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*Proposed Counsel to the Official Committee
of Equity Securities Holders*

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

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

**NOTICE OF A HEARING ON APPLICATION OF OFFICIAL
COMMITTEE OF EQUITY SECURITIES HOLDERS OF GARRETT
MOTION INC. FOR ORDER AUTHORIZING EMPLOYMENT
AND RETENTION OF KRAMER LEVIN NAFTALIS & FRANKEL LLP
AS SPECIAL FINANCE COUNSEL *NUNC PRO TUNC* TO JANUARY 28, 2021**

PLEASE TAKE NOTICE that on the date hereof, the Official Committee of Equity Securities Holders of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), appointed in these above-captioned chapter 11 cases (the “Chapter 11 Cases”), submitted the *Application of Official Committee of Equity Securities Holders of Garrett Motion Inc. for Order Authorizing Employment and Retention of Kramer Levin Naftalis & Frankel LLP as Special Finance Counsel Nunc Pro Tunc to January 28, 2021* (the “Application”).

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.



PLEASE TAKE FURTHER NOTICE that a hearing on the Application will be held before the Honorable Michael E. Wiles, United States Bankruptcy Judge in the United States Bankruptcy Court for the Southern District of New York (the “Court”) on **March 16, 2021 at 11:00 a.m. (Eastern Time)** (the “Hearing”).

PLEASE TAKE FURTHER NOTICE that the Hearing will not be in person and will be conducted only telephonically. Any party wishing to participate in the Hearing must make arrangements through Court-Solutions LLC, whose website is <https://www.court-solutions.com/>, email address is info@Court-Solutions.com and telephone number is (917) 746-7476.

PLEASE TAKE FURTHER NOTICE that responses or objection to the relief sought in the Application, if any, shall be (i) made in writing, (ii) 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, (iii) filed with the Clerk of the Bankruptcy Court in accordance with the customary practices of the Court and General Order M-399, and (iv) served upon the following parties, no later than **March 9, 2021 at 4:00 p.m. (Eastern Time)**: (a) counsel to the Debtors, Sullivan & Cromwell LLP, 125 Broad Street, New York, New York 10004, Attn: Noam R. Weiss; (b) counsel to Citibank, N.A., as administrative agent for 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 for 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 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); (f) 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); (g) counsel to the Official Committee of Unsecured Creditors, White & Case LLP, 1221 Avenue of the Americas, New York, NY 10020, Attn: Brian Pfeiffer (brian.pfeiffer@whitecase.com); (h) proposed counsel to the Official Committee of Equity Securities Holders, Glenn Agre Bergman & Fuentes LLP, 55 Hudson Yards, 20th Floor, New York, NY 10001, Attn: Andrew Glenn (aglenn@glennagre.com); (i) the Office of the United States Trustee for the Southern District of New York; (j) any party that has requested notice pursuant to Bankruptcy Rule 2002; and (k) any other party in interest entitled to notice of this Application.

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 Application 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 Application is timely filed and served, the relief requested in the Application may be granted without a hearing before the Court.

PLEASE TAKE FURTHER NOTICE that copies of the Application may be obtained from the Court's website, <https://ecf.nysb.uscourts.gov>, for a nominal fee, or obtained free of

charge from the website of the Debtors' claims and noticing agent, Kurtzman Carson Consultants LLC, at <http://www.kccllc.net/garrettmotion>.

Dated: March 2, 2021
New York, New York

The Official Committee of Equity
Securities Holders of Garrett Motion Inc.

By: /s/ Gregory S. Williams
Gregory S. Williams, on behalf of
Chairperson Mountaineer Master Fund Ltd.

Hearing Date: March 16, 2021, at 11:00 a.m. (E.T.)

Objection Deadline: March 9, 2021 at 4:00 p.m. (E.T)

Andrew K. Glenn
Jed I. Bergman
Shai Schmidt
GLENN AGRE BERGMAN & FUENTES LLP
55 Hudson Yards
20th Floor
New York, New York 10001
Telephone: (212) 358-5600
*Proposed Counsel to the Official Committee
of Equity Securities Holders*

**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)
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Debtors.)	Jointly Administered
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**APPLICATION OF OFFICIAL COMMITTEE OF EQUITY
SECURITIES HOLDERS OF GARRETT MOTION INC. FOR
ORDER AUTHORIZING EMPLOYMENT AND RETENTION
OF KRAMER LEVIN NAFTALIS & FRANKEL LLP AS SPECIAL
FINANCE COUNSEL *NUNC PRO TUNC* TO JANUARY 28, 2021**

The Official Committee of Equity Securities Holders (the “Equity Committee”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), appointed pursuant to Section 1102(a) of title 11 of the United States Code (the “Bankruptcy Code”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), respectfully submits this application (the “Application”) for entry of an order (the “Proposed Order”), substantially in the form attached hereto as Exhibit A, pursuant to Sections 328(a) and 1103(a) of the Bankruptcy Code, Rules 2014

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.

and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), authorizing the Equity Committee to employ and retain Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”) as special finance counsel to the Equity Committee, *nunc pro tunc* to January 28, 2021. In support of this Application, the Equity Committee relies upon the declaration of Daniel M. Eggermann (the “Eggermann Declaration”), a partner with Kramer Levin, attached hereto as Exhibit B, and the declaration of Gregory S. Williams on behalf of the Equity Committee Chairperson Mountaineer Master Fund, Ltd. c/o Mountaineer Partners Management, LLC, attached hereto as Exhibit C (the “Williams Declaration”), both incorporated herein by reference, and respectfully states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this matter 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).

2. The statutory predicates for the relief requested herein are Sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016 and Local Rules 2014-1 and 2016-1.

RELIEF REQUESTED

3. By this Application, the Equity Committee seeks entry of an order, pursuant to Sections 328(a) and 1103(a) of the Bankruptcy Code, authorizing the employment and retention of Kramer Levin as special finance counsel to the Equity Committee, to perform necessary legal services pertaining to the Chapter 11 Cases, *nunc pro tunc* to January 28, 2021. Kramer Levin’s retention should be effective *nunc pro tunc* to January 28, 2021 (the date on which the Equity

Committee selected Kramer Levin as its special finance counsel in these Chapter 11 Cases) so that Kramer Levin may be compensated for work performed on behalf of the Equity Committee on and after that date but prior to the Court's consideration and approval of this Application.

BACKGROUND

4. On September 20, 2020, each of the Debtors filed with this Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

5. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. As of the date hereof, no trustee or examiner has been appointed in 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].

6. On November 18, 2020, the Office of the United States Trustee for Region 2 (the "U.S. Trustee") appointed Mountaineer Master Fund, Ltd. c/o Mountaineer Partners Management, LLC ("Mountaineer"), Gem Partners LP, and S. Muoio & Company LLC, as members of the Equity Committee. *See Notice of Appointment of Official Committee of Equity Securities Holders* [Docket No. 404]. The Equity Committee selected Mountaineer as Chairperson of the Equity Committee.

7. On January 28, 2021, the Equity Committee selected Kramer Levin as its special finance counsel in these Chapter 11 Cases.

KRAMER LEVIN'S QUALIFICATIONS

8. Kramer Levin is a law firm with approximately 350 lawyers with its principal office in New York, New York, and offices in Menlo Park, California and Paris, France. The Equity Committee has selected Kramer Levin as special finance counsel because of Kramer

Levin's extensive banking and finance expertise, as well as experience and knowledge representing lenders and borrowers' agents both in and outside of bankruptcy.

9. Kramer Levin has served as counsel to debtors, official and *ad hoc* committees and stakeholders, including as special corporate counsel, in many of the country's largest bankruptcy proceedings. *See, e.g., In re Valaris plc, et al.*, Case No. 20-34114 (MI) (Bankr. S.D. Tex. 2020) (represented an unsecured creditor group); *In re Rait Funding, LLC*, Case No. 19-11915 (BLS) (Bankr. D. Del. 2019) (represented official committee of unsecured creditors); *In re Bristow Group Inc.*, Case No. 19-32713 (DRJ) (Bankr. S.D. Tex. 2019) (represented official committee of unsecured creditors); *In re Westmoreland Coal Company, et al.*, Case No. 18-35672 (DRJ) (Bankr. S.D. Tex. 2018) (represented a secured creditor group); *In re SIGA Technologies, Inc.*, Case No. 14-12623 (SHL) (Bankr. S.D.N.Y. 2014) (special corporate, SEC, and litigation counsel to the debtor); and *In re General Motors Corp.*, Case No. 09-50026 (REG) (Bankr. S.D.N.Y. 2009) (represented official committee of unsecured creditors).

10. Accordingly, Kramer Levin has the necessary background to serve as special finance counsel to the Equity Committee, and the Equity Committee believes that Kramer Levin is both well qualified and uniquely able to represent the Equity Committee with respect to financing matters in an efficient and timely manner.

SERVICES TO BE PROVIDED

11. The Equity Committee requests approval of the retention and employment of Kramer Levin to advise the Equity Committee in connection with potential financing to be provided to the Debtors, including equity and/or debt financing, under a Chapter 11 plan proposed by the Debtors, the Equity Committee or any other party in interest or otherwise.

12. The services that Kramer Levin shall provide the Equity Committee as special finance counsel are separate and distinct from the services that Glenn Agre Bergman & Fuentes LLP (“Glenn Agre”) is rendering to the Equity Committee. To ensure there is no unnecessary duplication of services, Kramer Levin shall coordinate with Glenn Agre on the services to be provided to the Equity Committee. The Equity Committee intends to monitor carefully these and other professionals to ensure a clear delineation of their respective duties and roles in order to prevent duplication of efforts. The Equity Committee recognizes that efficient coordination of efforts among the Equity Committee’s professionals is necessary for the effective administration of the Equity Committee’s role in the Chapter 11 Cases. The Equity Committee requires the professional services and expertise of Kramer Levin to assist the Equity Committee in fulfilling its role in the Chapter 11 Cases.

PROFESSIONAL COMPENSATION

13. The Equity Committee, subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and further order of the Court, proposes to compensate Kramer Levin at its regular hourly rates for legal and non-legal personnel, and to reimburse Kramer Levin for all reasonable and necessary expenses pursuant to the provisions of Sections 330 and 331 of the Bankruptcy Code. The hourly rates and corresponding rate structure Kramer Levin will use in the Chapter 11 Cases, which are commensurate with rates charged by similarly situated firms, are the same as those Kramer Levin uses in other restructuring matters, as well as in similarly complex matters, whether in court or otherwise, regardless of whether a fee application is required.

14. Kramer Levin’s hourly rates are set at a level designed to compensate Kramer Levin fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned.

15. Kramer Levin's current hourly billing rates, which are charged the same for both bankruptcy and non-bankruptcy clients, are as follows:

Partners	\$1,100 - \$1,575
Counsel	\$1,105 - \$1,525
Special Counsel	\$1,105
Associates	\$615 - \$1,090
Paraprofessionals	\$395 - \$475

16. The principal attorneys designated to represent the Equity Committee and their current standard hourly rates are the following:

Richard E. Farley	\$1525
Sanjay Thapar	\$1375
Daniel M. Eggermann	\$1200
Lia Pistilli	\$1010
Alex Korogiannakis	\$715
Zoe Essner	\$715

17. Kramer Levin's rates are adjusted annually starting with January 1 of each calendar year. The above listed billing rates are in effect until January 1, 2022. Kramer Levin will provide notice of any rate increases to the Debtors, the U.S. Trustee, and the Official Committee of Unsecured Creditors in the Chapter 11 Cases.

NO ADVERSE INTEREST

18. To the best of the Equity Committee's knowledge, the members of, counsel to, and associates of Kramer Levin do not have any connection with, or any interest adverse to, the Debtors, their creditors, or any other party in interest, or their respective attorneys and accountants, except as forth in the Eggermann Declaration.

