

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

In re:)
) Chapter 11
)
WELDED CONSTRUCTION, L.P., *et al.*,¹) Case No. 18-12378 (KG)
)
)
Debtors.) (Jointly Administered)
)

**SCHEDULES OF ASSETS AND LIABILITIES FOR
WELDED CONSTRUCTION MICHIGAN, LLC (CASE NO. 18-12379)**

¹ 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.



181237818121700000000009

These notes (the “Global Notes”) regarding the Debtors’ Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “Statements”) comprise an integral part of the Schedules and Statements and should be referred to and considered in connection with any review of them.

1. The debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) have prepared these unaudited Schedules and Statements pursuant to section 521 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure. Except where otherwise noted, the information provided herein is the book value of assets and liabilities as of 11:06 a.m. (ET) on Monday, October 22, 2018 (the “Petition Date”) and, unless otherwise noted, may or may not be reflective of market value, and may have been subsequently modified or corrected. While the Debtors have made every reasonable effort to ensure that the Debtors’ Schedules and Statements are accurate and complete, based upon information that was available to them at the time of preparation, inadvertent errors or omissions may exist and the subsequent receipt of information and/or further review and analysis of the Debtors’ books and records may result in changes to financial data and other information contained in the Schedules and Statements. Moreover, the Schedules and Statements contain unaudited information which is subject to further review and potential adjustment.
2. In reviewing and signing the Schedules and Statements, Frank Pometti, the Chief Restructuring Officer of the debtors in the above-captioned cases (the “CRO”) has necessarily relied upon the efforts, statements, and representations of other personnel and professionals of the Debtors. The CRO has not (and could not have) personally verified the accuracy of each such statement and representation, including but not limited to statements and representations concerning amounts owed to creditors and their addresses.
3. The Debtors reserve the right to amend the Schedules and Statements as they determine may be necessary or appropriate in their sole and absolute discretion, including, but not limited to, the right to assert offsets or defenses to (which rights are expressly preserved), or to dispute, any claim or other item reflected on the Schedules or Statements as to amount, liability or classification, or to otherwise subsequently designate any claim as “disputed,” “contingent,” or “unliquidated.” These Global Notes will apply to all such amendments. Furthermore, nothing contained in the Schedules or Statements shall constitute a waiver of the Debtors’ rights with respect to these chapter 11 cases, and specifically with respect to any issues involving any causes of action, including those arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers, or an admission relating to the same.
4. Any failure to designate a claim listed on the Debtors’ Schedules as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtors that such amount is not “disputed,” “contingent” or “unliquidated.” Additionally, the dollar amounts of claims listed may be exclusive of additional contingent and/or unliquidated amounts. Further, the claims of creditors are listed as the amounts entered on the Debtors’ books and records and may not reflect credits or allowances due from such creditors to the Debtors. The Debtors reserve all of their rights with respect to any such credits and allowances.

5. Some of the Debtors' assets and liabilities are unknown and/or unliquidated as of 11:06 a.m. (ET) on Monday, October 22, 2018. In such cases, the amounts are listed as "unknown" or words of similar import. Accordingly, the Schedules may not accurately reflect the aggregate amount of the Debtors' current assets and liabilities.
6. At times, the preparation of the Schedules and Statements required the Debtors to make assumptions that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities and the reported amounts of expenses during the reporting period. Actual results could differ. Pursuant to Fed. R. Bankr. P. 1009 and Del. Bankr. L.R. 1009-2, the Debtors may amend their Schedules as they deem necessary and appropriate to reflect material changes, if any, that arise during the pendency of their chapter 11 cases. In addition, the Debtors reserve the right to dispute or to assert offsets or defenses to any claim listed on the Schedules.
7. Given the differences between the information requested in the Schedules and Statements and the financial information utilized under generally accepted accounting principles in the United States ("GAAP"), the aggregate asset values and claim amounts set forth in the Schedules and Statements do not necessarily reflect the amounts that would be set forth in a balance sheet prepared in accordance with GAAP.
8. For the purposes of the Summary of the Schedules and Schedule D, the Debtors reserve their rights to assert certain agreements styled as personal property leases are in fact disguised financings, notwithstanding the fact that such agreements are not listed on Schedule D. Aside from these potential borrowings, the Debtors did not have any borrowings under prepetition secured loan facilities as of the Petition Date, and as such, have not listed amounts due on any prepetition secured loan facilities.
9. For the purposes of Schedule A/B, questions 6, 7 and 8, the Debtors have excluded retainers provided to professionals. A schedule of retainers paid to professionals in connection with the chapter 11 cases was included with the Debtors' Initial Monthly Operating Report filed on November 6, 2018 [Docket No. 166]. Additionally, as to questions 6, 7 and 8, the Debtors reserve their rights to categorize a "deposit" as a "prepayment" or a "prepayment" as a deposit. The payroll prepayment presented in response to question 8 represents a prepayment of funds to the Debtors' payroll provider, Paylocity, made before the Petition Date but applied to employee wages that were accrued after the Petition Date.
10. For the purposes of Schedule A/B, question 11, the Debtors' accounts receivable are listed on a gross basis without deducting any allowances for doubtful accounts. The "current value" of the Debtors' accounts receivable will be less on account of litigation risk for disputed amounts, and for these reasons is currently unknown. Additionally, the Debtors' response to question 11 of Schedule A/B excludes \$7,715,313 of prepetition accounts receivable that has been collected by the Debtors since the Petition Date.
11. For the purposes of Schedule A/B, question 19, in the ordinary course of business, the Debtors did not maintain a real-time tracking of the volume of purchased materials that had yet to be transformed from raw materials into a customer's project, and thus still constituted raw materials as of the Petition Date.

