

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

In re:

WELDED CONSTRUCTION, L.P., *et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-12378 (CSS)

(Jointly Administered)

Objection Deadline: March 5, 2020 at 4:00 p.m. (ET)

Hearing Date: March 31, 2020 at 10:00 a.m. (ET)

**NINTH MONTHLY AND FIFTH INTERIM APPLICATION OF LANDIS RATH &  
COBB LLP, SPECIAL COUNSEL TO THE DEBTORS AND DEBTORS-IN-  
POSSESSION, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
PURSUANT TO 11 U.S.C. §§ 330 AND 331 FOR THE PERIOD FROM OCTOBER 1,  
2019 THROUGH AND INCLUDING DECEMBER 31, 2019**

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, 2018

Period for which monthly compensation  
and reimbursement sought:

December 1, 2019 through December 31, 2019

Amount of monthly fees to be approved  
as actual, reasonable and necessary from  
December 1, 2019 - December 31, 2019:

\$4,775.50 (80%= \$3,820.40)

Amount of monthly expenses sought  
as actual, reasonable and necessary from  
December 1, 2019 – December 31, 2019:

\$0.00

Period for which interim compensation  
and reimbursement sought:

October 1, 2019 through December 31, 2019

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

\$36,747.50

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

\$237.45

<sup>1</sup> 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 P.O. Box 470, Perrysburg, OH 43552-0470.



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

This application includes 4.7 hours with a value of \$1,647.50 for time incurred in the preparation of the fourth monthly fee application.

Prior Applications:

<b>Dated Filed</b>	<b>Period Covered</b>	<b>Requested</b>		<b>Approved</b>	
		<b>Fees</b>	<b>Expenses</b>	<b>Fees</b>	<b>Expenses</b>
12/5/18	10/22/18 – 11/30/18	\$141,548.50	\$5,989.81	\$113,238.80	\$5,989.81
1/22/19	12/1/18 – 12/31/18	\$87,400.00	\$689.79	\$69,920.00	\$689.79
<b>1st Interim 2/14/19</b>	<b>10/22/18 – 12/31/18</b>	<b>\$228,948.50</b>	<b>\$6,679.60</b>	<b>\$183,158.80</b>	<b>\$6,679.60</b>
2/26/19	1/1/19 – 1/31/19	\$11,978.00	\$334.67	\$9,582.40	\$334.67
3/15/19	2/1/19 – 2/28/19	\$20,332.00	\$102.30	\$16,265.60	\$102.30
5/15/19	3/1/19 – 3/31/19	\$1,618.50	\$7.50	\$1,294.80	\$7.50
<b>2nd Interim 5/15/19</b>	<b>1/1/19 – 3/31/19</b>	<b>\$33,928.50</b>	<b>\$444.47</b>	<b>\$33,928.50</b>	<b>\$444.47</b>
<b>3rd Interim 8/15/19</b>	<b>4/1/19 – 6/30/19</b>	<b>\$2,403.00</b>	<b>\$1.30</b>	<b>\$2,403.00</b>	<b>\$1.30</b>
11/8/19	7/1/19 – 9/30/19	\$29,588.00	\$75.09	\$23,670.40	\$75.09
<b>4th Interim 8/15/19</b>	<b>7/1/19 – 9/30/19</b>	<b>\$29,588.00</b>	<b>\$75.09</b>	<b>\$29,588.00</b>	<b>\$75.09</b>
12/6/19	10/1/19 – 11/30/19	\$31,929.00	\$237.45	\$25,543.20	\$237.45

**MONTHLY COMPENSATION BY INDIVIDUAL**

<b>Name of Professional</b>	<b>Position w/LRC and Year of Admission</b>	<b>Year of Law School Graduation</b>	<b>Hourly Billing Rate<sup>2</sup></b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Matthew B. McGuire	Partner; admitted PA 2001, DE 2003	May, 2000	\$650.00	5.20	\$3,380.00
Jennifer L. Cree	Associate; admitted DE 2013, PA 2014	May, 2013	\$365.00	1.90	\$693.50
Holly M. Smith	Associate; admitted DE 2018	May, 2017	\$295.00	0.60	\$177.00
Anthony C. Dellose	Paralegal	N/A	\$250.00	0.80	\$200.00
Victoria M. Butler	Paralegal	N/A	\$250.00	1.30	\$325.00
<b>Total</b>				<b>9.80</b>	<b>\$4,775.50</b>

**Blended Hourly Rate: \$487.29**


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<sup>2</sup> LRC's billing rates have not changed during this Application Period (defined below).

