

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

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

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
SIMPSON THACHER & BARTLETT LLP AS COUNSEL TO THE INDEPENDENT
DIRECTOR AND SOLE MEMBER OF THE TRANSACTION COMMITTEE OF
DEBTOR GARRETT ASASCO, INC. PURSUANT TO SECTION 327(a) OF THE
BANKRUPTCY CODE, EFFECTIVE AS OF THE PETITION DATE**

This matter coming before the Court on the *Debtors' Application for Entry of an Order Pursuant to Section 363(b) of the Bankruptcy Code for Authority to Pay the Fees and Expenses of Simpson Thacher & Bartlett LLP as Counsel to the Independent Director and Sole Member of the Transaction Committee of Debtor Garrett ASASCO, Inc., Effective as of the Petition Date* (the "**Application**")²; and the Court having reviewed the Application, including the *Declaration of Sandeep Qusba* (the "**Qusba Declaration**"); and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (c) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408

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

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.



and 1409, and (d) notice of the Application is sufficient under the circumstances and no further notice is required; and certain modifications to the relief requested in the Application having been made at the request of the Office of the United States Trustee (as reflected in this Order); and upon the record of the hearing (if any held) to consider the relief requested in the Application and all of the proceedings had before this Court; and the Court having determined that the legal and factual basis set forth in the Application establish just cause for the relief granted herein; and the Court being satisfied based on the representations made in the Application and the Qusba Declaration that (a) Simpson Thacher & Bartlett LLP (“**Simpson Thacher**”) does not hold or represent any interest adverse to the Debtors or their estates with respect to the matters upon which Simpson Thacher is to be engaged and (b) Simpson Thacher is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code; and the Court having determined that the relief sought in the Application is in the best interests of the Debtors and their estates; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED, that the Application is granted to the extent provided herein; and it is further

ORDERED, that the terms of the engagement of Simpson Thacher, as modified by the Application and this Order, are reasonable terms and conditions of employment and are hereby approved; and it is further

ORDERED that, pursuant to section 327(a) of the Bankruptcy Code, the Independent Director and sole member of the Transaction Committee is hereby authorized to retain and employ Simpson Thacher as its counsel, effective as of the Petition Date and to the extent provided herein; and it is further

ORDERED, that the Debtors shall pay the reasonable and undisputed fees and expenses incurred by Simpson Thacher in connection with its representation of the Independent Director and sole member of the Transaction Committee; and it is further

ORDERED, that Simpson Thacher shall be compensated for fees and reimbursed for reasonable and necessary expenses to the extent allowed by order of this Court. Simpson Thacher shall file monthly fee statements and interim and final fee applications for allowance of its compensation and expenses in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules of the Southern District of New York, the Amended Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated December 21, 2010, the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York, dated January 29, 2013 (General Order M-447), and any other orders entered in these Chapter 11 Cases governing professional compensation; and it is further

ORDERED, that Simpson Thacher shall apply any remaining amount of its prepetition retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Simpson Thacher pursuant to its final fee application; and it is further

ORDERED, that Simpson Thacher shall not charge a markup to the Debtors with respect to fees billed by any contract attorneys hired by Simpson Thacher to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflicts checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules. For the avoidance of doubt, Simpson Thacher shall neither share fees with existing or future

contract attorneys who provide services to the Debtors nor enter into fee sharing arrangements with such contract attorneys; and it is further

ORDERED, that notwithstanding anything to the contrary in the Application, Simpson Thacher will not seek reimbursement of expenses for office supplies; and it is further

ORDERED, that prior to the implementation of any increases in the hourly rates set forth in the Application and the Qusba Declaration, Simpson Thacher shall file a supplemental declaration with this Court and provide ten (10) business days' notice to the Debtors, the U.S. Trustee and any statutory committee appointed in these Chapter 11 Cases, which declaration shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and state whether the Debtors have consented to such rate increases. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and this Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code; and it is further

ORDERED, that Simpson Thacher and the Debtors are authorized to take all actions necessary to carry out this Order; and it is further

ORDERED, that notice of the Application as provided therein is deemed good and sufficient notice of the Application; and it is further

ORDERED, that in the event of any inconsistency between the Application and this Order, this Order shall govern; and it is further

ORDERED, that the terms and conditions of this Order shall be effective as of the Petition Date and shall be enforceable upon its entry; and it is further

ORDERED, that this Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

Dated: October 26, 2020
New York, New York

s/Michael E. Wiles
THE HONORABLE MICHAEL E. WILES
UNITED STATES BANKRUPTCY JUDGE