

Robert J. Dehney
MORRIS, NICHOLS, ARSHT & TUNNELL LLP
1201 N. Market Street, 16th Floor
P.O. Box 1347
Wilmington, Delaware 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989
*Proposed Efficiency Counsel to the Official
Committee of Equity Security 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 THE OFFICIAL
COMMITTEE OF EQUITY SECURITIES HOLDERS OF GARRETT MOTION
INC. FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF MORRIS, NICHOLS, ARSHT & TUNNELL LLP AS
EFFICIENCY COUNSEL NUNC PRO TUNC TO FEBRUARY 2, 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 the Official Committee of Equity Securities Holders of Garrett Motion Inc. for Entry of an Order Authorizing the Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as Efficiency Counsel Nunc Pro Tunc to February 2, 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. (ET)
Objection Deadline: March 9, 2021, at 4:00 p.m. (ET)

Robert J. Dehney
MORRIS, NICHOLS, ARSHT & TUNNELL LLP
1201 N. Market Street, 16th Floor
P.O. Box 1347
Wilmington, Delaware 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989

*Proposed Efficiency Counsel to the Official
Committee of Equity Security 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)
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Debtors.)	Jointly Administered
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**APPLICATION OF THE OFFICIAL COMMITTEE OF EQUITY
SECURITIES HOLDERS OF GARRETT MOTION INC. FOR ENTRY OF AN
ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
MORRIS, NICHOLS, ARSHT & TUNNELL LLP AS EFFICIENCY
COUNSEL NUNC PRO TUNC TO FEBRUARY 2, 2021**

The Official Committee of Equity Securities Holders (the “Equity Committee”) of Garrett Motion Inc. (“GMI”) and its affiliated debtors and debtors-in-possession (each, a “Debtor” and collectively, the “Debtors”), appointed pursuant to section 1102(a) of title 11, United States Code (the “Bankruptcy Code”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases” or

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.

“Cases”), respectfully submits this application (the “Application”) for entry of an order authorizing the retention and employment of Morris, Nichols, Arsht & Tunnell LLP (“Morris Nichols”) as efficiency counsel to the Equity Committee *nunc pro tunc* to February 2, 2021, pursuant to Bankruptcy Code sections 328(a), 330, 1102(a), and 1103, Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”). In support of the Application, the Equity Committee submits the *Declaration of Robert J. Dehney in Support of the Application of the Official Committee of Equity Securities Holders of Garrett Motion Inc. for Entry of an Order Authorizing the Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as Efficiency Counsel Nunc Pro Tunc to February 2, 2021* (the “Dehney Declaration”), attached hereto as **Exhibit A** and incorporated by reference, and the *Declaration of Gregory S. Williams in Support of the Application of the Official Committee of Equity Securities Holders of Garrett Motion Inc. for Entry of an Order Authorizing the Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as Efficiency Counsel Nunc Pro Tunc to February 2, 2021* (the “Williams Declaration”), attached hereto as **Exhibit C** and incorporated herein by reference, and respectfully represents as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of New York (the “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), 330, 1102(a) and 1103 of the Bankruptcy Code, Rules 2014(a) and 2016 of the Bankruptcy Rules, and Rule 2014-1 of the Local Rules.

BACKGROUND

3. On September 20, 2020 (the “Petition Date”), each of the Debtors filed with this Court a voluntary petition for relief under the Bankruptcy Code.

4. 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 Debtors’ 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].

5. On November 18, 2020, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed Gem Partners LP, S. Muoio & Company LLC, and Mountaineer Master Fund, Ltd. c/o Mountaineer Partners Management, LLC (“Mountaineer”) 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.

6. On November 19, 2020, the Equity Committee selected Kasowitz Benson Torres LLP (“Kasowitz”) as its bankruptcy counsel in these Chapter 11 Cases.

7. On January 29, 2021, the Court entered the *Order Authorizing the Retention and Employment of Kasowitz Benson Torres LLP as Counsel for Official Committee of Equity Securities Holders of Garrett Motion Inc.* Nunc Pro Tunc to November 19, 2020 [Docket No. 816].

8. On February 1, 2021, the Equity Committee decided to replace Kasowitz with Glenn Agre Bergman & Fuentes LLP (“Glenn Agre”) as proposed counsel to the Equity Committee.

9. The Equity Committee has further decided to appoint Morris Nichols as efficiency counsel to the Equity Committee, to assist Glenn Agre with certain discrete assignments that may arise from time to time during the course of these Chapter 11 Cases, subject to Court approval.

RELIEF REQUESTED

10. By this Application, the Equity Committee respectfully requests that the Court enter an order, substantially in the form annexed hereto as **Exhibit B**, authorizing the Equity Committee to employ and retain Morris Nichols as efficiency counsel in these Cases *nunc pro tunc* to February 2, 2021.

BASIS FOR RELIEF

11. Pursuant to section 1103(a) of the Bankruptcy Code, a committee appointed under section 1102 of the Bankruptcy Code may, with the Court’s approval, “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).

12. Pursuant to section 328(a) of the Bankruptcy Code, an official committee may employ or authorize the employment of professionals under section 1103 of the Bankruptcy Code “on any reasonable terms and conditions of employment.”

13. The Equity Committee seeks to retain Morris Nichols as efficiency counsel because of the firm’s extensive experience, knowledge, and resources in the fields of, among other things, Delaware corporate law, as well as shareholders’ and creditors’ rights and business

reorganizations under chapter 11 of the Bankruptcy Code. This expertise includes representation of equity and other statutory committees in large and complete bankruptcy cases, including the following: *In re TZEW Holdco LLC*, Case No. 20-10910 (CSS) (Bankr. D. Del. (official creditors committee)); *In re Elk Petroleum, Inc.*, Case No. 19-11157 (LSS) (Bankr. D. Del.) (official equity committee); *In re EdgeMarc Energy Holdings, LLC*, Case No. 19-11104 (JTD) (Bankr. D. Del.) (official creditors committee); *In re CSH Winddown, Inc., f/k/a Color Spot Holdings, Inc.*, Case No. 18-11272 (LSS) (Bankr. D. Del.) (official creditors committee); *In re Suniva Inc.*, Case No. 17-10837 (KG) (Bankr. D. Del.) (official creditors committee); *In re Abeinsa Holding Inc.*, 16-10790 (LSS) (Bankr. D. Del.) (official creditors committee); *In re Boomerang Tube LLC*, Case No. 15-11247 (MFW) (Bankr. D. Del.) (official creditors committee); *In re Baxano Surgical Inc.*, Case No. 14-12545 (CSS) (Bankr. D. Del.) (official creditors committee); *In re Velti Inc.*, Case No. 13-12878 (LSS) (Bankr. D. Del.) (official creditors committee); *In re Exide Technologies*, Case No. 13-11482 (MFW) (Bankr. D. Del.) (official creditors committee); *In re Filene's Basement LLC*, Case No. 11-13511 (KJC) (Bankr. D. Del.) (official equity committee); *In re USG Corp.*, Case No. 01-02094 (KG) (Bankr. D. Del.) (official equity committee). The Equity Committee believes that Morris Nichols's attorneys are well qualified and able to assist Glenn Agre in representing the Equity Committee in these Cases.

