

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)
	:	
<hr/>		
ALDRICH PUMP LLC and MURRAY BOILER LLC,	:	
	:	
Plaintiffs,	:	
	:	
v.	:	Adv. Pro. No. 20-03041 (JCW)
	:	
THOSE PARTIES TO ACTIONS LISTED ON APPENDIX A TO COMPLAINT and JOHN AND JANE DOES 1-1000,	:	
	:	
Defendants.	:	

**NOTICE OF FILING OF DECLARATION OF BRAD B. ERENS
IN SUPPORT OF DEBTORS' REPLY IN SUPPORT OF MOTION
OF THE DEBTORS FOR AN ORDER (I) PRELIMINARILY ENJOINING
CERTAIN ACTIONS AGAINST NON-DEBTORS OR (II) DECLARING THAT THE
AUTOMATIC STAY APPLIES TO SUCH ACTIONS, AND (III) GRANTING A
TEMPORARY RESTRAINING ORDER PENDING A FINAL HEARING**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On April 23, 2021, the Debtors filed their Reply in Support of Motion of the Debtors for an Order (I) Preliminarily Enjoining Certain Actions Against Non-Debtors or (II) Declaring that the Automatic Stay Applies to Such Actions, and (III) Granting a Temporary Restraining Order Pending a Final Hearing (the "PI Reply").

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



2. The PI Reply includes references to the attached Declaration of Brad B. Erens, filed in Support of the PI Reply (the “Erens Declaration”). The Erens Declaration attaches documents, including, without limitation, certain court filings outside the docket of these cases, expert reports, discovery responses, deposition testimony and corporate documents cited in the PI Reply.

3. Copies of the PI Reply and Erens Declaration may be obtained (a) at the Court’s website, *www.ncwb.uscourts.gov* under Debtor Aldrich Pump LLC’s name and case number, (b) from the Debtors’ claims and noticing agent at *www.kccllc.net/aldrich*, or (c) by written request directed to the undersigned counsel to the Debtors.

LLC (0679). The Debtors' address is 800-E Beaty Street, Davidson, North Carolina 28036.

Dated: April 23, 2021
Charlotte, North Carolina

Respectfully submitted,

/s/ John R. Miller, Jr.
C. Richard Rayburn, Jr. (NC 6357)
John R. Miller, Jr. (NC 28689)
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-and-

Brad B. Erens (IL Bar No. 6206864)
David S. Torborg (DC Bar No. 475598)
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-and-

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(Admitted *pro hac vice*)

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION

In re	:	
	:	Chapter 11
ALDRICH PUMP LLC, ¹ <i>et al.</i> ,	:	
	:	No. 20-30608 (JCW)
Debtors,	:	
	:	(Jointly Administered)
	:	
ALDRICH PUMP LLC and MURRAY BOILER LLC,	:	
	:	
Plaintiffs,	:	Adversary Proceeding
	:	
v.	:	No. 20-03041 (JCW)
	:	
THOSE PARTIES TO ACTIONS LISTED ON APPENDIX A TO COMPLAINT and JOHN AND JANE DOES 1-1000.	:	
	:	
Defendants.	:	
	:	

DECLARATION OF BRAD B. ERENS

I, Brad B. Erens, hereby declare under penalty of perjury:

1. I am a partner of the law firm Jones Day; my office is located at 77 West Wacker, Suite 3500, Chicago, Illinois 60601. I am a member in good standing of the Bar of Illinois.

There are no disciplinary proceedings pending against me.

2. I submit this declaration (the "Declaration") in connection with the *Debtors' Reply in Support of Motion of the Debtors for an Order (I) Preliminarily Enjoining Certain Actions Against Non-Debtors, or (II) Declaring that the Automatic Stay Applies to Such Actions, and*

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.

(III) *Granting a Temporary Restraining Order Pending a Final Hearing* (the "Reply") filed contemporaneously herewith. I have personal knowledge of the matters set forth herein.

3. Attached hereto as Exhibit 1 are true and correct copies of deposition excerpts, organized alphabetically by surname (the "Deposition Excerpts").²

4. Attached hereto as Exhibit 2 is a true and correct copy of '*Medical Monitoring And Asbestos Litigation'—A Discussion With Richard Scruggs And Victor Schwartz*, dated March 1, 2002, published in Mealey's Litigation Report: Asbestos (the "Medical Monitoring Article").