12. For the purposes of Schedule A/B, question 22, the Debtors did not maintain a real-time tracking of supplies that remained unused at all moments in time in the ordinary course of business, and thus still constituted supplies as of the Petition Date. The Debtors have listed the general categories of supplies maintained in response to question 22
13. For the purposes of Schedule A/B, question 25, the Debtors are still reconciling what goods, if any, were delivered to the Debtors in the 20 days before the Petition Date. As a result, the liabilities listed on the Schedules do not reflect any analysis of Claims under section 503(b)(9) of the Bankruptcy Code. The Debtors reserve all of their rights to dispute or challenge the validity of any asserted Claims under section 503(b)(9) of the Bankruptcy Code.
14. For the purposes of Schedule A/B, question 50, the Debtors have listed all of their owned or leased heavy equipment and vehicles in response to this question, notwithstanding the fact some equipment might instead be listed in response to Schedule A/B, question 47. Additionally, the Debtors excluded certain equipment listed on the Debtors' fixed asset ledger that the Debtors believe was no longer in the Debtors' possession as of the Petition Date based on subsequent diligence of the Debtors and their professionals. Finally, where a value is stated for equipment, such value is the net book value set forth on the fixed asset ledger. Where the fixed asset ledger does not contain a value for such equipment, such value is stated as "n/a."
15. For the purposes of Schedule A/B, question 72, due to its disregarded nature for tax purposes, any tax refunds or net operating losses of Debtor Welded Construction Michigan, LLC would be reflected as tax refunds or net operating losses of Debtor Welded Construction, L.P. Additionally, the Debtors have not listed any net operating losses in response to question 72, as the Debtors have not yet determined the amount of prior losses that may constitute net operating losses under applicable tax law.
16. For the purposes of Schedule A/B, question 73, the Debtors have listed only insurance policies with unexpired coverage terms as of the Petition Date. To the extent that one or more Debtors might have rights to coverage under a policy with an expired coverage term, all such rights are expressly preserved notwithstanding the fact such policies have not been listed in response thereto.
17. For the purposes of Schedule A/B, question 74, the Debtors, despite their efforts, may not have listed all of their causes of action against third parties as assets in the Schedules and Statements. The Debtors reserve all of their rights with respect to any causes of action they may have, whether or not listed as assets in the Schedules and Statements, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such causes of action. The causes of action and claims against Energy Transfer Partners Inc. ("ETP") and The Williams Companies are inclusive of amounts also presented in the Debtors' accounts receivable on Schedule A/B, question 11.
18. The Debtors have not determined with finality whether, and to what extent, any of the creditors identified on Part 1 of Schedule E/F are actually entitled to priority under section

507 of the Bankruptcy Code. The Debtors reserve the right to assert that claims identified on Part 1 of Schedule E/F are not claims that are entitled to priority.

