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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
CHEMTURA CORPORATION, <i>et al.</i> , ¹	)	Case No. 09-_____ ()
)	
Debtors.	)	Joint Administration Requested

**DEBTORS' MOTION FOR ENTRY OF AN ORDER
AUTHORIZING THE RETENTION AND COMPENSATION OF CERTAIN
PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) seek entry of an order, substantially in the form attached hereto as Exhibit A, authorizing the Debtors to retain and compensate certain professionals utilized in the ordinary course of the Debtors’

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal taxpayer-identification number, are: Chemtura Corporation (3153); A&M Cleaning Products, LLC (4712); Aqua Clear Industries, LLC (1394); ASCK, Inc. (4489); ASEPSIS, Inc. (6270); BioLab Company Store, LLC (0131); BioLab Franchise Company, LLC (6709); Bio-Lab, Inc. (8754); BioLab Textile Additives, LLC (4348); CNK Chemical Realty Corporation (5340); Crompton Colors Incorporated (3341); Crompton Holding Corporation (3342); Crompton Monochem, Inc. (3574); GLCC Laurel, LLC (5687); Great Lakes Chemical Corporation (5035); Great Lakes Chemical Global, Inc. (4486); GT Seed Treatment, Inc. (5292); HomeCare Labs, Inc. (5038); ISCI, Inc. (7696); Kem Manufacturing Corporation (0603); Laurel Industries Holdings, Inc. (3635); Monochem, Inc. (5612); Naugatuck Treatment Company (2035); Recreational Water Products, Inc. (8754); Uniroyal Chemical Company Limited (Delaware) (9910); Weber City Road LLC (4381); and WRL of Indiana, Inc. (9136).



business. In support of this motion, the Debtors submit the Declaration of Stephen Forsyth, Executive Vice President and Chief Financial Officer of Chemtura Corporation, in Support of First Day Pleadings (the “First Day Declaration”). In further support of this motion, the Debtors respectfully state as follows:

Jurisdiction

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are sections 327, 328, 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”).

Background

4. On March 18, 2009 (the “Petition Date”), each of the Debtors filed a petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases and no statutory committees have been appointed or designated.

5. Concurrently with the filing of this motion, the Debtors have sought procedural consolidation and joint administration of these chapter 11 cases under the case of Chemtura Corporation (“Chemtura Corp.”). A description of the Debtors’ businesses, the reasons for filing these chapter 11 cases and the relief sought from this Court to allow for a smooth transition into operations under chapter 11 is set forth in the First Day Declaration, which is being filed contemporaneously with this motion.

6. As described in more detail in the First Day Declaration, Chemtura Corp. is the direct or indirect parent corporation of each of the other Debtors as well as numerous non-debtor

affiliates and joint ventures (collectively, with the Debtors and its non-debtor affiliates, the “Company”). Chemtura Corp. is publicly held, trading on the New York Stock Exchange (NYSE: CEM), and is among the largest publicly-traded specialty chemical companies in the United States.² The Company is a globally diversified manufacturer and marketer of specialty chemicals, crop protection and pool, spa and home care products.

7. The Company operates in every region of the world, with facilities in over 40 countries across six continents. Specifically, the Company’s business operations consist of five reporting segments: (i) polymer additives, (ii) performance specialties, (iii) consumer products, (iv) crop protection and (v) other, that includes the remnants of the previously divested industrial water additives and rubber chemicals businesses.

8. For the year ending December 31, 2008, the Company’s consolidated net sales for 2008 were \$3.5 billion and generated a gross profit of \$736 million. In 2007, the Company’s consolidated net sales were \$3.7 billion and generated a gross profit of \$864 million. In 2006, the Company’s consolidated net sales were \$3.5 billion and generated a gross profit of \$831 million. As of the year ending December 31, 2008, the Company had approximately \$3.1 billion in assets and \$2.6 billion in liabilities on a consolidated basis. The Company employs more than 4,700 full-time employees.

