1 2 UNITED STATES BANKRUPTCY COURT 3 SOUTHERN DISTRICT OF NEW YORK 4 5 6 In the Matter of: 7 GARRETT MOTION INC., et al., Main Case No. 8 Debtors. 20-12212-mew 9 10 11 12 United States Bankruptcy Court 13 One Bowling Green New York, New York 14 15 September 21, 2021 16 17 11:01 AM 18 19 20 21 BEFORE: 22 HON. MICHAEL E. WILES 23 U.S. BANKRUPTCY JUDGE 24 25

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    Hearing RE: cure objections filed by General Motors LLC, Fuel
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    Cell Manufacturing LLC, and Honeywell
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    Motion by Gits Manufacturing Co. Ltd. for Payment of
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    Administrative Expense
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PROCEEDINGS

THE COURT: Good morning, everybody. Are the parties ready on Garrett Motion?

MR. GLUECKSTEIN: Yes. Good morning, Your Honor.

This is Brian Glueckstein, Sullivan & Cromwell, on behalf of the reorganized debtor.

THE COURT: Okay.

MR. GLUECKSTEIN: Your Honor, we're here today for an omnibus hearing in the Chapter 11 cases of reorganized Garrett. As reflected on the agenda filed at docket 1426, there are no matters going forward today, but we are appearing at the Court's request to provide a status update on the pending matters that have been continued to the October omnibus hearing scheduled for October 26th.

Your Honor, since it's been some time since we've appeared before Your Honor in this case, I thought it might be helpful to provide the Court a brief status update on the Chapter 11 proceedings.

THE COURT: Okay.

MR. GLUECKSTEIN: As Your Honor will recall, Garrett's plan of reorganization went effective on April 30th. Since that time, Garrett has relisted on NASDAQ and the operational business is thriving. We have been working with the company and its advisors to reconcile the remaining claims with the goal being to close the remaining lead case, Garrett Motion

Inc., as soon as practicable.

To that end, we have previously filed notices of satisfied claims in interest that addressed more than 1,800 of the approximately 2,500 claims filed in these cases. Others have been resolved by stipulation. Of the remaining unresolved claims that are being reviewed, most are 510(b) claims which, as the Court knows, those claims are being liquidated in the pending district court litigation through the class proof of claim that was authorized back in June.

Of the small number of remaining other claims, the reorganized debtor is working with the respective counterparties to reconcile and resolve those claims, which is progressing well. Of course, the reorganized debtor retains the right to object to any claims that cannot be consensually resolved, but we are not anticipating any significant claims litigation at this time.

Unless the Court has any general questions, I can briefly address the three matters that were adjourned to the October omnibus hearing.

THE COURT: No. Thank you for that report. If you would just proceed to address that matters that otherwise would have been scheduled for today, I'd appreciate it.

MR. GLUECKSTEIN: Sure. Thank you, Your Honor. The first item on the agenda is the administrative claim motion that was filed by Gits Manufacturing. That motion represents

the last of the remaining administrative claim motions that the reorganized debtor is still working to resolve. As annexed to that motion, there are a significant number of invoices that have been put at issue which the company and Gits have been working in good faith diligently to reconcile at the business level. Most of those have now been resolved, and Garrett is paying those reconciled invoices as they've become due.

We anticipate the process to resolve the remaining invoices will be completed very soon in due course, after which we anticipate filing a stipulation resolving this pending motion in a form similar to those recently filed resolving the other administrative claims motions that have been filed in the case.

THE COURT: And how long do you think that is going to take?

MR. GLUECKSTEIN: I think -- we are hopeful, Your Honor, and it's certainly our expectation anyway, that will be completed, hopefully, in advance of the October hearing that we have adjourned it to. It's take a little bit longer than we had hoped, but the report from the business team is that they are getting down to the smaller strokes, so we do anticipate that to be able to complete in the next few weeks.

THE COURT: Okay. And how about GM, Fuel Cell, and Honeywell?

MR. GLUECKSTEIN: So the GM matter, Your Honor,

concerns an objection that was filed to the assumption of certain customer contracts that were entered into between Garrett and Fuel Cell Systems, which is a joint venture involving two OEM customers: General Motors and Honda.

Garrett has been in protracted discussions with both GM and Honda regarding resolution of certain outstanding issues related to those pre-petition contracts, as well as the goforward business arrangements with each of those customers. While it has been taking some time to resolve, we anticipate a resolution of these matters.

With respect to the go forward business arrangements, we'll also resolve the pending contract assumption objections, which, Your Honor, again, we had hoped would be resolved prior to now, but we are in active discussions with those parties, and I am told by the Garrett team that there is an expectation that those negotiations will be completed prior to the October omnibus hearing to which these motions have been adjourned.

THE COURT: And Honeywell?

MR. GLUECKSTEIN: Honeywell, Your Honor, the limited issue that is technically pending and has been adjourned is Honeywell's right to object to what are relatively minor cure amounts with respect to ordinary course contracts that were already assumed pursuant to the plan. We have been in discussions with Honeywell to resolve not only these amounts, but to do so as part of a resolution of the remaining portion

of Honeywell's proofs of claim that remain pending and outstanding. And we're trying to wrap up all of the remaining Honeywell claims issues at the same time.

Good progress has been made, I'm happy to report.

Although there are certain claims as part of the Honeywell claims that remain outstanding and subject to ongoing discussions between the parties, we are hopeful that a global resolution with respect to Honeywell's claims, which would include these cure amounts, can be reached soon that would resolve all remaining ordinary course pending matters and claim matters between Honeywell and the debtors.

I don't have as clear a time line on the broader resolution. There have been, as I say, active discussions that are ongoing, but we are very hopeful that those can, again, be resolved within the time frame before the next omnibus hearing. And, again, that would be a broader resolution than simply these cure amounts that are the only issue that is technically before the Court at this time.

THE COURT: One reason I asked for this conference is that it happens often in the big cases, especially where there are objection deadlines that people file objections but (audio interference) we get a long series of adjournments. We have to track those, unfortunately. We actually have to report things that have been outstanding for a certain amount of time, and we don't have good tools to do it, so it starts to become an

1	administrative burden for the court. And when I get a lot of
2	adjournments, then I want to know exactly what's happening.
3	And in another case recently what we did was consider the
4	objection withdrawn without prejudice but with an order that
5	says that the objection can be reinstated, and if reinstated,
6	will be effective as of its original date in the event the
7	parties don't work things out.
8	Are any of these matters appropriate for that kind of
9	a resolution?
10	MR. GLUECKSTEIN: They very well might be, Your Honor,
11	and I think that's a very helpful suggestion. What I would
12	suggest, as far as a path forward, is we'll go back and talk to
13	the counsel for the respective counterparties on these three
14	matters, continuing to work to try to resolve them in the
15	immediate term. And if that's not going to happen in the next
16	week or two, I think your suggestion would make sense, at least
17	with respect to the pending motions, but of course, we'd need
18	the consent of the other parties to do so.
19	THE COURT: All right. I appreciate that. Anything
20	else for today then?
21	MR. GLUECKSTEIN: Not from us, Your Honor. And
22	appreciate the Court's time this morning.
23	THE COURT: Okay. Thank you for your report.
24	MR. GLUECKSTEIN: Thank you.
25	(Whereupon these proceedings were concluded at 11:09 AM)

CERTIFICATION I, Melissa Reid, certify that the foregoing transcript is a true and accurate record of the proceedings. melisse Rid Melissa Reid eScribers 352 Seventh Ave., Suite #604 New York, NY 10001 Date: September 22, 2021

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