

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION

In re:

ALDRICH PUMP LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 20-30608 (JCW)

Jointly Administered

**EX PARTE APPLICATION OF THE OFFICIAL COMMITTEE OF ASBESTOS
PERSONAL INJURY CLAIMANTS FOR AN ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF WINSTON & STRAWN, LLP AS SPECIAL
LITIGATION COUNSEL, EFFECTIVE AS OF JULY 6, 2020**

The Official Committee of Asbestos Personal Injury Claimants (the “Committee”) submits this application for the entry of an order (the “Proposed Order”), substantially in the form attached hereto as Exhibit A, authorizing the Committee to retain and employ Winston & Strawn LLP (“Winston”) as special litigation counsel to the Committee, effective as of July 6, 2020. In support of this application (the “Application”), the Committee submits the declaration of David Neier (the “Neier Declaration”) attached hereto as Exhibit B, which is incorporated in this Application herein by reference. In further support of this Application, the Committee respectfully states as follows:

Jurisdiction

1. The Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157. Venue of these cases and this Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are sections 105(a), 328(a), and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”),

¹ The Debtors are the following entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Aldrich Pump LLC (2290) and Murray Boiler LLC (0679). The Debtors’ address is 800-E Beaty Street, Davidson, North Carolina 28036.



Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules” and each a “Bankruptcy Rule”), and Rule 2014-1, 2016-1, and 9013-1(f)(8) of the Rules of Practice and Procedures of the United States Bankruptcy Court for the Western District of North Carolina (the “Local Rules” and each a “Local Rule”). Pursuant to Local Rule 2016-1(a), this Application also seeks relief consistent with the *Guidelines for Compensation and Expense Reimbursement of Professionals* issued by this Court (the “Compensation Guidelines”).

Background

3. On June 18, 2020 (the “Petition Date”), Aldrich Pump LLC and Murray Boiler LLC (collectively, the “Debtors”) filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code, thereby commencing the above-captioned chapter 11 cases (the “Chapter 11 Cases”). The Debtors continue to serve as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On June 30, 2020, the Bankruptcy Administrator (the “Bankruptcy Administrator”) filed the *Motion to Appoint Official Committee of Asbestos Claimants* [Docket No. 126]. Thereafter, asbestos claimants Earl Gross [Docket No. 138] (the “Gross Motion”) and Jesus Perez (the “Perez Motion”) sought appointment to the official committee of asbestos claimants.

5. At a hearing held on July 6, 2020, the Court denied the Gross Motion and Perez Motion and appointed the Committee when it granted the Bankruptcy Administrator’s motion. On July 7, 2020, this Court entered the order memorializing its July 6, 2020 decision regarding the Committee’s composition. *See* Docket No. 147. The Committee is composed of members who are individuals holding unsecured claims against the Debtors for personal injury or wrongful death resulting from exposure to asbestos or asbestos-containing products.

6. On July 6, 2020, the Committee selected Robinson + Cole LLP (“Robinson + Cole”) and Caplin & Drysdale, Chartered (“Caplin & Drysdale”, and together with Robinson &

Cole, the “Committee Bankruptcy Counsel”) to serve as its bankruptcy counsel in the Chapter 11 Cases, and Winston to serve as its special litigation counsel to the Committee.

Relief Requested

7. The Committee requests entry of the Proposed Order authorizing the Committee to retain and employ Winston as its special litigation counsel with these Chapter 11 Cases effective as of July 6, 2020, pursuant to sections 105(a), 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rules 2014-1 and 2016-1.

Basis for Relief

8. The Committee seeks to retain and employ Winston as its special litigation and international counsel pursuant to, *inter alia*, section 328(a) of the Bankruptcy Code, which provides that, subject to Court approval, a committee appointed pursuant to section 1102 of the Bankruptcy Code:

[M]ay employ or authorize the employment of a professional person under section 327 or 1103 of [the Bankruptcy Code] . . . on any reasonable terms and conditions of employment.

11 U.S.C. § 328(a).

9. In retaining counsel pursuant to section 328(a) of the Bankruptcy Code, a committee must comply with section 1103(b) of the Bankruptcy Code, which provides that:

An attorney . . . employed to represent a committee appointed under section 1102 of [the Bankruptcy Code] may not, while employed by such committee, represent any other entity having an adverse interest in connection with the case.

11 U.S.C. § 1103(b).

10. Bankruptcy Rule 2014(a) requires that an application for an order approving the employment of counsel pursuant to section 1103 of the Bankruptcy Code include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the

professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

FED. R. BANKR. P. 2014(a).

11. Based on the facts and for the reasons stated herein, in the Neier Declaration, the retention of Winston as special litigation counsel to the Committee is reasonable, necessary and appropriate, and satisfies the requirements of sections 105(a), 328, and 1103(b) of the Bankruptcy Code and Bankruptcy Rule 2014(a). The Committee respectfully submits that the relief required in this Application will enable the Committee to carry out its duties under the Bankruptcy Code, is in the best interests of the Committee and of the asbestos personal injury claimants represented by the Committee, and should be approved by the Court.

12. The Committee submits that, for the reasons set forth herein and as further set forth in the Neier Declaration, Winston's retention by the Committee should be approved.

Facts Specific to the Requested Relief

13. The Committee seeks to retain Winston, in part, because of its recognized expertise and extensive experience in bankruptcy litigation and other related issues arising in cases under chapter 11 of the Bankruptcy Code. The Committee also has a need for counsel which can advise as to certain critical issues presented by these Chapter 11 Cases, including whether the 2020 Corporate Restructuring (as described by the Debtors in various first day pleadings) constitutes a fraudulent conveyance and potential claims against the Debtors' parents and affiliates.

14. Winston has been actively involved in numerous bankruptcy litigation matters, including, without limitation, matters involving alleged fraudulent transfers, malfeasance, fraud and breach of fiduciary duty. Winston represented the Examiner in the Caesars Entertainment

chapter 11 cases, and has represented and is currently representing plaintiffs and defendants in numerous bankruptcy related litigations, including in this Court.² In addition, Mr. Neier has served as both an examiner and a chapter 11 trustee.

15. Winston has also been involved in asbestos-related litigation and/or post-confirmation bankruptcy trusts. In particular, Winston is currently serving as special litigation and corporate counsel in the bankruptcy case for Paddock Enterprises, LLC and, as this Court knows, is currently serving as special litigation and international counsel in the bankruptcy case for DBMP, LLC. *See In re Paddock Enterprises, LLC*, Chapter 11 Case No. 20-10026 (LSS) (Bankr. D. Del.); *see also, In re DBMP, LLC*, Chapter 11 Case No. 20-30080 (JCW). Additionally, Winston has also represented the post-confirmation bankruptcy trust of the Forty-Eight Insulations Qualified Settlement Trust.

