

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION

In re	:	Chapter 11
ALDRICH PUMP LLC, <i>et al.</i> , ¹	:	Case No. 20-30608 (JCW)
Debtors.	:	(Jointly Administered)

**FIRST SUPPLEMENTAL DECLARATION OF
BRAD B. ERENS IN SUPPORT OF THE *EX PARTE*
APPLICATION OF THE DEBTORS FOR AN ORDER AUTHORIZING THEM TO
RETAIN AND EMPLOY JONES DAY AS COUNSEL AS OF THE PETITION DATE**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure

(the "Bankruptcy Rules"), I, Brad B. Erens, hereby declare:

1. I am a partner with the law firm of Jones Day and am duly authorized to make this declaration on behalf of Jones Day. I make this declaration to supplement disclosures set forth in the *Ex Parte Application of the Debtors for an Order Authorizing Them to Retain and Employ Jones Day as Counsel as of the Petition Date* [Dkt. 20] (the "Application") and the Declaration of Brad B. Erens in support thereof (the "Erens Declaration"), which was attached to the Application as Exhibit C. The facts set forth in this supplemental declaration are personally known to me and, if called as a witness, I could and would testify thereto.

2. On June 18, 2020 (the "Petition Date"), Aldrich Pump LLC and Murray Boiler LLC (together, the "Debtors") filed the Application and the Erens Declaration with the Court. By the Application, the Debtors sought authority to retain and employ Jones Day as

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.



counsel in these chapter 11 cases (the "Chapter 11 Cases"). On June 19, 2020, the Court entered an *ex parte* order [Dkt. 71] authorizing the retention of Jones Day as the Debtors' counsel in the Chapter 11 Cases. On August 18, 2020, the Court entered an amended order [Dkt. 264] authorizing the retention of Jones Day as the Debtors' counsel in the Chapter 11 Cases based on comments received to the original *ex parte* order from the Official Committee of Asbestos Personal Injury Claimants.

3. In connection with the Application, to check and clear potential conflicts of interest in the Chapter 11 Cases, Jones Day researched its client database (the "Original Conflicts Search") to determine whether it had any relationships with the individuals or institutions set forth on Schedule 1 to the Erens Declaration (collectively, the "Interested Parties"). In the Erens Declaration, I disclosed that although Jones Day represented in the past two years or currently represents certain of the Interested Parties included in the Original Conflicts Search, those representations were or are in matters unrelated to the Chapter 11 Cases, and Jones Day neither holds nor represents an interest materially adverse to the Debtors or their estates.

Supplemental Disclosure

4. In the Erens Declaration, I stated that I would, in accordance with Bankruptcy Rule 2014(a), from time to time supplement the information contained in that declaration with respect to, among other things, new relationships not set forth therein. It is my experience that during the initial period of a chapter 11 case many new parties arise that were either (a) unknown to a debtor when it filed its petition or (b) were not considered sufficiently material at that time to place on an initial list of interested parties, but, by subsequently filing notices of appearance in the case, indicate an interest in the case and thereby warrant potential inclusion on a list of interested parties.

5. Jones Day has updated the examination of its relationships with interested parties in the Chapter 11 Cases as a result of the foregoing. In particular, Jones Day looked at all of the notices of appearance filed from the Petition Date through October 2, 2020. In connection therewith, Jones Day researched its client database for the past two years (the "Supplemental Conflicts Search") to determine whether such entities are current or former clients of Jones Day. A list of the additional entities included in the Supplemental Conflicts Search (collectively, the "Additional Parties") is set forth on Schedule 1 attached hereto. Each Additional Party generally either has filed a notice of appearance in the Chapter 11 Cases or is counsel to an Additional Party.

Disinterestedness

6. To the extent that the Supplemental Conflicts Search indicated that (a) the Erens Declaration required updating or (b) Jones Day has been or currently is employed by any of the Additional Parties, the identities of those entities and the nature of, or change in, Jones Day's relationship to them are set forth on Schedule 2 attached hereto ("Schedule 2"). In each instance, any current or prior representation of an interested party is in matters unrelated to the Chapter 11 Cases. As a result, it remains the case that to the best of my knowledge, information, and belief, Jones Day represents no interest materially adverse to the Debtors, their estates, their creditors, or the Bankruptcy Administrator for the Western District of North Carolina, and Jones Day does not represent any other party with an actual or potential interest in the Chapter 11 Cases or such party's respective attorneys or accountants except as set forth in Schedule 2 and in the Erens Declaration.