19. To the extent claims have been satisfied pursuant to orders of the Bankruptcy Court, such claims have not been listed on the Debtors' Schedule E/F.
20. With respect to Schedule E/F, the description "vendor" includes, *inter alia*, utilities, equipment providers and subcontractors. In certain instances, such as credits that arise under rental agreements for returns occurring during a pre-paid rental period, the amounts presented on Schedule E/F are presented net of credits owed to the Debtors. Finally, the Debtors have excluded any potential warranty claims of customers from Schedule E/F, as the Debtors are not aware of any actual such claims.
21. For the purposes of Schedule G, the Debtors have omitted professional engagement letters. The Debtors also believe they have only scheduled executory contracts to which a Debtor is a party or may be contractually and/or directly liable to perform. Similarly, for the purposes of the other Schedules and the Statements, no claims have been scheduled for a Debtor that may have benefited directly or indirectly from a contractual relationship to which the Debtor was not a named party.
22. The Debtors hereby reserve all of their rights to dispute the validity, status (including whether any document listed is an executory contract or unexpired lease), or enforceability of any contract, agreement, or lease set forth on Schedule G that may have expired or may have been modified, amended, and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, change orders, purchase orders, and other documents, instruments, and agreements that may not be listed on Schedule G, including renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. To the extent certain of the leases and contracts listed on Schedule G may contain certain amendments, restatements, waivers, estoppel certificates, letters, change orders, purchase orders, and other documents, instruments, and agreements, including renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights, such rights, powers, duties and obligations may not be set forth on Schedule G. Certain of these executory agreements may not have been memorialized in writing and/or could be subject to dispute. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as easements, right of way, subordination, non-disturbance and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents may not be set forth on Schedule G. The Debtors reserve all of their rights to dispute or challenge the characterization of the structure of any transaction, or any document or instrument related to a creditor's claim. Certain of the contracts, agreements, and leases listed on Schedule G may have been entered into by more than one of the Debtors. In the ordinary course of business, the Debtors may have entered into agreements, written or oral, for the provision of certain goods or services on a month-to-month or at-will basis. Such contracts may not be included on Schedule G; the Debtors have generally excluded agreements with subcontractors. However, each Debtor reserves the right to assert that such agreements constitute executory contracts.

23. To the extent any leases or contracts have been rejected pursuant to a motion under section 365(d) of the Bankruptcy Code, such leases and contracts have been excluded from the Schedules and Statements, including Schedule A/B question 50 and Schedule G, where the Bankruptcy Court has entered an order approving such rejection, but listed where the Bankruptcy Court has not yet entered an order approving such rejection.
24. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtors reserve all rights to challenge whether any of the listed contracts, leases, agreements, or other documents constitute an executory contract or unexpired lease, including if any are unexpired non-residential real property leases. Additionally, the Debtors reserve all rights to assert that certain items characterized as personal property leases on their face and listed as such on Schedule G are in fact disguised secured financings. Any and all of the Debtors' rights, claims, and causes of action with respect to the contracts and agreements listed on Schedule G are hereby reserved and preserved.
25. For the purposes of Schedule H, the Debtors have not listed each past and current insurer of a Debtor in response to Schedule H. The exclusion of an insurer on Schedule H does not mean such insurer is not necessarily a co-debtor in fact and the Debtors reserve their rights to assert any claims against insurers. Likewise, the Debtors have not listed co-defendants in any litigation pending against the Debtors, but reserve all rights with respect thereto. By contrast, the Debtors have listed the sureties that have provided a performance bond on their projects on Schedule H.
26. With respect to question 1 of the Statements and Schedule A/B, question 11, Debtor Welded Construction Michigan, LLC is a disregarded entity for tax and other purposes, so its books and records are maintained on a consolidated basis with Debtor Welded Construction, L.P. Notwithstanding this, the Debtors have listed the payments from customer Consumers Energy Company as the revenue and accounts receivable, respectively, for Debtor Welded Construction Michigan, LLC, which is the applicable Debtor contracted with Consumers Energy Company. Due to the disregarded nature of Debtor Welded Construction Michigan, LLC, such funds have been and will be consolidated with the funds of Debtor Welded Construction, L.P. Additionally, the fiscal year is the calendar year for both Debtors.
27. With respect to question 3 of the Statements, payments are listed by invoice, not by check or wire; one check or wire may cover multiple invoices. Additionally, ordinary course payments to employees are omitted from the responses to this question. Lastly, to the extent any credits were issued to the Debtors, these credits have been omitted from the responses to this question.
28. With respect to questions 4, 28, 29 and 30 of the Statements, the listing of any person or entity is not intended to be nor shall it be construed as a legal characterization of such party as an insider, and does not act as an admission of any fact, claim, right or defense, and all such right, claims and defenses are hereby reserved. The Debtors utilized the definition of "insider" in 11 U.S.C. 101(31)(B) for purposes of the Schedules and Statements, but have treated every Debtor employee with a title of "Vice President" and above as an officer for purposes of the Schedules and Statements, even though certain of such individuals may not

be an “officer” under applicable caselaw. Finally, those payments listed in response to question 4 are omitted from the responses to questions 3 and 30.