**MONTHLY COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
B122 – Case Administration	0.10	\$36.50
B124 – Claims Administration & Objection	4.80	\$3,091.50
B136 – LRC Retention & Fee Matters	4.90	\$1,647.50
<b>TOTAL</b>	<b>9.80</b>	<b>\$4,775.50</b>

**MONTHLY EXPENSE SUMMARY**

<b>Expenses Category</b>	<b>Total Expenses</b>
<b>TOTAL</b>	<b>\$0.00</b>

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

In re:

WELDED CONSTRUCTION, L.P., *et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-12378 (CSS)

(Jointly Administered)

**Objection Deadline: March 5, 2020 at 4:00 p.m. (ET)**  
**Hearing Date: March 31, 2020 at 10:00 a.m. (ET)**

**NINTH MONTHLY AND FIFTH INTERIM APPLICATION OF LANDIS RATH &  
COBB LLP, SPECIAL COUNSEL TO THE DEBTORS AND DEBTORS-IN-  
POSSESSION, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
PURSUANT TO 11 U.S.C. §§ 330 AND 331 FOR THE PERIOD FROM OCTOBER 1,  
2019 THROUGH AND INCLUDING DECEMBER 31, 2019**

Landis Rath & Cobb LLP (“LRC”), Special Counsel to the above-captioned debtors and debtors-in-possession (the “Debtors”), submits this *Ninth Monthly and Fifth Interim Application of Landis Rath & Cobb LLP, Special Counsel to the Debtors and Debtors-In-Possession, for Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 330 and 331 for the Period from October 1, 2019 Through and Including December 31, 2019* (the “Application”) for legal services performed during the period commencing December 1, 2019 through and including December 31, 2019 (the “Monthly Application Period”); and for interim approval of compensation for legal services performed during the period commencing October 1, 2019 through and including December 31, 2019 (the “Interim Application Period”), together with the Monthly Application Period, (the “Application Periods”). In support of the Application, LRC respectfully states as follows:

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<sup>1</sup> 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 P.O. Box 470, Perrysburg, OH 43552-0470.

### **JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this Application 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 February 29, 2012. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A) and (M), and the Court may enter a final order consistent with Article III of the United States Constitution.<sup>2</sup> Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are sections 105(a), 330 and 331 of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended or modified, the “Bankruptcy Code”).

### **BACKGROUND**

3. On October 22, 2018 (the “Petition Date”), the Debtors commenced the above-captioned chapter 11 cases (the “Chapter 11 Cases”) by filing voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code.

4. The Debtors continue to operate their business and manage their properties as debtors-in-possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

5. No trustee or examiner has been appointed in these Chapter 11 Cases.

6. On October 30, 2018, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors consisting of the following seven members: (i) Ohio Machinery Co.; (ii) Cleveland Brothers Equipment Co., Inc.;

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<sup>2</sup> Pursuant to rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), LRC hereby confirms its consent to entry of a final order by the Bankruptcy Court in connection with this Application if it is later determined that the Bankruptcy Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

(iii) United Piping, Inc.; (iv) PipeLine Machinery International, LP; (v) Earth Pipeline Services, Inc.; (vi) IUOE and Pipe Line Employers Health & Welfare Fund; and (vii) Schmid Pipeline (the “Committee”) [D.I. 128].

7. The factual background relating to the Debtors’ commencement of the Chapter 11 Cases is set forth in detail in the *Declaration of Frank Pometti in Support of Debtors’ Chapter 11 Petitions and First-Day Motions* [D.I. 4] filed on the Petition Date.

8. On November 15, 2018, the Court entered 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 sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these Chapter 11 Cases.

9. On November 15, 2018, the Court also entered the *Order Authorizing the Employment and Retention of Landis Rath & Cobb LLP as Special Counsel Nunc Pro Tunc to the Retention Date* [D.I. 232].

