

Hearing Date: October 21, 2020 at 11:00 a.m. ET
Objection Deadline: October 14, 2020 at 4:00 p.m. ET

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

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

**DEBTORS' MOTION FOR ENTRY OF AN ORDER PURSUANT TO
SECTIONS 105(a) AND 331 OF THE BANKRUPTCY CODE,
BANKRUPTCY RULE 2016 AND LOCAL RULE 2016-1
ESTABLISHING PROCEDURES FOR MONTHLY COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

Garrett Motion Inc. and certain of its affiliated debtors and debtors-in-possession (collectively, the "Debtors") hereby submit this motion (this "Motion") for entry of an order, substantially in the form attached hereto as Exhibit A (the "Order"), pursuant to sections 105(a) and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"), rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and rule 2016-

¹ 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.



1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), establishing procedures for compensation and reimbursement of expenses for Professionals (as defined below) on a monthly basis (the “Interim Compensation Procedures”). In support of the Motion, the Debtors respectfully state as follows:

Background

1. Garrett Motion Inc. is a Delaware corporation established in 2018, with its headquarters located in Rolle, Switzerland. The Debtors design, manufacture and sell highly engineered turbocharger, electric-boosting and connected vehicle technologies.

2. On September 20, 2020 (the “Petition Date”), each of the Debtors filed with the Court a voluntary petition for relief under the Bankruptcy Code. Each Debtor continues to operate its business and manage its properties as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No creditors’ committee, trustee or examiner has been appointed in the Debtors’ cases (the “Chapter 11 Cases”). Joint administration of these Chapter 11 Cases was authorized by the Court by entry of an order on September 21, 2020 [Docket No. 27].

3. Additional factual background relating to the Debtors’ businesses and the commencement of these Chapter 11 Cases is set forth in detail in the *Declaration of Sean Deason in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* [Docket No. 15].

Facts Specific to the Relief Requested

4. Concurrently herewith, the Debtors have filed applications before the Court seeking authority to retain various professionals to provide services on behalf of the Debtors throughout these Chapter 11 Cases, including (a) Sullivan & Cromwell LLP, as counsel, (b) Quinn Emanuel Urquhart & Sullivan, LLP, as conflicts counsel, (c) Morgan Stanley & Co.,

Inc., as M&A investment banker, (d) Perella Weinberg Partners L.P., as restructuring investment banker, (e) AlixPartners LLP, as restructuring financial advisor, (f) Kurtzman Carson Consultants LLC, as administrative advisor, (g) Deloitte & Touche LLP, as independent auditor, and (h) Ernst & Young LLP, as tax advisor (collectively, the “Debtor Professionals”). The Debtors anticipate they may also retain other professionals during the course of these Chapter 11 Cases as the need arises.² In addition, any official committee (each such committee, a “Committee”) may file applications to employ professionals in connection with these Chapter 11 Cases (collectively, with the Debtor Professionals, the “Professionals”).

5. The Debtors believe that establishing orderly procedures for payment of the Professionals will streamline the administration of these Chapter 11 Cases and otherwise promote efficiency for the Court, the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”) and all parties-in-interest. Specifically, a streamlined process for serving monthly statements, fee applications and the notices thereof is in the best interests of the Debtors because it will facilitate efficient review of the Professionals’ fees and expenses while saving the Debtors unnecessary copying and mailing expenses.

Proposed Compensation Procedures

6. Pursuant to section 331 of the Bankruptcy Code, all Professionals may submit applications for interim compensation as often as the bankruptcy court permits.