7. I believe that Jones Day continues to be a "disinterested person," as defined in section 101(14) of the Bankruptcy Code and required by section 327 of the Bankruptcy Code. Despite the efforts described above to identify and disclose connections

with parties in interest in these cases, because the Debtors are part of a large enterprise and have thousands of creditors and other relationships, and because Jones Day is an international firm with more than 2,500 attorneys in 42 offices around the globe, Jones Day is unable to state with certainty that every client representation or other connection of Jones Day has been disclosed. In addition, Jones Day has not made an effort to identify every single potential party in interest in these Chapter 11 Cases, including every single insurer, the Debtors' co-defendants in the tort system, or other possible entities, beyond what was on the Schedule 1 attached to the Erens Declaration and the Schedule 1 attached hereto. In this regard, if Jones Day discovers additional information that requires disclosure, it will file an additional supplemental disclosure with the Court.

8. In addition, it is my understanding that if a conflict of interest with respect to a party set forth on Schedule 2 or another party in interest later identified in these cases should arise, the Debtors will use the services of other conflicts counsel in connection with that matter.

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

Dated: October 19, 2020
Chicago, Illinois

/s/ Brad B. Erens
Brad B. Erens

SCHEDULE 1

Aldrich Pump LLC, et al.
Additional Potentially Interested Parties

Known Professionals for Certain Non-Debtor Parties in Interest

Burt & Cordes, PLLC
Caplin & Drysdale, Chartered
Orrick Herrington & Sutcliffe LLP
Robinson & Cole, LLP
Winston & Strawn LLP

Parties That Have Filed A Notice of Appearance and Their Counsel

Bestwall LLC
Davis & Hamrick, LLP
Honeywell International Inc.
King & Spalding LLP

Insurers and Their Counsel

ACE American Insurance Company
ACE Property & Casualty Insurance Company
Accident & Casualty Co.
Accident & Casualty Insurance of Winterthur
AIG Property Casualty Insurance Company
Allianz SPA
Allianz Versicherungs AG, AM, Ins. Co.
American Guarantee & Liability Insurance Company
American Home Assurance Company
Century Indemnity Company
Certain London Market Insurance Companies
Certain Underwriters at Lloyd's of London
Chicago Ins. Co.
Columbia Casualty Company
Continental Casualty Company and Continental Insurance Company
Crowell & Moring LLP
Dairyland Insurance Company
Dentons US LLP
Duane Morris LLP
Evanston Insurance Company
Everest Reinsurance Company
Federal Insurance Company
First State Insurance Company
Government Employees Insurance Company
Insurance Company of the State of Pennsylvania
James, McElroy & Diehl, P.A.
Mays Law Firm, PLLC

Moore & Van Allen, PLLC
Nexsen Pruet PLLC
Pacific Employers Insurance Company
Rivkin Radler LLP
St. Paul Fire and Marine Insurance Company
St. Paul Guardian Insurance Company
St. Paul Surplus Lines Insurance Company
Steptoe & Johnson LLP
The Ocean Marine Insurance Company Limited
Travelers Indemnity Company
Troutman Pepper Hamilton Sanders LLP
Twin City Fire Insurance Company
United States Fidelity and Guaranty Company
Wellfleet New York Insurance Company
Westchester Fire Insurance Company
Willkie Farr & Gallagher LLP
Winterthur Swiss Insurance Company
World Auxiliary Insurance Corporation Limited
Yasuda Fire & Marine Insurance Company (UK) Limited
Zurich American Insurance Company
Zurich Insurance Company Ltd
Zurich Reinsurance Company, Ltd.

