

Exhibit B

O'Neill Declaration

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

In re:

MAREMONT CORPORATION, et al.,¹

Debtors.

Chapter 11

Case No. 19-10118 (KJC)

(Jointly Administered)

**DECLARATION OF ANDREW F. O'NEILL IN SUPPORT
OF THE DEBTORS' APPLICATION FOR ENTRY OF AN
ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT
OF SIDLEY AUSTIN LLP AS ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION, NUNC PRO TUNC TO THE PETITION DATE**

I, Andrew F. O'Neill, being duly sworn, state the following under penalty of perjury:

1. I am a partner of the law firm Sidley Austin LLP ("Sidley"), located at One South Dearborn Street, Chicago, Illinois 60603.

2. I submit this declaration (this "Declaration") on behalf of Sidley in support of the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Sidley Austin LLP as Attorneys for the Debtors and Debtors in Possession, Nunc Pro Tunc to the Petition Date* (the "Application").² This Declaration is also intended to provide the disclosure of compensation required under section 329 of the Bankruptcy Code and Bankruptcy Rule 2016(b). Except as otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein.

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 such terms in the Application.

SIDLEY'S QUALIFICATIONS

3. Sidley is frequently retained to act as general restructuring counsel in complex chapter 11 cases in the United States Bankruptcy Court for the District of Delaware, including in the following cases (among others): In re Mattress Firm, Inc., Case No. 18-12241 (CSS) (Bankr. D. Del. 2018); In re RM Holdco LLC, Case No. 18-11795 (MFW) (Bankr. D. Del. 2018); In re HCR ManorCare, Inc., Case No. 18-10467 (KG) (Bankr. D. Del. 2018); In re Key Energy Servs., Inc., Case No. 16-12306 (BLS) (Bankr. D. Del. 2016); In re UCI Int'l, LLC, Case No. 16-11354 (MFW) (Bankr. D. Del. 2016); In re LDK Solar Sys., Inc., Case No. 14-12384 (PJW) (Bankr. D. Del. 2014); In re Yarway Corp., Case No. 13-11025 (BLS) (Bankr. D. Del. 2013); In re Lee Enters., Inc., Case No. 11-13918 (KG) (Bankr. D. Del. 2011); In re Neenah Enters., Inc., Case No. 10-10360 (MFW) (Bankr. D. Del. 2010); In re R.H. Donnelley Corp., Case No. 09-11833 (KG) (Bankr. D. Del. 2009); In re Pliant Corp., Case No. 09-10443 (MFW) (Bankr. D. Del. 2009); In re Smurfit-Stone Container Corp., Case No. 09-10235 (BLS) (Bankr. D. Del. 2009); In re Merisant Worldwide, Inc., Case No. 09-10059 (PJW) (Bankr. D. Del. 2009); and In re Tribune Co., Case No. 08-13141 (KJC) (Bankr. D. Del. 2008).

4. Sidley has been advising the Debtors regarding various restructuring alternatives since June 2017. During this time, Sidley has become familiar with the Debtors' financial affairs and business, asbestos claims history, historical operations and involvement with asbestos-containing products, and the potential legal issues that may arise in the context of these Chapter 11 Cases.

PROFESSIONAL COMPENSATION

5. Sidley intends to apply to the Court for allowance of compensation for professional services and reimbursement of expenses incurred in connection with these Chapter 11 Cases in

accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any other applicable procedures and orders of the Court.

6. Sidley will charge the Debtors for its legal services on an hourly basis at its ordinary and customary rates in effect on the date that such services are rendered and for reimbursement of all costs and expenses incurred by Sidley in connection with its representation of the Debtors. Sidley's billing rates for attorneys who may work on this matter currently range from \$540 to \$1,700 per hour for attorneys and from \$265 to \$445 for paraprofessionals. The following attorneys are presently expected to have primary responsibility for providing services to the Debtors (hourly billing rates noted in parentheses): Andrew F. O'Neill (\$1,000); Alex R. Rovira (\$1,050), Ariella Thal Simonds (\$925), Allison Ross Stromberg (\$925), Blair M. Warner (\$795) and Joe Schomberg (\$635). Additional Sidley attorneys and paraprofessionals will provide services to the Debtors as necessary.³

7. Sidley's hourly rates are set at a level designed to fairly compensate Sidley for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. These hourly rates vary with the experience and seniority of the individuals assigned and are subject to periodic adjustments to reflect economic and other conditions,⁴ with the hourly rate charged being the hourly rate in effect on the date that the services are performed.

