

Exhibit A

Proposed Order

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

In re:

MAREMONT CORPORATION, et al.,¹

Debtors.

Chapter 11

Case No. 19-____ (____)

(Jointly Administered)

Ref. Docket No. __

ORDER (I) AUTHORIZING THE DEBTORS TO CONTINUE TO USE THEIR EXISTING CASH MANAGEMENT SYSTEM, INCLUDING EXISTING BANK ACCOUNTS AND BUSINESS FORMS, (II) AUTHORIZING THE CONTINUATION OF CERTAIN INTERCOMPANY TRANSACTIONS, (III) WAIVING THE REQUIREMENTS OF SECTION 345(b) OF THE BANKRUPTCY CODE ON AN INTERIM BASIS, AND (IV) GRANTING RELATED RELIEF

Upon the motion (the "Motion")² of Maremont Corporation and its affiliated debtors and debtors in possession (collectively, the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases") for entry of an order (this "Order"), pursuant to sections 105(a), 345(b) and 363(c)(1) of the Bankruptcy Code, Bankruptcy Rules 6003 and 6004 and Local Rule 2015-2, (i) authorizing the Debtors to continue to use the Cash Management System, including existing Bank Accounts and business forms, (ii) authorizing the Debtors to continue intercompany transactions by and between the Debtors and Meritor, (iii) waiving the requirements of section 345(b) of the Bankruptcy Code on an interim basis, and (iv) granting related relief; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor's federal taxpayer identification number, are: Maremont Corporation (6138); Maremont Exhaust Products, Inc. (9284); AVM, Inc. (9285); and Former Ride Control Operating Company, Inc. (f/k/a ArvinMeritor, Inc., a Delaware corporation) (9286). The mailing address for each Debtor for purposes of these chapter 11 cases is 2135 West Maple Road, Troy, MI 48084.

² All capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Motion.

States District Court for the District of Delaware, dated February 29, 2012; and this matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and this Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of this proceeding and the Motion being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and appropriate notice of and the opportunity for a hearing on the Motion having been given and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court; and all objections, if any, to the Motion having been withdrawn, resolved or overruled; and the relief requested in the Motion being in the best interests of the Debtors' estates, their creditors and other parties in interest; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The relief requested in the Motion is **GRANTED** as set forth herein.
2. The Debtors are authorized, but not directed, pursuant to sections 105(a) and 363(c)(1) of the Bankruptcy Code, to continue operating the Cash Management System, including those Bank Accounts identified on the schedule attached hereto as **Exhibit 1**, substantially as depicted on the funds flow diagram attached hereto as **Exhibit 2**.
3. The Debtors are authorized to continue using the Cash Management System to continue all intercompany transactions by and between the Debtors and Meritor as described in the Motion, including but not limited to transactions pursuant to the shared services agreement and the A&R Intercompany Loan Agreement.

4. The Debtors are further authorized, but not directed, as applicable, to: (i) continue to use, with the same account numbers, each of the Bank Accounts in existence as of the Petition Date, including each of the accounts identified on **Exhibit 1** attached hereto and need not comply with certain guidelines relating to bank accounts set forth in the U.S. Trustee Operating Guidelines; (ii) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession; (iii) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including, without limitation, by check, wire transfer, and other methods; (iv) pay the Bank Fees, including, without limitation, any Bank Fees owed prior to the Petition Date and any other Bank Fees for prepetition transactions that are charged or allocated to the Debtors on or after the Petition Date; and (v) otherwise perform their obligations under the documents governing the Bank Accounts.

5. Maremont is authorized to use, in their present form, all preprinted checks without reference to its status as a debtor in possession; provided, that once the preprinted checks have been used, Maremont shall, when reordering, require the designation “Debtor in Possession” and the case number of the lead bankruptcy case on all such documents; provided, further, that with respect to checks that the Debtors or their agents print themselves, the Debtors shall begin printing the “Debtor in Possession” legend and the case number of the lead bankruptcy case on such items within 14 days of the date of entry of this Order.