#### **TERMS AND CONDITIONS OF COMPENSATION OF LRC**

10. Subject to Court approval, LRC seeks payment for compensation on an hourly basis, plus reimbursement of actual, necessary expenses incurred by LRC during the Application Period. With the exception of copy charges (which are charged at a lower rate), the rates charged by LRC in these Chapter 11 Cases do not differ from the rates charged to LRC’s non-bankruptcy clients.

11. A summary of the hours spent, the names of each professional and paraprofessional rendering services to the Debtors during the Application Period, the regular customary billing rates and the total value of time incurred by each of the LRC professionals rendering services to the Debtors are attached hereto as **Exhibit A**. A copy of the computer-

generated time entries reflecting the time recorded for these services, organized in project billing categories in accordance with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* (the “U.S. Trustee Guidelines”) is attached hereto as **Exhibit B**. A statement of expenses incurred by LRC during the Application Period is attached hereto as **Exhibit C**. All time entries and requested expenses are in compliance with rule 2016-2 of the Local Rules.<sup>3</sup>

12. Pursuant to the Interim Compensation Order, LRC and other professionals retained in these Chapter 11 Cases are authorized to file and to serve upon the parties identified in the Interim Compensation Order monthly fee applications (a “Monthly Fee Application”) of their fees and expenses. After the expiration of a twenty (20) day objection period, the Debtors are authorized to promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Application, unless an objection has been lodged against specific fees and/or expenses, or the Court orders otherwise.

13. In accordance with the Interim Compensation Order, LRC has filed and served upon the parties identified in the Interim Compensation Order this Application with respect to fees and expenses incurred during the Application Period; to wit, fees in the amount of \$4,775.50 and expenses in the amount of \$0.00.

14. All services and costs for which compensation is requested by LRC in this Application were reasonable and necessary and were performed for and on behalf of the Debtors during the Application Period.

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<sup>3</sup> LRC has also made reasonable efforts to submit this Application in a manner consistent with the U.S. Trustee Guidelines. To the extent that the U.S. Trustee Guidelines conflict with the Local Rules, in particular, Local Rule 2016-2, LRC has chosen to comply with such Local Rule. LRC will supplement this Application with additional detail or information upon request.



**CASE STATUS**

15. The Debtors' monthly operating reports contain up-to-date information regarding the amount of cash on hand or on deposit in the Debtors' estates, the amount and nature of accrued unpaid administrative expenses, the Debtors' operating profits or losses, and the amount of unencumbered funds in the Debtors' estates.

16. To the best of LRC's knowledge, the Debtors have paid or will pay to the U.S. Trustee its initial quarterly fees and have filed or will file its monthly operating reports.

**NARRATIVE SUMMARY OF SERVICES  
RENDERED ON A PROJECT SUMMARY BASIS**

17. All of the professional services that LRC rendered to the Debtors during the Application Period are set forth in detail in **Exhibit B**, segregated according to project billing categories in accordance with the U.S. Trustee Guidelines. A brief description of certain services deserving specific mention are highlighted below, by project category:

**(A) Claims Administration & Objections: (Total Hours: 4.80; Total Fees: \$3,091.50)**

18. Among other services provided under this category during the Application Period, LRC analyzed certain purported claims arising out of certain contracts between the Debtors and non-debtor contract counterparties. In connection therewith, LRC analyzed settlement proposals and advised the Debtors' management regarding the same.

**(B) LRC Retention/Fee Matters: (Total Hours: 4.90; Total Fees: \$1,647.50)**

19. Among other services provided under this category during the Application Period, LRC prepared and filed the *Eighth Monthly Application of Landis Rath & Cobb LLP, Special Counsel to the Debtors and Debtors-In-Possession, for Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 330 and 331 for the Period from October 1, 2019 Through*

*and Including November 31, 2019* [D.I. 1138] in accordance with the Local Rules and U.S. Trustee Guidelines.

### **COMPENSATION REQUESTED**

20. LRC expended 9.80 hours during the Monthly Application Period in furtherance of its efforts on behalf of the Debtors. LRC requests allowance of compensation in the amount of \$4,775.50 for legal services rendered during the Monthly Application Period at a blended hourly rate of \$487.29. Pursuant to the Interim Compensation Order, LRC requests interim payment of 80% of the total fees requested, or \$3,820.40. None of the requested fees detailed herein have been paid previously.