³ Although Sidley does not anticipate using contract attorneys during these Chapter 11 Cases, in the unlikely event that it becomes necessary to use contract attorneys, Sidley will not charge a markup to the Debtors with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the Debtors in connection with work performed by Sidley will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

⁴ For example, like many of its peer law firms, Sidley increases the hourly billing rate of attorneys and paraprofessionals annually in the form of (a) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (b) periodic increases within each attorney's and paraprofessional's current level of seniority. These increases most recently took effect January 1, 2019. As set forth in the Proposed Order, Sidley will provide ten business days' notice to the Debtors, the U.S. Trustee, and any official committee appointed in these Chapter 11 Cases before implementing any periodic increases and shall file such notice with the Court.

8. Prior to the Petition Date, Sidley represented the Debtors at its ordinary and customary rates for the attorneys working on the matter. The hourly rates listed above took effect January 1, 2019. Such rates are consistent with the rates that Sidley charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case. Moreover, Sidley's rate structure is appropriate and not significantly different from the rates that Sidley charges for other non-bankruptcy representations or the rates other comparable counsel would charge to perform substantially similar services.

9. In addition to the hourly rates set forth above, Sidley customarily charges its clients for the variable costs and expenses incurred in connection with its services, including mail and express mail charges, special- and hand-delivery charges, photocopying charges, travel expenses, transcription costs, expenses for "working meals," computerized research costs, and charges and fees of outside vendors, consultants and service providers.

10. Consistent with Local Rule 2016-2(e), Sidley will charge no more than \$0.10 per page for standard duplication services in these Chapter 11 Cases. Sidley does not charge its clients for incoming or outgoing facsimile transmissions.

NO DUPLICATION OF SERVICES

11. The Debtors have also selected Cole Schotz P.C. ("Cole Schotz") to act as bankruptcy co-counsel for the Debtors, and have selected Kasowitz Benson Torres LLP ("Kasowitz") as special asbestos counsel. The Debtors are submitting, concurrently herewith, separate applications to retain Cole Schotz and Kasowitz. Sidley and Cole Schotz attorneys have worked together on a wide variety of matters in the past, including In re Yarway Corporation, Case No. 12-11025 (BLS) (Bankr. D. Del. 2013); In re Tribune Company, Case No. 08-13141 (KJC) (Bankr. D. Del. 2008); and In re Owens Corning, Case No. 00-3837 (JKF) (Bankr. D. Del. 2000).

Sidley, Cole Schotz and Kasowitz have advised the Debtors that they will use reasonable efforts to avoid any duplication of services.

COMPENSATION RECEIVED BY SIDLEY FROM THE DEBTORS

12. On July 7, 2017, Sidley received \$100,000 from the Debtors, which constituted an “advance payment retainer” as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct and Dowling v. Chi. Options Assocs., Inc., 875 N.E.2d 1012, 1018 (Ill. 2007) (each such payment, an “Advance Payment Retainer”).⁵ The retainer amount was increased to \$200,000 in June 2018 and \$300,000 in July 2018. In accordance with Sidley’s prepetition engagement letter with the Debtors, Sidley’s prepetition fees and expenses were satisfied from the Advance Payment Retainers in the ordinary course. In the one year prior to the Petition Date, the Debtors paid eighteen (18) Advance Payment Retainers in the following amounts, for a total of \$2,568,627.03 in the aggregate:

<u>Retainer Payment Date</u>	<u>Amount</u>
1/22/2018	\$79,931.00
2/12/2018	\$18,460.00 ⁶
2/22/2018	\$87,392.00
3/22/2018	\$87,975.50
4/16/2018	\$73,648.50
5/14/2018	\$80,820.50
6/7/2018	\$100,000.00
6/11/2018	\$122,687.50
7/11/2018	\$100,000.00
7/11/2018	\$188,329.50
8/27/2018	\$194,938.50
10/1/2018	\$198,030.79
10/12/2018	\$185,720.50
10/26/2018	\$165,464.50

⁵ Under Illinois law, each Advance Payment Retainer is earned by Sidley and becomes the property of Sidley upon receipt. See Dowling, 875 N.E.2d at 1018. Upon its receipt from the Debtors, Sidley deposits each Advance Payment Retainer into a Sidley operating account. At no time is any Advance Payment Retainer (or any portion thereof) transferred to or held in a client trust, custodial or escrow account.