16. As will be also described in the Neier Declaration, prior to the Petition Date, Winston, Caplin & Drysdale, and Robinson + Cole advised certain personal injury law firms and claimants with asbestos claims against the Debtors and certain non-debtor affiliates before the filing of these Chapter 11 Cases with respect to the Debtors and their affiliates' recent divisive merger transactions. In addition, following the Petition Date, Winston, Caplin & Drysdale, Robinson+Cole, and Hamilton Stephens Steele + Martin, PLLC represented twenty personal injury

² Indeed, Winston has extensive experience generally in business reorganization, creditors' rights, and bankruptcy litigation and related matters. Winston has been actively involved in many recent chapter 11 cases. Winston represents or has represented creditors, debtors, trustees, or other parties in interest in recent cases including, without limitation: High Ridge Brands Co.; White Star Petroleum Holdings, LLC; PG&E Corporation; the Commonwealth of Puerto Rico and related entities; VidAngel Inc.; United Road Towing, Inc.; Relativity Media, LLC; and Breitburn Energy Partners LP. Winston has also represented numerous official committees, including official committees in America West Airlines, APW Enclosure Systems, Arlington Hospitality, Atkins Nutritionals, Cable & Wireless USA, CFM Corporation, Citation Corporation, Elantic Telecom, Entelos, F.V. Steel & Wire Company, Global Safety Textiles, Internet Corporation, Keck, Mahin & Cate, KL Industries, Kmart, Legacy Estate Group, Leiner Health Products, Liberate Technologies, Malden Mills, Inc., Meridian Automotive Systems, Inc., Merisant Worldwide, ORCO Construction Supply, Orange County, People's Choice Financial, Universal Access, Performance Transportation Systems/Leaseway Motorcar Transport Co., Pharmaceutical Formulations, Purebeauty, RedEnvelope, Renaissance Custom Homes, Schwinn Bicycle Company, Sturgis Iron & Metal, TLC Vision Care, Touch America, Unical International, Universal Access Global Holdings, US Aggregates, and Vineyard National Bancorp.

claimants³ in these Chapter 11 Cases for limited purposes which terminated upon the Committee's appointment. A number of those claimants were ultimately appointed to the Committee.⁴ Winston has not and will not request or receive any compensation or reimbursement of expenses from the Debtors' estate on account of this representation.

17. Because Winston is qualified and intimately familiar with the many legal issues that must be resolved herein, the Committee believes that Winston is both well qualified and uniquely able to represent the Committee here. Accordingly, the Committee submits that Winston should be retained as its special litigation counsel.

Services to be Provided

18. The Committee has requested that Winston serve as special litigation counsel, to the extent necessary and as requested by the Committee members in connection with providing the following services to the Committee:

- (a) assisting and advising the Committee in investigating and, if appropriate, pursuing fraudulent conveyance and related claims against the Debtors, their parents and affiliates stemming from such investigation (collectively, "Potential Committee Claims"). Such investigation may include, without limitation, (i) engaging in examination and analysis of the conduct giving rise to such Potential Committee Claims; (ii) participating in such examinations (domestic and extraterritorial) of the Debtor and other witnesses as may be necessary in the pursuit of the Potential Committee Claims; (iii) assisting the Committee in preparing such applications, motions, memoranda, proposed orders, and other pleadings as may be required in

³ As reflected in the *Opposition of Certain Asbestos Claimants to Debtors' Request for Temporary Restraining Order* [Adv. Pro. No. 20-3041, Docket No. 17] and the related joinder from certain additional claimants [Adv. Pro. No. 20-3041, Docket No. 20], the certain asbestos claimants are the following: Richard R. Villanueva, Arthur W. Rosenkeimer III, Richard J. Shiel Sr., Joseph Hamlin, Jack Atkinson, Jesus Perez, Bill E. Glass, Jerry Fowles, the estate of Ross Wells Westbrook, Lillian Ann Holt, Robert Overton, Louise Kelly individually and as special administrator for the estate of William Kelly, Early Gross, David White, Timothy Thomas, the Estate of Donald Korte, the Estate of John Sullivan, Edward Travers, Charles Martier, and Ray Hager. These individuals hold pending claims for asbestos-related personal injury or wrongful death against one or both of the Debtors, and are represented in their tort actions by Maune Raichle Hartley French & Mudd, LLC, Shrader & Associates, L.L.P., Waters Kraus & Paul, Simmons Hanly Conroy LLC, Brayton Purcell LLP, The O'Brien Law Firm, P.C., Goldberg Persky & White P.C., Shepard Law, P.C., The Lanier Law Firm, Cooney & Conway, Bergman Draper Oslund Udo, PLLC, Jacobs & Crumplar, P.A., SWMW Law, Paul, Reich & Myers, P.C., and Dean Omar Branham Shirley, LLP.

⁴ Of the represented claimants, Mr. Fowles, Mr. Hager, Mr. Hamlin, Mr. Korte, Mr. Overton, and Mr. Shiel were appointed to the Committee.

support of positions taken by the Committee relating to the Potential Committee Claims, including all trial preparation as may be necessary; (iv) representing the Committee at certain hearings to be held before this Court and any appellate courts relating to the Potential Committee Claims; and (v) communicating with the Committee regarding the matters heard and the issues raised, as well as the decisions and considerations of this Court relating to the Potential Committee Claims; and

- (b) assisting the Committee in performing such other services as may be desirable or required for the discharge of the Committee's duties pursuant to section 1103 of the Bankruptcy Code.

19. The Committee requires knowledgeable special counsel to render these essential professional services, and Winston has substantial expertise in each of the listed areas.

20. The Committee (a) also seeks to retain Robinson & Cole and Caplin & Drysdale in these Chapter 11 Cases as bankruptcy counsel, as more specifically described in their retention application, filed contemporaneously herewith, (b) also seeks to retain Hamilton Stephen Steele + Martin, PLLC as local counsel, as more specifically described in their retention application, filed contemporaneously herewith, and (c) may seek to retain other professionals in these Chapter 11 Cases to assist the Committee (collectively, the "Committee Professionals"). Winston has informed the Committee that it will work with the Committee Professionals (especially the Committee Bankruptcy Counsel) to ensure that there is no duplication of work performed on behalf of the Committee. Winston's services are intended to compliment and not duplicate the services rendered by other Committee Professionals. Particularly, with regard to Committee Bankruptcy Counsel, Winston recognizes the potential for overlap of services, and will work seamlessly and diligently with Committee Bankruptcy Counsel in a collaborative but not duplicative manner.

21. The Committee requires knowledgeable special counsel to render these essential professional services, and Winston has substantial expertise in each of the listed areas.

