

EXHIBIT B

Blackline Revised Proposed Order

**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. ~~55~~[55](#)

**ORDER ESTABLISHING PROCEDURES FOR INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES
OF PROFESSIONALS AND OFFICIAL COMMITTEE MEMBERS**

Upon the motion (the “Motion”)² of Maremont Corporation and its affiliated debtors and debtors in possession in the above-captioned Chapter 11 Cases (collectively, the “Debtors”) for the entry of an order (this “Order”), pursuant to sections 105(a), 330 and 331 of title 11 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-2, establishing (i) an orderly process for interim allowance and payment of compensation earned and reimbursement of expenses incurred by Professionals and (ii) expense reimbursement procedures for Committee Members, as more fully set forth in the Motion; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding within the meaning of 28 U.S.C.

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 in herein shall have the meanings ascribed to such terms in the Motion.

§ 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 the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and appropriate notice of and the opportunity for a hearing on the Motion having been given; and the relief requested in the Motion being in the best interest 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 Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The relief requested in the Motion is GRANTED as set forth herein.
2. The Compensation Procedures attached hereto as **Exhibit 1** are hereby approved.

Except as otherwise may be provided in an order of the Court authorizing the retention of a particular Professional, each Professional may request interim payment of compensation and reimbursement of expenses in accordance with the Compensation Procedures.

3. In each Interim Fee Application and Final Fee Application, all attorneys who have been or are hereafter retained pursuant to sections 327 or 1103 of the Bankruptcy Code, unless such attorney is retained by the Debtors pursuant to any Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business, shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, ~~the~~ Local Rules, and any other applicable procedures and orders of the Court.

4. Each Committee Member ~~shall be~~ permitted to submit statements of out-of-pocket expenses (excluding ~~any attorneys' fees and~~ third-party counsel and other professional expenses of individual Committee Members) and supporting vouchers to the Committee's counsel

~~to the Asbestos Claimants Committee, who, which counsel~~ will collect and submit ~~such~~the
Committee Members' requests for reimbursement in accordance with the Compensation
Procedures ~~as if such Committee Member were a Professional.~~ Approval of these Compensation
Procedures, however, does not authorize payment of such expenses to the extent that such
authorization does not exist under the Bankruptcy Code, the Bankruptcy Rules, applicable Third
Circuit law, the Local Rules, the practices of this Court, and any order authorizing the use of cash
collateral or post-petition financing in these chapter 11 cases, including any applicable budget.

5. Service of the Applications and the Hearing Notices in the following manner is hereby authorized and approved: (a) the Notice Parties shall be entitled to receive the Applications and the Hearing Notices; and (b) all other in interest that have requested notice pursuant to Bankruptcy Rule 2002 shall be entitled to receive only the Hearing Notices. Service of the Applications and the Hearing Notices given in accordance with this paragraph is deemed to be sufficient and adequate notice thereof in full compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

6. All time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

7. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 706, or other Bankruptcy Rules, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. The Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted in this Order.

9. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

| Dated: ~~_____~~ February _____, 2019
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Compensation Procedures

**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)

COMPENSATION PROCEDURES

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and Official Committee Members* (the “Order”), the following compensation procedures (collectively, the “Compensation Procedures”) shall apply with respect to the (i) orderly process for interim allowance and payment of compensation earned and reimbursement of expenses incurred by retained professionals (the “Professionals”) and (ii) expense reimbursement procedures for members of any official committee appointed in these Chapter 11 Cases (the “Committee Members”), except in the event an order of the Court provides for different procedures with respect to the compensation and reimbursement procedures of such Professionals and Committee Members. The Compensation Procedures are as follows:

- (a) On or after the 10th day of each month following the month for which compensation and/or expense reimbursement is sought, or as soon as practicable thereafter, each Professional may file with the Court an application for interim allowance of compensation earned for services provided and/or reimbursement of expenses incurred in connection with such services during the preceding month (each a “Monthly Fee Application”) and serve such Monthly Fee Application on each of the following parties (collectively, the “Notice Parties”): (i) the Debtors,

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Maremont Corporation, 2135 West Maple Road, Troy, Michigan 48084, Attn: Carl D. Anderson, II; (ii) proposed counsel to the Debtors, Sidley Austin LLP, One South Dearborn, Chicago, Illinois 60603, Attn: Andrew F. O'Neill and Blair M. Warner; (iii) proposed Delaware co-counsel to the Debtors, Cole Schotz P.C., 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: Norman L. Pernick and J. Kate Stickles; (iv) the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Richard L. Schepacarter; (v) counsel to the prepetition Asbestos Claimants Committee, Robinson & Cole LLP, 1000 North West Street, Suite 1200, Wilmington, Delaware 19801, Attn: Natalie D. Ramsey, and Robinson & Cole LLP, Chrysler East Building, 666 Third Avenue, 20th Floor, New York, New York 10017, Attn: Mark A. Fink; (vi) counsel to the prepetition Future Claimants' Representative, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Robert S. Brady and Edwin J. Harron; and (vii) counsel to the Asbestos Claimants Committee in these Chapter 11 Cases.