14. The Equity Committee seeks to retain Morris Nichols *nunc pro tunc* to February 2, 2021, the date on which the Equity Committee requested Morris Nichols to begin its work as proposed efficiency counsel to the Equity Committee.

15. Additional facts to support this Application are set forth in the Dehney Declaration and the Williams Declaration.

SERVICES TO BE PROVIDED BY MORRIS NICHOLS

16. To specifically disclose the division of labor and to avoid unnecessary duplication of services, subject to the Court's approval of the Application, Morris Nichols and Glenn Agre have held organizational meetings to discuss the appropriate scope of services of both firms and have developed a working plan to ensure that there is no duplication of services rendered on behalf of the Equity Committee.

17. The Equity Committee believes that Morris Nichols's services are necessary to enable it to execute faithfully its statutory duties. This is a complex case which is why, in part, the Equity Committee desires to retain Morris Nichols to assist Glenn Agre. Subject to further order of this Court, the Equity Committee anticipates that Morris Nichols may render the following discrete services in these Chapter 11 Cases:

- a) assist Glenn Agre with certain matters pertaining to litigation before the Court, including review of documents produced in discovery;
- b) assist Glenn Agre with drafting applications, motions, objections, and replies to be filed with the Court by the Equity Committee;
- c) provide legal advice and assistance to Glenn Agre and the Equity Committee regarding specialized issues of Delaware law and Delaware corporate law; and
- d) assist Glenn Agre in connection with certain matters relating to the formulation and drafting of a stand-alone Chapter 11 plan and related disclosure statement proposed by the Equity Committee.

The services described in this paragraph are designed to limit unnecessary duplication of services with Glenn Agre and the Equity Committee's other professionals. To the extent that Morris Nichols is assigned by the Equity Committee, in consultation with Glenn Agre, to perform additional services requested by the Equity Committee that may be necessary and proper in these Chapter 11 Cases and that differ materially from the above-described services, Morris Nichols will file a supplemental declaration in accordance with Bankruptcy Rule 2014 disclosing both the

nature of its expanded employment and the reasons supporting its additional duties and responsibilities.

18. The Court has already appointed Kasowitz as counsel for the Equity Committee in these Chapter 11 Cases. By separate application, the Equity Committee will request that the Court approve the retention of Glenn Agre as counsel for the Equity Committee, replacing Kasowitz in that role. Morris Nichols will work with all other counsel to the Equity Committee to avoid duplicative efforts and to represent the Equity Committee in an efficient and cost-effective manner.

19. Subject to this Court's approval of the Application, Morris Nichols is willing to serve as the Equity Committee's efficiency counsel and to perform the services described above.

BANKRUPTCY RULE 2014 DISCLOSURES AND DISINTERESTEDNESS

20. To the best of the Equity Committee's knowledge, information, and belief, and except as set forth herein and in the Dehney Declaration, none of Morris Nichols's partners, counsel, or associates hold or represent any interest adverse to the Debtors' estates or their creditors, and Morris Nichols is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code. Upon information and belief, Morris Nichols does not represent or hold an interest adverse to the interests of the Debtors' estates.

21. Except as set forth in the Dehney Declaration, Morris Nichols does not represent, and has not represented, any entity in matters related to these Cases.

22. Additionally, Morris Nichols may represent or may have represented certain parties with interests in the Debtors' cases on matters unrelated to their Chapter 11 Cases. As set forth in the Dehney Declaration, Morris Nichols has conducted, and continues to conduct, research

into its relations with the Debtors, their substantial creditors, their equity interest holders and other parties in interest for these Cases. As part of this inquiry, Morris Nichols obtained from the Debtors the names of individuals or entities that may be parties in interest in these Chapter 11 Cases (the “Potential Parties in Interest” and attached to the Dehney Declaration as Schedule 1). Morris Nichols then entered the names of the Potential Parties in Interest into a computer database containing the names of all clients and conflict information concerning the clients of Morris Nichols. This inquiry revealed that certain of the Potential Parties in Interest or entities affiliated with and/or related to certain Potential Parties in Interest (collectively, the “Client Match Entities”), are current (collectively, the “Current Client Match Entities”) or former (collectively, the “Former Client Match Entities”) Morris Nichols clients. The list of Current Client Match Entities is listed on Schedule 2 attached to the Dehney Declaration and the list of Former Client Match Entities is listed on Schedule 3 attached to the Dehney Declaration. Through the information generated from the above-mentioned computer inquiry, and through follow-up inquiries with Morris Nichols attorneys responsible for certain clients listed as Client Match Entities, Morris Nichols determined that the representation of the Client Match Entities concerned matters unrelated to these Chapter 11 Cases, except to the extent otherwise indicated in the Dehney Declaration. Although Morris Nichols values all its clients, none of the Client Match Entities represent significant financial revenues for Morris Nichols.

23. While Morris Nichols has undertaken, and continues to undertake, efforts to identify connections with the Debtors and other parties in interest, it is possible that connections with some parties in interest have not yet been identified. Should Morris Nichols discover additional connections of the nature described above, Morris Nichols will promptly supplement the disclosures in the Dehney Declaration.

PROFESSIONAL COMPENSATION

24. The Equity Committee seeks approval of Morris Nichols's retention pursuant to sections 328(a) and 1103 of the Bankruptcy Code. Section 328(a) of the Bankruptcy Code makes clear that a committee may retain, subject to bankruptcy court approval, a professional on a fee basis such as the fee structure proposed by the Equity Committee herein. Accordingly, section 328(a) permits the compensation of professionals, including attorneys and investment bankers, on flexible terms that reflect the nature of their services and prevailing market conditions for those services.

25. Morris Nichols's requested compensation for professional services rendered to the Equity Committee will be based upon the hours actually expended by each assigned professional at each professional's hourly billing rate. Subject to Court approval in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the orders of this Court, the Equity Committee proposes to compensate Morris Nichols for professional services rendered at its normal and customary hourly rates, plus reimbursement of actual, necessary expenses incurred by Morris Nichols on the Equity Committee's behalf.

