

PRIVILEGED AND CONFIDENTIAL, PROSKAUER DRAFT

Hearing Date: November 15, 2017 at 11:00 a.m. (ET)

Objection Deadline: November 8, 2017 at 11:59 p.m. (ET)

Martin J. Bienenstock
Timothy Q. Karcher
Vincent Indelicato

PROSKAUER ROSE LLP

Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900

*Counsel to the Statutory Unsecured Claimholders’
Committee of Westinghouse Electric Company LLC, et al.*

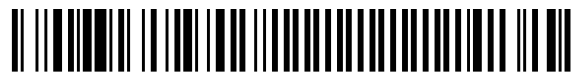
**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

<p><i>In re</i></p> <p>Westinghouse Electric Company LLC, et al.,</p> <p style="text-align: right;">Debtors.¹</p>
<p>ANDREW FLEETWOOD, on behalf of himself and all others similarly situated,</p> <p style="text-align: right;">Plaintiff,</p> <p style="text-align: center;">v.</p> <p>WECTEC LLC and STONE & WEBSTER SERVICES LLC,</p> <p style="text-align: right;">Defendants.</p>

Chapter 11
Case No. 17-10751 (MEW)
(Jointly Administered)

Adversary Proceeding No. 1:17-
ap-1110

¹ 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.



**NOTICE OF MOTION OF THE STATUTORY UNSECURED CLAIMHOLDERS'
COMMITTEE FOR ENTRY OF AN ORDER AUTHORIZING ITS INTERVENTION IN
ADVERSARY PROCEEDING NO. 1:17-AP-1110**

PLEASE TAKE NOTICE that on the annexed motion (the "Motion") of the statutory unsecured claimholders' committee (the "UCC") of Westinghouse Electric Company LLC and each of its affiliated debtors and debtors in possession (collectively, the "Debtors"), for an order pursuant to section 1109(b) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 7024 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 24 of the Federal Rules of Civil Procedure (the "F.R.C.P."), for the entry of an order authorizing the UCC to intervene in the above-captioned adversary proceeding (the "Adversary Proceeding"), will be held before the Honorable Michael E. Wiles, United States Bankruptcy Judge, at the United States Bankruptcy Court, Courtroom 617, One Bowling Green, New York, New York 10004 (the "Bankruptcy Court") on **November 15, 2017 at 11:00 a.m. prevailing Eastern Time** (the "Hearing").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion shall be in writing, shall conform to the Bankruptcy Rules and the Local Bankruptcy Rules, shall set forth the name of the objecting party, the basis for the objection and the specific grounds thereof, shall be filed with the Bankruptcy Court by (a) attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (b) all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with General Order M-399 on:

- a. the Chambers of the Honorable Michael E. Wiles, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York,

New York 10004;

- b. Proskauer Rose LLP, as counsel for the UCC, Eleven Times Square, New York, New York 10036 (Attn: Martin J. Bienenstock, Timothy Q. Karcher, and Vincent Indelicato);
- c. the Debtors c/o Westinghouse Electric Company LLC, 1000 Westinghouse Drive, Cranberry Township, Pennsylvania 16066;
- d. Weil, Gotshal & Manges LLP, as counsel for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Gary T. Holtzer, Robert J. Lemons, and Garrett A. Fail);
- e. Outten & Golden LLP, 685 Third Avenue, 25th Floor, New York, NY 10017 (Attn: Jack A. Raisner and René S. Roupinian); and
- i. the Office of the U.S. Trustee or Region 2, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Paul K. Schwartzberg)

so as to be so filed and received no later than **November 8, 2017 at 11:59 p.m. prevailing Eastern Time** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if an objection to the Motion is not received by the Objection Deadline, the relief requested shall be deemed unopposed and the Bankruptcy Court may enter an order granting the relief sought without a hearing.