19. Based upon the Eggermann Declaration, Kramer Levin is a “disinterested person” as that term is defined in Section 101(14) of the Bankruptcy Code as modified by Section 1107(b) of the Bankruptcy Code. The Equity Committee has been informed that Kramer Levin will conduct an ongoing review of its files to ensure that no disqualifying circumstances arise. If any new relevant facts or relationships are discovered, Kramer Levin will supplement its disclosure to the Court accordingly.

BASIS FOR RELIEF

20. The Equity Committee seeks to appoint Kramer Levin as its special finance counsel in accordance with Sections 328(a) and 1103(a) of the Bankruptcy Code. Section 1103(a) of the Bankruptcy Code provides that a committee may “select and authorize the employment by such committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee.” 11 U.S.C. § 1103(a). Section 328(a) of the Bankruptcy Code provides, in pertinent part, that a committee, “with the court’s approval, may employ or authorize the employment of a professional person under section [...] 1103 of this title, [...] on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingent fee basis.” 11 U.S.C. § 328(a). Thus, Section 328(a) of the Bankruptcy Code permits the compensation of professionals on flexible terms that reflect the nature of the services provided and market conditions. Section 1103, in turn, requires that a professional employed to represent a committee “may not, while employed by such committee, represent any other entity having an adverse interest in connection with the case.” 11 U.S.C. § 1103(b).

21. The Equity Committee submits that for all the reasons stated above and in the Eggermann Declaration, the retention and employment of Kramer Levin as special finance counsel

to the Equity Committee is warranted under Sections 328(a) and 1103 of the Bankruptcy Code. Further, as described in the Eggermann Declaration, Kramer Levin is a “disinterested person” as that term is defined in Section 101(14) of the Bankruptcy Code, and does not represent or hold any interest adverse to the interests of the Debtors’ estates with respect to the matters for which it is to be employed.

NO PRIOR REQUEST

22. No prior application for the relief requested herein has been made to this or any other court.

NOTICE

23. Notice of this Application shall be provided to: (a) counsel to the Debtors, Sullivan & Cromwell LLP, 125 Broad Street, New York, New York 10004, Attn: Noam R. Weiss; (b) counsel to Citibank, N.A., as administrative agent for 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 for 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 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); (f) 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); (g) counsel to the Official Committee of Unsecured Creditors, White & Case LLP, 1221 Avenue of the Americas, New York, NY 10020, Attn: Brian Pfeiffer (brian.pfeiffer@whitecase.com); (h) proposed counsel to the Official Committee of Equity Securities Holders, Glenn Agre Bergman & Fuentes LLP, 55 Hudson Yards, 20th Floor, New York, NY 10001, Attn: Andrew Glenn (aglen@glenagregre.com); (i) the Office of the United States Trustee for the Southern District of New York; and (j) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002. The Equity Committee submits that, in light of the nature of the relief requested, no other or further notice need be provided.

CONCLUSION

WHEREFORE, the Equity Committee respectfully requests entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court deems just and proper.

Dated: March 2, 2021
New York, New York

The Official Committee of Equity
Securities Holders of Garrett Motion Inc.

By: /s/ Gregory S. Williams
Gregory S. Williams, on behalf of
Chairperson Mountaineer Master Fund Ltd.

EXHIBIT A

Proposed Order

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

In re:

GARRETT MOTION INC., *et al.*,¹

Debtors.

)
)
)
)
)
)
)

Chapter 11

Case No. 20-12212 (MEW)

Jointly Administered

**ORDER AUTHORIZING EMPLOYMENT AND
RETENTION OF KRAMER LEVIN NAFTALIS & FRANKEL LLP AS
SPECIAL FINANCE COUNSEL TO THE OFFICIAL COMMITTEE OF
EQUITY SECURITIES HOLDERS *NUNC PRO TUNC* TO JANUARY 28, 2021**

Upon consideration of the application (the “Application”)² of the Official Committee of Equity Securities Holders (the “Equity Committee”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), pursuant to Sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016 and Local Rules 2014-1 and 2016-1, for entry of an order authorizing the Equity Committee to employ and retain Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”) as the Equity Committee’s special finance counsel, *nunc pro tunc* to January 28, 2021; and upon the Declaration of Daniel M. Eggermann, a partner with Kramer Levin (the “Eggermann Declaration”), which was filed with the Court and attached to the Application as Exhibit B; and upon the declaration of Gregory S. Williams on behalf of the Equity Committee Chairperson Mountaineer Master Fund, Ltd. c/o Mountaineer Partners Management, LLC (the “Williams

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 shall have the meaning ascribed to them in the Application.

Declaration”), which was filed with the Court and attached to the Application as Exhibit C; and the Court being satisfied, based on the representations made in the Application, the Eggermann Declaration and the Williams Declaration, that (i) Kramer Levin does not hold or represent any interest adverse to the Debtors’ estates based on its review of Schedule 1 to the Eggermann Declaration, and (ii) Kramer Levin is a “disinterested person” as that phrase is defined in Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided; and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors’ estates and all parties in interest, and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore,

It is hereby **ORDERED** that:

1. The Application is granted to the extent set forth herein.
2. In accordance with Sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1, the Equity Committee is hereby authorized and empowered to employ Kramer Levin as special finance counsel, *nunc pro tunc* to January 28, 2021, and Kramer Levin is authorized to perform the services set forth in the Application and the Eggermann Declaration.

3. In connection with the Chapter 11 Cases, Kramer Levin shall be compensated for professional services rendered, and reimbursed for expenses incurred on and after January 28, 2021, in accordance with Sections 330 and 331 of the Bankruptcy Code, the applicable provisions of the Bankruptcy Rules and the Local Bankruptcy Rules, and with any other applicable procedures and orders of this Court.

4. The Equity Committee is authorized and empowered to take all actions necessary to effectuate the relief granted by this Order.

5. Prior to any increase in Kramer Levin's rates, Kramer Levin shall file a supplemental affidavit with the Court and provide ten business days' notice to the Debtors, the United States Trustee and the Official Committee of Unsecured Creditors. The supplemental affidavit 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 Equity Committee has consented to the rate increase. The United States Trustee retains all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard under Section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to Section 330 of the Bankruptcy Code.

6. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

7. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

8. Nothing contained herein shall be construed to approve any provision of any agreement between Kramer Levin and the estate for indemnification, arbitration, choice of venue, jurisdiction, jury waiver, limitation of damages, or similar provision.

Dated: _____, 2021
New York, New York

THE HONORABLE MICHAEL E. WILES
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Eggermann Declaration

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

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

**DECLARATION OF DANIEL M. EGGERMANN IN SUPPORT OF
APPLICATION OF OFFICIAL COMMITTEE OF EQUITY SECURITIES
HOLDERS OF GARRETT MOTION INC. FOR ORDER AUTHORIZING
EMPLOYMENT AND RETENTION OF KRAMER LEVIN NAFTALIS & FRANKEL
LLP AS SPECIAL FINANCE COUNSEL *NUNC PRO TUNC* TO JANUARY 28, 2021**

I, Daniel M. Eggermann, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information and belief:

1. I am an attorney at law and in good standing to practice in the State of New York and before the United States District Court for the Southern District of New York. No disciplinary proceedings are pending against me.
2. I am a partner with the law firm of Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”), which is located at 1177 Avenue of the Americas, New York, New York 10036.
3. This declaration (the “Declaration”) is being submitted in connection with the proposed employment and retention of Kramer Levin as special finance counsel to the Official Committee of Equity Securities Holders (the “Equity Committee”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) as set forth in the *Application of Official*

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.

Committee of Equity Securities Holders of Garrett Motion Inc. for Order Authorizing Employment and Retention of Kramer Levin Naftalis & Frankel LLP as Special Finance Counsel Nunc Pro Tunc to January 28, 2021, filed contemporaneously herewith (the “Application”).² I submit this Declaration on behalf of Kramer Levin in support of the Application.

KRAMER LEVIN’S QUALIFICATIONS

4. Kramer Levin is a law firm with approximately 350 lawyers with its principal office in New York, New York, and offices in Menlo Park, California and Paris, France. The Equity Committee has selected Kramer Levin as special finance counsel because of Kramer Levin’s extensive banking and finance expertise, as well as experience and knowledge representing lenders and borrowers’ agents both in and outside of bankruptcy.

5. Kramer Levin has served as counsel to debtors, official and *ad hoc* committees and stakeholders, including as special corporate counsel, in many of the country’s largest bankruptcy proceedings. *See, e.g., In re Valaris plc, et al.*, Case No. 20-34114 (MI) (Bankr. S.D. Tex. 2020) (represented an unsecured creditor group); *In re Rait Funding, LLC*, Case No. 19-11915 (BLS) (Bankr. D. Del. 2019) (represented official committee of unsecured creditors); *In re Bristow Group Inc.*, Case No. 19-32713 (DRJ) (Bankr. S.D. Tex. 2019) (represented official committee of unsecured creditors); *In re Westmoreland Coal Company, et al.*, Case No. 18-35672 (DRJ) (Bankr. S.D. Tex. 2018) (represented a secured creditor group); *In re SIGA Technologies, Inc.*, Case No. 14-12623 (SHL) (Bankr. S.D.N.Y. 2014) (special corporate, SEC, and litigation counsel to the debtor); and *In re General Motors Corp.*, Case No. 09-50026 (REG) (Bankr. S.D.N.Y. 2009) (represented official committee of unsecured creditors).

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

6. Accordingly, Kramer Levin has the necessary background, and I believe that Kramer Levin is both well qualified and uniquely able to represent the Equity Committee with respect to financing matters in a cost-effective, efficient, and timely manner.

SERVICES TO BE PROVIDED

7. Subject to Court approval of the Equity Committee's retention and employment of Kramer Levin as special finance counsel to the Equity Committee, Kramer Levin shall advise the Equity Committee in connection with potential financing to be provided to the Debtors, including equity and/or debt financing, under a Chapter 11 plan proposed by the Debtors, the Equity Committee or any other party in interest or otherwise.

8. The services that Kramer Levin shall provide the Equity Committee as special finance counsel are separate and distinct from the services that Glenn Agre Bergman & Fuentes LLP ("Glenn Agre") is rendering to the Equity Committee. To ensure there is no unnecessary duplication of services, Kramer Levin shall coordinate with Glenn Agre on the services to be provided to the Equity Committee.

PROFESSIONAL COMPENSATION

9. Kramer Levin's hourly rates are set at a level designed to compensate Kramer Levin fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned.

10. Kramer Levin's current hourly billing rates, which are charged the same for both bankruptcy and non-bankruptcy clients, are as follows:

Partners	\$1,100 - \$1,575
Counsel	\$1,105 - \$1,525
Special Counsel	\$1,105
Associates	\$615 - \$1,090

Paraprofessionals	\$395 - \$475
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11. The principal attorneys designated to represent the Equity Committee and their current standard hourly rates are the following:

Richard E. Farley	\$1525
Sanjay Thapar	\$1375
Daniel M. Eggermann	\$1200
Lia Pistilli	\$1010
Alex Korogiannakis	\$715
Zoe Essner	\$715

12. Kramer Levin's rates are adjusted annually starting with January 1 of each calendar year. The above listed billing rates are in effect until January 1, 2022. Kramer Levin will provide notice of any rate increases to the Debtors, the United States Trustee for the Southern District of New York (the "U.S. Trustee"), and the Official Committee of Unsecured Creditors.

13. Kramer Levin, subject to orders of this Court, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the guidelines promulgated by the U.S. Trustee, shall seek reimbursement of its expenses incurred in connection with its representation of the Equity Committee in accordance with Kramer Levin's normal reimbursement policies. Kramer Levin's disbursement policies pass through all out-of-pocket expenses at actual cost or an estimated actual cost when the actual cost is difficult to determine. Other reimbursable expenses (whether the service is performed by Kramer Levin in house or through a third-party vendor) include, but are not limited to, facsimiles, overtime meals, deliveries, court costs, transcript fees, travel, and clerk fees.

