

**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)
)	
)	(Jointly Administered)
Debtors.)	
)	Ref. Docket No. 1066
)	

**DECLARATION OF JERRY MALEK IN SUPPORT OF DEBTORS' MOTION FOR
ORDER (I) AUTHORIZING THE PRIVATE SALE OF THE DEBTORS'
HEADQUARTERS FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES,
AND OTHER INTERESTS; (II) APPROVING THE PURCHASE AGREEMENT;
AND (III) GRANTING RELATED RELIEF**

I, Jerry Malek, under penalty of perjury, declare as follows:

1. I am a Vice President of Reichle Klein Group, Inc. ("**Reichle Klein**"), a full-service, commercial real estate services firm. Reichle Klein provides such real estate services as, among others, brokerage, facilities, asset management, and valuation services. I am authorized to make and submit this declaration on behalf of Reichle Klein. Except as otherwise noted, I have personal knowledge of the matters set forth herein, and if called and sworn as a witness, I could and would testify competently thereto.

2. This Declaration is made in support of *Debtors' Motion for Order (I) Authorizing the Private Sale of the Debtors' Headquarters Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Approving the Purchase Agreement; and (III) Granting Related Relief* [Docket No. 1066] (the "**Sale Motion**").²

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 defined herein shall have the meanings ascribed to them in the Sale Motion.



181237819110600000000003

Reichle Klein's Qualifications and Services to be Provided

3. Reichle Klein has extensive knowledge and expertise in the commercial real estate brokerage field. Reichle Klein agreed to represent and advise the Debtors as real estate broker and exclusive agent with respect to the marketing and sale of the real property owned by the Debtors located at 26933 Eckel Road, Perrysburg, OH 43551 (the “**Property**”).

Disinterestedness of Reichle Klein

4. To the best of my knowledge, neither Reichle Klein, nor any of its professional personnel, have any relationship with the Debtors that would impair Reichle Klein's ability to serve as the Debtors' broker for the sale of the Property.

5. Reichle Klein's personnel reviewed the names of the known potential parties in interest in the Chapter 11 Cases, including (i) the Debtors' affiliates; (ii) the Debtors' General and Limited Partners; (iii) the Debtors' top 30 unsecured creditors; (iv) the current and former officers and members of the Debtors' board of directors; (v) insurance carriers; (vi) utility providers; (vii) landlords; (viii) professionals engaged by the Debtors in the Chapter 11 Cases and otherwise; (ix) Bankruptcy Judges in the District of Delaware, the U.S. Trustee, and their respective key staff members; (x) parties to litigation with the Debtors pending before the Court; (xi) the Purchaser and (xii) major contract counterparties, and other potential parties in interest, all as listed on **Schedule 1**, attached hereto (the “**Potentially Interested Parties**”).

6. Reichle Klein is a “disinterested person,” within the meaning of Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b), in that Reichle Klein (i) holds no interest adverse to the Debtors or their estates and (ii) other than the services currently being provided for the Debtors and as set forth herein, Reichle Klein has no connection with the Debtors, the Potentially Interested Parties, the U.S. Trustee, or any person employed in the office of the U.S. Trustee. Moreover, Reichle Klein or its professional

personnel (i) are not creditors, equity security holders, or insiders of the Debtors, (ii) are not and were not, within two years before the date of the filing of the Chapter 11 Cases, directors, officers, or employees of the Debtors, and (iii) do not have an interest materially adverse to the interests of the Debtors' estates or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors. As of the date hereof, Reichle Klein has not been paid by the Debtors for any services rendered.

7. Reichle Klein has not been retained to assist any entity or person other than the Debtors on matters relating to, or in connection with, the Chapter 11 Cases. Reichle Klein has not, and will not, accept any engagement or perform any service for any entity or person other than the Debtors in the Chapter 11 Cases.

8. Reichle Klein and its employees may have performed services in the past, may currently perform services, and/or may perform services in the future for entities that may be creditors of the Debtors in matters totally unrelated to the Chapter 11 Cases, including, specifically, the following entities or their affiliates: Huntington National Bank, Ohio Machinery Co. (d/b/a Ohio CAT), United Rentals North America, Sunbelt Tractor & Equipment Co., Sunbelt Equipment Marketing, Inc., Buckeye Telesystem, Waste Management, Sunoco Pipeline, LP, and Sunoco Partners Marketing & Terminals, LP.