Accordingly, the Debtors request that the Court establish the Interim Compensation Procedures

² Such other professionals may be subject to the Interim Compensation Procedures set forth in this Motion. The Debtors have also sought separate approval from the Court, pursuant to the *Debtors’ Motion for Entry of an Order Implementing Certain Procedures to Retain, Compensate and Reimburse Professionals Utilized in the Ordinary Course of Business* (the “Ordinary Course Professionals Motion”), filed contemporaneously herewith, to pay certain ordinary course professionals without filing individual monthly, interim and final applications, but subject to monthly fee caps. Any ordinary course professional seeking payment of fees and expenses in amounts exceeding the limit set forth in the Ordinary Course Professionals Motion may be subject to the Interim Compensation Procedures set forth in this Motion.

as set forth below. The proposed Interim Compensation Procedures substantially comply with the professional and committee payment procedures approved by Local Rule 2016-1(c) as well as the *Bankruptcy Court's Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* (Bankr. S.D.N.Y. Jan. 29, 2013) (the "Amended Guidelines") and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the "UST Guidelines," and together with the Amended Guidelines, the "Fee Guidelines"). Specifically, the Debtors propose that the Interim Compensation Procedures be structured as follows:

- a. On or before the 20th day of each month following the month for which compensation is sought,³ each Professional seeking compensation shall file and serve a monthly statement (the "Monthly Fee Statement") via mail and, if an email address is listed, email, on the following parties: (i) Garrett Motion Inc., 47548 Halyard Drive, Plymouth, MI, 48170, Attn: General Counsel; (ii) proposed counsel to the Debtors, Sullivan & Cromwell LLP, 125 Broad Street, New York, New York 10004, Attn: Noam R. Weiss; (iii) counsel to the Committees (if any); (iv) the U.S. Trustee, 201 Varick Street, Room 1006, New York, NY 10014, Attn: Benjamin Higgins; (v) counsel to Citibank, N.A., as administrative agent for the Debtors' DIP credit facility, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 Attn: Ray C. Schrock, P.C. and Candace M. Arthur, Esq. (each, a "Notice Party" and collectively, the "Notice Parties"); *provided, however*, that a courtesy copy of the Monthly Fee Statement does not need to be delivered to the Judge's chambers.
- b. This Motion is not intended to alter the fee application requirements outlined in sections 330 and 331 of the Bankruptcy Code. Professionals are still required to serve and file interim and final applications for approval of fees and expenses in accordance with the relevant provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

³ If a Professional does not file a Monthly Fee Statement within this time period, the Monthly Fee Statement may be filed for consideration and payment during any following month.

- c. Each Monthly Fee Statement must contain a list of the individuals and their respective titles (*e.g.*, attorney, accountant or paralegal) who provided services during the statement period, their respective billing rates, the aggregate hours spent by each individual, a reasonably detailed breakdown of the disbursements incurred and contemporaneously maintained time entries for each individual in increments of tenths (1/10) of an hour. No Professional should seek reimbursement of an expense which would otherwise not be allowed pursuant to the Fee Guidelines.
- d. If any party-in-interest has an objection to the compensation or reimbursement sought in a Monthly Fee Statement (an “Objection”), such party shall, by no later than the 14th day following the filing of such Monthly Fee Statement (the “Objection Deadline”), file with the Court and serve upon the Professional whose Monthly Fee Statement is the subject of on Objection, a written “Notice of Objection to Fee Statement,” setting forth the nature of the Objection and the amount of fees or expenses at issue.
- e. At the expiration of the Objection Deadline, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified in each Monthly Fee Statement to which no Objection has been served in accordance with paragraph (d) above.
- f. If a Notice of Objection to Fee Statement is filed and served in accordance with paragraph (d) above, the Debtors shall withhold payment of that portion of the Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (e) above unless the Professional whose Monthly Fee Statement is objected to seeks an order from the Court, upon notice and a hearing, directing payment to be made.
- g. If the parties to an Objection are able to resolve their dispute following the service of a Notice of Objection to a Monthly Fee Statement, and if the Professional whose Monthly Fee Statement was objected to serves upon all of the Notice Parties a statement indicating that the Objection is withdrawn and describing in detail the terms of the resolution, then the Debtors shall promptly pay, in accordance with paragraph (e) above, that portion of the Monthly Fee Statement which is no longer subject to the Objection.
- h. All Objections that are not resolved by the parties shall be preserved and presented to the Court at the next interim or final fee

application hearing to be heard by the Court (see paragraph (j) below).

