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*Proposed Counsel to the Debtors*

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

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

**CERTIFICATE OF NO OBJECTION TO DEBTORS' MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS (I) AUTHORIZING, BUT NOT DIRECTING, THE DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, EMPLOYEE BENEFITS, PREPETITION PAYROLL TAXES AND OTHER COMPENSATION AND (B) MAINTAIN EMPLOYEE COMPENSATION AND BENEFITS PROGRAMS AND PAY RELATED ADMINISTRATIVE OBLIGATIONS, (II) AUTHORIZING APPLICABLE 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,

<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' claims and noticing agent at <http://www.kccllc.net/garrettmotion>. The Debtors' corporate headquarters is located at La Pièce 16, Rolle, Switzerland.



the “Debtors”) filed the *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing, but not Directing, the Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, Prepetition Payroll Taxes and Other Compensation and (B) Maintain Employee Compensation and Benefits Programs and Pay Related Administrative Obligations, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers and (III) Granting Related Relief* [Docket No. 11] (the “Motion”). On September 22, 2020, the Court entered the *Interim Order (I) Authorizing, but Not Directing, the Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, Prepetition Payroll Taxes and Other Compensation and (B) Maintain Employee Compensation and Benefits Programs and Pay Related Administrative Obligations, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers and (III) Granting Related Relief* [Docket No. 48] (the “Interim Order”). Objections to the Motion were required to be filed and served by 4:00 p.m. ET on October 14, 2020 (the “Objection Deadline”); other than with respect to the Official Committee of Unsecured Creditors (the “Committee”) whose deadline, with the Court’s approval, was extended to October 19, 2020 at 12:00 p.m. ET.

2. The Objection Deadline has passed, and the Committee has consented to the entry of the proposed final order attached hereto as Exhibit A. To the best of the knowledge of the undersigned counsel, no objection with respect to 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 and at the request of the Committee. A blackline showing the changes to the proposed final order from the original proposed final order is attached hereto as Exhibit B.

Dated: October 19, 2020  
New York, New York

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

**EXHIBIT A**

**Proposed Final Order**



*and Other Compensation and (B) Maintain Employee Compensation and Benefits Programs and Pay Related Administrative Obligations, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers and (III) Granting Related Relief*[D.I. 48]; 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, to (a) pay the Prepetition Employee Obligations (either directly or to third parties for payment or remittance, as applicable), including amounts that exceed, in the aggregate, the priority amounts set forth in sections 507(a)(4) and 507(a)(5) of the Bankruptcy Code; (b) honor and continue their programs,

policies and practices with respect to the Employee Compensation and Benefits in the ordinary course of business consistent with the Debtors' past practices before the Petition Date, *provided* that no payment to any Employee shall be made pursuant to this Final Order to the extent that it is a transfer in derogation of section 503(c) of the Bankruptcy Code, and *provided further* that only postpetition deferrals and credits will be earned as administrative expenses under the SSP, and nothing in this Final Order shall be deemed to authorize the payment of amounts owed to participants on account of the SSP, (c) forward or contribute all Payroll Taxes and Deductions relating to the Employee Compensation and Benefits and Director Compensation to the appropriate third parties in the ordinary course of business and (d) continue to pay the Director Compensation in the ordinary course of business.

3. The Debtors shall provide the Official Committee of Unsecured Creditors (the "Committee"), no later than ten (10) days following completion of the prior month, with monthly reporting of all severance, bonus, and/or incentive payments to the Debtors' insiders (as that term is defined in section 101 of the Bankruptcy Code) during the prior month on a category-by-category basis.

4. For the avoidance of doubt, nothing in this Final Order shall be deemed to authorize the Debtors to grant new LTIP awards, settle existing LTIP awards in cash, grant new Non-Insider Continuity Awards or make payments of amounts owed to participants on account of the SSP, but the Debtors reserve their right to seek such authority, or authority with respect to other incentive or retention compensation, by separate motion.

5. The Debtors are authorized to pay all costs and expenses incidental to the payment of the Employee Compensation and Benefits, including all administrative, service and processing costs and payments to outside professionals.

6. Pursuant to Section 362(d) of the Bankruptcy Code, Employees are authorized to proceed with their claims under the Workers' Compensation Obligations in the appropriate judicial or administrative fora and the Debtors are authorized, but not directed, to continue the Workers' Compensation Obligations and pay all prepetition amounts (if any) relating thereto in the ordinary course. This modification of the automatic stay pertains solely to claims under the Workers' Compensation Obligations. The Debtors shall provide counsel to the Committee with monthly summaries, on the first day of each month, of such claims, including alleged claim amounts.

7. The Debtors are authorized, but not directed, to modify, change and discontinue any of the Employee Compensation and Benefits and to implement new Employee Compensation and Benefits in the ordinary course of business and pursuant to their past practices during these Chapter 11 Cases in their sole discretion without the need for further Court approval, *provided* that the Debtors shall provide five (5) business days' notice (or as much notice as is reasonably practicable under the circumstances) to the Committee of any material modification or supplement of payments due to an insider of the Debtors, or any new material Employee Compensation and Benefit.

