

Presentment Date and Time: November 24, 2020 at 10:00 a.m. (Eastern Time)
Objection Deadline: November 20, 2020 at 4:00 p.m. (Eastern Time)
Hearing Date and Time (Only if Objection Filed): To be determined by the Bankruptcy Court

PAUL, WEISS, RIFKIND WHARTON & GARRISON LLP

1285 Avenue of the Americas
New York, New York 10019
Telephone: +1 (212) 373-3000
Facsimile +1 (212) 757-3990
Alan W. Kornberg
Kyle J. Kimpler
Shamara R. James

Counsel to W Wind Down Co

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

----- X
In re : Chapter 11
: :
WESTINGHOUSE ELECTRIC COMPANY : Case No. 17-10751 (MEW)
LLC, et al., : :
: :
Debtors.¹ : (Jointly Administered)
: :
----- X

**NOTICE OF PRESENTMENT OF PROPOSED
STIPULATION AND ORDER REGARDING WITHDRAWAL OF
CLAIMS OF OWEN INDUSTRIES, INC. D/B/A PAXTON VIERLING STEEL CO.**

PLEASE TAKE NOTICE that on **November 24, 2020 at 10:00 a.m. (Eastern Time)**, the undersigned will present the annexed *Proposed Stipulation and Order Regarding Withdrawal of Claims of Owen Industries, Inc. D/B/APaxton Vierling Steel Co.*, dated November 13, 2020 (the "Stipulation") to the Honorable Michael E. Wiles, United States Bankruptcy Judge, in Room

¹ On September 25, 2018, many of the Debtors' Chapter 11 Cases were closed pursuant to the Court's *Order (I) Consolidating the Administration of Certain Remaining Matters at the Lead Case; (II) Entering a Final Decree Closing Certain Affiliate Cases; and (III) Granting Related Relief* [ECF No. 3956]. The Debtors in the remaining 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), Stone & Webster Services LLC (5448), WEC Carolina Energy Solutions, Inc. (8735), WEC Carolina Energy Solutions, LLC (2002), WECTEC Global Project Services Inc. (8572), WECTEC LLC (6222), and WECTEC Staffing Services LLC (4135). The Debtors' principal offices are located at 1000 Westinghouse Drive, Cranberry Township, Pennsylvania 16066.



617 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that any responses or objection (“Objection”) to the Stipulation shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, shall be filed with the Bankruptcy Court and 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* entered on April 4, 2017 [ECF No. 101] (the “Case Management Order”) and shall be filed with the Court (a) by registered users of the Bankruptcy Court’s case filing system, electronically in accordance with General Order M–399 (which can be found at <http://www.nysb.uscourts.gov>) and (b) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF), in accordance with the customary practices of the Bankruptcy Court and General Order M–399, to the extent applicable, and served so as to be actually received no later than **November 20, 2020, at 4:00 p.m. (EST)** (the “Objection Deadline”) on (i) counsel to Wind Down Co; (ii) the Office of the United States Trustee for the Southern District of New York; and (iii) the other Core Parties and any Affected Party as defined in the Case Management Order.

PLEASE TAKE FURTHER NOTICE that, if no Objections to the Stipulation are received by the Objection Deadline, the Court may enter the Stipulation without further notice.

PLEASE TAKE FURTHER NOTICE that if a written Objection is timely filed and served, a hearing (the “Hearing”) will be held to consider such Objection(s) before the Honorable Michael E. Wiles in the Bankruptcy Court, on a date and time to be determined by the Bankruptcy Court.

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

Dated: November 13, 2020
New York, New York

/s/ Kyle J. Kimpler
Alan W. Kornberg
Kyle J. Kimpler
Shamara R. James
PAUL, WEISS, RIFKIND,
WHARTON & GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019
Telephone: +1 (212) 373-3000
Facsimile +1 (212) 757-3990
akornberg@paulweiss.com
kkimpler@paulweiss.com
sjames@paulweiss.com

Counsel to W Wind Down Co

EXHIBIT A

Proposed Stipulation and Order

**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)**
: **(Jointly Administered)**
: **Debtors.**¹
-----X

**STIPULATION AND ORDER REGARDING WITHDRAWAL OF CLAIMS
OF OWEN INDUSTRIES, INC. D/B/A PAXTON VIERLING STEEL CO.**

This stipulation and order (this “Stipulation”) is made as of November 13, 2020, by and between Owen Industries, Inc. d/b/a Paxton Vierling Steel Co. (“PVS”) and W Wind Down Co LLC (“Wind Down Co”). PVS and Wind Down Co will hereafter be referred to jointly as the “Parties.” Capitalized terms used but not defined herein have the meanings given to them in the Plan (as defined herein).

PREAMBLE

1. **WHEREAS**, on December 31, 2012, Owen Industries, Inc. d/b/a Paxton Vierling Steel Co. (“PVS”) entered into purchase orders with Westinghouse Electric Company LLC and WECTEC Global Project Services, Inc. to provide structural steel fabrication services for Units 3 and 4 of the Vogtle EPC project, together with amendments thereto (the “Purchase Orders”). The Purchase Orders were amended on March 20, 2013 and July 24, 2013, to include work on Auxiliary Building Areas 6A and 7A.

¹ On September 25, 2018, many of the Debtors’ Chapter 11 Cases were closed pursuant to the Court’s Order (I) Consolidating the Administration of Certain Remaining Matters at the Lead Case; (II) Entering a Final Decree Closing Certain Affiliate Cases; and (III) Granting Related Relief [ECF No. 3956]. The Debtors in the remaining 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), Stone & Webster Services LLC (5448), WEC Carolina Energy Solutions, Inc. (8735), WEC Carolina Energy Solutions, LLC (2002), WECTEC Global Project Services Inc. (8572), WECTEC LLC (6222), and WECTEC Staffing Services LLC (4135). The Debtors’ principal offices are located at 1000 Westinghouse Drive, Cranberry Township, Pennsylvania 16066.