29. With respect to question 4 of the Statements, the Debtors believe the figures represented as transfers from Debtor Welded Construction Michigan, LLC to Debtor Welded Construction, L.P., were not “transfers” under the Bankruptcy Code, but are listed herein given the disregarded nature of Debtor Welded Construction Michigan, LLC for tax and other purposes and the fact that revenue received from Welded Construction Michigan, LLC contracts was listed as revenue of Welded Construction Michigan, LLC in response to question 1 of the Statements. Separately, the secondee payments listed in response to question 4 include not only payment for labor of secondees provided by Bechtel, but also *de minimis* charges related to computer equipment used by such secondee. Also separately, numbers stated as “Employer Paid Taxes/Benefits” in response to question 4 represent FICA taxes and employee benefits as set forth in the Debtors’ employee wages motion.
30. With respect to question 6 of the Statements, in the ordinary course of business certain of the Debtors’ creditors, such as utilities and professionals, may setoff all or part of unpaid invoices against items such as security deposits or retainers previously provided to such creditors by the Debtors. These creditors are not listed in response to question 6 as the Debtors do not maintain a comprehensive listing of all such setoffs as setoffs in their accounting system. For this same reason, bank fees deducted from bank accounts of the Debtors are not listed in response to question 6.
31. With respect to question 10 of the Statements, in the ordinary course of the Debtors’ business, the Debtors owned equipment susceptible to normal wear and tear and damage, which is not listed in response to question 10.
32. With respect to question 11 of the Statements, the Statement of Debtor Welded Construction L.P. lists the full aggregate amount of payments received by the firms listed therein during the year before the Petition Date, although such payments inure for the benefit of both Debtors. Additionally, payments listed in response to question 11 of the Statements are omitted from the response to question 3 of the Statements.
33. With respect to question 14 of the Statements, previous addresses include temporary facilities at the Debtors’ project sites.
34. With respect to question 17 of the Statements, prior to December 1, 2015, the Debtors’ employee benefit plans were administered by a former partner, and as such the Debtors do not have ready access to the information requested in question 17. The Debtors were not a plan administrator for any of the plans listed in response to question 17. Additionally, in responding to question 17, in the interest of full disclosure the Debtors have included union pension plans for which the Debtors have made contributions through their employment of union labor, notwithstanding the fact the unions are more appropriately considered the entities making the plans available as an employee benefit. These pension plans are also listed in response to question 32.

35. With respect to question 20 of the Statements, property kept in storage units or warehouses at the Debtors' project sites are included in the response to this question.
36. With respect to question 21 of the Statements, tools used by on-premises mechanics at the Debtors' project sites that are owned by the mechanics are omitted from the response to this question.
37. With respect to question 23 of the Statements, the Debtors have excluded from the response to question 23 any notifications relating to sediment or erosion control, which the Debtors believe to be outside the scope of the question.
38. With respect to question 24 of the Statements, in the ordinary course of their operations, the Debtors would report any known releases of hazardous material to governmental units through the contractor (customer) on a project, including certain of the items listed in response to question 23 of the Statements.
39. With respect to questions 26(a) through 26(c) of the Statements, the Debtors have identified the applicable Chief Financial Officers (each a "CFO") and Controllers in connection with the audit, compilation, review, and/or maintenance of the Debtors' books and records, but other finance and accounting personnel of the Debtors reporting to the applicable CFO or Controller who may have assisted in the foregoing have been omitted from the responses to these questions.
40. With respect to question 26(d) of the Statements, although the Debtors from time to time may have furnished financial statements to other parties, it is not the practice of the Debtors to maintain exhaustive records of such transmittal. Consequently, the Debtors cannot provide an exhaustive list of all entities that have received one or more financial statements from the Debtors in response to question 26(d).
41. The Debtors and their employees, agents, attorneys, and other professionals do not guarantee or warrant the accuracy, completeness, or currentness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. While every effort has been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their employees, agents, attorneys, and other professionals expressly do not undertake any obligation to notify any third party should the information be or need to be updated, modified, revised or re-categorized. In no event shall the Debtors or their employees, agents, attorneys, or other professionals be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business or lost profits), whether foreseeable or not and however caused, even if the Debtors or their employees, agents, attorneys, and other professionals are advised of the possibility of such damages.

