

Hearing Date: March 16, 2021 at 11:00 a.m. (ET)
Objection Deadline: March 9, 2021 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	

**NOTICE OF DEBTORS' MOTION FOR AN ORDER EXTENDING THE
EXCLUSIVE PERIODS DURING WHICH ONLY THE DEBTORS MAY
FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES THEREOF**

PLEASE TAKE NOTICE that on the date hereof, Garrett Motion Inc. and its affiliated debtors and debtors-in-possession (collectively, the "Debtors"), filed the *Debtors' Motion for an Order Extending the Exclusive Periods During Which Only the Debtors May File a Chapter 11 Plan and Solicit Acceptances Thereof* (the "Motion").

PLEASE TAKE FURTHER NOTICE that the undersigned counsel will present the Motion to the Honorable Michael E. Wiles, United States Bankruptcy Court for the Southern

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' claims and noticing agent at <http://www.kccllc.net/garrettmotion>. The Debtors' corporate headquarters is located at La Pièce 16, Rolle, Switzerland.



District of New York (the “Court”) at a hearing to be held on **March 16, 2021 at 11:00 a.m. (Eastern Time)** (the “Hearing”).

PLEASE TAKE FURTHER NOTICE that any responses or objections (the “Objections”) to the Motion shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York and shall be filed with the Court in accordance with the customary practices of the Court and General Order M-399. Objections must be filed and received no later than **March 9, 2021 at 4:00 p.m. (Eastern Time)** (the “Objection Deadline”) and must be served on the following parties: (a) counsel to the Debtors, Sullivan & Cromwell LLP, Attn: Alexa J. Kranzley (kranzleya@sullcrom.com); (b) counsel to Citibank, N.A., as administrative agent under the DIP credit facility, Weil, Gotshal & Manges LLP, Attn: Ray C. Schrock, P.C. (ray.schrock@weil.com) and Candace M. Arthur, Esq. (candace.arthur@weil.com); (c) counsel to Wilmington Savings Fund Society, FSB, as administrative agent under the Debtors’ prepetition credit facility, Stroock & Stroock & Lavan LLP, 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, Attn: Scott J. Greenberg (sgreenberg@gibsondunn.com), Steven A. Domanowski (sdomanowski@gibsondunn.com), Robert A. Klyman (rklyman@gibsondunn.com) and Matthew G. Bouslog (mbouslog@gibsondunn.com); (e) counsel to the ad hoc group of bondholders, Ropes & Gray LLP, Attn: Matthew M. Roose (matthew.roose@ropesgray.com) and Mark I. Bane (mark.bane@ropesgray.com); (f) counsel to Honeywell International Inc., Kirkland & Ellis LLP,

Attn: Nicole L. Greenblatt, P.C. (nicole.greenblatt@kirkland.com), Mark McKane, P.C. (mmckane@kirkland.com) and Joseph M. Graham (joe.graham@kirkland.com); (g) counsel to Oaktree Capital Management, L.P. and Centerbridge Partners, L.P., as Plan Sponsors, Milbank LLP, Attn: Dennis F. Dunne (ddunne@milbank.com), Andrew M. Leblanc (aleblanc@milbank.com), and Andrew C. Harmeyer (aharmeyer@milbank.com); (h) counsel to the Additional Investors, Jones Day, Attn: Anna Kordas (akordas@jonesday.com), Bruce Bennett (bbennett@jonesday.com), Joshua M. Mester (jmester@jonesday.com) and James O. Johnston (jjohnston@jonesday.com); (i) counsel to the Official Committee of Unsecured Creditors, White & Case LLP, Attn: Brian Pfeiffer (brian.pfeiffer@whitecase.com) and John Ramirez (john.ramirez@whitecase.com); (j) proposed counsel to the Official Committee of Equity Security Holders, Glenn Agre Bergman & Fuentes LLP, Attn: Andrew K. Glenn (aglenn@glennagre.com), Jed I. Bergman (jbergman@glennagre.com) and Shai Schmidt (sschmidt@glennagre.com); (k) counsel to Deutsche Trustee Company Limited, as indenture trustee under the Debtors' 5.125% senior notes due 2026, Norton Rose Fulbright, Attn: Francisco Vasquez (francisco.vasquez@nortonrosefulbright.com); (l) the Office of the United States Trustee for the Southern District of New York, Attn: Benjamin Higgins, Esq. (Benjamin.J.Higgins@ust.doj.gov); and (m) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002.

