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Control Service Corporation, and Curtiss-Wright  
Electro-Mechanical Corporation*

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

**X**

In re:

Chapter 11

WESTINGHOUSE ELECTRIC COMPANY  
LLC, *et al.*,

Case No. 17-10751 (MEW)

Debtors.<sup>1</sup>

(Jointly Administered)

**Hearing Date and Time:  
September 25, 2018 at 11:00 a.m.  
Objection Deadline:  
September 18, 2018, 2018 at 4:00 p.m.**

**X**

<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, Cranberry Township, Pennsylvania 16066.



**AMENDMENT TO MOTION OF CURTISS-WRIGHT ENTITIES FOR ALLOWANCE  
AND IMMEDIATE PAYMENT OF ADMINISTRATIVE EXPENSE CLAIMS  
PURSUANT TO 11 U.S.C. §§ 503(a), (b)(1) AND (b)(9)**

Nova Machine Products, Inc. (“Nova”), Enertech, a Division of Curtiss-Wright Flow Control Corporation (“CWFC”), EST Group, Inc. (“EST”), Curtiss-Wright Flow Control Company Canada, Farris Engineering Division (“Farris”), Qualtech, a Division of Curtiss-Wright Flow Control Service Corporation (“CWFCS”), and Curtiss-Wright Electro-Mechanical Corporation (“EMD”, and together with Nova, CWFC, EST, Farris, and CWFCS, the “Curtiss-Wright Entities”), by and through their undersigned counsel, hereby file this *Amendment to Motion of Curtiss-Wright Entities for Allowance and Immediate Payment of Administrative Expense Claims Pursuant to 11 U.S.C. §§ 503(a), (b)(1) and (b)(9)*, and in support thereof, state as follows:

**THE MOTION**

1. On November 10, 2017, the Curtiss-Wright Entities filed the *Motion of Curtiss-Wright Entities for Allowance and Immediate Payment of Administrative Expense Claims Pursuant to 11 U.S.C. §§ 503(a), (b)(1) and (b)(9)* [Docket No. 1719] (the “Motion”),<sup>2</sup> seeking the allowance and immediate payment of administrative expenses for: (i) goods sold to and received by the Debtors within twenty (20) days preceding the Petition Date pursuant to § 503(b)(9) of the Bankruptcy Code; (ii) goods and services provided by Nova to the Debtors post-petition in the ordinary course of business that remained unpaid; (iii) demobilization costs incurred by EMD caused by the Debtors’ post-petition request to provide goods and services for the V.C. Summer Facility and subsequent suspension of the V.C. Summer Facility project; and (iv) internal and external costs and expenses incurred by the Curtiss-Wright Entities during the Interim Assessment Period for work in process (“WIP”) related to the V.C. Summer Facility.

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<sup>2</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

**SUPPLEMENT TO THE MOTION**

2. On December 20, 2017, the Curtiss-Wright Entities filed their *Supplement and Amendment to Motion of Curtiss-Wright Entities for Allowance and Immediate Payment of Administrative Expense Claims Pursuant to 11 U.S.C. §§ 503(a), (b)(1) and (b)(9)* [Docket No. 1973] (the “Supplement”). By the Supplement, the Curtiss-Wright Entities (i) withdrew their request for allowance and immediate payment of their § 503(b)(9) claims vis-à-vis the Motion in light of the Court’s entry of its *Order Pursuant to 11 U.S.C. §§ 503(b)(9) and 105(a) (I) Approving Procedures for the Resolution and Satisfaction of Claims Asserted Pursuant to 11 U.S.C. § 503(b)(9) and (II) Prohibiting Vendors from Pursuing Such Claims Outside the Procedures* [Docket No. 1759]; (ii) updated Nova’s post-petition administrative claim for its provision of goods and services to the Debtors post-petition; (iii) asserted an administrative expense claim, in the first instance, in the amount of \$98,718 for goods and services provided by CWFCS to the Debtors post-petition; and (iv) corrected/updated the amounts asserted on account of the Curtiss-Wright Entities’ WIP related to the V.C. Summer Facility. The Supplement did not affect the Curtiss-Wright Entities’ request for allowance and immediate payment of EMD’s demobilization costs in the amount of \$392,485 related to Purchase Order 4500265135 for the completion of three (3) reactor coolant pumps for the VC Summer Facility.