### **REIMBURSEMENT OF EXPENSES**

21. During the Monthly Application Period, LRC incurred certain necessary expenses in rendering legal services to the Debtors as set forth in **Exhibit C**. LRC represents that its rate for non-color duplication is \$0.10 per page and color duplication is \$0.80 per page, consistent with the Local Rules and U.S. Trustee Guidelines.

22. LRC seeks reimbursement for its reasonable, necessary and actual expenses incurred during the Application Period for the total amount of \$0.00.

### **INTERIM FEE PERIOD**

23. 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 Interim Compensation Order. LRC has filed and served monthly fee applications and accompanying certificates of no objection for the periods covering October 1, 2019 through and

including December 31, 2019<sup>4</sup> (collectively, the “Monthly Fee Applications”). Each of the Monthly Fee Applications is incorporated by reference as if fully set forth herein.<sup>5</sup>

24. In accordance with the Trustee Guidelines, this Application is supported by (i) **Exhibit D**, which is a summary of compensation by each professional of LRC that worked on the above-captioned Chapter 11 Cases; (ii) **Exhibit E**, which is a summary of compensation by project category; (iii) **Exhibit F**, which is an expense summary; (iv) **Exhibit G**, which contains LRC’s customary and comparable compensation disclosures; (v) **Exhibit H**, which is the estimated budget for Landis Rath & Cobb LLP as Special Counsel to the Debtors for the period October 1, 2019 through December 31, 2019, and (vi) the Certification of Matthew B. McGuire, which is attached hereto as **Exhibit I**.

#### **LEGAL STANDARD**

25. Bankruptcy Code section 330(a)(1) allows the payment of:

(A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, ombudsman, professional person, or attorney and by any paraprofessional person employed by any such person; and

(B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1). Reasonableness of compensation is informed by the “market-driven approach,” which considers the nature, extent and value of services provided by the professional and the cost of comparable services in non-bankruptcy contexts. *See Zolfo Cooper & Co. v. Sunbeam-Oster Co.*, 50 F.3d 253, 258 (3d Cir. 1995); *In re Busy Beaver Building Ctr., Inc.*, 19 F.3d 833, 849 (3d Cir. 1994). Thus, the “baseline rule is for firms to receive their customary rates.” *Zolfo Cooper*, 50 F.3d at 259.

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<sup>4</sup> The Certificate of No Objection for fees and expenses incurred from December 1, 2019 through December 31, 2019 is not yet due.

<sup>5</sup> Copies of the Monthly Fee Applications may be obtained by written request to the undersigned counsel.

26. In accordance with its practices in non-bankruptcy matters, LRC has calculated its compensation requested in the Monthly Application Period by applying its standard hourly rates. LRC's calculation is based upon hourly rates that are well within the range of rates that are charged by comparable firms in similar bankruptcy cases. Accordingly, LRC's rates should be determined to be reasonable under Bankruptcy Code section 330.

27. LRC's fees during the Monthly Application Period are also reasonable under the prevailing legal standard and should be allowed. The amount of these fees is not unusual given the complexity and size of the Chapter 11 Cases and the amount of work required to represent the Debtors as Special Counsel. LRC's fees are commensurate with fees that other attorneys of comparable experience and expertise have charged and been awarded in similar chapter 11 cases. Accordingly, LRC's fees are reasonable pursuant to Bankruptcy Code section 330.

28. Bankruptcy Code section 330(a)(1)(B) permits reimbursement for actual and necessary expenses. LRC's legal services and expenses incurred during the Monthly Application Period are set forth in this Application and constitute only those necessary expenses that were incurred for the benefit of the Debtors' estates. LRC has properly requested reimbursement of only actual, necessary and appropriate legal expenses.

29. Except as permitted by Bankruptcy Rule 2016, no agreement or understanding exists between LRC and/or any third person for the sharing or division of compensation. All of the services for which compensation is requested in this Monthly Application Period were rendered at the request of and solely on behalf of the Debtors.

30. Pursuant to the standards set forth in Bankruptcy Code sections 330 and 331, LRC submits that the compensation requested is for actual and necessary services and expenses, and is reasonable, based upon the nature, extent and value of such services, the time spent thereon, and the costs of comparable services in cases under the Bankruptcy Code.