- i. The service of an Objection in accordance with paragraph (d) above shall not prejudice the objecting party's right to object to any fee application made to the Court in accordance with the Bankruptcy Code on any ground whether raised in the objection or not. Furthermore, the decision by any party not to object to a Monthly Fee Statement shall not be a waiver of any kind or prejudice that party's right to object to any fee application subsequently made to the Court in accordance with the Bankruptcy Code.
- j. Commencing with the period from the Petition Date to and including December 31, 2020, and at three-month intervals thereafter (each, an "Interim Fee Period"), each Professional shall file with the Court an application (an "Interim Fee Application") for interim Court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be), of the compensation and reimbursement of expenses requested in the Monthly Fee Statements served during the applicable Interim Fee Period. Each Professional shall file its Interim Fee Application within 30 days after the end of the Interim Fee Period or such other date as the Court may order.
- k. The Debtors will request that the Court schedule a hearing on the Interim Fee Applications at least once every three months or at such other intervals as the Court deems appropriate. The Court, in its discretion, may approve an uncontested Interim Fee Application without the need for a hearing if no Objections are filed. Upon allowance by the Court of a Professional's Interim Fee Application, the Debtors shall be authorized to promptly pay such Professional all allowed requested fees, including the 20% holdback, and expenses not previously paid.
- l. Any Professional who fails to file when due an application seeking approval of compensation and expenses previously paid under these procedures (i) shall be ineligible to receive further monthly payments of fees or expenses as provided herein until further order of the Court and (ii) may be required to disgorge any fees paid since such Professional's retention or such Professional's most recent fee application, whichever is later.
- m. The pendency of an application or Court order that payment of compensation or reimbursement of expenses was improper as to a

particular Monthly Fee Statement shall not disqualify a Professional from future payment of compensation or reimbursement of expenses as set forth above, unless otherwise ordered by the Court.

- n. Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on the Court's interim or final allowance of compensation and reimbursement of expenses of any of the Professionals.
- o. Counsel for each Committee (if any) may, in accordance with the foregoing procedures for monthly compensation and reimbursement of Professionals, collect and submit statements of expenses, with supporting vouchers, from members of the Committee he or she represents; *provided, however*, that such Committee counsel ensures that these reimbursement requests comply with the Fee Guidelines.

7. The Debtors further request that (a) the Court limit service of the interim fee applications and the final fee application (collectively, the "Applications") only to the Notice Parties and (b) all other parties that have filed a notice of appearance with the Clerk of the Court and requested notice of pleadings in these Chapter 11 Cases shall be entitled to receive only notice of hearings on the Applications (each, a "Hearing Notice"), with a right to receive copies of the Applications upon request. Serving the Applications and Hearing Notices in this matter will permit the parties most active in these Chapter 11 Cases to review and object to the Professionals' fees efficiently and will save unnecessary duplication and mailing expenses.

8. The Debtors believe that the proposed procedures will enable the Debtors and other key parties-in-interest to closely monitor the costs of administration, maintain cash flow availability and implement efficient cash management procedures. Moreover, the Interim Compensation Procedures will allow the Court and key parties-in-interest to ensure the reasonableness and necessity of the compensation and reimbursement sought by Professionals.

9. The Debtors submit that the efficient administration of these Chapter 11 Cases will be significantly aided by establishing the foregoing compensation and expense reimbursement procedures.

Jurisdiction

10. The Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). The statutory predicates for the relief requested herein are sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.

Relief Requested

11. By this Motion, the Debtors request entry of the Order pursuant to sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Rule 2017-1 establishing procedures for monthly compensation and reimbursement of expenses for Professionals whose retentions are approved by the Court pursuant to sections 327 or 1103 of the Bankruptcy Code and who will be required to file applications for allowance of compensation and reimbursement of expenses pursuant to sections 330 and 331 of the Bankruptcy Code.

Basis for Relief

12. Pursuant to section 331 of the Bankruptcy Code, all Professionals are entitled to submit applications for interim compensation and reimbursement of expenses every 120 days, or more often if the bankruptcy court permits.

13. Section 105(a) of the Bankruptcy Code authorizes the Court to issue “any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].” 11 U.S.C. § 105(a). Thus, the Court has ample authority to grant this relief.

As set forth below, courts have regularly entered orders, in accordance with section 105(a) of the Bankruptcy Code, establishing procedures providing for the compensation and expense reimbursement of professionals on a monthly basis. Factors generally considered by the courts in determining whether such relief is warranted include “the size of [the] reorganization cases, the complexity of the issues involved, and the time required on the part of the attorneys for the debtors in providing services necessary to achieve a successful reorganization of the debtors.” *In re Int’l Horizons, Inc.*, 10 B.R. 895, 897-98 (Bankr. N.D. Ga. 1981). In considering these factors, courts have determined that compensation procedures are appropriate to avoid having the professionals fund the debtor’s reorganization proceedings. *See id.* at 897.

14. The Debtors submit that the Interim Compensation Procedures are appropriate and consistent with compensation procedures established in other large chapter 11 cases in this district. *See, e.g., In re The McClatchy Co.*, 20-10418 (MEW) (Mar. 11, 2020), D.I. 176 (authorizing interim compensation procedures); *In re Trident Holding Co., LLC*, 19-10384 (SHL) (Mar. 8, 2019), D.I. 172 (same); *In re Synergy Pharm., Inc.*, 18-14010 (JLG) (Jan. 24, 2019), D.I. 262 (same); *In re Cenveo, Inc.*, 18-22178 (RDD) (Mar. 8, 2018), D.I. 181 (same). An order establishing the Interim Compensation Procedures would enable the Court, the U.S. Trustee and other parties-in-interest to effectively monitor Professional fees and expenses.

15. The Debtors respectfully submit that the Interim Compensation Procedures sought herein are appropriate in light of the foregoing. The Debtors further submit that the Interim Compensation Procedures substantially comply with the guidelines set forth by the Court in Local Rule 2016-1 and the other Fee Guidelines.

Notice

16. No creditors' committee has been appointed in these Chapter 11 Cases. Notice of this Motion has been provided to: (a) the U.S. Trustee; (b) counsel to Citibank, N.A., as administrative agent under the DIP credit facility, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attn: Ray C. Schrock, P.C. (ray.schrock@weil.com) and Candace M. Arthur, Esq. (candace.arthur@weil.com); (c) counsel to JPMorgan Chase Bank, N.A., as administrative agent under the Debtors' prepetition credit facility, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038, Attn: Kristopher M. Hansen (khansen@stroock.com), Jonathan D. Canfield (jcanfield@stroock.com), Joanne Lau (jlau@stroock.com) and Alexander A. Fraser (afraser@stroock.com); (d) counsel to the ad hoc group of lenders under the Debtors' prepetition credit facility, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166, Attn: Scott J. Greenberg (sgreenberg@gibsondunn.com), Steven A. Domanowski (sdomanowski@gibsondunn.com) and Matthew G. Bouslog (mbouslog@gibsondunn.com); (e) counsel to the ad hoc group of bondholders, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, Attn: Matthew M. Roose (matthew.roose@ropesgray.com) and Mark I. Bane (mark.bane@ropesgray.com); (f) counsel to KPS Capital Partners, LP, as stalking horse bidder, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Brian M. Resnick (brian.resnick@davispolk.com) and Joshua Y. Sturm (joshua.sturm@davispolk.com); (g) the parties identified on the Debtors' consolidated list of 30 largest unsecured creditors; and (h) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be provided.

No Prior Request

17. No prior motion for the relief requested herein has been made to this or any other Court.

Conclusion

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court (a) enter the Order, substantially in the form attached hereto as Exhibit A, and (b) grant such other and further relief as is just and proper.

