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

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In re	:
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	:
WESTINGHOUSE ELECTRIC	:
COMPANY LLC, et al.,	:
	:
	:
Debtors.¹	:
	:
-----X	

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

**STIPULATION AND AGREEMENT BETWEEN
THE DEBTORS AND AMERICAN HOME ASSURANCE COMPANY,
THE INSURANCE COMPANY OF THE STATE OF PENNSYLVANIA,
AND NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, P.A**

Westinghouse Electric Company LLC and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), and American Home Assurance Company, The Insurance Company of the State of Pennsylvania, and

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.



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National Union Fire Insurance Company of Pittsburgh, P.A. (each a member company of American International Group and, collectively, “AIG,” and together with the Debtors, the “**Parties**”), by and through their respective counsel, hereby enter into this stipulation and agreement (this “**Stipulation**”) and represent and agree as follows:

A. WHEREAS, on January 29, 2018, Debtors filed the Joint Chapter 11 Plan of Reorganization [ECF No. 2325] (the “**Plan**”) and Disclosure Statement for Joint Chapter 11 Plan of Reorganization [ECF No. 2326] (the “**Disclosure Statement**”); and

B. WHEREAS, on February 14, 2018, AIG filed the *Limited Objection and Reservation of Rights of American Home Assurance Company, The Insurance Company of the State of Pennsylvania, and National Union Fire Insurance Company of Pittsburgh, P.A. to Disclosure Statement for Joint Chapter 11 Plan of Reorganization* [ECF No. 2558] (the “**Objection**”) raising issues with the Disclosure Statement related to certain surety bonds issued by AIG for the benefit of the Debtors and expressly reserving AIG’s rights with respect to such surety bonds, the Plan, and any other issues raised in the Objection.

**NOW, THEREFORE, THE PARTIES HEREBY STIPULATE AND
AGREE AS FOLLOWS**

1. AIG does not object to approval of the Disclosure Statement as providing adequate information to parties in interest, *provided that* all arguments and rights of AIG with respect to surety bonds issued by AIG and related matters, each as set forth in the Objection, are preserved and may be raised at the hearing to consider confirmation of the Debtors’ Plan, and *provided further* that all parties rights to dispute or object to such arguments are also preserved.

Dated: New York, New York
February 17, 2018

By: /s/ Garrett A. Fail

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Dated: West Orange, New Jersey
February 17, 2018

By: /s/ Scott A. Zuber

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