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*Proposed Counsel to the Debtors*

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

<hr/>		X
In re	:	Chapter 11
	:	
GARRETT MOTION INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 20-12212 (MEW)
	:	
Debtors.	:	Jointly Administered
	:	
<hr/>		X

**CERTIFICATE OF NO OBJECTION TO DEBTORS’ MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS (I) AUTHORIZING, BUT NOT DIRECTING, THE DEBTORS TO MAINTAIN THEIR CUSTOMER PROGRAMS AND HONOR RELATED PREPETITION OBLIGATIONS, (II) AUTHORIZING BANKS AND OTHER FINANCIAL INSTITUTIONS TO HONOR AND PROCESS RELATED CHECKS AND TRANSFERS AND (III) GRANTING RELATED RELIEF**

1. On September 20, 2020, Garrett Motion Inc. and certain of its affiliates, as debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing, but Not Directing, the Debtors to Maintain Their Customer Programs and Honor Related Prepetition Obligations, (II) Authorizing Banks and Other Financial Institutions to Honor and*

<sup>1</sup> The last four digits of Garrett Motion Inc.’s tax identification number are 3189. Due to the large number of debtor entities in these Chapter 11 Cases, which are being jointly administered, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <http://www.kccllc.net/garrettmotion>. The Debtors’ corporate headquarters is located at La Pièce 16, Rolle, Switzerland.



*Process Related Checks and Transfers and (III) Granting Related Relief* [Docket No. 12] (the “Motion”). On September 24, 2020, the Court entered the *Interim Order (I) Authorizing, but Not Directing, the Debtors to Maintain Their Customer Programs and Honor Related Prepetition Obligations, (II) Authorizing Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers and (III) Granting Related Relief* [Docket No. 74] (the “Interim Order”). Objections to entry of a final order on the Motion were required to be filed and served by 4:00 p.m. ET on October 14, 2020 (the “Objection Deadline”).

2. The Objection Deadline has passed, and to the best of the knowledge of the undersigned counsel, no objection with respect to entry of a final order on the Motion has been filed with the Court on the docket of these Chapter 11 Cases or served on counsel to the Debtors. In accordance with rule 9075-2 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York, this Certificate of No Objection is being filed at least forty-eight hours after expiration of the Objection Deadline.

3. The Debtors respectfully request entry of the proposed final order attached hereto as Exhibit A at the Court’s earliest convenience. Since the filing of the original proposed final order attached to the Motion, the Debtors have made some changes to the proposed final order to conform to the Interim Order entered by the Court and to address comments received from the Official Committee of Unsecured Creditors. A blackline showing the changes to the proposed final order from the original proposed final order is attached hereto as Exhibit B.

Dated: October 17, 2020  
New York, New York

/s/ Andrew G. Dietderich  
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*Proposed Counsel to the Debtors*

**EXHIBIT A**

**Proposed Final Order**



related checks and transfers and (c) granting related relief; and this Court having entered the *Interim Order (I) Authorizing, But Not Directing, the Debtors to Maintain Their Customer Programs and Honor Related Prepetition Obligations, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers and (III) Granting Related Relief* [D.I. 74]; and this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and venue of these Chapter 11 Cases and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided in accordance with the Bankruptcy Rules and the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), and that, except as otherwise ordered herein, no other or further notice is necessary; and any objections (if any) to the Motion having been withdrawn, resolved or overruled on the merits; and a hearing having been held to consider the relief requested in the Motion and upon the record of the hearing and all of the proceedings had before this Court; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties-in-interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on a final basis as set forth herein.
2. The Debtors are authorized, but not directed, in their sole discretion, to maintain, continue, renew, replace, implement, modify, terminate or create new Customer Programs as needed in the ordinary course of business and consistent with past practice,

including establishing or modifying customer prices and making direct cash disbursements, without obtaining any further order of the Court.

3. The Debtors are authorized, but not directed, in their sole discretion and business judgment, to satisfy the Prepetition Customer Obligations as they come due in the ordinary course of business, including through the negotiation and settlement of any claims under the Warranties.