Dated: September 30, 2020
New York, New York

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

EXHIBIT A

Proposed Order

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

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

**ORDER PURSUANT TO SECTIONS 105(a) AND 331 OF THE
BANKRUPTCY CODE, BANKRUPTCY RULE 2016 AND LOCAL RULE 2016-1
ESTABLISHING PROCEDURES FOR MONTHLY COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

Upon the motion (the “Motion”)² of Garrett Motion Inc. and certain of its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) for entry of an order (this “Order”), pursuant to sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Rule 2016-1, establishing procedures for monthly compensation and reimbursement of expenses of Professionals retained by order of this Court; 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, and

¹ 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.kccellc.net/garrettmotion>. The Debtors’ corporate headquarters is located at La Pièce 16, Rolle, Switzerland.

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

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 as set forth herein.
2. Except as may otherwise be provided in an order of this Court authorizing the retention of a specific professional, all Professionals in these Chapter 11 Cases may seek monthly compensation and reimbursement of expenses in accordance with the following procedures (collectively, the “Interim Compensation Procedures”):

- a. On or before the 20th day of each month following the month for which compensation is sought,³ each Professional seeking compensation shall file and serve a monthly statement (the “Monthly Fee Statement”) via mail and, if an email address is listed, email, on the following parties: (i) Garrett Motion Inc., 47548 Halyard Drive, Plymouth, MI, 48170, Attn: General Counsel; (ii) proposed counsel to the Debtors, Sullivan & Cromwell LLP, 125 Broad Street, New York, New York 10004, Attn: Noam R. Weiss; (iii) counsel to the Committees (if any); (iv) the U.S. Trustee, 201 Varick Street, Room 1006, New York, NY 10014, Attn: Benjamin Higgins; (v) counsel to Citibank, N.A., as administrative agent for the Debtors’ DIP credit facility, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 Attn: Ray C. Schrock, P.C. and Candace M. Arthur, Esq. (each, a “Notice Party” and collectively, the “Notice Parties”);

³ If a Professional does not file a Monthly Fee Statement within this time period, the Monthly Fee Statement may be filed for consideration and payment during any following month.

provided, however, that a courtesy copy of the Monthly Fee Statement does not need to be delivered to the Judge's chambers.

- b. This Order is not intended to alter the fee application requirements outlined in sections 330 and 331 of the Bankruptcy Code. Professionals are still required to serve and file interim and final applications for approval of fees and expenses in accordance with the relevant provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.
- c. Each Monthly Fee Statement must contain a list of the individuals and their respective titles (*e.g.*, attorney, accountant or paralegal) who provided services during the statement period, their respective billing rates, the aggregate hours spent by each individual, a reasonably detailed breakdown of the disbursements incurred and contemporaneously maintained time entries for each individual in increments of tenths (1/10) of an hour. No Professional should seek reimbursement of an expense which would otherwise not be allowed pursuant to the Fee Guidelines.
- d. If any party-in-interest has an objection to the compensation or reimbursement sought in a Monthly Fee Statement (an "Objection"), such party shall, by no later than the 14th day following the filing of such Monthly Fee Statement (the "Objection Deadline"), file with the Court and serve upon the Professional whose Monthly Fee Statement is the subject of on Objection, a written "Notice of Objection to Fee Statement," setting forth the nature of the Objection and the amount of fees or expenses at issue.
- e. At the expiration of the Objection Deadline, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified in each Monthly Fee Statement to which no Objection has been served in accordance with paragraph (d) above.
- f. If a Notice of Objection to Fee Statement is filed and served in accordance with paragraph (d) above, the Debtors shall withhold payment of that portion of the Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (e) above unless the Professional whose Monthly Fee Statement is objected to seeks an order from the Court, upon notice and a hearing, directing payment to be made.