Terms of Retention

22. Subject to the Court's approval of this Application, Winston has advised the Committee that it intends to: (a) charge for its legal services on an hourly basis in accordance with the ordinary and customary hourly rates in effect on the date that services are rendered; and (b) seek reimbursement of actual and necessary out-of-pocket expenses.

23. The hourly rates, subject to periodic adjustments, charged by Winston professionals that may be assigned to these Chapter 11 Cases are as follows:

Name	Position	Hourly Rate
David Neier	Partner	\$1,285
Suzanne Jaffe Bloom	Partner	\$1,195
George E. Mastoris	Partner	\$1,125
Carrie V. Hardman	Partner	\$930
Gretchen Vetter Scavo	Partner	\$920
John Tschirgi	Associate	\$885
Cristina Calvar	Associate	\$885
Samantha Ruppenthal	Associate	\$660
Michael T. Leary	Associate	\$660

24. To the extent that additional Winston personnel provide services to the Committee during the pendency of these Chapter 11 Cases, Winston's fees will be based on the hours spent by each such professional at Winston's applicable standard hourly rates, which are as follows:

Category	U.S. Rate Range
Partners	\$615 - \$1,740
Of Counsel	\$745 - \$1,120
Associates	\$580 - \$915
Paralegals	\$195 - \$395
Practice Support	\$155 - \$625

25. Should Winston's electronic discovery team ("E-Discovery Team") become necessary to the effective representation of the Committee, Winston will employ the services of such attorneys and staff. The hourly rates currently in effect for Winston's E-Discovery Team are: (a) \$85-250 for review attorneys, and (b) \$155-625 for non-attorney support staff.

26. Although Winston does not currently anticipate using contract attorneys during the case, in the event that it becomes necessary to use contract attorneys, Winston will not charge a markup with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the Committee in connection with work performed by Winston will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

27. The hourly rates and corresponding rate structure that Winston will use in these Chapter 11 Cases are the same as the hourly rates and corresponding rate structure that Winston uses in other restructuring matters, as well as similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. Winston's rates and rate structure reflect that such restructuring and other complex matters are typically national in scope and involve great complexity, high stakes, and severe time pressures. The Committee understands that Winston revises its rates for services periodically in accordance

with Winston's policies on established billing practices and procedures. The Committee respectfully submits that Winston's rates are reasonable and comparable to the rates charged by other firms for similar services.

28. Winston will maintain detailed records of actual and necessary costs and expenses incurred in connection with the legal services it provides to the Committee. The Committee understands that Winston is customarily reimbursed for all expenses incurred in connection with the representation of a client in a given matter, including, but not limited to: long-distance telephone and telecopier charges, mail and express mail charges, special or hand delivery charges, filing fees, photocopying charges, travel expenses, expenses for "working meals," computerized research, and transcription costs, as well as nonordinary overhead expenses such as secretarial overtime.

29. Winston will apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with Winston's representation of the Committee in 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, any case-specific fee protocols approved by this Court after notice and a hearing, and any other applicable procedures and orders of this Court including, without limitation, the Compensation Guidelines and the Court's *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Retained Professionals* [Docket No. 170] (the "Interim Compensation Order").

30. As set forth in the Neier Declaration, pursuant to Bankruptcy Rule 2016(b), Winston 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 Winston, or (b) any compensation another person or party has received or may receive.

Winston's Disinterestedness and Disclosures

31. Based on the Neier Declaration: (a) the Committee believes that Winston is a “disinterested person” within the meaning of sections 101(14) and 328(c) of the Bankruptcy Code, (b) Winston does not represent any person or entity having an interest adverse to the Committee, the Debtors, or their estate in connection with these Chapter 11 Cases, (c) Winston does not hold or represent an interest adverse to the interests of the Debtors’ estate, and (d) Winston has no connection to the Debtors, their creditors, or any other party in interest, except as disclosed in the Neier Declaration.

32. In the event that Winston’s representation of the Committee in connection with any matter in these Chapter 11 Cases would result in Winston becoming adverse to a party in interest and/or gives rise to a professional conflict, the Committee will utilize alternative counsel to represent their interests with respect to such matter against such party.

33. Winston will periodically review its files during the pendency of these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. As set forth in the Neier Declaration, if any new material facts or relationships arise or are discovered, Winston will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

34. Based on the foregoing statements and the disclosures made in the Neier Declaration, the Committee is satisfied that Winston neither holds nor represents an interest adverse to the Committee with respect to the matters for which Winston will be employed and is a “disinterested person” under sections 101(14) and 328(c) of the Bankruptcy Code. The Committee believes that the employment of Winston would be in the best interest of the Committee and the Debtors’ estate.

Notice and No Prior Request

35. Notice of this Motion has been provided pursuant to the *Order Establishing Certain Notice, Case Management, and Administrative Procedures* [Docket No. 123] (the “Case Management Order”) to the Service List (which includes the Master Service List and 2002 List) which, in this instance, includes all Affected Entities, as each such term is defined in the Case Management Order. In light of the nature of the relief requested, the Committee respectfully submit that no further notice is necessary.

36. No prior application for the relief sought herein has been made to this or any other court.

[continued on the next page]

WHEREFORE, for the foregoing reasons, the Committee respectfully requests that the Court enter the Proposed Order granting the relief requested in the Application and such other and further relief as may be just and proper.

Dated: August 4, 2020

**OFFICIAL COMMITTEE OF ASBESTOS
PERSONAL INJURY CLAIMANTS**

By: /s/ Michael Shepard
Michael Shepard, Esq., Co-Chair

By: /s/ John Cooney
John Cooney, Esq., Co-Chair

PROPOSED COUNSEL TO THE OFFICIAL COMMITTEE
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-and-

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-and-

David Neier (admitted *pro hac vice*)
George E. Mastoris (*pro hac vice* to be filed)
Carrie V. Hardman (*pro hac vice* to be filed)
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E-mails: dneier@winston.com; gmastoris@winston.com; chardman@winston.com

EXHIBIT A
Proposed Order

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION**

In re:

ALDRICH PUMP LLC, et al.,

Debtors.¹

Chapter 11
Case No. 20-30608 (JCW)
Jointly Administered

**[PROPOSED] EX PARTE ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF WINSTON & STRAWN LLP AS SPECIAL LITIGATION
COUNSEL EFFECTIVE AS OF JULY 6, 2020**

Upon the *Ex Parte Application for Entry of an Order Authorizing the Retention and Employment of Winston & Strawn LLP as Special Litigation Counsel for the Official Committee of Asbestos Personal Injury Claimants Effective as of July 6, 2020* (the “Application”)²; and the Court having reviewed the Application and the Neier Declaration; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found, based on the representations made in the Application, and the Neier Declaration, that, (a) Winston is a “disinterested person” as defined in sections 101(14) and 328(c) of the Bankruptcy Code, (b) Winston does not represent any person or entity having an interest adverse to the Committee in connection with these Chapter 11 Cases, (c) Winston does not hold or represent an interest adverse to the interests of the Debtors’ estate, (d) Winston has no connection to the Debtors, their creditors or any other party in interest except

¹ The Debtors are the following entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Aldrich Pump LLC (2290) and Murray Boiler LLC (0679). The Debtors' address is 800-E Beaty Street, Davidson, North Carolina 28036.

