

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION

In re

ALDRICH PUMP LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-30608 (LMJ)

(Jointly Administered)

OFFICIAL COMMITTEE OF ASBESTOS
PERSONAL INJURY CLAIMANTS,

Plaintiff,

v.

ALDRICH PUMP LLC, MURRAY BOILER
LLC, TRANE TECHNOLOGIES COMPANY
LLC, and TRANE U.S. INC.,

Defendants.

Adv. Pro. No. 21-03029

OFFICIAL COMMITTEE OF ASBESTOS
PERSONAL INJURY CLAIMANTS, on behalf of
the estates of Aldrich Pump LLC and Murray
Boiler LLC,

Plaintiff,

v.

INGERSOLL-RAND GLOBAL HOLDING
COMPANY LIMITED, TRANE
TECHNOLOGIES HOLDCO INC., TRANE
TECHNOLOGIES COMPANY LLC, TRANE
INC., TUI HOLDINGS INC., TRANE U.S. INC.,
and MURRAY BOILER HOLDINGS LLC,

Defendants.

Adv. Pro. No. 22-03028

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.



OFFICIAL COMMITTEE OF ASBESTOS
PERSONAL INJURY CLAIMANTS on behalf of
the estates of Aldrich Pump LLC and Murray
Boiler LLC,

Plaintiff,

v.

TRANE TECHNOLOGIES PLC, INGERSOLL-
RAND GLOBAL HOLDING COMPANY
LIMITED, TRANE TECHNOLOGIES HOLDCO
INC., TRANE TECHNOLOGIES COMPANY
LLC, TRANE INC., TUI HOLDINGS INC.,
TRANE U.S. INC., MURRAY BOILER
HOLDINGS LLC, SARA BROWN, RICHARD
DAUDELIN, MARC DUFOUR, HEATHER
HOWLETT, CHRISTOPHER KUEHN,
MICHAEL LAMACH, RAY PITTARD, DAVID
REGNERY, AMY ROEDER, ALLAN
TANANBAUM, EVAN TURTZ, MANLIO
VALDES, and ROBERT ZAFARI

Defendants.

Adv. Pro. No. 22-03029

**PLAINTIFF'S REPLY IN SUPPORT OF ITS
MOTION TO AMEND CASE MANAGEMENT ORDER**

The Official Committee of Asbestos Personal Injury Claimants (the “Committee” or “Plaintiff”) respectfully submits this reply in further support of the *Plaintiff’s Motion to Amend Case Management Order* [Adv. Pro. No. 21-03029, ECF No. 168; Adv. Pro No. 22-03028, ECF No. 97; Adv. Pro No. 22-03029, ECF No. 80]² (the “CMO Motion”),³ and in response to *Defendants’ Objection to the Official Committee of Asbestos Personal Injury Claimants’ Motion to Amend Case Management Order* [Adv. Pro. No. 21-03029, ECF No. 176; Adv. Pro No. 22-03028, ECF No. 103; Adv. Pro No. 22-03029, ECF No. 83] (the “Objection”). For the reasons stated in the CMO Motion and below, the CMO Motion should be granted.

PRELIMINARY STATEMENT

1. Defendants’ response to Plaintiff’s CMO Motion (*i.e.*, the Motion to Stay, the 2004 Motion, and now the Objection) is outsized at best. At worst, Defendants’ position in these filings tries to impose new legal standards that are not applicable to the relief sought and misstates the history of these chapter 11 cases⁴—including Defendants’ silence as to their contribution to the purported “delay,”⁵ a delay that, in any event, is not a basis to deny the CMO Motion or to stay the

² References herein to “ECF No.,” unless otherwise stated, shall refer to filings in the case *In re Aldrich Pump LLC et al.*, No. 3:20-bk-30608 (LMJ) (Bankr. W.D.N.C.).

³ Capitalized terms not otherwise defined herein have the same meaning as in the CMO Motion.

⁴ Notably, Defendants rely heavily on the position that Judge Whitley made all his prior rulings permitting these Adversary Proceedings to progress “long before” the Motion to Dismiss was filed. *See* Obj. at 8; *see also* Motion to Stay at 12. That simply isn’t true. In response to the Motion to Dismiss, Defendants filed the *Motion to Withdraw Derivative Standing from the Official Committee of Asbestos Personal Injury Claimants* [ECF No. 1814], which Judge Whitley adjudicated and ruled against Defendants, once again. *See Order Denying Debtor’s Motion to Withdraw Derivative Standing from the Official Committee of Asbestos Personal Injury Claimants* [ECF No. 2046]. Thus, the “changed circumstances” claimed by Defendants simply are not real.

⁵ Among other things, Defendants assert that, “[g]iven that the Parties have not yet even agreed to document custodians and search terms in the Adversary Proceeding, the Defendants’ Proposed Adversary Proceedings CMO is the only realistic proposed schedule before this Court.” Obj. at 10–11. Yet any lack of agreement at this stage is entirely of the Defendants’ own making. In reality, on June 11, 2024, Plaintiff designated proposed custodians. Despite repeated requests, Defendants did not provide individualized objections to Plaintiff’s proposed custodians, as required under Rule 26(b)(2)(B), until *this month*, on October 10, 2025.

Adversary Proceedings.