2. **WHEREAS**, on February 9, 2017, WECTEC notified PVS that it was invoking the suspension provision of the Purchase Orders and suspending work on the 6A/7A Scope (“Suspension”).

3. **WHEREAS**, on March 29, 2017, Westinghouse Electric Company LLC and certain of its affiliates (the “Debtors”) commenced with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) a voluntary case under chapter 11 of the Bankruptcy Code.

4. **WHEREAS**, on July 20, 2017, the Bankruptcy Court entered the Order Pursuant to 11 U.S.C. §§ 363(b), 365(a), and 105(a) Authorizing Debtors to (I) Enter Into Services Agreement with Vogtle Owners, (II) Assume and Assign Certain Executory Contracts to Vogtle Owners, (III) Assume and Amend Certain Executory Contracts, and (IV) Reject the Vogtle EPC Contract [ECF No. 954] (the “Assumption Order”).

5. **WHEREAS**, the Assumption Order provided, *inter alia*, for the Purchase Orders to be assumed by the Debtors and for the Georgia Power Company, for Itself and as Agent for Oglethorpe Power Corporation (An Electric Membership Corporation), Municipal Electric Authority of Georgia, Meag Power SPVJ, LLC, Meag Power SPVM, LLC, Meag Power SPVP, LLC and the City of Dalton, Georgia, Acting by and Through its Board of Water, Light and Sinking Fund Commissioners (“Vogtle Owners”) to be added to the Purchase Orders and become liable for all obligations thereunder.

6. **WHEREAS**, the Purchase Orders were amended on or about July 27, 2017 to provide, among other things, that (i) the Vogtle Owners were liable for all obligations under the Purchase Orders, and (ii) PVS would not seek payment from the Debtors until having exhausted remedies against the Vogtle Owners.

7. **WHEREAS**, on or about October 3, 2017 and October 23, 2017, the Debtors notified PVS that they were terminating the PVS work on Auxiliary Building Areas 6A and 7A.

8. **WHEREAS**, on March 28, 2018, the Bankruptcy Court entered an order [ECF No. 2988] confirming the Debtors' *Modified Second Amended Joint Chapter 11 Plan of Reorganization* [ECF No. 2986] (the "Plan").

9. **WHEREAS**, on April 30, 2018, PVS filed Claim No. 3599 for \$4,692,229.04 for priority administrative expenses under 11 U.S.C. § 507(a)(2) (the "PVS Administrative Claim") on account of (i) continued provision of goods and services post-petition under PVS' assumed Purchase Orders; (ii) suspension damages related to the Purchase Orders; and (iii) the post-petition partial termination of the previously assumed Purchase Orders by the Debtors in October 2017, all of which is set forth in greater detail in the PVS Administrative Claim.

10. **WHEREAS**, on August 1, 2018, the Effective Date of the Plan occurred.

11. **WHEREAS**, pursuant to Sections 5.4 and 8.5 of the Plan, upon the Effective Date, Wind Down Co was authorized to, among other things, administer the Debtors' obligations under the Plan, in each case solely to the extent required under the Plan, and to compromise or settle any and all Claims against the Debtors, solely as directed by the Plan Oversight Board.

12. **WHEREAS**, the Parties desire to fully and finally resolve the PVS Administrative Claim as asserted against the Debtors pursuant to this Stipulation, without in any way limiting PVS's right to seek payment of the PVS Administrative Claim from the Vogtle Owners.

13. **WHEREAS**, the Plan Oversight Board has authorized Wind Down Co to enter into this Stipulation.

**NOW, THEREFORE, IT IS HEREBY STIPULATED BY THE PARTIES AND
HEREBY ORDERED THAT:**

1. The PVS Administrative Claim was timely filed in the Debtors' chapter 11 cases and properly asserts priority administrative expenses under 11 U.S.C § 507(a)(2).

2. The PVS Administrative Claim is hereby withdrawn with prejudice by agreement as against the Debtors and Wind Down Co, without prejudice to PVS' right to seek payment of the PVS Administrative Claim from the Vogtle Owners.

3. PVS reserves the right to assert claims against the Vogtle Owners for all amounts due in respect of the PVS Administrative Claim, including all damages, fees, costs and expenses, including, without limitation, attorneys' fees, costs and expenses, in amounts as yet undetermined, pursuant to the applicable documents and to the extent allowed by applicable law.

4. Wind Down Co and the Plan Oversight Board are authorized to take all actions necessary or appropriate to give effect to this Stipulation.

5. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Stipulation.

[signature page follows]

Dated: November __, 2020
New York, New York

THE HONORABLE MICHAEL E. WILES
UNITED STATES BANKRUPTCY JUDGE

STITES & HARBISON, PLLC

/s/ Elizabeth Lee Thompson

Elizabeth Lee Thompson
250 West Main Street, Suite 2300
Lexington, KY 40507
Telephone: (859) 226-2300
Facsimile: (859) 253-9144

*Counsel to Owen Industries, Inc.
d/b/a Paxton & Vierling Steel Co.*

**PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP**

/s/ Kyle J. Kimpler

Kyle J. Kimpler
1285 Avenue of the Americas
New York, New York 10019
Telephone: (212) 373-3000
Facsimile: (212) 757-3990
kimpler@paulweiss.com

Counsel to W Wind Down Co