26. Morris Nichols's current hourly rates range between \$495 per hour for the most junior associate to \$1,275 per hour for the most senior partner. The following chart is representative of Morris Nichols's current hourly rates for work of this nature:

Partners	\$725–\$1,275
Associates and Special Counsel	\$495–\$795
Law Clerk / Certified Limited Practice Licensee	\$455
Paraprofessionals	\$295–\$345
Case Clerks	\$185

These hourly rates are subject to periodic adjustments to reflect economic and other conditions, including reasonable annual increases in Morris Nichols's hourly rates in accordance with its ordinary course of business.

27. The average hourly rate for all attorneys and paraprofessionals at Morris Nichols who have spent time working on matters relating to these Chapter 11 Cases on behalf of the Equity Committee is approximately \$626.52 per hour. Morris Nichols's average hourly rate is lower than the average hourly rate for the Glenn Agre attorneys working on matters relating to these Chapter 11 Cases on behalf of the Equity Committee, which Morris Nichols understands is approximately \$900 per hour. Morris Nichols will continue to assign matters relating to these Chapter 11 Cases to its attorneys and paraprofessionals in a way that ensures that Morris Nichols's average hourly billing rate remains below that of Glenn Agre throughout the Chapter 11 Cases.

28. Morris Nichols will also seek reimbursement for necessary expenses incurred, which shall include travel, photocopying, delivery service, postage, vendor charges, and other out-of-pocket expenses incurred in providing professional services.

29. Morris Nichols intends to apply to the Court for the allowance of compensation for professional services rendered and reimbursement of expenses incurred in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

30. Nichols also intends to make every reasonable effort to comply with the U.S. Trustee's requests for additional information and 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 U.S. Trustee Guidelines"), in connection with this Application and subsequent applications for compensation and reimbursement of expenses in these Cases.

31. The following is provided in response to the request for additional information set forth in Part D.1 of the Revised U.S. Trustee Guidelines:

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 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: Morris Nichols did not represent the Equity Committee before being selected as its counsel on February 2, 2021, nor did Morris Nichols represent any member or members of the Equity Committee.

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

Response: Morris Nichols, 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, Morris Nichols 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.

NUNC PRO TUNC RETENTION

32. The Equity Committee requests approval of the employment of Morris Nichols *nunc pro tunc* to February 2, 2021. Such relief is warranted by the extraordinary circumstances presented by these Cases. The complexity, intense activity, and speed that have characterized these Cases have necessitated that Morris Nichols, the Equity Committee's other professionals, and the Equity Committee focus immediate attention on time-sensitive matters and

promptly devote substantial resources to the affairs of the Equity Committee pending submission and approval of this Application.

NOTICE

33. Notice of this Application shall be provided to: (a) the Debtors; (b) the Official Committee of Unsecured Creditors; (c) the Office of the United States Trustee for the Southern District of New York; (d) counsel to Citibank, N.A., as administrative agent under the DIP credit facility, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attn: Ray C. Schrock, P.C. (ray.schrock@weil.com) and Candace M. Arthur, Esq. (candace.arthur@weil.com); (e) counsel to JPMorgan Chase Bank, N.A., as administrative agent under the Debtors' prepetition credit facility, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038, Attn: Kristopher M. Hansen (khansen@stroock.com), Jonathan D. Canfield (jcanfield@stroock.com), Joanne Lau (jlau@stroock.com) and Alexander A. Fraser (afraser@stroock.com); (f) 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); (g) 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); (h) 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); (i) the parties identified on the Debtors' consolidated list of 30 largest unsecured creditors; (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. The Equity Committee submits that, in light of the nature of the relief requested, no other or further notice need be provided.

NO PRIOR REQUEST

34. No prior request for the relief sought in this Application has been made to this or any court.

WHEREFORE the Equity Committee respectfully requests entry of an order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: March 2, 2021
New York, New York

THE OFFICIAL COMMITTEE OF GARRETT
MOTION INC. EQUITY SECURITY HOLDERS

/s/ Gregory S. Williams

Gregory S. Williams
Member of Official Committee of Equity
Securities Holders of Garrett Motion Inc.
Chairperson Mountaineer Mater Fund, Ltd.

EXHIBIT A

Dehney Declaration

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

In re:

GARRETT MOTION INC., *et al.*,²

Debtors.

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

**DECLARATION OF ROBERT J. DEHNEY IN SUPPORT OF THE APPLICATION
OF THE OFFICIAL COMMITTEE OF EQUITY SECURITIES HOLDERS OF
GARRETT MOTION INC. FOR ENTRY OF AN ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF MORRIS, NICHOLS, ARSHT & TUNNELL
LLP AS EFFICIENCY COUNSEL *NUNC PRO TUNC* TO FEBRUARY 2, 2021**

I, Robert J. Dehney, hereby declare under penalty of perjury:

1. I am a partner of Morris, Nichols, Arsht & Tunnell LLP (“Morris Nichols”),³ which maintains an office for the practice of law at 1201 North Market Street, Wilmington, Delaware 19801. I am an attorney at law, duly admitted and in good standing to practice in the states of Delaware, Connecticut, New York, and Pennsylvania, as well as in the United States District Court for the District of Delaware and the United States Court of Appeals for the Third Circuit.

2. I submit this declaration (the “Declaration”) in connection with the application (the “Application”) of the Official Committee of Equity Securities Holders (the “Equity Committee”) of Garrett Motion Inc. (“GMI”) and its affiliated debtors and debtors-in-possession (each, a “Debtor” and collectively, the “Debtors”), to retain and employ Morris Nichols as efficiency counsel

² 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.kccellc.net/garrettmotion>. The Debtors’ corporate headquarters is located at La Pièce 16, Rolle, Switzerland.

³ Capitalized terms not defined herein are defined in the Application.

to the Equity Committee *nunc pro tunc* to February 2, 2021, and to provide certain disclosures under sections 328 and 1103 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

3. Except as otherwise indicated, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently hereto.⁴

Morris Nichols’s Experience

4. Morris Nichols’s attorneys have specialized knowledge and experience in bankruptcy, reorganization and restructuring, corporate litigation, corporate governance, and other areas that are or may be relevant to these Chapter 11 Cases.

5. This knowledge and expertise include that obtained from Morris Nichols’s representation of equity and other statutory committees in large and complete bankruptcy cases, such as the following: *In re TZEW Holdco LLC*, Case No. 20-10910 (CSS) (Bankr. D. Del. (official creditors committee)); *In re Elk Petroleum, Inc.*, Case No. 19-11157 (LSS) (Bankr. D. Del.) (official equity committee); *In re EdgeMarc Energy Holdings, LLC*, Case No. 19-11104 (JTD) (Bankr. D. Del. (official creditors committee)); *In re CSH Winddown, Inc., f/k/a Color Spot Holdings, Inc.*, Case No. 18-11272 (LSS) (Bankr. D. Del.) (official creditors committee); *In re Suniva Inc.*, Case No. 17-10837 (KG) (Bankr. D. Del.) (official creditors committee); *In re Abeinsa Holding Inc.*, 16-10790 (LSS) (Bankr. D. Del.) (official creditors committee); *In re Boomerang Tube LLC*, Case No. 15-11247 (MFW) (Bankr. D. Del.) (official creditors committee); *In re Baxano Surgical Inc.*, Case No. 14-12545 (CSS) (Bankr. D. Del.) (official creditors committee);

⁴ Certain of the disclosures herein relate to matters within the knowledge of other attorneys at Morris Nichols and are based on information provided by them.