5. Attached hereto as Exhibit 3 is a true and correct copy of the *First Amended Disclosure Statement for Second Amended Joint Plan of G-I Holdings Inc. and ACI Inc. Pursuant to Chapter 11 of the United States Bankruptcy Code*, dated December 3, 2008, filed in In re G-I Holdings, Inc., No. 01-30135 [Dkt. 8591] (Bankr. D.N.J. Dec. 3, 2008) (the "G-I Holdings Disclosure Statement").

6. Attached hereto as Exhibit 4 is a true and correct copy of an excerpt from the Form 10-K filed by Sealed Air Corporation for fiscal year ended December 31, 2011, filed February 29, 2012 (the "Sealed Air Form 10-K Excerpt").

7. Attached hereto as Exhibit 5 is a true and correct copy of the *Motion of the Official Committee of Asbestos Personal Injury Claimants and the Future Claimants' Representative for Entry of an Order Granting Leave, Standing and Authority to Prosecute Claims on Behalf of the Debtors' Estates*, filed in In re Specialty Prods. Holding Corp., No. 10-11780 [Dkt. 1799] (Bankr. D. Del. Nov. 14, 2011) (the "Specialty Products Motion to

² The Debtors' listing of an exhibit does not waive the Debtors' confidentiality designation for any exhibits previously so marked pursuant to the *Agreed Protective Order Governing Confidential Information* [Dkt. No. 345].

Prosecute").

8. Attached hereto as Exhibit 6 is a true and correct copy of the *Joint Motion of the Official Committee of Asbestos Personal Injury Claimants and the Future Claimants Representative for Leave to Control and Prosecute Certain Claims as Estate Representatives*, filed in In re Garlock Sealing Techs, LLC, No. 10-31607 [Dkt. 2150] (Bankr. W.D.N.C. Apr. 30, 2012) (the "Garlock Leave to Control Motion").

9. Attached hereto as Exhibit 7 is a true and correct copy of *The Official Committee of Asbestos Personal Injury Claimants' Opposition to the United States Trustee's Motion to Appoint an Examiner*, filed in In re Paddock Enters., LLC, No. 20-10028 [Dkt. 160] (Bankr. D. Del. Mar. 11, 2020) (the "Paddock ACC Obj.").

10. Attached hereto as Exhibit 8 is a true and correct copy of the *Objection of Future Claimants' Representative to the United States Trustee's Motion for an Order Directing the Appointment of an Examiner*, filed in In re Paddock Enters., LLC, No. 20-10028 [Dkt. 164] (Bankr. D. Del. Mar. 11, 2020) (the "Paddock FCR Obj.").

11. Attached hereto as Exhibit 9 is a true and correct copy of the Rebuttal Report of Lauren M. Ryan, dated February 26, 2021 (the "Ryan Rebuttal Report").

12. Attached hereto as Exhibit 10 are true and correct copies of the Minutes of Joint Meeting of Boards of Managers of Aldrich Pump LLC and Murray Boiler LLC for the meetings held on May 15, 2020, May 22, 2020, May 29, 2020, and June 5, 2020, respectively (the "Aldrich and Murray Joint Meeting Minutes").

13. Attached hereto as Exhibit 11 is a true and correct copy of Slide 2 of the *Future Claimants' Representative's Closing Presentation*, dated March 3, 2021, presented at the March 3, 2021 hearing in In re DBMP, LLC, No. 20-30080 (Bankr. W.D.N.C.) ("DBMP FCR Slide 2").

14. Attached hereto as Exhibit 12 is a true and correct copy of the *Disclosure Statement with Respect to Sixth Amended Joint Plan of Reorganization for Owens Corning and its Affiliated Debtors and Debtors-in-Possession*, dated June 30, 2006, accessed as Exhibit 99.1 to the Form 8-K filed by Owens Corning on July 6, 2006 (the "Owens Corning Disclosure Statement").

