

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)
	:	

**SECOND 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: (a) 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"); (b) the Declaration of Brad B. Erens in support thereof (the "Erens Declaration"), which was attached to the Application as Exhibit C; and (c) the *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* [Dkt. 399] (the "First Supplemental Declaration"). 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.

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. 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 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 (together with the parties set forth in Schedule 1 to the First Supplemental Declaration, the "Interested Parties").

4. In the Erens Declaration, I stated that I would, in accordance with Bankruptcy Rule 2014(a), supplement the information contained in that declaration with respect to, among other things, new relationships not set forth therein. To that end, Jones Day updated its research of its client database (the "First Supplemental Conflicts Search" and, together with the Original Conflicts Search, the "Conflicts Searches") and, on October 19, 2020, I filed the First Supplemental Declaration.

5. In the Erens Declaration and the First Supplemental Declaration (together, the "Declarations"), I disclosed that although Jones Day represented in the past two years or currently represents certain of the Interested Parties included in the Conflicts Searches, 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

6. Jones Day has further updated the examination of its relationships with interested parties in the Chapter 11 Cases. In connection therewith, Jones Day researched its client database for the past two years (the "Second Supplemental Conflicts Search") to determine whether:

- (a) since the completion of the First Supplemental Declaration, Jones Day has ceased providing client services to any entities (or their affiliates) previously disclosed as clients of Jones Day in the Declarations;
- (b) any information relating to Jones Day's relationship with any of the entities identified in the Declarations, or their affiliates, was inadvertently omitted from the Declarations;
- (c) since the completion of the First Supplemental Declaration, Jones Day has undertaken to provide client services to any of the entities researched by Jones Day in connection with the Declarations that were not clients of Jones Day at the time of the Declarations; and
- (d) any entities not identified in the Declarations, because such entities
 - (i) were unknown to Jones Day at the time of the Declarations or (ii) have taken on a role in matters relating to the Chapter 11 Cases since the dates of the Declarations, are current or former clients of Jones Day.

7. In particular, Jones Day looked at all of the notices of appearance and motions to appear *pro hac vice* filed from October 2, 2020 through May 11, 2021. In connection therewith, Jones Day performed the Second 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 Second 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

8. To the extent that the Second Supplemental Conflicts Search indicated that (a) the Declarations 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, as of May 11, 2021, 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 Declarations.

9. 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, the Schedule 1 attached to the First Supplemental 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.

10. 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: June 15, 2021
Chicago, Illinois

/s/ Brad B. Erens
Brad B. Erens

SCHEDULE 1

Aldrich Pump LLC, et al.
Additional Potentially Interested Parties

Known Professionals for the Official Committee of Asbestos Personal Injury Claimants

FTI Consulting, Inc.
Gilbert LLP
Hamilton Stephens Steele + Martin, PLLC

Known Professionals for the Future Claimants' Representative

Anderson Kill P.C.
Ankura Consulting Group, LLC
Grier Wright Martinez, PA

Insurers and Their Counsel

Employers Mutual Insurance Company
Hartford Accident and Indemnity Company
Ifrah, PLLC
New England Insurance Company
New England Reinsurance Corporation
NRG Victory Reinsurance Company Limited
Republic Insurance Company
Shipman & Goodwin LLP
Wilmer Cutler Pickering Hale and Dorr LLP
Windels Marx Lane & Mittendorf, LLP

Counsel to Certain Asbestos Claimants

Bergman Draper Oslund Udo
Brayton Purcell LLP
Dean Omar Branham, LLP
Kazan, McClain, Satterley & Greenwood
Maune Raichle Hartley French & Mudd, LLC
Shepard Law, P.C.