In re Velti Inc., Case No. 13-12878 (LSS) (Bankr. D. Del.) (official creditors committee); *In re Exide Technologies*, Case No. 13-11482 (MFW) (Bankr. D. Del.) (official creditors committee); *In re Filene's Basement LLC*, Case No. 11-13511 (KJC) (Bankr. D. Del.) (official equity committee); *In re USG Corp.*, Case No. 01-02094 (KG) (Bankr. D. Del.) (official equity committee).

Services to Be Provided

6. To specifically disclose the division of labor and to avoid unnecessary duplication of services, subject to the Court's approval of the Application, Morris Nichols and Glenn Agre have held organizational meetings to discuss the appropriate scope of services of both firms and have developed a working plan to ensure that there is no duplication of services rendered on behalf of the Equity Committee.

7. In connection with these Chapter 11 Cases, the Equity Committee has requested this Court's authorization to retain Morris Nichols as efficiency counsel for the Equity Committee to provide the Equity Committee with certain discrete services, including, but not limited to, the following:

- a) assist Glenn Agre with certain matters pertaining to litigation before the Court, including review of documents produced in discovery;
- b) assist Glenn Agre with drafting applications, motions, objections, and replies to be filed with the Court by the Equity Committee;
- c) provide legal advice and assistance to Glenn Agre and the Equity Committee regarding specialized issues of Delaware law and Delaware corporate law; and
- d) assist Glenn Agre in connection with certain matters relating to the formulation and drafting of a stand-alone Chapter 11 plan and related disclosure statement proposed by the Equity Committee.

The services described in this paragraph are designed to limit unnecessary duplication of services with Glenn Agre and the Equity Committee's other professionals. To the extent that Morris

Nichols is assigned by the Equity Committee, in consultation with Glenn Agre, to perform additional services requested by the Equity Committee that may be necessary and proper in these Chapter 11 Cases and that differ materially from the above-described services, Morris Nichols will file a supplemental declaration in accordance with Bankruptcy Rule 2014 disclosing both the nature of its expanded employment and the reasons supporting its additional duties and responsibilities.

Professional Compensation

8. Subject to Court approval in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, and the orders and Local Rules of this Court, the Equity Committee proposes to pay Morris Nichols its customary hourly rates in effect from time to time as set forth herein, plus reimbursement of actual, necessary expenses incurred by Morris Nichols on the Equity Committee's behalf.

9. Morris Nichols's hourly rates are set at a level designed to fairly compensate the firm for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. Morris Nichols's current hourly rates range between \$495 per hour for the most junior associate to \$1,275 per hour for the most senior partner. The following chart is representative of Morris Nichols's current hourly rates for work of this nature:

Partners	\$725–\$1,275
Associates and Special Counsel	\$495–\$795
Law Clerk / Certified Limited Practice Licensee	\$455
Paraprofessionals	\$295–\$345
Case Clerks	\$185

10. The average hourly rate for all attorneys and paraprofessionals at Morris Nichols who have spent time working on matters relating to these Chapter 11 Cases on behalf of the Equity Committee is approximately \$626.52 per hour. Morris Nichols's average hourly rate is lower than the average hourly rate for the Glenn Agre attorneys working on matters relating to

these Chapter 11 Cases on behalf of the Equity Committee, which Morris Nichols understands is approximately \$900 per hour. Morris Nichols will continue to assign matters relating to these Chapter 11 Cases to its attorneys and paraprofessionals in a way that ensures that Morris Nichols's average hourly billing rate remains below that of Glenn Agre throughout the Chapter 11 Cases.

11. In addition to the hourly rates set forth above, Morris Nichols customarily charges its clients for all reimbursable expenses incurred, including photocopying charges, facsimile transmissions, messengers, courier mail, overtime meals, overtime and late night transportation, travel, lodging, meal charges for business meetings, postage, printing, transcripts, filing fees, computer research, and similar items. Morris Nichols will seek to be reimbursed, subject to the Court's approval, for all actual out-of-pocket expenses incurred by Morris Nichols on the Equity Committee's behalf.

12. Morris Nichols will comply with all of the requirements of this Court and of the Bankruptcy Code and Bankruptcy Rules with respect to fee and expense applications of professionals employed by bankruptcy estates.

13. To the extent the Equity Committee seeks to retain additional professionals to represent the Equity Committee in any matters relating to these Chapter 11 Cases, Morris Nichols will make all reasonable efforts not to duplicate the services rendered by these professionals.

14. Neither I, Morris Nichols, nor any partner, counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their significant secured and unsecured creditors, or any other parties in interest or their respective attorneys or accountants, other than as described in this Declaration.

15. No promises have been received by Morris Nichols, any partner, any attorney who is “of counsel” to Morris Nichols, or any associate of Morris Nichols, as to compensation in connection with these Chapter 11 Cases, other than in accordance with the provisions of the Bankruptcy Code. Morris Nichols has also advised the Equity Committee that neither Morris Nichols, nor any partner of Morris Nichols, any attorney who is “of counsel” to Morris Nichols, or any associate of Morris Nichols, has any agreement with any other entity to share with such entity any compensation received by Morris Nichols in connection with these Cases.

