

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

In re:

MAREMONT CORPORATION, et al.,¹

Debtors.

Chapter 11

Case No. 19-_____()

(Joint Administration Requested)

**DECLARATION OF JUNG W. SONG OF DONLIN, RECANO & COMPANY, INC.
REGARDING SOLICITATION OF VOTES AND TABULATION OF BALLOTS
CAST ON THE JOINT PREPACKAGED PLAN OF REORGANIZATION OF
MAREMONT CORPORATION AND ITS DEBTOR AFFILIATES PURSUANT TO
CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Jung W. Song, declare, under the penalty of perjury:

1. I am a Senior Managing Director at Donlin, Recano & Company, Inc. (“DRC”), located at 6201 15th Avenue, Brooklyn, New York 11219. I am over the age of eighteen years and not a party to the above-captioned action. Unless otherwise noted, I have personal knowledge of the facts set forth herein.

2. I submit this Declaration with respect to the solicitation of votes and the tabulation of ballots cast on the *Joint Prepackaged Plan of Reorganization of Maremont Corporation and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*, dated December 4, 2018 (as may be modified, amended, or supplemented from time to time, the “Plan”).² Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of

¹ The Debtors, 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 is 2135 West Maple Road, Troy, MI 48084.

² All capitalized terms used by not otherwise defined herein have the meanings ascribed to them in the Plan or Disclosure Statement (as defined below), as applicable.

relevant documents. I am authorized to submit this Declaration on behalf of DRC. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. Prior to the commencement of these Chapter 11 Cases, Maremont Corporation and its affiliated debtors and debtors-in-possession (collectively, the “**Debtors**”) appointed DRC as their solicitation and tabulation agent to assist with, among other things, (a) service of solicitation materials to the parties entitled to vote to accept or reject the Plan and (b) tabulation of votes cast with respect thereto. DRC and its employees have considerable experience in soliciting and tabulating votes to accept or reject proposed prepackaged chapter 11 plans.

Service and Transmittal of Solicitation Packages and the Tabulation Process

4. The procedures adhered to by DRC for the solicitation and tabulation of votes (collectively, the “**Solicitation Procedures**”) are outlined in the *Disclosure Statement for the Joint Prepackaged Plan of Reorganization of Maremont Corporation and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*, dated December 4, 2018 (as modified, amended, or supplemented from time to time, the “**Disclosure Statement**”) and the ballots distributed to parties entitled to vote on the Plan. I supervised the solicitation and tabulation performed by DRC’s employees pursuant to the Solicitation Procedures.

5. The Debtors established November 30, 2018 as the record date (the “**Voting Record Date**”) for determining which holders of Asbestos Personal Injury Claims were entitled to vote on the Plan. Pursuant to the Plan and the Solicitation Procedures, only Holders as of the Voting Record Date in the following class were entitled to vote to accept or reject the Plan (the “**Voting Class**”):

Class	Class Description
Class 4	Asbestos Personal Injury Claims

No other classes under the Plan were entitled to vote on the Plan.

6. In accordance with the Solicitation Procedures, DRC worked closely with the Debtors and their advisors to identify the Holders of Claims entitled to vote in the Voting Class as of the Voting Record Date, and to coordinate the distribution of solicitation materials to these holders. DRC caused Solicitation Packages to be mailed to: (a) counsel representing holders of Asbestos Personal Injury Claims, and (b) individual holders of Asbestos Personal Injury Claims, as applicable. A detailed description of DRC's distribution of solicitation materials is set forth in the *Affidavit of Donlin, Recano & Company, Inc. Regarding Service of Solicitation Packages with Respect to the Joint Prepackaged Plan of Reorganization of Maremont Corporation and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*, dated January 17, 2019 (the "**Affidavit of Service for Solicitation Packages**") and the *Affidavit of Donlin, Recano & Company, Inc. Regarding Service of Supplemental Solicitation Packages with Respect to the Joint Prepackaged Plan of Reorganization of Maremont Corporation and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*, dated January 17, 2019 (collectively, the "**Affidavits of Service**"), filed contemporaneously herewith.

7. As is more fully set forth in the Affidavits of Service, DRC on December 4-5, 2018 and December 12, 2018 caused Solicitation Packages to be served on (i) counsel representing holders of Asbestos Personal Injury Claims described in subparagraph (a) of the paragraph above, and (ii) individual holders of Asbestos Personal Injury Claims described in subparagraph (b) of the paragraph above. DRC did not receive any requests from law firms for DRC to serve Solicitation Packages on individual holders of Asbestos Personal Injury Claims.