PLEASE TAKE FURTHER NOTICE that any objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: November 1, 2017
New York, New York

Respectfully submitted,

/s/ Martin J. Bienenstock

Martin J. Bienenstock
Timothy Q. Karcher
Vincent Indelicato
PROSKAUER ROSE LLP
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900

*Counsel to the Statutory
Unsecured Claimholders’ Committee of
Westinghouse Electric Company LLC, et al.*

PRIVILEGED AND CONFIDENTIAL, PROSKAUER DRAFT

Hearing Date: November 15, 2017 at 11:00 a.m. (ET)

Objection Deadline: November 8, 2017 at 11:59 p.m. (ET)

Martin J. Bienenstock
Timothy Q. Karcher
Vincent Indelicato
PROSKAUER ROSE LLP
Eleven Times Square
New York, New York 10036
Tel: (212) 969-3000
Fax: (212) 969-2900

*Counsel to the Statutory Unsecured Claimholders’
Committee of Westinghouse Electric Company LLC, et al.*

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

<p><i>In re</i></p> <p>Westinghouse Electric Company LLC, et al., Debtors.¹</p>	<p>Chapter 11 Case No. 17-10751 (MEW) (Jointly Administered)</p>
<p>ANDREW FLEETWOOD, on behalf of himself and all others similarly situated, Plaintiff,</p> <p>v.</p> <p>WECTEC LLC and STONE & WEBSTER SERVICES LLC, Defendants.</p>	<p>Adversary Proceeding No. 1:17- ap-1110</p>

**MOTION OF THE STATUTORY UNSECURED CLAIMHOLDERS’ COMMITTEE
FOR ENTRY OF AN ORDER AUTHORIZING ITS INTERVENTION IN ADVERSARY
PROCEEDING NO. 1:17-AP-1110**

¹ 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.

To the Honorable Michael E. Wiles, United States Bankruptcy Judge:

The statutory unsecured claimholders' committee (the "UCC" or the "Committee") of Westinghouse Electric Company LLC, *et al.* (the "Debtors") respectfully submits this motion (the "Motion"), pursuant to section 1109(b) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 7024 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 24 of the Federal Rules of Civil Procedure (the "F.R.C.P."), for the entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Proposed Order") authorizing the UCC to intervene in the above-captioned adversary proceeding (the "Adversary Proceeding"). In support of this Motion, the UCC respectfully represents as follows:

Jurisdiction and Venue

1. This Court has subject matter jurisdiction over this Motion pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of these chapter 11 cases in this District is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are section 1109(b) of the Bankruptcy Code, Bankruptcy Rule 7024, and Federal Rule of Civil Procedure 24.

Preliminary Statement

3. The Committee has a unique role in these cases. Given that there is little secured debt against these Debtors, the Committee's constituents are the primary stakeholders in these cases. Because this Adversary Proceeding seeks payment of WARN damages as administrative priority claims, any recovery by the plaintiffs would directly and adversely affect the unsecured claimholders. Accordingly, by this application, the Committee seeks to intervene as of statutory right under section 1109(b) of the Bankruptcy Code.

Background

4. On March 29, 2017, each Debtor commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors continue to be authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On April 7, 2017, the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed the UCC to represent the interests of the Debtors’ unsecured claimholders in these chapter 11 cases pursuant to section 1102 of the Bankruptcy Code and filed the Notice of Appointment of Official Committee of Unsecured Creditors [ECF No. 160]. On October 2, 2017, the U.S. Trustee filed the Amended Notice of Appointment of Official Committee of Unsecured Creditors [ECF No. 1431]. The members appointed to the UCC are: (a) Fluor Enterprises Inc.; (b) SSM Industries, Inc.; (c) Dastech International Inc.; (d) Georgia Power Company; (e) Jones Lang LaSalle Americas, Inc.; and (f) Pension Benefit Guaranty Corporation.

6. Prior to the Petition Date, Westinghouse was performing services related to the construction of the VC Summer nuclear reactor (the “VC Summer Project”) for South Carolina Electric & Gas Company (“SCE&G”) (for itself and as agent for the South Carolina Public Service Company LLC (together, the “VC Summer Owners”).