**PARTIAL WITHDRAWAL OF MOTION**

3. On February 21, 2018, the Curtiss-Wright Entities filed a *Partial Withdrawal of Curtiss-Wright Entities Motion for Allowance and Immediate Payment of Administrative Expense Claims Pursuant to 11 U.S.C. §§ 503(a), (b)(1) and (b)(9)* [Docket No. 2617] (the “Partial Withdrawal”). As set forth in the Partial Withdraw, on February 14, 2018, the Debtors satisfied the Curtiss-Wright Entities’ § 503(b)(9) claims in their entirety.

**CURRENT AMENDMENT**

4. In light of the Debtors' satisfaction of certain portions of the Curtiss-Wright Entities' administrative claims and other reconciliations, the Curtiss-Wright Entities file this Amendment to update the Court as to the current amount of administrative expense claims due and owing.

**A. 503(b)(9) Claims**

5. As set forth above, the Curtiss-Wright Entities' § 503(b)(9) claims have been satisfied in full and the Curtiss-Wright Entities' request for allowance and immediate payment thereof has been withdrawn.

**B. Nova's Post-Petition Administrative Claim**

6. Since the Curtiss-Wright Entities' filing of the Supplement, Nova's administrative claim for its post-petition provision of goods and services to the Debtors has been satisfied in its entirety.

**C. CWFCS's Post-Petition Administrative Claim**

7. The \$98,718 claim asserted by CWFCS in the Supplement for its provision of goods and/or services provided post-petition has been subsumed within the Curtiss-Wright Entities' administrative expense claim for WIP set forth below.

**D. The Curtiss-Wright Entities' Administrative Claim for WIP**

8. As set forth in the Motion and the Supplement, post-petition and during the Interim Assessment Period, at the Debtors' instruction, the Curtiss Wright Entities continued to work on projects for the VC Summer Facility. In that regard, the Curtiss Wright Entities incurred substantial costs and expenses both internally and externally. Notwithstanding the fact that the underlying purchase orders were ultimately rejected by the Debtors pursuant to § 365 of the

Bankruptcy Code, there was substantial work completed through the Interim Assessment Period at the Debtors’ instruction. A detailed schedule of the Curtiss-Wright Entities’ WIP claims on a business unit by business unit basis is attached hereto as **Exhibit A**.

9. Since the initial filing of the Motion, the Curtiss-Wright Entities have worked with the Debtors and the VC Summer Facility owners in formulating the amounts identified on **Exhibit A**. In that regard, at the Debtors’ and the VC Summer Facility owners’ requests, the Curtiss-Wright Entities provided substantial documentation in support of their WIP Claims, they made numerous adjustments to the amounts asserted, they separately classified their WIP claims for prepetition work (not shown on Exhibit A, but separately asserted as rejection damage claims), post-petition work and abandonment costs (*i.e.*, storage costs for the WIP), and even adjusted, at the Debtors’ and the VC Summer Facility owners’ requests, the portion of their WIP claims for Selling, General and Administrative Expenses (“**SG&A**”) and Capital Costs related to inventory located at the Curtiss-Wright Entities’ supplies’ respective facilities to comply with contractual limitations. In other words, these amounts have been carefully vetted not only by the Curtiss-Wright Entities, but also by the Debtors and the VC Summer Facility owners as well. Notwithstanding these efforts, an agreement on allowance of these claims has not occurred. As set forth in **Exhibit A**, the amount of the WIP claims for which the Curtiss-Wright Entities seek administrative priority as follows:

<b><u>Curtiss-Wright Entity</u></b>	<b><u>Post-Petition WIP</u></b>	<b><u>Post-Petition Abandonment Costs</u></b>	<b><u>Total</u></b>
EST Group Inc.	\$27,214	\$0	\$27,214
Nova Machine Products, Inc.	\$904,248	\$68,379	\$972,627
Qualtech, a Division of Curtiss-Wright Flow Control Service Corporation	\$510,176	\$6,338	\$516,514
Enertech, a Division of Curtiss-Wright Flow Control Corporation	\$38,016	\$0	\$38,016

**E. EMD's Demobilization Costs**

10. As set forth in the Motion, post-petition, the Debtors requested that EMD continue to work on the completion of three (3) nuclear reactor coolant pumps (the "RCPs") for the VC Summer Facility under Purchase Order 4500265135 (the "RCP Purchase Order").