Fill in this information to identify the case:

Debtor Name: In re : Welded Construction Michigan, LLC
 United States Bankruptcy Court for the: District of Delaware
 Case number (if known): 18-12379 (KG)

Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)

1a. Real property:

Copy line 88 from *Schedule A/B*

\$ _____ 0.00

1b. Total personal property:

Copy line 91A from *Schedule A/B*

\$ _____ 0.00

1c. Total of all property:

Copy line 92 from *Schedule A/B*

\$ _____ 0.00

Part 2: Summary of Liabilities

2. *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*

\$ _____ 0.00

3. *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims:

Copy the total claims from Part 1 from line 5a of *Schedule E/F*

\$ _____ 0.00

3b. Total amount of claims of nonpriority amount of unsecured claims:

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*

+\$ _____ 0.00

4. Total liabilities

Lines 2 + 3a + 3b

\$ _____ 0.00

| |
|--|
| Fill in this information to identify the case: |
| Debtor Name: In re : Welded Construction Michigan, LLC |
| United States Bankruptcy Court for the: District of Delaware |
| Case number (if known): 18-12379 (KG) |

Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- No. Go to Part 2.
- Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. Cash on hand

2.1 None \$

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

| | | | | | |
|--|-----------------|---------------------------------|----|--|------|
| Name of institution (bank or brokerage firm) | Type of account | Last 4 digits of account number | | | |
| 3.1 Huntington National Bank (MI Acct) | Checking | 5609 | \$ | | 0.00 |

4. Other cash equivalents (Identify all)

4.1 None \$

5. Total of Part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

| | |
|----|------|
| \$ | 0.00 |
|----|------|

Debtor: Welded Construction Michigan, LLC

Case number (if known): 18-12379

Name

Part 2: Deposits and prepayments

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
- Yes. Fill in the information below.

Current value of debtor's interest

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

_____ \$ _____

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

_____ \$ _____

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

| | | |
|----|--|------|
| \$ | | 0.00 |
|----|--|------|

Debtor: Welded Construction Michigan, LLC

Case number (if known): 18-12379

Name _____

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- No. Go to Part 4.
- Yes. Fill in the information below.

Current value of debtor's interest

11. Accounts receivable

| | Description | face amount | doubtful or uncollectible accounts | | |
|------|----------------------|-------------|------------------------------------|----------|----------|
| 11a. | 90 days old or less: | \$ _____ | - \$ _____ | =..... → | \$ _____ |
| 11b. | Over 90 days old: | \$ _____ | - \$ _____ | =..... → | \$ _____ |

12. Total of Part 3.

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

| |
|---------------|
| \$ _____ 0.00 |
|---------------|

Debtor: Welded Construction Michigan, LLC

Case number (if known): 18-12379

Name

Part 4: Investments

13. Does the debtor own any investments?

- No. Go to Part 5.
- Yes. Fill in the information below.

| Valuation method used for current value | Current value of debtor's interest |
|---|------------------------------------|
|---|------------------------------------|

14. Mutual funds or publicly traded stocks not included in Part 1

Name of fund or stock:

_____ \$ _____

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity: _____ % of ownership: _____

_____ \$ _____

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

_____ \$ _____

17. Total of Part 4.

Add lines 14 through 16. Copy the total to line 83.

| | |
|----------|------|
| \$ _____ | 0.00 |
|----------|------|

Debtor: Welded Construction Michigan, LLC

Case number (if known): 18-12379

Name _____

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- No. Go to Part 6.
- Yes. Fill in the information below.

| General description | Date of the last physical inventory | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|-------------------------------------|--|---|------------------------------------|
| 19. Raw materials _____ | _____ | \$ _____ | _____ | \$ _____ |
| 20. Work in progress _____ | _____ | \$ _____ | _____ | \$ _____ |
| 21. Finished goods, including goods held for resale _____ | _____ | \$ _____ | _____ | \$ _____ |
| 22. Other inventory or supplies _____ | _____ | \$ _____ | _____ | \$ _____ |