⁶ The Advance Payment Retainer paid on February 12, 2018 in the amount of \$18,460.00 was paid by Meritor, Inc. on behalf of Maremont Corporation, and the amount owed by Meritor Inc. to Maremont Corporation under the A&R Intercompany Loan Agreement (as defined in the First Day Declaration) was reduced by an equivalent amount.

<u>Retainer Payment Date</u>	<u>Amount</u>
11/15/2018	\$247,862.21
12/18/2018	\$205,332.03
1/3/2019	\$242,604.00
1/14/2019	\$189,430.00

Sidley has allocated the Advance Payment Retainers received before the Petition Date to time spent and expenses incurred before the Petition Date, and the balance of the retainer is \$104,054. Such remaining amount shall be allocated to Sidley's post-petition fees and expenses after such post-petition fees and expenses are awarded to Sidley by order of the Court, including pursuant to interim compensation procedures approved by the Court.

13. Pursuant to Bankruptcy Rule 2016(b), Sidley has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates and contract attorneys associated with Sidley, or (b) any compensation another person or party has received or may receive. As of the Petition Date, the Debtors did not owe Sidley any amounts for legal services rendered before the Petition Date. Although certain of Sidley's fees and expenses and fees may have been earned and incurred but not yet allocated to the retainer, such amounts, if any, would in any case be less than the balance of the retainer as of the Petition Date.

SIDLEY'S DISINTERESTEDNESS

14. In connection with its proposed retention by the Debtors in these Chapter 11 Cases, Sidley undertook to determine whether it had any conflicts or relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors' estates. Specifically, Sidley obtained from the Debtors and their representatives the names of individuals and entities that may be parties in interest in these Chapter 11 Cases (collectively, the "Potential Parties in Interest"). The Potential Parties in Interest are listed on **Schedule 1** hereto.

15. Sidley has searched its electronic database for its connections to the Potential Parties in Interest to determine whether Sidley has been retained within the last five years to represent any of the Potential Parties in Interest (or their apparent affiliates, as the case may be).

The following is a list of the categories that Sidley has searched:⁷

<u>Schedule</u>	<u>Category</u>
1(a)	Debtors
1(b)	Directors and Officers of the Debtors
1(c)	Twenty-Five Law Firms Representing the Largest Numbers of Asbestos Plaintiffs
1(d)	Insurers
1(e)	Professionals Retained by Prepetition Ad Hoc Committee of Asbestos Claimants
1(f)	Prepetition Future Claimants' Representative
1(g)	Professionals Proposed to be Retained by Proposed Future Claimants' Representative
1(h)	Professionals Retained or Utilized by the Debtors
1(i)	Judges on the U.S. Bankruptcy Court for the District of Delaware
1(j)	Judges on the U.S. District Court for the District of Delaware
1(k)	Attorneys Employed by the Office of the United States Trustee for Region 3, Delaware Office
1(l)	Current and Former Nondebtor Affiliates
1(m)	Other Potential Parties in Interest

16. The results of Sidley's conflicts searches of the Potential Parties in Interest are set forth on **Schedule 2**. Specifically, **Schedule 2** identifies all current and former representations within the last five years by Sidley of the Potential Parties in Interest.

17. To the best of my knowledge, based on the conflicts searches conducted to date and as described in detail on **Schedule 2**, (a) Sidley is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) has no connection

⁷ Sidley's listing of a party on the schedules attached hereto is solely to illustrate Sidley's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

to the Debtors, their creditors, or other parties in interest, except as may be disclosed in this Declaration.

18. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither Sidley nor any partner or associate thereof has any connection with the Office of the U.S. Trustee or any person employed in the Office of the U.S. Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the District of Delaware or Judge currently serving on the United States District Court for the District of Delaware other than normal professional connections that Sidley has developed as a result of its representations of various parties in interest in unrelated matters before the Court. Accordingly, the Debtors' retention and employment of Sidley is not prohibited by Bankruptcy Rule 5002.

