

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
WELDED CONSTRUCTION, L.P., <i>et al.</i> , <sup>1</sup>	)	Case No. 18-12378 (KG)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	Ref. Docket Nos. 12, 13, 15, 42, 43, 211, 360-62, 392, 393, 462-64, 480, 481

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**CERTIFICATION OF COUNSEL REGARDING PROPOSED  
SUPPLEMENTAL ORDER APPROVING VENDOR AGREEMENTS AND RELEASES**

The undersigned hereby certifies as follows:

1. On October 22, 2018, the Debtors filed with this Court the *Debtors’ Motion for Entry of an Order, Pursuant to Sections 105(a), 363(b), 503(b)(1), 1107(a) and 1108 of the Bankruptcy Code, Authorizing, But Not Directing (I) the Debtors to Pay Certain Prepetition Claims, Conditioned Upon Prior Customer Payment, (II) the Debtors to Honor Customer Obligations, (III) the Debtors to Implement Control Procedures for Customer Project Funding and Completion, and (IV) Granting Related Relief* [D.I. 12 (sealed), 13 (redacted)] (the “**Customer Programs Motion**”) and the *Debtors’ Motion for Entry of an Order Authorizing the Debtors to File Under Seal the Columbia Gas Sub-Contractor Lists Attached as Schedules to Exhibit I to Exhibit C of the Debtors’ Customer Program Motion and Similar Future Lists* [D.I. 15].

2. On October 23, 2018, the Court entered an order approving the Customer Programs Motion [D.I. 42] (the “**Customer Programs Order**”) and authorizing the Debtors to,

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Welded Construction, L.P. (5008) and Welded Construction Michigan, LLC (9830). The mailing address for each of the Debtors is 26933 Eckel Road, Perrysburg, OH 43551.



among other things, (1) enter into agreements with their customers to pay certain pre-petition and post-petition obligations under various project completion agreements and (2) establish control procedures for implementing the funding and completion of the Debtors' construction projects.

3. On October 23, 2018, the Court entered an order [D.I. 43] (the "**Columbia Gas Agreement Order**") authorizing the Debtors to enter into a project completion agreement with Columbia Gas Transmission, LLC ("**Columbia Gas**"), whereby Columbia Gas would fund the completion of two pipeline projects (the "**Columbia Gas Projects**"), including certain overhead costs and various expenses.

4. On November 14, 2018, the Court entered an order authorizing the Debtors to file under seal certain sub-contractor lists and any subsequently-filed similar lists or pleadings that reference the information contained therein, such as the names of certain critical sub-contractors or the amounts owed to them, to preserve the confidentiality of such information [D.I. 211] (the "**Sub-Contractor List Seal Order**").

5. On December 22, 2018, the Debtors filed with this Court the *Motion of the Debtors for Approval of Compromise and Settlement Resolving Certain Disputes with Sunoco Partners Marketing & Terminals L.P. and Sunoco Pipeline, L.P. Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 105* [D.I. 360 (sealed), 361 (redacted)] (the "**9019 Motion**") and the *Motion of the Debtors to Seal the Motion of the Debtors for Approval of Compromise and Settlement Resolving Certain Disputes with Sunoco Partners Marketing & Terminals L.P. and Sunoco Pipeline, L.P. Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. § 105* [D.I. 362].

6. On January 3, 2019, the Court entered orders approving the 9019 Motion [D.I. 392] (the "**9019 Order**") and the Motion to Seal [D.I. 393] (the "**9019 Seal Order**").

7. On February 4, 2019, the Debtors filed an emergency motion clarifying the Court's jurisdiction under the 9019 Motion and granting related relief under the 9019 Order [D.I. 462 (sealed), 463 (redacted)] (the "**Emergency Motion**") and a motion to seal the Emergency Motion [D.I. 464] (the "**Emergency Seal Motion**").

8. On February 6, 2019, the Court entered an order approving the Emergency Motion [D.I. 481] (the "**Emergency Order**") and sealing the Emergency Motion [D.I. 480] (the "**Emergency Seal Order**") and, together with the 9019 Order, 9019 Seal Order, and Emergency Order, the "**Sunoco Project Orders**"). The Sunoco Project Orders approved a settlement agreement and related documents that contemplated a certification process, whereby the Debtors would reach final agreement with each of its sub-contractors on the pipeline project (the "**Sunoco Project**") owned by Sunoco Partners Marketing & Terminals L.P. and Sunoco Pipeline, L.P. ("**Sunoco**").