Parties That Have Filed A Notice of Appearance and Their Counsel

McDermott Will & Emery LLP

Parties to Contested Proceeding

Hull & Chandler, P.A.
Sander L. Esserman
Young Conaway Stargatt & Taylor, LLP

SCHEDULE 2

SECOND SUPPLEMENTAL DISCLOSURE

IN RE ALDRICH PUMP LLC, *ET AL.*

SCHEDULE OF POTENTIALLY INTERESTED PARTIES AS OF MAY 11, 2021 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 DEBTORS	CLIENTS AND THEIR AFFILIATES
NEW PARTIES IN INTEREST¹		
Ankura Consulting Group LLC	Known Professionals for Future Claimants' Representative	<ul style="list-style-type: none"> Affiliate company Ankura Trust Company, LLC is a member of current client <i>M & G USA Corporation, et al. Litigation Trust.</i>
<i>FTI Consulting, Inc.</i>	Known Professionals for Official Committee of Asbestos Personal Injury Claimants	<ul style="list-style-type: none"> <i>FTI Consulting, Inc.</i> is: (a) a current client; and (b) the employer of an individual who is a former client (closed 2020).

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 DEBTORS	CLIENTS AND THEIR AFFILIATES
UPDATES TO PRIOR DISCLOSURE		
<p>Alliance Compressors LLC <i>PRIOR DISCLOSURE</i></p> <ul style="list-style-type: none"> Parent company Emerson Electric Company is: (a) a current client; and (b) the ultimate parent of former client Solus Industrial Innovations (closed 2018). 	<p>Other Non-Debtor Affiliates</p>	<ul style="list-style-type: none"> Parent company Emerson Electric Company is now a former client (closed 2020).
<p>Allianz Underwriters Insurance Company Fireman's Fund Insurance Company <i>PRIOR DISCLOSURE:</i></p> <ul style="list-style-type: none"> Affiliate company Pacific Investment Management Company (PIMCO) is a current client; Parent company Allianz SE is a joint venture owner of Chapter Master Unit Trust, a former co-client with current client Greystar Real Estate Partners LLC in a matter closed in 2020; Affiliate company AGF Private Equity is a stockholder of current client Integragen; and Affiliate companies Allianz ECO Innovation 2 and Allianz Innovation 7 are stockholders of current client Idinvest Partners S.A. 	<p>Material Insurers</p>	<ul style="list-style-type: none"> Affiliate company Pacific Investment Management Company (PIMCO) is a client in a current ad hoc group representation of Envision term loan lenders (opened 2020); and Affiliated entities Allianz Global Investors GmbH, France Titrisation Allianz FCT Mid Cap Loans and Allianz Private Credit Fund S.A. SICAV-RAIF are co-clients in a new matter (opened 2021) with current client BNP Paribas.
<p>Flowserve Corporation Flowserve Red Corporation <i>PRIOR DISCLOSURE:</i></p> <ul style="list-style-type: none"> Flowserve Corporation is: (a) a current client; and (b) a co-client with affiliate company and co-client Flowserve GB Limited in a current matter; and 	<p>Contractually Indemnified Parties</p>	<ul style="list-style-type: none"> Affiliate company Flowserve Spain S.L. is a co-client in a current matter with Flowserve Corporation; Affiliate companies Flowserve FSD SAS, Flowserve Pompes SAS and Flowserve Sales International SAS (SIHI) are co-clients in a new matter (opened 2020) with Flowserve Corporation; and

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<ul style="list-style-type: none"> Affiliate company OOO Flowserve is a former client (closed 2018). 		<ul style="list-style-type: none"> Affiliate company <i>Flowserve SIHI France SAS</i> is a client in a new matter (opened 2020) with <i>Flowserve Corporation</i>.
<p>Government Employees Insurance Company Wellfleet New York Insurance Company</p> <p><i>PRIOR DISCLOSURE:</i></p> <ul style="list-style-type: none"> Affiliate companies <i>Scott Fetzer Company</i>, <i>The Lubrizol Corporation</i> and <i>Johns Manville Corporation</i> are current clients; and Affiliate company <i>BNSF Railway Company</i> is: <ul style="list-style-type: none"> (a) a current client; and (b) a member of a California railroad group (closed 2019) and a national rail group representation (closed 2020). 	<p>Insurers and Their Counsel</p>	<ul style="list-style-type: none"> Parent company Berkshire Hathaway, Inc. is the ultimate parent of new client <i>Energy West Mining Company</i> (opened 2020); and The California railroad group in which affiliate company and current client <i>BNSF Railway Company</i> is a member, is a new client (re-opened 2021).

