

Exhibit B

Stickles 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 J. KATE STICKLES IN SUPPORT
OF THE DEBTORS' APPLICATION FOR ENTRY OF AN
ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT
OF COLE SCHOTZ P.C. AS DELAWARE CO-COUNSEL FOR THE DEBTORS
AND DEBTORS IN POSSESSION, NUNC PRO TUNC TO THE PETITION DATE**

J. Kate Stickles hereby declares, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a Member of the law firm of Cole Schotz P.C. ("Cole Schotz" or the "Firm"),² which maintains offices for the practice of law at 500 Delaware Avenue, Suite 1410, Wilmington, Delaware. The Firm also maintains offices in Boca Raton, Florida; Baltimore, Maryland; Hackensack, New Jersey; New York, New York; Dallas, Texas; and Fort Worth, Texas.

2. This declaration (the "Declaration") is submitted in accordance with sections 327(a), 329 and 1107 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, in support of the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Cole Schotz P.C. as Delaware Co-Counsel for the Debtors and Debtors in Possession, Nunc Pro Tunc to the Petition Date.*

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 and not otherwise defined herein shall have the meanings ascribed to them in the Application.

3. Unless otherwise stated in this Declaration, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires supplementation, amendment, or modification upon Cole Schotz’s completion of further analysis or as additional information becomes available to it, a supplemental declaration will be filed with the Court.

COLE SCHOTZ’S QUALIFICATIONS

4. Since its retention, Cole Schotz has familiarized itself with the Debtors and with many of the potential legal issues that may arise in the context of these Chapter 11 Cases. As a result, Cole Schotz has the necessary background and knowledge to represent the Debtors in their Chapter 11 Cases in an effective and efficient manner. Further, pursuant to Local Rule 9010-1(c), Cole Schotz will fulfill the “Delaware Counsel” position, and will be the registered user of CM/ECF, shall file all papers and unless otherwise ordered, and shall attend proceedings before the Court.

PROFESSIONAL COMPENSATION

5. Cole Schotz intends to apply for compensation for professional services rendered and reimbursement of actual, necessary expenses and other charges incurred by the Firm in connection with the Chapter 11 Cases, subject to the approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court. The attorneys and paralegals primarily responsible for representing the Debtors and their current standard hourly rates are:

<u>Name</u>	<u>Title</u>	<u>Hourly Rate</u>
Norman L. Pernick	Member	\$940 per hour
J. Kate Stickles	Member	\$765 per hour
Katherine M. Devanney	Associate	\$340 per hour
Pauline Ratkowiak	Paralegal	\$295 per hour
John Whitworth	Paralegal	\$205 per hour

In addition, other attorneys, paralegals, and staff may be involved as necessary and appropriate to represent the Debtors. The current rates of Cole Schotz members, special counsel, associates, paralegals and litigation support specialists are as follows:

<u>Professional</u>	<u>Rates</u>
Members and Special Counsel	\$405 to \$950 per hour
Associates	\$275 to \$500 per hour
Paralegals	\$200 to \$310 per hour
Litigation Support Specialists	\$305 to \$405 per hour

These rates are subject to change in accordance with Cole Schotz's billing practices and procedures.³

6. In addition, it is Cole Schotz's policy to charge its clients in all areas of practice for all other expenses incurred related to the representation. The expenses charged to clients include, among other things, facsimile (outgoing only), toll and other charges, external teleconferencing, mail and express mail charges, special or hand delivery charges, photocopying, scanning and printing charges, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. Cole Schotz will charge for these expenses in a manner and at rates consistent with charges made generally to its other clients.

COLE SCHOTZ'S DISINTERESTEDNESS

7. To check and clear potential conflicts of interest in the Chapter 11 Cases, as well as determine all "connections" (as such term is used in Bankruptcy Rule 2014) with parties in interest in the Chapter 11 Cases, Cole Schotz researched its client database to determine whether it has any relationships with the entities that were identified to Cole Schotz. Specifically, Cole

³ Such rate increases typically occur on or about September 1 of each year and the last such increase occurred effective September 1, 2018.

Schotz obtained from the Debtors and their representatives the names of individuals and entities that may be parties in interest in the Chapter 11 Cases (collectively, the “Potential Parties in Interest”), which are listed on Schedule 1 hereto. The Potential Parties in Interest include: (i) the Debtors; (ii) the Debtors’ directors and officers; (iii) the twenty-five law firms representing the largest number of asbestos plaintiffs; (iv) insurers; (v) professionals retained by the prepetition ad hoc committee of asbestos claimants; (vi) the prepetition Future Claimants’ Representative; (vii) the professionals proposed to be retained by the proposed Future Claimants’ Representative; (viii) the professionals retained or utilized by the Debtors; (ix) the Judges on the U.S. Bankruptcy Court for the District of Delaware; (x) the Judges on the U.S. District Court for the District of Delaware; (xi) the attorneys employed by the U.S. Trustee for Region 3, Delaware Office; (xii) the current and former nondebtor affiliates; and (xiii) the other potential parties in interest. In addition, the Potential Parties in Interest were sent via email to all employees of Cole Schotz for their individual review and response.