9. A confluence of events has led to the filing of these chapter 11 cases. As discussed in more detail in the First Day Declaration, the Company operates in a highly competitive industry that is in the midst of a sustained global recession that has caused business

² On February 17, 2009, Chemtura Corp. was notified by the New York Stock Exchange (“NYSE”) that it was no longer in compliance with the NYSE’s minimum share price rule, which requires, among other things, that the average closing price of Chemtura Corp.’s common stock be above \$1.00 over 30 consecutive trading days. Chemtura Corp.’s stock has not yet been delisted.

fundamentals to deteriorate. Among the deteriorating indicators are sharp declines in demand for products and restricted access to credit. In addition, for much of 2008 the industry experienced rapid inflation in the costs of its raw material, energy and freight. Although the inflation in input costs have started to abate, with significantly lower demand, the Company has not yet seen much benefit from the decline due to the sharp reductions in demand. These macroeconomic factors have harmed the Company's business operations -- and those of its competitors -- by significantly decreasing demand, resulting in lower manufacturing output and higher manufacturing variances, all of which have contributed to an unprecedented decline in the Company's operating profitability and access to liquidity.

10. The Company's liquidity has been further constrained by changes in the availability of its accounts receivable facilities. Specifically, and as further described in the First Day Declaration, the eligibility criteria and reserve requirements under the Company's U.S. accounts receivable facility tightened in the fourth quarter of 2008. Additionally, in December 2008, access to the Company's European accounts receivable facility was restricted in light of the Company's financial performance. As a result of the restriction of availability under these facilities, the Company sought to obtain additional liquidity by replacing the old U.S. accounts receivable facility with a new facility on January 23, 2009 and by attempting to negotiate an amendment to the European accounts receivable facility in early 2009.

11. The Company's efforts to obtain additional liquidity outside of chapter 11 in the face of increasingly difficult market conditions ultimately have proved unsuccessful. After a review of numerous options, the Debtors determined that the only financing available in order to meet their pressing liquidity needs was the debtor-in-possession financing that is proposed to be provided in these chapter 11 cases. Accordingly, the Debtors have begun these chapter 11 cases,

during which the Debtors will seek to restructure their debt and reorganize their capital structure while continuing to operate their business, manufacture quality products and meet customer needs.

Basis for Relief

A. The Ordinary Course Professionals

12. As described in the First Day Declaration, the Debtors employ various attorneys in the ordinary course of their business (each, an “OCP” and, collectively, the “OCPs”). The OCPs provide services for the Debtors in a variety of matters unrelated to these chapter 11 cases, including legal services with regard to specialized areas of the law, environmental regulation, accounting services, auditing and tax services and certain consulting services. A list of the Debtors’ current OCPs is attached hereto as Exhibit B.³

13. The Debtors also employ, in the ordinary course of business, professional service providers such as public relations and communications consultants, engineers, environmental consultants, product testing consultants, information technology consultants, marketing and business consultants, consultants with respect to the Debtors’ various intellectual property and other service providers (collectively, the “Service Providers”).⁴ Although some of the Service

³ The Debtors continue to review the list of OCPs and, to the extent of any changes, will supplement such list with separate filings on the Court’s docket.

⁴ For purposes of this motion, trial experts are excluded from the definition of OCPs and are treated as Service Providers. Courts have recognized that retention of trial experts as professionals is not required and would subject a debtor’s litigation strategy to unwarranted disclosure and scrutiny. *See, e.g., In re Napoleon*, 233 B.R. 910, 913 (Bankr. D. N.J. 1999) (holding that environmental, legal malpractice and financial experts hired to assist in the prosecution of a state court malpractice action did not play “integral role[s] in the administration of the bankruptcy case” and were therefore not considered “‘professional person[s]’ under § 327(a)”); *Elstead v. Nolden (In re That’s Entm’t Mktg. Group Inc.)*, 168 B.R. 226, 230-31 (N.D. Cal. 1994) (holding that an “accountant who is retained solely to testify as an expert witness in collateral litigation does not assume a ‘central role in the administration of the bankruptcy’” and, therefore, is “not subject to the requirements of § 327 and Rule 2014”); *In re Babcock Dairy Co. of Ohio, Inc.*, 70 B.R. 691, 692 (Bankr. N.D. Ohio 1987) (holding that an expert witness retained by a chapter 7 trustee was not a “professional person” as such term is