9. Pursuant to the authority described above and in an effort to efficiently resolve all claims by and between Cleveland Brothers Equipment Company, Inc. ("**Sub-Contractor**") and the Debtors (collectively with Sub-Contractor, the "**Parties**") with respect to the Debtors' various construction projects, including the Columbia Gas Projects, Sunoco Project, and work on the Atlantic Sunrise pipeline (the "**ASR Project**"), the Parties have entered into that certain Settlement Agreement and Mutual Release, dated March 29, 2019 (the "**Cleveland Sub-Contractor Projects Agreement**"), which is annexed hereto as Exhibit 1 to the proposed form of order attached hereto as **Exhibit A** (the "**Proposed Order**"). The Cleveland Sub-Contractor Projects Agreement will enable the Debtors to realize maximum value for the Debtors' estates by utilizing various customer project funding sources to efficiently pay Sub-Contractor's claims and to consensually resolve all outstanding issues between the Parties.

10. In accordance with the authority under the Customer Programs Order, Columbia Gas Agreement Order, the Sub-Contractor List Seal Order, the Sunoco Project Orders; and in consultation with the Sub-Contractor, the Debtors' postpetition lenders (the "**DIP Lender**"), and the official committee of unsecured creditors (the "**Committee**"); the Debtors hereby seek entry of the Proposed Order approving the Cleveland Sub-Contractor Projects Agreement and the filing of such agreement and ancillary documents under seal.

11. The Debtors submit that the Proposed Order is appropriate and consistent with the Debtors' discussions with the Sub-Contractor, Columbia Gas, Sunoco, and other interested parties, and that entry of the Proposed Order is in the best interests of the Debtors and their estates. The DIP Lender, Committee, Sub-Contractor and Sunoco have, through counsel, informed the Debtors that they do not object to the Court's entry of the Proposed Order.

12. In accordance with and supplemental to the Sub-Contractor List Seal Order, 9019 Seal Order and the Emergency Seal Order, the Debtors have also provided an unsealed version of the Proposed Order to counsel to the DIP Lender, counsel to the Committee, counsel to the surety, the Debtors' equipment insurer, and the United States Trustee for the District of Delaware.

*[Signature Page Follows]*

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience without further notice or hearing.

Dated: March 29, 2019  
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

*/s/ Allison S. Mielke*

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*Counsel to the Debtors*

**EXHIBIT A**

**Proposed Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
WELDED CONSTRUCTION, L.P., <i>et al.</i> , <sup>1</sup>	)	Case No. 18-12378 (KG)
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Debtors.	)	(Jointly Administered)
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	)	393, 462-64, 480, 481 & ____

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**SUPPLEMENTAL ORDER APPROVING VENDOR  
AGREEMENTS AND RELEASES**

Upon consideration of the *Certification of Counsel Regarding Proposed Supplemental Order Approving Vendor Agreements and Releases* (the “**Certification of Counsel**”)<sup>2</sup> and pursuant to and in accordance with the Customer Programs Order, Columbia Gas Agreement Order, Sub-Contractor List Seal Order, and the Sunoco Project Orders; and upon consideration of the Cleveland Sub-Contractor Projects Agreement attached hereto as **Exhibit 1** and the ancillary documents attached thereto; and this Court having found that the relief requested herein is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor; it is hereby

**ORDERED THAT:**

1. The Cleveland Sub-Contractor Projects Agreement attached hereto as **Exhibit 1**, including any releases contained therein, is approved.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Welded Construction, L.P. (5008) and Welded Construction Michigan, LLC (9830). The mailing address for each of the Debtors is 26933 Eckel Road, Perrysburg, OH 43551.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Certification of Counsel.

2. The Debtors are authorized to execute and deliver all instruments and documents, and take such other actions as may be necessary or appropriate, to implement and effectuate the relief granted by this Order, including entry into agreements necessary to effectuate and relieve the conditions to the Cleveland Sub-Contractor Projects Agreement on terms not less favorable to the Debtors estates and creditors.

3. Nothing herein or in the Cleveland Sub-Contractor Projects Agreement, or related agreements, shall impair or negatively affect the Debtors' or Vendors' rights to insurance coverage under the Debtors' equipment insurance policy for the policy period from 5/01/18 to 05/01/19 (Policy Number QT-660-8733M872-COF-18) for each Insurance Damages Invoice or Insurance Claim in excess of \$10,000 (as such capitalized terms are defined in the Cleveland Sub-Contractor Projects Agreement).

4. Sub-Contractor's claim that is assigned to Federal Insurance Company ("**Surety**"), as set forth fully in the agreement attached hereto as **Exhibit 1-C**, shall be an allowed claim that is not subject to challenge, objection, offset, or reduction for any reason, upon full payment of such claim by Surety.

5. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

**EXHIBIT 1**

**[Filed Under Seal]**

**EXHIBIT 1-A**

**[Filed Under Seal]**

**EXHIBIT 1-B**

**[Filed Under Seal]**

**EXHIBIT 1-C**

**[Filed Under Seal]**