- g. If the parties to an Objection are able to resolve their dispute following the service of a Notice of Objection to a Monthly Fee Statement, and if the Professional whose Monthly Fee Statement was objected to serves upon all of the Notice Parties a statement indicating that the Objection is withdrawn and describing in detail the terms of the resolution, then the Debtors shall promptly pay, in accordance with paragraph (e) above, that portion of the Monthly Fee Statement which is no longer subject to the Objection.
- h. All Objections that are not resolved by the parties shall be preserved and presented to the Court at the next interim or final fee application hearing to be heard by the Court (see paragraph (j) below).
- i. The service of an Objection in accordance with paragraph (d) above shall not prejudice the objecting party's right to object to any fee application made to the Court in accordance with the Bankruptcy Code on any ground whether raised in the objection or not. Furthermore, the decision by any party not to object to a Monthly Fee Statement shall not be a waiver of any kind or prejudice that party's right to object to any fee application subsequently made to the Court in accordance with the Bankruptcy Code.
- j. Commencing with the period from the Petition Date to and including December 31, 2020, and at three-month intervals thereafter (each, an "Interim Fee Period"), each Professional shall file with the Court an application (an "Interim Fee Application") for interim Court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be), of the compensation and reimbursement of expenses requested in the Monthly Fee Statements served during the applicable Interim Fee Period. Each Professional shall file its Interim Fee Application within 30 days after the end of the Interim Fee Period or such other date as the Court may order.
- k. The Debtors will request that the Court schedule a hearing on the Interim Fee Applications at least once every three months or at such other intervals as the Court deems appropriate. The Court, in its discretion, may approve an uncontested Interim Fee Application without the need for a hearing if no Objections are filed. Upon allowance by the Court of a Professional's Interim Fee Application, the Debtors shall be authorized to promptly pay such Professional all allowed requested fees, including the 20% holdback, and expenses not previously paid.

- l. Any Professional who fails to file when due an application seeking approval of compensation and expenses previously paid under these procedures (i) shall be ineligible to receive further monthly payments of fees or expenses as provided herein until further order of the Court and (ii) may be required to disgorge any fees paid since such Professional's retention or such Professional's most recent fee application, whichever is later.
- m. The pendency of an application or Court order that payment of compensation or reimbursement of expenses was improper as to a particular Monthly Fee Statement shall not disqualify a Professional from future payment of compensation or reimbursement of expenses as set forth above, unless otherwise ordered by the Court.
- n. Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on the Court's interim or final allowance of compensation and reimbursement of expenses of any of the Professionals.
- o. Counsel for each Committee (if any) may, in accordance with the foregoing procedures for monthly compensation and reimbursement of Professionals, collect and submit statements of expenses, with supporting vouchers, from members of the Committee he or she represents; *provided, however*, that such Committee counsel ensures that these reimbursement requests comply with the Fee Guidelines.

3. Each Professional whose retention has been approved by this Court may, with respect to compensation for work performed and reimbursement for expenses incurred during the period beginning on the Petition Date and ending on and including October 31, 2020, file and serve a first Monthly Fee Statement covering such period any time after the entry of this Order and before November 20, 2020.

4. Service of the Applications may be limited to the Notice Parties. All other parties that have filed a notice of appearance with the Clerk of this Court and requested notice of pleadings in these chapter 11 cases shall be entitled to receive only Hearing Notices, with a right to receive copies of the Applications upon request.

5. The amount of fees and disbursements sought shall be set out in U.S. dollars (if the fees and disbursements are to be paid in foreign currency, the amount shall be set out in U.S. dollars and the conversion amount in the foreign currency, calculated at the time of the submission of the Application).

6. The Debtors shall include all payments to Professionals on their monthly operating reports, detailed so as to state the amount paid to each Professional.

7. Any party may object to requests for payments made pursuant to this Order on the grounds that the Debtors have not timely filed monthly operating reports, remained current with their administrative expenses and 28 U.S.C. § 1930 fees, or a manifest exigency exists by seeking a further order of this Court, *otherwise*, this Order shall continue and shall remain in effect during the pendency of these cases.

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 Order.

9. All time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

10. Any and all other and further notice of the relief requested in the Motion shall be, and hereby is, dispensed with and waived; *provided, however*, that the Debtors must serve a copy of this Order on the Notice Parties.

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

12. 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 Order.

Dated: _____
New York, New York

The Honorable Michael E. Wiles
United States Bankruptcy Judge