14. Pursuant to Bankruptcy Rule 2016(b), Kramer Levin has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with Kramer Levin has or (b) any compensation another person or party has received or may receive.

15. I submit that, according to Kramer Levin's books and records, during the ninety-day period prior to the commencement of the Chapter 11 Cases, Kramer Levin did not receive any compensation from the Debtors or the Equity Committee for professional services performed and expenses incurred.

KRAMER LEVIN'S CONNECTIONS WITH THESE CHAPTER 11 CASES

16. In preparing its Application and this Declaration, Kramer Levin used a set of procedures developed to ensure compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules applying to the professionals retained by a committee, including compliance with Section 1103 of the Bankruptcy Code. Pursuant to this protocol, Kramer Levin personnel, under my general supervision, undertook the following actions to determine whether it had any (i) conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors, their estates or the Equity Committee or (ii) client or other relevant relationships to disclose pursuant to the Bankruptcy Rules and applicable guidelines:

- a. Kramer Levin reviewed names of the individuals and entities that are currently known to be material parties and parties-in-interest in these Chapter 11 cases, each of which is identified on Schedule 1 hereto (the "Retention Checklist"). The Retention Checklist included the following names and types of entities (obtained from the Equity Committee's representatives) who may have contacts or connections with the Debtors: Debtor Entities, Non-Debtor Related Entities, Administrative Agents and Indenture Trustees, Bidder, Equity Committee, Cash Management Banks, Credit Agreement Parties, Equity Committee, Directors and Officers, Major Equity Holders, Factoring Lenders,

Hedging Parties, Indemnification Agreements, Noteholders, Other Unsecured Creditors, Professionals, JV Partners and Other Related Parties, SDNY Bankruptcy Judges, UCC Lien Holders, and US Trustee Employees.

- b. Kramer Levin's conflicts department compared the Retention Checklist to the names that Kramer Levin has compiled into a master client database from its conflict check database (the "Client Database"). The Client Database is comprised of the names of the entities for which any time has been billed and includes the names of each current or former client, the name of the parties who are or were related or adverse to such current or former client, and the names of the Kramer Levin personnel who are or were responsible for current or former matters for such client. It is the policy of Kramer Levin that no new matter may be accepted or opened within Kramer Levin without completing and submitting to those charged with maintaining the conflict check system and adverse party index the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter and related and adverse parties. Accordingly, the database is regularly updated for every new matter undertaken by Kramer Levin. The scope of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a matter.
- c. We identified any matches between the Retention Checklist and the Client Database, together with the names of the respective Kramer Levin professionals responsible for the identified entities on the Client Database. Kramer Levin attorneys then reviewed these matches and deleted name coincidences and individuals or entities that were adverse to Kramer Levin's clients in both this matter and the matters referenced on the list. Except where otherwise specifically indicated, those connections in which Kramer Levin had represented the client or an affiliate within the last two (2) years from the date of Kramer Levin's retention by the Equity Committee were compiled for purposes of being disclosed in this Declaration.
- d. In addition, Kramer Levin personnel circulated the Retention Checklist by electronic mail to all Kramer Levin attorneys to determine whether any attorney has any relationship with any such party in interest in these Chapter 11 Cases, including any connections with the U.S. Trustee and the Bankruptcy Judge assigned to these Chapter 11 Cases.

17. Kramer Levin will review its files periodically during the pendency of these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kramer Levin will use

reasonable efforts to identify such further developments and will file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

SPECIFIC DISCLOSURES

18. Relationships of Kramer Levin to the parties-in-interest on the Retention Checklist, as identified pursuant to the disclosure process, are set forth in Schedule 2 hereto.

19. Kramer Levin believes that its representation of the parties covered in the disclosures below and those listed on Schedule 2 has not affected and will not affect its representation of the Equity Committee in these Chapter 11 Cases.

20. To the best of my knowledge, the following entities are the only individuals or entities listed on the Retention Checklist that are clients or affiliates of clients that represent more than 1% of Kramer Levin's annual revenues for the 2019 or 2020 calendar years:

- a. Brigade Capital Management, LP ("Brigade") is identified on the Retention Checklist under the category of "Lenders." In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin represents and formerly represented Brigade in connection with bankruptcy and litigation matters. Fees collected on account of our representation of Brigade comprised 1.02% of Kramer Levin's revenues for the period from January 1, 2020 through December 31, 2020. Kramer Levin also represents the Valaris Ad Hoc Group (defined below), of which Brigade is a member. Kramer Levin believes that these representations of Brigade have not and will not affect its representation of the Equity Committee in these proceedings.
- b. CR Suisse Asset Mgmt LLC ("Credit Suisse") is identified on the Retention Checklist under the category of "Lenders." In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin represents and formerly represented affiliated entities of Credit Suisse in connection with corporate matters. Fees collected on account of our representation of Credit Suisse comprised 1.42% of Kramer Levin's revenues for the period from January 1, 2020 through December 31, 2020. Kramer Levin believes that these representations of Credit Suisse have not and will not affect its representation of the Equity Committee in these proceedings.
- c. Deloitte & Touche LLP and certain of its affiliates (collectively "Deloitte") are listed under the category of "Professionals." In matters

wholly unrelated to the Debtors, Kramer Levin currently represents and has formerly represented Deloitte and certain of its affiliated entities in corporate, bankruptcy and litigation matters. Fees collected on account of Kramer Levin's representation of Deloitte comprised approximately 1.39% of Kramer Levin's revenues for the period from January 1, 2019 through December 31, 2019 and 1.79% of Kramer Levin's revenues for the period from January 1, 2020 through December 31, 2020. Kramer Levin believes that these representations of Deloitte have not and will not affect its representation of the Equity Committee in these proceedings.

- d. Kramer Levin represented a lender group (the "Payless Lender Group") in connection with the chapter 11 cases of Payless Holdings LLC and certain of its affiliates. Throughout the representation, there were seven lenders who joined the Payless Lender Group. Three of these entities or their affiliates are identified on the Retention Checklist, including in the categories "Lenders" and "Noteholders." As part of the Payless Lender Group, Kramer Levin represented Citibank N.A., an affiliate of Invesco Advisors, Inc., and Octagon CR Investors, LLC. Fees collected on account of Kramer Levin's representation of the Payless Lender Group comprised approximately 1.31% of Kramer Levin's revenues for the period from January 1, 2019 through December 31, 2019. Kramer Levin believes that these representations of these parties has not and will not affect its representation of the Equity Committee in these proceedings.
- e. Kramer Levin currently represents bondholders and a trustee in connection with bonds issued by Puerto Rico or its instrumentalities, including in Puerto Rico's restructuring and bankruptcy proceedings (the "Puerto Rico Representations"). A number of these entities or their affiliates are identified on the Retention Checklist under the categories of "Noteholders," "Lenders," "Bidder," "Major Equity Holders," and "Factoring Lenders." Kramer Levin has represented groups of bondholders including, Angelo Gordon & Co. LP, an affiliate of BlackRock Fund Advisors and BlackRock Investment Management (U.K.), Ltd., BlueMountain Capital Management, Centerbridge, GoldenTree Asset Management LP, Invesco Advisers Inc., and an affiliate of Banco Santander, S.A., Frankfurt Branch, as part of the Puerto Rico Representations at various points in time. Fees collected on account of our representation of the trustee and all bondholders (including those referred to above) represented in connection with Puerto Rico's restructuring and bankruptcy proceedings comprised approximately 2.92% of Kramer Levin's revenues from January 1, 2019 to December 31, 2019 and 1.34% of Kramer Levin's revenues from January 1, 2020 to December 31, 2020. Kramer Levin believes that its representation of these parties has not and will not affect its representation of the Equity Committee in these Chapter 11 Cases.

- f. Kramer Levin represents an unsecured creditor group (the “Valaris Ad Hoc Group”) in connection with the chapter 11 cases of Valaris plc and certain of its affiliates. Throughout the representation of the Valaris Ad Hoc Group, there have been twelve creditors who either currently or formerly were members of the Valaris Ad Hoc Group, four of which are identified in the Retention Checklist under the categories of “Noteholders,” “Lenders,” and “Bidder.” Of these creditors or their affiliates, Brigade, Centerbridge, GoldenTree Asset Management, L.P., and Oaktree Capital are identified on the Retention Checklist. Fees collected on account of our representation of the Valaris Ad Hoc Group comprised approximately 2.33% of Kramer Levin’s revenues from January 1, 2020 to December 31, 2020. Kramer Levin believes the representation of these parties has not and will not affect its representation of the Equity Committee in these Chapter 11 Cases.
- g. Kramer Levin formerly represented a secured creditor group (the “WLB Ad Hoc Group”) in connection with the chapter 11 cases of Westmoreland Coal Company and certain of its affiliates. Throughout the representation, there were over seventeen secured lenders who joined the WLB Ad Hoc Group, and three of these lenders were identified on the Retention Checklist under the categories of “Lenders,” “Bidder,” and “Noteholders.” Of these creditors or their affiliates, Barclays Bank PLC, Oaktree Capital, and York Capital Mgmt Advisors LLC are identified on the Retention Checklist. Fees collected on account of our representation of the WLB Ad Hoc Group comprised approximately 1.84% of Kramer Levin’s revenues from January 1, 2019 to December 31, 2019. Kramer Levin believes the representation of these parties has not and will not affect its representation of the Equity Committee in these Chapter 11 Cases.

21. Kramer Levin’s claims trading group (the “Claims Trading Group”) represents buyers and sellers of claims against companies in financial distress. These transactions typically take approximately four to twelve weeks to settle. While the Claims Trading Group advises buyers and sellers on trading issues and the documents evidencing the trades, it does not advise such clients with respect to the restructuring of the obligors. Prior to Kramer Levin being selected as proposed special finance counsel for the Equity Committee, the Claims Trading Group represented one client (the “Claims Trading Client”) as a seller of bank debt claims in connection with funded debt of the Debtors. At no time did Kramer Levin provide the Claims Trading Client with any advice or analysis regarding the Debtors, nor did it provide any advice or analysis

regarding the creditworthiness, value or collectability of such claims. Rather, the Claims Trading Group simply documented certain trades of the bank debt claims using the form LSTA documents. Kramer Levin will not provide claims trading advice to any clients (or document any trades of claims against the Debtors) relating to the Debtors during the course of the Chapter 11 Cases.

22. Kramer Levin's corporate restructuring and bankruptcy practice also involves representing holders of debt and equity securities issued by financially distressed businesses and buyers and sellers of distressed debt and securities. One or more clients of the firm may now own or later purchase secured or unsecured claims against the Debtors. Kramer Levin believes that its representation of such parties in matters unrelated to these Chapter 11 Cases will have no effect on its representation of the Equity Committee in these Chapter 11 Cases. Kramer Levin will not advise or represent any holder of the Debtors' securities in connection with these Chapter 11 Cases or any purchaser or seller of any debt or securities of the Debtors during Kramer Levin's representation of the Equity Committee.

23. As part of Kramer Levin's corporate restructuring and bankruptcy practice, Kramer Levin represents agent banks, bank groups, shareholder groups, bondholder groups and creditors' committees in connection with restructuring, bankruptcy and corporate matters. Kramer Levin may have represented, may currently or in the future represent, or be deemed adverse to, creditors or parties-in-interest in addition to those specifically disclosed herein in context of such representations in matters unrelated to these Chapter 11 Cases. Kramer Levin believes that its representation of such creditors or other parties in such other matters has not and will not affect its representation of the Equity Committee in these Chapter 11 Cases.

24. In addition to its creditors' rights practice, Kramer Levin is a full-service law firm with active real estate, intellectual property, financing, corporate, tax and litigation practices. Kramer Levin appears in cases, proceedings and transactions involving many different attorneys, accountants, financial consultants and investment bankers, some of which now or may in the future represent claimants or parties-in-interest in these cases. Kramer Levin has not and will not represent any such entities in relation to the Debtors in these Chapter 11 Cases or have any relationship with any such attorneys, accountants, financial consultants and investment bankers, which would be adverse to the Equity Committee, the Debtors or their estates.