2. The entire purpose of the Proposed Amended CMO is to ensure no further delay by any party—including Defendants—and to progress the Adversary Proceedings as efficiently as possible. Defendants’ insistence on prioritizing estimation over litigation is plainly strategic, aimed at trying to moot the Adversary Proceedings.⁶ Plaintiff, on the other hand, simply seeks to move forward with the Adversary Proceedings, for which discovery is already underway.⁷ *See* CMO § C.2–5.

3. Setting aside Defendants’ rhetoric,⁸ Defendants object to the CMO Motion for the same reasons espoused in their Motion for Stay.⁹ Additionally, Defendants state in the alternative, based in part on the competing proposed CMOs, that the Adversary Proceedings should be permitted to proceed solely as to certain aspects of fact discovery, leaving the outstanding steps to trial open-ended (*see* Obj. at 3–4, 10–11). Such an approach is again designed to ensure the Adversary Proceedings are delayed behind the estimation contested matter in the main case to strategically attempt to moot them. *See id.* at 4–8.

4. While Plaintiff responds to Defendants’ various objections as set forth herein,

⁶ *See, infra*, ¶11.

⁷ Defendants’ assertion that the Clerk’s Office issued Notices of Intent to Dismiss the Adversary Proceedings on account of inactivity (Obj. at 6) is inapposite. As noted in the Plaintiff’s Objection and Response to the Notices of Intent to Dismiss, although nothing was filed on the dockets, the parties had been actively engaged in various discovery matters in these proceedings. *See, e.g., Plaintiff Official Committee of Asbestos Personal Injury Claimants’ Objection and Response to Notices of Intent to Dismiss* [Adv. Pro. No. 21-03029, ECF No. 148, Adv. Pro. No. 22-03028, ECF No. 77, Adv. Pro. No. 22-03029, ECF No. 61].

⁸ For the sake of the record, Plaintiff wholly rejects Defendants’ contentions, including without limitation that (a) there have been “years of no meaningful activity in the Adversary Proceedings,” Obj. at 3, (b) the Committee seeks to set “wholly unrealistic” and “wholly unworkable” deadlines, *id.* at 3–4, and (c) “progress in the Adversary Proceedings has lagged far behind the Estimation Proceeding for the entire history of these cases.” *Id.* at 3.

⁹ Specifically, Defendants object to the CMO Motion as follows: (A) applying unsupported legal standards, Defendants claim the Plaintiff has failed to make the requisite proofs to warrant an amended CMO, *see* Obj. at 3, 5, (B) Defendants claim the Adversary Proceedings are not ripe, *see id.* at 3, 4, and (C) Defendants claim this Court is divested of jurisdiction based on a notice of appeal filed over 21 months ago. *See id.* at 4.

Plaintiff respectfully submits that the more productive path would be to adjudicate the outstanding disputes between Plaintiff's Proposed Amended CMO and Defendants' proposal, appended to the Objection as Exhibit A (the "Defendants' Proposed Amended CMO"). *See, infra*, Section V. Given the limited areas of disagreement in the competing proposed CMOs, including agreement to proceed through fact discovery up to filed motions to compel, Plaintiff questions the depth of Defendants' opposition to prosecuting the Adversary Proceedings. For ease of review and productive analysis, a comparison of Plaintiff's Proposed Amended CMO to Defendants' Proposed Amended CMO is appended hereto as **Exhibit A**. Further, an analysis of the outstanding issues between the two proposed CMOs is found in Section V below.

5. For the reasons described herein, the CMO Motion, and further illuminated in *Plaintiff's Objection to the Motion to Stay* [ECF No. 2842; Adv. Pro. No. 21-03029, ECF No. 177; Adv. Pro. No. 22-03028, ECF No. 104] (the "Objection to the Motion to Stay"), which is incorporated herein by reference, Defendants' Objection should be overruled.

REPLY

I. The Court Should Reject Defendants' Purported Standards for Amending a CMO

6. Defendants claim that, in seeking to amend an existing CMO, Plaintiff must show "how expediting a trial of the Adversary Proceedings will help progress these cases or benefit the estates in any way." Obj. at 3. Defendants cite no law to support this position, because that is not the law.

7. By Defendants' logic, any action that diverges from the Debtors' preferred path to proceed in these cases would, thereby, "not benefit the estate" or fail to "progress these cases." Defendants effectively ask this Court to exceed its authority by repealing applicable fraudulent

transfer statutes and invalidating the equitable remedy of substantive consolidation.¹⁰

8. The Court has already determined that Defendants are not in a position to dictate what causes of action necessarily benefit the estate. *See* Order Granting Standing. Prosecuting the pending Adversary Proceedings, by definition, progresses certain aspects of these chapter 11 cases. As Judge Whitley previously observed, there is a real possibility that the Corporate Restructuring is a fraudulent transfer. Jan. 27, 2022 Hr’g Tr. at 16:16–17:5, 21:6–12. Moreover, the substantive consolidation of the Debtors with their “good company” non-debtor counterparts would certainly benefit the estate and its beneficiaries, who were separated from direct access to those assets as a result of the Corporate Restructuring. Therefore, of course there is a benefit to the estate—to ensure all estate causes of action and those causes of action permitted under the Bankruptcy Code are properly adjudicated. All asbestos claimants will benefit from the progression of the Adversary Proceedings. Accordingly, Defendants’ manufactured (and unsupported) legal standard to amend an existing CMO should be rejected.