PLEASE TAKE FURTHER NOTICE that only those Objections that are timely filed, served and received will be considered at the Hearing. Failure to file a timely Objection may result in the entry of an order granting the relief requested in the Motion without further notice. Failure to attend the Hearing in person or by counsel may result in relief being granted or denied upon default. In the event that no objection to the Motion is timely filed and

served, the relief requested in the Motion may be granted without a hearing before the Court.

PLEASE TAKE FURTHER NOTICE that copies of the Motion may be obtained from the Court's website, <https://ecf.nysb.uscourts.gov>, for a nominal fee, or obtained free of charge by accessing the website of the Debtors' claims and noticing agent, <http://www.kccllc.net/garrettmotion>.

Dated: March 2, 2021
New York, New York

/s/ Andrew G. Dietderich

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**DEBTORS' MOTION FOR AN ORDER EXTENDING THE
EXCLUSIVE PERIODS DURING WHICH ONLY THE DEBTORS
MAY FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES THEREOF**

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Garrett Motion Inc. (“GMI”) and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) hereby submit this motion (the “Motion”), pursuant to section 1121(d) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), rule 9006(b)(1) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and rule 9006-2 of the Local Bankruptcy Rules for the Southern District of New York, for entry of an order, substantially in the form attached hereto as Exhibit A (the “Proposed Order”), extending by 90 days the exclusive periods during which only the Debtors may file a chapter 11 plan and solicit acceptances on such plan. Specifically, the Debtors seek to extend the exclusive period to (i) file a chapter 11 plan for each Debtor (the “Exclusive Filing Period”) through and including April 18, 2021, and (ii) solicit acceptances of a chapter 11 plan of each Debtor (the “Exclusive Solicitation Period” and together with the Exclusive Filing Period, the “Exclusive Periods”) through and including June 17, 2021. In support of the Motion, the Debtors respectfully state as follows:

Preliminary Statement

1. The Debtors have utilized the first five months of these Chapter 11 Cases to stabilize their global business operations, obtain postpetition financing to fund operations and these cases, and conduct a competitive and exhaustive sale and marketing process and auction pursuant to Court-approved bid procedures. As a result of that competitive process, the Debtors have filed a plan of reorganization and disclosure statement that has the support of Honeywell (the Debtors’ largest unsecured creditor), the Debtors’ prepetition lenders, prepetition noteholders, the Creditors’ Committee and a majority of holders of GMI’s common stock.

2. The substantial progress made in these cases thus far—including significantly, reaching a global settlement with Honeywell and proposing a value-maximizing chapter 11 plan that has the support of the key stakeholders—is the product of extensive

dedication and effort. Much of the relief the Debtors sought in the early stages of these cases was contested. Notably, the Debtors were required to devote significant time and attention to obtaining approval of their postpetition financing and their bid procedures, which provided the framework for the robust sale process and auction.

3. Consistent with the bid procedures and with the goal of maximizing value for all stakeholders, the Debtors conducted an auction that spanned almost a month with numerous rounds of bidding and weeks of negotiations between rounds to ensure they obtained the highest and best offer. The Debtors continued to consider and negotiate a proposal from the COH Group, which culminated in the Debtors' entry into the Plan Support Agreement and forms the basis of the restructuring transactions contemplated under the Plan. The Plan also contemplates a reasonable global settlement with Honeywell that eliminates the uncertainty and risk associated with a costly and time-consuming estimation trial.