15. Attached hereto as Exhibit 13 is a true and correct copy of the *Disclosure Statement for Prenegotiated Plan of Reorganization for Durodyne National Corp., et al.*, dated Sept. 7, 2018, filed in In re Duro Dyne Nat'l Corp., No. 18-27963 [Dkt. 20] (Bankr. D.N.J. Sept. 7, 2018) (the "Duro Dyne Disclosure Statement").

16. Attached hereto as Exhibit 14 is a true and correct copy of the *Declaration of Brian Bastien, President and Chief Executive Officer for the Debtor, in Support of First Day Pleadings*, filed in In re The Budd Co., Inc., No. 14-11873 [Dkt. 14] (Bankr. N.D. Ill. Apr. 1, 2014) (the "Budd First Day Declaration").

17. Attached hereto as Exhibit 15 is a true and correct copy of the *Second Amended Disclosure Statement with Respect to Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code Proposed by the Debtors*, filed in In re Reichhold Holdings US, Inc., No. 14-12237 [Dkt. 1246] (Bankr. D. Del. Nov. 19, 2015) (the "Reichhold Disclosure Statement").

18. Attached hereto as Exhibit 16 is a true and correct copy of the *First Amended Disclosure Statement Concerning the First Amended Joint Plan of Reorganization of Thorpe Insulation Company and Pacific Insulation Company Under Chapter 11 of the Bankruptcy Code*, dated July 24, 2008, filed in In re Thorpe Insulation Co., No. 07-19271 [Dkt. 1221] (Bankr. C.D. Cal. July 30, 2008) (the "Thorpe Disclosure Statement").

19. Attached hereto as Exhibit 17 is a true and correct copy of the *Disclosure Statement for Joint Plan of Reorganization Dated February 25, 2005*, filed in In re J.T. Thorpe, Inc., No. 02-14216 [Dkt. 471] (Bankr. C.D. Cal. Mar. 7, 2005) (the "J.T. Thorpe Disclosure Statement").

20. Attached hereto as Exhibit 18 is a true and correct copy of the *Declaration of David J. Gordon, President and Chief Restructuring Officer of the Debtor, in Support of Chapter 11 Petition and First Day Pleadings*, filed in In re Paddock Enters., LLC, No. 20-10028 [Dkt. 2] (Bankr. D. Del. Jan. 6, 2020) (the "Paddock First Day Declaration").

21. Attached hereto as Exhibit 19 is a list, prepared by Jones Day, showing search results from the Security and Exchange Commission's "EDGAR" database, last accessed February 22, 2021, identifying approximately 150 spin-off transactions over the last 15 years involving mutual indemnification obligations (the "EDGAR Spin-off Transactions").

22. Attached hereto as Exhibit 20 is a true and correct copy of the *Order Granting Preliminary Injunction*, entered in In re Garlock Sealing Techs, LLC, No. 10-31607, Adv. No. 10-03145 [Adv. Pro. Dkt. 14] (Bankr. W.D.N.C. June 21, 2010) (the "Garlock PI Order").

23. Attached hereto as Exhibit 21 is a true and correct copy of the *Specialty Products Holding Corp. Asbestos Personal Injury Trust Distribution Procedures*, filed in In re Specialty Prods. Holding Corp., No. 10-11780 [Dkt. 5117-3] (Bankr. D. Del. Oct. 23, 2014) (the "Specialty Products TDPs").

24. Attached hereto as Exhibit 22 are true and correct copies of Exhibit 1 and Exhibit 2 to the *Complaint for Declaratory and Injunctive Relief*, filed in In re Leslie Controls, Inc., No. 10-12199, Adv. No. 10-51394 [Adv. Pro. Dkt. 1] (Bankr. D. Del. July 12, 2010), listing non-debtor affiliates to be covered by the preliminary injunction (the "Leslie Controls List of

Protected Non-Debtor Affiliates").

25. Attached hereto as Exhibit 23 is a true and correct copy of the *Order Granting Debtor's Emergency Motion for Preliminary Injunction and Declaratory Relief*, filed in In re Leslie Controls, Inc., No. 10-12199, Adv. No. 10-51394 [Adv. Pro. Dkt. 12] (Bankr. D. Del. Aug. 9, 2010) (the "Leslie Controls PI Order").

