

WEIL, GOTSHAL & MANGES LLP
 767 Fifth Avenue
 New York, New York 10153
 Telephone: (212) 310-8000
 Facsimile: (212) 310-8007
 Gary T. Holtzer
 Robert J. Lemons
 Garrett A. Fail
 David N. Griffiths

TOGUT, SEGAL & SEGAL LLP
 One Penn Plaza, Suite 3335
 New York, New York 10119
 Telephone: (212) 594-5000
 Facsimile: (212) 967-4258
 Albert Togut
 Kyle J. Ortiz
 Patrick Marecki
 Charles M. Persons

*Attorneys for Debtors
 and Debtors in Possession*

*Attorneys for Debtor Toshiba
 Nuclear Energy Holdings (UK) Limited*

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

**MOTION OF DEBTORS PURSUANT TO FED. R. BANKR. P. 9006(c) FOR
 ORDER SHORTENING NOTICE WITH RESPECT TO MOTION OF DEBTORS
 FOR AUTHORIZATION TO AMEND THE CHAPTER 11 PLAN AND
PLAN FUNDING AGREEMENT AND FOR RELATED RELIEF**

TO THE HONORABLE MICHAEL E. WILES
 UNITED STATES BANKRUPTCY JUDGE:

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), Stone & Webster, Inc. d/b/a 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.



Westinghouse Electric Company LLC (“**WEC**”), Toshiba Nuclear Energy Holdings (UK) Limited (“**TNEH**”), and certain of their affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) respectfully represent as follows in support of this motion (the “**Motion**”):

Background

1. On March 29, 2017 (the “**Petition Date**”), each Debtor commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases.

2. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

3. On January 12, 2018, TNEH, TSB Nuclear Energy Services Inc. (“**TNESI**”), and Brookfield WEC Holdings LLC (“**Brookfield**” or “**Plan Investor**”) entered into that certain *Plan Funding Agreement* (the “**PFA**”) pursuant to which Brookfield has agreed to provide cash (the “**Plan Investment Proceeds**”) to fund the Debtors’ Plan (as defined below) and acquire Westinghouse’s business through (a) the issuance of new equity interests in reorganized TNESI and (b) the purchase of 100% of the equity interests of non-debtor Westinghouse Electric UK Holdings Limited (the “**Plan Investment Transaction**”).

4. On March 28, 2018 (the “**Confirmation Date**”), the Court entered an order [ECF No. 2988] (the “**Confirmation Order**”) confirming the Debtors’ *Modified Second Amended*

Joint Chapter 11 Plan of Reorganization [ECF No. 2986] (the “**Plan**”),² including the PFA and the Plan Investment Transaction. The Plan’s effective date (the “**Effective Date**”) has yet to occur, but is anticipated to occur as early as July 31, 2018.

5. The Plan provides for the treatment of all allowed claims and equity interests, including the treatment of the Class 3B General Unsecured Claims held by Nucleus Acquisition LLC (the “**Consenting Claimholder**”). As provided in the Plan, holders of Allowed General Unsecured Claims (other than Class 3B General Unsecured Claims) will receive their pro rata share of \$1.15 billion, and the holder of Allowed Class 3B General Unsecured Claims (*i.e.*, the Consenting Claimholder) will receive 100% of the membership interests in Wind Down Co, which will hold the Plan Investment Proceeds remaining after the settlement and/or satisfaction of Allowed Secured Claims, DIP Claims, Administrative Expense Claims, Priority Claims, Professional Fee Claims, Class 3A General Unsecured Claims, Intercompany Claims and Cash Pool Claims, each of which are expected to be paid in full or otherwise settled. Accordingly, through its receipt of 100% membership interests in Wind Down Co, the Consenting Claimholder will effectively own the residual value of the Debtors’ estates after the Effective Date.

6. Additional information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Lisa J. Donahue Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York* [ECF No. 4], sworn to and filed on the Petition Date.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Plan.

Jurisdiction

7. This Bankruptcy Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

8. By this Motion, pursuant to Bankruptcy Rule 9006(c), the Debtors request entry of an order shortening the notice period with respect to the *Motion of Debtors for Authorization to Amend the Chapter 11 Plan and Plan Funding Agreement and for Related Relief* (the “**Plan Amendment Motion**”),³ filed contemporaneously herewith, and setting the date and time for the hearing on the Plan Amendment Motion for **July 26, 2018 at 11:00 a.m. (Eastern Time)**. The Debtors also request that the Court set the objection deadline for the Amendment Motion as **July 26, 2018 at 10:00 a.m. (Eastern Time)**. A proposed order granting the relief requested herein is attached hereto as **Exhibit A**.