6. The Banks are authorized to: (i) continue to maintain, service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course; and (ii) receive, process, honor and pay, to the extent of available funds, any and all checks, drafts, wires, and ACH transfers issued, presented or drawn on the Bank Accounts on and after the Petition Date by the holders, makers or payors thereof, as the case may

be (collectively, the “Disbursements”); provided, however, that the Banks shall not honor any Disbursements (excluding any electronic fund transfers that the Banks are obligated to settle) presented, issued or drawn on the Bank Accounts before the Petition Date unless (a) authorized by order of this Court; (b) not otherwise prohibited by a “stop payment” request received by the Banks from the Debtors; and (c) supported by sufficient available funds in the Bank Account in question.

7. Subject to the terms of this Order, the Banks may rely upon the representations of the Debtors with respect to whether any Disbursement should be honored pursuant to any order of this Court, whether or not such Disbursements are dated before, on or after the Petition Date, and no Bank that honors a prepetition Disbursement that is the subject of this Order (i) at the direction of the Debtors or (ii) in the good-faith belief that this Court has authorized such Disbursement to be honored shall or shall be deemed to have any liability to the Debtors or their estates on account of such Disbursement being honored post-petition, or otherwise be deemed to be in violation of this Order.

8. The Debtors are authorized to (i) open any new bank accounts or close any existing Bank Accounts and (ii) enter into any ancillary agreements as they may deem necessary and appropriate in their discretion; provided, that the Debtors shall give notice within 14 days of such action to the U.S. Trustee and any statutory committee appointed in the Chapter 11 Cases; provided, further, that the Debtors shall open any such new bank account at banks that have executed a Uniform Depository Agreement with the U.S. Trustee, or at such banks that are willing to immediately execute such an agreement. Subject to the requirements of the foregoing sentence, the relief granted in this Order is extended to any new bank account opened by the

Debtors after the date hereof, which shall be deemed a Bank Account, and to the bank at which such account is opened, which bank shall be deemed a Bank.

9. The Banks are further authorized to (i) honor the Debtors' directions with respect to the opening of any bank account and/or the closing of any Bank Account and (ii) accept and hold, or invest, the Debtors' funds in accordance with the Debtors' instructions; provided, however, that the Banks shall not have any liability to any party for relying on such representations to the extent such reliance otherwise complies with applicable law.

10. For Banks at which Maremont maintains existing Bank Accounts that are parties to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall, within 14 days of the date of entry of this Order, (a) contact each such Bank, (b) provide each such Bank with (i) Maremont's employer identification number and (ii) the bankruptcy case number of the principal docket for the Chapter 11 Cases and (c) identify each Bank Account held at such Banks as being held by a debtor in possession in a bankruptcy case.

11. To the extent not already in compliance, the Debtors' time to comply with the requirements of section 345(b) of the Bankruptcy Code is hereby extended for a period of 45 days from the Petition Date, without prejudice to the Debtors' right to seek a further extension of time or to deviate from the requirements of section 345 of the Bankruptcy Code on a final basis.

12. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity of any prepetition claim against a Debtor entity; (b) a waiver of the Debtors' right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Motion; (e) a request or authorization to assume any prepetition agreement, contract

or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to the Motion are valid, and the Debtors expressly reserve their rights to contest the extent, validity, or perfection or seek avoidance of all such liens.

13. Notwithstanding the Debtors' use of a consolidated cash management system, the Debtors shall calculate quarterly fees under 28 U.S.C. § 1930(a)(6) based on the disbursements of each Debtor, regardless of which entity pays those disbursements.

14. Within three (3) business days from the date of entry of this Order, the Debtors will serve a copy of this Order to the Banks at which the Bank Accounts are maintained and will request that each Bank internally code each of the Bank Accounts as "debtor in possession" accounts.

15. The Debtors shall maintain accurate and detailed records of all transfers, including intercompany transfers, so that all transactions may be readily ascertained, traced, recorded properly and distinguished between prepetition and post-petition transactions.

16. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b) because the relief granted in this Order is necessary to avoid immediate and irreparable harm to the Debtors' estates.

17. Notice of the Motion shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are waived by such notice.

18. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

19. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

20. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Order.