II. Plaintiff Meets Standards for an Amended CMO, While Defendants Fail to Meet Requested Relief Standards

9. In asking for estimation to be wholly adjudicated before the Adversary Proceedings progress further, Defendants seek to relitigate an issue that was already addressed repeatedly by the Court. *See* Obj. to Mot. to Stay ¶¶ 11–13, 25–30. Defendants’ requested relief (*i.e.*, a temporary or permanent stay of the Adversary Proceedings), is governed by either (a) the standards for reconsideration or vacatur of the Court’s prior orders on this issue or (b) the standards for a stay pending appeal. As further described in Plaintiff’s Objection to the Motion to Stay, Defendants

¹⁰ *De Soto Sec. Co. v. Comm’r of Internal Revenue*, 235 F.2d 409, 411 (7th Cir. 1956) (“[C]ourts can only interpret congressional acts. They cannot legislate.”); *see also* *U.S. v. Payner*, 447 U.S. 727, 737 (1980) (declining to confer a “supervisory power” to the judiciary “to disregard the considered limitations of the law it is charged with enforcing.”).

failed to meet any of the standards applicable to motions for reconsideration, vacatur, or a stay pending appeal. *See id.* at ¶¶ 24–33. Thus, no stay—permanent or otherwise—should apply to the Adversary Proceedings; rather, the Adversary Proceedings should continue as the Court already ruled.

10. Conversely, Plaintiff relies on significant precedent applicable to case management orders (*see* CMO Mot. at 24), as well as the authority granted under section 105(a) of the Bankruptcy Code and Rule 7016¹¹ of the Federal Rules of Bankruptcy Procedure. Because Plaintiff has met its burden, Plaintiff respectfully submits that the CMO Motion should be granted.

III. Defendants’ Claims of Lacking Ripeness Fail

11. Defendants argue that the Adversary Proceedings are not ripe—“*and may never be ripe*”—for adjudication. Obj. at 3 (emphasis added). As to the latter position, it now seems Defendants intend to somehow *permanently* moot claims that challenge the Defendants’ prepetition actions. *See id.*; *see also*, Mot. to Stay ¶ 62. While the issue of permanently mooting the Adversary Proceedings is not ripe for consideration in the pending motion practice, for the sake of the record, Plaintiff submits that any adjudication of the estimation matter pending in the main case is not dispositive as to the claims underlying the Adversary Proceedings. *See also* Obj. to Mot. to Stay at ¶¶ 27–31.

12. Similarly, Plaintiff remains perplexed by Defendants’ argument that, somehow, claims of fraudulent transfer, breach of fiduciary duty, and substantive consolidation are not yet ripe because Defendants are in the midst of pursuing an estimation process for asbestos claims.

¹¹ In Plaintiff’s CMO Motion, Bankruptcy Rule 7016 was referred to in error as Bankruptcy Rule 7026 (Adv. Pro. No. 21-03029, ECF No. 168, Adv. Pro. No. 22-03028, ECF No. 97, Adv. Pro. No. 22-03029, ECF No. 80, ¶ 22). This reference was a clerical error.

As this Court well knows, estimation of claims for plan purposes is, at best, a contested matter subsumed within the plan process. Nothing about this case (asbestos or otherwise) changes that metric. And, estimation for plan purposes is not a dispositive proceeding with respect to the issues underlying the Adversary Proceedings.¹² More specifically, the consideration exchanged through the Texas Two Step is only one aspect of the fraudulent transfer analysis (for example, it is only one of more than 10 badges of fraud to consider in claims for actual fraudulent transfer),¹³ and certainly has no bearing with respect to the standards for substantive consolidation.

13. And, for the reasons described more fully in Plaintiff's Objection to the Motion to Stay (¶¶ 46–47), Defendants' other arguments that the Adversary Proceedings are not ripe also do not hold water. Whether the non-debtor affiliates sufficiently fund any of the Debtors' requests under their Funding Agreements in the future is irrelevant to the merits of the fraudulent transfer claims (as the analysis is based on the consideration made *at the time of the transfer*), and also

¹² Defendants also note Plaintiff's objections and responses in the Adversary Proceedings in which it states that certain information will come from the estimation matter, which remains pending. *See* Obj. at 5. However, Defendants again share half the story, as Plaintiff noted its intention to further meet and confer on this issue, and Defendants have not been in a position to date to discuss Plaintiff's objections during the parties' last few meet and confers.