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.

as disclosed in the Neier Declaration and (e) the retention and employment of Winston as special litigation and international counsel to the Committee, effective as of July 6, 2020, is reasonable, necessary and appropriate and is in the best interests of the Committee and the Debtors' estate; and it appearing that proper and adequate notice of the Application has been given and that, except as otherwise ordered herein, no other or further notice is necessary; and any objections (if any) to the Application having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. Pursuant to sections 105(a), 328(a) and 1103(a) of the Bankruptcy Code, the Committee is authorized, effective as of July 6, 2020, to retain and employ Winston as special litigation counsel in these Chapter 11 Cases on the terms set forth in the Application.
3. Winston shall be compensated for its services and reimbursed for any related expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Compensation Guidelines, the Interim Compensation Order, and any other applicable orders or procedures of this Court.
4. Winston shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with Winston's representation of the Committee in these Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, the Compensation

Guidelines, the Interim Compensation Order, and any other applicable procedures and orders of this Court.

5. Winston shall use reasonable efforts to avoid any unnecessary duplication of services provided by any of the Committee's retained professionals in these Chapter 11 Cases.

6. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry. The Committee and Winston are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

8. To the extent that the Application is inconsistent with this Order, the terms of this Order shall govern.

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

***This Order has been signed electronically.
The judge's signatures and court's seal
appear at the top of the Order.***

United States Bankruptcy Court

EXHIBIT B
Neier Declaration

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION**

In re:

ALDRICH PUMP LLC, et al.,

Debtors.¹

Chapter 11
Case No. 20-30608 (JCW)
Jointly Administered

DECLARATION OF DAVID NEIER

I, David Neier, being duly sworn, state the following under penalty of perjury:

1. I am a partner of the law firm of Winston & Strawn LLP (“Winston”), which maintains offices at 200 Park Avenue, New York, NY 10166, as well as in Charlotte, North Carolina and Paris, France, among other locations. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in New York. There are no disciplinary proceedings pending against me.

2. I submit this declaration (the “Declaration”) in support of the *Ex Parte Application of the Official Committee of Asbestos Personal Injury Claimants for an Order Authorizing the Retention and Employment of Winston & Strawn, LLP as Special Litigation Counsel Effective as of July 6, 2020* (the “Application”), filed concurrently herewith.²

3. The facts set forth in this Declaration are personally known to me and, if called as a witness, I could and would testify thereto.

¹ The Debtors are the following entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Aldrich Pump LLC (2290) and Murray Boiler LLC (0679). The Debtors’ address is 800-E Beaty Street, Davidson, North Carolina 28036.

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.

Winston's Qualifications

4. Winston is qualified to serve as the special litigation counsel to the Official Committee of Asbestos Personal Injury Claimants (the "Committee") in these Chapter 11 Cases because of Winston's recognized expertise and extensive experience in bankruptcy litigation and other related issues arising in cases under chapter 11 of the Bankruptcy Code.

5. Winston has been actively involved in numerous bankruptcy litigation matters, including, without limitation, matters involving alleged fraudulent transfers, malfeasance, fraud and breach of fiduciary duty. Winston represented the Examiner in the Caesars Entertainment chapter 11 cases, and has represented and is currently representing plaintiffs and defendants in numerous bankruptcy related litigations, including in this Court.³ In addition, I have served as both an examiner and a chapter 11 trustee.

Services to be Provided

6. The Committee has requested that Winston serve as special litigation counsel, to the extent necessary and as requested by the Committee members in connection with providing the following services to the Committee:

- (a) assisting and advising the Committee in investigating and, if appropriate, pursuing fraudulent conveyance and related claims against the Debtors, their parents and affiliates stemming from such investigation (collectively, "Potential Committee Claims"). Such investigation may include, without limitation,

³ Indeed, Winston has extensive experience generally in business reorganization, creditors' rights, and bankruptcy litigation and related matters. Winston has been actively involved in many recent chapter 11 cases. Winston represents or has represented creditors, debtors, trustees, or other parties in interest in recent cases including, without limitation: High Ridge Brands Co.; White Star Petroleum Holdings, LLC; PG&E Corporation; the Commonwealth of Puerto Rico and related entities; VidAngel Inc.; United Road Towing, Inc.; Relativity Media, LLC; and Breitburn Energy Partners LP. Winston has also represented numerous official committees, including official committees in America West Airlines, APW Enclosure Systems, Arlington Hospitality, Atkins Nutritionals, Cable & Wireless USA, CFM Corporation, Citation Corporation, Elantic Telecom, Entelos, F.V. Steel & Wire Company, Global Safety Textiles, Internet Corporation, Keck, Mahin & Cate, KL Industries, Kmart, Legacy Estate Group, Leiner Health Products, Liberate Technologies, Malden Mills, Inc., Meridian Automotive Systems, Inc., Merisant Worldwide, ORCO Construction Supply, Orange County, People's Choice Financial, Universal Access, Performance Transportation Systems/Leaseway Motorcar Transport Co., Pharmaceutical Formulations, Purebeauty, RedEnvelope, Renaissance Custom Homes, Schwinn Bicycle Company, Sturgis Iron & Metal, TLC Vision Care, Touch America, Unical International, Universal Access Global Holdings, US Aggregates, and Vineyard National Bancorp.

(i) engaging in examination and analysis of the conduct giving rise to such Potential Committee Claims; (ii) participating in such examinations (domestic and extraterritorial) of the Debtor and other witnesses as may be necessary in the pursuit of the Potential Committee Claims; (iii) assisting the Committee in preparing such applications, motions, memoranda, proposed orders, and other pleadings as may be required in support of positions taken by the Committee relating to the Potential Committee Claims, including all trial preparation as may be necessary; (iv) representing the Committee at certain hearings to be held before this Court and any appellate courts relating to the Potential Committee Claims; and (v) communicating with the Committee regarding the matters heard and the issues raised, as well as the decisions and considerations of this Court relating to the Potential Committee Claims; and

(b) assisting the Committee in performing such other services as may be desirable or required for the discharge of the Committee's duties pursuant to section 1103 of the Bankruptcy Code.