Disinterestedness and Disclosure of Connections

16. Morris Nichols has conducted, and continues to conduct, research into its relations with the Debtors, their creditors, their equity interest holders, and other parties interested in these Cases. As part of this inquiry, Morris Nichols obtained from the Debtors the names of individuals or entities that may be parties in interest in these Chapter 11 Cases (the “Potential Parties in Interest”), annexed hereto as **Schedule 1**. Morris Nichols then entered the names of Potential Parties in Interest into a computer database containing the names of all clients and conflict information concerning the clients of Morris Nichols. This inquiry revealed that certain of the Potential Parties in Interest or entities affiliated with and/or related to certain Potential Parties of Interest (collectively, the “Client Match Entities”), are current (collectively, the “Current Client Match Entities”) or former (collectively, the “Former Client Match Entities”) Morris Nichols clients.⁵ Through the information generated from the above-mentioned computer inquiry, and through follow-up inquiries with Morris Nichols’s attorneys responsible for certain clients

⁵ To the extent that a Client Match Entity disclosed in either **Schedule 2** or **Schedule 3** is not an “affiliate” (as such term is defined in section 101(2) of the Bankruptcy Code) of and/or is not related to a Potential Party in Interest, such Client Match Entity shall not be construed as an affiliate of and/or an entity related to such Potential Party in Interest and Morris Nichols reserves all rights with respect thereto.

listed on the Client Match Entities, Morris Nichols determined that the representation of the Client Match Entities concerned matters unrelated to these Chapter 11 Cases. In particular, to the best of my knowledge, information, and belief, (a) Morris Nichols currently serves as counsel to either the entities, or affiliates of the entities, identified on the schedule annexed hereto as **Schedule 2**, the Current Client Match Entities, on matters unrelated to these Cases; and (b) Morris Nichols formerly represented either the entities, or affiliates of the entities, identified on the schedule annexed hereto as **Schedule 3**, the Former Client Match Entities, on matters unrelated to these Cases since February 5, 2018. Morris Nichols's computer database covers a period of time prior to February 5, 2018; however, as a matter of practice, Morris Nichols has not listed on **Schedule 3** former clients for such prior period (consistent with a disinterestedness timeframe of two to three years). Although Morris Nichols values all its clients, none of the Client Match Entities represent significant financial revenues for Morris Nichols.

17. The status of entities identified as Potential Parties in Interest by the Debtors may have changed or could change during the pendency of the Chapter 11 Cases without Morris Nichols's knowledge. Morris Nichols will periodically review its files during the pendency of these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new or relevant facts or relationships are discovered or arise, Morris Nichols will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

Specific Disclosures

18. To the best of my knowledge and information, none of the individuals or entities listed on **Schedule 2** as Current Client Match Entities, including, but not limited to,

Honeywell International Inc.,⁶ are clients or affiliates of clients that represent more than 1% of Morris Nichols's annual revenues over the past twelve months or twenty-four months. Morris Nichols has not represented, does not represent, and will not represent any Current Client Match Entities in any matter related to these Chapter 11 Cases.

19. Insofar as I have been able to ascertain, Morris Nichols and its partners, associates and counsel do not have any material connection with the Debtors, their significant creditors, their equity interest holders, or any other parties in interest, or any of their respective attorneys or accountants, other than as described in this Declaration.

20. Due to the size and diversity of Morris Nichols's practice, Morris Nichols may have represented or otherwise dealt with or may now be representing or otherwise dealing with certain entities or persons (and their attorneys or accountants or both) who are or may consider themselves to be creditors or parties interested in these Cases. However, Morris Nichols is not representing and will not represent any entity other than the Equity Committee in connection with these Chapter 11 Cases.

21. In addition, Morris Nichols is engaged or has been engaged in a number of matters in which attorneys and other professionals representing various parties in interest in these Cases are also involved; in a number of cases, Morris Nichols and those professionals represent or have represented the same clients. Moreover, due to the nature and size of its practice, Morris Nichols has or has had relationships as Delaware counsel, co-counsel, or referring counsel with many major law firms in most, if not all, major cities in the United States, which includes law firms representing creditors or other parties in interest in these Cases; all such relationships are on

⁶ Morris Nichols represents Honeywell International, Inc. in matters wholly unrelated to the Chapter 11 Cases. Morris Nichols represents Honeywell International, Inc. in insurance matters, including the issuance of corporate guarantees.

matters unrelated to these Cases. Morris Nichols is also a member of certain lawyer associations and networks, including the Terralex network and ALAS, a mutual insurance company owned by law firms, which may include law firms representing creditors or other parties in interest in these Cases. Furthermore, Morris Nichols, as part of its practice, has and continues to represent agents, trustees, and similar entities in bankruptcy cases in which participants in the related facilities may be or believe they are creditors or other parties in interest in the above-captioned bankruptcy cases; Morris Nichols does not represent these parties and they are not generally part of Morris Nichols's conflict system.

22. In addition, Delaware Corporation Organizers, Inc., which provides no legal services, is a wholly-owned subsidiary of Morris Nichols, and serves as registered agent for certain Delaware corporations (for which services no attorney-client relationship exists), performs various non-legal corporate services, and may serve as registered agent and/or performed other non-legal corporate services for parties who are connected to these Chapter 11 Cases.

23. Except as set forth herein, Morris Nichols does not represent, and has not represented, any entity in matters related to these Cases.

24. Other than set forth herein, Morris Nichols is not a creditor of the Debtors, an equity holder of the Debtors, or an insider of the Debtors. For so long as it represents the Equity Committee, Morris Nichols will not represent any entity other than the Equity Committee in connection with these Cases.

25. I, Morris Nichols, nor any partner, counsel, or associate thereof, represents any interest adverse to the Equity Committee, the Debtors, or their estates in the matters upon which we are proposed to be engaged.

Statement Regarding U.S. Trustee Guidelines

26. Morris Nichols intends to make every reasonable effort to comply with the U.S. Trustee's requests for additional information and 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 U.S. Trustee Guidelines"), in connection with this Application and subsequent applications for compensation and reimbursement of expenses in these Cases.

27. The following is provided in response to the request for additional information set forth in Part D.1 of the Revised U.S. Trustee Guidelines:

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 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: Morris Nichols did not represent the Equity Committee before being selected as its counsel on February 2, 2021, nor did Morris Nichols represent any member or members of the Equity Committee.

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

Response: Morris Nichols, 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, Morris Nichols 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.

Coordination with Other Professionals of the Equity Committee

28. Should the Equity Committee submit applications to retain other professionals and advisors, Morris Nichols intends to carefully monitor and coordinate efforts with such professionals throughout these Chapter 11 Cases and will clearly delineate its respective duties so as to prevent duplication of effort whenever possible.

Affirmative Statement of Disinterestedness

29. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) I believe that Morris Nichols is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by sections 328 and 1103 of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors, their estates, their creditors, or the Equity Committee and the members thereof, and (b) Morris Nichols has no connection to the Debtors, their estates, their creditors, the Equity Committee and the members thereof, or other parties-in-interest except as disclosed herein.

30. The proposed employment of Morris Nichols is not prohibited by or improper under Bankruptcy Rule 5002. Except as disclosed herein, I am not related, and to the best of my knowledge, no attorney at the firm is related, to any United States Bankruptcy Judge or District Court Judge for the Southern District of New York or to the United States Trustee for such district or any employee in the office thereof.