23. Total of Part 5.

Add lines 19 through 22. Copy the total to line 84.

| |
|---------------|
| \$ _____ 0.00 |
|---------------|

24. Is any of the property listed in Part 5 perishable?

- No
- Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- No
- Yes. Description _____ Book value \$ _____ Valuation method _____ Current value \$ _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- No
- Yes

Debtor: Welded Construction Michigan, LLC

Case number (if known): 18-12379

Name _____

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- No. Go to Part 7.
- Yes. Fill in the information below.

| General description | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|---|--|---|------------------------------------|
| 28. Crops—either planted or harvested | \$ _____ | _____ | \$ _____ |
| 29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish | \$ _____ | _____ | \$ _____ |
| 30. Farm machinery and equipment (Other than titled motor vehicles) | \$ _____ | _____ | \$ _____ |
| 31. Farm and fishing supplies, chemicals, and feed | \$ _____ | _____ | \$ _____ |
| 32. Other farming and fishing-related property not already listed in Part 6 | \$ _____ | _____ | \$ _____ |
| 33. Total of Part 6. Add lines 28 through 32. Copy the total to line 85. | | | \$ _____ 0.00 |

34. Is the debtor a member of an agricultural cooperative?

- No
- Yes. Is any of the debtor's property stored at the cooperative?
 - No
 - Yes

35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?

- No
- Yes. Description _____ Book value \$ _____ Valuation method _____ Current value \$ _____

36. Is a depreciation schedule available for any of the property listed in Part 6?

- No
- Yes

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

- No
- Yes

Debtor: Welded Construction Michigan, LLC

Case number (if known): 18-12379

Name _____

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- No. Go to Part 8.
- Yes. Fill in the information below.

| General description | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|---|--|---|------------------------------------|
| 39. Office furniture _____ | \$ _____ | | \$ _____ |
| 40. Office fixtures _____ | \$ _____ | | \$ _____ |
| 41. Office equipment, including all computer equipment and communication systems equipment and software _____ | \$ _____ | | \$ _____ |
| 42. Collectibles <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles _____ | \$ _____ | | \$ _____ |

43. **Total of Part 7.**
Add lines 39 through 42. Copy the total to line 86.

| | |
|----------|------|
| \$ _____ | 0.00 |
|----------|------|

- 44. **Is a depreciation schedule available for any of the property listed in Part 7?**
 - No
 - Yes
- 45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**
 - No
 - Yes

Debtor: Welded Construction Michigan, LLC

Case number (if known): 18-12379

Name _____

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- No. Go to Part 9.
- Yes. Fill in the information below.

| General description | Net book value of debtor's interest | Valuation method used for current value | Current value of debtor's interest |
|---|-------------------------------------|---|------------------------------------|
| Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number) | (Where available) | | |

47. **Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles**

_____ \$ _____ \$ _____

48. **Watercraft, trailers, motors, and related accessories** Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

_____ \$ _____ \$ _____

49. **Aircraft and accessories**

_____ \$ _____ \$ _____

50. **Other machinery, fixtures, and equipment (excluding farm machinery and equipment)**

_____ \$ _____ \$ _____

51. **Total of Part 8.**

Add lines 47 through 50. Copy the total to line 87.

| | |
|----------|------|
| \$ _____ | 0.00 |
|----------|------|

52. **Is a depreciation schedule available for any of the property listed in Part 8?**

- No
- Yes

53. **Has any of the property listed in Part 8 been appraised by a professional within the last year?**

- No
- Yes

Debtor: Welded Construction Michigan, LLC

Case number (if known): 18-12379

Name _____

Part 9: Real property

54. Does the debtor own or lease any real property?

- No. Go to Part 10.
- Yes. Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

| Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available. | Nature and extent of debtor's interest in property | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|--|--|--|---|------------------------------------|
| 55.1 _____ | _____ | \$ _____ | _____ | \$ _____ |

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

| | |
|----------|------|
| \$ _____ | 0.00 |
|----------|------|

57. Is a depreciation schedule available for any of the property listed in Part 9?

- No
- Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- No
- Yes

Debtor: Welded Construction Michigan, LLC

Case number (if known): 18-12379

Name _____

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- No. Go to Part 11.
- Yes. Fill in the information below.

