

Exhibit B

Voorhies Declaration

**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 NELLWYN VOORHIES IN SUPPORT OF THE DEBTORS'
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF DONLIN, RECANO & COMPANY, INC. AS
ADMINISTRATIVE ADVISOR FOR THE DEBTORS AND DEBTORS IN
POSSESSION, NUNC PRO TUNC TO THE PETITION DATE**

I, Nellwyn Voorhies, being duly sworn, state the following under penalty of perjury and that the following is true to the best of my knowledge, information and belief:

1. I am the Executive Director of Donlin, Recano & Company, Inc. ("DRC"), a chapter 11 administrative services firm with offices located at 6201 15th Avenue, Brooklyn, New York 11219. I am authorized to submit this declaration (this "Declaration") in support of the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Donlin, Recano & Company, Inc. as Administrative Advisor for the Debtors and Debtors in Possession, Nunc Pro Tunc to the Petition Date* (the "Application").² Except as otherwise noted, I have personal knowledge of the matters set forth herein, and if called and sworn as a witness, I could and would testify competently thereto.

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 shall have the meanings ascribed to such terms in the Application.

2. DRC is comprised of leading industry professionals with significant experience in both the legal and administrative aspects of large, complex chapter 11 cases. DRC's professionals have experience in noticing, claims administration, solicitation, balloting and facilitating other administrative aspects of chapter 11 cases and experience in matters of this size and complexity. DRC's professionals have acted as an administrative advisor or official claims and noticing agent in many large bankruptcy cases in this district and in other districts nationwide. DRC's cases in this district include: In re EBH Topco, LLC, Case No. 18-11212 (BLS) (Bankr. D. Del. 2018); In re PZ Wind Down, Inc., Case No. 17-12890 (CSS) (Bankr. D. Del. 2017); In re Velocity Holding Co., Inc., Case No. 17-12442 (KJC) (Bankr. D. Del. 2017); In re Mac Holding LLC, Case No. 17-12226 (MFW) (Bankr. D. Del. 2017); In re Emerald Oil, Inc., Case No. 16-10704 (KG) (Bankr. D. Del. 2016); In re Solutions Liquidation LLC, Case No. 16-10627 (CSS) (Bankr. D. Del. 2016); In re Boomerang Tube, LLC, Case No. 15-11247 (MFW) (Bankr. D. Del. 2015); In re Seal 123, Inc., Case No. 15-10081 (CSS) (Bankr. D. Del. 2015); In re Longview Power, LLC, Case No. 13- 12211 (BLS) (Bankr. D. Del. 2013); In re Rural/Metro Corp., Case No. 13-11952 (KJC) (Bankr. D. Del. 2013); In re Handy Hardware Wholesale, Inc., Case No. 13-10060 (MFW) (Bankr. D. Del. 2013); In re Prommis Holdings, LLC, Case No. 13-10551 (BLS) (Bankr. D. Del. 2013); In re Saab Cars N. Am., Inc., Case No. 12-10344 (CSS) (Bankr. D. Del. 2012); In re Hussey Copper Corp., Case No. 11-13010 (BLS) (Bankr. D. Del. 2011); In re Townsends, Inc., Case No. 10-14092 (CSS) (Bankr. D. Del. 2010); In re Emivest Aerospace Corp., Case No. 10-13391 (MFW) (Bankr. D. Del. 2010); In re Wolverine Tube, Inc., Case No. 10-13522 (PJW) (Bankr. D. Del. 2010). Accordingly, I believe that DRC is qualified to act the Administrative Advisor in the Chapter 11 Cases.

3. DRC is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, in that DRC and its professional personnel:

- (a) are not creditors, equity security holders, or insiders of the Debtors;
- (b) are not, and were not, within two years before the date of the filing of the Chapter 11 Cases, directors, officers, or employees of the Debtors; and
- (c) do not have an interest materially adverse to the interests of the Debtors’ estates or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors.