4. The Debtors are authorized to issue postpetition checks, or to effect postpetition electronic fund transfers, in replacement of any checks or electronic fund transfers in respect of payments authorized by this Final Order that are dishonored or rejected after the Petition Date.

6. The Debtors are authorized and empowered to execute and deliver such documents, and to take and perform all actions necessary to implement and effectuate the relief granted in this Final Order.

7. In accordance with this Final Order (or other order of this Court), each of the financial institutions at which the Debtors maintain their accounts relating to the payment of the obligations described in the Motion are authorized, but not directed, to (a) receive, process, honor and pay all checks presented for payment and to honor all fund transfer requests made by the Debtors related thereto, to the extent that sufficient funds are on deposit in those accounts and (b) accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of this Court, whether such checks, drafts, wires or transfers are dated prior to, on or subsequent to the Petition Date, without any duty to inquire otherwise and without any liability for following the Debtors' instructions.

8. Nothing in the Motion or this Final Order, nor as a result of any payment made pursuant to this Final Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code or a waiver of the right of the Debtors or of any claims or causes of action which may exist against any customer, or shall impair the ability of the Debtors to contest or seek relief under any section of the Bankruptcy Code in respect of the validity and amount of any payment made pursuant to this Final Order.

9. Notwithstanding anything to the contrary contained in the Motion or this Final Order, any payment to be made and any relief or authorization granted hereunder shall be limited by, and shall be subject to, the requirements imposed on the Debtors in any orders entered by this Court authorizing the Debtors to obtain debtor-in-possession financing and authorizing the use of cash collateral (any such order, a "DIP Order"). To the extent of any conflict (but solely to the extent of such conflict) between the terms of this Final Order and the terms of any DIP Order, the terms of the DIP Order will govern.

10. The requirements set forth in Local Rule 9013-1(b) are satisfied.

11. The requirements set forth in Bankruptcy Rule 6004(a) are satisfied.

12. This Final Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

13. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motion or the implementation of this Final Order.



Dated: \_\_\_\_\_  
New York, New York

\_\_\_\_\_  
The Honorable Michael E. Wiles  
United States Bankruptcy Judge

**EXHIBIT B**

**Blackline**

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

_____		x
In re	:	Chapter 11
	:	
GARRETT MOTION INC., <i>et al.</i> , <sup>1</sup>	:	Case No. <u>20-12212</u>
	:	( <del>MEW</del> )
	:	
Debtors.	:	Jointly Administered
	:	
_____		x

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO MAINTAIN  
THEIR CUSTOMER PROGRAMS AND HONOR RELATED PREPETITION  
OBLIGATIONS, (II) AUTHORIZING BANKS AND OTHER FINANCIAL  
INSTITUTIONS TO HONOR AND PROCESS RELATED CHECKS AND  
TRANSFERS AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> of Garrett Motion Inc. and certain of its affiliated debtors and debtors-in-possession (collectively, the “Debtors”), for entry of an order (this “Final Order”) (a) authorizing, but not directing, the Debtors, in their sole discretion, to (i) maintain and administer their Customer Programs and honor all prepetition obligations (collectively, the “Prepetition Customer Obligations”) to customers arising under the Customer Programs in the ordinary course of business and in a manner consistent with past practice and (ii) maintain, continue, renew, replace, implement, modify, terminate or create new Customer Programs, in each case, as the Debtors deem appropriate in their business judgment in the ordinary course of business and consistent with past practice, without further application to the Court; (b) authorizing applicable banks and other financial institutions to honor and process related checks and transfers and (c) granting related relief; and this Court having entered the

<sup>1</sup> The last four digits of Garrett Motion Inc.’s tax identification number are 3189. Due to the large number of debtor entities in these Chapter 11 Cases, ~~for which the Debtors have requested joint administration~~ are being jointly administered, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <http://www.kccllc.net/garrettmotion>. The Debtors’ corporate headquarters is located at La Pièce 16, Rolle, Switzerland.

