

EXHIBIT C

PROPOSED ORDER

(Attached)

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

In re:

MAREMONT CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 19-10118 (KJC)

(Jointly Administered)

Ref. Docket No. _____

**ORDER AUTHORIZING THE PROPOSED FUTURE CLAIMANTS’
REPRESENTATIVE TO RETAIN AND EMPLOY
YOUNG CONAWAY STARGATT & TAYLOR, LLP
AS HIS ATTORNEYS, NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “YCST Application”)² of James L. Patton, Jr., the proposed legal representative (the “Future Claimants’ Representative”) for future asbestos personal injury claimants (the “Future Claimants”) for the issuance and entry of an order, pursuant to sections 105(a), 524(g) and 1103 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing and approving the retention and employment of Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) as attorneys for the Future Claimants’ Representative, *nunc pro tunc* to the Petition Date; and upon the Declaration of Edwin J. Harron, a partner of Young Conaway (the “Harron Declaration”); and the Court being satisfied that, except as may otherwise be set forth in the Harron Declaration, (i) Young Conaway does not represent any interest adverse to the above-captioned debtors (the “Debtors”) or their estates, (ii) Young Conaway is a “disinterested person” as that term is defined in

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 Capitalized terms used but not defined herein shall have the meanings ascribed to them in the YCST Application.

section 101(14) of the Bankruptcy Code, and (iii) the retention and employment of Young Conaway is necessary and would be in the best interests of the Debtors, their estates and creditors as well as in the best interest for the Future Claimants' Representative and of the Future Claimants; and due notice of the YCST Application having been given; and it appearing that no other or further notice need be given; and no adverse interest being represented; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The relief requested in the YCST Application is granted and approved, as set forth herein.

2. In accordance with sections 105(a), 524(g) and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014, the Future Claimants' Representative is authorized and empowered to retain and employ Young Conaway as attorneys to represent him in these cases *nunc pro tunc* to the Petition Date.

3. Young Conaway shall be compensated in such amounts as may be allowed by this Court upon the filing of appropriate applications for allowance of interim or final compensation in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, and any order entered by this Court establishing procedures for interim compensation and reimbursement of expenses of professionals.

4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this order.

Dated: _____, 2019
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE