

**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ordered herein, no other or further notice is necessary; and any objections (if any) to the Motion having been withdrawn, resolved or overruled on the merits; and a hearing having

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.



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:
 - a. 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).
 - 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”), (ii) counsel to the Committee, White & Case LLP, 1221 Avenue of the America, New York, New York 10020, Attn: John Ramirez, and (iii) all

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.

parties in interest who have filed notices of appearance and requested such notice.

- 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, whichever is later, 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 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”).
- f. The OCP Monthly Caps and/or the OCP Case Caps may not be increased except by Court order; *provided* that the Debtors may seek such an Order by (i) filing a notice with the Court identifying the increase that is sought (the “Notice of Excess Fees”), which shall be filed within 20 days of the end of the applicable fee period and shall include 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.

- g. Except as provided in subparagraph (f), in the event that an OCP seeks fees in excess of its OCP Monthly Cap, the OCP shall file 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 U.S. Trustee and the Committee agree otherwise.
- h. In the event that an OCP seeks fees in excess of its OCP Case Cap pursuant to subparagraph (g), the OCP shall file with the Court a retention application in accordance with section 327 of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules, unless the U.S. Trustee and the Committee agree otherwise.
- i. 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: October 26, 2020
New York, New York

s/Michael E. Wiles
The Honorable Michael E. Wiles
United States Bankruptcy Judge