7. On July 31, 2017, the VC Summer Owners announced publicly that they were ceasing construction of the VC Summer Project. On the same date, SCE&G stated publicly that “normal construction activities at the site will cease immediately and efforts will be shifted toward an orderly transition of winding down and securing the project property.”²

² “South Carolina Electric & Gas Company to Cease Construction and Will File Plan of Abandonment of the New Nuclear Project,” <https://www.scana.com/docs/librariesprovider15/pdfs/press-releases/07312017-sce-amp-g-tocease-construction-and-will-pursue-abandonment-of-the-new-nuclear-project---scana-reaffirms-earningsguidance.pdf?sfvrsn=0>, last visited Aug. 7, 2017.

8. By motion dated August 7, 2017, the Debtors sought authorization to reject substantially all of its executory subcontracts, vendor contracts, and purchase orders associated with the construction of the VC Summer Project. *See* [ECF No. 1099].

9. On August 10, 2017, the Plaintiff commenced the Adversary Proceeding against the Defendant by filing its Class Action Adversary Proceeding Complaint (the “Complaint”). The Plaintiff is a former employee of the Defendant, and worked at the VC Summer Project until his termination on July 31, 2017. The Complaint alleges (i) the Defendant violated the Worker Adjustment and Retraining Notification Act, 29 U.S.C. § 2101 *et seq.* (“WARN Act”), by failing to give the Plaintiff and other similarly situated employees of the Defendant at least 60 days’ advance written notice of termination, purportedly as required by the WARN Act; and (ii) the South Carolina Payment of Wages Act §§ 41-10-40 and -50, by failing to pay wages to Plaintiff and other similarly situated employees. The Complaint seeks the recovery by the Plaintiff and other similarly situated employees of the Defendant (such number of persons is unknown and within the sole control of the Defendants, Complaint at ¶ 15) of damages in the amount of 60 days’ pay and ERISA benefits, Complaint at ¶ 1, and for an amount equal to three times the full amount of their unpaid wages, Complaint at ¶ 40, and demands judgment from the court, granting *inter alia*:

An allowed post-petition administrative expense claim or, in the alternative, a wage priority claim for up to \$12,850 of the WARN Act claims of Plaintiff and each of the other similarly situated former employees under 11 U.S.C. § 507(a)(4) and (5), and the remainder as a general unsecured claim, equal to the sum of: (i) unpaid wages, salary, commissions, bonuses, accrued holiday pay, accrued vacation pay pension and 401(k) contributions and other ERISA benefits, for 60 days, that would have been covered and paid under the then applicable employee benefit plans had that coverage continued for that period, all determined in accordance with the federal WARN Act, 29 U.S.C. §2104(a)(1)(A) against Defendants in favor of Plaintiff and the other similarly situated former employees equal to those sums [and]

Judgment in favor of the Plaintiff and the other similarly situated former employees for payment of accrued vacation time, interest, applicable liquidated damages, and attorneys' fees and costs pursuant to the South Carolina Payment of Wages Act §§ 41-10-40, and for any unpaid benefits amounts due....

Complaint at ¶¶ D–E.

10. On September 12, 2017, the Court set the time the Defendant to file its answer or other response to the Complaint to a date to be set by the Court at the parties' pre-trial conference ("Conference") originally scheduled for October 26, 2017, where such date to be set shall be no more than thirty (30) days after the date of the Conference [Adv. Pro. No. 1:17-ap-1110, ECF No. 5]. The Conference was adjourned to November 15, 2017 [ECF No. 1611].

Relief Requested

11. The UCC respectfully requests entry of the Proposed Order authorizing the UCC to intervene in the Adversary Proceeding for all purposes, including (i) to participate fully in the discovery process as it relates to any and all aspects of the Adversary Proceeding, including, without limitation, the right to propound discovery requests, examine witnesses, and receive and examine all discovery materials; (ii) to be able to receive and review copies of all pleadings, memoranda and any other discovery or documents which have been obtained or exchanged in the Adversary Proceeding; (iii) to receive notice of and be authorized to attend and participate fully at all scheduled depositions, document productions and hearings; (iv) to make and respond to motions; (v) to participate in any settlement of the Adversary Proceeding, including without limitation all discussions of settlement and (vi) to be heard on the merits of any issue, so that the UCC can oppose the relief requested.