4. Following entry into the Plan Support Agreement, the Debtors worked rapidly towards negotiating and filing the Plan and Disclosure Statement reflecting the transactions contemplated thereby. While the Debtors filed their initial Plan on January 8, 2021 within the statutory Exclusive Filing Period, the Debtors do not anticipate completing solicitation until after March 19, 2021, the expiration of the current statutory Exclusive Solicitation Period. The Debtors have made substantial progress in these cases and are on a path towards a successful reorganization and emergence from chapter 11. Allowing the Exclusive Solicitation Period to expire during the Debtors' anticipated solicitation of votes to accept or reject their Plan and before the Debtors have an opportunity to bring confirmation of their Plan before the Court would jeopardize the significant progress accomplished thus far in these Chapter 11 Cases. The Debtors respectfully request that the Court extend the Exclusive Periods to ensure the Debtors

the opportunity to present the Plan for the Court's consideration without interference from possible competing plans.

Background

5. GMI 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.

6. On September 20, 2020 (the "Petition Date"), each of the Debtors filed with the United States Bankruptcy Court for the Southern District of New York (the "Court") a voluntary petition for relief under chapter 11 of 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. The Debtors' cases (the "Chapter 11 Cases") are being jointly administered pursuant to Bankruptcy Rule 1015.

7. On October 5, 2020, the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed an Official Committee of Unsecured Creditors (the "Creditors' Committee") pursuant to section 1102 of the Bankruptcy Code [D.I. 161], which was reconstituted on November 19, 2020 [D.I. 423]. On November 18, 2020, the U.S. Trustee appointed an Official Committee of Equity Security Holders (the "Equity Committee") pursuant to section 1102 of the Bankruptcy Code [D.I. 404].

8. Additional factual background relating to the Debtors' businesses, the commencement of and significant events in 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* [D.I. 15].

Facts Specific to the Relief Requested

9. The Debtors' current Exclusive Filing Period was through and including January 18, 2021 and Exclusive Solicitation Period is through and including March 19, 2021. On January 8, 2021, within the current Exclusive Filing Period, the Debtors filed the (i) *Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [D.I. 712] (as may be amended, modified or supplemented from time to time, the "Plan"), (ii) *Disclosure Statement for Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [D.I. 713] (as may be amended, modified or supplemented from time to time, the "Disclosure Statement") and (iii) *Debtors' Motion for Entry of an Order (I) Approving the Disclosure Statement; (II) Establishing a Voting Record Date; (III) Approving Solicitation Packages and Solicitation Procedures; (IV) Approving the Forms of Ballots; (V) Establishing Voting and Tabulation Procedures; (VI) Establishing Notice and Objection Procedures for the Confirmation of the Plan and (VII) Approving the Rights Offering Procedures and the Rights Offering Materials* [D.I. 714] (the "Solicitation Procedures Motion"). As a result of the Debtors' filing the Plan within the Exclusive Filing Period, no party-in-interest may currently file a chapter 11 plan in these Chapter 11 Cases.

10. On January 22, 2021, the Debtors filed an amended Plan [D.I. 780], a revised Disclosure Statement [D.I. 781] and a revised proposed order for the Solicitation Procedures Motion [D.I. 782]. On January 27, 2021, the Debtors filed a revised Disclosure Statement [D.I. 806]. On February 15, 2021, the Debtors filed a further amended Plan [D.I. 912], a further revised Disclosure Statement [D.I. 913] and a further revised proposed order for the Solicitation Procedures Motion [D.I. 914].

11. On February 16, 2021, the Court commenced a hearing to consider, among other things, the Solicitation Procedures Motion and approval of the Disclosure Statement. After

the Court's remarks, the Debtors and the other parties agreed to adjourn the hearing in order to engage in discussions regarding a consensual resolution with respect to certain objections to the Plan and related motions. The adjourned hearing is currently scheduled to resume on March 3, 2021.