25. Based upon an email inquiry made of all Kramer Levin personnel, and the lack of any affirmative replies to such inquiry, it is my understanding that no Kramer Levin attorney or their respective immediate family members own any debt or equity securities (ticker symbol "GTXMQ") of any of the Debtors or their non-Debtor affiliates. The Debtors' stock has been placed on Kramer Levin's "restricted list" since January 28, 2021, and will remain on the "restricted list" for the duration of the Chapter 11 Cases. Kramer Levin attorneys invest in a broad array of mutual funds and "exchange-traded funds," some number of which either currently or may in the future own securities of the Debtors, their non-Debtor affiliates, or some of its creditors.

26. To the extent any employee of Kramer Levin has a relationship that, in the view of Kramer Levin, could give rise to an actual or potential conflict, an ethical screen will be put in place to ensure that such employee does not have access to information related to Kramer Levin's representation of the Equity Committee.

KRAMER LEVIN'S DISINTRESTEDNESS

27. Based upon the above, I believe that Kramer Levin is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code and as required by Section 1103 of the Bankruptcy Code and that Kramer Levin, its partners, associates, and counsel: are not creditors, equity security holders or insiders of the Debtors, and do not hold any interest adverse to the interests of their estates; are not and were not within two years before the date of the filing of the petition, managers or employees of the Debtors or other parties-in-interest; and do not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or these Chapter 11 Cases, or for any other reason.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

28. Kramer Levin shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Bankruptcy Court. Kramer Levin also intends to make a reasonable effort to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective As of November 1, 2013* (the “Revised UST Guidelines”), both in connection with this application and the interim and final fee applications to be filed by Kramer Levin in these Chapter 11 Cases.

ATTORNEY STATEMENT PURSUANT TO REVISED UST GUIDELINES

29. Pursuant to paragraph D, section 1 of the Revised UST Guidelines, Kramer Levin

responds to the questions set forth therein as follows:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the twelve (12) months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: Kramer Levin did not represent the Equity Committee or any of its members in the 12 months prepetition. Kramer Levin's billing rates increased on January 1, 2021. Kramer Levin's rates are adjusted annually starting with January 1 of each calendar year.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: Kramer Levin, Glenn Agre, and the Equity Committee expect to develop a budget and staffing plan for all the professionals sought to be retained by the Equity Committee to comply with the U.S. Trustee's requests for information and additional disclosures and any orders of this Court. Should these Chapter 11 Cases continue beyond the initial budgeted period, Kramer Levin intends to work with Glenn Agre and the Equity Committee to develop a prospective budget and staffing plan to comply with the U.S. Trustee's requests for information and additional disclosures through the conclusion of these Chapter 11 Cases.

30. This declaration is provided in accordance with sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1.

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

Executed on March 2, 2021

By: /s/ Daniel M. Eggermann
Daniel M. Eggermann
Partner
Kramer Levin Naftalis & Frankel LLP

Schedule 1

Retention Checklist – Interested Parties List

Debtor Entities

Garrett Motion Inc.
BRH LLC
Calvari Limited
Friction Materials LLC
Garrett ASASCO Inc.
Garrett Borrowing LLC
Garrett Holding Company Sarl
Garrett LX I S.a r.l.
Garrett LX II S.a r.l.
Garrett LX III S.a r.l.
Garrett Motion Australia Pty Limited
Garrett Motion Automotive Research
Mexico S. de R.L. de C.V
Garrett Motion Holdings II Inc.
Garrett Motion Holdings Inc.
Garrett Motion International Services
S.R.L.
Garrett Motion Ireland A Limited
Garrett Motion Ireland B Limited
Garrett Motion Ireland C Limited
Garrett Motion Ireland Limited
Garrett Motion Italia S.R.L.
Garrett Motion Japan Inc.
Garrett Motion LLC
Garrett Motion Mexico, Sociedad Anónima
de Capital Variable
Garrett Motion Romania S.R.L.
Garrett Motion Sarl
Garrett Motion Slovakia s.r.o.
Garrett Motion Switzerland Holdings Sarl
Garrett Motion UK A Limited
Garrett Motion UK B Limited
Garrett Motion UK C Limited
Garrett Motion UK D Limited
Garrett Motion UK Limited
Garrett Transportation I Inc.
Garrett Transportation Systems Ltd
Garrett Transportation Systems UK II Ltd
Garrett TS Ltd
Garrett Turbo Ltd

Non-debtor Related Entities

COMDEV Investments Limited
FMP Automotive (Malaysia) SDN BHD
FMP Distribution Ltd.

FMP Group (Australia) Pty Ltd
FMP Group (Thailand) Limited
FMP Group Pty Limited
Garrett Finances SNC
Garrett Motion (Thailand) Co., Ltd.
Garrett Motion Bermuda Ltd.
Garrett Motion Czech Republic s.r.o.
Garrett Motion Engineering Solutions
Private Limited
Garrett Motion France A S.A.S.
Garrett Motion France B S.A.S.
Garrett Motion France CS.A.
Garrett Motion France S.A.S.
Garrett Motion Germany GmbH
Garrett Motion Industria Automotiva Brasil
Ltda
Garrett Motion International Services
Morocco
Garrett Motion International Services
S.R.L. Tiirkiye Irtibat Birosu [Turkey]
Garrett Motion International Services SRL
(Incorporated in Romania) [South Africa]
Garrett Motion Korea Ltd.
Garrett Motion Portugal, Unipessoal, Lda
[Portugal]
Garrett Motion Technologies (India)
Private Limited
Garrett Transportation Systems Ltd.
[Thailand]
Honeywell Automotive Parts Services
(Shanghai) Co., Ltd.
Honeywell Bermuda II, Ltd.
Honeywell Korea Ltd Indonesia
Representative Office
Honeywell Transportation Investment
(China) Co., Ltd. (New China TS Co)
Honeywell Turbo Technologies (Wuhan)
Co., Ltd.
OOO Garrett Transportation Systems
Turbodina S.A.I.y.C.

**Administrative Agents and Indenture
Trustees**

Deutsche Trustee Company Limited - Debt
and Agency Services
Deutsche Trustee Company Limited - Lux

Registrar
J.P. Morgan Europe Limited
JPMorgan Chase Bank, N.A., Loan and
Agency Services Group

Bidder

KPS Capital Partners
Oaktree Capital
Centerbridge

Cash Management Banks

ANZ Corporate Banking
Bank of America Merrill Lynch, Global
Corporate & Investment Banking
Banque Cantonale Vaudoise
BARCLAYS
BBVA
BLKB
BNP Paribas
Citibank
Citibank International Plc
CITIBANK INTERNATIONAL PLC
CITIBANK MASTER CARD
Citibank NA
Citibank NA Bratislava
Citigroup I Corporate and Investment
Banking
Deutsche Bank
Goldman Sachs & Co. LLC
J.P. Morgan - Global Corporate Bank,
Switzerland
JPMorgan Chase Bank - Luxembourg
JPMorgan Chase Bank - New York
Mitsubishi UFJ Trust and Banking
MUFG
Sumitomo Mitsui Banking Corporation,
Duesseldorf Branch
Sumitomo Mitsui Trust Club Co., Ltd
UBS Switzerland AG
UniCredit Bank AG
UniCredit Bank AG Luxembourg Branch
Unicredit Lease Management
UNICREDIT LEASING FLEET
MANAGEMENT

Contract Counterparties

Al Manar for Manufacturing Car Fluids and
Spare Parts
Allied-Signal Inc.
ASIST OTOMOTIV SAN TIC.LTD.STI.
Asysum S.A.
Balance Technology Inc.
Bayerische Motoren Werke
Aktiengesellschaft
Bendix (Thailand) Limited
Bendix Commercial Vehicle Systems
Limited
Bendix Corporation
Bendix Mintex Pty. Ltd.
British Belting & Asbestos Limited.
CANGO Hard and Soft S.R.L.
Castec Korea Co., Ltd.
Cimos d.d.
Delphi Automotive Systems LLC
Dongying Baofeng Auto Parts Co., Ltd.
Fiat Powertrain Technologies S.p.a.
FMP Australia
FMP AUTOMOTIVE MALAYSIA SDN.
B
FMP GROUP (THAILAND) LIMITED
Fomar Poland Sp. Z o.o.
Ford Forschungszentrum Aachen GmbH
Ford Motor Company
German TiAl Turbine & Turbocharger
Technology GmbH
GRI ENGINEERING & DEVELOPMENT
LLC (aka MAT Holdings Inc.)
GUANGZHOU BD CO., LTD
Hofstetter PCB AG
Honda R&D Co., Ltd.
Honeywell Intellectual Properties Inc.
Honeywell International Inc.
Kehua Holdings Co., Ltd
Knorr-Bremse AG
Knorr-Systeme fur Nutzfahrzeuge GmbH
Lucky Oil S.R.L
Mei Ta Industrial Co., Ltd
Microsoft Corporation
Ministry of the Economy of the Slovak
Republic
Oerlikon Metco
OPTIMAL AG & CO. KG

Optimal KG
Pacific BBA Automotive Ltd.
Pacific BBA Limited
Palmers Green Pty. Ltd.
Recambiline S.L.
Roulonds Braking ApS
Shanghai Sinotec Co., Ltd.
Shenzhen BDS Automotive Technology Co., Ltd.
Sodirep
Sonceboz Automotive SA
Sony Computer Entertainment Inc.
TMD
Toyota Motor Corporation
Tye Soon Limited
Vaud Canton Central Tax Authority
Walter AG
Wecast Hungary Zrt.
Wecast Industries Co, Ltd.
Wuxi Best Precision Machinery Co. Ltd.
Wuxi Lihu Corporation Limited
Wuxi Yelong Precision Machinery Co., Ltd.

Credit Agreement Parties

BANCO BILBAO VIZCAYA
ARGENTARIA, S.A., NEW YORK
BRANCH
Bank of America Merrill Lynch
International Limited
Barclays Bank PLC BNP PARIBAS
CitiGroup Global Markets Limited
Deutsche Bank AG, London Branch
Goldman Sachs Bank USA
MUFG BANK, LTD
UNICREDIT BANK AG

Equity Committee

Gem Partners LP
S. Muoio & Company LLC
Mountaineer Master Fund, Ltd. c/o
Mountaineer Partners Management, LLC

Major Customers

Bayerische Motoren Werke AG
Caterpillar Inc.