Providers have professional degrees and certifications, they provide services to the Debtors that are integral to the day-to-day operation of the Debtors' businesses and do not directly relate to or materially affect the administration of these chapter 11 cases.

14. The Debtors submit that the continued employment and compensation of the OCPs and Service Providers is in the best interests of their estates, creditors and other parties in interest. Although the Debtors anticipate that the OCPs and Service Providers will wish to continue to represent the Debtors during these chapter 11 cases, many would not be in a position to do so if the Debtors cannot pay them on a regular basis. Without the background knowledge, expertise and familiarity that the OCPs and Service Providers have relative to the Debtors and their operations, the Debtors undoubtedly would incur additional and unnecessary expenses in educating and retaining replacement professionals. Accordingly, the Debtors' estates and their creditors are best served by avoiding any disruption in the professional services that are required for the day-to-day operation of the Debtors' business. Moreover, in light of the substantial number of OCPs and Service Providers, and the significant costs associated with the preparation of employment applications for professionals who will receive relatively modest fees, the Debtors submit that it would be impractical, inefficient and extremely costly for the Debtors and their legal advisors to prepare and submit individual applications and proposed retention orders for each OCP and Service Provider.

15. Although some of the OCPs and Service Providers may hold relatively small unsecured claims against the Debtors in connection with services rendered to the Debtors

used in section 327 of the Bankruptcy Code because the expert's services were not central to the administration of the estate).

In addition, the Debtors submit that Joele Frank, Wilkinson, Brimmer, Katcher, the Company's public relations consulting firm, falls within the category of Service Providers. Although this firm will provide the Debtors with communications consulting services throughout these cases, they are not certified professionals and will not play a role in any decisions made with respect to the Debtors' restructuring efforts.

prepetition, the Debtors do not believe that any of the OCPs or Service Providers have an interest materially adverse to the Debtors, their creditors or other parties in interest.

B. The Proposed OCP Procedures

16. The Debtors have designed streamlined procedures for retention and compensation of OCPs after the Petition Date, as reflected on Exhibit 1 to Exhibit A attached hereto (the “OCP Procedures”). Briefly, the OCP Procedures will permit the Debtors to employ OCPs upon the filing of a declaration of disinterestedness, substantially in the form attached hereto as Exhibit 2 to Exhibit A (the “Declaration of Disinterestedness”), and a brief objection period for certain parties, including the United States Trustee for the Southern District of New York (the “U.S. Trustee”) and any statutory committee appointed in these chapter 11 cases (collectively, the “Notice Parties”). Among other things, each Declaration of Disinterestedness will state that the respective OCP does not have any material interest adverse to the Debtors or their estates.

17. The OCP Procedures further provide that all OCP fees and expenses, excluding costs and disbursements, do not exceed \$50,000 per month on a rolling three-month basis. Additionally, the Debtors seek to reserve the right to retain additional OCPs from time to time during these cases by (a) including such OCPs on an amended version of Exhibit B attached hereto will be filed with the Court and served on the Notice Parties and (b) having such OCPs comply with the OCP Procedures.⁵

⁵ For the avoidance of doubt, except as authorized by the Court, the OCP Procedures shall not apply to professionals retained by the Debtors pursuant to separate orders of the Court.

Relief Requested

18. By this motion, the Debtors seek authority to continue, in their sole discretion, to retain and compensate the OCPs on a postpetition basis in accordance with the OCP Procedures, without the need for each OCP to file formal applications for retention and compensation pursuant to sections 327, 328, 330 and 331 of the Bankruptcy Code.