¹³ The attendant claims in the Fiduciary Duty Proceeding also do not require an analysis of any values ascribed to the asbestos claims. *See Sykes v. Health Network Sols., Inc.*, 372 N.C. 326, 339 (2019) (for claims of breach of fiduciary duty, "a plaintiff must show that: (1) the defendant owed the plaintiff a fiduciary duty; (2) the defendant breached that fiduciary duty; (3) the breach of the fiduciary duty was the proximate cause of injury to the plaintiff."); *Beard Research, Inc. v. Kates et al.*, 8 A.3d 573, 601—02 (Del. Ch. 2010) (same); *Basho Techs. Holdco B, LLC v. Georgetown Basho Investors, LLC*, 2018 WL 3326693, at *24 (Del. Ch. July 6, 2018) (same); *First United Pentecostal Church of Beaumont v. Parker*, 514 S.W.3d 214, 220 (Tex. 2017), *aff'd sub nom. ASDI, Inc. v. Beard Research, Inc.*, 11 A.3d 749 (Del. 2010) (same). *See also In re Rural Metro Corp. Stockholders Litig.*, 88 A.3d 54, 80 (Del. Ch. 2014) (noting that claims for aiding and abetting a breach of fiduciary duty include "four elements: (i) the existence of a fiduciary relationship, (ii) a breach of the fiduciary's duty, (iii) knowing participation in the breach by the non-fiduciary defendants, and (iv) damages proximately caused by the breach."); *Stewart v. Wilmington Tr. SP Servs., Inc.*, 112 A.3d 271, 320 (Del. Ch.), *aff'd*, 126 A.3d 1115 (Del. 2015) (same); *Kinzbach Tool Co. v. Corbett-Wallace Corp.*, 138 Tex. 565, 574 (1942) (noting liability "where a third party knowingly participates in the breach of a duty of a fiduciary"). *See also Eli Research Inc. v. United Commun. Grp., LLC*, 312 F. Supp. 2d 748, 763 (M.D.N.C. 2004) (citing *Pleasant Valley Promenade, L.P., v. Lechmere, Inc.*, 120 N.C. App. 650, 657 (1995)). *See also Lesikar v. Rapoport*, 33 S.W.3d 282, 301 (Tex. App. 2000) ("[t]he elements of a civil conspiracy are: (1) two or more persons; (2) an object to be accomplished; (3) a meeting of the minds; (4) one or more unlawful, overt acts; and (5) damages as the proximate result.") (internal citations omitted); *Microsoft Corp. v. Amphus, Inc.*, No. CV 8092-VCP, 2013 WL 5899003, at *15 (Del. Ch. Oct. 31, 2013) (same).

has no bearing on the claims that the Debtors should be substantively consolidated with their non-debtor affiliates. Thus, the estimation analysis is irrelevant and need not be resolved before the Adversary Proceedings are adjudicated.

IV. Debtors' Claims of Divested Jurisdiction Also Fail

14. For the reasons described more fully in Plaintiff's Objection to the Motion to Stay, Defendants' arguments that this Court is divested of jurisdiction over the Adversary Proceedings should not be countenanced. To start, the Motion for Leave to Appeal¹⁴ is still pending, so any perceived jurisdictional issue (however disputed) is not yet ripe. Second, the divestiture principle does not apply to interlocutory orders like the order on the Motion to Dismiss. Third, the divestiture principle exists to safeguard the integrity of the *appellate* process, not the bankruptcy case or its adversary proceedings. Fourth, if this Court were to apply Defendants' logic, all matters before this Court would need to be stayed, including Defendants' estimation matter. *See* Obj. to Mot. to Stay ¶¶ 34–44.

V. Defendants' Outstanding Disputes in Proposed Amended CMO Should be Denied

15. Defendants request that, if the Court were to decline to issue a stay, Defendants' Proposed Amended CMO be entered. *See* Obj. at 10–11. Notably, while Defendants claim Plaintiff proposed “wholly unrealistic deadlines,” *see* Obj. at 3, by virtue of their competing CMO, it appears Defendants agree with at the least establishing deadlines through and including the end of non-expert fact discovery. *See* Ex. A §§ C.5.i–viii.

16. In summary fashion as to the outstanding material disputes in the competing

¹⁴ *Consolidated Motion for Leave to Appeal the Orders Denying the Aldrich Committee's, Mr. Robert Semian and Forty-Six Other MRHFM Plaintiffs', and Mr. Wilson Buckingham and Ms. Angelika Weiss's Motion to Dismiss*, [Case No. 3:24-cv-00284 (FWV), ECF No. 39] (the “Motion for Leave to Appeal”).

proposed CMOs:

a. **Adding “Motions to Stay” (Ex. A §§ B.1.iv, B.2.iv)** – By these edits, Defendants seek unlimited authority to continue filing motions to stay these Adversary Proceedings, irrespective of the prior rulings in this case and the very ruling this Court will issue as to the pending Motion to Stay.¹⁵ But the Motion to Stay has been filed, thereby mooted these proposed edits, and to the extent Defendants seek carte blanche to continue relitigating the stay issue despite prior rulings (and even after this Court issues a ruling on the currently pending Motion to Stay), for the reasons set forth herein and in the Plaintiff’s Objection to the Motion to Stay, it should be denied.

b. **Substantial Completion of Production Deadline (Ex. A § C.5.vi)** – By this edit, Defendants seek six months (to Plaintiff’s three months) to substantially complete production of documents after custodians and search terms are determined. Given Plaintiff has certain discovery already by virtue of ripening the preliminary injunction discovery in these Adversary Proceedings (*see* CMO at C.2 & 4), the remaining discovery responsive to the requests in these Adversary Proceedings is expected to be finite. Three months to review and produce such documents, after the Defendants have already collected them and have been aware of Plaintiff’s proposed search terms and custodians for over a year, should suffice.

c. **Motion to Compel Deadline (Ex. A § C.5.viii)** – By this edit, Defendants seek to limit the timeline for Plaintiff to review, analyze, and finalize any motions to compel. Plaintiff proposes such motions may be filed within 60 days after the completion of privilege logs, Defendants seek to limit this timeline to 30 days. As is often the case in discovery, productions are made up to and including the substantial completion deadline, oft times with certain key documents requiring a heightened level of review produced at the end of discovery. Thus, to the extent significant productions (in size and/or substance) arrive near the end of document production and production of the privilege log, Plaintiff will be prejudiced by an unreasonably short timeline to complete review, analysis, and finalizing of any motions to compel, should the need arise. Accordingly, Plaintiff submits that the 60-day window is reasonable.