Daimler AG
Deere & Company
Fiat Chrysler Automobiles N.V. Ford
Motor Company
FPT Industrial
General Motors
Groupe PSA
Hino Motors Ltd.
Hyundai Kia
Jiangling Motors Corporation Limited
Mazda Motor Corporation
Nissan Motor Co, Ltd
Perkins Engines Company Limited
Proto Motors
Renault S.A.
SAIC General Motors Corporation Limited
Subaru Corporation
Volkswagen Group

Directors and Officers

Aileen Kathryn McDowall
Alberto Abraham Chavez Dipp
Alberto Chavez
Aldea Mihaela
Alessandro Gili
Alexander Greene
Anthony Lodato
Armando Tacconelli
Brendan P O'Connor
Carlos Cardoso
Carlos De los Santos Anaya
Carsten J. Reinhardt
Chris James
Constanta Nazarcu
Courtney Enghauser
Craig Balis
Cristian Manu
Cyril Grandjean
Dai, Hong
Damien Schuind
Daniel Deiro
Dipp, Alberto Abraham Chavez
Enrique Vazquez Gorostiza
Eric Fraysse
Fabrice Spenninck
Fernando Marafon

Hong Dai
Jerome P. Maironi
Jerome Stoll
John Christopher James
John Jones
Koenraad Van Himbeeck
Lydia Castro Roa
Marian Vazur
Martin Schiesser
Masayuki Ienaga
Maura J. Clark
Neil Goldman
Olivier Rabiller
Paola Casciola
Patrick MacNamara
Paul Carlsson
Peter Bracke
Piero Gennari
Pierre Ernest Barthelet
Rebecca Conway
Richard Hogan
Russell James
Samuel Cochon
Scott Tozier
Sean Deason
Sean Reagan
Susan L. Main
Thierry Mabru

Non-D&O Employees in US

Aileen McDowall
Chris Hales
Christophe Carli
Christophe Mathy
Christopher Burdeu
Claire Fauquette
Cody Taylor
Dominique Bartlomiejczyk
Fabio Ferrante
Jean-Phillippe Bedu
Jean Phillippe Schmitt
Kerry Eby
Mark Rodrigues
Panos Sotiropoulos
Paul Blalock
Paul de Montfalcon

Regis Michel
Rob Cadle
Robert Vitasek
Volkan Deveci

Major Equity Holders

BlackRock Fund Advisors
Deccan Value Investors LP
Sessa Capital IM LP

Factoring Lenders

B.N.P. Paribas Factor S.A.
Banco Santander, S.A., Frankfurt Branch

Lenders

40/86 ADVISORS INC - AS AGT
ALLIANCEBERNSTEIN LP (AS AGT)
AMER MONEY MGMT CORP
ANGELO, GORDON & CO.L.P.
AOZORA BANK, LTD.
APEX CREDIT PARTNERS LLC
ARES MANAGEMEN+C11T LLC (AS AGT)
BARCLAYS BK PLC
BARING (U.K.) LIMITED
BARINGS (UK)- JOCASSEE PTNRS
BARINGS LLC (AS AGENT)
BCO BILBAO VIZCAYA
ARGENTARIA,
BDCM FUND ADVISER LLC
BLUEMOUNTAIN CAP
MANAGEMENT, L
BNP PARIBAS (SUISSE) SA
BNP PARIBAS SA
BRIGADE CAP MGT, LP
CAIRN CAPITAL GROUP LTD (AGT)
CARLSON CAPITAL, L.P.
CARLYLE INV MGMT L.L.C.
CITIBANK N.A - LOND BRANCH
CITIZENS BANK, NATL ASSOC
CQS MGT LTD
CR SUISSE ASSET MGMT LLC (AS A
CVC CR PARTS LLC
DCM SENIOR CREDIT, LLC
DEUTSCHE BK AG
DFG INVESTMENT ADVISERS INC

EAST-WEST UTD BK SA
EATON VANCE MANAGEMENT (AS
AGT
ELMWOOD ASSET MANAGEMENT
LLC
FAIR OAKS LOAN FUNDING I D A C
GOLDENTREE ASSET MGMT LP
GOLDENTREE LOAN MNGT EUR CLO
3
GOLDMAN SACHS ASSET MGMT LP
(A
GOLDMAN SACHS BANK USA
GSO CAP PART LP
HALSEYPOINT ASSET MANAGMNT
LLC
HAYFIN CAPITAL MANAGEMENT
LLC
HPS INVESTMENT PARTNERS
ICICI BANK LTD
INTERMEDIATE CAP GR PLC (AGY)
INTERMEDIATE CAPITAL GROUP PLC
INVESCO ADVISERS, INC (AS AGEN
INVESCO EURO CLO III DAC
INVESTCORP CREDIT MGMT US LLC
JPMORGAN BK BRANCH - 0802
JPMORGAN CHASE BANK, NATL
ASSO
M & G INV MGMT LTD (AGT)
MARBLE POINT CREDIT MGMT LLC
MEDALIST PARTNERS CORPORATE
MERRILL LYNCH & CO., INC.
MJX ASSET MGMT LLC
MUFG BANK, LTD.
MUZINICH & CO INC(AS AGT)
NASSAU CORPORATE CREDIT LLC
NIBC BK NV - LONDON
NORTH WESTERLY VI
NOVA KREDITNA BK MARIBOR DD
OCTAGON CR INVESTORS, LLC
PAR-FOUR INV MGT, LLC
PARTNERS GROUP (USA) INC.
PENTA CLO 6 DSGNTD ACTY CO .
PGIM INC
PINEBRIDGE INV LLC(AS AGT)
PPM AMER INC (AS AGENT)
PRETIUM CAP MGMT LLC

RAIFFEISEN BANK INTERNATIONAL
RAYMOND JAMES BANK N.A.
SILVERMINE CAP MGMT LLC
SOC GEN
STATE BANK OF INDIA
STATE BK OF INDIA-LONDON
STEELE CREEK
SUMITOMO MITSUI
TELOS ASSET MGT LLC
TIKEHAU CLO V B.V.
TIKEHAU INV MGMT S.A.S.
TPG OPPORTUNITIES PARTNERS, LP
UNICREDIT BK AG
VOYA INV MGMT CO LLC
WELLFLEET CR PARTS LLC
WHITEHORSE CAPITAL PARTNERS
LP
YORK CAP MGT ADVISORS LLC

Hedging Parties

BANCO BILBAO VIZCAYA
ARGENTARIA, S.A.
Barclays Bank plc
BNP Paribas, New York Branch
CITIBANK
CITIBANK N.A. DEUTSCHE BANK AG
GOLDMAN SACHS INTERNATIONAL
J.P. MORGAN SECURITIES PLC Merrill
Lynch International Société Générale
UNICREDIT BANK AG

Indemnification agreements

Honeywell ASASCO 2 Inc.
Honeywell International Inc.

Insurers

AIG Europe Limited
Allianz Global Corporate & Specialty SE
Allianz Insurance plc
Allied World Assurance Company AG
Aspen Syndicate 4711
Aviva Group
Beazley Syndicate 2623 / 623
Chubb European Group Limited
Chubb Seguros México, S.A.
Chubb Underwriting Agencies Ltd

(Syndicate 2488)
Etablissement Cantonal d'Assurance (ECA)
First Liberty Insurance Corp
Great Lakes Insurance SE (Munich Re)
Hiscox (Syndicate 0033 HIS)
HSB Engineering Insurance Limited
Liberty Insurance Corp
MARSH & MCLENNAN INSURANCE
AGENCY LUS
Marsh Ltd
MARSH LTD UK GB
Navigators Insurance Co
Pool Re
QBE European Operations plc.
Starr Indemnity & Liability Company
The First Liberty Insurance
W. R. Berkley Corporation
XL Insurance Company SE
Zurich Engineering
Zurich Versicherungs-Gesellschaft AG

Lease Counterparties

Casa Twin Tower Business Centre
EQUEST LOGISTIC S.R.L.
FMP Group (Australia) Pty Ltd
FZB Plymouth, LLC
Ganimede S.r.l
Hasma Pty Limited
HGR Management, LLC
Hiteco S.r.l.
Honeywell (China) Co., Ltd.
Honeywell Aftermarket Europe S.r.l.
Honeywell Control Systems Limited
Honeywell Garrett Italia Srl
Honeywell GmbH
HONEYWELL INGENIERIA Y
TECNOLOGIA AEROSPACIAL DE
MEXICO S. DE R.L.
DE C.V.
HONEYWELL INTERNATIONAL INC.
Honeywell International S.A.r.l.
Honeywell Japan Ltd.
Honeywell Limited
Honeywell Technologies Sarl
Honeywell UK Limited
Industrious ATL 1447 Peachtree LLC

INMUEBLES EL VIGIA, S.A. DE C.V.
La Ganimede S.r.l.
NETRON INVESTMENT SRL
Novar ED&S Limited
Regus Management Group LLC
SECOND ROC-JERSEY ASSOCIATES
L.L.C.
Sparkasse Gifhorn-Wolfsburg
Svizzera 185 S.r.l
Wong y Asociados Inmobiliaria, S. de
R.L.de C.V.
Xtraspace Flexi Office (pty) Ltd.

Litigation Parties

Administracion Desconcentrada de
Auditoria de Comercio Exterior del
Pacifico Norte, con Sede
en Baja California, de la Administracion
General de Auditoria de Comercio Exterior
del Servicio
de Administracion Tributaria,
BES SAUVAIGO & ASSOCIES DARIUS
ADAMCZYK
Elise Deillon-Antenen, avocate
Hayat Aarab
Honeywell ASASCO 2 Inc.
HONEYWELL ASASCO 2 LLC
HONEYWELL ASASCO LLC
Honeywell do Brasil Ltda.
HONEYWELL HOLDINGS
INTERNATIONAL INC.
Honeywell International Inc.
Maitre Anne-Marie Aufrere
Mexicali Customs House
Precision Components Industries
SELARL MJ ALPES
SU PING LU

Noteholders

ABN AMRO Investment Solutions S.A.
Aegon USA Investment Management, LLC
AllianceBernstein, L.P. (U.S.)
AllianceBernstein, LTD (U.K.)
Amundi Pioneer Asset Management, Inc.
Anima SGR S.p.A.
AXA Investment Managers (U.K.), LTD

Baillie Gifford & Company
 Banco de Sabadell S.A. (Asset Management)
 BankInvest Asset Management
 Barings (U.K.), LTD
 Barings, LLC
 BlackRock Investment Management (U.K.), LTD
 BNP Paribas Fortis S.A./N.V. (Private Banking)
 Chenavari Credit Partners, LLP
 DBX Advisors, LLC
 Deka Investment GmbH
 DWS Investment GmbH
 Eaton Vance
 Edmond de Rothschild Asset Management (UK) LTD
 Erste Asset Management GmbH
 Fidelity International Limited - FIL Investment Services (U.K.), LTD
 Financiere Meeschaert
 Formuepleje A/S
 Generali Insurance Asset Management SGR S.p.A.
 GoldenTree Asset Management, L.P. (U.S.)
 Groupama Asset Management S.A.
 Helaba Invest Kapitalanlagegesellschaft mbH
 Intermediate Capital Group plc
 Intermediate Capital Group, Inc.
 Invesco Asset Management S.A.
 Janus Henderson Investors (U.K.)
 JAR Capital Wealth Management, LLP
 Kames Capital PLC
 Lord, Abbett & Co., LLC (Asset Management)
 M&G Investment Management Ltd
 Manulife Asset Management (Europe), LTD
 MEAG Munich Ergo Asset Management GmbH
 Mediolanum Asset Management, LTD
 Muzinich & Co., LTD (London)
 NatWest Markets, PLC
 NN Investment Partners (Belgium)
 Nomura Asset Management U.S.A., Inc.

