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and *NAES Corporation*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re:** : Chapter 11  
  
**WESTINGHOUSE ELECTRIC COMPANY :**  
**LLC, et al.** : Case No.: 17-10751 (MEW)  
:  
**Debtors.<sup>1</sup>** : *Docket Entries 19, 86, 260, 293, 308*  
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**GREENBERRY INDUSTRIAL, LLC AND NAES CORPORATION’S  
LIMITED OBJECTION TO ENTRY OF THE FINAL DIP ORDER;  
JOINDER**

Greenberry Industrial, LLC and NAES Corporation (collectively “*NAES*”), by  
and through its undersigned counsel, hereby files this limited objection (the “*Limited*”

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: Westinghouse Electric Company LLC (0933), CE Nuclear Power International, Inc. (8833), Fauske and Associates LLC (8538), Field Services, LLC (2550), Nuclear Technology Solutions LLC (1921), PaR Nuclear Holding Co., Inc. (7944), PaR Nuclear, Inc. (6586), PCI Energy Services LLC (9100), Shaw Global Services, LLC (0436), Shaw Nuclear Services, Inc. (6250), Stone & Webster Asia Inc. (1348), Stone & Webster Construction Inc. (1673), Stone & Webster International Inc. (1586), Stone & Webster Services LLC (5448), Toshiba Nuclear Energy Holdings (UK) Limited (N/A), TSB Nuclear Energy Services Inc. (2348), WEC Carolina Energy Solutions, Inc. (8735), WEC Carolina Energy Solutions, LLC (2002), WEC Engineering Services Inc. (6759), WEC Equipment & Machining Solutions, LLC (3135), WEC Specialty LLC (N/A), WEC Welding and Machining, LLC (8771), WECTEC Contractors Inc. (4168), WECTEC Global Project Services Inc. (8572), WECTEC LLC (6222), WECTEC Staffing Services LLC (4135), Westinghouse Energy Systems LLC (0328), Westinghouse Industry Products International Company LLC (3909), Westinghouse International Technology LLC (N/A), and Westinghouse Technology Licensing Company LLC (5961). The Debtors’ principal offices are located at 1000 Westinghouse Drive, Cranberry Township, Pennsylvania 16066.



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**Objection**”) to the *Motion of Debtors Pursuant to 11 U.S.C. §§ 362, 363, 364, 507, and 105 and Fed. R. Bankr. P. 2002, 4001, 6003, 6004 and 9014 for Interim and Final Orders (I) Authorizing Debtors to Obtain Senior Secured, Superpriority, Postpetition Financing, (II) Granting Liens and Superpriority Claims, and (III) Scheduling a Final Hearing (“DIP Motion”)*<sup>2</sup> [Docket No. 19]. In support of the Limited Objection, NAES asserts as follows:

### **BACKGROUND**

1. On March 29, 2017 (the “**Petition Date**”), each Debtor commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). On the Petition Date, the Debtors filed the DIP Motion.
2. On March 31, 2017, the Court entered the *Interim Order (I) Authorizing Debtors to Obtain Senior Secured, Superpriority, Postpetition Financing, (II) Granting Liens and Superpriority Claims, and (III) Scheduling a Final Hearing, Pursuant to Bankruptcy Code Sections 105, 362, 363, 364 and 507, Bankruptcy Rules 2002, 4001, 6004, and 9014 and Local Rule 4001-2* [Docket No. 86].
3. On April 17, 2017, NAES timely served on the Debtors a reclamation demand letter pursuant to section 546(c) of the Bankruptcy Code and section 2-702 of the Uniform Commercial Code (the “**Reclamation Demand**”). Notice of the Reclamation Demand was filed with the Court as Docket No. 260. As a result of the foregoing, NAES has valid first priority rights to the goods NAES has provided to the Debtors, all as set forth in the Reclamation Demand. In addition, NAES has senior mechanics’ liens and related security interests in certain real property on which the Vogtle and Summer projects are located.

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<sup>2</sup> Capitalized terms not defined herein shall have the meaning ascribed to such terms as in the DIP Motion.

**LIMITED OBJECTION**

4. NAES has no general objection to the Debtors' entry into the proposed DIP Facility, but files this Limited Objection solely to ensure that its reclamation rights and security interests are preserved. There is limited authority that suggests NAES must object to the DIP Facility in order to preserve its reclamation rights and security interests. While NAES submits such authority is distinguishable, this objection is intended to ensure that NAES's interests not be primed by the DIP Facility.

5. Therefore, NAES requests that the proposed Final DIP Order be modified to preserve the rights of NAES and other reclamation and mechanics' lien creditors to argue that their interests are superior to the DIP Liens.

6. NAES joins in the limited objections filed herein by DuBose National Energy Services, Inc., et al. (Docket No. 293), Air Products and Chemicals, Inc. (Docket No. 308), and other similarly situated reclamation and mechanics' lien claimants.

WHEREFORE, for the reasons set forth above, NAES respectfully requests that the proposed Final DIP Order not prime the interests of NAES in the goods and other property described above, and grant such other and further relief as may be appropriate.

Dated: New York, New York  
April 28, 2017

PERKINS COIE LLP  
Attorneys for Creditors Greenberry Industrial,  
LLC and NAES Corporation

By: /s/ Schuyler G. Carroll

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**CERTIFICATE OF SERVICE**

I hereby certify that a true copy of the foregoing was served on April 28, 2017, electronically in accordance with the method established under this Court's CM/ECF Administrative Procedures.

Dated: New York, New York  
April 28, 2017

PERKINS COIE LLP  
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