12. While the Debtors' Plan solicitation and confirmation schedule may shift slightly as a result of the adjournment, the Debtors anticipate that the deadline for solicitation of votes on the Plan will be shortly after the expiration of the current Exclusive Solicitation Period. Accordingly, the Debtors request a 90-day extension of the Exclusive Solicitation Period through and including June 17, 2021 in order to ensure solicitation can be completed within the exclusive period. Furthermore, out of an abundance of caution, the Debtors also request a 90-day extension of the Exclusive Filing Period through and including April 18, 2021, even though the Debtors' filing of their Plan within the initial Exclusive Filing Period precludes the filing of a plan by any other party-in-interest. The requested extensions will ensure that the Debtors have an opportunity to present the Plan to the Court for consideration, without the prospect of the filing of competing plans in the middle of the Plan solicitation period that would risk delay and disruption of the confirmation process.

13. The Debtors have made substantial progress in these Chapter 11 Cases since the Petition Date. Specifically, the Debtors have, among other things:

- a. continued to operate their businesses in the ordinary course without interruption, actually outperforming the Debtors' cash flow projections and projected EBITDA for postpetition debtors-in-possession financing;
- b. worked closely with their employees, suppliers, service providers, customers and counterparties to minimize the impact of these Chapter 11 Cases on their day-to-day operations, including the continuous and punctual payment of the Debtors' obligations to each such party in the ordinary course of business;

- c. obtained postpetition financing and consensual use of cash collateral on both an interim and final basis;
- d. retained professionals and experts to advise the Debtors on all aspects of their restructuring;
- e. prepared and filed all of the Debtors' schedules of assets and liabilities and statements of financial affairs;
- f. filed motions, approved by the Court, to establish bar dates for the filing of prepetition claims;
- g. conducted a robust marketing and competitive auction process pursuant to Court-approved bid procedures and filed a Plan and Disclosure Statement to effectuate the winning transaction; and
- h. negotiated the terms of the Plan Support Agreement and Backstop Commitment Agreement with the COH Group, which serve as the basis of the Plan and includes resolutions to significant pending litigations.

14. The Debtors, with the assistance of their advisors, developed and obtained Court approval of hotly contested bid procedures. In accordance with these bid procedures, the Debtors conducted an extensive post-petition marketing process—discussing with interested parties, responding to diligence requests and negotiating with bidders. The Debtors conducted a nearly month-long auction, consisting of multiple rounds of bidding and extensive negotiations in between rounds, which resulted in substantial improvements to bids received by the Debtors prior to the commencement of the auction. On January 8, 2021, the Debtors announced the results of the auction and, in accordance with the milestones set forth in the winning bid, filed the Plan, Disclosure Statement and Solicitation Procedures Motion.

15. Parallel to the auction process and thereafter, the Debtors considered and negotiated substantially enhanced proposals for a restructuring transaction with the parties to that certain Third Amended and Restated Coordination Agreement, dated as of December 22, 2020, by and among Centerbridge Partners, L.P., Oaktree Capital Management, L.P., Honeywell

International Inc. (“Honeywell”), and the Additional Investors (as defined therein) (collectively, the “COH Group”). As a result of the Debtors’ competitive process and after consideration by the Debtors’ Board of Directors, the Debtors entered into the Plan Support Agreement, dated January 11, 2021 (as may be amended, modified or supplemented from time to time, the “Plan Support Agreement”) with the COH Group.

16. The Debtors’ entry into the Plan Support Agreement evidences the substantial progress that the Debtors have made towards emergence from chapter 11. The Plan Support Agreement serves as the framework for the Debtors’ Plan and has widespread support from across the Debtors’ capital structure, including from the Debtors’ prepetition lenders, prepetition noteholders, Honeywell and a majority of GMI’s stockholders—support that the Debtors have worked hard to obtain (or, with respect to the prepetition lenders, maintain) since the Petition Date. Having made such significant strides during the course of these Chapter 11 Cases, the Debtors are requesting a 90-day extension of the Exclusive Periods to ensure there is sufficient time to permit the Debtors, without threat of interference, to complete the solicitation of votes on the Plan and present the Plan to the Court for consideration. Competing plans at such a critical stage of solicitation could introduce significant uncertainty to the Debtors’ businesses and jeopardize the Debtors’ ability to successfully emerge from chapter 11.