Nykredit Asset Management A/S
 ODDO BHF Asset Management SAS
 OFI Asset Management
 PineBridge Investments Europe, LTD
 PPM America
 Pramerica SGR S.p.A.
 Robeco Institutional Asset Management BV
 Russell Investment Management, LLC
 Schroder Investment Management North America, Inc.
 St Paul's CLO IX Designated Activity Company
 State Street Global Advisors Ireland, LTD
 Swedbank Robur Fonder AB
 Syd Fund Management A/S
 Teachers Retirement System of Louisiana
 Tikehau Investment Management
 UBS Fund Management (Luxembourg) S.A. (Funds)
 UBS Switzerland AG
 Voya Investment Management, LLC

Other Unsecured Creditors

Agenzia Regionale per la Tutela dell'Ambiente (ARTA), Distretto provinciale di Chieti
 Regione Abruzzo Dipartimento Opere Pubbliche, Governo del Territorio e Politiche Ambientali
 Servizio Tecnico Ambiente, Provincia di Chieti
 Tennessee Department of Environment and Conservation
 Garrett Motion, Ireland Defined Benefit Plan

Professionals

A and L Goodbody
 ABRAMS & BAYLISS LLP
 AlixPartners LLP
 ANDERSEN TAX, LLC
 Arendt & Medernach SA
 Arendt Services SA
 Arnold & Porter Kaye Scholer LLP
 BAKER & MCKENZIE - CIS, LIMITED

Baker & McKenzie Abogados, S.C.
BAKER AND MCKENZIE ZURICH
Barzano & Zanardo Roma S.p.A
Beijing Chang Tsi & Partners
BHOOPALAM
CHANDRASHEKHARAIHAH PRABHA
Bird & Bird AARPI
Bird and Bird LLP
Bird&Bird Advokat KB
BMG AVOCATS
Boulton Wade Tennant LLP
Broadridge Investor Communications
Brown Rudnick LLP
Brunner et Associates SA
CARMODY AND TORRANCE
CMS CAMERON MCKENNA SCA
CMS HASCHKE SIGLE
CMS von Erlach Poncet SA
Conway MacKenzie, LLC
ConwayMcColl Solicitors Limited
CORNERSTONE RESEARCH INC.
CSC THE UNITED STATES
CORPORATION
Daniel J. Edelman, Inc.
DAVIS POLK & WARDWELL LONDON
LLP GB
DELOITTE & TOUCHE LLP
DELOITTE & TOUCHE S.P.A.
DELOITTE & TOUCHE SA SUISSE
Deloitte Audit S.R.L.
Deloitte Audit s.r.o.
Deloitte Audit, s. r. o.
Deloitte Consulting AG
Deloitte Haskins and Sells LLP
Deloitte LLP
Deloitte SA DELOITTE TOUCHE
DENTONS SOUTH AFRICA
Donald Hill Patent Law
Drinker Biddle & Reath
Ernst & Young AG
Ernst & Young Law s. r. o.
Ernst & Young LLP
ERNST & YOUNG SRL
Ernst & Young, s.r.o.
ERNST + YOUNG
ERNST and YOUNG LLP

Ernst&Young Law GmbH
ERNST&YOUNG TERCO SERVICES
Freshfields Bruckhaus Deringer
FTI CONSULTING INC US
GALAZ, YAMAZAKI, RUIZ, URQUIZA,
S.C.
Gevers & Ores
GLOBAL LAW OFFICE
Greenberg Traurig PA
Gun Partners
Hadiputranto, Hadinoto & Partners
Haynes and Boone, LLP
HOGAN LOVELLS INTERNATIONAL
LLP
Hogan Lovells LPP International LLP
Hogan Lovells Paris LLP
HOGAN LOVELLS US LLP
IPREO LLC
JUNHE LLP
Kim and Chang
KPMG LLP
Kurtzman Carson Consultants (KCC)
Lakshmikumaran & Sridharan
LATHAM & WATKINS LLP
Leason Ellis LLP
LENZ ET STAEHELIN
LEWIS SILKIN LLP
Lewis Silkin Services Limited
Lorenz and Kopf LLP
M&M O'SHEA
MACKENZIE PARTNERS, INC
Morgan Stanley Smith Barney LLC
Pangrle Patent Brand and Design Law
Perella Weinberg Partners LP
PHILLIPS ADR ENTERPRISES PC
Price Water House & Co Bangalore LL
PRICEWATERHOUSE COOPERS S.C.
PricewaterhouseCoopers AG
PRICEWATERHOUSECOOPERS
CONTADORES
PricewaterhouseCoopers LLP
PRICEWATERHOUSECOOPERS
PRIVATE
PricewaterhouseCoopers Private Limi
Pricewaterhousecoopers services LLP
PricewaterhouseCoopers Slovensko sr

PricewaterhouseCoopers Tax k s
PRICEWATERHOUSECOOPES LLP GB
PWC UK
QUINN EMANUEL URQUHART &
SULLIVAN, US
Quinn Emmanuel Trial Lawyers
Radu si Asociatii SPRL
Ray Clarke (Garrett Motion, Ireland
Defined Benefit Plan Trustee)
Remfry & Sagar
ROXIN RECHTSANWAELE LLP
Schofield Sweeney LLP
Schulte Roth & Zabel LLP
SCP FLICHY GRANGE AVOCATS
Seager Tufte and Wickhem LLP
Sheppard Mullin Richter Hampton LLP
Signature Litigation AARPI
SIMMONS AND SIMMONS LLP
Simpson Thacher Bartlett
Sullivan & Cromwell LLP
The Law Office of John A Griecci
THOMPSON HINE LLP
TLG - THE LEGAL GROUP
ADVOCATES
TOWERS WATSON CONSULTORES SA
DE CV
White & Case LLP
WILLIS TOWERS WATSON
CONSULTING BVB
Willis Towers Watson US LLC
WP Thompson Limited
Yuasa and Hara

JV Partners and Other Related Parties

CANGO
FMP Australia
FMP AUTOMOTIVE MALAYSIA SDN.
B
FMP GROUP (THAILAND) LIMITED
Honeywell International Inc.
Honeywell Transportation Investment
(China) Co.,Ltd.

SDNY Bankruptcy Judges

Chief Judge Cecelia G. Morris
Judge James L. Garrity Jr.

Judge Martin Glenn
Judge Michael E. Wiles
Judge Robert D. Drain
Judge Robert E. Grossman
Judge Sean H. Lane
Judge Shelley C. Chapman
Judge Stuart M. Bernstein

Tax Authorities and Regulators

Administration des contributions directes -
Grand Duche de Luxembourg
Agencia Aduanal Esquer Luken, SC
ANAF-DGRFMB-Administratia Fiscala
pentru Contribuabili Mijlocii
ANAF-Directia Generala de Administrara a
Marilor Contribuabili (DGAMC)
Australia Border Force
Australian Taxation Office
Ayuntamiento de Mexicali
Birou Vamal Otopeni
Biroul Vamal Constanta
Biroul Vamal Otopeni Calatori
California Department of Tax & Fee
Administration
Chambre de commerce (Luxembourg)
Cheshire East Council
COMISION ESTATAL DE SERVICIOS
PUBLICOS DE MEXICALI
Companies House
Customs and Tariff Bureau
DC Office of Tax and Revenue
Delaware Division of Corporations
Direzione Provinciale di Chieti
ENVIRONMENTAL PROTECTION
AGENCY
Etat de vaud or Canton de vaud (Office
d'impot des Personnes Morales) - State of
vaud or Canton of vaud (Tax Office for
Legal Entities)
Financial Accounting Standards Board
Financni Urad Pro Hlavni
Finanzamt Konstanz
Franchise Tax Board California
General Directorate of Local Taxes and
Fees Sector 6
Georgia Department of Revenue

GOBIERNO DEL ESTADO DE BAJA
CALIFORNIA
Groundwater & Environmental Services,
Inc
HM Revenue & Customs
Honjo-city Tax Collection Division
Indiana Department of Revenue
Inenco
Iowa Department of Revenue
IPAN Intellectual Property Associat
IRS (INTERNAL REVENUE SERVICE)
Japan National Tax Agency
Ministry of the Economy of the Slovak
Republic
Municipality of Atessa
Municipality of Torino
New York Department of Revenue
Obec Zaborske
Office of the Revenue Commissioners
Public Company Accounting Oversight
Board
PUBLIC COMPANY ACCOUNTING
OVERSIGHT BOARD US
Regione Abruzzo Servizio Tesoreria
RL Jones Custombroker
Saitama prefecture
Servicio de Administracion Tributaria
Slovak Fiscal Administration
Slovak Tax Authority
State of Connecticut Department of
Revenue Service
Tennessee Department of Revenue
Tokyo Metropolitan Government
UK Finance Administration
Urad prace, socialnych veci a rodiny
US Customs & Border Protection
Vaud Canton Central Tax Authority
Waterford City Council
Wood Environment & Infrastructure
Solutions Inc

UCC Lien Holders

ECONOCOM CORPORATION
JPMORGAN CHASE BANK, N.A.

Unions and Works Councils

Australian Manufacturing Workers Union
Connect trade union (formerly TEEU)
Electrical Trades Union
Nueva Cultura Laboral
Sindicatul Allied Signal

US Trustee Employees

Alicia Leonhard
Christine Black
Guy A. Van Baalen
Joseph Allen
Joseph Nadkarni
Kathleen Schmitt
Linda Riffkin
Lisa Penpraze
Paul K. Schwartzberg
William K. Harrington

Utilities

Added Computer & Telephony Com e Se
AGUA Y HIELO ESTRELLAZUL DE
MEXICAL
Airtel A/C No. 112-100960996
Airtel A/c No: 112-100959962
AN APELE ROMANE
APA NOVA
APA NOVA BUCURESTI SA
ARUBA SPA
ARUBA SPA E2E
AT & T Communication Services India
AT and T Mobility LLC
AYUNTAMIENTO DE MEXICALI
BEIJING WANG AN JIE TONG
TECHNOLOGY
BETTA TELECOMUNICACÕES E
ELETRONICA
BHARTI AIRTEL LIMITED
Bharti Airtel Services Ltd
BORD GAIS
C.C.D. ENERGIES
CAM. NAL. DE LA IND. ELECTR. DE
TELECOM Y TECNO DE LA INFO
CAMARA DE COMERCIALIZACAO DE
CASCARDI SANEAMENTO BASICO
LTDA
CFE SUMINISTRADOR DE SERVICIOS

Chaturshringi Service Station
CHEMTECH WASTE MANAGEMENT
LTD
Cheongdo
China Unicom Wuhan Paging Enterprise
Office
China United Network Communications
Co., Ltd.
CIA ULTRAGAZ S.A
Cia Ultragaz S/A
Com And Lan Digital Tech Co., Ltd.
Comision Federal de Electricidad
Comune di Atesa
CONDOMINIO EDIFICIO PAULISTA
Corporativo Reaal S de RL de CV
DESARROLLO DE TECNOLOGIAS
INTEGRALE
DIBPEL GERENCIAMIENTO DE
RESIDUOS
Duksung
DYNAMIC COMMUNICATIONS
MEXICO
E.D.F. - G.D.F.
E.ON Energie Romania S.A.
EC Bank Co., Ltd.
ECOGAS MEXICO, S. DE R.L. DE C.V.
EDISON ENERGIA SpA
EDP SAO PAULO DISTRIBUICAO DE
Energia
ENERGIA AZTECA X SA DE CV
EOLO SpA
Fanal Comercio Derivados Petroleo
Fans Trans (China) International Freight
Agent Co., Ltd.
FASTWEB SPA
FASTWEB SPA / MILANO
GOEPIK SISTEMAS INDUSTRIAIS SA
GSA GERENCIAMIENTO DE RESIDUOS
EIREL
GTS TELECOM SRL
H. BLOCH a.s.
Hidrocarburos del Noroeste SA de CV
HONJOSHI SUIDOKA
Horizon Safety Systems
Horizon Services
HORIZON TECH LTDA

Hyundai AutoEver Corp.
IDEA CELLULAR LTD 8.10604733
Idea Cellular Ltd A/c No 8.10398708
IEnova Marketing S. de R.L. de C.V.
Insight Technology Solutions GmbH
IRCAT CO SRL
Irish Water
JAIME DONACIANO JIMENEZ CRUZ
Jiashang Petroleum (Zhoushan) Co.,
Korean Oil
KOSIT A S
Kt Estate Co., Ltd.
LUBSTAR A.S.
Maharashtra State Electricity Distr
MARIA ROSA ALICIA MARAVEL
VALENZUEL
MAWATI COLETA DE RESIDUOS
INDUSTRIA
MEDAM S DE RL DE CV
MICHELLE GARCIA LICONA
MOL Ceska, republika, s.r.o.
NAMYANG CO.,LTD.
Nantong Lean Electronics Co., Ltd
NCH BRASIL LTDA.
Nepal Dist. de Agua Mineral LTDA.
Nevicom SA
ONYX EST
OPERADORA DE BOLICHE MEXICALI
Operadora de Boliche Mexicali SA de CV
ORANGE BUSINESS SERVICES
ORANGE ROMANIA SA
Orange Slovensko a s
PACIFIC TREATMENT
ENVIRONMENTAL
PCS Telecom Co., Ltd
PRAZSKA ENERGETIKA, A.S.
Presov REAL s.r.o
PROAGUAS TRANSANTISTA LTDA-
ME
PROLAB AMBIENTAL ANALISE
PROMOBEIS DE MEXICALI, A.C.
RADIOMOVIL DIPSA SA DE CV
Radiomovil Dipsa SA de CV Payment
RAI Abbonamenti Speciali Torino
RELIANCE -IO INFOCOMM LIMITED
Renault SAS