8. To the extent that Cole Schotz’s search of its relationships with the Potential Parties in Interest indicated that Cole Schotz currently represents, previously represented in the last five years, or has a connection with any of the Potential Parties in Interest, the identities of such Potential Parties in Interest and their relationships to the Debtors and connections to Cole Schotz, are set forth in Schedule 2 to this Declaration.

9. Except as set forth in Schedule 2 to this Declaration, to the best of my knowledge, information and belief after reasonable inquiry, Cole Schotz: (i) does not hold or represent any interest adverse to the Debtors’ estates, and (ii) is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code. Furthermore, except as set forth in Schedule 2, to the best of my knowledge, information and belief after reasonable inquiry, neither

I, nor Cole Schotz, nor any member, counsel or associate thereof, has any connections with the Debtors, their creditors, any parties in interest, the U.S. Trustee for Region 3, or any attorney employed in the Office of the U.S. Trustee for Region 3. Accordingly, I believe that Cole Schotz is a “disinterested person,” as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code.

10. Despite the substantial efforts described above to identify and disclose potential conflicts and connections with parties in interest in these cases, in light of the significant number of creditors and other parties in interest in these Chapter 11 Cases, neither I nor Cole Schotz is able to conclusively identify all potential relationships or state with absolute certainty that every client representation or other connection of Cole Schotz has been disclosed. To the extent Cole Schotz discovers any facts or additional information during the period of Cole Schotz’s retention that requires disclosure, Cole Schotz will file with the Court a supplement to this Declaration to disclose such information.

**STATEMENT UNDER BANKRUPTCY RULE 2016
AND SECTION 329 OF THE BANKRUPTCY CODE**

11. In connection with its engagement, prior to the Petition Date, Cole Schotz received a retainer from the Debtors in the amount of \$75,000 for the planning, preparation of documents and its proposed post-petition representation of the Debtors, and for the petition filing fees. Of the retainer amount, \$61,431.50 was applied to pay pre-petition fees and expenses incidental to the preparation and filing of these cases, including \$6,868 in actual filing fees. The retainer balance, \$13,568.50, will be applied against Cole Schotz’s post-petition fees and expenses awarded to Cole Schotz by order of the Court, including pursuant to interim compensation procedures approved by the Court.

12. All fees that accrued prior to the Petition Date have been subtracted from the retainer and payments received by Cole Schotz before the Petition Date. Cole Schotz believes that some expenses that accrued prior to the Petition Date may remain outstanding. To the extent that any such accrued expenses remain outstanding, Cole Schotz will apply the retainer in payment of such expenses.

13. Pursuant to Bankruptcy Rule 2016(b), Cole Schotz has not shared nor agreed to share (i) any compensation it may receive in the Chapter 11 Cases with another party or person, other than with the members, counsel and associates of Cole Schotz, or (ii) any compensation another person or party has received or may receive in the Chapter 11 Cases. No promises have been made or received by Cole Schotz, or by any member, counsel or associate thereof, as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code.

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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
Wilmington, Delaware

/s/ J. Kate Stickles

J. Kate Stickles
Cole Schotz P.C.

Schedule 1

Potential Parties in Interest

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-Breeden (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

Disclosures to Cole Schotz Retention Application

1. Cole Schotz was previously adverse to Maremont Corporation in a matter unrelated to the Chapter 11 Cases. That matter was closed in March 2016.

2. Cole Schotz currently represents the following entities that may be parties in interest, or affiliates of parties in interest, in matters unrelated to the Debtors and these Chapter 11 Cases:

- (a) Ankura Consulting, a professional proposed to be retained by the proposed Future Claimants' Representative; and
- (b) Wilmington Trust, N.A., a potential party in interest.

3. Cole Schotz previously represented the following entities that may be parties in interest or affiliates of parties in interest, in matters unrelated to the Debtors and these Chapter 11 Cases:

- (a) O'Brien Law Offices, a law firm identified on the list of twenty-five law firms representing the largest numbers of asbestos plaintiffs.

4. As part of its diverse practice, Cole Schotz appears in numerous cases, proceedings, and transactions involving many different professionals, including other attorneys, accountants, financial consultants, and investment bankers, some of whom are or represent potential parties-in-interest in the Chapter 11 Cases. Cole Schotz does not, and will not, represent any such professional in the Chapter 11 Cases.