7. The Committee requires knowledgeable special counsel to render these essential professional services, and Winston has substantial expertise in each of the listed areas.

Terms of Retention

8. Winston intends to: (a) charge for its legal services on an hourly basis in accordance with the ordinary and customary hourly rates in effect on the date that services are rendered; and (b) seek reimbursement of actual and necessary out-of-pocket expenses.

9. The hourly rates, subject to periodic adjustments, charged by Winston professionals that may be assigned to these Chapter 11 Cases are as follows:

Name	Position	Hourly Rate
David Neier	Partner	\$1,285
Suzanne Jaffe Bloom	Partner	\$1,195
George E. Mastoris	Partner	\$1,125
Carrie V. Hardman	Partner	\$930
Gretchen Vetter Scavo	Partner	\$920
John Tschirgi	Associate	\$885

Cristina Calvar	Associate	\$885
Samantha Ruppenthal	Associate	\$660
Michael T. Leary	Associate	\$660
John Tschirgi	Associate	\$885

10. To the extent that additional Winston personnel provide services to the Committee during the pendency of these Chapter 11 Cases, Winston's fees will be based on the hours spent by each such professional at Winston's applicable standard hourly rates, which are as follows:

Category	U.S. Rate Range ⁴
Partners	\$615 - \$1,740
Of Counsel	\$745 - \$1,120
Associates	\$580 - \$915
Paralegals	\$195 - \$395
Practice Support	\$155 - \$625

11. Should Winston's electronic discovery team become necessary to the effective representation of the Committee, Winston will employ the services of such attorneys and staff. The hourly rates currently in effect for Winston's electronic discovery team are: (a) \$85-250 for review attorneys, and (b) \$155-625 for non-attorney support staff.

12. The hourly rates and corresponding rate structure that Winston will use in these Chapter 11 Cases is the same as the hourly rates and corresponding rate structure that Winston uses in other restructuring matters, as well as similar complex corporate, securities and litigation matters whether in court or otherwise, regardless of whether a fee application is required. Winston

⁴ The hourly rates charged by Winston professionals differ based on, among other things, the professional's level of experience and the rates normally charged in the specific office in which the professional is resident. Winston does not adjust the billing rates of its professionals based on the geographic location of a bankruptcy case or other matter.

revises its rates for services periodically in accordance with the firm's policies on established billing practices and procedures.⁵ These rates are set at a level designed to fairly compensate Winston for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. Winston operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

13. Although Winston does not currently anticipate using contract attorneys during these Chapter 11 Cases, in the event that it becomes necessary to use contract attorneys, Winston will not charge a markup to the Committee with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the Committee in connection with work performed by Winston will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

14. In addition to the hourly rates set forth above, Winston customarily charges its clients for all costs and expenses incurred in connection with a client's case. These charges include, among other things, long-distance telephone and telecopier charges, mail and express mail charges, special or hand delivery charges, filing fees, photocopying charges, travel expenses, expenses for "working meals," computerized research, and transcription costs, as well as non-ordinary overhead expenses such as secretarial overtime. Winston will seek reimbursement for such expenses pursuant to, among other things, the Local Rules, any applicable guidelines established by the Court or the Bankruptcy Administrator, and any orders of this Court.

⁵ Winston, like many of its peer law firms, typically increases the hourly billing rate of attorneys and paraprofessionals twice a year in the form of: (a) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion, and (b) periodic increases within each attorney's and paraprofessional's current level of seniority.

15. Winston will maintain detailed, contemporaneous time records in six-minute intervals and 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 Bankruptcy Rules, the Compensation Guidelines, the Interim Compensation Order, and any additional procedures that may be established by the Court in these Chapter 11 Cases.

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

Winston's Disinterestedness and Disclosures

A. General Disclosure Procedures and Disclosures

17. In connection with its proposed retention by the Committee in the Chapter 11 Case, Winston reviewed the list of interested parties and professionals annexed hereto as Schedule 1 (the "Known Parties in Interest").

18. Winston caused the names of all of the Known Parties in Interest to input into Winston's conflicts database to determine whether Winston has connections to such parties and, if so, whether such connections are adverse in any way to Winston's proposed representation of the Committee in the Chapter 11 Case. Where Winston's conflicts database reflects either (i) that Winston was retained within the last three years (or longer in certain cases) to represent any of the Known Parties in Interest (or their affiliates, as the case may be) in non-confidential matters that have since been closed, or (ii) that Winston currently represents any of the Known Parties in Interest, or known or possible affiliates of the Known Parties in Interest, in matters unrelated to these Chapter 11 Cases, such facts are disclosed in Schedule 2 or otherwise described in the section below titled "Specific Disclosures."

19. The information listed on Schedule 1 or Schedule 2 may have changed without my knowledge and may change during the pendency of these Chapter 11 Cases. Winston intends to update this Declaration as it becomes aware of additional material information.

20. Of the entities listed on Schedule 2, none represents more than one percent (1%) of Winston's fee receipts for the prior 12-month period ending on December 31, 2019.

21. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, Winston, nor any partner or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, representatives of the Bankruptcy Administrator or their respective attorneys, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Western District of North Carolina, except as disclosed or otherwise described herein.

22. Winston will review its files periodically during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Winston will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

23. Despite the efforts described above to identify and disclose connections with parties in interest in these Chapter 11 Cases, because the Debtors are part of a large enterprise with hundreds of creditors and other relationships, and because Winston is an international law firm, Winston is unable to state with certainty that every client representation or other connection of Winston has been disclosed. Winston will continue to conduct periodic conflicts analyses to determine whether any conflicts or other disqualifying circumstances exist or arise. In this regard,

if Winston discovers additional information that requires disclosure, Winston will file supplemental disclosures with the Court.

B. Winston's Specific Disclosures

Debtors' Professionals

24. Winston ran a search including a host of professionals set forth in the sections of Schedule 1 entitled "Debtors' Retained Professionals and Claims Agent," "Debtors' Significant Ordinary Course Professionals, Consultants, and Service Providers," and "Parties to Material Contracts, Unexpired Leases, and License Agreements with the Debtors." Winston has worked, continues to work, and will in the future work alongside and against many of these professionals over the course of time in many matters wholly unrelated to these Chapter 11 Cases. From time to time, Winston has referred or may refer work to other professionals to be retained in these Chapter 11 Cases. Likewise, work has been or may be referred to Winston by said professionals. Winston has not represented and will not represent any such professionals in connection with these Chapter 11 Cases. Winston submits that such relationships does not preclude it from meeting the disinterestedness standard under the Bankruptcy Code.