Dated: _____, 2019
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Bank Accounts

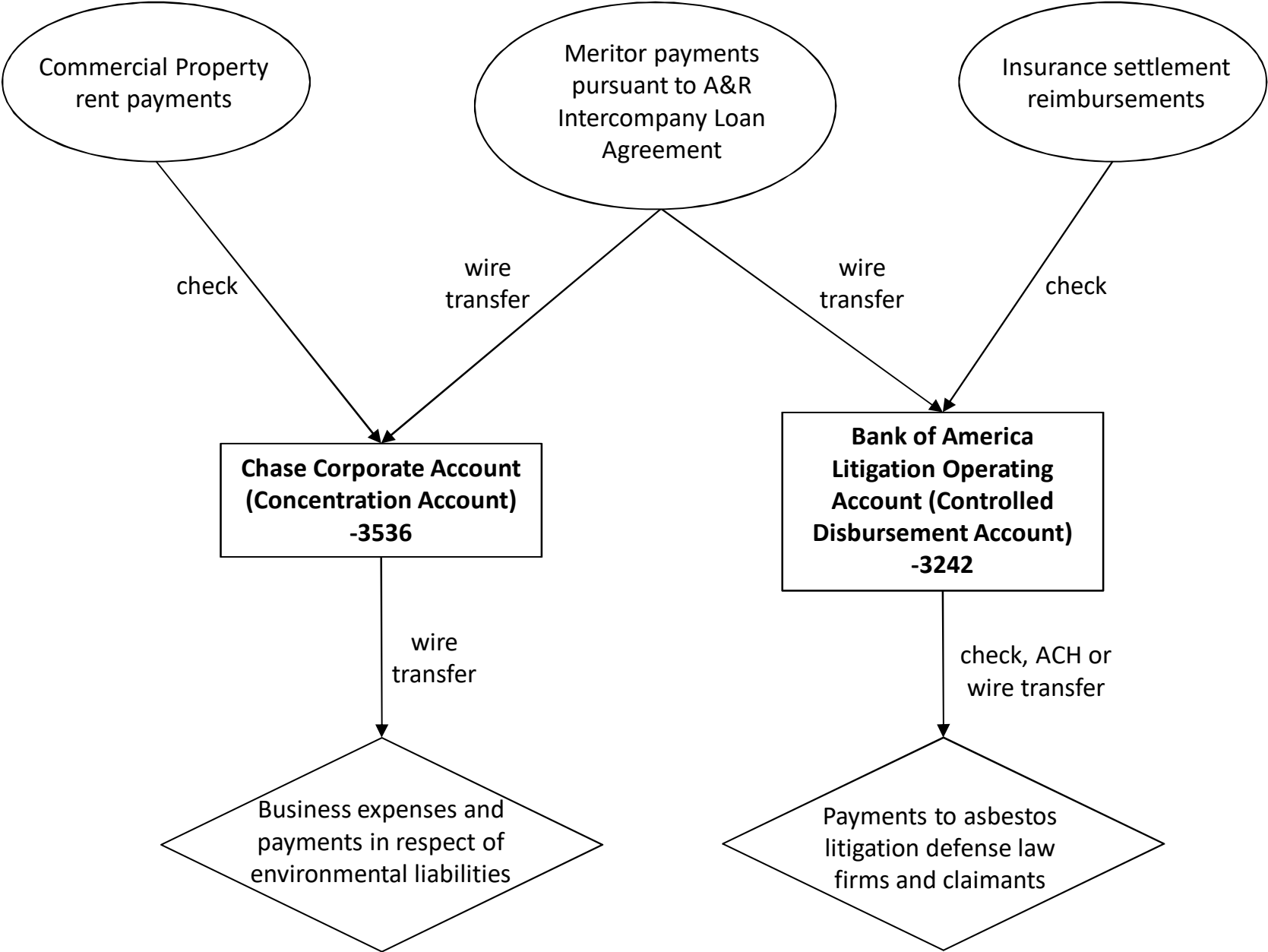
	Debtor	Bank	Account Number¹	Account Type
1.	Maremont Corporation	JPMorgan Chase Bank, N.A.	3536	Concentration Account
2.	Maremont Corporation	Bank of America, N.A.	3242	Controlled Disbursement Account

¹ The last four digits of each Bank Account are listed.

Exhibit 2

Funds Flow Diagram

Funds Flow Diagram¹



¹ The Funds Flow Diagram does not reflect Meritor's direct payment of certain of the Debtors' liabilities pursuant to the shared services agreement.