31. The time records annexed to this Monthly Application constitute only a general statement of the services rendered and time expended without description of the pressure and constraints under which LRC actually rendered these services. The considerable challenges of these Chapter 11 Cases have been attended to and managed by LRC at all levels promptly, expertly, and often to the exclusion of other matters in LRC's office. LRC submits, therefore, that its fees and expenses were actually necessary, reasonable and justified, and should be allowed in full.

**NOTICE AND PRIOR REQUEST**

32. 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 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.

33. No prior request for the relief sought in this Application has been made to this or any other Court.

WHEREFORE, LRC respectfully requests that the Court enter an order approving the following:

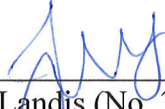
(i) Monthly Allowance in the sum of \$4,775.50 as compensation for necessary professional services rendered to the Debtors, and in the sum of \$0.00 for reimbursement of actual necessary costs and expenses incurred during the Monthly Application Period;

*[Remainder of page intentionally left blank]*

(ii) Interim Allowance in the sum of \$36,747.50 as compensation for necessary professional services rendered to the Debtors, and in the sum of \$237.45 for reimbursement of actual necessary costs and expenses incurred during the Interim Application Period; and such other and further relief as this Court may deem just and proper.

Dated: February 14, 2020  
Wilmington, Delaware

**LANDIS RATH & COBB LLP**



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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*

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

In re:

WELDED CONSTRUCTION, L.P., *et al.*<sup>1</sup>

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Chapter 11

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(Jointly Administered)

**Objection Deadline: March 5, 2020 at 4:00 p.m. (ET)**  
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**NINTH MONTHLY AND FIFTH INTERIM APPLICATION OF LANDIS RATH &  
COBB LLP, SPECIAL COUNSEL TO THE DEBTORS AND DEBTORS-IN-  
POSSESSION, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
PURSUANT TO 11 U.S.C. §§ 330 AND 331 FOR THE PERIOD FROM OCTOBER 1,  
2019 THROUGH AND INCLUDING DECEMBER 31, 2019**

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 *Ninth Monthly and Fifth Interim Application of Landis Rath & Cobb LLP, Special Counsel to the Debtors and Debtors-In-Possession, for Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 330 and 331 for the Period from October 1, 2019 Through and Including December 31, 2019* (the “Application”). The Application seeks monthly fees in the amount of \$4,775.50 and expenses in the amount of \$0.00 for the period from December 1, 2019 through December 31, 2019 and interim fees in the amount of \$36,747.50 and expenses in the amount of \$237.45 for the period from October 1, 2019 through December 31, 2019.

Objections, if any, to the relief requested in the Application must be filed with the United States Bankruptcy Court, 824 N. Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801, on or before **March 5, 2020 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 5, 2020**:

- (i) Welded Construction, L.P., P.O. Box 470, Perrysburg, OH 43552-0470 (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

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<sup>1</sup> 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 P.O. Box 470, Perrysburg, OH 43552-0470.

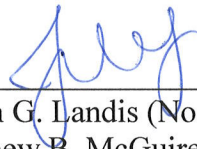
of Delaware, J. Caleb Boggs Federal Building, Room 2207, 844 North King Street, Wilmington, DE 19801, (Attn: Jane M. Leamy, Esq.); (iv) counsel for the DIP Lender, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn: Michael A. Rosenthal, Esq. and Matthew K. Kelsey, Esq.); (v) special 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.).

A HEARING ON THE APPLICATION WILL BE HELD ON **MARCH 31, 2020 AT 10:00 A.M. (ET)** BEFORE THE HONORABLE CHRISTOPHER S. SONTCHI, UNITED STATES BANKRUPTCY JUDGE, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 5th FLOOR, COURTROOM 6, 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, 2020  
Wilmington, Delaware

**LANDIS RATH & COBB LLP**



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Adam G. Landis (No. 3407)  
Matthew B. McGuire (No. 4366)  
Jennifer L. Cree (No. 5919)  
919 Market Street, Suite 1800  
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mcguire@lrclaw.com  
cree@lrclaw.com