Asbestos Litigation Firms

25. Winston ran a search including a host of professionals set forth in the section of Schedule 1 entitled "Law Firms with Significant Representation of Asbestos Claimants." Winston has worked, continues to work, and will in the future work alongside and against many of these professionals over the course of time in many matters wholly unrelated to these Chapter 11 Cases. Winston has not represented and will not represent any such professionals in connection with these Chapter 11 Cases.

37. Prior to the Petition Date, Winston, Caplin & Drysdale, and Robinson + Cole advised certain personal injury law firms and claimants with asbestos claims against the Debtors

and certain non-debtor affiliates before the filing of these Chapter 11 Cases with respect to the Debtors and their affiliates' recent divisive merger transactions. In addition, following the Petition Date, Winston, Caplin & Drysdale, Robinson+Cole, and Hamilton Stephens Steele + Martin, PLLC represented twenty personal injury claimants⁶ in these Chapter 11 Cases for limited purposes which terminated upon the Committee's appointment. A number of those claimants were ultimately appointed to the Committee.⁷ Winston has not and will not request or receive any compensation or reimbursement of expenses from the Debtors' estate on account of this representation.

26. Winston represents certain members of Baron & Budd, P.C. and the firm itself, in matters unrelated to these Chapter 11 Cases. This matter concerns trust management and related advice in connection with the role of the firm's members on post-confirmation trust advisory committees in various asbestos bankruptcies.

27. Winston represents Cooney & Conway, P.C. on matters unrelated to these Chapter 11 Cases, concerning tax advice and regulatory counseling pertaining to reporting requirements for asbestos-related settlements.

⁶ As reflected in the *Opposition of Certain Asbestos Claimants to Debtors' Request for Temporary Restraining Order* [Adv. Pro. No. 20-3041, Docket No. 17] and the related joinder from certain additional claimants [Adv. Pro. No. 20-3041, Docket No. 20], the certain asbestos claimants are the following: Richard R. Villanueva, Arthur W. Rosenkeimer III, Richard J. Shiel Sr., Joseph Hamlin, Jack Atkinson, Jesus Perez, Bill E. Glass, Jerry Fowles, the estate of Ross Wells Westbrook, Lillian Ann Holt, Robert Overton, Louise Kelly individually and as special administrator for the estate of William Kelly, Early Gross, David White, Timothy Thomas, the Estate of Donald Korte, the Estate of John Sullivan, Edward Travers, Charles Martier, and Ray Hager. These individuals hold pending claims for asbestos-related personal injury or wrongful death against one or both of the Debtors, and are represented in their tort actions by Maune Raichle Hartley French & Mudd, LLC, Shrader & Associates, L.L.P., Waters Kraus & Paul, Simmons Hanly Conroy LLC, Brayton Purcell LLP, The O'Brien Law Firm, P.C., Goldberg Persky & White P.C., Shepard Law, P.C., The Lanier Law Firm, Cooney & Conway, Bergman Draper Oslund Udo, PLLC, Jacobs & Crumplar, P.A., SWMW Law, Paul, Reich & Myers, P.C., and Dean Omar Branham Shirley, LLP.

⁷ Of the represented claimants, Mr. Fowles, Mr. Hager, Mr. Hamlin, Mr. Korte, Mr. Overton, and Mr. Shiel were appointed to the Committee.

28. Winston submits that its former or current representations of members of these firms or their clients does not preclude it from meeting the disinterestedness standard under the Bankruptcy Code.

Insurance Companies

29. Certain insurance companies may pay the legal bills of Winston clients. Some of these companies may be involved in these Chapter 11 Cases. None of these companies, however, are Winston clients simply because they pay legal fees on behalf of Winston clients.

30. As and to the extent noted in Schedule 2 to this Declaration, Winston has or currently does represent, and expects to represent in the future, certain of the insurance companies that the Debtors have identified as material insurers to the Debtors, all in matters unrelated to these Chapter 11 Cases.

31. Winston submits that its former or current representations of these insurance companies or their clients does not preclude it from meeting the disinterestedness standard under the Bankruptcy Code.

Affirmative Statement Regarding Disinterestedness

32. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) Winston is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 328(c) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Committee and (b) Winston has no material connection to the Committee, the Debtors, the Debtors’ creditors, or other parties in interest, except as may be disclosed herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: August 4, 2020
New York, NY

By: /s/ David Neier
David Neier

Schedule 1
Known Parties in Interest¹

Official Committee of Asbestos Claimants

Jerry Lynn Fowles
Ray Hager
Richard and Calvena Sisk
John Talmage Gambill
Richard R. Villanueva
Pete Panagiotopoulos
Richard J. Shiel, Sr.
Joseph Hamlin
Robert Overton
Barbara Korte o.b.o. Donald Korte
Steven W. Bomzer

Debtors

Aldrich Pump LLC
Murray Boiler LLC

Direct Equity Owner of Debtors

Murray Boiler Holdings LLC
Trane Technologies Holdco, Inc.

Debtors' Direct Non-Debtor Subsidiaries

200 Park, Inc.
ClimateLabs LLC

Other Non-Debtor Affiliates

Airco Limited
Alliance Compressors LLC
Amair Limited
Aro De Venezuela, C.A.
Artie Cool Chillers Limited
BEST MATIC INTERNATIONAL LIMITED
BEST MATIC VERMOGENSVERWALTUNGS
GmbH
Best-Matic International AB
Calmac Corp.
Climate ETC Technology Services Private Limited
Compagnie Trane Technologies SAS
Cool Energy Limited
Dallah Trane for Manufacturing Air Conditioners
DiaSorin International B.V.

Dradnats, Inc.
EBB Holdings Limited
Filairco Technical Services Co., Inc.
Filairco, Inc.
Flowcool Limited
Frigoblock GmbH
FRIGOBLOCK UK LIMITED
Hermann Trane Harrisburg, Inc.
ICS Cool Energy (SAS)
ICS Cool Energy AG
ICS Cool Energy B.V.
ICS Cool Energy GmbH
ICS Cool Energy Investments Limited
ICS COOL ENERGY LIMITED
ICS GROUP HOLDINGS LIMITED
ICS Heat Pumps Limited
ICS RENEWABLE ENERGY LIMITED
ICS SERVICING LIMITED
Industrial Chill Servicing Private Ltd.
Ingersoll-Rand Climate Solutions Private Limited
Ingersoll-Rand Company of Peru S.A.C.
Ingersoll-Rand Latin America, S. de R.L. de C.V.
Ingersoll-Rand Manufactura, S. de R.L de C.V.
INGERSOLL-RAND ZIMBABWE (PRIVATE)
LIMITED
Mitsubishi Electric Trane HVAC US LLC
Murray Boiler Holdings LLC
Nexia Intelligence LLC
Perfect Pitch, L.P.
Prime Air Limited
PT Trane Indonesia
R&O Immobilien GmbH
REFTRANS, S.A.
Societe Trane SAS
SPANASHVIEW UNLIMITED COMPANY
Standard Centennial Property, LLC
Standard Compressors, Inc.
Standard Industrial Mineral Products Corp.
Standard Resources and Development Corporation
Standard Trane Insurance Company
Standard Trane Insurance Ireland Designated

¹ This list (and the categories contained herein) are for purposes of a conflicts check only and should not be relied upon by any party as a list of creditors or for any other purpose.