Counsel to Certain Asbestos Claimants

Essex Richards, P.A.
Higgins & Owens, PLLC
Richardson, Patrick, Westbrook & Brickman, LLC
Schrader & Associates, LLP
Touchstone Family Law

Contract Counterparties and Their Counsel

Clark Equipment Company
Doosan Infracore Co., Ltd.
Gardner Denver Holdings, Inc.
Kirkland & Ellis LLP

Other Parties

Joseph W. Grier, III
Seth B. Shapiro

SCHEDULE 2

SCHEDULE 2

FIRST SUPPLEMENTAL DISCLOSURE

IN RE ALDRICH PUMP LLC, *ET AL.*

SCHEDULE OF POTENTIALLY INTERESTED PARTIES, AS OF OCTOBER 2, 2020 THAT CURRENTLY EMPLOY OR HAVE FORMERLY EMPLOYED JONES DAY IN MATTERS UNRELATED TO THE DEBTORS OR THEIR CHAPTER 11 CASES

INTERESTED PARTY	RELATIONSHIP TO THE DEBTOR	CLIENTS AND THEIR AFFILIATES
NEW PARTIES IN INTEREST¹		
Allianz SPA Allianz Versicherungs AG, AM, Ins. Co.	Insurers and Their Counsel	<ul style="list-style-type: none"> • Affiliate company <i>Pacific Investment Management Company (PIMCO)</i> is a current client; • Parent company Allianz SE is a partial owner of Chapter Master Unit Trust, a former co-client with current client <i>Greystar Real Estate Partners LLC</i> in a matter closed in 2020; • Affiliate company Allianz Real Estate Investment S.A. is a partial shareholder of <i>Chapter Master L.P.</i> a co-client in a current matter with current client <i>Greystar Real Estate Partners</i>; and • Affiliate company AGF Private Equity is a stockholder of current client <i>Integragen</i>. • <i>See also</i> entry below for Winterthur Swiss Insurance Company regarding related disclosure.
<i>Bestwall LLC</i>	Parties that Have Filed a Notice of Appearance	<ul style="list-style-type: none"> • <i>Bestwall LLC</i> is a current client and the Debtor in a current chapter 11 proceeding in which Jones Day is debtor's counsel.

¹ The parties listed herein are parties in interest (or affiliated entities) who are current clients of Jones Day or were clients of Jones Day within the last two years. The names of current clients of Jones Day appear in bold and italics. The disclosure of stockholder interests or other affiliate relationships among potentially related entities reflects only information known to Jones Day through its conflict reporting system. Jones Day has not performed independent research to identify all stockholder interests or other affiliate relationships with respect to interested parties. Moreover, Jones Day has not disclosed representations of trade associations and similar industry or special interest organizations in which interested parties are members.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTOR	CLIENTS AND THEIR AFFILIATES
<i>Dentons US, LLP</i>	Insurers and Their Counsel	<ul style="list-style-type: none"> • <i>Dentons US, LLP</i> is a current client.
Doosan Infracore Co., Ltd.	Contract Counterparties	<ul style="list-style-type: none"> • Affiliate company <i>Doosan Bobcat North America and Oceania</i> is a current client.
Government Employees Insurance Company Wellfleet New York Insurance Company	Insurers and Their Counsel	<ul style="list-style-type: none"> • Affiliate companies <i>Scott Fetzer Company, The Lubrizol Corporation</i> and <i>Johns Manville Corporation</i> are current clients; and • Affiliate company <i>BNSF Railway Company</i> is: (a) a current client; and (b) a member of former clients California Railroad Group (closed 2019) and National Rail Group (closed 2020).
Winterthur Swiss Insurance Company	Insurers and Their Counsel	<ul style="list-style-type: none"> • Affiliate companies <i>AXA Home Loan SFH</i> and <i>AXA Banque</i> are co-clients in a current matter with current client <i>Natixis</i>; • Affiliate company Vendome Immobilier Commercial is a partial owner of current client <i>Hauteville 2011</i>; • Affiliate company ESI ONE is a joint venture partner in <i>Siresa House SL</i> (f/k/a Mirtocan Spain SL) a co-client in a current matter with current client <i>Greystar Real Estate Partners</i>; • Affiliate company <i>AB Private Credit Investors LLC</i> is a current client; and • Affiliate company Union de gestion Immobilière pur le Commerce et l'Industrie (UGICOMI) is a former client (closed 2018). • <i>See also</i> entry above for Allianz SPA and Allianz Versicherungs AG, AM, Ins. Co. regarding related disclosure.