4. If DRC’s proposed retention is approved by the Court, DRC will not accept any engagement or perform any service for any entity or person related to these cases, other than the Debtors, without the prior approval of the Court. DRC may, however, provide professional services to entities or persons that may be creditors or parties in interest in these cases, which services do not relate to, or have any direct connection with, this case or the Debtors.

5. DRC represents that:

- (a) it will not consider itself employed by the United States government and shall not seek any compensation from the United States government in its capacity as the Administrative Advisor;
- (b) by accepting employment in the Chapter 11 Cases, DRC waives any right to receive compensation from the United States government in its capacity as the Administrative Advisor;
- (c) in its capacity as the Administrative Advisor, DRC will not be an agent of the United States and will not act on behalf of the United States; and
- (d) DRC will not employ any past or present employees of the Debtors in connection with its work as the Administrative Advisor in the Chapter 11 Cases.

6. The Debtors have many creditors and, from time to time, DRC may have represented certain of those creditors in completely unrelated matters. Proposed bankruptcy counsel for the Debtors has provided me with a list of the Debtors’ creditors and other parties-in-

interest (the “Potential Parties in Interest”) in the Chapter 11 Cases. The list of Potential Parties in Interest provided by the Debtors is attached hereto as **Schedule 1** and includes, among other parties, the Debtors, non-debtor affiliates, current and former directors and officers of the Debtors, significant stockholders, secured creditors, and the twenty-five law firms representing the largest numbers of pending asbestos-related lawsuits against the Debtors. I have caused an examination of these records to be made to determine which, if any, of the parties on the list of Potential Parties in Interest DRC may have represented in the past or may be representing at the present time in totally unrelated matters. This search has disclosed that, to the best of my present knowledge, DRC has not in the past and is not currently representing any of the parties on the list of Potential Parties in Interest.

7. In addition, DRC has identified numerous vendors appearing on the list of Potential Parties in Interest that are also vendors of DRC, but DRC has not in the past, and is not currently, representing any of those vendors.

8. Certain of DRC’s professionals were formerly employed by firms that may be creditors or may provide professional services to parties in interest in the Chapter 11 Cases. Such firms include: Paul Hastings LLP; Paul, Weiss, Rifkind, Wharton & Garrison LLP; Kaye Scholer LLP; Skadden, Arps, Slate, Meagher & Flom LLP; Sheppard, Mullin, Richter & Hampton LLP; Baker & McKenzie LLP; Clifford Chance LLP; Hughes Hubbard & Reed LLP; Davis Polk & Wardwell LLP; Levene, Neale, Bender, Yoo & Brill L.L.P.; Blank Rome LLP; Morgan Stanley; Anderson Kill P.C.; Willkie Farr & Gallagher LLP; Dechert LLP; Pryor Cashman LLP; Schulte Roth & Zabel LLP; Kurtzman Carson Consultants LLC; Epiq Bankruptcy Solutions, LLC; Rust Consulting/Omni Bankruptcy; and Wells Fargo Bank. Except as disclosed herein, these professionals did not work on any matters involving the Debtors while

employed by their previous firms. Moreover, these professionals were not employed by their previous firms when the Chapter 11 Cases were filed.

9. DRC is an affiliate of American Stock Transfer & Trust Company, LLC (“AST”). AST is a global financial communications and stakeholder management company. Within the AST corporate structure, DRC operates as a separate and independent legal entity. Given the legal and operational separateness of DRC from AST, DRC does not believe that any relationships that AST and its affiliates maintain would create an interest of DRC that would be materially adverse to the Debtors’ estates or any class of creditors or equity security holders.

10. There may be other creditors of the Debtors that DRC may have or may be presently representing, but in no event is DRC representing any other creditor with respect to the Chapter 11 Cases. To the extent I become aware of DRC having represented any other creditors of the Debtors, I will file a supplemental declaration advising the Court of the same.

