				UNSECURED	SECURED	PRIORITY	ADMINISTRATIVE	TOTAL	
1	CAFFREY, DAVID F. 1156 WILMINGTON ST. WASHINGTON, PA 15301	1/29/2019	266	BLANK	\$0.00	\$0.00	\$0.00	\$0.00	No amounts are owed to the claimant for services performed or otherwise.
2	DARR FARMS LLC 21284 TR 257 NEWCOMERSTOWN, OH 43832	3/4/2019	638	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No amounts are owed to the claimant for services performed or otherwise.
3	EMMONS, ALVIN R 245 MCCLANAHAN ROAD COLUMBIA, LA 71418	2/1/2019	360	BLANK	\$0.00	\$0.00	\$0.00	\$0.00	No amounts are owed to the claimant for services performed or otherwise.
4	HALE TRAILER BRAKE & WHEEL, INC. P.O. BOX 1400 VOORHEES, NJ 08043	4/18/2019	767	\$0.00	\$0.00	\$0.00	\$3,556.46	\$3,556.46	A portion of the claim (\$3,327.55) was partially satisfied post-petition pursuant to customer completion agreement orders. The remainder of the claim is a not entitled to administrative expense status under the Bankruptcy Code or otherwise, and is therefore late-filed. Accordingly, no amounts are owed to the claimant and the claim should be disallowed and expunged in its entirety.
5	HIGHWAY EQUIPMENT COMPANY 12A N. MEADOWCROFT AVENUE PITTSBURGH, PA 15216	4/24/2019	772	\$0.00	\$0.00	\$0.00	\$45,479.77	\$45,479.77	A portion of the claim (\$36,203.37) was satisfied pursuant to customer completion agreement orders. Another portion of the claim (\$9,276.40) was paid pursuant to a surety bond. Accordingly, no amounts are owed to the claimant and the claim should be disallowed and expunged in its entirety.
6	ILLINOIS TRUCK AND EQUIPMENT CO., INC. NIGRO, WESTFALL GRYSKA, P.C. ONE TIFFANY POINTE, SUITE 206 BLOOMINGDALE, IL 60108	4/3/2019	739	\$0.00	\$0.00	\$0.00	\$130,969.92	\$130,969.92	A portion of the claim (\$33,506.99) has been paid pursuant to a surety bond. Another portion of the claim was satisfied pursuant to customer completion agreement orders. Another portion of the claim (\$83,647.44) has been satisfied post-petition by the Debtors in the ordinary course of business. The balance of claim did not account for certain credits owed to the Debtors in the amount of \$16,123.96, relating to invoice number 10166660, 10166708, 10168592-1, 10168617, 10177618. Accordingly, no amounts are owed to the claimant and the claim should be disallowed and expunged in its entirety.
7	MCDANIEL, QUARTEZ D 1815 MEMPHIS STREET HOMER, LA 71040	4/1/2019	742	\$0.00	\$0.00	\$0.00	\$1,920.20	\$1,920.20	No amounts are owed to the claimant for services performed or otherwise.
8	SHEPPERDSON, THOMAS C 1809 N PLANTAGENET ROAD BEMIDJI, MN 56601	2/8/2019	416	BLANK	\$0.00	\$0.00	\$0.00	\$0.00	No amounts are owed to the claimant for services performed or otherwise.
9	SOLOMON, KIMBERLY 543 SOUTH BRADDOCK AVE APT 1 PITTSBURGH, PA 15221	1/27/2019	244	BLANK	\$0.00	\$0.00	\$0.00	\$0.00	No amounts are owed to the claimant for services performed or otherwise.
10	TIOGA ENVIRONMENTAL CONSULTING, LLC 2525 GREEN TECH DRIVE, STE D STATE COLLEGE, PA 16803	4/1/2019	690	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	No amounts are owed to the claimant for services performed or otherwise.

EXHIBIT D - NO LIABILITY CLAIMS

SEQ. NO.	NAME	DATE CLAIM FILED	CLAIM NUMBER	ASSERTED CLAIM AMOUNT					REASON
				UNSECURED	SECURED	PRIORITY	ADMINISTRATIVE	TOTAL	
11	TWOEY, SCOTT 314 ELM AVE CLEARFIELD, PA 16830	2/4/2019	398	BLANK	\$0.00	\$0.00	\$0.00	\$0.00	No amounts are owed to the claimant for services performed or otherwise.
12	WITT, SHANNON D PO BOX 3993 CARTERSVILLE, GA 30120	4/8/2019	748	\$0.00	\$0.00	\$0.00	\$14,586.00	\$14,586.00	No amounts are owed to the claimant for services performed or otherwise.