

**EXHIBIT B**

**Blackline Revised Proposed Order**

**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)

Ref. Docket No. ~~\_\_\_\_\_~~ 52

**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**

Upon the application (the “Application”)<sup>2</sup> of Maremont Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) for entry of an order (this “Order”) authorizing the Debtors to retain and employ Sidley Austin LLP (“Sidley”) as their attorneys, *nunc pro tunc* to the Petition Date, pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1; and the Court being satisfied, based on the representations made in the Application and the O’Neill Declaration, that Sidley 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 and does not hold or represent an interest adverse to the Debtors’ estates; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the

<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.

United States District Court for the District of Delaware, dated February 29, 2012; and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court being able to issue a final order consistent with Article III of the United States Constitution; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and appropriate notice of and the opportunity for a hearing on the Application having been given; and the relief requested in the Application being in the best interests of the Debtors' estates, their creditors and other parties in interest; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.

2. The Debtors are authorized to retain and employ Sidley as their attorneys, *nunc pro tunc* to the Petition Date, in accordance with the terms and conditions set forth in the Application.

3. In connection with the Chapter 11 Cases, Sidley shall ~~apply for compensation earned~~be compensated for professional services rendered, and ~~reimbursement of~~reimbursed for expenses incurred ~~in connection with the Debtors' Chapter 11 Cases in compliance with~~on and after January 22, 2019, in accordance with Bankruptcy Code sections 330 and 331 ~~of~~ the Bankruptcy Code and the applicable provisions of the Bankruptcy Rules, and the Local Rules, and with any other applicable procedures and orders of ~~the~~this Court.

4. Notwithstanding anything in the Application or the O'Neill Declaration to the contrary and after reconciliation of any prepetition fees and expenses with the Advance Payment Retainers, Sidley shall apply any remaining amounts of the retainer toward post-petition fees and

expenses after such post-petition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Sidley until the remaining amount of such retainer is exhausted. No additional Advance Payment Retainers shall be paid post-petition.

5. Sidley shall provide ten business days' notice to the Debtors, the U.S. Trustee, and any official committee appointed in these Chapter 11 Cases before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

6. Sidley shall use its reasonable efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.

7. Sidley shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Sidley to provide services to the Debtors, if any, and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. ~~6.~~The Debtors and Sidley are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

9. ~~7.~~To the extent there is any inconsistency between the Application, the O'Neill Declaration and this Order, the provisions of this Order shall govern.

10. ~~8.~~The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. ~~9.~~This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

| Dated: February \_\_\_\_\_, 2019  
Wilmington, Delaware

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KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE