

Exhibit 2

Black Line 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 Nos. ~~44~~ and ~~68~~

**ORDER APPOINTING JAMES L. PATTON, JR., AS LEGAL REPRESENTATIVE FOR
FUTURE ASBESTOS CLAIMANTS, NUNC PRO TUNC TO THE PETITION DATE**

Upon consideration of (I) the Debtors' Motion for an Order Appointing James L. Patton, Jr., as Legal Representative for Future Asbestos Claimants, Nunc Pro Tunc to the Petition Date [Docket No. 44] (the "Debtors' FCR Motion");² and the Declaration of James L. Patton, Jr., filed in support of the Debtors' FCR Motion and the disclosures contained therein; and the joinder of James L. Patton in support of the Debtors' FCR Motion [Docket No. 78], the objection of the United States Trustee to the Debtors' FCR Motion [Docket No. 79] (the "UST Objection"), and the Official Committee of Asbestos Claimants' (the "Committee") response and the Debtors' reply to the UST Objection [Docket Nos. 70 and 76]; and (II) the United States Trustee's Motion to Appoint a Legal Representative for Future Asbestos Claimants [Docket No. 68] (as amended by Docket No. 104, the "UST's FCR Motion," and together with the Debtors' FCR Motion, the "FCR Motions"); and the Declaration of Peggy L. Ableman in opposition to Debtors' FCR Motion and the Declaration of Dennis J. Connolly in support of the UST's FCR Motion, and the respective disclosures contained therein; and the Debtors' and the Committee's objections to the UST's FCR Motion [Docket Nos. 109 and 110]; and the Court having heard evidence and the

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 not otherwise defined herein have the meanings given to them in the Debtors' FCR Motion.

statements of counsel at the hearing on the FCR Motions on March 8, 2019 at 10:00 a.m. (the “Hearing”); 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~~FCR Motions and the requested relief being a core proceeding within the meaning of 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 the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and appropriate notice of and the opportunity for a hearing on the ~~Motion~~FCR Motions having been given; and the Court having determined that good and sufficient cause exists for the appointment of a legal representative for future claimants, and that the relief requested in the Debtors’ FCR Motion is in the best interest of the Debtors, their estates, creditors and other parties-in-interest; and the Court having determined that the legal and factual bases set forth in the Debtors’ FCR Motion establish just cause for the relief granted herein; and the Court having overruled the UST Objection for the reasons stated at the Hearing; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The relief requested in the Debtors’ FCR Motion ~~is~~ GRANTED as set forth herein.
2. The UST’s FCR Motion is DENIED for the reasons stated on the record at the Hearing.
3. ~~2.~~ James L. Patton, Jr., is hereby appointed as the legal representative of all persons that will assert asbestos-related personal injury claims against the Debtors after the confirmation of a section 524(g) plan, but who have not presently done so (“Future Claimants’ Representative”), *nunc pro tunc* to the Petition Date.

4. ~~3.~~ The Future Claimants' Representative is appointed subject to the following terms and conditions:

- a. Standing: The Future Claimants' Representative shall have standing under section 1109(b) of the Bankruptcy Code to be heard as a party-in-interest in all matters relating to the Chapter 11 Cases and shall have such powers and duties of a committee, as set forth in 11 U.S.C. § 1103, as are appropriate for a Future Claimants' Representative;
- b. Engagement of Professionals: The Future Claimants' Representative may, with prior approval from this Court pursuant to sections 105(a), 327 and 1103 of the Bankruptcy Code and consistent with the treatment afforded other professionals in these Chapter 11 Cases, retain attorneys and other professionals;
- c. Compensation: The Future Claimants' Representative shall apply for compensation in accordance with the Bankruptcy Code, the Local Rules, and any order entered by this Court establishing procedures for interim compensation and reimbursement of expenses of professionals. Subject to Court approval, Mr. Patton shall be compensated at his hourly rate of \$1,325, subject to periodic adjustment, plus reimbursement of reasonable expenses;
- d. Indemnification: The Debtors shall indemnify, defend and hold harmless the Future Claimants' Representative from and against any losses, claims, damages, or liabilities (or action in respect thereof) to which the Future Claimants' Representative may become subject as a result of or in

connection with his rendering services hereunder, unless and until it is finally judicially determined that such losses, claims, damages or liabilities were caused by fraud or willful misconduct on the part of the Future Claimants' Representative in performing his obligations. The foregoing entitlement of the Future Claimants' Representative shall include, without limitation, the right to be indemnified against any liability related to or resulting from any information provided by the Future Claimants' Representative that is inaccurate in any respect as a result of misrepresentation, omission, failure to update, or otherwise, unless the Future Claimants' Representative actually knew of such inaccuracy at the time of the misrepresentation, omission, failure to update, or other occurrence in such action or proceeding, whether such action is concluded, ongoing, or threatened; and the right to be indemnified for any expenses, including reasonable attorney's fees, that the Future Claimants' Representative may incur in enforcing this indemnification provision. In the event that full indemnification is not available to the Future Claimants' Representative as a matter of law, then, to the extent permitted by applicable law, his aggregate liability shall be limited to the total fees collected for the services rendered and, in any event, shall be limited by a final adjudication of his relative degree of fault and benefit received; and

- e. Right to Receive Notices: The Future Claimants' Representative and any professionals retained by him and approved by this Court shall have the right to receive all notices and pleadings that are required to be served

upon any statutory committee and its counsel pursuant to applicable law
or an order of the Court.

5. ~~4.~~ This Court shall retain jurisdiction to interpret, enforce and implement the
terms and provisions of this Order and to resolve any disputes arising hereunder.

Dated: ~~_____~~ March, 2019
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE