

**Exhibit B**

**Hutchins Declaration**

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

In re:

MAREMONT CORPORATION, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 19-10118 (KJC)

(Jointly Administered)

**DECLARATION OF MICHAEL E. HUTCHINS IN SUPPORT OF  
DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING  
THE RETENTION AND EMPLOYMENT OF KASOWITZ BENSON  
TORRES LLP AS SPECIAL ASBESTOS COUNSEL PURSUANT TO 11  
U.S.C. §§ 327(e) AND 1107, *NUNC PRO TUNC TO THE PETITION DATE***

I, Michael E. Hutchins, being duly sworn, state the following under penalty of perjury:

1. I am a partner of the law firm Kasowitz Benson Torres LLP ("Kasowitz"). I am based in Kasowitz's Atlanta office located at Two Midtown Plaza, Suite 1500, 1349 West Peachtree Street, N.W., Atlanta, Georgia 30309.

2. I submit this declaration (this "Declaration") on behalf of Kasowitz in support of the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kasowitz Benson Torres LLP as Special Asbestos Counsel Pursuant to 11 U.S.C. §§ 327(e) and 1107, Nunc Pro Tunc to the Petition Date* (the "Application").<sup>2</sup>

3. Since 2001, Kasowitz has represented the Debtors in relation to issues arising related to the Asbestos Lawsuits and asbestos personal injury claims asserted against the Debtors. Kasowitz has served as asbestos national coordinating counsel for the Debtors, handling the day-

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

to-day aspects of pending cases in various jurisdictions and overseeing a network of local counsel handling the day-to-day aspects of pending cases in other jurisdictions. In consultation with the client, Kasowitz has been responsible for formulating and directing overall defense strategy in the Asbestos Personal Injury Claims asserted against the Debtors.

4. I have been one of the attorneys at Kasowitz who has been primarily responsible for the foregoing representation of the Debtors. As a result of the foregoing representation of the Debtors, Kasowitz has acquired substantial information regarding the asbestos claims against the Debtors, the defense of those claims, the Debtors' historical operations and product lines, and the Debtors' claims history and settlement history over time.

5. The Debtors have requested that Kasowitz continue to represent them in connection with the matters on which Kasowitz had been engaged prior to the date upon which the Debtors filed their voluntary petitions commencing the Chapter 11 Cases.

6. Kasowitz has advised the Debtors of its willingness to serve as their special asbestos counsel: (i) at Kasowitz's normal and customary hourly rates for similar services, such rates being subject to periodic adjustment by Kasowitz and (ii) subject to Kasowitz being reimbursed for all costs and expenses incurred by Kasowitz in connection with its representation of the Debtors, all subject to the allowance of compensation and reimbursement of expenses by this Court.

7. Kasowitz will maintain detailed, contemporaneous records and any actual and necessary expenses incurred in connection with rendering the legal services described in the Application and will provide the information in its time records by category and nature of the services rendered. Kasowitz will apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the

Bankruptcy Rules, the Local Rules, and any additional procedures that may be established by the Court in these Chapter 11 Cases.

8. The hourly rates of Kasowitz professionals that may work on this matter currently range between \$260 to \$475 for attorneys and \$125 for paraprofessionals. The following attorneys are expected to have primary responsibility for representing the Debtors: Michael E. Hutchins (\$475), Jordan Beltz (\$260), and Jason Harness (\$260). Other Kasowitz attorneys and paraprofessionals may work on this matter from time to time. The foregoing hourly rates are subject to periodic adjustment. The Debtors will be charged the hourly rates in effect on the date that services are rendered.

9. In the one year prior to the commencement of the Chapter 11 Cases, Kasowitz received payments from Maremont in the aggregate amount of \$1,608,558 for legal services rendered and expenses incurred by Kasowitz as the Debtors' national coordinating defense counsel and in connection with the Asbestos Personal Injury Claims.

10. Pursuant to Bankruptcy Rule 2016(b), Kasowitz 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 Kasowitz, or (b) any compensation another person or party has received or may receive.

11. To check and clear potential conflicts of interest in these cases, Kasowitz researched its client database to determine whether it had any relationships in the last five years with the entities listed in **Schedule 1** attached hereto (collectively, the "**Interested Parties**"). The Interested Parties include the Debtors, their directors and officers, the twenty-five law firms representing the largest number of asbestos personal injury claimants, insurers, the pre-petition Future Claimants' Representative and the professionals proposed to be retained by the proposed

Future Claimants' Representative, the ad hoc Asbestos Claimants Committee and its professionals, professionals retained or utilized by the Debtors, judges on the Bankruptcy Court or District Court for the District of Delaware, attorneys employed by the office of the United States Trustee for Region 3, current and former Non-Debtor Affiliates, and other potential parties in interest.

12. The identities of the Interested Parties and their relationship to the Debtors were provided to Kasowitz by the Debtors. Kasowitz's research of its relationships with the Interested Parties indicated that Kasowitz has not represented any of these persons or entities in the last five years in any matter that might create a potential conflict in the instant proceedings. Kasowitz previously represented the Debtors' non-debtor affiliates Meritor Inc. and Rockwell International as national coordinating counsel for asbestos-related litigation until April 2017, and continued to provide related legal services to Meritor Inc. and Rockwell International through 2018; however, this representation was not adverse to the Debtors.

13. To the best of my knowledge, information and belief formed after reasonable inquiry, Kasowitz does not hold or represent any interest adverse to the Debtors or their estates with respect to the subject matter of Kasowitz's proposed employment in these Chapter 11 Cases.

14. Given the large number of parties in interest in these Chapter 11 Cases and because the information in Schedule 1 may have changed without my 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, Kasowitz will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration.

15. Based on the information described above, I believe Kasowitz meets all the requirements of section 327(e) of the Bankruptcy Code.

*[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  
Atlanta, Georgia

A handwritten signature in black ink, appearing to read "Michael E. Hutchins", written over a horizontal line.

Michael E. Hutchins  
Kasowitz Benson Torres LLP

**Schedule 1**

**Interested Parties**



**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  
Nuture 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.