RENOVA TRATAMENTO DE
RESIDUOS LTDA
Restore Shred
Ryder Communications Group Inc.
RYDER COMMUNICATIONS GROUP
INC US
SABESP - COMP.SAN.BAS.S.P
SAMSUNG SDS
SAS SEGEC DIRECT
Schneider Electric ESS BVBA
SERVICO AUTONOMO DE AGUA E
ESGOTO
Shang Hai Lai Shi You Pin You Xian
shanghai move-communicate Co.Ltd.
shanghai telecom account center
SHANGHAI WINSH COMPUTER
TECHNOLOGY
Shanghai Ziyen information technolo
Shanghai Ziyu Network Technology Co
SINGTEL EUROPE LTD
Singtel Global (India) Pvt Ltd
SingTel Global India Private Limite
Singtel Global India Pvt Ltd
SK Broadband Co., Ltd.
SK PROTECTIVE PRODUCTS
SK Technik
SUEZ Australia Pty Ltd
Swisscom (Schweiz) AG
TELECOM ITALIA SPA
TELSTRA
TEMPO ENERGIA S.A.
Tinmar Energy SA
TINMAR GAS S.A.
T-mobile Czech Republic, a.s.
TOTAL ENERGIE GAZ
TOTAL FRANCE
T-SYSTEMS DO BRASIL LTDA
UB1st Co., Ltd.
UNITED GRINDING NORTH AMERICA
INC
VEOLIA EAU
Veolia Environmental Services Techn
VEOLIA ES CLEANAWAY UK LTD
Veolia Water Technologies
VERIZON
Verizon communications India Privat

Verizon Communications Slovakia s.r
VERIZON FINANCIAL SERVICES LLC
US
Verizon Italia S.p.A.
Verizon Nederland BV
Verizon Switzerland AG
VERIZON WIRELESS
VERIZON WIRELESS US
VODAFONE
Vodafone GmbH
Vodafone Idea Limited
Vodafone Italia S.p.A.
Vodafone Ltd
Vychodoslovenska energetika a.s
Waterlogic Australia PTY LTD
Wuhan Hubei Electric Power Company
Wuhan Stone Smart Time Technology
Wuhan Water Group Company Litmited.

Major Vendors

ACEROS MOLDEADOS DE LACUNZA
SA
ACTECH GMBH ADP
Aikoku Alpha Corp
ALUMALSA
Amazon
ANSYS
AOKI SEIKI INDUSTRIES
ARANDA TOOLING INC.
ATMECA
AutoCont
AVENUE MOULDMaking LTD
AVL
AXA Life
BIBUS
BOCAR S.A. DE C.V.
Booster Precision Components
BQ MACHINING SA DE CV
Brakes India
BUDGET SRL
Caisse AVS de la Federation patronale
vandoise
Caparo Engineering India Pvt Ltd
CASTEC
CASTWELL PRODUCTS LLC
CBRE

CCN
CEMB
Central CMS Corporation
CEVA
Cimos
CITI
Cogeme
COMPA SA
COMPACT SERVICE ABC SRL
COMPAX INC
CROSS MANUFACTURING CO
CRRC
Daido
Dalian Nakamura
Dandong Heben Prec Mach Co Ltd
DANYANG CHENGYE LIGHT
DATATECHNIC
DBI PLASTICS
DHL
DISCOM INTERNATIONAL INC
Doncasters
DUCI
Easy Flyers S.R.O.
ECONOCOM
EGSTON
ELE Advanced Technology
ElringKlinger
ENKEI ALUMINIUM PRODUCTS
EQUEST LOGISTIC SRL
ETAS
EVEREST ROPACK
Expeditors International
Faist
Feilong Auto Components Co., Ltd
FERRIERE DI STABIO S.A
Finecast Foundry Limited
FIRTH RIXSON PLC
Flex Automotive
Fontana
Formel D
FPRS DEPOSITORY ACCOUNT PLAN
88374 US (FIDELITY)
FS PRECISION TECH LLC
FSA Systeme de Assemblare SRL
Fujitsu
Fujiwa Machinery

GITS
GUTIERREZ TRUCKING, LLC.
Helical
Hella
Hickey Fabrication Services Ltd.
HIT PRECISION METALS CO LTD
Hitachi
Honeywell
Howmet Fixation Simmonds SAS
INDO MIM PRIVATE LTD
Indo Schottle
INDO-MIM PRIVATE LTD
INSTITUTO MEXICANO DEL SEGURO
SOCIAL
Inzi Controls
ISIS Development
Japan Pension Organization Port
Jiangsu sinotec co.,ltd
JIANGSU TENGCHI TECHNOLOGY CO
LTD
Jiangyin Machine Building Inc
JIANGYIN UNI-POL CO LTD
Kamtec
Kehua
KINTETSU WORLD EXPRESS, INC.
KOSEI AKAGI (KUNSHAN)
ALUMINUM CO.,
Koshida Corporation
KOVOLIS HEDVIKOV A.S
Le Belier
LEMAN Industire
LGA Automation
Lioho Metal (hubei) Co Ltd
LISK GW COMPANY INC
M2M Machining Inc
Magneti Marelli
MANPOWER
Marubeni Automotive Corporation
MECANIZACION S.A.
Mei Ta Industrial Co., Ltd
METALIS
Microsoft Corporation
MINDA CORPORATION LIMITED
MITSUBA
MITSUBISHI
NATIONAL ECONOMIC RESEARCH

ASSOC
Netron Investment SRL
NINGBO YINZHOU TIANGE
AUTOMOBILE
NMB Minebea GmbH
NNC SOLUTIONS SRL
NORMA
NTT
Old Mutual Operadora de Fondos
ORACLE
PERROTON
Pierburg GMBH
Poclain Technicast
PRECIALP
PRECISION RESOURCE
Q and L Industrial Services s r o
Quality&Logistics Industrial Service
R.G. RAY CORPORATION
RAIS Slovakia, s.r.o.
RCI ROSS CASTING & INNOVATION
Remet UK Ltd.
S&H Co
Saint Jean Industries Lorraine
Saint Jean Industries Lorraine SA
Samwee Precision
SC EXCELENT AUTO SRL
Schaeffler
SECURITAS
SELMEC
Sensata
Seo-il Casting
Shanghai Liang Ji
SICTA
SIRVA GLOBAL RELOCATION INC
Sn SAMAT
Sonceboz
STOCKLOR
Streit
STWM
Supply Chain Factory GmbH
T.R. Fastenings
TAIKO UNYU
TATA CONSULTANCY SERVICES
TECHSISTEM SRL
TECNOMATIC
TF SERVICE IMPEX SRL

THE CHARTER DEPT. INC.
THE COLLECTOR - GENERAL
Thermamax
Trigo
TRUCAST
Turbocam Automated Production Syste
Umfotec Umformtechnik GmbH
UniCredit
UNITED HEALTH CARE
Universal Precision Screws
US BANK (FREIGHT)
VANGUARD FOUNDRY LTD
VIMI Fasteners S.p.A.
WAUKESHA BEARINGS CORP
Wescast
Wieland Metal Services LLC
Windtech Inc
WUXI BEST PRECISION MACHINERY
CO
WUXI LIHU
Wuxi Xinan Aluminum Technology Co.,
WUXI YELONG PRECISION
MACHINERY CO
YUSEN LOGISTICS S.R.L.

Schedule 2

**Parties-In-Interest that Kramer Levin Naftalis & Frankel LLP
Currently Represents and/or Has Formerly Represented¹**

¹ Fees collected from each of the parties identified comprised less than 1.0% of Kramer Levin's revenues for the periods of January 2019 – December 2019 and January 2020 – December 2020, unless otherwise noted in the Eggermann Declaration. Kramer Levin believes that its representation of the parties listed herein has not and does not affect its representation of the Equity Committee.

Interested Party	Relationship to Debtors	Description of Relationship
ABN AMRO Investment Solutions S.A.	Noteholders	Kramer Levin has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
AllianceBernstein, L.P. (U.S.) AllianceBernstein, LTD (U.K.)	Lenders; Noteholders	Kramer Levin represents the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Amundi Pioneer Asset Management, Inc.	Noteholders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Andersen Tax, LLC	Professionals	Kramer Levin represents the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Angelo, Gordon & Co. L.P.	Lenders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
ANZ Corporate Banking	Cash Management Banks	Kramer Levin has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
APEX Credit Partners LLC	Lenders	Kramer Levin represents an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Arendt & Madernach SA Arendt Services SA	Professionals	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Ares Management LLC	Lenders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
AXA Investment Managers (U.K.), LTD	Noteholders	Kramer Levin represents the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Baker & McKenzie - CIS, Limited Baker & McKenzie Abogados, S.C. Baker & McKenzie Zurich	Professionals	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Banco Santander, S.A., Frankfurt Branch	Factoring Lenders	Kramer Levin represents the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.

Interested Party	Relationship to Debtors	Description of Relationship
Bank of America Merrill Lynch, Global Corporate & Investment Banking Bank of America Merrill Lynch International Limited Merrill Lynch & Co., Inc. Merrill Lynch International	Factoring Lenders; Credit Agreement Parties; Cash Management Banks; Lenders; Hedging Parties	Kramer Levin represents the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Banque Cantonale Vaudoise	Cash Management Banks	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Barclays Bank PLC	Cash Management Banks; Credit Agreement Parties; Lenders; Hedging Parties	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Barings, LLC Barings (UK), Ltd	Lenders; Noteholders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
BlackRock Fund Advisors BlackRock Investment Management (U.K.), Ltd.	Major Equity Holders; Noteholders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
BlueMountain Capital Management	Lenders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
BNP Paribas (Suisse) SA BNP Paribas SA	Cash Management Banks; Credit Agreement Parties; Lenders; Hedging Parties; Noteholders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Brigade Capital Management, LP	Lenders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Carlson Capital, L.P.	Lenders	Kramer Levin represents the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Carlyle Investment Management LLC	Lenders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Centerbridge	Bidder	Kramer Levin represents the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.

Interested Party	Relationship to Debtors	Description of Relationship
Citibank Citigroup Citibank International Plc Citibank Master Card Citibank NA Bratislava Citigroup I Corporate and Investment Banking CitiGroup Global Markets Limited	Cash Management Banks; Lenders; Hedging Parties; Credit Agreement Parties	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Citizens Bank, National Association	Lenders	Kramer Levin has represented the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
CMS Cameron Mckenna SCA CMS Hasche Sigle CMS von Erlach Poncet SA	Professionals	Kramer Levin represents the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
CR Suisse Asset Mgmt LLC	Lenders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Deloitte & Touche LLP Deloitte & Touche S.P.A. Deloitte & Touche SA Suisse Deloitte Audit S.R.L. Deloitte Audit s.r.o. Deloitte Audit, s. r. o. Deloitte Consulting AG Deloitte Haskins and Sells LLP Deloitte LLP Deloitte SA Deloitte Touche	Professionals	Kramer Levin represents the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Deutsche Trustee Company Limited - Debt and Agency Services Deutsche Trustee Company Limited - Lux Registrar Deutsche Bank Deutsche Bank AG, London Branch	Administrative Agents and Indenture Trustee; Cash Management Banks; Credit Agreement Parties; Lenders; Hedging Parties	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
DFG Investment Advisers Inc.	Lenders	Kramer Levin has represented the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Eaton Vance Management	Lenders; Noteholders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Econocom Corporation	UCC Lien Holders	Kramer Levin has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.

