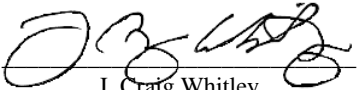


FILED & JUDGMENT ENTERED
Steven T. Salata

July 15 2020

Clerk, U.S. Bankruptcy Court
Western District of North Carolina




J. Craig Whitley
United States Bankruptcy Judge

**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 (JCW)

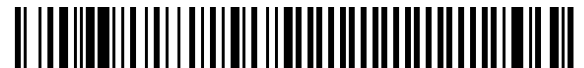
(Jointly Administered)

**ORDER AUTHORIZING THE RETENTION
AND COMPENSATION OF PROFESSIONALS UTILIZED
BY THE DEBTORS IN THE ORDINARY COURSE OF BUSINESS**

This matter coming before the Court on the *Motion of the Debtors for an Order Authorizing the Retention and Compensation of Professionals Utilized by the Debtors in the Ordinary Course of Business* [Dkt. 17] (the "Motion"),² filed by the debtors and debtors in possession in the above-captioned cases (together, the "Debtors"); the Court having reviewed the Motion and having considered the statements of counsel with respect to the Motion at a hearing before the Court (the "Hearing"); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) venue is proper in this district pursuant to

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 have the meanings given to them in the Motion.



28 U.S.C. §§ 1408 and 1409, (c) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (d) notice of the Motion and the Hearing was sufficient under the circumstances, (e) the Ordinary Course Professionals are not "professionals" within the meaning of section 327(a) of the Bankruptcy Code, (f) the OCP Payment Procedures provide all parties with sufficient notice and opportunity to object to all OCP Declarations and Monthly Statements (as such terms are defined herein), and (g) there is good cause to waive the 14-day stay imposed by Bankruptcy Rule 6004(h) to the extent it is applicable; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.

2. The Debtors are authorized to retain, employ, and pay the Ordinary Course Professionals in the ordinary course of business, effective as of the applicable Retention Date, on the terms set forth herein.

3. The Debtors are hereby permitted to pay each Ordinary Course Professional, including those identified on the OCP List attached to the Motion as Exhibit A, without prior application to the Court, subject to the following OCP Payment Procedures:

- (a) Each Ordinary Course Professional shall provide the Debtors with a declaration (an "OCP Declaration") substantially in the form attached to the Motion as Exhibit B, at the following addresses: (i) Aldrich Pump LLC and Murray Boiler LLC, 800-E Beaty Street, Davidson, North Carolina 28036 (Attn: Allan Tananbaum, Esq., atananbaum@tranetechnologies.com); (ii) Jones Day, 77 West Wacker, Chicago, Illinois 60601 (Attn: Brad B. Erens, Esq., bberens@jonesday.com, Mark A. Cody, Esq., macody@jonesday.com, and Caitlin K. Cahow, Esq., ccahow@jonesday.com); and (iii) Rayburn Cooper & Durham, P.A., 227 West Trade Street, Suite 1200, Charlotte, North Carolina 28202 (Attn: C. Richard Rayburn, Jr., Esq., rrayburn@rcdlaw.net and John R. Miller, Jr., Esq., jmiller@rcdlaw.net).

- (b) Each OCP Declaration shall certify that the relevant Ordinary Course Professional does not represent or hold an interest adverse to the Debtors or their estates with respect to the matter on which the professional is to be employed. Each such Ordinary Course Professional shall periodically update its OCP Declaration to the extent necessary to reflect new facts or circumstances relevant to its retention.
- (c) Counsel to the Debtors shall promptly file any OCP Declaration that they receive with the Court and shall serve such declaration on: (i) counsel to any Committee appointed in these cases; (ii) counsel to any FCR appointed in these cases; and (iii) the Bankruptcy Administrator, 402 West Trade Street, Suite 200, Charlotte, North Carolina 28202 (Attn: Shelley K. Abel, Esq.) (each, a "Notice Party" and, collectively with the Debtors and their counsel, the "Notice Parties").
- (d) The Notice Parties shall have 14 days after the filing and service of an OCP Declaration to object to the retention, employment, or payment of the Ordinary Course Professional filing such declaration on the terms, and pursuant to the procedures, described herein (the "Objection Deadline"). Any objecting party shall serve its objection upon the Notice Parties and the relevant Ordinary Course Professional on or before the Objection Deadline. If an objection cannot be resolved within 10 days after the Objection Deadline, then the retention, employment, or payment of the Ordinary Course Professional that is the subject of the objection shall be scheduled for hearing by the Debtors at the next regularly scheduled omnibus hearing date that is no less than 20 days from that date or on a date otherwise agreed to by the parties. The Debtors shall not be authorized to retain, employ, or pay such Ordinary Course Professional until all outstanding objections have been withdrawn, resolved, or overruled by order of the Court.
- (e) If no objection is received from any of the Notice Parties by the Objection Deadline with respect to an Ordinary Course Professional, the Debtors shall be authorized to retain, employ, and pay that Ordinary Course Professional in accordance with the OCP Payment Procedures effective as of the Retention Date.
- (f) The Debtors may pay 100% of the fees and disbursements incurred by an Ordinary Course Professional upon the submission to, and approval by, the Debtors of an appropriate monthly invoice setting forth in reasonable detail the nature of the services rendered and disbursements actually incurred during the month; provided, however, that (i) all payments of fees to Ordinary Course