31. By reason of the foregoing, I believe that Morris Nichols is eligible for employment and retention by the Equity Committee pursuant to section 1103 of the Bankruptcy Code and the applicable Bankruptcy Rules and Local Rules.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed on March 2, 2021
Wilmington, Delaware

/s/ Robert J. Dehney

Robert J. Dehney

SCHEDULE 1

Potential Parties in Interest

Debtor Entities

BRH LLC
Calvari Limited
Friction Materials LLC
Garrett ASASCO Inc.
Garrett Borrowing LLC
Garrett Holding Company Sàrl
Garrett LX I S.à r.l.
Garrett LX II S.à r.l.
Garrett LX III S.à 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 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 México, Sociedad Anónima de Capital Variable
Garrett Motion Romania S.R.L.
Garrett Motion Sàrl
Garrett Motion Slovakia s.r.o.
Garrett Motion Switzerland Holdings Sàrl
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. Türkiye İrtibat Bürosu [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

Citibank, N.A.
Deutsche Bank Luxembourg S.A.
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

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.
Türk Ekonomi Bankas
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 für 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
Palmer's 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

Alberto Aguilar
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
Damien Schuind
Daniel Deiro
Enrique Vazquez Gorostiza
Eric Fraysse
Fabrice Spenninck
Fernando Marafon
Hong Dai
Jacqueline W. Katzel
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
Milind Mukund Godbole
Neal Goldman
Olivier Rabiller
Ovidiu Mazilu
Paola Casciola
Patrick MacNamara
Paul Carlsson
Peter Bracke
Piero Gennari
Pierre Ernest Barthelet
Rebecca Conway
Richard Hogan
Russell James
Samuel Cochon
Samuel Zajarias
Scott Tozier
Sean Deason
Sean Reagan
Su Ping Lu
Susan L. Main
Thierry Mabru

Yasuhiro Kinoshita

Non-D&O Employees in U.S.

Aileen McDowall
Chris Hales
Christophe Carli
Christophe Mathy
Christopher Burdeu
Claire Fauquette
Cody Taylor
Dominique Bartlomiejczyk
Fabio Ferrante
Jean Phillippe Schmitt
Jean-Phillippe Bedu
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

Major Equity Holders and Interested Parties

Attestor Value Master Fund LP
Centerbridge
Cyrus Capital Partners, L.P.
FIN Capital Partners LP
Gabelli Funds
Hawk Ridge Master Fund, LP
IngleSea Capital
Keyframe Capital Partners, L.P.
Newtyn Management LLC
Oaktree
Owl Creek Credit Opportunities
The Baupost Group, L.L.C.
Warlander Asset Management, LP
Whitebox Multi-Strategy Partners, L.P.

Major Equity Holder, Interested Party, and Equity Committee Member

S Muoio & Co

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 MANAGEMENT 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 GLOBAL MKT STRATEGIES
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
DIAMETER CAP PARTS LP
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
INVESCO SR SECURED MGMT INC
INVESTCORP CREDIT MGMT US LLC
JOCASSEE - JOCASSEE PARTNERS
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
NATIXIS INV MANAGERS INTL SA
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.
PENTA CLO 7 DAC
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
AIG Europe S.A.
AIG SEGUROS MEXICO SA DE CV
Allianz Engineering Inspection Services Ltd
Allianz Global Corporate & Specialty SE
Allianz Insurance plc
Allianz Suisse Versicherungs
Allied World Assurance Company AG
American International Group UK Limited
Aspen Syndicate 4711
Aviva Group
AXA France IARD
Beazley Syndicate 2623 / 623
Chubb European Group Limited
Chubb Seguros México, S.A.
Chubb Underwriting Agencies Ltd (Syndicate 2488)
Etablissement Cantonal d'Assurance (ECA)
Everest Re Group
First Liberty Insurance Corp
Great Lakes Insurance SE (Munich Re)

Hiscox (Syndicate 0033 HIS)
HSB Engineering Insurance Limited
Liberty Insurance Corp
Liberty Mutual Insurance
MARSH & MCLENNAN INSURANCE AGENCY LUS
Marsh Alpha (Lloyds Syndicates 0033HIS, 1919CVS, 1221NAV & 1967WRB)
Marsh GmbH
Marsh Ireland Brokers Limited
MARSH JAPAN
Marsh Ltd
MARSH LTD UK GB
Navigators Insurance Co
Pool Re
QBE Europe SA/NV
QBE European Operations plc.
Sompo International
Starr Indemnity & Liability Company
Talbot Underwriting Ltd
The Chaucer Group (Lloyds of London)
The First Liberty Insurance
The Hartford Insurance
W. R. Berkley Corporation
XL Insurance Company SE
Zurich Beteiligungs-AG
Zurich Engineering
Zurich Insurance Company Ltd
Zürich Versicherungs-Gesellschaft AG

Other Interested Parties

Advent International
American Industrial Partners
Apollo Global Management
BC Partners
Carlyle Beratungs GmbH
Clayton, Dubilier & Rice
FountainVest
Onex
Pamplona
Platinum Equity
THE CARLYLE GROUP
The Renco Group
Towerbrook

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.à.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

Administración Desconcentrada de Auditoría de Comercio Exterior del Pacífico Norte, con Sede en Baja California, de la Administración General de Auditoría de Comercio Exterior del Servicio de Administración 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.
Maître Anne-Marie Aufrère

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.)
AmTrust Financial Services
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)
Cavendish Asset Mgmt.
Chenavari Credit Partners, LLP
Credit Agricole
Credit Suisse Asset Mgmt.
Danske Bank
DBX Advisors, LLC
Deka Investment GmbH
Dekabank
Deutsche Bank
deVere Group
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 Des Professionnels
Financière Meeschaert
Formuepleje A/S
Generali Insurance Asset Management SGR S.p.A.
GoldenTree Asset Management, L.P. (U.S.)
Goldman Sachs
Groupama Asset Management S.A.
Gudme Raaschou Asset Mgmt.
Guggenheim
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
Leader Invest
Lord, Abbett & Co., LLC (Asset Management)
M&G Investment Management Ltd
Manulife Asset Management (Europe), LTD
Massachusetts Mutual Life Insurance
MEAG Munich Ergo Asset Management GmbH
Mediolanum Asset Management, LTD
Mediolanum International Funds
Montagu Private Equity
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
PGIM / Prudential
PineBridge Investments Europe, LTD
PPM America
Pramerica SGR S.p.A.
Robeco Institutional Asset Management BV
Russell Investment Management, LLC
Sabadell Bank
Schroder Investment Management North America, Inc.
SCOR SE
Security KAG
SEI
Spaengler IQAM Invest
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
The Government of Sweden
Tikehau Capital Europe
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
Comune di Atezza
Garrett Motion Ireland Defined Benefit Plan
Regione Abruzzo Dipartimento Opere Pubbliche, Governo del Territorio e Politiche Ambientali
Servizio Tecnico Ambiente, Provincia di Chieti
Tennessee Department of Environment and Conservation

