

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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Proposed Counsel to the Debtors

**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 IMPLEMENTING
CERTAIN PROCEDURES TO RETAIN, COMPENSATE AND
REIMBURSE PROFESSIONALS UTILIZED IN THE
ORDINARY COURSE OF BUSINESS**

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), 327, 328 and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code") and rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the Debtors to retain and compensate certain professionals

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



utilized in the ordinary course of the Debtors' businesses, *nunc pro tunc* to the Petition Date (as defined below). 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. The Debtors employ various persons to provide professional services in connection with ongoing business operations (each, an ordinary course professional or "OCP" and collectively, the "OCPs"). The OCPs assist in the performance of the Debtors' responsibilities. A list of the Debtors' current OCPs is attached hereto as Exhibit B.²

² The Debtors continue to review the list of OCPs and, to the extent there are any changes, will supplement such list with separate filings on the Court's docket.

5. The Debtors submit that the continued employment and compensation of the OCPs is in the best interests of their estates, creditors and other parties-in-interest. Although the Debtors anticipate that the OCPs will wish to continue to provide services to the Debtors during the Chapter 11 Cases, many would not be in a position to do so if the Debtors could not pay them on a regular basis. Without the background knowledge, expertise and familiarity that the OCPs have regarding the Debtors and their operations, the Debtors undoubtedly would incur additional and unnecessary expenses to educate and retain replacement professionals. Accordingly, the Debtors' estates and their creditors are best served by avoiding any disruption in the professional services that are required for the day-to-day operations of the Debtors' businesses. Moreover, in light of the number of OCPs and the costs associated with the preparation of retention applications for professionals who will receive relatively modest fees, the Debtors submit that it would be impractical, inefficient and extremely costly for the Debtors and their legal advisors to prepare and submit individual applications and proposed retention orders for each OCP.

6. Although some of the OCPs may hold limited unsecured claims against the Debtors in connection with services rendered to the Debtors prepetition, the Debtors do not believe that any of the OCPs have an interest materially adverse to the Debtors, their creditors or other parties-in-interest.

Proposed OCP Procedures

7. Specifically, the Debtors request that the Court approve the following procedures (the "OCP Procedures") for retaining and compensating OCPs.³

³ For the avoidance of doubt, except as authorized by the Court, the OCP Procedures shall not apply to professionals retained by the Debtors pursuant to separate orders of the Court.

- a. Within 30 days following the latter of (i) entry of the Order or (ii) the commencement of services for a Debtor, each OCP shall provide the Debtors' attorneys with a declaration of disinterestedness (each, a "Declaration of Disinterestedness") substantially in the form attached hereto as Exhibit C).
- b. Each OCP shall file, or cause to be filed, a copy of the OCP's Declaration of Disinterestedness with the Court and serve, or cause to be served, a copy on the following parties (collectively, the "Notice Parties"): (i) the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee") and (ii) counsel to any official creditors' committee.
- c. The Notice Parties and other parties-in-interest shall have 14 days after the filing of a Declaration of Disinterestedness to object to the retention of the OCP (the "Objection Deadline"). Any objecting party shall file its objection with the Court and serve it upon the Notice Parties, the Debtors' attorneys and the relevant OCP on or before the Objection Deadline. If an objection cannot be resolved within 10 days after the Objection Deadline, then the retention of the OCP that is the subject of the objection shall be scheduled for hearing by the Debtors at the next regularly scheduled omnibus hearing date that is no less than 21 days from that date or on a date otherwise agreed to by the parties. The Debtors shall not be authorized to retain and pay such OCP until all outstanding objections have been withdrawn, resolved or overruled by order of the Court.
- d. If no objection is received from any of the Notice Parties prior to the expiration of the Objection Deadline with respect to an OCP, the Debtors shall be authorized to retain and pay that OCP in accordance with the OCP Procedures *nunc pro tunc* to the Petition Date or the date on which the OCP commenced services, without further order from this Court.
- e. The Debtors are authorized, without formal applications being filed with the Court, to retain and compensate an OCP 100% of such OCP's postpetition fees and disbursements after such OCP (i) has filed with the Court and properly served on the Notice Parties a Declaration of Disinterestedness for which the Objection Deadline lapses and no objections are pending and (ii) submits to the Debtors an invoice setting forth in reasonable detail the nature of the services rendered; *provided, however*, that each OCP's fees, excluding costs and disbursements, do not exceed (a) \$125,000 per month on a rolling three-month basis (the "OCP Monthly Cap") or (b) (x) for the Tier 1 OCPs (as set forth on Exhibit B), \$650,000 through confirmation of a plan and (y) for the Tier 2 OCPs (as set

forth on Exhibit B), \$350,000 through confirmation of a plan (the “OCP Case Cap”).

- f. To the extent an OCP seeks compensation in excess of the OCP Monthly Cap (the “Excess Fees”), the Debtors or the OCP shall (i) file a notice with the Court of any such Excess Fees (the “Notice of Excess Fees”) and an invoice setting forth, in reasonable detail, the nature of the services rendered and disbursements actually incurred and (ii) serve the Notice of Excess Fees upon the Notice Parties. Interested parties shall have 14 days to file an objection to the Notice of Excess Fees with the Court. If after 14 days no objection is filed, the Excess Fees shall be deemed approved, and the OCP may be paid 100% of its fees and disbursements without the need to file a fee application.
- g. In the event that an OCP seeks fees in excess of its OCP Case Cap, the OCP shall file a fee application (a “Fee Application”) with the Court for the amount in excess of the OCP Case Cap in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the fee guidelines promulgated by the Executive Office of the U.S. Trustee and any applicable orders of the Court, unless the Executive Office of the U.S. Trustee agrees otherwise.
- h. The Debtors reserve the right to retain additional OCPs from time to time during the Chapter 11 Cases by (i) including such OCPs on an amended version of Exhibit B that is filed with the Court and served on the Notice Parties and (ii) having such OCPs comply with the OCP Procedures.

8. The Debtors reserve the right, upon notice and a hearing, to seek modification of the monthly compensation limits described above.

Jurisdiction

9. 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, 327, 328 and 330 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016.

Relief Requested

10. By this Motion, the Debtors request entry of the Order, substantially in the form attached hereto as Exhibit A, authorizing, but not directing, the Debtors, in their sole discretion, to continue to retain and compensate the OCPs on a postpetition basis in accordance with the OCP Procedures, without the need for each OCP to file formal applications for retention and compensation.

Basis for Relief

11. Section 327(a) of the Bankruptcy Code provides:

Except as otherwise provided in this section, the trustee, with the court's approval, may employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee's duties under this title. 11 U.S.C. § 327(a).

12. Section 327(e) of the Bankruptcy Code provides that “with court’s approval” a debtor may employ:

for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor to the estate with respect to the matter on which such attorney is to be employed. *Id.* § 327(e).

13. In determining whether an entity is a “professional” within the meaning of section 327 of the Bankruptcy Code and, therefore, must be retained by express approval of the court, courts generally consider whether such entity is involved in the actual reorganization effort, rather than a debtor’s ongoing business operations. *See, e.g., Comm. of Asbestos-Related Litigants v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 60 B.R. 612, 619 (Bankr. S.D.N.Y. 1986) (“[T]he phrase ‘professional persons,’ as used in § 327(a), is a term of art reserved for those persons who play an intimate role in the reorganization of a debtors’ estate.”).

In making this determination, courts often consider the following factors in determining whether an entity is a “professional” within the meaning of section 327(a) of the Bankruptcy Code:

- a. whether the entity controls, manages, administers, invests, purchases or sells assets that are significant to the debtor’s reorganization;
- b. whether the entity is involved in negotiating the terms of a plan of reorganization;
- c. whether the entity is directly related to the type of work carried out by the debtor or to the routine maintenance of the debtor’s business operations;
- d. whether the entity is given discretion or autonomy to exercise his or her own professional judgment in some part of the administration of the debtor’s estate;
- e. the extent of the entity’s involvement in the administration of the debtor’s estate; and
- f. whether the entity’s services involve some degree of special knowledge or skill, such that it can be considered a “professional” within the ordinary meaning of the term.

See, e.g., In re First Merchs. Acceptance Corp., 1997 WL 873551, at *3 (D. Del. Dec. 15, 1997)

(listing factors); *In re Sieling Assocs. Ltd. P’ship*, 128 B.R. 721, 723 (Bankr. E.D. Va. 1991)

(authorizing the debtor to retain an environmental consultant in the ordinary course of business);

In re Riker Indus., Inc., 122 B.R. 964, 973 (Bankr. N.D. Ohio 1990) (not requiring approval

under section 327 of the Bankruptcy Code of the fees of a management and consulting firm that performed only “routine administrative functions” and whose “services were not central to [the]

bankruptcy case”); *In re Fretheim*, 102 B.R. 298, 299 (Bankr. D. Conn. 1989) (only those

professionals involved in the actual reorganization effort, rather than debtors’ ongoing business, require approval under section 327 of the Bankruptcy Code).