11. On August 1, 2017, EMD received a suspension notice from the Debtors for the VC Summer Facility, instructing that all work remaining on any purchase orders or contracts supporting the VC Summer Facility be stopped immediately. While, at that time, the Debtors rejected substantially all of the Debtors' executory contracts related to the VC Summer Facility, the Debtors did not reject the RCP Purchase Order.

12. As a result of the suspension notice, and in accordance with the Terms and Conditions governing the RCP Purchase Order, EMD began to demobilize the RCPs to protect and safely store the material and equipment yet to be delivered on the RCP Purchase Order. The costs associated with the demobilization of the RCPs is \$392,485.

13. On February 23, 2018, the Debtors filed the *Notice Regarding (i) Executory Contracts and Unexpired Leases, (ii) Proposed Cure Obligations, and (iii) Related Procedures* [Docket No. 2645] (the "RCP Cure Notice"), which identified the RCP Purchase Order with a proposed cure amount of \$2,847,615.

14. On March 14, 2018, EMD filed its *Limited Objection to Notice Regarding (I) Executory Contracts and Unexpired Leases, (II) Proposed Cure Obligations, and (III) Related Procedures* [Docket No. 2828] (the "RCP Cure Objection"), asserting that, in order for the Debtors to assume the RCP Purchase Order, they must pay, in addition to the proposed cure amount, EMD's demobilization costs of \$392,485 and Invoice No. 25965 in the amount of \$226,977.

15. On March 28, 2018, the Court entered its *Findings of Fact, Conclusion of Law, and Order Confirming Modified Second Amended Joint Plan of Reorganization* [Docket No. 2988] (the “Confirmation Order”), confirming the *Modified Second Amended Joint Plan of Reorganization* (the “Plan”).

16. On April 12, 2018, EMD filed its *Supplement to Limited Objection to Notice Regarding (I) Executory Contracts and Unexpired Leases, (II) Proposed Cure Objections, and (III) Related Procedures* [Docket No. 3067], noting that, in addition to the amounts asserted in the RCP Cure Objection, EMD also asserted an administrative expense claim in the amount of \$229,212 for storage of the RCPs for the period of January 1, 2018 through April 30, 2018, with additional administrative expenses in the amount of \$57,303 for each month that the RCPs are in EMD’s possession, plus other costs and expenses. Those additional costs and expenses related to storage of the RCPs have been quantified and total \$2,393 per month such that the monthly storage costs for the RCPs are \$59,696. The Curtiss-Wright Entities asserted that the Debtors must satisfy these additional expenses in order to assume the RCP Purchase Order.

17. Additionally, EMD noted that once the Debtors restart the suspended RCP Purchase Order, EMD will incur remobilization costs in the amount of \$306,058 to resume manufacturing activity. That amount was quoted through mid-April and will need to be updated once remobilization begins. EMD also advised the Debtors that, once the Debtors resume manufacturing activity, there will be a cost of \$138,384 to dry the RCP bearings.

18. On July 24, 2018, the Debtors filed their *Revised Schedule of Assumed Contracts and Schedule of Assigned Contracts* [Docket No. 3624] and their *Second Revised Schedule of Cure Obligations for Executory Contracts and Unexpired Leases* [Docket No. 3625], both of which identify the RCP Purchase Order as a contract to be assumed, with a proposed cure

amount of \$1,705,110, which takes into account the Debtors' payment of EMD's allowed reclamation claim in the amount of \$1,142,505.

19. On August 1, 2018, the Plan became effective. Accordingly, EMD asserts an administrative expense claim for storage of the RCPs through July 31, 2018.

20. In summary, in addition to the \$1,705,110 proposed cure amount, the Debtors must pay the following amounts to cure the RCP contract, all of which are administrative expenses:

<u>Cost</u>	<u>Amount</u>
Invoice 25965	\$226,977
Demobilization	\$392,485
Storage of RCPs for Period of 1/1/18 to 4/30/18	\$238,784
Storage of RCPs for Period of 5/1/18 to 7/31/18	\$179,088
<b>TOTAL</b>	<b>\$1,037,334.00</b>

21. Additionally, as set forth above, on a go forward basis, the Reorganized Debtors will incur monthly storage costs of \$59,696 for the RCPs and, when the Reorganized Debtors resume manufacturing activity, they will be required to pay EMD to restart the RCP order and to dry the RCP bearings, which amounts will be determined at that time.