Supporting Authority

19. In determining whether an entity is a “professional” within the meaning of section 327 of the Bankruptcy Code and, therefore, must be retained by express approval of the court, courts generally consider whether such entity is involved in the actual reorganization effort, rather than a debtor’s ongoing business operations. *See, e.g., Comm. of Asbestos-Related Litigants v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 60 B.R. 612, 619 (Bankr. S.D.N.Y. 1986) (“[T]he phrase ‘professional persons,’ as used in § 327(a), is a term of art reserved for those persons who play an intimate role in the reorganization of a debtors’s estate.”); *In re Drexel Burnham Lambert Group Inc.*, 112 B.R. 584, 587 (Bankr. S.D.N.Y. 1990) (same). In making this determination, courts often consider the following factors in determining whether an entity is a “professional” within the meaning of section 327 of the Bankruptcy Code:

- a. whether the entity controls, manages, administers, invests, purchases or sells assets that are significant to the debtor’s reorganization;
- b. whether the entity is involved in negotiating the terms of a plan of reorganization;
- c. whether the entity is directly related to the type of work carried out by the debtor or to the routine maintenance of the debtor’s business operations;
- d. whether the entity is given discretion or autonomy to exercise his or her own professional judgment in some part of the administration of the debtor’s estate;
- e. the extent of the entity’s involvement in the administration of the debtor’s estate; and

- f. whether the entity's services involve some degree of special knowledge or skill, such that it can be considered a "professional" within the ordinary meaning of the term.

See, e.g., In re First Merchs. Acceptance Corp., 1997 WL 873551, at *3 (D. Del. Dec. 15, 1997) (listing factors); *In re Sieling Assocs. Ltd. P'ship*, 128 B.R. 721, 723 (Bankr. E.D. Va. 1991) (authorizing the debtor to retain an environmental consultant in the ordinary course of business); *In re Riker Indus., Inc.*, 122 B.R. 964, 973 (Bankr. N.D. Ohio 1990) (not requiring section 327 of the Bankruptcy Code approval of the fees of a management and consulting firm that performed only "routine administrative functions" and whose "services were not central to [the] bankruptcy case"); *In re Fretheim*, 102 B.R. 298, 299 (Bankr. D. Conn. 1989) (only those professionals involved in the actual reorganization effort, rather than debtor's ongoing business, require approval under section 327 of the Bankruptcy Code).

20. The foregoing factors must be considered as a whole when determining if an entity is a "professional" within the meaning of section 327 of the Bankruptcy Code. None of the factors alone is dispositive. Considering all of the factors, the Debtors do not believe that the OCPs are "professionals" requiring a full retention under section 327 of the Bankruptcy Code. The OCPs will not be involved in the administration of these chapter 11 cases. Instead, the OCPs will provide services in connection with the Debtors' ongoing business operations, which services are ordinarily provided by non-bankruptcy professionals. Nevertheless, to provide clarity and an opportunity for oversight, the Debtors seek the relief requested herein to establish clear mechanisms for retention and payment of the OCPs and thereby avoid any subsequent controversy with respect thereto.

21. Courts in this district have regularly granted relief similar to that requested herein. *In re Tronox Inc.*, No. 09-10156 (Bankr. S.D.N.Y. Feb. 6, 2009) (approving \$50,000 monthly cap); *In re Lyondell Chem. Co.*, No. 09-10023 (Bankr. S.D.N.Y. Feb. 4, 2009) (same); *In re*

Wellman, Inc., Case. No. 08-10595 (Bankr. S.D.N.Y. Apr. 1, 2008) (same); *In re Calpine Corp.*, No. 05-60200 (Bankr. S.D.N.Y. Jan. 25, 2006) (same); *In re NRG Energy, Inc.*, No. 03-13024 (Bankr. S.D.N.Y. May 19, 2003) (same).