11. Notwithstanding anything contained herein, as part of its diverse business, DRC is the noticing, claims, and balloting agent for debtors in numerous cases involving many different creditors (including taxing authorities), professionals, including attorneys, accountants, investment bankers, and financial consultants, some of which may be creditors or represent creditors; and parties-in-interest in the Chapter 11 Cases. In addition, DRC has in the past and will likely in the future continue working with other professionals involved in these Chapter 11 Cases in matters unrelated to the Chapter 11 Cases. Based upon my current knowledge of the parties involved, and to the best of my knowledge, none of these business relations constitute interests adverse to that of the creditors, or the Debtors’ estates, with respect to the matter upon which DRC is to be engaged. Additionally, DRC employees may, in the ordinary course of their personal affairs, have relationships with certain creditors of the Debtors. However, to the best of

my knowledge, such relationships, to the extent they exist, are of a personal nature and completely unrelated to the Chapter 11 Cases.

12. If any new facts or relationships are discovered, DRC will supplement its disclosure to the Court.

13. Subject to the Court's approval, the Debtors have agreed to compensate DRC for professional services rendered pursuant to section 327(a) of the Bankruptcy Code in connection with these cases according to the terms and conditions of the Engagement Agreement. As referenced in the Application and the Engagement Agreement, the Debtors and DRC have agreed to a pricing schedule, which is attached to the Engagement Agreement. Payments are to be based upon the submission of DRC's relevant applications in accordance with the U.S. Trustee Guidelines.

14. Before the Petition Date, the Debtors provided DRC a retainer in the amount of \$25,000.00. DRC seeks to hold the retainer as security of payment of DRC's final invoice for services rendered and expenses incurred pursuant to the Engagement Agreement.

15. The services provided by DRC will be administrative in nature, and DRC will not provide services in the nature of legal representation and/or advice to the Debtors.

16. Based upon the information available to me, I believe that DRC is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, in that DRC and its personnel: (a) are not creditors, equity security holders, or insiders of the Debtors; (b) are not and were not, within two years before the date of the filing of these Chapter 11 Cases, a director, officer, or employee of the Debtors; and (c) do not have an interest materially adverse to the interests of the Debtors' estate or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that, to the best of my knowledge after reasonable inquiry, the foregoing is true and correct.

Executed on this 22nd day of January, 2019

/s/ Nellwyn Voorhies

Nellwyn Voorhies

Executive Director

Donlin, Recano & Company, Inc.

Schedule 1

Potential Parties in Interest

SCOPE OF CONFLICTS SEARCH

The Debtors and Their Direct or Indirect Parent Entities

AVM, Inc.
Former Ride Control Operating Company, Inc. (f/k/a ArvinMeritor, Inc.)
Maremont Corporation
Maremont Exhaust Products, Inc.
Meritor, Inc.

Directors and Officers of the Debtors

Carl D. Anderson, II
Sherman K. Edmiston III

Twenty-Five Law Firms Representing the Largest Numbers of Asbestos Plaintiffs

Belluck & Fox, LLP
Brookman, Rosenberg, Brown & Sandler
Cooney & Conway
Dalton & Associates, P.A.
Early, Lucarelli, Sweeney & Meisenkothen
Flint Law Firm LLC
Goldenberg Heller Antognoli & Rowland, PC
Gori, Julian & Associates, PC
Kelley & Ferraro, LLP
Law Office of Jeffrey A. Varas
Law Offices of Peter G. Angelos, PC
Levy Konigsberg LLP
Lipsitz & Ponterio, LLC
Maune Raichle Hartley French & Mudd, LLC
Michael B. Serling, PC
Motley Rice LLC
Napoli Shkolnik PLLC
O'Brien Law Firm, PC
Porter & Malouf
Richardson, Patrick, Westbrook & Brickman, LLC
Shrader & Associates, LLP
Simmons Hanly Conroy LLC
Sww Law, LLC
The Ferraro Law Firm
Weitz & Luxenberg, PC

Insurers

Fireman's Fund Insurance Company
Everest Reinsurance Company
Mt. McKinley Insurance Company
Transit Casualty Co.
Zurich American Insurance Company
Zurich Insurance Company, Ltd.