14. The foregoing factors must be considered as a whole when determining if an entity is a “professional” within the meaning of section 327(a) of the Bankruptcy Code. None

of the factors alone is dispositive. Considering all of the factors, the Debtors do not believe that the OCPs are “professionals” requiring full retention under section 327 of the Bankruptcy Code. The OCPs will not be involved in the administration of these Chapter 11 Cases. Instead, the OCPs will provide services in connection with the Debtors’ ongoing business operations, which services are ordinarily provided by non-bankruptcy professionals. Nevertheless, to provide clarity and an opportunity for oversight, the Debtors seek the relief requested herein to establish clear mechanisms for the retention and payment of the OCPs and thereby avoid any subsequent controversy with respect thereto.

15. In light of the number of OCPs and the costs associated with the preparation of retention applications for professionals who will receive relatively modest fees, the Debtors submit that it would be impractical, inefficient and extremely costly for the Debtors and their legal advisors to prepare and submit individual applications and proposed retention orders for each OCP. Therefore, the Debtors submit it is in the best interest of all creditors and parties-in-interest to avoid any disruption in the professional services that are required for the day-to-day operations of the Debtors’ businesses by retaining and compensating the OCPs in accordance with the OCP Procedures.

16. Courts in this district have routinely granted relief similar to the relief requested herein. *See, e.g., In re Grupo Aeroméxico, S.A.B. de C.V.*, 20-11563 (SCC) (July 29, 2020), D.I. 213 (authorizing the debtors to retain and pay ordinary course professionals subject to tiered case cap limits); *In re Hollander Sleep Products, LLC*, 19-11608 (MEW) (July 7, 2019), D.I. 169 (same); *In re OneWeb Global Limited*, 20-22437 (RDD) (Apr. 30, 2020), D.I. 107 (same); *In re The McClatchy Company*, 20-10418 (MEW) (Mar. 11, 2020), D.I. 173 (same).

Reservation of Rights

17. Nothing in this Motion: (a) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors or their estates; (b) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors or their estates to contest the validity, priority, or amount of any claim against the Debtors or their estates; (c) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors or their estates with respect to any and all claims or causes of action against any third party; or (d) shall be construed as a promise to pay a claim or continue any applicable program postpetition, which decision shall be in the discretion of the Debtors. Any payment made pursuant to an order of the Court granting the relief requested herein is not intended to be nor should it be construed as an admission as to the validity of any claim or a waiver of the Debtors' rights to subsequently dispute such claim.

Notice

18. No creditors' committee has been appointed in these Chapter 11 Cases. Notice of this Motion has been provided to: (a) the Office of the United States Trustee for the Southern District of New York; (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

19. 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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Noam R. Weiss
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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 IMPLEMENTING
CERTAIN PROCEDURES TO RETAIN, COMPENSATE AND
REIMBURSE PROFESSIONALS UTILIZED IN THE
ORDINARY COURSE OF BUSINESS**

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, 327, 328 and 330 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016, authorizing the Debtors’ retention and compensation of certain professionals utilized in the ordinary course of business; 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 that, except as otherwise ordered herein, no other or further notice is necessary; and any objections (if any) to

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.kcellc.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.

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. The Debtors are authorized, but not directed, to retain and pay reasonable fees and expenses for the services of various professionals listed on Exhibit B attached to the Motion in the ordinary course of their businesses (each, an ordinary course professional or “OCP” and, collectively, the “OCPs”),³ *nunc pro tunc* to the Petition Date, subject to compliance with the OCP Procedures (as defined below).
3. The following procedures (the “OCP Procedures”) for the retention of OCPs are hereby approved:
 - i. Within 30 days following the latter of (i) entry of this Order or (ii) the commencement of services for a Debtor, each OCP shall provide the Debtors’ attorneys with a declaration of disinterestedness (each, a “Declaration of Disinterestedness”) substantially in the form attached to the Motion as Exhibit C).
 - j. Each OCP shall file, or cause to be filed, a copy of the OCP’s Declaration of Disinterestedness with the Court and serve, or cause to be served, a copy on the following parties (collectively, the “Notice Parties”): (i) the Office of the United States Trustee for the

³ Except as authorized by the Court, the OCP Procedures shall not apply to professionals retained by the Debtors pursuant to separate orders of the Court.

Southern District of New York (the “U.S. Trustee”) and (ii) counsel to any official creditors’ committee.

- k. The Notice Parties and other parties-in-interest shall have 14 days after the filing of a Declaration of Disinterestedness to object to the retention of the OCP (the “Objection Deadline”). Any objecting party shall file its objection with the Court and serve it upon the Notice Parties, the Debtors’ attorneys and the relevant OCP on or before the Objection Deadline. If an objection cannot be resolved within 10 days after the Objection Deadline, then the retention of the OCP that is the subject of the objection shall be scheduled for hearing by the Debtors at the next regularly scheduled omnibus hearing date that is no less than 21 days from that date or on a date otherwise agreed to by the parties. The Debtors shall not be authorized to retain and pay such OCP until all outstanding objections have been withdrawn, resolved or overruled by order of the Court.
- l. If no objection is received from any of the Notice Parties prior to the expiration of the Objection Deadline with respect to an OCP, the Debtors shall be authorized to retain and pay that OCP in accordance with the OCP Procedures *nunc pro tunc* to the Petition Date or the date on which the OCP commenced services, without further order from this Court.
- m. The Debtors are authorized, without formal applications being filed with the Court, to retain and compensate an OCP 100% of such OCP’s postpetition fees and disbursements after such OCP (i) has filed with the Court and properly served on the Notice Parties a Declaration of Disinterestedness for which the Objection Deadline lapses and no objections are pending and (ii) submits to the Debtors an invoice setting forth in reasonable detail the nature of the services rendered; *provided, however*, that each OCP’s fees, excluding costs and disbursements, do not exceed (a) \$125,000 per month on a rolling three-month basis (the “OCP Monthly Cap”) or (b) (x) for the Tier 1 OCPs (as set forth on Exhibit B to the Motion), \$650,000 through confirmation of a plan and (y) for the Tier 2 OCPs (as set forth on Exhibit B to the Motion), \$350,000 through confirmation of a plan (the “OCP Case Cap”).
- n. To the extent an OCP seeks compensation in excess of the OCP Monthly Cap (the “Excess Fees”), the Debtors or the OCP shall (i) file a notice with the Court of any such Excess Fees (the “Notice of Excess Fees”) and an invoice setting forth, in reasonable detail, the nature of the services rendered and disbursements actually incurred and (ii) serve the Notice of Excess Fees upon the Notice Parties. Interested parties shall have 14 days

to file an objection to the Notice of Excess Fees with the Court. If after 14 days no objection is filed, the Excess Fees shall be deemed approved, and the OCP may be paid 100% of its fees and disbursements without the need to file a fee application.

- o. In the event that an OCP seeks fees in excess of its OCP Case Cap, the OCP shall file a fee application (a “Fee Application”) with the Court for the amount in excess of the OCP Case Cap in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the fee guidelines promulgated by the Executive Office of the U.S. Trustee and any applicable orders of the Court, unless the Executive Office of the U.S. Trustee agrees otherwise.
- p. The Debtors reserve the right to retain additional OCPs from time to time during the Chapter 11 Cases by (i) including such OCPs on an amended version of Exhibit B attached to the Motion that is filed with the Court and served on the Notice Parties and (ii) having such OCPs comply with the OCP Procedures.

4. The Debtors are authorized to supplement the list of OCPs as necessary to add or remove OCPs, from time to time and its sole discretion, without the need for any further hearing and without the need to file individual retention applications for newly added OCPs. In such event, the Debtors shall file a supplemental list with the Court and serving such list upon the Notice Parties. If no objections are filed to any such revised list within 14 days after filing and service thereof, such list shall be deemed approved without the need for a hearing or entry of a further order by the Court.

5. 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 Interim Order.

6. Nothing in the Motion or this Order shall be deemed to authorize the Debtors to accelerate any payments, and the Debtors are only authorized under this Order to pay amounts that are due and owing.

7. The Declaration of Disinterestedness is approved.

8. This Order shall not apply to any professional retained by the Debtors pursuant to a separate order of the Court.

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

10. 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

EXHIBIT B

Ordinary Course Professionals List

Tier 1

Name	Professional Services	Work Description
Hogan Lovells	Law Firm	Employment counsel
LATHAM & WATKINS	Law Firm	SEC counsel

