

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

UCI INTERNATIONAL, LLC, et al.¹

Debtors.

Chapter 11

Case No. 16-11354 (MFW)

(Jointly Administered)

**VERIFIED STATEMENT OF WILLKIE FARR & GALLAGHER LLP AND MORRIS
NICHOLS ARSHT & TUNNELL LLP PURSUANT TO BANKRUPTCY RULE 2019
REGARDING REPRESENTATION OF MULTIPLE CREDITORS**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Willkie Farr & Gallagher LLP (“**Willkie**”) and Morris Nichols Arsht & Tunnell LLP (“**Morris Nichols**,” and together with Willkie, “**Counsel**”) in connection with its representation in the above-captioned cases (the “**Bankruptcy Cases**”) of an ad hoc group of unaffiliated noteholders (each, a “**Noteholder**,” and collectively, the “**Noteholders**”) of the 8.625% senior unsecured notes (the “**Notes**”) issued by UCI International, LLC (together with its affiliates, “**UCI**”), pursuant to that certain Indenture, dated as of January 26, 2011 (as amended, restated, supplemented or otherwise modified from time to time, the “**Indenture**”), hereby submit this verified statement (the “**Verified Statement**”) and in support thereof respectfully state as follows:

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s federal tax identification number, are as follows: UCI International, LLC (0186); Airtex Industries, LLC (0830); Airtex Products, LP (0933); ASC Holdco, Inc. (9758); ASC Industries, Inc. (7793); Champion Laboratories, Inc. (5645); UCI Acquisition Holdings (No. 1) Corp (5732); UCI Acquisition Holdings (No. 3) Corp (8277); UCI Acquisition Holdings (No. 4) LLC (8447); UCI-Airtex Holdings, Inc. (5425); UCI Holdings Limited (N/A); UCI Pennsylvania, Inc. (1527); and United Components, LLC (9857). The mailing address for each Debtor is 1900 West Field Court, Lake Forest, Illinois 60045.

1. On or around January 13, 2016, the Noteholders retained Willkie to represent an ad hoc group (the “**Ad Hoc Group**”) to represent it in connection with potential restructuring discussions with UCI.² The Ad Hoc Group presently is comprised of (a) Blackrock Financial Management Inc., acting as an investment advisor or manager of funds and/or accounts managed and/or controlled by it and (b) certain funds/accounts managed by Credit Suisse Asset Management, LLC.

2. The Noteholders or affiliates hold disclosable economic interests, or act as investment advisors or managers to funds and/or accounts of their respective subsidiaries that hold disclosable economic interests, in relation to the Debtors. In accordance with Bankruptcy Rule 2019, and based upon information provided to Counsel by each Noteholder, the address, nature and principal amount of each of these disclosable economic interest are described in Exhibit A, attached hereto.

3. Each of these members of the Ad Hoc Group has consented to Counsel’s representation of the Ad Hoc Group in the above-captioned matter. Counsel does not own a claim or interest in either the Debtors or their estates.

4. Other than as disclosed herein, Counsel does not represent or purport to represent any other entities with respect to the Debtors’ Bankruptcy Cases. In addition, each Noteholder does not purport to act, represent, or speak on behalf of any other entities in connection with the Debtors’ Bankruptcy Cases.

5. Nothing contained in this Verified Statement or Exhibit A is intended to, nor should be construed to, constitute: (a) a waiver or release of any claims filed or to be filed against the Debtors or interests in the Debtors held by any Noteholder, its affiliates or any other

² Morris Nichols was retained as Delaware counsel on or about March 9, 2016.

entity; or (b) an admission with respect to any fact or legal theory. Nothing herein should be construed as a limitation upon, or waiver of, any rights of any of the above listed parties to assert, file and/or amend any claims or proof of claim filed in accordance with applicable law and any orders entered in the referenced cases.

6. Counsel reserves the right to amend this Verified Statement as necessary in accordance with the requirements set forth in Bankruptcy Rule 2019.

Dated: June 17, 2016
Wilmington, Delaware

WILLKIE FARR & GALLAGHER LLP

By: /s/ Daniel I. Forman
Matthew A. Feldman (*pro hac vice* pending)
Paul V. Shalhoub (*pro hac vice* pending)
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- and -

MORRIS NICHOLS ARSHT & TUNNELL LLP

By: /s/ Matthew B. Harvey
Robert J. Dehney (No. 3578)
Matthew B. Harvey (No. 5186)
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Counsel for the Ad Hoc Group of Noteholders

EXHIBIT A

Disclosable Economic Interests

Name & Address	Nature of Claim	Principal Amount
Blackrock Financial Management Inc., as an investment advisor or manager of funds and/or accounts 55 East 52 nd Street, 6 th Floor New York, NY 10055	Bond Debt	\$169,900,000
Certain funds/accounts managed by Credit Suisse Asset Management, LLC One Madison Avenue, New York, NY 10010		
Atrium V	Bond Debt	1,750,000.00
Atrium VIII	Bond Debt	2,000,000.00
AustralianSuper	Bond Debt	8,605,000.00
Bentham Wholesale High Yield Fund	Bond Debt	515,000.00
Bentham Wholesale Syndicated Loan Fund	Bond Debt	8,545,000.00
Castle Garden Funding	Bond Debt	1,500,000.00
Credit Suisse Floating Rate High Income Fund	Bond Debt	6,138,000.00
Credit Suisse Asset Management Income Fund, Inc.	Bond Debt	2,100,000.00
Credit Suisse Nova (Lux)	Bond Debt	9,100,000.00
Credit Suisse Bond Fund (Lux) High Yield US \$	Bond Debt	800,000.00
Credit Suisse Strategic Income Fund	Bond Debt	1,049,000.00
Policemen and Firemen Retirement System of the City of Detroit	Bond Debt	600,000.00
Credit Suisse High Yield Bond Fund	Bond Debt	5,000,000.00
ENTSORGUNGSFONDS FUR KERNKRAFTWERKE	Bond Debt	530,000.00
Madison Park Funding X, Ltd.	Bond Debt	2,000,000.00
Madison Park Funding XI, Ltd.	Bond Debt	2,300,000.00
Madison Park Funding VIII, Ltd.	Bond Debt	2,000,000.00
Madison Park Funding II, Ltd.	Bond Debt	1,000,000.00
Madison Park Funding III, Ltd.	Bond Debt	750,000.00
Madison Park Funding VI, Ltd.	Bond Debt	1,000,000.00
Madison Park Funding VII, Ltd.	Bond Debt	1,000,000.00
Commonwealth of Pennsylvania Treasury Department	Bond Debt	275,000.00
Senior Secured Floating Rate Loan Fund	Bond Debt	1,290,000.00
QUALCOMM Global Trading Pte. Ltd.	Bond Debt	12,350,000.00
Credit Suisse Dollar Senior Loan	Bond Debt	3,240,000.00

Fund Fund, Ltd.		
STILLEGUNGSFONDS FUR KERNANLAGEN	Bond Debt	240,000.00
BA/CSCREDIT 1 LLC	Bond Debt	2,920,000.00