8. On December 28, 2018, upon request from Wilentz, Goldman & Spitzer, DRC prepared and mailed via Federal Express Overnight service, 15 sets of Individual Solicitation

Package materials to Wilentz, Goldman & Spitzer.³

9. Further, in accordance with the Solicitation Procedures, DRC reviewed, determined the validity of, and tabulated the ballots submitted to vote on the Plan. Ballots returned by U.S. first class mail, overnight delivery, or personal delivery by hand were received by personnel of DRC at its office in Brooklyn, New York. Each ballot submitted to DRC was processed in accordance with the Solicitation Procedures. Upon receiving ballots, DRC took the following actions:

- a. The envelopes containing the ballots were opened, and the contents were removed, reviewed, and stamped with the date and time received. Each ballot was then scanned into DRC's system and sequentially numbered (the "**Sequence Number**").
- b. DRC then entered into a computer database all pertinent information from each of the ballots, including among other things: (i) the date and time the ballot was received; (ii) the Sequence Number; (iii) the Disease Level indicated by the claimant and the corresponding dollar amount for voting purposes only; (iv) whether the claimant submitting the ballot voted to accept or reject the plan; and (v) with respect to Master Ballots, the Disease Level, along with the corresponding dollar amount for voting purposes only, and votes to accept or reject the Plan for each claimant represented by said Master Ballot.

10. To be included in the tabulation results as valid, a ballot must have been (a) properly completed pursuant to the Solicitation Procedures, (b) executed by the relevant holder entitled to vote on the Plan (or such holder's authorized representative), (c) returned to DRC via an approved method of delivery set forth in the Solicitation Procedures and (d) received by DRC by 4:00 p.m. (prevailing Eastern Time) on January 18, 2019 (the "Voting Deadline") unless extended or waived by the Debtors. All ballots were to be delivered to DRC as follows: (a) if by U.S. Postal Service mail, Donlin, Recano & Company, Inc., Re: Maremont Corporation, et al.,

³ An Affidavit of Service describing service on 11 individual claimants by Wilentz, Goldman & Spitzer is attached hereto as Exhibit B.

P.O. Box 192016, Blythebourne Station, Brooklyn, NY 11219; and (b) if by overnight delivery or personal delivery by hand, Donlin, Recano and Company, Inc., Re: Maremont Corporation, et al., 6201 15th Avenue, Brooklyn, NY 11219.

11. In accordance with the Solicitation Procedures, the claim amount for each Asbestos Personal Injury Claim was estimated and temporarily allowed solely for voting purposes using the Scheduled Value for each Disease Level, as set forth and defined in the Asbestos Personal Injury Trust Distribution Procedures and disclosed in the Ballots and Master Ballots. For Holders of Asbestos Personal Injury Claims who did not meet the criteria for any of the Disease Levels, such Holders' Claims were allowed for voting purposes only in the amount of \$5,000.

12. All valid ballots cast by Holders entitled to vote in the Voting Class and received by DRC on or before the Voting Deadline were tabulated pursuant to the Solicitation Procedures.

The Voting Results

13. The final tabulation of votes cast by timely and properly completed ballots received by DRC is attached hereto as **Exhibit A**. As reflected in Exhibit A, the Voting Class voted to accept the Plan in accordance with the requirements of sections 524(g) and 1126 of the Bankruptcy Code.

14. The results of the aforesaid tabulation of properly executed ballots received on or before the Voting Deadline are set forth below.

CLASS	TOTAL BALLOTS RECEIVED			
	Accept		Reject	
	AMOUNT (% of Amount Voted)	NUMBER (% of Number voted)	AMOUNT (% of Amount Voted)	NUMBER (% of Number Voted)
Class 4 – Asbestos Personal Injury Claims	\$322,838,800.00 (100%)	12,644 (100%)	\$00.00 (00.00%)	0 (00.00%)

No ballots were excluded from the final tabulation prepared by DRC. To the best of my knowledge, information and belief, I declare under penalty of perjury that the foregoing information concerning the distribution, submission and final tabulation of ballots in connection with the Plan is true and correct.

Dated: January 22, 2019

/s/ Jung W. Song
Jung W. Song
Donlin, Recano & Company, Inc.