#### **RESERVATION OF RIGHTS**

22. The Curtiss-Wright Entities reserve all of their rights, claims, counterclaims, defenses, and remedies under the Bankruptcy Code, their contracts regarding the V.C. Summer Facility and any other agreements with the Debtors, and under other applicable law. Additionally, the Curtiss-Wright Entities reserve the right to amend or further supplement the Motion and the relief requested therein and herein.



**CONCLUSION**

WHEREFORE, for the reasons set forth herein and in the Motion, the Curtiss-Wright Entities respectfully request that the Court enter an order, substantially in the form affixed hereto:

- i. Granting Nova Machine Products, Inc. an allowed administrative expense claim against the Debtors in the amount of \$972,627
- ii. Granting Enertech, a Division of Curtiss-Wright Flow Control Corporation an allowed administrative expense claim against the Debtors in the amount of \$38,016;
- iii. Granting EST Group, Inc. an allowed administrative expense claim against the Debtors in the amount of \$27,214;
- iv. Granting Qualtech, a Division of Curtiss-Wright Flow Control Service Corporation an allowed administrative expense claim against the Debtors in the amount of \$516,515;
- v. Granting Curtiss-Wright Electro-Mechanical Corporation an allowed administrative expense claim against the Debtors in the amount of \$1,037,334;
- vi. Directing the Debtors to pay the allowed administrative expense claims set forth herein within ten (10) days of the Court's entry of an order granting the Motion; and
- vii. For such other and further relief as the Court deems just and proper.

*[remainder of page intentionally left blank]*

Dated: August 29, 2018

Respectfully Submitted,

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Curtiss-Wright Flow Control Service Corporation,  
and Curtiss-Wright Electro-Mechanical  
Corporation*

**Exhibit A**

Westinghouse														Total Admin Claim
Curtiss-Wright WIP Claims														
Claimant	SPMAT PO	SAP PO #	Contract Description	Post-petition					Abandonment					
				Total Mfg Costs	SG&A \$	Cost of Capital	Progress Payments Received	Total Post-Petition Claim	Total Mfg. Costs	SG&A \$	Cost of Capital	Progress Payments Received	Total Abandonment Claim	
EST Group	WVS2002703	WVS2002703		\$ 6,182	\$ 2,535	\$ 18,497	\$ -	\$ 27,214	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 27,214
Curtiss-Wright Flow Control Company, Canada, Farris Engineering Division	4500332474	4.5E+09	Vlv, AuxRel; 1"x1", CL150,SS,S-A	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Nova Machine Products, Inc.	132177-SS01.65	VSPM00425	Structural Fasteners	\$ -				\$ -	\$ -					\$ -
Nova Machine Products, Inc.	132178-SS01.18	VSPM00430	Structural Fasteners	\$ -				\$ -	\$ -					\$ -
Nova Machine Products, Inc.	132178-SS01.10	VSPM00431	Structural Fasteners	\$ -				\$ -	\$ -					\$ -
Nova Machine Products, Inc.	132177-SS01.22	VSPM00417	Structural Fasteners	\$ -				\$ -	\$ -					\$ -
Nova Machine Products, Inc.	132177-D100.09	VSPM01031	Structural Fasteners	\$ -				\$ -	\$ -					\$ -
Nova Machine Products, Inc.	132177-ER01.05	VSPM00480	Class 1E Cable Tray and Fittings	\$ 87,897	\$ 18,458	\$ 15,953		\$ 122,309	\$ 6,647	\$ 1,396	\$ 1,206			\$ 9,249
Nova Machine Products, Inc.	132178-ER01.05	VSPM00407	Class 1E Cable Tray and Fittings	\$ 147,194	\$ 30,911	\$ 26,716		\$ 204,821	\$ 11,131	\$ 2,337	\$ 2,020			\$ 15,489
Nova Machine Products, Inc.	132178-ER01.01	VSPM00407	Cable Tray and Fittings	\$ 230,003	\$ 48,301	\$ 41,746		\$ 320,049	\$ 17,393	\$ 3,653	\$ 3,157			\$ 24,202
Nova Machine Products, Inc.	132177-ER01.01	VSPM00430	Cable Tray and Fittings	\$ 184,742	\$ 38,796	\$ 33,531	\$ -	\$ 257,069	\$ 13,970	\$ 2,934	\$ 2,536	\$ -		\$ 19,440
Total Nova				\$ 649,837	\$ 136,466	\$ 117,945	\$ -	\$ 904,248	\$ 49,141	\$ 10,320	\$ 8,919	\$ -		\$ 68,379
Qualtech, a Division of Curtiss-Wright Flow Control Service Corporation	4500710538	4.501E+09	NS20 - Auxiliary Building Expansion Gap Radiation Shield	\$ 5,277	\$ 897	\$ 1,029		\$ 7,203						\$ -
Qualtech, a Division of Curtiss-Wright Flow Control Service Corporation	4500700861	4.501E+09	MY75 - CCS Relief Valve Collector	\$ 105,656	\$ 7,220	\$ 5,415	\$ (42,109)	\$ 76,181						\$ -