17. The Debtors have discussed the requested relief with their key stakeholders, and the Debtors understand that the prepetition lenders, prepetition noteholders, Creditors’ Committee, Honeywell and a majority of GMI’s stockholders support the Debtors’ requested extension.

Jurisdiction

18. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper 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 predicate for the relief requested herein is section 1121(d) of the Bankruptcy Code.

Relief Requested

19. By this Motion, the Debtors seek entry of the Proposed Order, pursuant to section 1121(d) of the Bankruptcy Code, extending (a) the Exclusive Filing Period by 90 days through and including April 18, 2021 and (b) the Exclusive Solicitation Period by 90 days through and including June 17, 2021, in each case without prejudice to the Debtors' right to seek further extensions of the Exclusive Periods pursuant to section 1121(d) of the Bankruptcy Code.

Basis for Relief

A. Legal Standard for Extending the Exclusive Periods.

20. Sections 1121(b) and (c) of the Bankruptcy Code provide, respectively, that a debtor has the exclusive right to propose a chapter 11 plan for the first 120 days of a chapter 11 case and the exclusive right to solicit votes for its plan for an additional 60 days. 11 U.S.C. § 1121(b), (c). The Debtors' original Exclusive Filing Period expired on January 18, 2021, but the Debtors filed their Plan prior to that date and therefore no other party is currently permitted to file a competing plan. The Debtors' original Exclusive Solicitation Period will expire on March 19, 2021.

21. Section 1121(d) of the Bankruptcy Code authorizes a bankruptcy court to extend a debtor's exclusive period for filing a chapter 11 plan and to solicit votes thereof, for "cause" shown, to a date that is no later than 18 months (to file a plan) and 20 months (to solicit votes) from the Petition Date. 11 U.S.C. § 1121(d). Although the Bankruptcy Code does not define "cause," legislative history indicates that "cause" is intended to be a flexible standard that balances the competing interests of a debtor and its creditors. *See* H.R. Rep. No. 95-595 at 231, 232 (1978), as reprinted in 1978 U.S.C.C.A.N. 5963, 6191. This flexibility is intended to give a

debtor an adequate opportunity to stabilize its business operations at the outset of the case and to then negotiate a plan with its creditors. *See In re Ames Dep't Stores Inc.*, Nos. 90 B 11233 – 90 B 11285 (JAG), 1991 WL 259036, at *3 (S.D.N.Y. Nov. 25, 1991) (“The purpose of the Bankruptcy Code’s exclusivity period is to allow the debtor flexibility to negotiate with its creditors.”).

22. In this district, it is well-established that when “the Debtors have shown the requisite good cause for an exclusivity extension . . . [and] have given the Court no reason to believe that they are abusing their exclusivity rights . . . the requested extension of exclusivity also should be granted.” *In re Global Crossing Ltd.*, 295 B.R. 726, 730 (Bankr. S.D.N.Y. 2003).

23. The complexity and size of a chapter 11 case may warrant extension of the exclusive periods in order to permit a debtor a meaningful opportunity to formulate and seek confirmation of a chapter 11 plan. *See, e.g., In re Texaco Inc.*, 76 B.R. 322, 325-27 (Bankr. S.D.N.Y. 1987) (holding that “cause” existed to grant the debtor’s first request to extend exclusivity based on the size and complexity of the case alone). In addition, courts consider the following factors in deciding whether “cause” exists to extend a debtor’s exclusive periods:

- the necessity for sufficient time to permit the debtor to negotiate a chapter 11 plan and prepare adequate information;
- the existence of good faith progress toward reorganization;
- the fact that the debtor is paying its bills as they come due;
- whether the debtor has demonstrated reasonable prospects for filing a viable plan;
- whether the debtor has made progress in its negotiations with creditors;
- the amount of time that has elapsed in the case;
- whether the debtor is not seeking to extend exclusivity to pressure creditors to accede to the debtor’s reorganization demands; and

- the existence of an unresolved contingency.