Professionals Retained by Prepetition Ad Hoc Committee of Asbestos Claimants

Montgomery McCracken Walker & Rhoads LLP
Legal Analysis Systems
Robinson & Cole LLP

Prepetition Future Claimants' Representative

James L. Patton, Jr.

Professionals Proposed to Be Retained by Future Claimants' Representative

Ankura Consulting Group, LLC
Young Conaway Stargatt & Taylor, LLP

Professionals Retained or Utilized by the Debtors

Alvarez & Marsal Disputes and Investigations, LLC
Cole Schotz P.C.
Sidley Austin LLP
Donlin, Recano & Company, Inc.
Kasowitz Benson Torres LLP

Judges on the United States Bankruptcy Court for the District of Delaware

Kevin J. Carey
Kevin Gross
Brendan L. Shannon
Laurie Selber Silverstein
Christopher S. Sontchi
Mary F. Walrath

Judges on the United States District Court for the District of Delaware

Richard G. Andrews
Colm F. Connolly
Maryellen Noreika
Leonard P. Stark

Attorneys Employed by the Office of the United States Trustee for Region 3, Delaware Office

David Buchbinder
Linda Casey
Timothy J. Fox, Jr.
Benjamin Hackman
Brya Keilson
Jane Leamy
Hannah M. McCollum
Linda Richenderfer
Juliet Sarkessian
Richard Schepacarter
T. Patrick Tinker
Jaclyn Weissgerber

Current and Former Nondebtor Affiliates

Arvin Canada Holding Limited
Arvin European Holdings (UK) Limited
Arvin European Holdings (UK) Limited French Branch
Arvin Exhause de Venezuela
Arvin Exhaust de Venezuela
Arvin Finance, LLC