26. Attached hereto as Exhibit 24 is a true and correct copy of the *Expert Report of Charles H. Mullin, PHD*, dated February 5, 2021 (the "Mullin Expert Report").

27. Attached hereto as Exhibit 25 are true and correct copies of the *Responses and Objections of [REDACTED] (Through His Personal Representative [REDACTED]) to Debtors' First Set of Interrogatories*, dated April 1, 2021 (the "[REDACTED]"), the *Responses and Objections of [REDACTED] to Debtors' First Set of Interrogatories*, dated April 1, 2021 (the "[REDACTED]"), the *Responses and Objections of [REDACTED] Member of the Official Committee of Asbestos Personal Injury Claimants, to Debtors Aldrich Pump LLC And Murray Boiler LLC's First Set of Interrogatories*, dated April 1, 2021 (the "[REDACTED]"), and the *Responses and Objections of [REDACTED], Individually and as Special Administrator of [REDACTED], Deceased to Debtors' First Set of Interrogatories*, dated March 31, 2021 (the "[REDACTED]"), and collectively with the [REDACTED], the "Sample Responses to Debtors' Interrogatories").

28. Attached hereto as Exhibit 26 is a true and correct copy of the *Leslie Controls, Inc. Asbestos Personal Injury Trust Distribution Procedures*, filed in In re Leslie Controls, Inc., No. 10-12199 [Dkt. 505-3] (Bankr. D. Del. Jan. 18, 2011) (the "Leslie Controls TDPs").

29. Attached hereto as Exhibit 27 is a true and correct copy of the Expert Report of

Matthew Diaz, dated February 12, 2021 (the "Diaz Report").

30. Attached hereto as Exhibit 28 is a true and correct copy of the Report of Lauren M. Ryan, dated February 5, 2021 (the "Ryan Report").

31. Attached hereto as Exhibit 29 is a true and correct copy of the *Memorandum Order*, entered in In re Mallinckrodt PLC, No. 20-12522, Adv. No. 20-50850 [Adv. Pro. Dkt. 202] (Bankr. D. Del. Jan. 27, 2021), granting the debtors' motion for a preliminary injunction (the "Mallinckrodt PI Order").

32. Attached hereto as Exhibit 30 is a true and correct copy of the *Disclosure Statement for Modified Joint Plan of Reorganization of Garlock Sealing Technologies LLC, et al. and Oldco, LLC, Proposed Successor by Merger to Coltec Industries Inc*, dated July 29, 2016, filed in In re Garlock Sealing Techs. LLC, No. 10-31607 [Dkt. 5444] (Bankr. W.D.N.C. July 29, 2016) (the "Garlock Disclosure Statement").

33. Attached hereto as Exhibit 31 is a true and correct copy of the *Combined Disclosure Statement to Accompany the Third Amended Plans of Reorganization Dated December 28, 2005 of North American Refractories Company and its Subsidiaries and Global Industrial Technologies, Inc. and its Subsidiaries*, dated December 28, 2005, filed in In re North American Refractories Co., No. 02-20198 [Dkt. 3888] (Bankr. W.D. Pa. Dec. 28, 2005) (the "NARCO Disclosure Statement").

34. Attached hereto as Exhibit 32 is a true and correct copy of the *Quigley Company, Inc. Fifth Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code*, dated June 29, 2012, as modified June 26, 2013, filed in In re Quigley Co., Inc., No. 04-15739 [Dkt. 2670-1] (Bankr. S.D.N.Y. July 2, 2013) (the "Quigley Plan").

35. Attached hereto as Exhibit 33 is a true and correct copy of the *Summary*

Disclosure Statement as of September 28, 2005 Under Section 1125 of the Bankruptcy Code With Respect to the Joint Plan of Reorganization as of September 28, 2005 Proposed by the Debtors, the Asbestos Claimants' Committee, the Future Asbestos-Related Claimants' Representative, and McDermott Incorporated, filed in In re Babcock & Wilcox Co., No. 00-10992, 2005 WL 8168731 (Bankr. E.D. La. Sept. 29, 2005) (the "Babcock & Wilcox Disclosure Statement").