9. The Debtors have numerous relationships and creditors. Consequently, although every reasonable effort has been made to discover and eliminate the possibility of any connection or conflict, including the efforts outlined above, Reichle Klein is unable to state with certainty which of its clients or such clients' affiliates hold claims or otherwise are parties in interest in the Chapter 11 Cases. If Reichle Klein discovers any information that is contrary or pertinent to the statements made herein, Reichle Klein will promptly disclose such information to

the Court on notice to such creditors and to the U.S. Trustee and such other creditors or other parties in interest as may be required under noticing procedures applicable in the Chapter 11 Cases.

Professional Compensation

10. Subject to the Court's approval and the terms of the Broker Agreement, the Debtors will pay Reichle Klein a commission equal to 6% of the gross transaction price from the proceeds of the sale of the Property at the time of closing.

11. The structure of the compensation is consistent with Reichle Klein's normal and customary billing practices for comparably sized transactions. Moreover, it is consistent with fee structure provisions typically utilized by Reichle Klein and other leading firms in the real estate industry. I believe that the compensation is both reasonable and market-based.

In accordance with 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge and belief.

Executed on November 6, 2019

/s/ Jerry Malek

Jerry Malek
Vice President
Reichle Klein Group, Inc.

Schedule 1

Potentially Interested Parties

Parties in Interest List

Debtors:

- Welded Construction, L.P.
- Welded Construction Michigan, LLC

Current & Former Officers & Directors

- Joseph M. St. Julian
- Jack Fatcher
- John Nicolson
- Stephen D. Hawkins.
- Jeff McCaig
- Rich Wall
- Matt Lutz
- Dean McDowell
- Ronald P. Gratton
- Glen P. Brock
- Emad Eldin Mohamed Khedr

General Partners/Limited Partners:

- Ohio Welded Company LLC
- McCaig Welded GP, LLC
- Bechtel Oil, Gas and Chemicals, Inc.
- McCaig US Holdings, Inc.

Bankruptcy Professionals:

- Young, Conaway, Stargatt & Taylor, LLP
- Gibson Dunn & Crutcher LLP
- Zolfo Cooper, LLC

Cash Management Banks:

- Huntington National Bank
- JPMorgan Chase
- M&T Bank
- Global Cash Card

UCC Lien Claimants

- Caterpillar Financial Services

- VAR Resources, LLC
- BNP Paribas
- Huntington National Bank

Landlords:

- Rexroth Equities, LP
- Board of Park Commissioners of the Friendship Park District
- 6twelve Properties, L.P. (d/b/a Eastridge Commerce Park)
- Ruth A. Miley
- Falcon Properties
- Matt Canestrale Contracting, Inc.
- Atlantis Self Storage, Inc.
- Morgantown, L.P.
- Schuylkill Economic Development Corporation
- Fox's Inc.
- Mt. Joy Holding Co.
- CFV Group LLC

Insurance:

- Navigators Insurance Company
- Zurich American Insurance Company
- Travelers Casualty and Surety Company of America
- Indian Harbor Insurance Company
- The Charter Oak Fire Insurance Company
- Westchester Fire Insurance Company
- Gemini Insurance Company
- Great American Assurance Company
- The Ohio Casualty Insurance Company
- Liberty Mutual Insurance Company
- McGriff, Seibels & Williams, Inc.
- Prime Rate Premium Finance Corporation, Inc.

Surety:

- Berkshire Hathaway

- Travelers Casualty and Surety Company of America
- Chubb (Federal Insurance Company)
- AIG

Major Contract Counterparty:

- TransCanada
- Columbia Gas Transmission, LLC
- Transcontinental Gas Pipe Line Company, LLC
- Sunoco Partners Marketing & Terminals, LP
- Sunoco Pipeline, LP
- Energy Transfer Partners
- NiSource Corporate Services Company
- Consumers Energy Company
- Northcoast Gas Transmission LLC
- The Williams Companies, Inc.

Counterparties to Currently Pending Litigation

- AmeriFactors Financial Group LLC
- Assad Brunner
- Department of Labor Wage and Hour Division
- Equal Employment Opportunity Commission
- Jeremy Keith
- Ronald Husted
- Antoinette Emerson
- Landen Pence
- Serenity Pence
- Transcontinental Gas Pipe Line Company, LLC
- United States Department of Labor
- Schmid Pipeline Construction, Co.
- CADD Enterprises, LLC
- T&C Rentals, Inc.
- Sunbelt Tractor & Equipment Co.
- Sunbelt Equipment Marketing, Inc.
- Newman Tractor, LLC
- Prime NDT Services, Inc.

