

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

In re:)	Chapter 11
)	
WELDED CONSTRUCTION, L.P., <i>et al.</i> , ¹)	Case No. 18-12378 (CSS)
)	
)	(Jointly Administered)
Debtors.)	
)	Ref. Docket Nos. 1284, 1329, 1347

NOTICE OF FILING OF EXHIBIT IN CONNECTION WITH DEBTORS’ MOTION FOR AN ORDER (I) APPROVING THE DISCLOSURE STATEMENT; (II) APPROVING SOLICITATION AND VOTING PROCEDURES, INCLUDING (A) FIXING THE RECORD DATE, (B) APPROVING THE SOLICITATION PACKAGES AND PROCEDURES FOR DISTRIBUTION, (C) APPROVING THE FORM OF BALLOTS AND ESTABLISHING PROCEDURES FOR VOTING, AND (D) APPROVING PROCEDURES FOR VOTE TABULATION; (III) SCHEDULING A CONFIRMATION HEARING AND ESTABLISHING NOTICE AND OBJECTION PROCEDURES; AND (IV) GRANTING RELATED RELIEF

PLEASE TAKE NOTICE that on March 18, 2020, the above-captioned debtors and debtors in possession (together, the “**Debtors**”) filed the *Debtors’ Motion for an Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of Ballots and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief* [Docket No. 1284] (the “**Motion**”). Attached to the Motion as Exhibit A was a proposed form of order granting the relief requested in the Motion (the “**Proposed Order**”).

PLEASE TAKE FURTHER NOTICE that on April 27, 2020, the Debtors filed a revised form of Proposed Order [Docket No. 1329], and that on May 4, the Debtors filed a further revised form of Proposed Order [Docket No. 1347] (the “**Revised Proposed Order**”).

PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit A** is the Committee’s proposed letter in support of the Plan, which is Exhibit 5 to the Revised Proposed Order.

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 P.O. Box 470, Perrysburg, OH 43552-0470.



Dated: May 6, 2020
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Betsy L. Feldman

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EXHIBIT A

**Official Committee of Unsecured Creditors of
Welded Construction, L.P. and
Welded Construction Michigan, LLC**

May 4, 2020

To Unsecured Creditors of Welded Construction, L.P. and Welded Construction Michigan, LLC:

The Official Committee of Unsecured Creditors of Welded Construction, L.P. and Welded Construction Michigan, LLC supports the enclosed Amended Chapter 11 Plan and Disclosure Statement.

The Committee has played an active role in the Debtors' bankruptcy cases with the assistance of its legal counsel, Blank Rome LLP, and its financial advisor and investment banker, Teneo Capital LLC.

Importantly, the Plan seeks approval of a comprehensive settlement between the Committee, the Debtors and current and former Debtor board members, officers and partners (defined in the Plan as the "Partner Settlement Parties"). The settlement resolves the Committee's investigation into potential claims against the Partner Settlement Parties and includes, among other consideration: (i) a \$2 million cash payment to the Debtors' estates; (ii) certain indemnification of the Debtors' estate in connection with over \$38 million of unsecured pension withdrawal liability claims; (iii) withdrawal of administrative and general unsecured claims asserted by entities affiliated with Bechtel Corporation in excess of \$9 million; and (iv) a release of the Partner Settlement Parties by the Debtors and their creditors.¹ The settlement with the Partner Settlement Parties is conditioned upon confirmation of the Plan.

The Committee believes that the Plan and the settlement is the best option for unsecured creditors. Absent the settlement, substantial amounts of disputed unsecured claims would remain unresolved and the estate would bear added administrative expenses to reconcile these claims and litigate claims against the Partner Settlement Parties. For these reasons, among others, the Plan's projected recoveries materially exceed creditor recoveries under a hypothetical Chapter 7 liquidation. Accordingly, the Committee believes that the Plan is in the best interests of the Debtors' creditors and encourages all unsecured creditors to vote to accept the Plan.

Please note that the Committee and its advisors do not certify the accuracy of the Plan or Disclosure Statement and recommend that you read them carefully and consult with your own counsel or financial advisors before voting on the Plan.

Based upon the foregoing, the Committee recommends that you vote to accept the Plan by executing the enclosed ballot and returning it in accordance with the accompanying instructions, so that it is received by June [●], 2020 at 5:00 p.m. (Eastern Time).

¹ **To opt-out of the release, you must check the box on your voting ballot indicating that you opt-out, regardless of whether you vote for or against the Plan, or even if you decide to not vote on the Plan at all.**

If you have any questions with respect to the Committee's recommendation, please feel free to contact Joe Mintz or Jose Bibiloni of Blank Rome LLP at (302) 425-6400.

The Official Committee of Unsecured
Creditors of Welded Construction L.P. and
Welded Construction Michigan, LLC

/s/ Cullen D. Speckhart
Cullen D. Speckhart, Counsel to Ohio
Machinery Co.

/s/ Mark A. Lindsay
Mark A. Lindsay, Counsel to Earth Pipeline
Services, Inc.

Committee Co-Chairs