

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION**

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| In re | : | Chapter 11 |
| | : | |
| ALDRICH PUMP LLC, <i>et al.</i> , ¹ | : | Case No. 20-30608 |
| | : | |
| Debtors. | : | (Jointly Administrated) |
| | : | |
| | : | |
| OFFICIAL COMMITTEE OF ASBESTOS PERSONAL INJURY CLAIMANTS, | : | Adversary Proceeding |
| | : | |
| Plaintiff, | : | |
| | : | Adv. Pro. No. 21-03029 |
| v. | : | |
| | : | |
| ALDRICH PUMP LLC, MURRAY BOILER LLC, TRANE TECHNOLOGIES COMPANY LLC, and TRANE U.S. INC., | : | |
| | : | |
| Defendants. | : | |

**NON-DEBTOR AFFILIATES’ MOTION TO FILE
CONFIDENTIAL DOCUMENTS UNDER SEAL**

Trane Technologies Company LLC (“TTC”) and Trane U.S. Inc. (“New TUI,” and together with TTC, the “**Non-Debtor Affiliates**”), as parties in interest, by and through their undersigned counsel, pursuant to 11 U.S.C. § 105(a), 11 U.S.C. § 107(b), Rule 9018 of the Federal Rules of Bankruptcy Procedure, Rule 6.1 of the Rules of Practice and Procedure of the United States District Court for the Western District of North Carolina and Section I(1) of the *Agreed Protective Order Governing Confidential Information* [Main Case Dkt. 345] entered on September

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.



23, 2020 (“**Protective Order**”), hereby file this *Motion to File Confidential Documents Under Seal* (the “**Motion**”) related to the *Non-Debtor Affiliates’ Answer and Affirmative Defenses* (the “**Answer**”).

BACKGROUND

1. The Non-Debtor Affiliates seek an order permitting them to file under seal portions of the Answer that reference excerpts of a deposition transcript, which has been designated as “Confidential” pursuant to the Protective Order.

2. This Court entered the Protective Order, which the Debtors, the Non-Debtor Affiliates and the Official Committee of Asbestos Personal Injury executed on September 23, 2020 [Main Case Dkt. 345]. Pursuant to the *Notice of Election of Future Claimants Representative to Become a Party to Modified Protective Order* [Main Case Dkt. 395], the Future Claimants’ Representative (the “**FCR**”) elected to become a party to the Protective Order on October 15, 2020.

3. The Protective Order governs the rights and obligations of the parties to it with respect to “Confidential Information,” which is defined as:

[I]nformation, documents, or things produced or provided (formally or informally) by the Disclosing Party that such Disclosing Party or a Designating Party reasonably believes in good faith contains confidential, proprietary or commercially sensitive information including, but not limited to (a) trade secrets, (b) proprietary business information, and (c) information implicating an individual’s legitimate expectation of privacy, including medical information and social security numbers. This term shall include information furnished or otherwise disclosed in any manner, including, without limitation, in written form, orally or through any electronic, facsimile or computer-related communication, and also shall include, without limitation, those portions of deposition testimony (whether based upon oral examination or written questions), answers to interrogatories, requests for admissions, responses to requests for admission, notes, summaries, compilations, memoranda, or similar materials disclosing or discussing Confidential Information and (ii) any Oral Confidential Information.

Protective Order at 3-4.

4. With respect to documents, Section C.1 of the Protective Order provides that:

Any information designated as Confidential Information shall be stamped “CONFIDENTIAL” on each page being so designated (if the information is produced in written form) or otherwise conspicuously labeling it “CONFIDENTIAL” (if it is in the form of tape, disc or other form that makes it difficult to label each page). Documents produced in native format may be designated as containing Confidential Information by including the term “CONFID” (or similar term) in the name of the folder in which such file is transmitted. Such designations shall be made at the time such Confidential Information is provided or produced.

5. In the case of depositions, Section C.2 of the Protective Order provides that:

In the case of depositions, if counsel for the Designating Party believes that a portion or all of the testimony given at a deposition constitutes Confidential Information, counsel may so state on the record and request that the entire transcript or relevant portion thereof be sealed. In addition, the Designating Party may also designate the relevant portion of the transcript or videotape of a deposition, and any exhibits thereto, as Confidential Information within 30 days of the Designating Party’s receipt of the transcript from the court reporter. Such designation and notice shall be made in writing to the court reporter, with copies to all other counsel of record at the deposition and any Disclosing Party or Designating Party, in the case where the Disclosing Party and Designating Party were not in attendance at the deposition, identifying the portion of the transcript, or exhibits thereto, that constitute items designated as Confidential Information. All pages of the transcript and exhibits designated as Confidential Information shall be stamped “CONFIDENTIAL.”

Protective Order at 7.

6. The confidential documents to be redacted are as follows:

- References in the Answer to Excerpted Transcript of the Rule 30(b)(6) Deposition of the Non-Debtor Affiliates (Chris Kuehn), April 9, 2021, attached to the *Complaint for Substantive Consolidation of Debtors’ Estates with Certain Nondebtor Affiliates or, Alternatively, to Reallocate Debtors’ Asbestos Liabilities to Those Affiliates* as **Exhibit 27** [Adv. Pro. Dkt. 3-27], containing confidential and commercially sensitive testimony regarding the confidential cash management system of the Trane enterprise and intercompany transactions that is not publicly

disclosed at 74:11-19, 134:8-19, 135:2-20 (the “**Confidential Deposition Excerpts**”).

ARGUMENT

7. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334, and this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b).

