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*Proposed Counsel to the Debtors*

**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. 20-12212 (MEW)
	:	
Debtors.	:	Joint Administration Pending
	:	
	X	

**AGENDA FOR FIRST DAY HEARING ON SEPTEMBER 21, 2020 AT 1:00PM (ET)  
AND INDEX OF FIRST DAY PAPERS**

**HEARING**

The first day hearing (“First Day Hearing”) will be held **on September 21, 2020 at 1:00 PM(ET)** in front of the Honorable Judge Michael E. Wiles, United States Bankruptcy Judge for the United States Bankruptcy Court for the Southern District of New York (the “Court”). In light of the COVID-19 pandemic and the Court’s General Order M-543, dated March 20, 2020, the First Day Hearing will only be conducted telephonically. Parties wishing to participate in the First Day Hearing must make arrangements through CourtSolutions LLC. Instructions to register for CourtSolutions LLC are attached to the Court’s General Order M-543. A copy of each pleading can be viewed (a) for a fee on the Court’s website at [www.ecf.uscourts.gov](http://www.ecf.uscourts.gov) and (b) free of charge on the website of the Debtors’ proposed claims and noticing agent, Kurtzman Carson Consultants LLC at <http://www.kccllc.net/garrettmotion>.

<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, 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.



**PETITIONS**

1. Voluntary Petitions

- Garrett Motion Inc.
- BRH LLC
- Calvari Limited
- Friction Materials LLC
- Garrett ASASCO Inc.
- Garrett Borrowing LLC
- Garrett Holding Company Sàrl
- Garrett LX I S.à r.l.
- Garrett LX II S.à r.l.
- Garrett LX III S.à r.l.
- Garrett Motion Australia Pty Limited
- Garrett Motion Automotive Research Mexico S. de R.L. de C.V.
- Garrett Motion Holdings Inc.
- Garrett Motion Holdings II Inc.
- Garrett Motion International Services S.R.L.
- Garrett Motion Ireland A Limited
- Garrett Motion Ireland B Limited
- Garrett Motion Ireland C Limited
- Garrett Motion Ireland Limited
- Garrett Motion Italia S.r.l.
- Garrett Motion Japan Inc.
- Garrett Motion LLC
- Garrett Motion México, Sociedad Anónima de Capital Variable
- Garrett Motion Romania S.R.L.
- Garrett Motion Sàrl
- Garrett Motion Slovakia s.r.o.
- Garrett Motion Switzerland Holdings Sàrl
- Garrett Motion UK A Limited
- Garrett Motion UK B Limited
- Garrett Motion UK C Limited
- Garrett Motion UK D Limited
- Garrett Motion UK Limited
- Garrett Transportation I Inc.
- Garrett Transportation Systems Ltd
- Garrett Transportation Systems UK II Ltd
- Garrett TS Ltd
- Garrett Turbo Ltd

### **DECLARATIONS IN SUPPORT OF FIRST DAY PLEADINGS**

2. Declaration of Sean Deason in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings [D.I. 15]
3. Declaration of Scott M. Tandberg, Director at AlixPartners, LLP, in Support of the Debtors' Chapter 11 Petitions and First Day Motions [D.I. 16]

### **DEMONSTRATIVE EXHIBITS**

4. Attached as Exhibit A hereto are certain demonstrative exhibits that the Debtors may reference at the First Day Hearing.

### **MATTERS GOING FORWARD**

5. Joint Administration: Debtors' Motion for Entry of an Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Waiving Requirements of Section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rules 1005 and 2002(n) [D.I. 2]

Status: This matter will be going forward.

6. DIP Financing: Debtors' Motion for Entry of Interim and Final Orders, Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 506, 507 and 552, (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing and (VI) Granting Related Relief [D.I. 17]

- a. Declaration of Bruce Mendelsohn in Support of Debtors' Motion for Entry of Interim and Final Orders, Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 506, 507 and 552, (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing and (VI) Granting Related Relief [Exhibit B to D.I. 17]

Status: This matter will be going forward.