Argument

12. Federal Rule of Civil Procedure 24(a) states that: "On timely motion, the court must permit anyone to intervene who: [] is given an unconditional right to intervene by a federal

statute.” FED. R. CIV. P. 24(a). The Committee’s Motion is both (i) timely, and (ii) seeks relief pursuant to its unconditional right to intervene under 11 U.S.C. § 1109(b). Therefore, the Motion should be granted.

I. The Committee’s Motion is Timely.

13. Among the factors to be taken into account to determine whether a motion to intervene is timely are:

(a) the length of time the applicant knew or should have known of his interest before making the motion; (b) prejudice to existing parties resulting from the applicant's delay; (c) prejudice to applicant if the motion is denied; and (d) presence of unusual circumstances militating for or against a finding of timeliness.

E.g. United States v. State of N.Y., 820 F.2d 554, 557 (2d Cir. 1987). The determination of the timeliness of an application to intervene is committed to the sound discretion of the trial court. *Farmland Dairies v. Comm’r of New York State Dep’t of Agric. & Markets*, 847 F.2d 1038, 1043–44 (2d Cir. 1988).

14. Here, the Motion is timely because the Committee is requesting leave to intervene before the pre-trial Conference in this Adversary Proceeding has even occurred. No party has filed a responsive pleading to the Complaint, no discovery has commenced, and no party will be prejudiced by the Committee’s intervention, as the Adversary Proceeding is still in its initial stages.

II. The Committee is Entitled to Intervene as of Right.

15. Rule 24 of the Federal Rules of Civil Procedure governs intervention in civil actions. Rule 24 is made applicable to this Motion by Bankruptcy Rule 7024, which provides that “Rule 24 F.R.Civ.P. applies in adversary proceedings.” Rule 24(a)(1) provides that, “[o]n timely motion, the court must permit anyone to intervene who is given an unconditional right to intervene by a federal statute.” FED. R. CIV. P. 24(a)(1). Section 1109(b) of the Bankruptcy

Code provides that “[a] party in interest, including . . . a creditors’ committee. . . may raise and may appear and be heard on any issue in a case under this chapter.” 11 U.S.C. § 1109(b). As the “creditors’ committee,” the Committee has a right to be heard on any issue in this case.

16. The term “case,” as used in section 1109(b), includes “adversary proceedings.” *Term Loan Holder Committee v. Ozer Group, L.L.C. (In re Caldor Corp.)*, 303 F.3d 161, 168 (2d Cir. 2002) (“*Caldor*”). In *Caldor*, the United States Court of Appeals for the Second Circuit held that section 1109(b) provided that a term loan holder committee in a bankruptcy case had an unconditional right to intervene in an adversary proceeding under F.R.C.P. 24(a)(1). *Caldor*, 303 F.3d at 169. The Second Circuit found that the language of section 1109(b) and, specifically, the phrase allowing a party in interest to be heard on “any issue in a case,” expressly granted the committee an absolute right to intervene in an adversary proceeding. *Caldor*, 303 F.3d at 169. As explained by the Second Circuit:

It is important to recognize, as the Third Circuit did, that the “exact language” of § 1109(b) “grants a right to appear and be heard not in ‘a case’ but ‘on any issue in a case.’ ” The “issues” referred to in § 1109(b) occur in proceedings, which themselves occur in and constitute part of the “case.” While the bankruptcy rules “distinguish . . . between different types of litigated matters [that arise during the pendency of a bankruptcy case] and divide them into contested matters and adversary proceedings,” . . . the plain text of § 1109(b) does not distinguish between issues that occur in these different types of proceedings within a Chapter 11 case. . . . We hold, therefore, that the phrase “any issue in a case” plainly grants a right to raise, appear and be heard on *any issue* regardless whether it arises in a contested matter or an adversary proceeding.

Caldor, 303 F.3d at 169 (citations omitted; emphasis in original). *See also, Adelpia Communications Corp. v. Rigas (In re Adelpia Communications Corp.)*, 285 B.R. 848, 853–54 (Bankr. S.D.N.Y. 2002) (“the Second Circuit [in *Caldor*] determined that section 1109(b) is applicable in adversary proceedings as it is in cases under the Bankruptcy Code, and hence that ‘a statute of the United States confers an unconditional right to intervene,’ within the meaning of

Fed.R.Civ.P. 24(a)(1)”). Rights to intervene are broadly construed, and should be allowed when doing so will not prejudice existing parties to the litigation. *See, e.g., Arizona v. California*, 460 U.S. 605, 615 (1983), decision supplemented, 466 U.S. 144 (1984) (allowing intervention as timely when the party opposing intervention “failed to present any persuasive reason why their interests would be prejudiced or this litigation unduly delayed by the [intervention]”).