See In re Adelpia Commc'ns Corp., 352 B.R. 578, 587 (Bankr. S.D.N.Y. 2006) (reciting factors); *In re Lionel L.L.C.*, No. 04-17324, 2007 WL 2261539 at *6 (Bankr. S.D.N.Y. Aug. 3, 2007) (same).

24. Not all of these factors are relevant in every case, and a finding that any one of these factors exists may justify extending a debtor's exclusive periods. *See In re Texaco*, 76 B.R. at 327 (large size and high complexity of chapter 11 case provided sufficient cause to extend exclusivity); *In re Hoffinger Indus., Inc.*, 292 B.R. 639, 644 (B.A.P. 8th Cir. 2003) (court held that "not all [factors] are relevant in every case. Nor is it simply a question of adding up the number of factors which weigh for and against an extension. It is within the discretion of the bankruptcy court to decide which factors are relevant and give the appropriate weight to each.").

25. This Motion is the Debtors' first request to extend the Exclusive Periods. Courts in this district routinely grant initial requests to extend exclusivity in large, complex reorganizations similar to that of the Debtors. *See, e.g., In re LSC Communications, Inc.*, Case No. 20-10950 (SHL) (Aug. 18, 2020) [D.I. 605] (extending the exclusive periods by 90 days); *In re Dean & Deluca New York, Inc.*, Case No. 20-10916 (MEW) (Oct. 2, 2020) [D.I. 354] (granting motion to extend the exclusive periods that was filed after the original exclusive filing period had expired, thereby extending the exclusive filing period by 100 days and the exclusive solicitation period by 40 days); *In re Barneys New York, Inc.*, Case No. 19-36300 (CGM) (Nov. 25, 2019) [D.I. 552] (extending the exclusive periods by 120 days); *In re Windstream Holdings, Inc.*, Case No. 19-22312 (June 20, 2019) (RDD) [D.I. 699] (extending the exclusive periods by 180 days).

B. Ample Cause Exists to Extend the Debtors' Exclusive Periods.

26. The facts and circumstances of these Chapter 11 Cases satisfy each of the relevant factors and demonstrate that ample cause exists to grant the Debtors' requested extension of the Exclusive Periods.¹

i. These Chapter 11 Cases are Complex and Additional Time is Needed.

27. As the Court is aware, the 37 Debtors in these Chapter 11 Cases operate a highly complex global business, employing 6,750 people in 13 countries on five different continents. In the early part of these Chapter 11 Cases, the Debtors spent a significant amount of time in discussions with their suppliers, customers and banking partners to ensure that the Debtors remain fully operational while restructuring in chapter 11. The Debtors' prepetition capital structure is complicated with approximately \$1.45 billion of senior secured debt, approximately €350 million of senior notes, various substantial Honeywell legacy liabilities, and significant trade obligations to suppliers and customers around the world.

28. The Debtors have spent extensive time and resources discussing and negotiating potential chapter 11 plans and restructuring transactions with their various stakeholders. Input from all stakeholders was considered during the competitive marketing and sale process, auction and formulation of the Plan and Disclosure Statement. Given these intricacies and the number of stakeholders involved, the complexity of these Chapter 11 Cases weighs in favor of granting the Debtors' requested extension.

¹ The Equity Committee has filed a motion seeking to terminate the Debtors' Exclusive Periods [D.I. 794]. The Debtors have separately opposed the Equity Committee's motion and the assertions contained therein [D.I. 874]. The Debtors maintain that there are no grounds to terminate the Debtors' Exclusive Periods and that as discussed in this Motion, a 90-day extension of the Debtors' Exclusive Periods is appropriate to allow the Debtors to maintain control of these Chapter 11 Cases and progress their Plan to a confirmation hearing.

ii. The Debtors Have Made Substantial Progress On Their Restructuring Process.