7. Cash Management: Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing, But Not Directing, the Debtors to (A) Continue to Use Their Cash Management System, Including Existing Bank Accounts, (B) Pay or Honor Certain Prepetition Obligations Related Thereto and (C) Maintain Existing Business Forms, (II) Authorizing Intercompany Transactions, (III) Waiving the Requirements of Section 345(b) and (IV) Granting Related Relief [D.I. 14]

Status: This matter will be going forward.

8. Critical Vendors and Lienholders: Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing, But Not Directing, Debtors to Pay Prepetition Claims of (A) Critical Vendors and (B) Potential Lien Claimants, (II) Confirming Administrative Expense Priority of Outstanding Orders, (III) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers and (IV) Granting Related Relief [D.I. 9]

Status: This matter will be going forward.

9. Foreign Vendors: Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing, But Not Directing, Debtors to Pay Prepetition Claims of Foreign Vendors, (II) Confirming Administrative Expense Priority of Outstanding Orders, (III) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers and (IV) Granting Related Relief [D.I. 10]

Status: This matter will be going forward.

10. Employee Wages and Benefits: 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 [D.I. 11]

Status: This matter will be going forward.

**MATTERS TO BE HEARD AT A LATER HEARING DATE TO BE SCHEDULED BY  
THE COURT**

11. Creditor Matrix and Consolidation: Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to (A) Maintain a List of Creditors in Lieu of Submitting a Formatted Mailing Matrix and (B) File a Consolidated List of the Debtors' Top 30 Creditors and (C) File Under Seal Certain Personal Information for Individual Creditors and (II) Establishing Procedures for Notifying Parties of Commencement of These Chapter 11 Cases [D.I. 3]

Status: This matter will be heard at a later date to be scheduled.

12. Claims and Noticing Agent Retention: Application for an Order Appointing Kurtzman Carson Consultants LLC as Claims and Noticing Agent for the Debtors Pursuant to 28 U.S.C. § 156(C), 11 U.S.C. § 105(A), and S.D.N.Y. LBR 5075-1 *Nunc Pro Tunc* to the Petition Date [D.I. 4]

Status: This matter will be heard at a later date to be scheduled.

13. Schedules Extension: Debtors' Motion for Entry of an Order (I) Extending Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenses, Schedules of Executory Contracts and Unexpired Leases and Statements of Financial Affairs (II) Extending Time to File Rule 2015.3 Financial Reports, (III) Waiving Requirements to File the List of Equity Holders and Serve Notice of Commencement on All Equity Holders and (IV) Granting Related Relief [D.I. 5]

Status: This matter will be heard at a later date to be scheduled.

14. Enforcement and Restatement of Automatic Stay: Debtors' Motion for an Order Enforcing Sections 362, 365(e)(1) and 525 of the Bankruptcy Code [D.I. 6]

Status: This matter will be heard at a later date to be scheduled.

15. Insurance: Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing, But Not Directing, the Debtors to (A) Continue Their Insurance Policies and Pay All Obligations in Respect Thereof, and (B) Renew, Supplement, Modify or Purchase New Insurance Policies or Obtain New Insurance Coverage, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers and (III) Granting Related Relief [D.I. 7]

Status: This matter will be heard at a later date to be scheduled.

16. Taxes: Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing, But Not Directing, Debtors to Pay Certain Prepetition Taxes and Fees, (II) Authorizing Applicable Banks and Other Financial Institutions to Honor and Process Related Checks and Transfers and (III) Granting Related Relief [D.I. 8]

Status: This matter will be heard at a later date to be scheduled.

17. Customer Programs: 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 [D.I. 12]

Status: This matter will be heard at a later date to be scheduled.

18. Net Operating Losses: Debtors' Motion for Entry of Interim and Final Orders (I) Establishing Notice and Objection Procedures for Transfers of Equity Securities and Claims of Worthless Stock Deductions and (II) Granting Related Relief [D.I. 13]

Status: This matter will be heard at a later date to be scheduled.