d. **Remaining Case Management Deadlines (Ex. A §§ C.5.ix–xiii, D, E.1)** – By these edits, Defendants propose to remove any and all deadlines beyond the submission of motions to compel. Conversely, Plaintiff proposed a framework and set of deadlines to ensure prompt resolution of these Adversary Proceedings, (*see* Ex. A §§ C.5.ix–xiii, D.1–2) along with provisions to account for the possible extension of timelines if the need arises (*see* Ex. A §§ C.5.ix, E.1). For the reasons set forth herein, Plaintiff submits that Plaintiff’s Proposed Amended CMO as to these provisions is reasonable and ensures continued and prompt progression of the Adversary Proceedings to their conclusion.

e. **Miscellaneous Provisions (Ex. A § E.2–4)** – By these edits, Plaintiff proposed to include provisions known to all parties to be either required provisions in CMOs entered in the

¹⁵ As also noted in Defendants’ proposed edits to Section C.5.ix, Defendants provided optionality to dispute the application of any future deadlines. *See* Ex. A § C.5.ix (noting that the Court will determine any appropriate deadlines beyond the completion of privilege logs).

Middle District of North Carolina or otherwise required by this Court. *See* Form Scheduling Order, Form NCMB-224, United States Bankruptcy Court for the Middle District of North Carolina, located at <https://www.ncmb.uscourts.gov/forms/scheduling-order-contained-ap-package>.¹⁶ Plaintiff informed Defendants as to the rationale for each of these provisions or edits. Thus, to the extent Defendants continue to dispute these provisions, Plaintiff submits they are both reasonable and appropriate, if not also required by prior ruling of this Court.

[continued on the next page]

¹⁶ While the United States Bankruptcy Court Western District of North Carolina does not have a Local Form for case management orders, being mindful of the Local Forms and Local Rules in the Court's usual seat, Plaintiff's Proposed Amended CMO includes the "consent to entry of a final judgment" language found in the local form titled "Scheduling Order (contained in the AP Package)" (the "Form Scheduling Order"). *See* Bankr. M.D.N.C. Local Form NCMB-224 ¶ 8. The Form Scheduling Order dictates that the language should be included "if any party has asserted a right to a jury trial." *Id.* Further, the Middle District Bankruptcy Court's Local Rules state, "[i]n any scheduling memorandum submitted to the court, a party must indicate whether the party expressly consents to the entry of a final order or judgment by the court with respect to all matters, issues, or claims for relief, and, therefore, waives the right, if any, to a jury trial." M.D.N.C. LBR 9015-1. The case management order governs each adversary proceeding between Plaintiff and Defendants, and Plaintiff has asserted a right to a jury trial in both the Fraudulent Transfer Proceeding and Fiduciary Duty Proceeding. *See Complaint* [Adv. Pro. No. 22-03028, ECF No. 1] ¶ 185; *Complaint* [Adv. Pro. No. 22-03029, ECF No. 1] ¶ 203).

CONCLUSION

The Committee respectfully requests that this Court (a) enter Plaintiff's Proposed Amended Case Management Order, substantially in the form attached as **Exhibit A** to the CMO Motion, (b) deny the Objection, and (c) grant such other and further relief as is just and proper.

Dated: October 20, 2025

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LAMACH, RAY PITTARD, DAVID
REGNERY, AMY ROEDER, ALLAN
TANANBAUM, EVAN TURTZ, MANLIO
VALDES, and ROBERT ZAFARI

Defendants.

Adv. Pro. No. 22-03029

[PROPOSED] CASE MANAGEMENT ORDER

This matter coming before the Court on the motion filed by the Plaintiff (the “**Plaintiff’s Motion**”)² and defendants’ letters (the “**Defendants’ Letters**”)³ (collectively, the “**Pleadings**”)⁴ in the above-captioned adversary proceedings (collectively, the “**Adversary Proceedings**”) and the above-captioned base case (the “**Bankruptcy Case**”); the Court having

² See Adv. Pro. No. 3:21-ap-03029, Dkt. No. 109; Adv. Pro. No. 3:22-ap-03028, Dkt. No. 26; Adv. Pro. No. 3:22-ap-03029, Dkt. No. 22.

³ See Adv. Pro. No. 3:21-ap-03029, Dkt. Nos. 106 & 107; Adv. Pro. No. 3:22-ap-03028, Dkt. Nos. 24 & 25; Adv. Pro. No. 3:22-ap-03029, Dkt. Nos. 20 & 21.

⁴ Capitalized terms used but not otherwise defined herein shall have the meanings given to such terms in the Motion.

reviewed the Pleadings and the other papers filed related thereto and having considered the statements of counsel related thereto at a hearing before the Court on [_____, 2025] (the “Hearing”); the Court finding that (a) the Court has jurisdiction for purposes of entering this Order pursuant to 28 U.S.C. §§ 157 and 1334, (b) venue for purposes of entering this Order is proper in this district pursuant to 28 U.S.C. § 1409, (c) notice of the Pleadings and the Hearing was sufficient under the circumstances, and (d) implementation of the case management procedures described herein in connection with the Adversary Proceedings⁵ is (i) fair and reasonable, (ii) consistent with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and the Local Rules, and (iii) appropriate under the circumstances; and the Court having determined that just cause exists for the relief granted herein;

IT IS HEREBY ORDERED THAT:

A. The Plaintiff’s Motion

1. The Plaintiff’s Motion is GRANTED to the extent set forth herein and on the record of the Hearing (which is incorporated herein by reference).
2. Entry of this Case Management Order and agreement to the provisions set forth herein are not intended to be a waiver of any right to timely challenge the jurisdiction of the Bankruptcy Court, including, without limitation, the jurisdiction of the Bankruptcy Court to enter final orders in non-core matters, or the waiver of a right to a jury trial, all of which are expressly reserved. Plaintiff and Defendants further reserve the right to request the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal and reserve all other rights, claims, actions, defenses, setoffs or recoupments to which Defendants are or may be entitled under agreements, in law, in equity, or otherwise, all of which rights, claims, actions, defenses, setoffs and recoupments are expressly reserved. To the extent applicable or not previously waived, the deadline to file a motion pursuant to Local Rule 7007-1(b) will be established in a separate case management order negotiated by the parties and/or ordered by the Court.

⁵ Adv. Pro. No. 3:21-ap-03029, Dkt. No. 1, ¶ 11; Adv. Pro. No. 3:22-ap-03028, Dkt. No. 1, ¶ 11; Adv. Pro. No. 3:22-ap-03029, Dkt. No. 1, ¶ 11.

B. Adversary Proceedings Deadlines

1. *Substantive Consolidation Proceeding*

- i. Defendants in the Substantive Consolidation Proceeding answered the Complaint in that proceeding. The filing of such answers in the Substantive Consolidation Proceeding shall not trigger the entry of any pre-trial orders or deadlines until ordered by the Court.
- ii. Discovery in the Substantive Consolidation Proceeding shall proceed according to the Discovery Protocol set forth in Section C below.
- iii. No notice of the Substantive Consolidation Proceeding shall be served on creditors of New TTC and New Trane at this time, and no list of creditors shall be provided by New TTC and New Trane to the Committee, all of which shall be held in abeyance subject to further order of the Court on a motion by one or more of the parties. The timing and content of any such notice, if needed, shall be agreed upon by the parties and/or ordered by the Court after notice and a hearing.
- iv. Defendants are not precluded from filing timely dispositive motions or motions to stay (other than motions to dismiss in lieu of an answer pursuant to Fed. R. Civ. P. 12(b)(6), made applicable by Fed. R. Bankr. P. 7012). A briefing schedule for any such dispositive motion(s) or motion(s) to stay shall be negotiated by the parties and/or ordered by the Court.

2. *Fraudulent Transfer Proceeding*

- i. All defendants to the Fraudulent Transfer Proceeding have executed consents to acceptance of service and, thus, are deemed duly served.
- ii. Defendants to the Fraudulent Transfer Proceeding filed an answer and affirmative defenses on **September 9, 2022**.
- iii. Discovery in the Fraudulent Transfer Proceeding shall proceed according to the Discovery Protocol set forth in Section C below.
- iv. Plaintiffs and Defendants are not precluded from filing timely dispositive motions or motions to stay (other than motions to dismiss in lieu of an answer pursuant to Fed. R. Civ. P. 12(b)(6), made applicable by Fed. R. Bankr. P. 7012). A briefing schedule for any such dispositive motion(s) or motion(s) to stay shall be negotiated by the parties and/or ordered by the Court.

3. *Fiduciary Duty Proceeding*

- i. All defendants to the Fiduciary Duty Proceeding have executed consents to acceptance of service and, thus, are deemed duly served.
- ii. The Fiduciary Duty Proceeding shall be stayed in its entirety, including with respect to all discovery, pending the entry of final orders resolving the Fraudulent Transfer Proceeding and the Substantive Consolidation Proceeding. “**Final**” means, with respect to any order of court, that such order represents a final and binding determination of all issues within its scope and is not subject to further review on appeal or otherwise. Without limitation, an order becomes “**Final**” when: (a) no appeal has been filed and the prescribed time for commencing any appeal has expired; or (b) an appeal has been filed and either (i) the appeal has been dismissed and the prescribed time, if any, for commencing any further appeal has expired, or (ii) the order has been affirmed in its entirety and the prescribed time, if any, for commencing any further appeal has expired. For purposes of this Paragraph, an “**appeal**” includes appeals as of right, discretionary appeals, interlocutory appeals, proceedings involving writs of certiorari or mandamus, and any other proceedings seeking review, alteration, amendment or appeal of a court’s order.
- iii. Each defendant to the Fiduciary Duty Proceeding and the Committee covenants and agrees that (a) any of the findings of fact or conclusions of law set forth in any Final order in the Fraudulent Transfer Proceeding or Substantive Consolidation Proceeding shall be binding as to all Parties in the Fiduciary Duty Proceeding, except with respect to any finding of fact as to any individual Fiduciary Duty Defendant with respect to any action or inaction such individual Fiduciary Duty Defendant took or did not take, and that (b) he, she or it shall not challenge such binding finding of fact or conclusion of law on any basis.