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



# **EXHIBIT A**

**MONTHLY COMPENSATION BY INDIVIDUAL**

<b>Name of Professional</b>	<b>Position w/LRC and Year of Admission</b>	<b>Year of Law School Graduation</b>	<b>Hourly Billing Rate<sup>1</sup></b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Matthew B. McGuire	Partner; admitted PA 2001, DE 2003	May, 2000	\$650.00	5.20	\$3,380.00
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<b>Total</b>				<b>9.80</b>	<b>\$4,775.50</b>

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<sup>1</sup> LRC's billing rates have not changed during this Application Period (defined below).  
{1220.002-W0060317.}

# **EXHIBIT B**

**MONTHLY COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
B122 – Case Administration	0.10	\$36.50
B124 – Claims Administration & Objection	4.80	\$3,091.50
B136 – LRC Retention & Fee Matters	4.90	\$1,647.50
<b>TOTAL</b>	<b>9.80</b>	<b>\$4,775.50</b>

Landis Rath &amp; Cobb LLP

Client	Trans Date	Tmkr	Hours to Bill	Amount
<b>Phase ID B122 Case Administration</b>				
1220.002	12/05/2019	JLC	0.10	36.50 email with A. Mielke re: address change

**Total for Phase ID B122**

Billable	0.10	36.50	Case Administration
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**Phase ID B124 Claims Administration & Objections**

1220.002	12/09/2019	JLC	0.10	36.50 emails with A. Mielke, MBM re: TC
1220.002	12/16/2019	MBM	2.20	1,430.00 prepare for (.7) and attend call with client team re: settlement issues (1.5)
1220.002	12/18/2019	MBM	0.90	585.00 emails with YCST and Alix re: term sheet (.2); review of revised term sheet and alix work up re: same (.7)
1220.002	12/19/2019	MBM	0.30	195.00 review of term sheet (.2); emails with Beach and Pometti re: same (.1)
1220.002	12/20/2019	MBM	0.50	325.00 review of revised Telephone conference with term sheet (.3); emails with YCST and Hawkins re: same (.2)
1220.002	12/23/2019	MBM	0.80	520.00 review of revised term sheet (.4); call with Beach re: same (.4)

**Total for Phase ID B124**

Billable	4.80	3,091.50	Claims Administration & Objections
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**Phase ID B136 LRC Retention & Fee Matters**

1220.002	12/03/2019	VMB	0.90	225.00 Review, revise, and update Combined Eight Monthly Fee App for LRC
1220.002	12/03/2019	JLC	0.20	73.00 revise Certificate of No Objection re: LRC fee app (.1) and confer with MBM re: same (.1)
1220.002	12/03/2019	ACD	0.50	125.00 Confer with J. Cree re: Certificate of No Objection Re: LRC's 7th fee app (0.1); draft and efile same (0.4)
1220.002	12/05/2019	HMS	0.60	177.00 Review and revise the combined 8th monthly fee app
1220.002	12/05/2019	JLC	0.20	73.00 emails with MBM re: LRC fee app (.1) and confer with HMS re: same (.1)
1220.002	12/06/2019	JLC	0.40	146.00 review and revise lrc fee app (.3) and emails with MBM re: same (.1)
1220.002	12/06/2019	JLC	0.40	146.00 finalize for filing LRC 8th fee app
1220.002	12/06/2019	VMB	0.30	75.00 File LRC 8th Combined Fee App (.1); Email with KCC to serve same (.1); calendar critical dates (.1)
1220.002	12/06/2019	JLC	0.10	36.50 review LRC fee app service emails
1220.002	12/06/2019	MBM	0.30	195.00 Review and execute LRC 8th fee app
1220.002	12/11/2019	JLC	0.10	36.50 review court's request re: fees
1220.002	12/11/2019	JLC	0.10	36.50 review unredacted fees
1220.002	12/11/2019	JLC	0.10	36.50 emails/confer with MBM re: unredacted fees
1220.002	12/11/2019	MBM	0.20	130.00 Emails with court (.1), JLC (.1) re: unredacted fees
1220.002	12/26/2019	VMB	0.10	25.00 Draft Certificate of No Objection for LRC 4th Fee App
1220.002	12/27/2019	JLC	0.10	36.50 review and execute Certificate of No Objection re: Lrc's fee app
1220.002	12/27/2019	ACD	0.30	75.00 Finalize and e-file Certificate of No Objection Re: LRC's 8th fee app