29. Exclusivity provides a debtor with a full and fair opportunity to rehabilitate its business and negotiate, develop, propose and, ultimately, confirm and consummate a chapter 11 plan. Within the first five months of these Chapter 11 Cases, these Debtors have made significant progress in good faith towards achieving this goal. In the initial stages of these Chapter 11 Cases, the Debtors worked to stabilize their global business and develop a business plan for their ongoing operations during these Chapter 11 Cases. The Debtors have completed a lengthy and robust competitive process, including holding an auction lasting nearly a month to identify (and improve) transactions that would maximize value for the Debtors' estates and stakeholders, and, in parallel, the Debtors extensively negotiated and ultimately entered into the Plan Support Agreement with the COH Group that provides even more value to the Debtors' estates and their stakeholders.

30. In addition, the Debtors have negotiated consensus throughout their capital structure, and prepared and filed the Plan and Disclosure Statement reflecting the restructuring transactions contemplated by the Plan Support Agreement. The Court should not permit the Debtors' substantial progress toward a resolution of these Chapter 11 Cases to be needlessly upended by the untimely expiration of the Exclusive Periods.

iii. The Debtors Are Paying Their Bills as They Become Due.

31. The Debtors have been paying their undisputed postpetition bills as they become due. Furthermore, the Debtors continue to generate positive cash flow every month and have successfully maintained prepetition business relationships with their critical vendors. The Debtors' liquidity position remains strong and the DIP financing remains available. This ensures that the Debtors will continue to meet their ongoing postpetition obligations and that the

requested extension of the Exclusive Periods will not jeopardize the rights of any creditors or other parties doing business with the Debtors during these Chapter 11 Cases.

iv. The Debtors Have Already Filed a Viable Plan With the Support of Key Stakeholders.

32. The Debtors have filed their Plan and Disclosure Statement, which reflect input and support from the Debtors' prepetition lenders, prepetition noteholders, Honeywell and a majority of GMI's stockholders. Other than Honeywell, who is agreeing to its treatment exclusively under the Plan, the Plan also leaves all other unsecured creditors unimpaired. The Debtors filed the Solicitation Procedures Motion seeking approval of the Disclosure Statement and the proposed plan confirmation schedule, which the Debtors expect to commence shortly after the Disclosure Statement is approved. The relief sought in this Motion seeks to avoid the disruption to that process that would result from the possible filing of competing chapter 11 plans in the midst of voting on the Plan, which could introduce considerable and unnecessary uncertainty to the detriment of all parties-in-interest.

v. The Debtors Have Made Progress in Negotiations with Creditors.

33. Since the Petition Date, the Debtors have been in ongoing, continuous discussions with their major stakeholders, including their prepetition lenders, prepetition noteholders, the Creditors' Committee, the Equity Committee, Honeywell, the equity holders within the COH Group and other unaligned equity holders. The Plan is, among other things, the result of these extensive discussions and has the support of most of these stakeholder groups. Critically, the Plan includes a global settlement with Honeywell, which is a testament to the good faith progress that the Debtors have made in negotiating with all creditors. The Debtors intend to continue constructive communications with stakeholders to build further consensus for the Plan and the Debtors' prompt emergence from chapter 11.

vi. Little Time Has Elapsed in These Chapter 11 Cases.

34. The Debtors' request for an extension of the Exclusive Periods is the Debtors' first and comes five months after the Petition Date. The Debtors have accomplished a great deal in this short amount of time, especially given the size, complexity and difficulty of these Chapter 11 cases. The Debtors anticipate that, with the requested 90-day extension of the Exclusive Periods, they will be able to obtain approval of the Disclosure Statement, solicit votes on the Plan, confirm the Plan, and emerge from bankruptcy as a healthy and viable company.

vii. The Debtors Are Not Seeking an Extension to Pressure Creditors.

35. The Debtors' request to extend the Exclusive Periods is not intended to exert leverage over creditors or any other party affected by these Chapter 11 Cases. The Debtors continue to work closely with parties-in-interest, including the Equity Committee. While the Equity Committee continues to separately seek termination of exclusivity to pursue an alternative restructuring path, disagreement with the Debtors over how to conclude these Chapter 11 Cases provides no basis to deny the requested extension. The Equity Committee cannot substitute its business judgment for that of the Debtors. As detailed herein, the Debtors have made meaningful progress in these Chapter 11 Cases towards confirmation of a chapter 11 plan and emergence from these Chapter 11 Cases, and should be afforded the opportunity to bring those efforts to a successful conclusion.