22. The Debtors and their estates would be well served by continued retention of the OCPs because of their established relationships with the Debtors and understanding of the Debtors and their operations. Additionally, because the Service Providers are not acting as “professional persons” under the Bankruptcy Code they should be treated on terms consistent with other ordinary course vendors because the Service Providers are providing day-to-day operational assistance to the Debtors’ businesses.

23. In light of the substantial number of OCPs and Service Providers, and the significant costs associated with the preparation of retention applications for professionals who will receive relatively modest fees, the Debtors submit that it would be impractical, inefficient and extremely costly for the Debtors and their legal advisors to prepare and submit individual applications and proposed retention orders for each OCP and Service Provider. Therefore, the Debtors submit it is in the best interest of all creditors and parties in interest to avoid any disruption in the professional services that are required for the day-to-day operation of the Debtors’ business by (a) retaining and compensating the OCPs in accordance with the Compensation Procedures and (b) continuing to employ and compensate the Service Providers in the Debtors’ discretion within the ordinary course of their business.

Motion Practice

24. This motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated, and a discussion of their application to this motion. Accordingly, the Debtors submit that this motion satisfies Local Rule 9013-1(a).

Notice

25. The Debtors have provided notice of this motion to: (a) the Office of the United States Trustee for the Southern District of New York; (b) the entities listed on the Consolidated List of Creditors Holding the 50 Largest Unsecured Claims; (c) counsel to the agent for the Debtors' proposed postpetition secured lenders; (d) counsel to the agent for the Debtors' prepetition secured credit facility; (e) the indenture trustee for each of the Debtors' outstanding bond issuances; (f) the Internal Revenue Service; and (g) the Securities and Exchange Commission. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary.

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court (a) enter an order, substantially in the form attached hereto as Exhibit A, authorizing the Debtors to retain and compensate OCPs in accordance with the OCP Procedures and (b) grant such other and further relief as is just and proper.

New York, New York
Dated: March 18, 2009

/s/

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M. Natasha Labovitz
Michael A. Cohen
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Proposed Counsel to the Debtors
and Debtors in Possession

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)				
In re:	)				Chapter 11
)				
CHEMTURA CORPORATION, <i>et al.</i>,	)				Case No. 09-_____ ()
)				
Debtors.	)				Jointly Administered
)				

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

Upon the motion (the "Motion") of Chemtura Corporation and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") for entry of an order authorizing the Debtors to retain and compensate certain professionals utilized in the ordinary course of the Debtors' business; and upon the Declaration of Stephen Forsyth, Executive Vice President and Chief Financial Officer of Chemtura Corporation, in Support of First Day Pleadings; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion appearing to be adequate and appropriate under the circumstances; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is granted to the extent set forth herein.

2. The Debtors are authorized, in their discretion, to retain and pay reasonable fees and expenses for the services of attorneys in the ordinary course of their business (each, an “OCP,” and collectively, the “OCPs”).

3. The procedures for the retention and compensation of OCPs set forth on Exhibit 1 attached hereto, including the form of the declaration of disinterestedness attached hereto as Exhibit 2, are hereby approved in their entirety.

4. The Debtors are authorized, but not required to employ and pay reasonable fees and expenses for the services of professional service providers (collectively, the “Service Providers”). Such Service Providers shall include professional service providers such as public relations and communications consultants, engineers, environmental consultants, product testing consultants, information technology consultants, marketing and business consultants, consultants with respect to the Debtors’ various intellectual property and other such parties are necessary to assist and advise the Debtors in the ordinary course of the Debtors’ business.