Activity Company	Trane Aire Acondicionado S.L.
Standard Trane Warranty Company	Trane Bermuda Ltd.
T.I. Solutions (Israel) Ltd.	Trane Brands, Inc.
Tast Limited	Trane Buford LLC
The Trane Company	Trane BVBA
Thermo King (Hong Kong) Company Limited	Trane Canada, L.P.
Thermo King (Shanghai) Co., Ltd.	Trane Canada ULC
THERMO KING CONTAINER TEMPERATURE	Trane Central America, Inc.
CONTROL (SUZHOU) CORPORATION LTD.	Trane China Holdings Limited
THERMO KING CONTAINER- DENMARK A/S	TRANE CLIMATE MANUFACTURING S.R.L.
Thermo King Corporation	Trane CR Spol sro.
Thermo King De Puerto Rico, Inc.	Trane Croatia d.o.o. za trgovinu
THERMO KING EUROPEAN	Trane de Argentina S.A.
MANUFACTURING LIMITED	Trane de Chile S.A.
THERMO KING INDIA PRIVATE LIMITED	Trane de Colombia S.A.
THERMO KING IRELAND LIMITED	Trane Deutschland GmbH
Thermo King Japan Limited	Trane Distribution Pte. Ltd.
Thermo King Manufacturing s.r.o.	Trane do Brasil Industria e Comercio de Produtos
THERMO KING PUERTO RICO	para Condicionamento de Ar Ltda.
MANUFACTURA, INC.	Trane Dominicana, S.R.L.
Thermo King Rodamientos, S.L.	Trane Egypt LLC
THERMO KING SERVICES LIMITED	Trane Energy Choice LLC
THERMO KING SOUTH AFRICA (PTY) LTD.	Trane Energy Services LLC
Thermo King SVC, Inc.	Trane Energy-Saving Services (Shanghai) Co.,
Thermo King Sverige AB	Ltd.
Thermo King Trading Company	Trane Europe Holdings B.V.
THERMO KING TRANSPORTKOELING B.V.	Trane Export LLC
TK Puerto Rico Aire, Inc.	Trane Finance SPRL
TK Puerto Rico Comercial, Inc.	Trane Foundation of New York
TK Puerto Rico Ensamblaje, Inc.	TRANE FRANCE SAS
TK Puerto Rico Fabricacion, Inc.	Trane GmbH
TK Puerto Rico Logistica, Inc.	Trane GP, Inc.
TK Puerto Rico Operaciones Industriales, Inc.	Trane Grid Services LLC
TK Puerto Rico Produccion, Inc.	Trane Hellas S.A.
TK Puerto Rico Soluciones Climaticas, Inc.	Trane Holding Co.
TK Puerto Rico Tecnologias, Inc.	Trane Holding Limited
TM Air Conditioning Sdn. Bhd.	Trane Holdings Company YK
Trane (Europe) Limited	Trane Hungary KFT Trane Inc.
Trane (Ireland) Limited	Trane Inc. Of Delaware
Trane (Schweiz) GmbH / Trane (Suisse) S.a.r.l.	Trane India Ltd.
Trane (Thailand) Limited	Trane International, Inc.
Trane Air Conditioning Products Limited	Trane IP, Inc.
Trane Air Conditioning Systems (China) Co. Ltd.	Trane Italia S.r.L
Trane Air Conditioning Systems and Service Co.,	Trane Japan, Ltd.
Limited	Trane Klima Ticaret AS
Trane AirConditioning Pte. Ltd.	Trane Korea, Inc.

Trane Kuwait Airconditioning Co. WLL
Trane Malaysia Sales & Services SDN. BHD.
Trane Maroc S.A.R.L. AU
Trane Netherlands B.V.
Trane NY, Inc.
Trane Poland sp. z o.o.
Trane Portugal Trane Puerto Rico LLC
Trane Qatar LLC
Trane Romania S.R.L.
Trane S.A.
Trane S.A.E.
Trane Servicefirst, C.A.
Trane Services Limited
Trane Singapore Enterprises Pte. Ltd.
Trane Sistemas Integrales, S. de R. L. de C. V.
TRANE SUPPORT SAS
Trane Sweden AB
Trane Systems Solutions of Panama, Inc.
Trane Taiwan Distribution Ltd.
Trane Technologies Charitable Foundation
Trane Technologies Company LLC
Trane Technologies Costa Rica Sociedad Anonima
Trane Technologies European Holding Company B.V.
Trane Technologies Financial Services Corporation
Trane Technologies Financing Limited
Trane Technologies Finland Oy
Trane Technologies Funding Ltd.
Trane Technologies Global Holding Company Limited
Trane Technologies GmbH
Trane Technologies Holdco, Inc.
Trane Technologies Holdings B.V.
TRANE TECHNOLOGIES INDUSTRIA, COMERCIO E SERVIÇOS DE AR-CONDICIONADO LTDA.
Trane Technologies International Finance Limited
Trane Technologies International Limited
Trane Technologies Irish Holdings Unlimited Company
Trane Technologies Latin America B.V.
Trane Technologies Lux Euro III Financing S.a.r.l.
Trane Technologies Lux Holdings II Company S.a.r.l.
Trane Technologies Lux International Holding Company S.a.r.l.
Trane Technologies Luxembourg Finance S.A.

Trane Technologies Luxembourg United S.a.r.l.
Trane Technologies PLC Trane Technologies Rus LLC
Trane Technologies S.A.
Trane Technologies s.r.o.
Trane Technologies Sales Company LLC
TRANE TECHNOLOGIES SERVIÇOS LTDA.
Trane Technologies Worldwide Capital S.a r.l.
Trane Thermo King (Shanghai) Enterprise Management Co., Ltd.
Trane Thermo King Pty Ltd.
Trane U.S., Inc.
Trane UK Limited
Trane Vidalia LLC
Trane Vietnam Services Company Limited
Trane, S.A. de C.V.
TRICOOL THERMAL LIMITED
TSI Anstalt Ltd.
TUI Holdings Inc.
TwentyThreeC LLC
TYS Limited World Standard Ltd.