19. Hedging: 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. [D.I. 20]

Status: This matter will be heard at a later date to be scheduled.

Dated: September 21, 2020  
New York, New York

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

**Exhibit A**

# Garrett Motion

First Day Hearing



# Garrett Motion at a Glance

## Products

- Turbochargers, electric-boosting and connected vehicle technologies
- For OEMs and after-market
- Currently in over 100 million vehicles world-wide

## Operations

- 22 countries
- 13 factories, 14 engineering centers and five R&D facilities
- Global supply chain
- Approximately 6,700 employees world-wide

## 2019 Financial Highlights

- \$3,248 million revenue
- \$583 million EBITDA
- \$318 million free cash flow\*

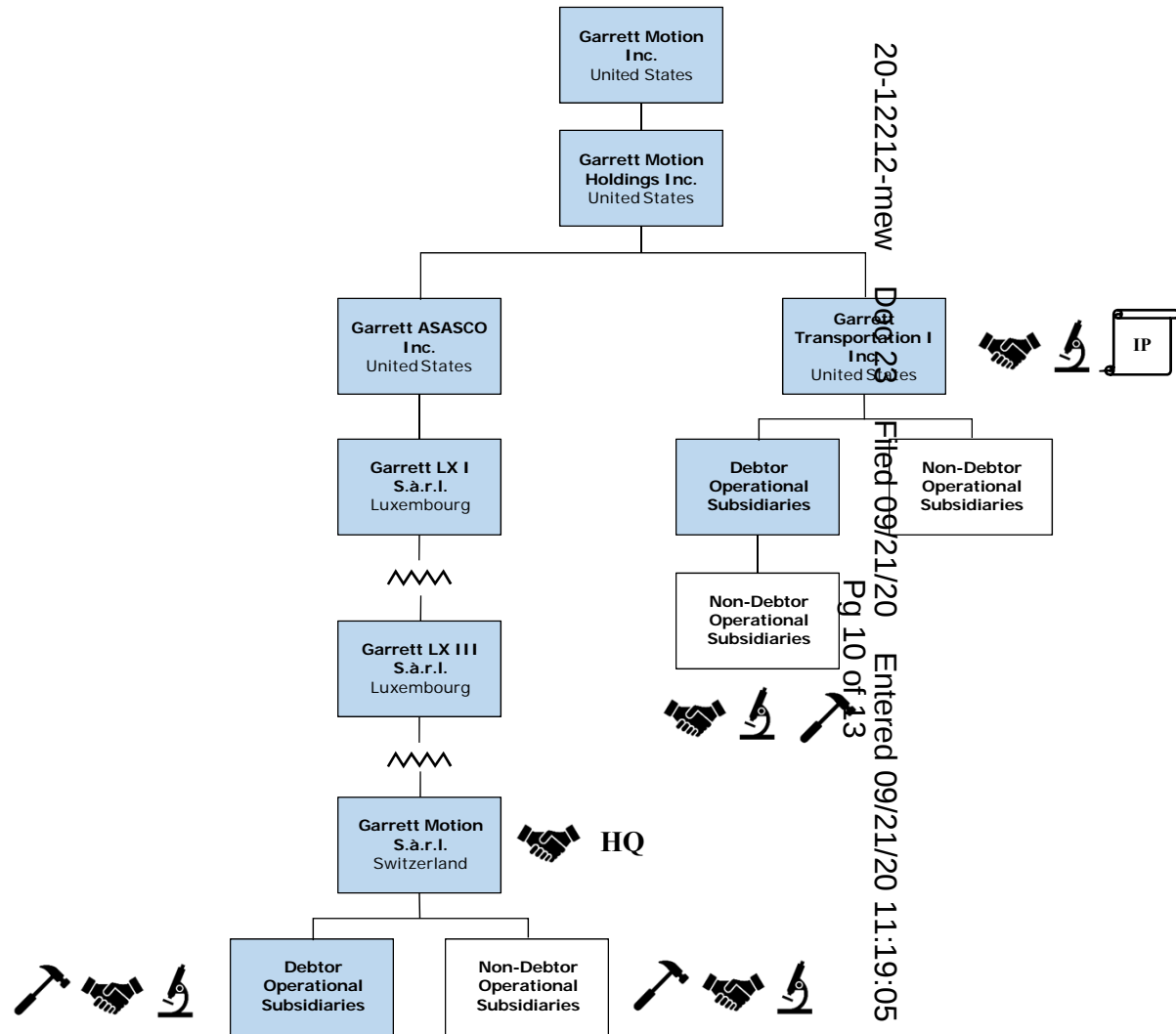
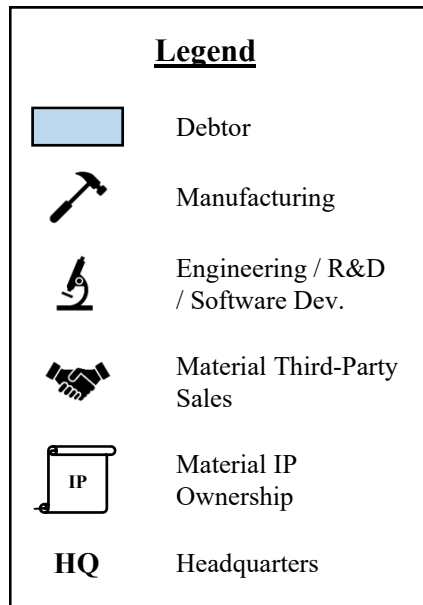
## 2020 Estimates