5. Notwithstanding the possible applicability of Rule 6004(h) of the Federal Rules of Bankruptcy Procedure, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York
Date: _____, 2009

United States Bankruptcy Judge

EXHIBIT 1

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
	)	Chapter 11
CHEMTURA CORPORATION, <i>et al.</i>,	)	Case No. 09-_____ ()
)	
Debtors.	)	Jointly Administered
)	

**RETENTION AND COMPENSATION
PROCEDURES FOR ORDINARY COURSE PROFESSIONALS**

The following procedures (the “OCP Procedures”) shall govern the retention of professionals retained by the above-captioned debtors (collectively, the “Debtors”) in the ordinary course of business (each, an “OCP,” and collectively, the “OCPs”):¹

- a. Each OCP shall file with the Court and serve a declaration of disinterestedness (each, a “Declaration of Disinterestedness”) substantially in the form attached hereto as Exhibit 2 upon: (i) the Debtors, Chemtura Corporation, 199 Benson Road, Middlebury, CT 06749, Attn: Billie S. Flaherty, Senior Vice-President and General Counsel; (ii) counsel to the Debtors, Kirkland & Ellis LLP, Citigroup Center, 153 East 53rd Street, New York, NY 10022, Attn: Dana Yankowitz; (iii) the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”), 33 Whitehall Street, 21st Floor, New York, NY 10004; (iv) counsel to any statutory committee appointed in these chapter 11 cases; (v) counsel to the agents for the Debtors’ postpetition secured lenders; and (vi) the Debtors’ prepetition secured lenders (collectively, the “Notice Parties”).

- b. The Notice Parties shall have 10 days after the filing and service of a Declaration of Disinterestedness to object to the retention of the OCP filing such declaration (the “Objection Deadline”). Any objecting party shall serve its objection upon the Notice Parties and the relevant OCP on or before the Objection Deadline. If an objection cannot be resolved within 10 days after the Objection Deadline, then the retention of the OCP 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 15 days from that date or on a date otherwise agreed to by the

¹ Except as authorized by the Court, the OCP Procedures shall not apply to professionals retained by the Debtors pursuant to separate orders of the Court.

parties. The Debtors shall not be authorized to retain and pay such OCP until all outstanding objections have been withdrawn, resolved or overruled by order of the Court.

- c. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to an OCP, the Debtors shall be authorized to retain and pay that OCP in accordance with these OCP Procedures.
- d. The Debtors are authorized to pay any retained OCP, without formal application to the Court, 100% of fees and disbursements upon submission of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date and the fees and disbursements related thereto; *provided, however*, that each OCP's fees, excluding costs and disbursements, do not exceed \$50,000 per month on a rolling three-month basis (the "OCP Monthly Cap").
- e. To the extent that fees payable to any OCP exceed the OCP Monthly Cap set forth in paragraph (d) above, the OCP shall file a fee application (a "Fee Application") with the Court for the amount in excess of the OCP Monthly Cap in accordance with sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, the Fee Guidelines promulgated by the Executive Office of the United States Trustee, and any applicable orders of the Court, unless the U.S. Trustee agrees otherwise.
- f. At three-month intervals during the pendency of these chapter 11 cases beginning on March 18, 2009 through June 30, 2009 and for each three month period thereafter (each, a "Quarter"), the Debtors shall file with the Court and serve on the Notice Parties, no later than 30 days after the end of such Quarter, a statement that shall include the following information for each OCP: (i) the name of the OCP; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that OCP during the reported Quarter; (iii) all postpetition payments made to that OCP to date; and (iv) a general description of the services rendered by that OCP.
- g. The Debtors may retain additional OCPs from time to time during these chapter 11 cases by (i) including each additional OCPs on an amended version of Exhibit B attached to the Motion that shall be filed with the Court and served on the Notice Parties and (ii) having such additional OCP otherwise comply with the OCP Procedures.

EXHIBIT 2

Form Declaration of Disinterestedness

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
	)	Chapter 11
CHEMTURA CORPORATION, <i>et al.</i>,	)	Case No. 09-_____ ()
)	
Debtors.	)	Jointly Administered
)	

**DECLARATION OF DISINTERESTEDNESS OF
[OCP] IN SUPPORT OF RETENTION AS ORDINARY COURSE PROFESSIONAL**

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct:

1. I am a _____ of _____, located at _____ (the "Firm").

2. The above-captioned debtors and debtors in possession (collectively, the "Debtors") have requested that the Firm provide [service description] services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past, may currently perform services and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates, except as follows: [PROFESSIONAL TO INSERT DISCLOSURE OF ANY NON-MATERIAL POTENTIALLY ADVERSE INTEREST TO THE DEBTORS.]