Managers and Officers of the Debtors

Marc Dufour
Ray Pittard
Amy Roeder
Allan Tananbaum
Manlio Valdes
Robert Zafari

Major Current Business Affiliations of Debtors'

Managers

200 Park, Inc.
Advent International Corp.
ClimateLabs LLC
Family Connections NJ
Thermo King India Private Limited
TK Corporation
Trane Technologies Charitable Foundation
Trane Technologies PLC

Depository and Disbursement Banks

JP Morgan Chase

Parties to Material Contracts, Unexpired Leases, and License Agreements with the Debtors

National Economic Research Associates, Inc. (NERA)
Navigant Consulting, Inc.
PACE Claim Services
The Claro Group

Debtors' Retained Professionals and Claims Agent

AlixPartners LLP
Bates White LLC
Evert Weathersby Houff
Jones Day
K&L Gates LLP
Kurtzman Carson Consultants LLC
Rayburn Cooper & Durham, P. A.

Debtors' Significant Ordinary Course Professionals, Consultants, and Service Providers

Adler Cohen Harvey Wakeman & Guekguezian LLP
Belin McCormick PC
Cardno Chemrisk
Christopher Shea Goodwin, Attorney at Law LLC
Courington Kiefer & Sommers LLC
entons Bingham Greenebaum LLP
Foley & Lardner LLP
Fox Rothschild LLP
Frantz McConnell and Seymour LLP
Frilot LLC
Gordon Rees Scully Mansukhani, LLP
Kemp Smith LLP
Kenny Shelton Liptak and Nowak LLP
Kitch, Drutchas, Wagner, Valitutti & Sherbrook
Kuchler Polk Weiner, LLC
Law Offices of Timothy Clark, P.A.
Litchfield Cavo LLP
Maron Marvel Bradley Anderson & Tardy LLC
Marshall Dennehey Warner Coleman and Goggin
McAfee & Taft Meagher & Geer P.L.L.P.
Nelson Mullins Riley and Scarborough LLP

Parker Poe Adams & Bernstein LLP
Parsons Behle
Pascarella Divita PLLC
Prindle Goetz Barnes & Reinholtz
Rasmussen, Dickey & Moore LLC
Snell & Wilmer LLP
Spotts Fain, PC
The Roberts Litigation Group
Tucker Ellis LLP
Ugrin Alexander Zadick PC
Verrill Dana LLP

Known Professionals for Certain Non-Debtor Parties in Interest

McCarter & English, LLP

Contractually Indemnified Parties

Ansaldo S.p.A.
ASD Acquisition Corp.
Dresser-Rand Company
Flowserve Corporation
Flowserve Red Corporation
FRC Acquisitions LLC
Ideal Standard International Holding Sari
Ingersoll-Dresser Pump Company
Ingersoll-Rand U.S. HoldCo., Inc
Murray Turbomachinery Corporation
Rail Acquisition Corp.
Tuthill Energy Systems
Tuthill Pump Company
WABCO Holdings Inc.
Westinghouse Air Brake Company (or WABCO)

Major Suppliers of Goods and Services

Trane Technologies Company LLC
Trane U.S., Inc.

Law Firms with Significant Representations of Asbestos Claimants

Baron & Budd, PC
Bevan & Associates, LPA, Inc.
Brent Coon & Associates
Cooney & Conway
Early, Lucarelli, Sweeney & Meisenkothen
Goldberg, Persky White, P.C.
Howard & Reed

Law Offices of Peter G. Angelos, P.C.
Motley Rice LLC
Nix, Patterson, LLP
Provost Umphrey Law Firm, L.L.P.
Reaud, Morgan & Quinn, L.L.P.
Simmons Hanly Conroy LLC
SWMW Law, LLC
The Ferraro Law Firm, P. A.
The Gori Law Firm PC
The Lanier Law Firm, P.C.
The Law Offices of Peter T. Nicholl
Weitz & Luxenberg, PC
Wilentz, Goldman & Spitzer, P.A.

Material Insurers

Affiliated FM Insurance Company
AIG Property Casualty Company
AIU Insurance Company
Allianz Underwriters Insurance Company
Allstate Insurance Company
Employers Insurance Company of Wausau
Fireman's Fund Insurance Company
Granite State Insurance Company
Hudson Insurance Company
Landmark Insurance Company
Lexington Insurance Company
National Union Fire Insurance Company of
Pittsburgh, PA
TIG Insurance Company
Travelers Casualty and Surety Company

**Employees of the Bankruptcy Administrator's
Office for the Western District of North
Carolina**

Alexandria Kenny
Anne Whitley
David Shepherd
Katrina Adams
Sarah Scholz
Shelley K. Abel

**Bankruptcy Judges for the Western District of
North Carolina**

Judge George Hodges (Charlotte)
Judge J. Craig Whitley (Charlotte)
Judge Laura T. Beyer (Charlotte)

Schedule 2
Schedule of Known Parties Interest That Have Formerly Employed Winston
or Affiliates of Known Parties in Interest that Currently Employ Winston
in Matters Unrelated to the Debtors or the Chapter 11 Case

Entity	Relationship to Debtor	Relationship to Winston
Advent International Corp.	Major Current Business Affiliations of Debtors' Managers	Advent International Corp. is a majority investor in certain current and former clients who retained Winston on unrelated matters.
Affiliated FM Insurance Company	Material Insurers	Current client in unrelated matters
AIG Property Casualty Company	Material Insurers	Current and former client in unrelated matters
Allianz Underwriters Insurance Company	Material Insurers	Affiliates are/were current and former clients in unrelated matters.
Baron & Budd, PC	Law Firms with Significant Representations of Asbestos Claimants	See specific disclosure.
Cooney & Conway	Law Firms with Significant Representations of Asbestos Claimants	See specific disclosure.
Flowserve Corporation	Contractually Indemnified Parties	Former client in unrelated matters
Flowserve Red Corporation	Contractually Indemnified Parties	Affiliate was former client in unrelated matters.
Granite State Insurance Company	Material Insurers	Affiliate (AIG) is current and former client in unrelated matters
JP Morgan Chase	Depository and Disbursement Banks	Current and former client in unrelated matters
Landmark Insurance Company	Material Insurers	Affiliate (AIG) is current and former client in unrelated matters
Lexington Insurance Company	Material Insurers	Affiliate (AIG) is current and former client in unrelated matters
National Union Fire Insurance Company of Pittsburgh, PA	Material Insurers	Affiliate (AIG) is current and former client in unrelated matters
Navigant Consulting, Inc.	Parties to Material Contracts, Unexpired Leases, and License Agreements with the Debtors	Current client in unrelated matters
Travelers Casualty and Surety Company	Material Insurers	Current and former client in unrelated matters