17. The decision in *Caldor* controls the instant Motion. Pursuant to *Caldor*, Bankruptcy Code section 1109(b) grants the Committee the right to intervene in this Adversary Proceeding. *Caldor*, 303 F.3d at 169.³

Notice

18. Notice of this Motion has been provided to parties in interest in accordance with the *Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c), 2002(m), and 9007 Implementing Certain Notice and Case Management Procedures* [ECF No. 101]. The Committee submits that such notice is sufficient and no other or further notice need be provided.

No Prior Request

19. No prior motion for the relief requested herein has been made to this or any other court.

³ Given the current posture of the Adversary Proceeding, the Committee respectfully submits that it would be an impractical formality to require the Committee to further articulate its positions through a responsive pleading pursuant to F.R.C.P. 24(c). The Committee opposes the relief sought by the Plaintiffs and seeks to intervene to protect the interests of all unsecured claimholders under section 1109(b). *See In re Adelpia Communications Corp.*, 285 B.R. 848, 856 n.18 (S.D.N.Y. 2002) (“[W]here the Committees were not claiming ownership of one or more causes of action in their own name or the ability to bring it derivatively in the name of the estate, and were intervening merely to vindicate their rights under section 1109(b), this Court did not regard their failure to submit a proposed pleading as a bar to their intervention.”). If required, the Committee is prepared to file an answer.

WHEREFORE, for the reasons set forth herein, the UCC respectfully requests that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, (i) granting the relief requested herein; and (ii) granting such other and further relief as the Court deems just and proper.

Dated: November 1, 2017
New York, New York

Respectfully submitted,

/s/ Martin J. Bienenstock
Martin J. Bienenstock
Timothy Q. Karcher
Vincent Indelicato
PROSKAUER ROSE LLP
Eleven Times Square
New York, New York 10036
Tel: (212) 969-3000
Fax: (212) 969-2900

*Counsel to the Statutory Unsecured
Claimholders'
Committee of Westinghouse Electric
Company LLC, et al*

EXHIBIT A

Proposed Order

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

<i>In re</i> Westinghouse Electric Company LLC, et al., Debtors. ¹	Chapter 11 Case No. 17-10751 (MEW) (Jointly Administered)
ANDREW FLEETWOOD, on behalf of himself and all others similarly situated, Plaintiff, v. WECTEC LLC and STONE & WEBSTER SERVICES LLC, Defendants.	Adversary Proceeding No. 1:17- ap-1110

**ORDER GRANTING MOTION OF THE STATUTORY UNSECURED
CLAIMHOLDERS' COMMITTEE FOR ENTRY OF AN ORDER AUTHORIZING ITS
INTERVENTION IN ADVERSARY PROCEEDING NO. 1:17-AP-1110**

Upon the motion, dated October [], 2017 (the "Motion")² of the UCC to intervene in the above-captioned adversary proceeding, filed on August 10, 2017, on which the Court has concluded that the Committee satisfies the requirements for intervention as of statutory right, pursuant to 11 U.S.C. § 1109(b) and Federal Rule of Civil Procedure 24(a)(1) for entry of an order (this "Order") authorizing the UCC to intervene in the above-captioned adversary

¹ 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.

² Each capitalized term used but not otherwise defined herein shall have the meaning ascribed thereto in the Motion.

proceeding; and the Court having subject matter jurisdiction to consider the Motion and to grant the relief requested therein in accordance with 28 U.S.C. § 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue of these chapter 11 cases and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having determined the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and all other parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Committee is permitted to intervene in the above-captioned adversary proceeding.
3. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: _____, 2017
New York, New York

HONORABLE MICHAEL E. WILES
UNITED STATES BANKRUPTCY JUDGE