C. Discovery Protocol

1. *Applicability of Discovery*

- i. All discovery conducted after the date of this Order as part of the Fraudulent Transfer Proceeding and the Substantive Consolidation Proceeding (collectively, the “**Post-CMO Discovery**”) shall be deemed to have occurred in all Adversary Proceedings, including, without limitation, the Fiduciary Duty Proceeding that has been stayed in its entirety pending the entry of Final orders resolving the Fraudulent Transfer Proceeding and the Substantive Consolidation Proceeding.
- ii. To avoid duplicative discovery, (a) all parties in the Adversary Proceedings shall have the right to participate in the Post-CMO Discovery; (b) each party that elects to participate in the Post-CMO Discovery consents to the jurisdiction of the Court as a party solely for the purpose of Post-CMO Discovery; and (c) except as set forth herein, each

party to the Adversary Proceedings reserves all rights, remedies, defenses and objections with respect to any such Post-CMO Discovery, except with respect to those rights, remedies, defenses and objections that were waived by such party's non-participation in any such Post-CMO Discovery.

2. *Prior Discovery in Preliminary Injunction Proceeding*

- i. All discovery (production of documents and deposition testimony) conducted in the adversary proceeding captioned *ALDRICH PUMP LLC and MURRAY BOILER LLC v. Those Parties Listed on Appendix A to Complaint*, Adv. Pro. No. 20-03041 ([LMJJCW](#)) and all other discovery that has occurred in the above-captioned Chapter 11 bankruptcy case (collectively, the "**Prior Discovery**") shall be deemed to have been conducted in connection with the Adversary Proceedings.
- ii. The incorporation of the Prior Discovery into the Adversary Proceedings shall not preclude or prejudice any party's (a) ability to seek further Post-CMO Discovery from parties, entities, or individuals who received discovery requests in connection with the Prior Discovery, or (b) right to object to any such Post-CMO Discovery on any ground. For the avoidance of doubt, each party to the Adversary Proceedings that did not participate in the Prior Discovery reserves all rights with respect to any such Prior Discovery. Notwithstanding the foregoing, the parties shall negotiate a discovery protocol and/or seek relief from the Court, as set forth in Paragraph C.3.i below.

3. *Discovery Protocol*

- i. The parties in the Fraudulent Transfer Proceeding and Substantive Consolidation Proceeding shall conduct an initial meet-and-confer to create a discovery protocol applicable in the Fraudulent Transfer Proceeding and Substantive Consolidation Proceeding, with additional meet and confers as necessary. Should the parties be unable to reach agreement on the terms of a discovery protocol, the parties shall coordinate in providing submissions to the Court and a relevant briefing schedule in advance of filing.
- ii. The following shall be included in any list of not reasonably accessible electronically stored information ("**ESI**") for purposes of search and identification of responsive documents in any discovery protocol for the Fraudulent Transfer Proceeding and Substantive Consolidation Proceeding:
 - a. Mobile devices and ESI or other data stored on mobile devices, including smart phones and tablets,⁶ subject to each custodian

⁶ For the avoidance of doubt, the term "mobile devices" does not include laptop computers.

certifying (the “**Mobile Telephone Certification**”) under penalty of perjury either that (A) they did not use a mobile telephone for business purposes⁷ during the relevant date range other than making or receiving calls, or (B) if they use a mobile telephone for such business purposes, that all data and information used for such purposes is otherwise stored in the responding party’s systems and will be collected from another source or is *de minimis*.⁸ This Mobile Telephone Certification shall be provided to the requesting party within 30 days of service of written discovery or within 30 days after such later date that the custodian is identified and agreed upon or ordered by the Court. In any case, this subparagraph also is subject to the requesting party’s reservation of right to seek such data from individual custodians where discovery indicates that data or information on mobile devices may exist responsive to the information requested and the responding party’s reservation of right to object to any such request.

- b. Instant/chat messaging (including, e.g., Slack or WhatsApp), subject to each custodian certifying (the “**Instant Message Certification**”) under penalty of perjury that they did not, during the relevant date range, use any instant messaging program, application, or platform for business purposes, other than use that was *de minimis*. This Instant Message Certification shall be provided to the requesting party within 30 days of service of written discovery or within 30 days after such later date that the custodian is identified and agreed upon or ordered by the Court. In any case, this subparagraph also is subject to the requesting party’s reservation of right to seek such data and information from individual custodians where discovery indicates that data or information in instant messaging programs, applications, or platforms may exist responsive to the information requested and the responding party’s reservation of right to object to any such request.

4. *Privilege Logs*

- i. The Debtors, New Trane, New TTC, and the Committee shall meet and confer on potential revisions to the privilege logs submitted with the Prior Discovery (the “**Privilege Logs**”) in advance of any motion practice thereon. If no agreement is reached in connection with such meet and confer, a briefing schedule for presenting the issues to the Court for a

⁷ For the avoidance of doubt, business purposes include, without limitation, the taking of notes, creation or editing of documents, and communications thereto, in each case for work-related purposes.

⁸ “*De minimis*,” as used in this Paragraph C.3.ii.a and in Paragraph C.3.ii.b below, refers to a use that is negligible and, in any event, unrelated to any substantive work on Project Omega or the Debtors’ chapter 11 case.

ruling shall be established. The parties reserve all rights regarding the privilege assertions contained in the Privilege Logs and otherwise.

