

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

_____	X	
In re	:	Chapter 11
	:	
GARRETT MOTION, INC., ¹	:	Case No. 20-12212 (MEW)
	:	
Reorganized Debtor.	:	Jointly Administered
	:	
	X	

**STIPULATION AND AGREED ORDER REGARDING OBJECTIONS OF
FUEL CELL SYSTEM MANUFACTURING LLC AND GENERAL MOTORS LLC**

This stipulation and agreed order (this “Stipulation”) is entered into by and among Garrett Motion Inc. and its affiliated reorganized debtors (collectively, the “Reorganized Debtors”), Fuel Cell System Manufacturing LLC (“Fuel Cell”), and General Motors LLC (“General Motors” and together with Fuel Cell and the Reorganized Debtors, the “Parties”). The Parties, through their respective counsel, hereby stipulate as follows:

1. On September 20, 2020, each of the Garrett Motion Inc. and its affiliated debtors (the “Debtors”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).

2. On March 12, 2021, the Debtors filed the *Notice to Counterparties to Executory Contracts and Unexpired Leases*, setting forth, among other things, a list of executory contracts that the Debtors may assume [D.I. 1017].

3. On April 8, 2021, General Motors filed the *Limited Objection of General Motors LLC to Notice to Counterparties to Executory Contracts and Unexpired Leases the*

¹ The last four digits of Garrett Motion Inc.’s tax identification number are 3189. The Reorganized Debtor’s corporate headquarters is located at La Pièce 16, Rolle, Switzerland.



Debtors May Assume [D.I. 1095] (the “GM Objection”), objecting to the Debtors’ proposed assumption of certain agreements and the list of executory contracts as it relates to General Motors.

4. On April 8, 2021, Fuel Cell filed the *Limited Objection of Fuel Cell System Manufacturing LLC to Notice to Counterparties to Executory Contracts and Unexpired Leases the Debtors May Assume* [D.I. 1096] (the “Fuel Cell Objection” and together with the GM Objection, the “Objections”), objecting to the Debtors’ proposed assumption of certain agreements.

5. On April 26, 2021, the Bankruptcy Court entered the *Findings of Fact, Conclusions of Law and Order Confirming the Debtors’ Amended Joint Chapter 11 Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [D.I. 1161] (the “Confirmation Order”). The Plan Effective Date occurred on April 30, 2021 [D.I. 1189].

6. Pursuant to paragraph 116 of the Confirmation Order, on the Plan Effective Date, the Reorganized Debtors assumed the agreements with General Motors and its applicable affiliates and subsidiaries set forth on an agreed schedule exchanged between the Parties and did not assume any other agreements with General Motors or any agreements with Fuel Cell, subject to further discussions among the Parties.

7. The Parties continue to discuss a consensual resolution of the Objections.

8. A hearing is currently scheduled before the Bankruptcy Court on October 26, 2021 to consider the Objections.

9. Consistent with the Court’s comments at the September 21, 2021 omnibus hearing, the Parties agree that the Objections shall be deemed withdrawn without prejudice, provided, however, that, at any time, GM and Fuel Cell shall have the right to notify the Court

upon notice to the Reorganized Debtors that they seek to reinstate the GM Objection or the Fuel Cell Objection, respectively, if necessary.

10. In the event that either the GM Objection or the Fuel Cell Objection is reinstated, it shall be considered filed and effective as of its original filing date, April 8, 2021.

11. All rights and defenses of the Reorganized Debtors are reserved with respect to the Objections, including the right to file pleadings in response to the Objections. All rights, claims, and defenses of GM and Fuel Cell, respectively, are likewise reserved.

12. This Stipulation may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument. A signature transmitted by facsimile or other electronic copy shall be deemed an original signature for purposes of this Stipulation.

13. The undersigned counsel hereby attest that they are duly authorized by their respective clients to enter into this Stipulation.

14. The Bankruptcy Court shall retain jurisdiction to hear any matters or disputes arising from or relating to this Stipulation and the Objections.

SO STIPULATED:

Dated: October 11, 2021

/s/ Brian D. Glueckstein

Brian D. Glueckstein
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588
E-mail: gluecksteinb@sullcrom.com

Counsel to the Reorganized Debtors

/s/ E. Todd Sable

E. Todd Sable
HONIGMAN LLP
2290 First National Building
660 Woodward Avenue
Detroit, Michigan 48226
Telephone: (313) 465-7000
Facsimile: (313) 465-7549
E-mail: tsable@honigman.com

*Counsel to General Motors LLC and
Fuel Cell System Manufacturing LLC*

SO ORDERED

Dated: October 20, 2021
New York, New York

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