8. 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.

9. 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.



10. 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.

11. 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 agreement or obligation to pay any claims, a waiver of any claim or causes of action which may exist against any creditor or interest holder, an admission as to the validity of any lien satisfied pursuant to this Motion, 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 any other party, or shall impair or limit the ability of the Debtors, the Committee, or any other party, 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.

12. Notwithstanding entry of this Final Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by any party.

13. 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.

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

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

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

17. 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**

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, BUT NOT DIRECTING, THE DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, EMPLOYEE BENEFITS, PREPETITION PAYROLL TAXES AND OTHER COMPENSATION AND (B) MAINTAIN EMPLOYEE COMPENSATION AND BENEFITS PROGRAMS AND PAY RELATED ADMINISTRATIVE OBLIGATIONS, (II) AUTHORIZING APPLICABLE 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) pay the Prepetition Employee Obligations and (ii) maintain the Employee Compensation and Benefits and pay related administrative obligations, (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 *Interim Order (I) Authorizing, But Not Directing, the Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, Prepetition Payroll Taxes and Other Compensation and (B) Maintain Employee Compensation and Benefits Programs 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, ~~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.

*Pay Related Administrative Obligations, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers and (III) Granting Related Relief* [D.I. ~~48~~]; 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, to (a) pay the Prepetition Employee Obligations (either directly or to third parties for payment or remittance, as applicable), including amounts that exceed, in the aggregate, the priority amounts set forth in sections 507(a)(4) and 507(a)(5) of the Bankruptcy Code; (b) honor and continue their programs, policies and practices with respect to the Employee Compensation and Benefits in the ordinary

course of business consistent with the Debtors' past practices before the Petition Date, *provided* that no payment to any Employee shall be made pursuant to this Final Order to the extent that it is a transfer in derogation of section 503(c) of the Bankruptcy Code, and *provided further* that only postpetition deferrals and credits will be earned as administrative expenses under the SSP, and nothing in this Final Order shall be deemed to authorize the payment of amounts owed to participants on account of the SSP, (c) forward or contribute all Payroll Taxes and Deductions relating to the Employee Compensation and Benefits and Director Compensation to the appropriate third parties in the ordinary course of business and (d) continue to pay the Director Compensation in the ordinary course of business.

3. The Debtors shall provide the Official Committee of Unsecured Creditors (the "Committee"), no later than ten (10) days following completion of the prior month, with monthly reporting of all severance, bonus, and/or incentive payments to the Debtors' insiders (as that term is defined in section 101 of the Bankruptcy Code) during the prior month on a category-by-category basis.

4. ~~3.~~ For the avoidance of doubt, nothing in this Final Order shall be deemed to authorize the Debtors to grant new LTIP awards, settle existing LTIP awards in cash, grant new Non-Insider Continuity Awards or make payments of amounts owed to participants on account of the SSP, but the Debtors reserve their right to seek such authority, or authority with respect to other incentive or retention compensation, by separate motion.

5. ~~4.~~ The Debtors are authorized to pay all costs and expenses incidental to the payment of the Employee Compensation and Benefits, including all administrative, service and processing costs and payments to outside professionals.

6. ~~5.~~ Pursuant to Section 362(d) of the Bankruptcy Code, Employees are authorized to proceed with their claims under the Workers' Compensation Obligations in the appropriate judicial or administrative fora and the Debtors are authorized, but not directed, to continue the Workers' Compensation Obligations and pay all prepetition amounts (if any) relating thereto in the ordinary course. This modification of the automatic stay pertains solely to claims under the Workers' Compensation Obligations. The Debtors shall provide counsel to the Committee with monthly summaries, on the first day of each month, of such claims, including alleged claim amounts.

7. ~~6.~~ The Debtors are authorized, but not directed, to modify, change and discontinue any of the Employee Compensation and Benefits and to implement new Employee Compensation and Benefits in the ordinary course of business and pursuant to their past practices during these Chapter 11 Cases in their sole discretion without the need for further Court approval, provided that the Debtors shall provide five (5) business days' notice (or as much notice as is reasonably practicable under the circumstances) to the Committee of any material modification or supplement of payments due to an insider of the Debtors, or any new material Employee Compensation and Benefit.

8. ~~7.~~ 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.

9. ~~8.~~ 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.

10. ~~9.~~ 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.

11. ~~10.~~ 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 agreement or obligation to pay any claims, a waiver of any claim or causes of action which may exist against any creditor or interest holder, an admission as to the validity of any lien satisfied pursuant to this Motion, 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 any other party, or shall impair or limit the ability of the Debtors, the Committee, or any other party, 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.

12. Notwithstanding entry of this Final Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by any party.



13. ~~11.~~ 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.

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

15. ~~13.~~ The requirements set forth in Bankruptcy Rule 6004(a) are satisfied.

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

17. ~~15.~~ 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