

Andrew G. Dietderich  
Brian D. Glueckstein  
Benjamin S. Beller  
Noam R. Weiss  
SULLIVAN & CROMWELL LLP  
125 Broad Street  
New York, NY 10004-2498  
Telephone: (212) 558-4000  
Facsimile: (212) 558-3588

*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 ENTER INTO, CONTINUE PERFORMING AND PROVIDE CREDIT  
SUPPORT UNDER, HEDGING AND DERIVATIVE CONTRACTS AND  
(II) 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 Enter Into, Continue Performing and Provide Credit Support Under, Hedging and Derivative Contracts and (II) Granting Related Relief* [Docket No. 20]

<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.kcellc.net/garrettmotion>. The Debtors’ corporate headquarters is located at La Pièce 16, Rolle, Switzerland.



(the “Motion”). On October 6, 2020, the Court entered the *Interim Order (I) Authorizing, but not Directing, the Debtors to Enter Into, Continue Performing, and Provide Credit Support Under, Hedging and Derivative Contracts and (II) Granting Related Relief* [Docket No. 170]

(the “Interim Order”). Objections to the Motion were required to be filed and served by 4:00 p.m. ET on October 16, 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  
Andrew G. Dietderich  
Brian D. Glueckstein  
Benjamin S. Beller  
Noam R. Weiss  
SULLIVAN & CROMWELL LLP  
125 Broad Street  
New York, New York 10004  
Telephone: (212) 558-4000  
Facsimile: (212) 558-3588  
E-mail: dietdericha@sullcrom.com  
gluecksteinb@sullcrom.com  
bellerb@sullcrom.com  
weissn@sullcrom.com

*Proposed Counsel to the Debtors*

**EXHIBIT A**

**Proposed Final Order**

**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. 20-12212 (MEW)
	:	
Debtors.	:	Jointly Administered
	:	
	:	
	X	

**FINAL ORDER (I) AUTHORIZING, BUT NOT  
DIRECTING, THE DEBTORS TO ENTER INTO, CONTINUE PERFORMING, AND  
PROVIDE CREDIT SUPPORT UNDER HEDGING AND DERIVATIVE CONTRACTS  
AND (II) 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) enter into and perform under the hedging and Derivative Contracts, (ii) provide Credit Support under the hedging and Derivative Contracts, each in the ordinary course and pursuant to past practices, and (b) granting certain related relief; and this Court having entered the *Interim Order (I) Authorizing, But Not Directing, the Debtors to Enter Into, Continue Performance, and Provide Credit Support Under Hedging and Derivative Contracts and (II) Granting Related Relief* [D.I. 170] 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

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<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.

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

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 State 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. Pursuant to sections 105 and 363 of the Bankruptcy Code, the Debtors are authorized, but not directed, to enter into postpetition Derivative Contracts, and guarantee and perform under, modify and settle prepetition and postpetition Derivative Contracts, including rolling over, adjusting, modifying, terminating and otherwise engaging in transactions thereunder, in the ordinary course and pursuant to past practices, without further order of the Court.
3. Pursuant to section 364(c) and (d) of the Bankruptcy Code, the Debtors may provide or return Credit Support with respect to prepetition and postpetition Derivative Contracts, in the ordinary course and pursuant to past practices, without further order of the Court. The

Debtors shall provide the Official Committee of Unsecured Creditors with monthly reporting listing the amount of any Credit Support provided under each Derivative Contract and the balance of each Derivative Contract.

4. Nothing herein or in the Motion shall constitute an assumption, adoption or rejection by the Debtors of any executory contract or agreement between the Debtors and any third party, or to require the Debtors to make any of the payments authorized herein.

5. Nothing herein or in the Motion shall be construed (a) to limit, or in any way affect, the Debtors' ability to dispute any claim under a Derivative Contract, or (b) as a waiver by any of the Debtors of their rights to contest any invoice or other claim under a Derivative Contract under applicable law.

6. Nothing herein or in the Motion shall grant any greater rights to any counterparty to any Derivative Contract in connection with any terminated Derivative Contract than such counterparty may have under the Bankruptcy Code, including but not limited to sections 362, 553, and 561 of the Bankruptcy Code.

7. Any payment made pursuant to this Final Order is not, and shall not be, deemed an admission to the validity of the underlying obligation or waiver of any rights the Debtors may have to subsequently dispute such obligation.

8. 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.

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

13. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied.

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



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

16. 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, BUT NOT  
DIRECTING, THE DEBTORS TO ENTER INTO, CONTINUE PERFORMING, AND  
PROVIDE CREDIT SUPPORT UNDER HEDGING AND DERIVATIVE CONTRACTS  
AND (II) 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) enter into and perform under the hedging and Derivative Contracts, (ii) provide Credit Support under the hedging and Derivative Contracts, each in the ordinary course and pursuant to past practices, and (b) granting certain related relief; and this Court having entered the *Interim Order (I) Authorizing, But Not Directing, the Debtors to Enter Into, Continue Performance, and Provide Credit Support Under Hedging and Derivative Contracts and (II) Granting Related Relief* [D.I. ~~170~~ 170] 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

<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.

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 State 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. Pursuant to sections 105 and 363 of the Bankruptcy Code, the Debtors are authorized, but not directed, to enter into postpetition Derivative Contracts, and guarantee and perform under, modify and settle prepetition and postpetition Derivative Contracts, including rolling over, adjusting, modifying, terminating and otherwise engaging in transactions thereunder, in the ordinary course and pursuant to past practices, without further order of the Court.
3. Pursuant to section 364(c) and (d) of the Bankruptcy Code, the Debtors may provide or return Credit Support with respect to prepetition and postpetition Derivative Contracts, in the ordinary course and pursuant to past practices, without further order of the Court. [The Debtors shall provide the Official Committee of Unsecured Creditors with monthly reporting](#)

listing the amount of any Credit Support provided under each Derivative Contract and the balance of each Derivative Contract.

4. Nothing herein or in the Motion shall constitute an assumption, adoption or rejection by the Debtors of any executory contract or agreement between the Debtors and any third party, or to require the Debtors to make any of the payments authorized herein.

5. Nothing herein or in the Motion shall be construed (a) to limit, or in any way affect, the Debtors' ability to dispute any claim under a Derivative Contract, or (b) as a waiver by any of the Debtors of their rights to contest any invoice or other claim under a Derivative Contract under applicable law.

6. Nothing herein or in the Motion shall grant any greater rights to any counterparty to any Derivative Contract in connection with any terminated Derivative Contract than such counterparty may have under the Bankruptcy Code, including but not limited to sections 362, 553, and 561 of the Bankruptcy Code.

7. Any payment made pursuant to this Final Order is not, and shall not be, deemed an admission to the validity of the underlying obligation or waiver of any rights the Debtors may have to subsequently dispute such obligation.

8. 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.

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

13. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied.

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

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

16. 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