Tier 2

Name	Professional Services	Work Description
9 St John Street Barristers	Law Firm	Employment Law Counsel
A and L Goodbody	Law Firm	Local counsel - Ireland
ABRAMS & BAYLISS LLP	Law Firm	Legal Services
Arendt & Medernach SA	Law Firm	Local counsel - Lux
Arnold & Porter Kaye Scholer LLP	Law Firm	Legal Services
Axiom Global Inc.	Law Firm	HR Legal Services
Baham Ringe & Correa	Law Firm	Employment Law Counsel
Baker & McKenzie	Law Firm	Employment and Customs Law Counsel
Barzano & Zanardo Roma S.p.A	Law Firm	IP counsel
Beijing Chang Tsi & Partners	Law Firm	IP counsel
Bener	Law Firm	Employment Law Counsel
Bird & Bird	Law Firm	Legal Services
BMG AVOCATS	Law Firm	Local counsel - Switzerland
Boult Wade Tennant LLP	Law Firm	IP counsel
Brown Rudnick LLP	Law Firm	Litigation Counsel
Butzel & Long	Law Firm	Commercial Matters Legal Services
CARMODY AND TORRANCE	Law Firm	Legal Services
CMS	Law Firm	Legal and Tax Advisory Services
ConwayMCColl Solicitors Limited	Law Firm	Employment Law Counsel
Creel Abogados	Law Firm	Employment Law Counsel
DENTONS SOUTH AFRICA	Law Firm	Local counsel - South Africa
Donald Hill Patent Law	Law Firm	IP counsel
Drinker Biddle & Reath	Law Firm	Employee Counsel
Flichy Grange	Law Firm	Employment Law Counsel
Ford Harrison	Law Firm	Employment Law Counsel
Freshfields Bruckhaus Deringer	Law Firm	Legal Services
Gevers & Ores	Law Firm	Local counsel - France
GLOBAL LAW OFFICE	Law Firm	Legal Services
Greenberg Traurig PA	Law Firm	Legal Services
Gun Partners	Law Firm	Local counsel - Turkey

Hadiputranto, Hadinoto & Partners	Law Firm	Local counsel - Indonesia
Haynes and Boone, LLP	Law Firm	Legal Services
JUNHE LLP	Law Firm	Legal Services
Kim and Chang	Law Firm	Local counsel - Korea
Lakshmikumaran & Sridharan	Law Firm	Local counsel - India
Leason Ellis LLP	Law Firm	IP counsel
LENZ ET STAEHELIN	Law Firm	Local counsel - Switzerland
LEWIS SILKIN LLP	Law Firm	Local counsel - UK, HK
Lewis Silkin Services Limited	Law Firm	Immigration Law
Lorenz and Kopf LLP	Law Firm	IP counsel
M&M O'SHEA	Law Firm	Legal Services
Nestor Nestor Diculescu Kingston Peterson	Law Firm	Employment Law Counsel
Nitschneider & Partners	Law Firm	Employment Law Counsel
Pangrle Patent Brand and Design Law	Law Firm	IP counsel
PHILLIPS ADR	Law Firm	Litigation Counsel
PPR & Partners	Law Firm	Employment Law Counsel
Radu si Asociatii SPRL	Law Firm	Local counsel - Romana
Randl Partners	Law Firm	Employment Law Counsel
Remfry & Sagar	Law Firm	Local counsel - India
ROXIN RECHTSANWAELTE LLP	Law Firm	Corporate matters
Schofield Sweeney LLP	Law Firm	Local counsel - UK
SCP FLICHY GRANGE AVOCATS	Law Firm	Local counsel - France
Seager Tufte and Wickhem LLP	Law Firm	IP counsel
Sheppard Mullin Richter Hampton LLP	Law Firm	Legal Services
Serban & Associates	Law Firm	Legal Services
Signature Litigation AARPI	Law Firm	Asbestos - France
SIMMONS AND SIMMONS LLP	Law Firm	International counsel
The Law Office of John A Griecci	Law Firm	IP Counsel
THOMPSON HINE LLP	Law Firm	Legal Services
TLG - THE LEGAL GROUP ADVOCATES	Law Firm	Legal services
WP Thompson Limited	Law Firm	IP counsel - UK
Yuasa and Hara	Law Firm	IP counsel

EXHIBIT C

Declaration of Disinterestedness

**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	

DECLARATION OF DISINTERESTEDNESS

I, _____, declare under penalty of perjury:

1. I am a [*position*] of [*Firm*], located at [*Street, City, State, Zip Code*] (the “Firm”).
2. Garrett Motion Inc. and its affiliated debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), have requested that the Firm provide [*specific description*] services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties-in-interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases, or have any relationship

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.

with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants against or employees of the Debtors, or other parties-in-interest in these chapter 11 cases.

5. Neither I, nor any principal, partner, director, officer of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

6. Neither I, nor any principal, partner, director, officer of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

7. The Debtors owe the Firm \$[_____] for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.*

8. As of the Petition Date, the Firm [*was/was not*] party to an agreement for indemnification with certain of the Debtors. A copy of such agreement is attached as Exhibit 1 to this Declaration.

9. [The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of

its employment, if the Firm should discover any facts bearing on the matters described herein,
the Firm will supplement the information contained in this Declaration.]²

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct.

Dated: _____, 2020

[DECLARANT]

² If necessary.