Professionals

9 St John Street Barristers
A and L Goodbody
ABRAMS & BAYLISS LLP
AlixPartners LLP
ANDERSEN TAX, LLC
Arendt & Medernach SA
Arendt Services SA
Arnold & Porter Kaye Scholer LLP
Axiom Global Inc.
Baham Ringe & Correa
BAKER & MCKENZIE - CIS, LIMITED
Baker & McKenzie Abogados, S.C.
BAKER AND MCKENZIE ZURICH
Barzano & Zanardo Roma S.p.A
Beijing Chang Tsi & Partners
Bener
BHOOPALAM CHANDRASHEKHARAI AH PRABHA
Bird & Bird AARPI
Bird and Bird LLP
Bird&Bird Advokat KB
BMG AVOCATS
Boult Wade Tennant LLP
Broadridge Investor Communications
Brown Rudnick LLP
Brunner et Associates SA
Butzel & Long
CARMODY AND TORRANCE
CMS CAMERON MCKENNA SCA
CMS HASCHE SIGLE
CMS von Erlach Poncet SA
ConwayMCColl Solicitors Limited
CORNERSTONE RESEARCH INC.
CREEL, GARCIA-CUELLAR, AIZA Y ENRIQUEZ
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 SERVIÇOS
Ford Harrison
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 & Co. LLC
Morgan Stanley Smith Barney LLC
Nestor Nestor Diculescu Kingston Peterson
Nitschneider & Partners
Pangrle Patent Brand and Design Law
Perella Weinberg Partners LP
PHILLIPS ADR ENTERPRISES PC
PPR & Partners
Price Water House & Co Bangalore LL
PRICEWATERHOUSE COOPERS S.C.
PricewaterhouseCoopers AG
PRICEWATERHOUSECOOPERS CONTADORES
PricewaterhouseCoopers LLP
PRICEWATERHOUSECOOPERS PRIVATE
PricewaterhouseCoopers Private Limited
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
Randl Partners
Remfry & Sagar
ROXIN RECHTSANWAELTE LLP
Schofield Sweeney LLP
Schulte Roth & Zabel LLP
SCP FLICHY GRANGE AVOCATS
Seager Tufte and Wickhem LLP
Serban & Associates
Sheppard Mullin Richter Hampton LLP
Signature Litigation AARPI
SIMMONS AND SIMMONS LLP
Simpson Thacher & Bartlett LLP
Sullivan & Cromwell LLP
The Law Office of John A Griecci
THOMPSON HINE LLP
TLG - THE LEGAL GROUP ADVOCATES
TOWERS WATSON CONSULTORES SA DE CV
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 OVERSIGHTBOARD 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 TELECOMUNICAÇÕES E ELETRÔNICA
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 BÁSICO 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 Atessa
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 România 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 Česká 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 ANÁLISE
PROMOBEIS DE MEXICALI, A.C.
RADIOMOVIL DIPSA SA DE CV
Radiomovil Dipsa SA de CV Payment
RAI Abbonamenti Speciali Torino
RELIANCE JIO 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 Ziyan 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

SK Telecom Co., Ltd.

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 Limited

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 Asamblare 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 LiangJi
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

Morris Nichols currently serves as counsel to the Potential Parties in Interest identified below on matters unrelated to these Cases.

Advent International Corp.
Amazon.com, Inc.
Apollo Hamlet Holdings, LLC
Ares Management Corporation
AT&T Mobility, LLC
Attestor Limited
Barclays Bank HFLF
Barings Real Estate Debt Income Fund LP
BlackRock Credit Allocation Income Trust
BNP Paribas Hong Kong Branch
Citigroup, Inc.
Clayton Dubilier and Rice LLC
Credit Suisse Asset Management, LLC
Davis Polk & Wardell LLP
Deutsche Bank Trust Company Delaware
Ford Motor Company
General Motors Co.
GoldenTree Credit Opportunities L.P.
Goldman Sachs Asset Management, L.P.
Guggenheim Energy Opportunities Fund, LP
Hitachi Limited
Honeywell International Inc.
Invesco Ltd.
JPM Foundation
KPS Capital Partners
Microsoft Corporation
Mitsubishi Corporation
Oath, Inc./Verizon, Inc.
PriceWaterhouseCoopers, L.P.
Prudential Mutual
Schulte Roth & Zable LLP
Simpson Thatcher & Bartlett LLP
Sony Music Entertainment
Sprint Holdings III L.P.
Thompson Hine L.L.P.
TPG Parallel III, L.P.
U.S. Bancorp
UnitedHealth Group Inc.

SCHEDULE 3

During the past three years, Morris Nichols formerly represented the Potential Parties in Interest identified below on matters unrelated to these Cases.

AIG Investment Management (U.S.), L.L.C.
Alexander Greene
AllianceBernstein Multi-Manager Hedge Fund
Allianz Variable Insurance Products Trust
AmTrust
Angelo Gordon & Company
Axiom Global, Inc.
Bank of America Merchant Services
Bendix Commercial Vehicle Systems LLC
BlueMountain Capital Management LLC
Carlyle Global Partners
Chubb
Credit Agricole Corporate and Investment Bank
Danske Bank
Deccan Value Investors Fund L.P.
Deloitte IPCO LLC
Dentons US LLP
Ernst & Young, Inc.
Foreign Representative of Toshiba Samsung Storage Technology (Samsung)
FTI Consulting
Honda of America Mfg., Inc.
Intermediate Capital Group, Inc.
M&G International Investments Ltd.
NTT Venture Capital
Oaktree Specialty Lending Corporation
Perella Weinberg Partners Capital Management LP
Santander Consumer USA, Inc.
Schneider Electric USA, Inc.
Singapore Telecommunications Limited
SIRVA Worldwide, Inc.
Sumitomo Mitsui Banking Corporation
The Baupost Group LLC
Towers Watson
UBS Asset Management (Americas) Inc.
Volkswagen AG

EXHIBIT B

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 GRANTING THE APPLICATION OF THE OFFICIAL COMMITTEE OF
EQUITY SECURITIES HOLDERS OF GARRETT MOTION INC. FOR ENTRY
OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
MORRIS, NICHOLS, ARSHT & TUNNELL LLP AS EFFICIENCY COUNSEL
NUNC PRO TUNC TO FEBRUARY 2, 2021**

Upon the application (the “Application”)² of the Official Committee of Equity Securities Holders (the “Equity Committee”) of Garrett Motion Inc. (“GMI”) and its affiliated debtors and debtors-in-possession (each, a “Debtor” and collectively, the “Debtors”), for entry of an order authorizing the retention and employment of Morris, Nichols, Arsht & Tunnell LLP (“Morris Nichols”) as efficiency counsel to the Equity Committee, *nunc pro tunc* to February 2, 2021, pursuant to sections 328(a), 330, 1102(a), and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Bankruptcy Rules, and Rule 2014-1 of the Local Rules; and upon the *Declaration of Robert J. Dehney in Support of the Application of the Official Committee of Equity Securities Holders of Garrett Motion Inc. for Entry of an Order Authorizing the Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as Efficiency Counsel Nunc Pro Tunc to February 2, 2021* (the “Dehney Declaration”), attached as Exhibit A to