5. *Additional Discovery*

- i. The parties to the Fraudulent Transfer Proceeding and the Substantive Consolidation Proceeding have conducted a conference pursuant to Fed. R. Civ. P. 26(f) (the “**Rule 26(f) Conference**”).
- ii. All parties in the Fraudulent Transfer Proceeding and the Substantive Consolidation Proceeding made initial disclosures required by Fed. R. Civ. P. 26(a)(1), and will continue to supplement their disclosures as required by the applicable rules.
- iii. Except as set forth in Section B.3.ii and subject to Section C.2.ii, the parties are not foreclosed from proceeding with Post-CMO Discovery, and all parties’ rights to object to any Post-CMO Discovery on any ground are fully preserved.
- iv. Disputes related to the provision of Post-CMO Discovery, including privilege disputes with respect to Post-CMO Discovery, shall be resolved among the parties or pursuant to further order of the Court.
- v. The Parties will agree on search terms and custodian lists for collection and production of ~~Post-CMO~~Post CMO Discovery on or before October 30, 2025. In the event the Parties are unable to agree on search terms and custodian lists by that date, they will file motions with the Court on that date for hearing at the November 20, 2025 Omnibus Hearing so the Court may rule on appropriate custodians and search terms.
- vi. Defendants shall substantially complete production of documents for ~~Post-CMO~~Post CMO Discovery on or before ~~three~~six months after the date on which custodians and search terms are determined, either by consent of the parties or court order.
- vii. Any related privilege log must also be produced within 30 days after the substantial completion of document production.
- viii. Any objections to or motions to compel concerning either document production or privilege logs must be filed within ~~60~~30 days after the completion of privilege logs.
- ix. ~~All fact (non-expert) discovery must be completed no later than May 15, 2026; provided, however, that if any discovery objections and/or motion practice related to the scope of fact discovery remain unresolved as of the date herein, this deadline will be automatically extended until resolution of and compliance with said resolution of the aforementioned fact discovery objections and/or motion practice.~~At the next scheduled omnibus hearing

after either: (a) the 30 day period described in Section C.5.viii expires and no objections or motions have been filed or (b) the Court rules on objections to and/or motions to compel described in Section C.5.viii, the Court shall set a deadline for any remaining fact discovery, along with any additional case management deadlines as deemed appropriate by the Court at that time

- ~~x. Initial reports from any retained experts under Rule 26(a)(2) are due to be exchanged no later than April 30, 2026.~~
- ~~xi. Rebuttal reports from retained experts under Rule 26(a)(2) are due to be exchanged no later than June 1, 2026.~~
- ~~xii. All expert discovery, including any depositions of experts, must be completed no later than June 30, 2026.~~
- ~~xiii. All potentially dispositive motions must be filed no later than August 14, 2026.~~

~~D. Other Case Management Deadlines~~

~~1. Pre-Trial Deadlines and Pre-Trial Conference~~

- ~~i. Any and all motions *in limine*, *Daubert* type motions, witness and exhibit lists (including any deposition designations), and joint pretrial order must be filed no later than September 30, 2026.~~
- ~~ii. A final pre-trial conference will be held in this Court on a date and time provided by the Court, no earlier than September 30, 2026.~~

~~2. Trial~~

- ~~i. Unless the district court withdraws the reference, the trials of the Fraudulent Transfer Adversary Proceeding and the SubCon Adversary Proceeding will be held in this Court, whether or not those trials are conducted separately or combined. Such trials will begin on a date and time provided by the Court, no earlier than October 15, 2026.~~

ED. Miscellaneous

1. Notwithstanding anything to the contrary in this Order, the deadlines specified herein may be extended by consent of the parties, except that leave of Court shall be required to alter, adjourn or extend the date of any hearing before the Court. ~~As set forth in Paragraph C.vi. herein, the deadline to complete fact discovery will automatically be extended if any discovery objections and/or motion practice related to the scope of fact discovery remain unresolved as of the date set forth in Paragraph C.vi. to a date upon which resolution of and compliance with said resolution of the aforementioned fact discovery objections and/or motion practice~~

~~is completed.~~ In addition, upon a showing of good cause by any party and after notice and a hearing, the Court may alter or extend any of the deadlines specified herein. The Court may consider whether the parties have complied with the terms of this Order when considering any request for a change in the deadlines.

~~2. Any party that does not consent to the Bankruptcy Court entering final judgment on all matters raised in the pleadings shall have 30 days from entry of this Order to file a motion to determine whether the Bankruptcy Court may enter a final judgment or order in any cause of action to which the non-consenting party does not consent to entry of a final judgment or order by the Bankruptcy Court. Such motion shall be accompanied by a memorandum of law in support of the motion.~~

~~3. THE FAILURE TO TIMELY MOVE TO DETERMINE WHETHER THE BANKRUPTCY COURT MAY ENTER A FINAL JUDGMENT OR ORDER WITH RESPECT TO ANY MATTER, ISSUE, OR CLAIM FOR RELIEF SHALL CONSTITUTE A WAIVER OF ANY RIGHT TO ADJUDICATION BY A COURT ESTABLISHED UNDER ARTICLE III OF THE UNITED STATES CONSTITUTION AND ANY RIGHT TO A JURY TRIAL, AND THE WAIVER SHALL BE DEEMED TO BE CONSENT TO HAVE THE BANKRUPTCY COURT ENTER FINAL JUDGMENT.~~

42. This Court shall retain exclusive jurisdiction over any and all matters arising from or related to the implementation, interpretation or enforcement of this Order.

Summary report: Litera Compare for Word 11.12.0.83 Document comparison done on 10/17/2025 2:40:26 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original filename: Exhibit A - Aldrich - Proposed Amended CMO APs(21186642.9).docx	
Modified filename: Pages from Defendants' Opposition to CMO Motion [176].docx	
Changes:	
<u>Add</u>	16
Delete	25
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
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