<sup>2</sup> Capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Motion.

*Interim Order (I) Authorizing, But Not Directing, the Debtors to Maintain Their Customer Programs and Honor Related Prepetition Obligations, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers and (III) Granting Related Relief* [D.I. [174](#)]; and this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and venue of these Chapter 11 Cases and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided in accordance with the Bankruptcy Rules and the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), and that, except as otherwise ordered herein, no other or further notice is necessary; and any objections (if any) to the Motion having been withdrawn, resolved or overruled on the merits; and a hearing having been held to consider the relief requested in the Motion and upon the record of the hearing and all of the proceedings had before this Court; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties-in-interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on a final basis as set forth herein.
2. The Debtors are authorized, but not directed, in their sole discretion, to maintain, continue, renew, replace, implement, modify, terminate or create new Customer Programs as needed in the ordinary course of business and consistent with past practice,

including establishing or modifying customer prices and making direct cash disbursements, without obtaining any further order of the Court.

3. The Debtors are authorized, but not directed, in their sole discretion and business judgment, to satisfy the Prepetition Customer Obligations as they come due in the ordinary course of business, including through the negotiation and settlement of any claims under the Warranties.

~~4. The Debtors are authorized, but not directed, to launch, or continue to proceed with, law suits and/or criminal or other complaints against third parties that are infringing trademarks and/or competing unfairly by launching products that are not homologated for road use by the authorities, or selling stolen or illegal copies of the Debtors' products, and to pursue any other means of action against competitors that compete in an unlawful fashion against the Debtors and to pay any related expenses or fees.~~

4. ~~5.~~ The Debtors are authorized to issue postpetition checks, or to effect postpetition electronic fund transfers, in replacement of any checks or electronic fund transfers in respect of payments authorized by this Final Order that are dishonored or rejected after the Petition Date.

6. The Debtors are authorized and empowered to execute and deliver such documents, and to take and perform all actions necessary to implement and effectuate the relief granted in this Final Order.

7. In accordance with this Final Order (or other order of this Court), each of the financial institutions at which the Debtors maintain their accounts relating to the payment of the obligations described in the Motion are authorized, but not directed, to (a) receive, process, honor and pay all checks presented for payment and to honor all fund transfer requests made by

the Debtors related thereto, to the extent that sufficient funds are on deposit in those accounts and (b) accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of this Court, whether such checks, drafts, wires or transfers are dated prior to, on or subsequent to the Petition Date, without any duty to inquire otherwise and without any liability for following the Debtors' instructions.

8. Nothing in the Motion or this Final Order, nor as a result of any payment made pursuant to this Final Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtors, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code or a waiver of the right of the Debtors or of any claims or causes of action which may exist against any customer, or shall impair the ability of the Debtors to contest or seek relief under any section of the Bankruptcy Code in respect of the validity and amount of any payment made pursuant to this Final Order.

9. Notwithstanding anything to the contrary contained in the Motion or this Final Order, any payment to be made and any relief or authorization granted hereunder shall be limited by, and shall be subject to, the requirements imposed on the Debtors in any orders entered by this Court authorizing the Debtors to obtain debtor-in-possession financing and authorizing the use of cash collateral (any such order, a "DIP Order"). To the extent of any conflict (but solely to the extent of such conflict) between the terms of this Final Order and the terms of any DIP Order, the terms of the DIP Order will govern.

10. The requirements set forth in Local Rule 9013-1(b) are satisfied.

11. The requirements set forth in Bankruptcy Rule 6004(a) are satisfied.

12. This Final Order is immediately effective and enforceable,  
notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise.

13. This Court shall retain jurisdiction with respect to any matters, claims,  
rights or disputes arising from or related to the Motion or the implementation of this Final Order.

Dated: \_\_\_\_\_  
New York, New York

\_\_\_\_\_  
[The Honorable Michael E. Wiles](#)  
United States Bankruptcy Judge