¹ The last four digits of Garrett Motion Inc.’s tax identification number are 3189. Due to the large number of debtor entities in these Chapter 11 Cases, which are being jointly administered, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ 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 defined herein are defined in the Application.

the Application; and upon the *Declaration of Gregory S. Williams in Support of the Application of the Official Committee of Equity Securities Holders of Garrett Motion Inc. for Entry of an Order Authorizing the Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as Efficiency Counsel Nunc Pro Tunc to February 2, 2021* (the “Williams Declaration”), attached as Exhibit C to the Application; and the Court being satisfied that Morris Nichols represents no interest adverse to the Debtors’ estates; and the Court finding that Morris Nichols is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code; and the Court having jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334; and due and adequate notice of the Application having been given; and this Court having determined that the relief requested in the Application is just and proper; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED**.
2. Pursuant to sections 328(a), 330, and 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1, the Equity Committee is hereby authorized to retain and employ Morris Nichols as its efficiency counsel in these Cases, *nunc pro tunc* to February 2, 2021, on the terms set forth in the Application and the Dehney Declaration.
3. Morris Nichols shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, and any other such procedures as may be fixed by order of this Court.
4. The Equity Committee is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

5. Prior to any increase in Morris Nichols's rates, Morris Nichols shall file a supplemental affidavit with the Court and provide ten business days' notice to the Debtors, the United States Trustee and any official committee. 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 provided for in 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. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

8. Nothing contained herein shall be construed to approve any provision of any agreement between Morris Nichols 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 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 THE
APPLICATION OF THE OFFICIAL COMMITTEE OF EQUITY
SECURITIES HOLDERS OF GARRETT MOTION INC. FOR ENTRY OF AN
ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
MORRIS, NICHOLS, ARSHT & TUNNELL LLP AS EFFICIENCY
COUNSEL NUNC PRO TUNC TO FEBRUARY 2, 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”),² 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 and employ Morris, Nichols, Arsht & Tunnell LLP (“Morris Nichols”) as efficiency counsel to the Equity Committee *nunc pro tunc* to February 2, 2021, pursuant to sections 328 and 1103 of title 11 of the United States Code (as amended, the “Bankruptcy Code”), rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy

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Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

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 “U.S. Trustee Guidelines”). Except as otherwise noted, 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 Morris Nichols.

3. I am informed by Morris Nichols that Paragraph (D)(2) of the U.S. Trustee Guidelines requires that any application for employment of an attorney under 11 U.S.C. § 1103 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 nonbankruptcy engagements and to the billing rates of other comparably skilled professionals, the circumstances warranting the retention of that firm; and
- 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 Gem Partners LP, S. Muoio & Company LLC, and Mountaineer 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.

5. As a member and representative of the Equity Committee Chairperson, I was directly involved in the Equity Committee’s decision to retain Morris Nichols and actively participated in negotiating the terms of Morris Nichols’s employment together with the other members of the Equity Committee.

STEPS TAKEN TO ENSURE THE COMPARABILITY OF ENGAGEMENT TERMS

6. Morris Nichols has informed the Equity Committee that its rates for bankruptcy representations are comparable to the rates Morris Nichols charges for non-bankruptcy representations, and that Morris Nichols 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 Morris Nichols’s rates are reasonable based on the hourly rates of other retained professionals in these Chapter 11 Cases.

THE EQUITY COMMITTEE’S SELECTION OF COUNSEL

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

8. 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. Following its appointment, the Equity Committee selected four law firms to interview to represent the Equity Committee as counsel in these Chapter 11 Cases. The Equity Committee selected Kasowitz Benson Torres LLP (“Kasowitz”) as its bankruptcy counsel in these Chapter 11 Cases after careful deliberation and later, after further deliberation, decided to replace Kasowitz with Glenn Agre Bergman & Fuentes LLP (“Glenn Agre”) as proposed counsel to the Equity Committee. The Equity Committee further decided to appoint Morris Nichols as efficiency counsel to the Equity Committee, to assist Glenn Agre with certain discrete assignments that may arise from time to time during the course of these Chapter 11 Cases, based on, among other things, Morris Nichols’s experience and knowledge in creditors’ rights, in business reorganizations and liquidations under chapter 11 of the Bankruptcy Code, its expertise, experience, and knowledge in the area of bankruptcy law, its ability to respond quickly to emergency hearings and other emergency matters in this Court, and for the reasons further stated in the Application. I believe that Morris Nichols is both well qualified and uniquely able to represent the Equity Committee as efficiency counsel in these Chapter 11 Cases in an efficient and timely manner.

RATE STRUCTURE

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

Partners	\$725–\$1,275
Associates and Special Counsel	\$495–\$795

Law Clerk / Certified Limited Practice Licensee	\$455
Paraprofessionals	\$295–\$345
Case Clerks	\$185

10. Morris Nichols informed me that Morris Nichols's current hourly rates range between \$495 per hour for the most junior associate to \$1,275 per hour for the most senior partner, subject to reasonable annual increases of Morris Nichols's hourly rate in accordance with its ordinary course of business.

COST SUPERVISION

11. The Equity Committee recognizes its responsibility to closely monitor Morris Nichols'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 work with Glenn Agre and Morris Nichols to develop a prospective budget and staffing plan, which the Equity Committee intends to review on an ongoing basis, as necessary. The Equity Committee will also review Morris Nichols's invoices and any applications for payment of fees and reimbursement of expenses that it submits to the Court. In addition, Morris Nichols'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.

12. The Equity Committee has been advised Morris Nichols will work closely with any other advisors retained, including Glenn Agre, 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.

13. Nothing contained herein is intended to limit Morris Nichols's ability to request allowance and payment of fees and expenses pursuant to 11 U.S.C. §§ 330 and 331, nor to

restrict Morris Nichols's right to defend against any objection raised to the allowance or payment of such fees, nor 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.

14. The Equity Committee will continue to bring discipline, predictability, client involvement, and accountability to the counsel fees and expenses-reimbursement process. While every chapter 11 case is unique, the budget developed jointly by Glenn Agre, Morris Nichols, and the Equity Committee will provide guidance on the periods of time involved, the level of the attorneys and professionals that will work on various matters, and projections of average hourly rates for the attorneys and professionals for various matters.

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.

Executed on March 2, 2021
New York, New York

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