Westinghouse														Total Admin Claim		
Curtiss-Wright WIP Claims																
Claimant	SPMAT PO	SAP PO #	Contract Description	Post-petition					Abandonment							
				Total Mfg Costs	SG&A \$	Cost of Capital	Progress Payments Received	Total Post-Petition Claim	Total Mfg. Costs	SG&A \$	Cost of Capital	Progress Payments Received	Total Abandonment Claim			
Qualtech, a Division of Curtiss-Wright Flow Control Service Corporation	4500700869	4.501E+09	MY77 - Containment Flood Weirs	\$ 258,636	\$ 43,861	\$ 32,896		\$ 335,393	\$ 6,338				\$ 6,338	\$ 516,514		
Qualtech, a Division of Curtiss-Wright Flow Control Service Corporation	4500612169	4.501E+09	Gate Assy, Weir, Fuel Pool, Trans Canal	\$ 65,651	\$ 14,713	\$ 11,035	\$ -	\$ 91,398	\$ -	\$ -	\$ -	\$ -	\$ -		\$ 38,016	
<b>Total Qualtech</b>				\$ 435,220	\$ 66,690	\$ 50,374	\$ (42,109)	\$ 510,176	\$ 6,338	\$ -	\$ -	\$ -	\$ 6,338			
Curtiss-Wright Nuclear Division, Enertech	4500336319	4.5E+09	VS2 Degasifer Separator	\$ 3,654	\$ 1,498	\$ 772	\$ -	\$ 5,924	\$ -	\$ -	\$ -	\$ -	\$ -			
Curtiss-Wright Nuclear Division, Enertech	4500656837	4.501E+09	Vlv, Chk, 1/2", CL1500INT, SS,BW	\$ 9,667	\$ 3,963	\$ 2,045	\$ -	\$ 15,675	\$ -	\$ -	\$ -	\$ -	\$ -			
Curtiss-Wright Nuclear Division, Enertech	4500328866	4.5E+09	Change order to return 8 check valves, weld reducers to valves and update documentation.	\$ 10,132	\$ 4,154	\$ 2,130	\$ -	\$ 16,416	\$ -	\$ -	\$ -	\$ -	\$ -			
<b>Total Enertech</b>				\$ 23,453	\$ 9,616	\$ 4,947	\$ -	\$ 38,016	\$ -	\$ -	\$ -	\$ -	\$ -			
<b>Total CW</b>				\$ 1,114,692	\$ 215,306	\$ 191,764	\$ (42,109)	\$ 1,479,653	\$ 55,479	\$ 10,320	\$ 8,919	\$ -	\$ 74,717			\$ 1,554,370

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Electro-Mechanical Corporation*

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Chapter 11

WESTINGHOUSE ELECTRIC COMPANY  
LLC, *et al.*,

Case No. 17-10751 (MEW)

Debtors.

(Jointly Administered)

**X**

**CERTIFICATE OF SERVICE**

I, Stephen B. Gerald, certify that on this 29<sup>th</sup> day of August, 2018, I caused the foregoing *Amendment to Motion of Curtiss-Wright Entities for Allowance and Immediate Payment of Administrative Expense Claims Pursuant to 11 U.S.C. §§503(a), (b)(1) and (b)(9)* to be served via this Court's CM/ECF system upon (i) all parties requesting electronic notice of all filings; and (ii) upon the parties on the attached service list by first-class mail.

/s/ Stephen B. Gerald  
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