| General description | Net book value of debtor's interest (Where available) | Valuation method used for current value | Current value of debtor's interest |
|---|--|---|------------------------------------|
| 60. Patents, copyrights, trademarks, and trade secrets _____ | \$ _____ | | \$ _____ |
| 61. Internet domain names and websites _____ | \$ _____ | | \$ _____ |
| 62. Licenses, franchises, and royalties _____ | \$ _____ | | \$ _____ |
| 63. Customer lists, mailing lists, or other compilations _____ | \$ _____ | | \$ _____ |
| 64. Other intangibles, or intellectual property _____ | \$ _____ | | \$ _____ |
| 65. Goodwill _____ | \$ _____ | | \$ _____ |

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

| | |
|----------|------|
| \$ _____ | 0.00 |
|----------|------|

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- No
- Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- No
- Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- No
- Yes

Debtor: Welded Construction Michigan, LLC

Case number (if known): 18-12379

Name _____

Part 11: All other assets

70. **Does the debtor own any other assets that have not yet been reported on this form?**
 Include all interests in executory contracts and unexpired leases not previously reported on this form.
 No. Go to Part 12.
 Yes. Fill in the information below.

Current value of debtor's interest

71. **Notes receivable**
 Description (include name of obligor) Total face amount doubtful or uncollectible accounts
 71.1 None \$ _____ - \$ _____ =..... → \$ _____

72. **Tax refunds and unused net operating losses (NOLs)**
 Description (for example, federal, state, local) Tax year
 72.1 Unknown _____ Tax year _____ \$ _____ Unknown

73. **Interests in insurance policies or annuities**
 73.1 None _____ \$ _____

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**
 74.1 None _____ \$ _____
 Nature of claim _____
 Amount requested \$ _____

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**
 75.1 None _____ \$ _____
 Nature of claim _____
 Amount requested \$ _____

76. **Trusts, equitable or future interests in property**
 76.1 None _____ \$ _____

77. **Other property of any kind not already listed** *Examples: Season tickets, country club membership*
 77.1 None _____ \$ _____

78. **Total of Part 11.**
 Add lines 71 through 77. Copy the total to line 90.
 \$ _____ 0.00

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**
 No
 Yes

Debtor: Welded Construction Michigan, LLC

Case number (if known): 18-12379

Name _____

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

| Type of property | Current value of personal property | Current value of real property |
|---|------------------------------------|--------------------------------|
| 80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i> | \$ <u>0.00</u> | |
| 81. Deposits and prepayments. <i>Copy line 9, Part 2.</i> | \$ <u>0.00</u> | |
| 82. Accounts receivable. <i>Copy line 12, Part 3.</i> | \$ <u>0.00</u> | |
| 83. Investments. <i>Copy line 17, Part 4.</i> | \$ <u>0.00</u> | |
| 84. Inventory. <i>Copy line 23, Part 5.</i> | \$ <u>0.00</u> | |
| 85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i> | \$ <u>0.00</u> | |
| 86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i> | \$ <u>0.00</u> | |
| 87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i> | \$ <u>0.00</u> | |
| 88. Real property. <i>Copy line 56, Part 9.....</i> → | | \$ <u>0.00</u> |
| 89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i> | \$ <u>0.00</u> | |
| 90. All other assets. <i>Copy line 78, Part 11.</i> | \$ <u>0.00</u> | |
| 91. Total. Add lines 80 through 90 for each column.....91a. | \$ <u>0.00</u> | \$ <u>0.00</u> + 91b. |
| 92. Total of all property on Schedule A/B. Lines 91a + 91b = 92. | | \$ <u>0.00</u> |

Fill in this information to identify the case:

Debtor Name: In re : Welded Construction Michigan, LLC
 United States Bankruptcy Court for the: District of Delaware
 Case number (if known): 18-12379 (KG)

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A
Amount of claim
 Do not deduct the value of collateral.

Column B
Value of collateral that supports this claim

2.1 Creditor's name

Describe debtor's property that is subject to a lien

\$ _____ \$ _____

Creditor's Name

Creditor's mailing address

Notice Name

Street

City

State

ZIP Code

Country

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

Do multiple creditors have an interest in the same property?

- No
- Yes. Have you already specified the relative priority?
 - No. Specify each creditor, including this creditor, and its relative priority.
 - Yes. The relative priority of creditors is specified on lines _____

Describe the lien

Is the creditor an insider or related party?

- No
- Yes

Is anyone else liable on this claim?

- No
- Yes. Fill out *Schedule H: Codebtors(Official Form 206H)*.

