

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

In re:

UCI INTERNATIONAL, LLC, et al.<sup>1</sup>

Debtors.

Chapter 11

Case No. 16-11354 (MFW)

(Jointly Administered)

**SUPPLEMENTAL 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 supplemental verified statement (the “**Supplemental Verified Statement**”) and in support thereof respectfully state as follows:

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<sup>1</sup> 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.<sup>2</sup> The Ad Hoc Group presently is comprised of (a) BlackRock Financial Management Inc., BlackRock Advisors, LLC and BlackRock Institutional Trust Company, N.A. (collectively, “**BlackRock**”) acting as 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. On June 17, 2016, a verified statement under Bankruptcy Rule 2019 was filed on behalf of the Ad Hoc Group by Counsel [Docket No. 146].

3. On June 17, 2016, Counsel filed a notice of appearance on behalf of the Ad Hoc Group [Docket No. 142].

4. 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 the information provided to Counsel by each Noteholder, the address, nature and principal amount of each of these disclosable economic interests, as of the date of this Supplemental Verified Statement, are described in Exhibit A, attached hereto.

5. In accordance with Bankruptcy Rule 2019, Counsel hereby files this Supplemental Verified Statement to disclose certain changes among holdings of disclosable economic interests of the Ad Hoc Group.

6. Upon information and belief after due inquiry, Counsel does not hold any claim against, or interests in, the Debtors or their estates, except for administrative expense

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<sup>2</sup> Morris Nichols was retained as Delaware counsel on or around March 9, 2016.

claims for fees and expenses connection with this Court's *Order Authorizing and Approving (i) (A) Entry into a Backstop Commitment Agreement and (B) Payment of the Backstop Fees and Expenses and (ii) Granting Related Relief* [Docket No. 727] entered on October 14, 2016.

7. Each member of the Ad Hoc Group has consented to Counsel's representation of the Ad Hoc Group in the above-captioned matter.

8. 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.

9. Nothing contained in this Supplemental 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 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.

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

*[Signatures follow]*

Dated: November 3, 2016  
Wilmington, Delaware

WILLKIE FARR & GALLAGHER LLP

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

787 Seventh Avenue  
New York, New York 10019  
Telephone: (212) 728-8000  
Facsimile: (212) 728-8111

-and-

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

By: /s/ Eric D. Schwartz  
Robert J. Dehney (No. 3578)  
Eric D. Schwartz (No. 3134)  
Matthew B. Harvey (No. 5186)

1201 N. Market St., 16<sup>th</sup> Floor  
Wilmington, Delaware 19801  
Telephone: (302) 658-9200  
Facsimile: (302) 658-3989

*Counsel for the Ad Hoc Group of Noteholders*

**EXHIBIT A**

**Disclosable Economic Interests**

<b>Name &amp; Address</b>	<b>Nature of Claim</b>	<b>Principal Amount</b>
BlackRock Financial Management Inc., as investment advisor or manager of funds and/or accounts 55 East 52 <sup>nd</sup> Street, 6 <sup>th</sup> Floor New York, NY 10055	Bond Debt	\$104,382,000
BlackRock Advisors, LLC, as investment advisor or manager of funds and/or accounts 55 East 52 <sup>nd</sup> Street, 6 <sup>th</sup> Floor New York, NY 10055	Bond Debt	\$61,262,000
BlackRock Multi-Strategy Master Fund Limited, as investment advisor or manager of funds and/or accounts 55 East 52 <sup>nd</sup> Street, 6 <sup>th</sup> Floor New York, NY 10055	Bond Debt	\$4,253,000
Certain funds/accounts managed by Credit Suisse Asset Management, LLC One Madison Avenue, New York, NY 10010	Bond Debt	\$78,597,000.00