- (b) Each Notice Party shall have until 4:00 p.m. (prevailing Eastern Time) on the 20th day after service of a Monthly Fee Application (the "Objection Deadline") to object to the requested fees and/or expenses in accordance with subparagraph (c) below. Upon the expiration of the Objection Deadline, a Professional may file a certificate of no objection with the Court with respect to the unopposed portion of the fees and/or expenses requested in the applicable Monthly Fee Application (each a "CNO"). After the filing of a CNO, the Debtors are authorized and directed to pay the Professional an amount equal to 80% of the fees and 100% of the expenses requested in the applicable Monthly Fee Application (the "Maximum Monthly Payment"). If an objection is properly filed pursuant to subparagraph (c) below, the Debtors shall be authorized and directed to pay the Professional an amount equal to 80% of the fees and 100% of the expenses not subject to an unresolved objection (the "Actual Monthly Payment").
- (c) If any Notice Party objects to a Monthly Fee Application, the Notice Party shall, on or before the expiration of the Objection Deadline, file with the Court and serve a written objection upon the applicable Professional and each of the Notice Parties (each an "Objection"). Any such Objection shall set forth the precise nature of, and basis for, the objection and the amount at issue. Thereafter, the objecting party and the Professional may attempt to resolve the Objection on a consensual basis. If the parties reach an agreement, upon filing a certification of counsel, the Debtors shall be authorized and directed to promptly pay 80% of the agreed-upon fees and 100% of the agreed-upon expenses. If, however, the parties are unable to reach a resolution of the objection within 14 days (or such longer period as mutually agreed to by the Professional and the objecting party) after service of the Objection, the Professional may either (i) file a response to the Objection with the Court, together with a request for payment of the difference, if any, between the Maximum Monthly Payment and the Actual Monthly Payment made to the affected Professional (the "Incremental Amount") or (ii) forego payment of the

Incremental Amount until the next interim or final fee application hearing, at which time the Court will consider the Objection, if requested by the parties.

- (d) Each Professional seeking compensation for the period from the Petition Date to and including January 31, 2019 may submit its first Monthly Fee Application for such period after the entry of the Order approving these Compensation Procedures. Thereafter, the Professionals may submit Monthly Fee Applications in the manner described above.
- (e) Beginning with the period ending on March 31, 2019, and at three-month intervals thereafter (each an “Interim Fee Period”), each of the Professionals that has filed a Monthly Fee Application for all or part of a given Interim Fee Period shall file with the Court and serve on the Notice Parties an interim fee application for all fees and expenses sought in the Monthly Fee Applications and served during the Interim Fee Period and fees not previously paid (including the 20% holdback) (each an “Interim Fee Application”). Each Interim Fee Application shall include a summary of the Monthly Fee Applications that are the subject of the Interim Fee Application and any other information requested by the Court or required by the Local Rules. Each Interim Fee Application shall be filed no later than 45 days (or the next business day if such date is not a business day) after the end of the applicable Interim Fee Period (each an “Interim Fee Application Deadline”). The first Interim Fee Application Deadline shall be May 15, 2019, and the first Interim Fee Application shall cover the Interim Fee Period from the Petition Date to and including March 31, 2019. Objections to any Interim Fee Application shall be filed and served upon the affected Professional and the Notice Parties so as to be received no later than 21 days, or the next business day if such day is not a business day, following service of the applicable Interim Fee Application.
- (f) The Debtors shall request that the Court schedule a hearing on Interim Fee Applications at least once every three months or at such other intervals as the Court deems appropriate. Upon allowance by the Court of an Interim Fee Application, the Debtors shall be authorized and directed to pay such Professional all requested fees (including the 20% holdback) and expenses not previously paid.
- (g) The pendency of an Objection to payment of compensation or reimbursement of expenses shall not disqualify a Professional from the future payment of compensation or reimbursement of expenses under the Compensation Procedures.
- (h) Neither (i) the payment of or the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses under the Compensation Procedures nor (ii) the filing of or failure to file an Objection shall bind any party in interest or the Court with respect to the final allowance of applications for compensation and reimbursement of expenses of the Professionals. All fees and expenses paid to the Professionals under the Compensation Procedures are subject to disgorgement until final allowance by the Court.

- (i) Service of the Monthly Fee Applications, the Interim Fee Applications and applications for allowance and payment of compensation and reimbursement of expenses on a final basis (each a “Final Fee Application” and, together with the Monthly Fee Applications and the Interim Fee Applications, the “Applications”) and notices of hearings on the Applications (collectively, the “Hearing Notices”) shall be made as follows: (i) the Notice Parties shall be entitled to receive the Applications and the Hearing Notices; and (ii) other parties in interest that have requested notice pursuant to Bankruptcy Rule 2002 shall be entitled to receive the Hearing Notices.

Each Committee Member is permitted to submit statements of out-of-pocket expenses (excluding ~~any attorneys’ fees and~~third-party counsel and other professional expenses of individual Committee Members) and supporting vouchers to the Committee’s counsel ~~to the Asbestos Claimants Committee, who,~~ which counsel will collect and submit ~~such~~the Committee Members’ requests for reimbursement in accordance with the Compensation Procedures. However, these Compensation Procedures ~~as if such Committee Member were a Professional.~~ do not authorize payment of such expenses to the extent that such authorization does not exist under the Bankruptcy Code, the Bankruptcy Rules, applicable Third Circuit law, the Local Rules, the practices of the Court, and any order authorizing the use of cash collateral or post-petition financing in these chapter 11 cases, including any applicable budget.