As of the petition filing date, the claim is:

Check all that apply.

- Contingent
- Unliquidated
- Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$ _____

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

| Name and address | On which line in Part 1 did you enter the related creditor? | Last 4 digits of account number for this entity |
|---------------------------------------|---|---|
| Name _____ | Line _____ | _____ |
| Notice Name _____ | | |
| Street _____ | | |
| _____ | | |
| _____ | | |
| City _____ State _____ ZIP Code _____ | | |
| Country _____ | | |

Fill in this information to identify the case:

Debtor Name: In re : Welded Construction Michigan, LLC
 United States Bankruptcy Court for the: District of Delaware
 Case number (if known): 18-12379 (KG)

Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- No. Go to Part 2.
- Yes. Go to Line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

| Total claim | Priority amount |
|-------------|-----------------|
|-------------|-----------------|

2.1 Priority creditor's name and mailing address As of the petition filing date, the claim is: \$ _____ \$ _____

Check all that apply.

- Contingent
- Unliquidated
- Disputed

Creditor Name _____

Creditor's Notice name _____

Address _____

Basis for the claim:

City _____ State _____ ZIP Code _____

Country _____

Date or dates debt was incurred

Last 4 digits of account number

Is the claim subject to offset?

- No
- Yes

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) ()

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Amount of claim

3.1 Nonpriority creditor's name and mailing address

Berkshire Hathaway Specialty Insurance Company
 Creditor Name

Berkshire Hathaway Insurance Company
 Creditor's Notice name

100 Federal Street, 20th Floor
 Address

Boston MA 02110
 City State ZIP Code

Country

Date or dates debt was incurred

Last 4 digits of account number N/A

As of the petition filing date, the claim is: \$ Unknown

Check all that apply.

Contingent

Unliquidated

Disputed

Basis for the claim:

Surety Bond

Is the claim subject to offset?

No

Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors. If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

| Name and mailing address | On which line in Part 1 or Part 2 is the related creditor (if any) listed? | Last 4 digits of account number, if any |
|---|--|---|
| Name _____ Notice Name _____ Street _____ _____ _____ City _____ State _____ ZIP Code _____ Country _____ | Line _____ <input type="checkbox"/> Not Listed.Explain _____ | _____ |

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

| | | | Total of claim amounts |
|---|-------|----|-------------------------------|
| 5a. Total claims from Part 1 | 5a. | \$ | 0.00 |
| 5b. Total claims from Part 2 | 5b. + | \$ | 0.00 |
| 5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c. | 5c. | \$ | 0.00 |

Fill in this information to identify the case:

Debtor Name: In re : Welded Construction Michigan, LLC
 United States Bankruptcy Court for the: District of Delaware
 Case number (if known): 18-12379 (KG)

Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

| | |
|--|--|
| <p>2. List all contracts and unexpired leases</p> | <p>State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease</p> |
| <p>State what the contract or lease is for and the nature of the debtor's interest _____</p> | <p>Name _____</p> |
| <p>State the term remaining _____</p> | <p>Notice Name _____</p> |
| <p>List the contract number of any government contract _____</p> | <p>Address _____</p> |
| | <p>_____</p> |
| | <p>City _____ State _____ ZIP Code _____</p> |
| | <p>Country _____</p> |

| |
|--|
| Fill in this information to identify the case: |
| Debtor Name: In re : Welded Construction Michigan, LLC |
| United States Bankruptcy Court for the: District of Delaware |
| Case number (if known): 18-12379 (KG) |

Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

- No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

| Column 1: Codebtor | | Column 2: Creditor | |
|--|--|--------------------|---|
| Name | Mailing address | Name | Check all schedules that apply: |
| 2.1 Berkshire Hathaway Specialty Insurance Company | 100 Federal Street, 20th Floor <hr/> Street <hr/> <hr/> Boston MA 02110 <hr/> City State ZIP Code <hr/> Country | Various | <input type="checkbox"/> D <input checked="" type="checkbox"/> E/F <input type="checkbox"/> G |

Fill in this information to identify the case:

Debtor Name: In re : Welded Construction Michigan, LLC
United States Bankruptcy Court for the: District of Delaware
Case number (if known): 18-12379 (KG)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets--Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/17/2018
MM / DD / YYYY

✘ / s / Frank Pometti
Signature of individual signing on behalf of debtor

Frank Pometti
Printed name
Chief Restructuring Officer
Position or relationship to debtor