8. The statutory bases for the relief requested herein are 11 U.S.C. § 105(a), 11 U.S.C. § 107(b) and the Federal Rule of Bankruptcy Procedure 9018. Section 105(a) gives this Court authority to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” The Bankruptcy Code authorizes the Court, in appropriate circumstances, to issue orders to protect entities from potential harm that may result from the disclosure of Confidential Information. 11 U.S.C. § 107(b). Federal Rule of Bankruptcy Procedure 9018 provides that “[o]n motion or on its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of . . . confidential . . . commercial information.”

9. The documents and testimony that the Non-Debtor Affiliates seek to seal involve confidential, proprietary and commercially sensitive business strategies that is not otherwise publicly available. The Non-Debtor Affiliates provided the Confidential Deposition Excerpts to the FCR and Committee strictly on a confidential basis under the Protective Order. The disclosure of the information provided by the Non-Debtor Affiliates could potentially cause competitive or economic harm to the Non-Debtor Affiliates. *See* Sara Walden Brown Declaration in Support of Non-Debtor Affiliates’ Motion to File Confidential Documents Under Seal, ¶ 3 attached hereto as **Exhibit A**.

10. The Non-Debtor Affiliates have redacted only the portions of the Answer that contain commercially sensitive information.

11. As provided for in the Protective Order, the Non-Debtor Affiliates will deliver an un-redacted copy of the Confidential Information to the Court.

Wherefore, the Non-Debtor Affiliates respectively request that the Court enter an order, attached hereto as **Exhibit B**, granting the Non-Debtor Affiliates' Motion to Seal.

Dated: May 5, 2022

Respectfully submitted,

/s/ Stacy C. Cordes

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*Counsel to Trane Technologies Company LLC
and Trane U.S. Inc.*

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| PERSONAL INJURY CLAIMANTS, | : | |
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| Plaintiff, | : | |
| | : | Adv. Pro. No. 21-03029 |
| v. | : | |
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| ALDRICH PUMP LLC, MURRAY | : | |
| BOILER LLC, TRANE TECHNOLOGIES | : | |
| COMPANY LLC, and TRANE U.S. INC., | : | |
| | : | |
| Defendants. | : | |

**DECLARATION OF SARA WALDEN BROWN IN SUPPORT OF NON-DEBTOR
AFFILIATES’ MOTION TO FILE CONFIDENTIAL UNDER SEAL**

I, Sara Walden Brown, being first duly sworn, deposes and states as follows:

1. I am Vice President, Deputy General Counsel – Corporate Finance, Securities and Corporate Law of Trane Technologies plc, the ultimate parent of parties in interest, Trane Technologies Company LLC and Trane U.S. Inc. (collectively, the “**Non-Debtor Affiliates**”).

2. The facts, statements, and opinions set forth in this Declaration are based on my personal knowledge and my business experience.

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.

3. The public disclosure of the testimony regarding confidential intercompany transactions and cash management system of the Trane enterprise would cause serious competitive injury to the Non-Debtor Affiliates because the testimony contains business information that is maintained as highly confidential by the Non-Debtor Affiliates and the public disclosure of which would cause serious business injury to the Non-Debtor Affiliates by aiding the Non-Debtor Affiliates' competitors and by adversely affecting the Non-Debtor Affiliates' operations and employees. Kuehn 30(b)(6) Dep. Tr. at 74:11-19, 134:8-19, 135:2-20.²

I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge, and belief.

EXECUTED on this 5th day of May 2022

/s/ Sara Walden Brown
Sara Walden Brown

² The Kuehn 30(b)(6) deposition transcript is attached as **Exhibit 27** to the *Complaint for Substantive Consolidation of Debtors' Estates with Certain Nondebtor Affiliates or, Alternatively, to Reallocate Debtors' Asbestos Liabilities to Those Affiliates* [Adv. Pro. Dkt. 3-27].

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NOTICE OF HEARING

PLEASE TAKE NOTICE that Trane Technologies Company LLC and Trane U.S. Inc. (the “**Non-Debtor Affiliates**”) filed a *Motion to File Confidential Documents Under Seal* (the “**Motion**”) related to certain Confidential Deposition Excerpts in connection with the *Non-Debtor Affiliates’ Answer and Affirmative Defenses* filed on May 5, 2022.

PLEASE TAKE FURTHER NOTICE that your rights may be affected by this Motion. You should read the Motion carefully and discuss it with your attorney. If you do not have an attorney, you may wish to consult with one.

PLEASE TAKE FURTHER NOTICE that if you do not want the Court to grant the relief requested in the Motion, or if you oppose it in any way, then on or before May 19, 2022 you MUST:

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.

1. File a formal, written response with the Bankruptcy Court at:

Clerk, United States Bankruptcy Court
Charles Jonas Federal Building
401 West Trade Street
Charlotte, NC 28202

2. Serve a copy of your response on all parties in interest, including:

- a. U.S. Bankruptcy Administrator
402 West Trade Street
Charlotte, NC 28202

- b. CORDES LAW, PLLC
Stacy C. Cordes
1800 East Boulevard
Charlotte, NC 28203

- c. McCARTER & ENGLISH, LLP
Gregory J. Mascitti
Phillip S. Pavlick
825 Eighth Avenue, 31st Floor
New York, NY 10019

If you do not want the Court to grant the relief requested in the Motion or if you want the Court to consider your views on the Motion, then you or your attorney should attend the hearing on **May 26, 2022 at 9:30 a.m. before the Honorable J. Craig Whitley at the United States Bankruptcy Court, Charles Jonas Federal Building, Courtroom 2B, 401 West Trade Street, Charlotte, North Carolina 28202.**

PLEASE TAKE FURTHER NOTICE that the Court may grant the relief requested in the Motion. No further notice of the hearing on the Motion will be given.

Dated: May 5, 2022

CORDES LAW, PLLC

/s/ Stacy C. Cordes

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*Counsel for Trane Technologies Company
LLC and Trane U.S. Inc.*