Interested Party	Relationship to Debtors	Description of Relationship
Edmond de Rothschild Asset Management (UK) Ltd.	Noteholders	Kramer Levin represents an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Ernst & Young Ernst & Young AG Ernst & Young Law s. r. o. Ernst & Young LLP Ernst & Young SRL Ernst & Young, s.r.o. Ernst & Young Law GmbH Ernst & Young Terco Servicios	Professionals	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Erste Asset Management GmbH	Noteholders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
FTI Consulting INC. (U.S.)	Professionals	Kramer Levin represents the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Genearli Asset Management SGR S.P.A.	Noteholders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
GoldenTree Asset Management, L.P. (U.S.) Goldentree Asset Mgmt L.P. Goldentree Loan Mgmt EUR CLO 3	Lenders; Noteholders	Kramer Levin represents the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Goldman Sachs & Co. LLC Goldman Sachs Bank USA Goldman Sachs Asset Mgmt LP Goldman Sachs Bank USA GSO Cap Part L.P. Goldman Sachs International	Cash Management Banks; Credit Agreement Parties; Lenders' Hedging Parties	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Groupama Asset Management SA	Noteholder	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
GSO CAP Part L.P.	Lenders	Kramer Levin represents the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Intermediate Capital Group PLC	Lenders; Noteholders	Kramer Levin represents the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Invesco Advisers, Inc Invesco Euro CLO III DAC Invesco Asset Management S.A.	Lenders; Noteholders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.

Interested Party	Relationship to Debtors	Description of Relationship
JPMorgan Europe Limited JPMorgan BK Branch JPMorgan Chase Bank, N.A. JPMorgan Securities PLC J.P. Morgan - Global Corporate Bank, Switzerland JPMorgan Chase Bank - Luxembourg JPMorgan Chase Bank - New York JPMorgan Chase Bank, N.A., Loan and Agency Services Group	Administrative Agents and Indenture Trustee; Cash Management Banks; Lenders; Hedging Parties; UCC Lien Holders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
KPMG LLP	Professionals	Kramer Levin represents affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Lenz et Staehelin	Professionals	Kramer Levin represents the interested party in matters unrelated to the Debtors' Chapter 11 Cases. Kramer Levin formerly (pre-Petition) represented the interested party in a limited matter related to the Debtors but unrelated to the Debtors' Chapter 11 Cases.
M&G Investment Management Ltd.	Noteholders	Kramer Levin represents an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Mitsubishi UFJ Trust and Banking	Cash Management Banks	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
MJX Asset Management LLC	Lenders	Kramer Levin has represented the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Morgan Stanley Smith Barney LLC	Professionals	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Muzinich & Co. Inc. Muzinich & Co. Ltd. (London)	Lenders; Noteholders	Kramer Levin represents the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Nomura Asset Management U.S.A., Inc.	Noteholders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Oaktree Capital	Bidder	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.

Interested Party	Relationship to Debtors	Description of Relationship
Octagon CR Investors, LLC	Lenders	Kramer Levin represents the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Oddo BHF Asset Management SAS	Noteholders	Kramer Levin represents the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
OFI Asset Management	Noteholders	Kramer Levin represents the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Partners Group (USA) Inc.	Lenders	Kramer Levin represents the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Perella Weinberg Partners LP	Professionals	Kramer Levin has represented the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
PGIM Inc.	Lenders	Kramer Levin represents an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
PineBridge Investments LLC PineBridge Investments Europe, LTD	Lenders; Noteholders	Kramer Levin represents the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Pramerica SGR, S.p.A.	Noteholders	Kramer Levin represents affiliated entities of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Pretium Cap Mgmt. LLC	Lenders	Kramer Levin represents the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Pricewaterhouse Coopers S.C. PricewaterhouseCoopers AG PricewaterhouseCoopers Contadores PricewaterhouseCoopers LLP PricewaterhouseCoopers Private PricewaterhouseCoopers Private Ltd. PricewaterhouseCoopers Services LLP PricewaterhouseCoopers Slovensko sr PricewaterhouseCoopers Tax k s PricewaterhouseCoopers LLP GB PWC UK	Professionals	Kramer Levin represents affiliated entities of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Russell Investment Management, LLC	Noteholders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.

Interested Party	Relationship to Debtors	Description of Relationship
Banco Santander, S.A., Frankfurt Branch	Factoring Lenders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Simmons & Simmons LLP	Professionals	Kramer Levin represents the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Simpson Thacher & Bartlett LLP	Professionals	Kramer Levin represents the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
State Street Global Advisors Ireland, Ltd.	Noteholders	Kramer Levin represents affiliated entities of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Sumitomo Mitsui Banking Corporation, Duesseldorf Branch Sumitomo Mitsui Trust Club Co., Ltd	Cash Management Banks; Lenders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Tikehau Investment Management Tikehau CLO V B.V. Tikehau Investment Management S.A.S.	Lenders; Noteholders	Kramer Levin represents the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
TPG Opportunities Partners, LP	Lenders	Kramer Levin represents an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
UBS Fund Management (Luxembourg) S.A. (Funds) UBS Switzerland AG	Cash Management Banks; Noteholders	Kramer Levin represents the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
UniCredit Bank AG UniCredit Bank AG Luxembourg Branch Unicredit Lease Management Unicredit Leasing Fleet Management	Cash Management Banks; Credit Agreement Parties; Lenders; Hedging Parties	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
Voya Investment Management Co. LLC	Lenders; Noteholders	Kramer Levin has represented the interested party in matters unrelated to the Debtors' Chapter 11 Cases.
York Capital Mgmt Advisors LLC	Lenders	Kramer Levin represents and/or has represented the interested party or an affiliated entity of the interested party in matters unrelated to the Debtors' Chapter 11 Cases.

EXHIBIT C

Williams Declaration

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

In re:

GARRETT MOTION INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-12212 (MEW)
)
) Jointly Administered
)
)
)

**DECLARATION OF GREGORY S. WILLIAMS IN SUPPORT OF
APPLICATION OF OFFICIAL COMMITTEE OF EQUITY SECURITIES
HOLDERS OF GARRETT MOTION INC. FOR ORDER AUTHORIZING
EMPLOYMENT AND RETENTION OF KRAMER LEVIN NAFTALIS & FRANKEL
LLP AS SPECIAL FINANCE COUNSEL NUNC PRO TUNC TO JANUARY 28, 2021**

I, Gregory S. Williams, being duly sworn, state the following under penalty of perjury:

1. I am a member and representative of Mountaineer Master Fund, Ltd. c/o Mountaineering Partners Management, LLC (“Mountaineer”), Chairperson of the Official Committee of Equity Securities Holders (the “Equity Committee”) of Garret Motion Inc., *et al.* (collectively, the “Debtors”) in the above-captioned Chapter 11 cases (the “Chapter 11 Cases”), and I am authorized to make this declaration (the “Declaration”) in support of the Equity Committee’s application (the “Application”) for authorization to retain Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”) as special finance counsel to the Equity Committee pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1.²

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 shall have the meanings ascribed to them in the Application.

2. This Declaration is provided pursuant to the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the “Revised UST Guidelines”). Except as otherwise noted herein, all facts in this Declaration are based on my personal knowledge of the matters set forth herein, information gathered from my review of relevant documents, and information supplied to me by Kramer Levin.

3. I am informed by Kramer Levin that Paragraph (D)(2) of the Revised U.S.T Guidelines requires that any application for employment of an attorney under Section 1103 of the Bankruptcy Code be accompanied by a verified statement from the client that addresses the following:

- a) The identity and position of the person making the verification. The person ordinarily should be the general counsel of the client or another officer responsible for supervising outside counsel and monitoring and controlling legal costs.
- b) The steps taken by the client to ensure that the applicant’s billing rates and material terms for the engagement are comparable to the applicant’s billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.
- c) The number of firms the client interviewed.
- d) If the billing rates are not comparable to the applicant’s billing rates for other non-bankruptcy engagements and to the billing rates of other comparably-skilled professionals, the circumstances warranting the retention of that firm.
- e) The procedures the client has established to supervise the applicant’s fees and expenses and to manage costs. If the procedures for the budgeting, review and approval of fees and expenses differ from those the client regularly employs in non-bankruptcy cases to supervise outside counsel, explain how and why. In addition, describe any efforts to negotiate rates, including rates for routine matters, or in the alternative to delegate such matters to less expensive counsel.

IDENTITY OF DECLARANT

4. On November 18, 2020, the U.S. Trustee for the Southern District of New York (the “U.S. Trustee”) appointed Mountaineer, Gem Partners LP and S. Muoio & Company LLC to serve on the Equity Committee. *See Notice of Appointment of Official Committee of Equity Securities Holders* [Docket No. 404]. The Equity Committee selected Mountaineer as Chairperson of the Equity Committee.

STEPS TAKEN TO ENSURE THE COMPARABILITY OF ENGAGEMENT TERMS

5. Kramer Levin has informed the Equity Committee that its rates for bankruptcy representations are comparable to the rates Kramer Levin charges for non-bankruptcy representations, and that Kramer Levin endeavors to set its hourly rates for attorneys and paraprofessionals at levels competitive to those charged by peer firms. The Equity Committee has also determined that Kramer Levin’s rates are reasonable based on the hourly rates of other retained professionals in these Chapter 11 Cases.

SELECTION OF KRAMER LEVIN COUNSEL

6. The Equity Committee recognizes that a comprehensive review process is necessary when selecting counsel in Chapter 11 cases to ensure that professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in nonbankruptcy engagements.

7. To that end, the review process utilized by the Equity Committee assessed potential counsel based on their expertise in the relevant legal issues and in similar proceedings. The Equity Committee selected Kramer Levin after careful deliberation based on, among other things, Kramer Levin’s extensive banking and finance expertise, as well as experience and knowledge representing lenders and borrowers’ agents both in and outside of bankruptcy. I believe

that Kramer Levin is both well qualified and uniquely able to represent the Equity Committee in these Chapter 11 Cases in an efficient and timely manner.

RATE STRUCTURE

8. In my capacity as a member and representative of the Chairperson, Mountaineer, I am responsible for hiring the counsel retained by the Equity Committee. Kramer Levin has informed the Equity Committee that its rates for bankruptcy representations are comparable to the rates Kramer Levin charges for nonbankruptcy representations. Kramer Levin charges the Equity Committee using the rates below:

Partners	\$ 1,100 - \$1,575
Counsel	\$1,105 - \$1,525
Special Counsel	\$1,105
Associates	\$615 - \$1,090
Paraprofessionals	\$395 - \$475

COST SUPERVISION

9. The Equity Committee recognizes its responsibility to closely monitor Kramer Levin's billing practices to ensure the fees and expenses charged are consistent with the Equity Committee's expectations and the exigencies of these Chapter 11 Cases. Accordingly, the Equity Committee will review Kramer Levin's invoices and any applications for payment of fees and reimbursement of expenses that it submits to the Court. In addition, Kramer Levin's fees and expenses will be subject to review, comment, objection (if warranted), and Court approval pursuant to any procedures that may be or have already been established by the Court in these Chapter 11 Cases.

10. The Equity Committee has been advised that Kramer Levin will work closely with any other advisors retained to prevent unnecessary or inefficient duplication of services, and will

utilize their respective skills and experience and take all necessary and appropriate steps to avoid any such duplication.

11. Nothing contained herein is intended to limit Kramer Levin's ability to request allowance and payment of fees and expenses pursuant to Sections 330 and 331 of the Bankruptcy Code, or to restrict Kramer Levin's right to defend against any objection raised to the allowance or payment of such fees, or to restrict the Equity Committee's right to use conflicts counsel to prosecute any such fee objection to the extent it is not resolved informally by the parties or raised by another party-in- interest, such as the U.S. Trustee.

12. The Equity Committee will continue to bring discipline, predictability, client involvement, and accountability to the counsel fees and expenses-reimbursement process.

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

Dated: March 2, 2021
New York, New York

By: /s/ Gregory S. Williams
Gregory S. Williams
Member of Official Committee of Equity Securities
Holders of Garret Motion Inc.
Chairperson Mountaineer Master Fund, Ltd.