36. Accordingly, the Debtors submit that a 90-day extension of the Exclusive Periods is appropriate in light of the facts and circumstances of these Chapter 11 Cases.

Notice

37. Notice of this Motion has been provided to: (a) the Office of the United States Trustee for the Southern District of New York, Attn: Benjamin Higgins, Esq.; (b) counsel to the Official Committee of Unsecured Creditors, White & Case LLP, Attn: Brian Pfeiffer and

John Ramirez; (c) proposed counsel to the Equity Committee, Glenn Agre Bergman & Fuentes LLP, Attn: Andrew K. Glenn, Jed I. Bergman and Shai Schmidt; (d) counsel to Citibank, N.A., as administrative agent under the DIP credit facility, Weil, Gotshal & Manges LLP, Attn: Ray C. Schrock, P.C. and Candace M. Arthur, Esq.; (e) counsel to Wilmington Savings Fund Society, FSB, as administrative agent under the Debtors' prepetition credit facility, Stroock & Stroock & Lavan LLP, Attn: Kristopher M. Hansen, Jonathan D. Canfield, Joanne Lau and Alexander A. Fraser; (f) counsel to Deutsche Trustee Company Limited, as indenture trustee under the Debtors' 5.125% senior notes due 2026, Norton Rose Fulbright, Attn: Francisco Vasquez; (g) counsel to the ad hoc group of lenders under the Debtors' prepetition credit facility, Gibson, Dunn & Crutcher LLP, Attn: Scott J. Greenberg, Steven A. Domanowski, Robert A. Klyman and Matthew G. Bouslog; (h) counsel to the ad hoc group of bondholders, Ropes & Gray LLP, Attn: Matthew M. Roose and Mark I. Bane; (i) counsel to Honeywell International Inc., Kirkland & Ellis LLP, Attn: Nicole L. Greenblatt, P.C., Mark McKane, P.C. and Joseph M. Graham; (j) counsel to Oaktree Capital Management, L.P. and Centerbridge Partners, L.P., as Plan Sponsors, Milbank LLP, Attn: Dennis F. Dunne, Andrew M. Leblanc and Andrew C. Harmeyer; (k) counsel to the Additional Investors, Jones Day, Attn: Anna Kordas, Bruce Bennett, Joshua M. Mester and James O. Johnston; and (l) 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

38. 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 Proposed Order substantially in the form attached hereto as Exhibit A and (b) grant such other and further relief as is just and proper.

Dated: March 2, 2021
New York, New York

/s/ Andrew G. Dietderich

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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 EXTENDING THE EXCLUSIVE PERIODS
DURING WHICH ONLY THE DEBTORS MAY FILE A
CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES THEREOF**

Upon the motion (the “Motion”)² of Garrett Motion Inc. and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) for entry of an order (this “Order”) extending by 90 days (a) the exclusive period of time during which only the Debtors may file a plan of reorganization (the “Exclusive Filing Period”) through and including April 18, 2021 and (b) the period of time during which only the Debtors may solicit acceptances of a plan of reorganization (the “Exclusive Solicitation Period,” and, together with the Exclusive Filing Period, the “Exclusive Periods”) through and including June 17, 2021; 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

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’ claims and noticing agent at <http://www.kccllc.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 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 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. Pursuant to section 1121(d) of the Bankruptcy Code, the Exclusive Filing Period is hereby extended by 90 days through and including April 18, 2021, and the Exclusive Solicitation Period is hereby extended by 90 days through and including June 17, 2021.
3. This Order is without prejudice to the Debtors' ability to seek further extensions of the Exclusive Periods pursuant to section 1121(d) of the Bankruptcy Code.
4. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
5. The requirements set forth in Local Rule 9013-1(b) are satisfied.
6. 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: March __, 2021
New York, New York

The Honorable Michael E. Wiles
United States Bankruptcy Judge