- \$2,648 million revenue
- \$360 million EBITDA
- **-\$120 million free cash flow\***

\* Cash from Operations less Capex, excluding restructuring charges and payments on disputed indemnity.

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# Simplified Organizational Chart

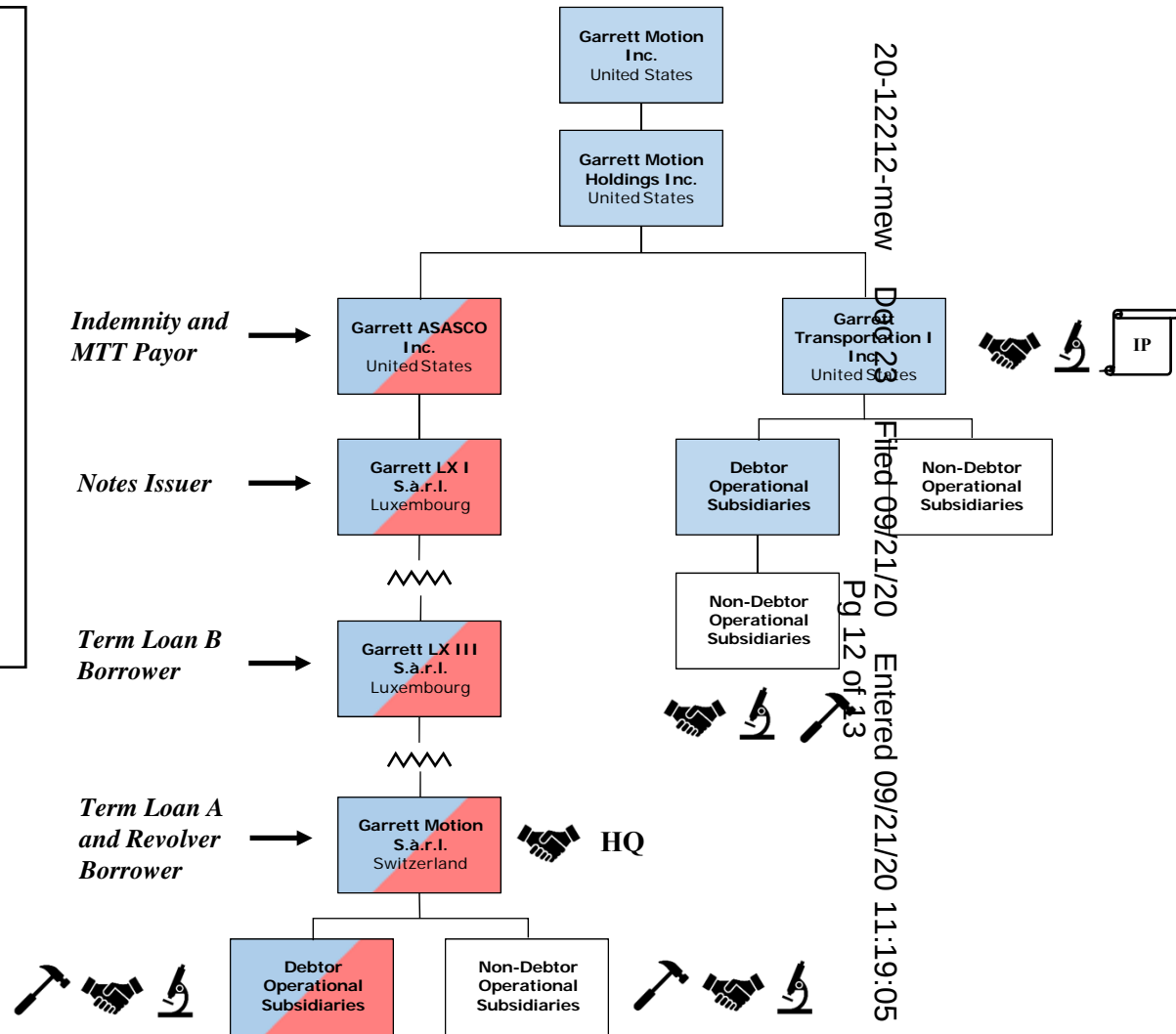
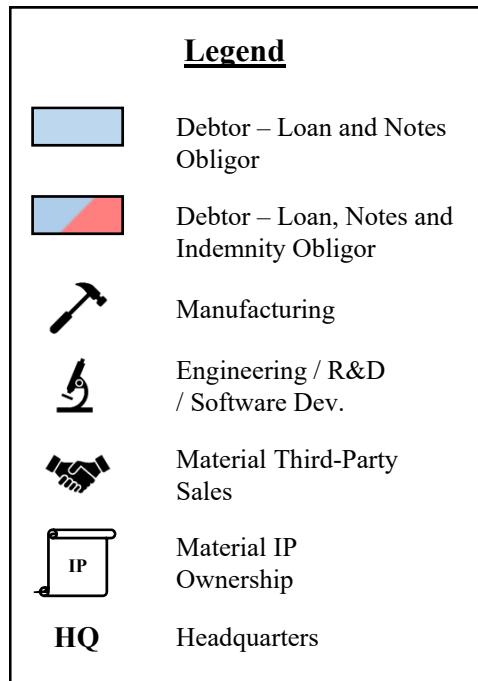


# Overview of Undisputed Liabilities

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- **Trade payables - ~\$920 million total**
  - ~\$520 million for Debtors as of petition date
  - ~\$400 million for non-Debtors as of petition date
- **Senior Credit Facility - \$1,447 million total**
  - Revolver - €430 million
  - Term Loan A - €251.6 million
  - Term Loan B - €307 million
  - Term Loan B - \$417.5 million
- **Senior Notes - €350 million (\$413 million)**

# Long-Term Liabilities of the Debtors



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# Milestones measured from Petition Date

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Entry of Interim DIP Order	5 Business Days	
Entry of Bid Procedures Order	35 days	
Entry of Final DIP Order	35 days	
File Disclosure Statement	35 days	
File Plan	35 days	
Submission of Qualified Bid	60 days	
Hold Auction	65 days	
Entry of Discl. Statement Order	90 days	
Entry of Confirmation Order	150 days	
Plan Effectiveness and Closing	210 days	

Any Milestone that involves the entry of an order by the Bankruptcy Court may be extended by the Debtors up to five Business Days for scheduling purposes in consultation with Buyer.

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