Relief Requested Should Be Granted

9. Bankruptcy Rule 9006(c) provides that “when an act is required or allowed to be done at or within a specified time by these rules or by a notice given thereunder or by order of court, the court for cause shown may in its discretion with or without motion or notice order the period reduced.” Fed. R. Bankr. P. 9006(c). Ample cause exists to shorten the notice period with respect to the Plan Amendment Motion as requested herein.

10. As more fully set out in the Plan Amendment Motion, since the Confirmation Date, the Debtors have been working diligently to satisfy the conditions to the closing of the Plan Investment Transaction (the “**Closing**”) and the Effective Date (which are

³ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan Amendment Motion.

expected to occur simultaneously). The Debtors are very close to satisfying the conditions to Closing and the Effective Date, and emerging from these chapter 11 cases. The Debtors currently expect that the Closing date will occur as early as July 31, 2018.

11. The Debtors have also been working to reach a consensus among the Debtors, the Plan Investor, and the Consenting Claimholder on certain potential disputes regarding, and adjustments to, the Plan and PFA, including the potential assumption of additional pension liabilities by the Debtors, the transfer to Wind Down Co of certain causes of action which would otherwise be retained by Reorganized WEC, as well as certain purchase price adjustments.

12. The Debtors, Plan Investor and Consenting Claimholder have just now reached an agreement on these matters. To implement such resolution, certain modifications to the Plan and PFA are necessary.

13. Without shortened notice and authority to amend the Plan and PFA, the Debtors will be unable to implement such resolution prior to the anticipated Closing date, either delaying Closing and the Effective Date (and in turn, distributions to the holders of allowed claims), or putting the resolution reached among the Debtors, Plan Investor, and Consenting Claimholder at risk.

14. As discussed in the Plan Amendment Motion, there are several benefits to the Debtors and their estates from implementing the Modifications, and the proposed Modifications do not adversely affect the interest of any claimant in these chapter 11 cases. In fact, the stakeholders who are impacted by the Plan Amendment Motion have either consented to the relief being sought (i.e., Plan Investor and Consenting Claimholder) or will have their rights fully restored under the EPP, which will be assumed by Reorganized WEC. Accordingly, no parties are prejudiced by the relief sought herein.

15. Based on the foregoing, the Debtors respectfully submit that cause exists to shorten the notice period with respect to the Plan Amendment Motion.

Notice

16. Notice of this Motion will be provided 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 Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

17. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: July 23, 2018
New York, New York

/s/ Robert J. Lemons

Gary T. Holtzer
Robert J. Lemons
Garrett A. Fail
David N. Griffiths
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Attorneys for Debtors
and Debtors in Possession*

-and-

Albert Togut
Kyle J. Ortiz
Patrick Marecki
Charles M. Persons
TOGUT, SEGAL & SEGAL LLP
One Penn Plaza, Suite 3335
New York, New York 10119
Telephone: (212) 594-5000
Facsimile: (212) 967-4258

*Attorneys for Debtor Toshiba
Nuclear Energy Holdings (UK) Limited*

Exhibit A

Proposed 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)**
 :
 :
Debtors.¹ : **(Jointly Administered)**

-----X

**ORDER SHORTENING NOTICE WITH RESPECT
TO MOTION OF DEBTORS TO AMEND THE CHAPTER 11 PLAN
AND PLAN FUNDING AGREEMENT AND FOR RELATED RELIEF**

Upon the motion [ECF No. [●]] (the “**Motion**”), dated July 23, 2018, of Westinghouse Electric Company LLC (“**WEC**”), Toshiba Nuclear Energy Holdings (UK) Limited (“**TNEH**”), and certain of their affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to Bankruptcy Rule 9006(c), for entry of an order shortening the notice period with respect to the *Motion of Debtors for Authorization to Amend the Chapter 11 Plan and Plan Funding Agreement and for Related Relief*

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), Stone & Webster, Inc. d/b/a 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.

(the “**Plan Amendment Motion**”), all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; 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 it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. Any responses or objections (collectively “**Objections**”) to the Settlement Approval Motion must be filed by **July 26, 2018 at 10:00 a.m. (Eastern Time)**.
3. A hearing on the Motion, will be held on **July 26, 2018 at 11:00 a.m. (Eastern Time)**.
4. The Debtors are authorized to take all actions necessary or appropriate to give effect to this Order.
5. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: _____, 2018

New York, New York

UNITED STATES BANKRUPTCY JUDGE