

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF NORTH CAROLINA  
CHARLOTTE DIVISION

In re

ALDRICH PUMP LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-30608

(Jointly Administrated)

**THE OFFICIAL COMMITTEE OF ASBESTOS PERSONAL INJURY CLAIMANTS'  
RESERVATION OF RIGHTS WITH RESPECT TO THE MOTION OF THE DEBTORS  
FOR AN ORDER AUTHORIZING THEM TO PERFORM UNDER CERTAIN  
INTERCOMPANY AGREEMENTS WITH NON-DEBTOR AFFILIATE**

The Official Committee of Asbestos Personal Injury Claimants (the “Committee”) of Aldrich Pump LLC (“Aldrich”) and Murray Boiler LLC, (“Murray,” together the “Debtors”), by and through their proposed undersigned counsel, respectfully submits its Reservation of Rights (the “Reservation of Rights”) to the *Motion of the Debtors for an Order Authorizing Them to Perform Under Certain Intercompany Agreements with Non-Debtor Affiliate* [Docket No. 26], dated June 18, 2020 (the “Intercompany Services Motion”).<sup>2</sup> In support of the Reservation of Rights, the Committee respectfully states as follows:

**BACKGROUND**

1. The Debtors filed these cases on June 18, 2020 (the “Petition Date”) purportedly to resolve their newly acquired asbestos liabilities and fund a section 524(g) trust pursuant to a chapter 11 plan. *See Declaration of Ray Pittard in Support of First Day Pleadings* [Docket No. 27, at 5-6] (the “Pittard Declaration”); *Declaration of Allan Tanabaum in Support of Debtors’*

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Intercompany Services Motion as applicable.



*Complaint for Injunctive Relief, Related Motions, and the Chapter 11 Cases* [Adv. Pro 20-03041, Docket No. 3, at 3-4] (the “Tanabaum Declaration,” together with the Pittard Declaration, the “First Day Declarations”). The Debtors are each a single-purpose entity, respectively.

2. As described in the First Day Declarations, prior to the Petition Date the Debtors and their predecessors underwent a purely paper restructuring transaction. In connection with “moving” to Texas (for only a few hours) to utilize Texas’s divisive merger statute (the “2020 Corporate Restructuring”), the Debtors entered into certain service and secondment agreements with non-debtor affiliate Trane Technologies Company LLC (“Trane”).

3. On the Petition Date, the Debtors filed the Intercompany Services Motion seeking to continue to perform under such agreements.

4. On July 7, 2020, this Court entered the *Order Appointing the Official Committee of Asbestos Personal Injury Claimants* [Docket No. 147] appointing the Committee.

5. The Debtors continue to manage their property and operate their business as debtors in possession pursuant to sections 1107(a) and 1108 of Title 11 of the United States Code (as applicable to this case, the “Bankruptcy Code”).

### **RESERVATION OF RIGHTS**

6. The Committee continues to discuss with the Debtors certain revisions to the proposed form of order submitted with the Intercompany Services Motion. Notwithstanding the ongoing discussions or the form of order ultimately submitted in connection with the Intercompany Services Motion, the Committee contends that the Debtors are wholly dependent upon the secondment of employees from, and the provision of day-to-day business services and corporate functions provided by, Trane. The Committee expressly reserves all rights to challenge the 2020 Corporate Restructuring, the relationship(s) between the Debtors and their

non-debtor affiliates, and the propriety of these bankruptcy cases utilizing any appropriate theory or procedural mechanism.

Dated: Charlotte, North Carolina  
July 14, 2020

/s/ Glenn C. Thompson

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