- Ohio Machinery Co. (d/b/a Ohio CAT)

Purchaser:

- Michels Corporation

Taxing Authorities:

- Michigan Department of Treasury
- Ohio Department of Taxation
- Pennsylvania Department of Revenue
- West Virginia State Tax Department
- City of Perrysburg
- Maryland Department of Assessments & Taxation
- Wood County Treasurer
- Alabama Office of State Treasurer
- Alabama Licensing Board for General Contractors
- Arizona Department of Revenue, Unclaimed Property Section
- Arizona Registrar of Contractors
- Arkansas Licensing Board
- Arkansas Secretary of State
- Colorado Secretary of State
- State of Delaware, Division of Corporations
- Florida Department of Business and Professional Regulation
- Florida Department of State, Division of Corporations
- Georgia Secretary of State, Corporations Division
- Illinois Secretary of State
- Maine Department of the Secretary of State
- Comptroller of Maryland
- Michigan Department of Licensing and Regulatory Affairs
- Nevada Secretary of State
- Nevada State Contractors Board
- North Dakota Secretary of State
- Oregon Secretary of State
- South Carolina Department of Labor, Licensing and Regulation

- Texas Comptroller
- Utah Division of Corporations and Commercial Code
- Utah Division of Occupational and Professional Licensing
- Commonwealth of Virginia State Corporation Commission
- State of West Virginia, Division of Labor

Top 30 Unsecured Creditors:

- Travelers Casualty and Surety Company of America
- Chubb (Federal Insurance Company)
- AIG
- Cleveland Brothers Equipment Company
- Clearwater Construction, Inc.
- Pipeline Machinery
- Ohio Machinery Co. (d/b/a Ohio CAT)
- Southeast Directional Drilling
- Cross Country Pipeline Supply
- United Piping Inc.
- Bedrock Environmental Services
- Outlaw Padding Company
- CRC-Evans Pipeline Intl. Inc.
- Laney Directional Drilling
- Pipeline Supply & Service Holdings
- Bechtel Corporation
- United Rentals North America
- Maxx HDD, LLC
- US Crossings Unlimited, LLC
- Azul Estrella Services of Mississippi
- Sunbelt Equipment Marketing, Inc.
- LGS Restoration, LLC
- Gwinnup's Restoration and Environmental
- Earth Pipeline Services, Inc.
- I.U.O.E. Benefit Fund of Eastern PA & DE
- IUOE & Pipe Line Employers H&W Fund

- Laborers-Employers Benefit Plan Collection Trust
- Schmid Pipeline Construction, Inc.
- Mears Group, Inc.
- Michigan CAT
- Trans Energy Pipeline Services, LLC
- Central Pension Fund

Utilities

- AEP Ohio
- Braid RV Park
- CenturyLink
- Connectwise, Inc.
- Country Waste of Pennsylvania, LLC
- DMC Technology
- Glen Dale Municipal Utilities
- Lebanon Farms Disposal (Waste Industries)
- Suddenlink
- Comcast
- West Penn Power
- PPL Electric Utilities
- PenTeleData
- Met-Ed
- UGI Utilities
- Toledo Edison
- City of Perrysburg
- Columbia Gas of Ohio
- Buckeye Telesystem
- Verizon Wireless
- Intermedia.net
- Republic Services
- Waste Management

Delaware Bankruptcy Judges

- Chief Judge Brendan L. Shannon
- Judge Kevin J. Carey
- Judge Kevin Gross
- Judge Christopher S. Sontchi
- Judge Laurie Selber Silverstein
- Judge Mary F. Walrath

Office of the United States Trustee,
Region 3, Wilmington Office

- T. Patrick Tinker
- Lauren Attix
- David Buchbinder
- Linda Casey
- Holly Dice
- Shakima L. Dortch
- Timothy J. Fox, Jr.
- Diane Giordano
- Christine Green
- Benjamin Hackman
- Jeffrey Heck
- Byra Keilson (former U.S. Trustee)
- Mark Kenney
- Jane Leamy
- Hannah McCollum
- James R. O'Malley
- Michael Panacio
- Linda Richendorfer
- Juliet Sarkessian
- Richard Schepacarter
- Edith A. Serrano
- Karen Starr
- Ramona Vinson
- Jaclyn Weissgerber (former U.S. Trustee)
- Michael West
- Dion Wynn