Arvin Holdings Netherlands B.V.
 Arvin Industries, Inc.
 Arvin Innovation Australia Pty. Limited
 Arvin International (UK Limited)
 Arvin International (UK) Limited
 Arvin International Holdings, LLC
 Arvin International, Inc.
 Arvin Motion Control Limited
 Arvin Technologies, Inc.
 Arvin-Kayaba LLC
 ArvinMeritor A&ET Limited
 ArvinMeritor Canada
 ArvinMeritor Filters Operating Co., LLC
 ArvinMeritor Finance Ireland Unlimited Company
 ArvinMeritor Former Ride Control Operating Co., Inc.
 ArvinMeritor Holdings France SNC
 ArvinMeritor Investments SA (Proprietary) Limited
 ArvinMeritor Light Vehicle Systems (UK) Limited
 ArvinMeritor Light Vehicle Systems Australia Pty. Ltd.
 ArvinMeritor Limited
 ArvinMeritor Mexicana, S.A. DE C.V.
 ArvinMeritor OE, LLC
 ArvinMeritor Pension Trustees Limited
 ArvinMeritor Receivables Corporation
 Arvinmeritor Sweden AB
 ArvinMeritor Technology, LLC
 Automotive Axles Limited
 Braseixos Administradora de Bens Ltd.
 Business Builders International
 Carvica C.A.
 Carvicay Ltd
 Carvireca C.A.
 EGE Fren Sanayaii ve Ticaret A.S.
 Fonderie Vénissieux SAS
 Gabricay Ltd.
 Gabriel de Colombia
 Gabriel de México, S.A. de C.V.
 Gabriel de Venezuela C.A.
 Gabriel Europe Inc. Rosendall
 Gabriel Europe, Inc.
 Gabriel India Limited
 Gabriel International, Inc.
 Gabriel Ride Control Products, Inc.
 Gabriel South Africa (Proprietary) Limited
 Gabripan de Caribe S.A.
 Gem Muffler Company
 Indi, S.A.
 Leland Packaging & Distributing
 Maremont Automotive Products, Inc.
 Maremont Automotive Whse Inc.
 Marwil Products Company
 Master Sistemas Automotivos Ltda.
 Meritor (China) Holdings, Limited
 Meritor Aftermarket Canada Inc.
 Meritor Aftermarket France SAS
 Meritor Aftermarket Italy, S.r.l.
 Meritor Aftermarket Netherlands B.V.
 Meritor Aftermarket Spain, S.A.
 Meritor Aftermarket Switzerland AG
 Meritor Aftermarket Switzerland AG (UK Branch)
 Meritor Aftermarket UK Limited
 Meritor Aftermarket USA, LLC
 Meritor Axles France SAS
 Meritor Brazil Holdings, LLC
 Meritor Cayman Islands, Ltd.
 Meritor Commercial Vehicle Systems India Private Limited
 Meritor Czech s.r.o.
 Meritor do Brasil Sistemas Automotivos Ltda.
 Meritor Drivetrain Systems (Nanjing) Co. Ltd.
 Meritor Electric Vehicles, LLC
 Meritor Finance (Barbados) Limited
 Meritor France Holdings, LLC
 Meritor France SNC
 Meritor Germany GmbH
 Meritor GmbH
 Meritor Heavy Vehicle Braking Systems (U.S.A.), LLC
 Meritor Heavy Vehicle Braking Systems (UK) Limited
 Meritor Heavy Vehicle Systems (Manufacturing) Limited
 Meritor Heavy Vehicle Systems (Singapore) Pte., Ltd.
 Meritor Heavy Vehicle Systems (Singapore) Pte., Ltd. (Singapore Branch)
 Meritor Heavy Vehicle Systems (Venezuela), Inc.
 Meritor Heavy Vehicle Systems Australia Ltd.
 Meritor Heavy Vehicle Systems Australia Ltd. (Vietnam Branch)
 Meritor Heavy Vehicle Systems Cameri SpA
 Meritor Heavy Vehicle Systems de Venezuela S.A.
 Meritor Heavy Vehicle Systems Limited
 Meritor Heavy Vehicle Systems, LLC
 Meritor Holdings (Barbados) Limited
 Meritor Holdings France SNC
 Meritor Holdings Spain, S.A.
 Meritor Holdings UK Ltd.
 Meritor Holdings, LLC
 Meritor HVS (India) Limited
 Meritor HVS AB
 Meritor HVS Istanbul Irtibat Burosu
 Meritor International Holdings, LLC
 Meritor Japan K.K.
 Meritor Luxembourg S.a.r.l.
 Meritor Management Corp.
 Meritor Manufacturing de México, S.A. de C.V.
 Meritor Mexicana, S.A. DE C.V.
 Meritor México, S. de R.L. de C.V.
 Meritor Netherlands B.V.

Meritor Netherlands Brazil B.V.
Meritor Services de Mexico, S.A. de C.V.
Meritor Specialty Products LLC
Meritor Technology, LLC
Meritor, Inc. (a Nevada Corporation)
MTC Inc.
Pratt Industries, Inc.
Saco-Lowell Shops, Inc.
Schrader Far East Ltd.
Sistemas Automotrices de Mexico, S.A. de C.V.
Super Diesel, S.A.
Transportation Power, Inc. (“Transpower”)
Trucktechnic S.A.
Wilmot-Breedon (Holdings) Limited
Xuzhou Meritor Axles Co. Ltd.

Other Potential Parties in Interest

Alan B. Rich
Alusuisse of America, Inc.
Armand Volta, Jr.
Armour & Co. Salaried Employees Pension Plan
Arvin Industries, Inc.
Bank of America, N.A.
Beth Gori
Easley Site Trust
Environmental Control
Ferodo America, Inc.
Francis J. Drew
Gabriel Ride Control Products, Inc.
Gabriel South Africa (Proprietary) Limited
Gem Muffler Company
Great American E & S Insurance Company
John Cooney
JPMorgan Chase Bank, N.A.
Mario E. Dihigo
Nuturn Corporation
Ohio Environmental Protection Agency
Oklahoma Department of Environmental Quality
PACE
Perry Browder
Platt Saco Lowell Corporation
South Carolina Department of Health and
Environmental Control
Wilmington Trust, N.A.