19. Given the large number of parties in interest in these Chapter 11 Cases and because the information on **Schedule 1** may have changed without our knowledge and may change during the pendency of the Debtors' Chapter 11 Cases, we are not able to conclusively identify all relationships or potential relationships with all creditors or other parties in interest in these Chapter 11 Cases. If any new relevant facts or relationships are discovered or arise, Sidley will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

[Remainder of Page Intentionally Left Blank]

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

Dated: February 4, 2019
Chicago, Illinois

/s/ Andrew F. O'Neill

Andrew F. O'Neill
Sidley Austin LLP

Schedule 1

Potential Parties in Interest

SCOPE OF CONFLICTS SEARCH

The Debtors

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

Meritor, Inc.
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.

Schedule 2

Results of the Conflicts Search

(a) Circumstances in which Sidley has represented clients other than the Debtors in matters involving the Debtors:

- Sidley currently represents General Electric and certain of its subsidiaries as national coordinating defense counsel for asbestos litigation, including with respect to certain lawsuits in which Maremont Corporation has been named as defendant. General Electric and its subsidiaries are not adverse to Maremont Corporation with respect to these matters.

(b) Representations by Sidley of current directors or officers of the Debtors:

Active Unrelated Representations	Former Unrelated Representations
None	None

(c) Representations by Sidley of Twenty-Five Law Firms Representing the Largest Number of Asbestos Plaintiffs:

Active Unrelated Representations	Former Unrelated Representations
Baltimore Orioles (Peter G. Angelos is the principal owner of the Baltimore Orioles)	None

(d) Representations by Sidley of Insurers:

Active Unrelated Representations	Former Unrelated Representations
Zurich Insurance Company Allianz Life Insurance Company of North America Allianz Energy Fund Investors Allianz Global Investors U.S. LLC, Allianz Investment Management SE Allianz Risk Transfer (Bermuda) Ltd.	Fireman’s Fund Insurance Co. Allianz SE (parent company of Fireman’s Fund Insurance Co.) and other Allianz affiliates

(e) Representations by Sidley of Professionals Retained by Prepetition Ad Hoc Committee of Asbestos Claimants:

Active Unrelated Representations	Former Unrelated Representations
None	None

(f) Representations by Sidley of Prepetition Future Claimants’ Representative:

Active Unrelated Representations	Former Unrelated Representations
None	None

(g) Representations by Sidley of Professionals Proposed to be Retained by Proposed Future Claimants' Representative:

Active Unrelated Representations	Former Unrelated Representations
None	None

(h) Representations by Sidley of Professionals Retained or Utilized by the Debtors:

Active Unrelated Representations	Former Unrelated Representations
Alvarez & Marsal Holdings, LLC ¹ Alvarez & Marsal North America, LLC Alvarez & Marsal Private Equity Performance Improvement, LLC A&M Capital Advisors, LLC	None

(i) Representations by Sidley of judges on the United States Bankruptcy Court for the District of Delaware:

Active Unrelated Representations	Former Unrelated Representations
None	None

(j) Representations by Sidley of judges on the United States District Court for the District of Delaware:

Active Unrelated Representations	Former Unrelated Representations
None	None

(k) Representations by Sidley of attorneys employed by the office of the United States Trustee for Region 3, District of Delaware:

Active Unrelated Representations	Former Unrelated Representations
None	None

(l) Representations by Sidley of Current or Former Nondebtor Affiliates of the Debtors:

Active Unrelated Representations	Former Unrelated Representations
None	None

¹ In addition, James F. Conlan, a partner with Sidley, is married to Kelly S. Conlan, a managing director with Alvarez & Marsal.

(m) Representations by Sidley of Other Potential Parties in Interest:

Active Unrelated Representations	Former Unrelated Representations
JPMorgan Chase Bank, N.A. ² Bank of America, N.A. Great American Insurance Company Wilmington Trust, N.A. Ferodo America, Inc.	None

² Sidley currently represents JPMorgan Chase Bank, N.A. and certain of its affiliates as agent and arranger for credit facilities in favor of Meritor, Inc., the direct parent company of Debtor Maremont Corporation. The Debtors are not borrowers or guarantors of the Meritor credit facilities. Sidley has implemented a screen between the lawyers and paralegals working on the representation of the Debtors relating to prepetition matters and these Chapter 11 Cases and the lawyers and paralegals working on the representation of JPMorgan Chase Bank, N.A. and certain of its affiliates relating to the Meritor credit facilities.