Exhibit A

Maremont Corporation, et al.**Tabulation Results**

Law Firm Name	Accept Count	Accept Amount	Reject Count	Reject Amount
ANAPOL WEISS	463	\$21,017,300.00	0	\$0.00
BAILEY PEAVY BAILEY COWAN HECKAMAN, PLLC	1	\$12,100.00	0	\$0.00
BELLUCK & FOX, LLP	85	\$8,186,000.00	0	\$0.00
BEVAN & ASSOCIATES, LPA, INC	2,762	\$61,912,900.00	0	\$0.00
BRAYTON PURCELL LLP	1	\$111,500.00	0	\$0.00
BROOKMAN, ROSENBERG, BROWN & SANDLER	51	\$2,653,000.00	0	\$0.00
CALHOUN ANDERSON, JR, PC	43	\$464,300.00	0	\$0.00
CORY WATSON CROWDER & DEGARIS, PC	18	\$523,300.00	0	\$0.00
CUMBEST, CUMBEST, HUNTER & MCCORMICK, PC	34	\$915,800.00	0	\$0.00
EDWARD O. MOODY, PA	137	\$3,190,300.00	0	\$0.00
EMBRY & NEUSNER	1,201	\$38,117,100.00	0	\$0.00
ENVIRONMENTAL LITIGATION GROUP, PC	340	\$7,048,200.00	0	\$0.00
GEORGE & FARINAS, LLP	26	\$1,004,100.00	0	\$0.00
GORI, JULIAN & ASSOCIATES, PC	262	\$9,347,700.00	0	\$0.00
HARTLEY LAW GROUP, PLLC	31	\$918,500.00	0	\$0.00
HISSEY, KIENTZ & HERRON, PLLC	52	\$1,225,200.00	0	\$0.00
KEAHEY LAW OFFICE	3,338	\$87,849,400.00	0	\$0.00
KELLEY & FERRARO, LLP	657	\$23,041,500.00	0	\$0.00
LAW OFFICES OF PETER G. ANGELOS, PC	1,421	\$9,002,600.00	0	\$0.00
MAZUR & KITTEL, PLLC	29	\$603,400.00	0	\$0.00
MORRIS, SAKALARIOS & BLACKWELL, PLLC	25	\$415,000.00	0	\$0.00
NASS CANCELLIERE BRENNER	2	\$136,900.00	0	\$0.00
NIX, PATTERSON & ROACH, LLP	645	\$13,263,300.00	0	\$0.00
O'BRIEN LAW FIRM, PC	58	\$4,897,200.00	0	\$0.00
POURCIAU LAW FIRM	499	\$16,799,200.00	0	\$0.00
PROVOST UMPHREY LAW FIRM, L.L.P.	59	\$1,834,800.00	0	\$0.00
ROSE, KLEIN & MARIAS, LLP	2	\$136,900.00	0	\$0.00
SIMMONS HANLY CONROY LLC	371	\$6,749,300.00	0	\$0.00
THE DEATON LAW FIRM	8	\$421,600.00	0	\$0.00
THORNTON LAW FIRM	14	\$487,800.00	0	\$0.00
WILENTZ, GOLDMAN & SPITZER	9	\$552,600.00	0	\$0.00
TOTALS:	12,644	\$322,838,800.00	0	\$0.00

Exhibit B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

MAREMONT CORPORATION, et al.,

Debtors.

For solicitation purposes only. The
Prospective Debtors have not yet filed
Chapter 11 cases

AFFIDAVIT OF SERVICE

State of New Jersey

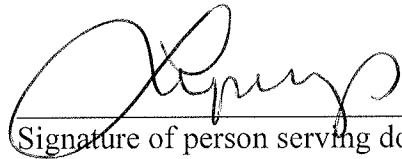
County of Middlesex

The undersigned being duly sworn, deposes and says:

I, Lynne M. Kizis am not a party to the action and I am over 18 years of age

That on January 3, 2019 I caused to be served Maremont Solicitation Packages upon 11 clients
per the attached list via UPS Overnight delivery.

KRISTINE ALESSI
NOTARY PUBLIC OF NEW JERSEY
Comm. # 50060352
Commission Expires 5/9/2022


Signature of person serving documents

Lynne M. Kizis
Printed Name

Sworn to me before this 8th

Day of January 2019

Kristine Alessi
Notary Public

Injured Party	Description	Status	Date
Cantalupo, Anthony (xxx-xx-7839)	Maremont Pre-pack Ballot	Ballot to Client	1/3/2019
Czeladyn, John (xxx-xx-7160)	Maremont Pre-pack Ballot	Ballot to Client	1/3/2019
Ferraro, Nicholas (xxx-xx-5913)	Maremont Pre-pack Ballot	Ballot to Client	1/3/2019
Foy, Michael G. (xxx-xx-1268)	Maremont Pre-pack Ballot	Ballot to Client	1/3/2019
Krajicek, Joseph (xxx-xx-4315)	Maremont Pre-pack Ballot	Ballot to Client	1/3/2019
Manginelli, Gerard (xxx-xx-6637)	Maremont Pre-pack Ballot	Ballot to Client	1/3/2019
Myhre, Harold (xxx-xx-2234)	Maremont Pre-pack Ballot	Ballot to Client	1/3/2019
Reddy, John J. (xxx-xx-1403)	Maremont Pre-pack Ballot	Ballot to Client	1/3/2019
Seruya, Lawrence (xxx-xx-6922)	Maremont Pre-pack Ballot	Ballot to Client	1/3/2019
Mazzella, Gaetano G. (xxx-xx-6291)	Maremont Pre-pack Ballot	Ballot to Client	1/3/2019
Wilson, Roosevelt (xxx-xx-6271)	Maremont Pre-pack Ballot	Ballot to Client	1/3/2019