36. Attached hereto as Exhibit 34 is a true and correct copy of the *Findings of Fact, Conclusions of Law, and Order Confirming the First Amended Plan of Reorganization of Leslie Controls, Inc. Under Chapter 11 of the Bankruptcy Code*, entered in In re Leslie Controls, Inc., No. 10-12199 [Dkt. 382] (Bankr. D. Del. Oct. 28, 2010) (the "Leslie Controls Confirmation Order").

37. Attached hereto as Exhibit 35 is a true and correct copy of the *First Amended Prepackaged Plan of Reorganization of T H Agriculture & Nutrition, L.L.C. Under Chapter 11 of the Bankruptcy Code*, dated May 11, 2009, filed in In re T H Agriculture & Nutrition, L.L.C., No. 08-14692 [Dkt. 465-1] (Bankr. S.D.N.Y. May 29, 2009) (the "THAN Prepackaged Plan").

38. Attached hereto as Exhibit 36 is a true and correct copy of the *Amended Order Nunc Pro Tunc to July 16, 2004, (I) Replacing Order Entered July 16, 2004, (II) Approving Debtors' Disclosure Statement and Solicitation Procedures and (III) Confirming Debtors' Fourth Amended and Restated Joint Prepackaged Plan of Reorganization Under Chapter 11 of the United States Bankruptcy Code*, entered in In re Mid-Valley, Inc., No. 03-35592 [Dkt. 1716] (Bankr. W.D. Pa. July 21, 2004) (the "Mid-Valley Confirmation Order").

39. Attached hereto as Exhibit 37 is a true and correct copy of the *Order Granting Preliminary Injunction*, entered in In re G-I Holdings Inc., No. 01-30135, Adv. No. 01-03013

[Adv. Pro. Dkt. 65] (Bankr. D.N.J. Feb. 22, 2002) (the "G-I Holdings PI Order").

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 knowledge and belief.

Dated: April 23, 2021
Chicago, Illinois

Respectfully submitted,

/s/ Brad B. Erens
Brad B. Erens

Exhibit List

- Exhibit 1** – Deposition Excerpts
- Exhibit 2** – Medical Monitoring Article
- Exhibit 3** – G-I Holdings Disclosure Statement
- Exhibit 4** – Sealed Air Form 10-K Excerpt
- Exhibit 5** – Specialty Products Motion to Prosecute
- Exhibit 6** – Garlock Leave to Control Motion
- Exhibit 7** – Paddock ACC Obj.
- Exhibit 8** – Paddock FCR Obj.
- Exhibit 9** – Ryan Rebuttal Report
- Exhibit 10** – Aldrich and Murray Joint Meeting Minutes
- Exhibit 11** – DBMP FCR Slide 2
- Exhibit 12** – Owens Corning Disclosure Statement
- Exhibit 13** – Duro Dyne Disclosure Statement
- Exhibit 14** – Budd First Day Declaration
- Exhibit 15** – Reichhold Disclosure Statement
- Exhibit 16** – Thorpe Disclosure Statement
- Exhibit 17** – JT Thorpe Disclosure Statement
- Exhibit 18** – Paddock First Day Declaration
- Exhibit 19** – EDGAR Spin-off Transactions
- Exhibit 20** – Garlock PI Order
- Exhibit 21** – Specialty Products TDPs
- Exhibit 22** – Leslie Controls List of Protected Non-Debtor Affiliates
- Exhibit 23** – Leslie Controls PI Order
- Exhibit 24** – Mullin Report

Exhibit 25 – Sample Response to Debtors' Interrogatories

Exhibit 26 – Leslie Controls TDPs

Exhibit 27 – Diaz Report

Exhibit 28 - Ryan Report

Exhibit 29 – Mallinckrodt PI Order

Exhibit 30 – Garlock Disclosure Statement

Exhibit 31 – NARCO Disclosure Statement

Exhibit 32 – Quigley Plan

Exhibit 33 – Babcock & Wilcox Disclosure Statement

Exhibit 34 – Leslie Controls Confirmation Order

Exhibit 35 – THAN Prepackaged Plan

Exhibit 36 – Mid-Valley Confirmation Order

Exhibit 37 – G-I Holdings PI Order