4. [As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be retained by the Debtors, claimants and parties in interest in these chapter 11 cases.]

5. Neither I nor any principal, partner, director or officer of, or professional retained by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor any principal, partner, director or officer of, or professional retained by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be retained, except as follows: [PROFESSIONAL TO INSERT DISCLOSURE OF ANY NON-MATERIAL POTENTIALLY ADVERSE INTEREST TO THE DEBTORS.]

7. The Debtors owe the Firm \$[_____] for prepetition services, the payment of which is subject to limitations contained in the Bankruptcy Code.

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8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its retention, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Executed on

Date: _____, 2009

Name:

Title:

EXHIBIT B

List of Ordinary Course Professionals

Entity Name	Services Provided
Babst Calland Clements & Zomnir, Pittsburgh	Legal
Baker & McKenzie LLP, Chicago	Legal
DLA Piper US LLP, Baltimore	Legal
Howrey LLP, Washington	Legal
K&L Gates, LLP - Pittsburgh PA	Legal
LECG, LLC, Emeryville	Legal
LECG, LLC, Washington	Legal
Mayer Brown LLP, Chicago	Legal
McKenna Long & Aldridge LLP, Atlanta	Legal
O'Melveny & Myers, LLP, Menlo Park	Legal
Robinson & Cole LLP, Hartford	Legal
Skadden, Arps, Slate, Meagher & Flom LLP (All Locations)	Legal
Pillsbury Winthrop	Legal
Morgan Lewis	Legal
Friday Eldridge	Legal
Winston & Strawn LLP, New York	Legal
Ogilvy Renault	Legal
Robinson & Cole LLP, Hartford	Legal - IP
Roberts Mlotkowski Safran & Cole, PC. McLean	Legal - IP
ASAMURA PATENT OFFICE, Tokyo, Japan	Legal - IP
Serravalle sas, Lodi	Legal - IP
US Patent & Trademark Office, Chicago (Chemtura)	Legal - IP
CCPIT Patent and Trademark Law Office, Beijing	Legal - IP
SPOTT, WEINMILLER & BÖHM	Legal - IP
GORODISSKY & PARTNERS, MOSCOW	Legal - IP
Wuesthoff&Wuesthoff, Munich	Legal - IP
Diehl Servilla LLC, Clark	Legal - IP
Gowling Lafleur Henderson, Ottawa	Legal - IP
Levy & Grandinetti, Washington	Legal - IP
SHIN & KIM, Seoul Korea	Legal - IP
Remfry & Sagar, GURGAON	Legal - IP
Baker & Daniels LLP, Indianapolis	Legal - IP
LEE AND LI, ATTORNEYS-AT-LAW, TAIPEI	Legal - IP
A J Park, Wellington	Legal - IP
Scully, Scott, Murphy & Presser, Garden City	Legal - IP
GIDE LOYRETTE NOUEL, Paris	Legal - IP
Madderns, Adelaide	Legal - IP
Adams & Adams, Pretoria S Africa	Legal - IP
Marval, O' Farrell & Mairal, Buenos Aires	Legal - IP
YUASA & HARA, Tokyo	Legal - IP
Octrooibureau Los en Stigter BV, Amsterdam	Legal - IP
Corporation Service Company (CSC), Philadelphia	Legal - IP
de Dominicis & Mayer, Milan	Legal - IP
J. A. Kemp & Co., London	Legal - IP
Marks & Clerk, Birmingham	Legal - IP

Entity Name	Services Provided
OFFICE HANSENS SPRL, Brussels	Legal - IP
Chas. Hude A/S, Copenhagen V	Legal - IP
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