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<p><i>JP Morgan Chase</i> <i>PRIOR DISCLOSURE:</i></p> <ul style="list-style-type: none"> • <i>JPMorgan Chase Bank, N.A.</i> is: (a) a current client; (b) a former co-client with affiliate company and current client <i>JPMorgan Securities LLC</i> in a group representation of rue21 term lenders closed in 2019; and (c) a co-client in current matters with affiliate companies and current clients <i>JPMorgan Private Bank</i> and <i>JP Morgan Trust Company of Delaware</i>; • Parent company <i>JPMorgan Chase & Co.</i> is: (a) a current client; (b) a co-client in a current matter with current client <i>The Bank of Nova Scotia</i>; and (c) the indemnitor and employer of an individual who is a current client (opened 2020); • Affiliate company <i>JPMorgan Securities LLC</i> is: (a) a current client; (b) a co-client in a current matter with current client <i>Citigroup, Inc.</i>; (c) a co-client in a current matter with current client <i>Bank of America Corporation</i>; (d) a former co-client with current client <i>Deutsche Bank AG New York</i> in a matter closed in 2019 and (e) a former co-client with current client <i>BNP Paribas</i> in a matter closed in 2019; • Affiliate company <i>JPMorgan Securities Plc</i> is: (a) a current client; and (b) a former co-client with current client <i>UniCredit Bank AG</i> in a matter closed in 2019; 	<p>Depository and Disbursement Bank</p>	<ul style="list-style-type: none"> • Parent company <i>JPMorgan Chase & Co.</i> is: (a) a co-client in a new joint defense group representation (opened 2020) with <i>JPMorgan Chase Bank, N.A.</i>; (b) a client in a new matter (opened 2021) with current client <i>Banco Santander, S.A.</i>; (c) a client in a new ad hoc group representation of Intelsat Jackson unsecured noteholders (opened 2020); (d) a client in a new joint defense group representation of KWA underwriters (opened 2020); and (e) a stockholder of <i>Nine Point Energy Holdings, Inc.</i>, the parent company of <i>Nine Point Energy, LLC</i>, a new client (opened 2021) and one of the debtors in a current chapter 11 proceeding in which Jones Day is special litigation counsel to the debtors; • Affiliate company <i>JPMorgan Securities LLC</i> is: (a) a client in a new matter (opened 2020) with current client <i>KeyCorp</i>; (b) a former client with current client <i>Citigroup, Inc.</i> in a matter closed in 2020; and (c) with respect only to its Credit Trading Group, a significant equity holder of <i>Nine Point Energy, LLC</i>, a new client (opened 2021) and one of the debtors in a current chapter 11 proceeding in which Jones Day is special litigation counsel to the debtors; • Affiliate company <i>JPMorgan Securities Plc</i> is a client in a new matter (opened 2021) with current client <i>Oddo BHF SCA</i>; • One of the two group representations of former lenders and noteholders of iHeart Communications, Inc., in which affiliated entities <i>JPMorgan Chase Retirement Plan Brigade</i> and <i>JPMorgan Chase Retirement Plan Brigade Bank Loan</i> are members, was closed in 2020; and • Affiliated entity <i>JPMorgan Chase Retirement Plan Brigade</i> is a member of a new ad hoc group representation of NGL Energy bondholders (opened 2021).