Professionals shall be subject to the OCP Fee Limits, (ii) an Ordinary Course Professional can be an expert witness only if it separately discloses in its applicable monthly invoices the separate compensation received in its capacity as an expert witness, and (iii) an Ordinary Course Professional shall not hire or compensate any expert witness.

- (g) To the extent that the fees sought by any Ordinary Course Professional for a month exceed the monthly OCP Fee Limit, then such Ordinary Course Professional shall, on or before the 20th day of the month following the month for which such fees are sought, serve a "Monthly Statement" on the Notice Parties for the full amount of fees sought in such month.
- (h) If any Notice Party has an objection to the fees sought in a particular Monthly Statement, such party shall, no later than the 15th day following the service of such Monthly Statement (the "Monthly Statement Objection Deadline"), serve upon the relevant Ordinary Course Professional and the other Notice Parties a written objection setting forth the nature of the objection.
- (i) If the Debtors do not receive an objection to a given Monthly Statement on or prior to the Monthly Statement Objection Deadline, the Debtors shall promptly pay all fees identified therein.
- (j) If the Debtors receive a timely objection to a Monthly Statement, the Debtors shall withhold payment of that portion of the Monthly Statement to which the objection is directed (the "Withheld Fees") and promptly pay the remainder of the fees sought unless the Court, upon notice and a hearing, directs payment of some or all of the Withheld Fees to be made.
- (k) If (i) the parties to an objection are able to resolve their dispute and (ii) the relevant Ordinary Course Professional serves upon the Notice Parties a statement describing such resolution, then the Debtors shall promptly pay the Withheld Fees (or such lesser agreed amount) to such Ordinary Course Professional. In the absence of a resolution, the Debtors or the Ordinary Course Professional may file a motion seeking Court approval of the disputed amounts sought in a Monthly Statement and the issues raised in any objection, which may be scheduled to be heard at the next omnibus hearing date at least 14 days after the filing of such motion.
- (l) If an Ordinary Course Professional seeks payment of fees in excess of the aggregate OCP Fee Limit, such Ordinary Course Professional shall, unless the Bankruptcy Administrator agrees

otherwise or the Court orders otherwise, file a fee application with the Court for any such excess amount in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Rules of Practice and Procedure of the United States Bankruptcy Court for the Western District of North Carolina, the *Guidelines for Compensation and Expense Reimbursement of Professionals* promulgated by the Court, and any and all applicable orders of the Court.

- (m) At three-month intervals during the pendency of these Chapter 11 Cases (each such interval, a "Quarter"), beginning with the partial Quarter ending on June 30, 2020, the Debtors shall file with the Court and serve on the Notice Parties, no later than 40 days after the end of such Quarter, a statement including the following information for each Ordinary Course Professional: (i) the name of the Ordinary Course Professional, (ii) the aggregate amounts of fees and expenses incurred by such Ordinary Course Professional during the reported Quarter, and (iii) all postpetition payments made to the Ordinary Course Professional through the end of the reported Quarter.
- (n) The Debtors reserve the right to retain additional Ordinary Course Professionals from time to time during these Chapter 11 Cases by having each such Ordinary Course Professional comply with these procedures.

4. The monthly OCP Limit is \$50,000, and the aggregate OCP Limit is \$500,000 during the pendency of these Chapter 11 Cases, each subject to increase by agreement of the Notice Parties or order of the Court. For the avoidance of doubt, the OCP Fee Limits apply to each law firm on the OCP List that is retained under this Order and not to individual lawyers at such firms.

5. The entry of this Order is without prejudice to the Debtors' right to request modification of the OCP Fee Limits or other relief.

6. Notwithstanding any of the foregoing, the Debtors shall separately retain any Ordinary Course Professional that becomes materially involved in the administration of these cases, on application to and order of the Court, pursuant to section 327 of the Bankruptcy Code.

7. Trial experts not materially involved in the administration of these Chapter 11 Cases: (a) are not included within the definition of Ordinary Course Professionals used herein and in the Motion; and (b) are not subject to the OCP Fee Limits, the OCP Payment Procedures, or any other restrictions on Ordinary Course Professionals described herein.

8. Pursuant to Bankruptcy Rule 6004(h), to the extent applicable, this Order shall be immediately effective and enforceable upon its entry.

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

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

This Order has been signed electronically.
The Judge's signature and Court's seal appear
at the top of the Order.

United States Bankruptcy Court