**Total for Phase ID B136**

Billable	4.90	1,647.50	LRC Retention & Fee Matters
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**GRAND TOTALS**

Billable	9.80	4,775.50
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# **EXHIBIT C**

**MONTHLY EXPENSE SUMMARY**

<b>Expenses Category</b>	<b>Total Expenses</b>
<b>TOTAL</b>	<b>\$0.00</b>

# **EXHIBIT D**



**SUMMARY OF FEES BY INDIVIDUAL FOR THE APPLICATION PERIOD**  
**(October 1, 2019 – December 31, 2019)**

<b>Name of Professional</b>	<b>Position w/LRC and Year of Admission</b>	<b>Year of Law School Graduation</b>	<b>Hourly Billing Rate<sup>2</sup></b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Matthew B. McGuire	Partner; admitted PA 2001, DE 2003	May, 2000	\$650.00	42.70	\$27,755.00
Jennifer L. Cree	Associate; admitted DE 2013, PA 2014	May, 2013	\$365.00	11.60	\$4,234.00
Holly M. Smith	Associate; admitted DE 2018	May, 2017	\$295.00	11.30	\$3,333.50
Anthony C. Dellose	Paralegal	N/A	\$250.00	2.50	\$625.00
Victoria M. Butler	Paralegal	N/A	\$250.00	3.20	\$800.00
<b>Total</b>				<b>71.30</b>	<b>\$36,747.50</b>

<sup>2</sup> LRC's billing rates have not changed during this Application Period (defined below).  
 {1220.002-W0060317.}

# **EXHIBIT E**

**COMPENSATION BY PROJECT CATEGORY**  
**(October 1, 2019 – December 31, 2019)**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
B122 – Case Administration	0.10	\$36.50
B124 – Claims Administration & Objections	56.30	\$31,988.50
B134 – Hearings	0.50	\$148.00
B136 – LRC Retention & Fee Matters	14.40	\$4,574.50
<b>TOTAL</b>	<b>71.30</b>	<b>\$36,747.50</b>

# **EXHIBIT F**

**SUMMARY EXPENSE SUMMARY FOR THE APPLICATION PERIOD**  
**(October 1, 2019 – December 31, 2019)**

<b>Expenses Category</b>	<b>Total Expenses</b>
In-house Copying	\$8.00
Online Research	\$229.45
<b>TOTAL</b>	<b>\$237.45</b>

# **EXHIBIT G**

**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES**  
**(October 1, 2019 – December 31, 2019)**

<b>Category of Timekeeper</b>	<b>Blended Hourly Rate</b>	
	<b>Billed Firm-wide for Fiscal year (FY2019)</b>	<b>Billed October 1, 2019 through December 31, 2019</b>
Partner	\$667.86	\$650.00
Associate	\$373.00	\$330.00
Paralegal	\$250.00	\$250.00
Aggregated	\$430.28	\$410.00

# **EXHIBIT H**



**ESTIMATED BUDGET FOR LANDIS RATH & COBB LLP**  
**AS CONFLICT COUNSEL TO THE DEBTOR**  
**(October 1, 2019 – December 31, 2019)**

<b>Month</b>	<b>LRC Budget</b>	<b>LRC Actual Amount</b>
October – December 2019	\$75,000	\$36,747.50
<b>Total</b>	<b>\$75,000</b>	<b>\$36,747.50</b>

# **EXHIBIT I**

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

In re:

WELDED CONSTRUCTION, L.P., *et al.*<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-12378 (CSS)

(Jointly Administered)

**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 Debtors as special counsel pursuant to an order of the Bankruptcy Court. This certification is made in support of the *Ninth Monthly and Fifth Interim Application of Landis Rath & Cobb LLP, Special Counsel to the Debtors and Debtors-In-Possession, for Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 330 and 331 for the Period from October 1, 2019 Through and Including December 31, 2019* (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”).

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<sup>1</sup> 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 P.O. Box 470, Perrysburg, OH 43552-0470.

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

**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, 2020  
Wilmington, Delaware

**LANDIS RATH & COBB LLP**



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