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<ul style="list-style-type: none"> • Affiliate company Highbridge Capital Management LLC is a member of former client Ad Hoc Group of Savers LLC Term Loan Lenders (closed 2019); • Affiliated entities and current clients JPMorgan Chase Retirement Plan Brigade and JPMorgan Chase Retirement Plan Brigade Bank Loan; and JPMorgan Funds – Multi-Manager Alternatives Fund and JPMorgan Trust III – JPMorgan Multi-Manager Alternatives Fund are former co-clients in a group representation of Hexion noteholders closed in 2019; • Affiliated entity JPMorgan Chase Retirement Plan Brigade is: (a) a co-client in two current group representations of iHeart Communications, Inc. former lenders and noteholders; and (b) a former co-client in a group representation of Bon-Ton second lien noteholders closed in 2019; • Affiliated entity JPMorgan Chase Retirement Plan Brigade Bank Loan is: (a) a co-client in a current group representation of iHeart Communications, Inc. former lenders and noteholders; (b) a former co-client with affiliated entity JPMorgan Chase Retirement Plan and current client Brigade Capital Management, L.P. in a matter closed in 2018; and (c) a former co-client in a group representation of Preferred Proppants term lenders closed in 2019; and 		

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<ul style="list-style-type: none"> Affiliate companies JPMorgan Grupo Financiero, S.A. de C.V., JPMorgan Chase, National Association, JPMorgan Business Credit Corporation; and JPMorgan (all closed 2018); and JPMorgan LLC (closed 2019) are former clients. 		
<p>Navigant Consulting, Inc. <i>PRIOR DISCLOSURE:</i></p> <ul style="list-style-type: none"> <i>Navigant Consulting, Inc.</i> and affiliate company <i>Navigant Capital Advisors</i> are co-clients in a current matter. 	<p>Parties to Material Contracts, Unexpired Leases and License Agreements with the Debtors</p>	<ul style="list-style-type: none"> Navigant Consulting, Inc. and affiliate company Navigant Capital Advisors are now former co-clients in a matter that closed in 2020.
<p>WABCO Holdings, Inc. Westinghouse Air Brake Company (WABCO) <i>PRIOR DISCLOSURE:</i></p> <ul style="list-style-type: none"> Affiliate company <i>Wabtec Corporation</i> (d/b/a Westinghouse Air Brake Technologies Corporation) is a current client; Affiliate company <i>Wabtec France SAS</i> is a current client in a joint representation with current client <i>Faiveley Transport S.A.</i>; and Affiliate company WABCO Europe BVBA is a former client (closed 2019). 	<p>Contractually Indemnified Parties</p>	<ul style="list-style-type: none"> Affiliate companies <i>Wabtec Transportation Netherlands B.V.</i> and <i>Wabtec Transportation Systems LLC</i> are clients in separate new matters (both opened 2021) with affiliate company and current client <i>Wabtec Corporation</i>; and Affiliate company <i>Wabtec Corporation</i> is a client in <i>Wabtec Investments, Ltd. LLC, et al.</i>, a new matter opened in 2020.

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<p>Winterthur Swiss Insurance Company</p> <p><i>PRIOR DISCLOSURE:</i></p> <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 50% 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). 	<p>Insurers and Their Counsel</p>	<ul style="list-style-type: none"> • Siresa House SL (f/k/a Mirtocan Spain SL), an entity in which affiliate company ESI ONE is a joint venture partner, is now a former co-client with current client <i>Greystar Real Estate Partners</i> in a matter that closed in 2021.
<p>PREVIOUSLY SEARCHED PARTIES IN INTEREST (OR AFFILIATED ENTITIES)</p> <p>WHO ARE NEW CLIENTS OR RELATED TO NEW CLIENTS</p> <p>OR FORMER CLIENTS CLOSED IN THE PAST TWO YEARS</p>		
<p>Allstate Insurance Company</p>	<p>Material Insurers</p>	<ul style="list-style-type: none"> • Allstate Investments is a member of a new ad hoc group representation of Envision term loan lenders (opened 2020).