

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

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

SUPPLEMENTAL CERTIFICATE OF SERVICE

I, Heather Fellows, depose and say that I am employed by Kurtzman Carson Consultants LLC (KCC), the claims and noticing agent for the Debtors in the above-captioned case.

On December 21, 2020, at my direction and under my supervision, employees of KCC caused to be served per postal forwarding address the following document via First Class Mail upon the service list attached hereto as **Exhibit B**:

- **Notice of (I) Solicitation of Bids, (II) Proposed Sale of Debtors’ Assets Free and Clear of All Claims and Interests, (III) Auction and Sale Hearing and (IV) Related Relief and Dates** [attached hereto as **Exhibit A**]

Furthermore, on December 21, 2020, at my direction and under my supervision, employees of KCC caused to be served per postal forwarding address the following document via First Class Mail to the registered holders of Common Stock, on the service list attached hereto as **Exhibit C**:

- **Notice of (I) Solicitation of Bids, (II) Proposed Sale of Debtors’ Assets Free and Clear of All Claims and Interests, (III) Auction and Sale Hearing and (IV) Related Relief and Dates** [attached hereto as **Exhibit A**]

Furthermore, on December 21, 2020, at my direction and under my supervision, employees of KCC caused to be served per postal forwarding address the following document via First Class Mail to the registered holders of Common Stock, on the service list attached hereto as **Exhibit D**:

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, for which the Debtors have requested joint administration, 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’ proposed claims and noticing agent at <http://www.kccllc.net/garrettmotion>. The Debtors’ corporate headquarters is located at La Pièce 16, Rolle, Switzerland.



- **Notice of (I) Disclosure Procedures Applicable to Certain Holders of Common Stock, (II) Disclosure Procedures for Transfers of and Declarations of Worthlessness with Respect to Common Stock, and (III) Entry of Final Order**
[substantially in the form of Exhibit 2 to Docket No. 259]

Dated: December 24, 2020

/s/ Heather Fellows

Heather Fellows

KCC

222 N Pacific Coast Highway, Suite 300

El Segundo, CA 90245

Tel. 310.823.9000

Exhibit A

order, among other things, (i) scheduling an auction (the “Auction”) for, and a hearing to approve, the sale of substantially all of the Debtors’ assets (the “Acquired Assets”) free and clear of liens, claims, interests and encumbrances and (ii) approving the proposed Bid Procedures.³

PLEASE TAKE FURTHER NOTICE that on October 24, 2020, the Court entered an order (the “Bid Procedures Order”) approving the Bid Procedures attached as Exhibit 1 to the Bid Procedures Order, which establish the key dates and times related to the Sale and the Auction. All interested bidders should carefully read the Bid Procedures Order and the Bid Procedures in their entirety.⁴

CONTACT PERSONS FOR PARTIES INTERESTED IN SUBMITTING A BID

The Bid Procedures set forth requirements for submitting a Qualified Bid (as defined below), and any person interested in making an offer to purchase the Acquired Assets must comply strictly with the Bid Procedures. Only Qualified Bids will be considered by the Debtors, in accordance with the Bid Procedures.

Any interested bidder should contact, as soon as practical:

Morgan Stanley & Co. LLC

Attn:

Regina Savage

Managing Director

(312) 706-4442

Regina.Savage@morganstanley.com

Christopher Lee

Managing Director

(212) 761-7606

Christopher.R.Lee@morganstanley.com

Kristin Zimmerman

Managing Director

(212) 761-4473

Kirstin.Zimmerman@morganstanley.com

³ On October 19, 2020, the Debtors filed a revised form of order removing approval of the proposed Assumption and Assignment Procedures.

⁴ To the extent of any inconsistencies between the Bid Procedures and the summary descriptions of the Bid Procedures in this notice, the Bid Procedures shall control in all respects.

IMPORTANT DATES AND DEADLINES⁵

1. **Bid Deadlines.** Potential Bidders must submit a non-binding indication of interest (an “Indication of Interest”) not later than **12:00 p.m. (prevailing Eastern Time) on November 20, 2020** (the “IOI Deadline”); provided that, after consultation with the Consulting Professionals, the Debtors may extend the IOI Deadline or waive the requirement for an Indication of Interest for one or more Potential Bidders upon request, without further order of the Court. In order to participate in the Auction, a Potential Bidder shall deliver the Required Bid Documents (as well as the Good Faith Deposit (as defined in the Bid Procedures) and all other documentation required under the Bid Procedures for Qualified Bidders, as applicable) in electronic format so as to be received not later than **12:00 p.m. (prevailing Eastern Time) on December 7, 2020** (the “Bid Deadline”), to Morgan Stanley & Co. LLC; provided that, after consultation with the Consulting Professionals, the Debtors may extend the Bid Deadline without further order of the Court; provided further, that bidders may apply to the Court for permission to make a bid notwithstanding the failure to comply with the IOI Deadline. If the Debtors extend the IOI Deadline or the Bid Deadline, or establish a different Bid Deadline, the Debtors will promptly notify all Potential Bidders of such revised deadline and file a notice of such revised deadline on the Court’s docket. A bidder will be deemed a “Qualified Bidder” and a bid will constitute a “Qualified Bid” only if the Debtors, in consultation with the Consulting Professionals, confirm that the bid includes all of the Required Bid Documents and meets all of the other requirements of the Bid Procedures, each as may be reasonably modified or waived by the Debtors, in consultation with the Consulting Professionals, or if the Court so rules. The Stalking Horse Bidder is a Qualified Bidder, and the Stalking Horse Purchase Agreement is a Qualified Bid.
2. **Auction.** In the event the Debtors timely receive two or more Qualified Bids with respect to the Acquired Assets, the Debtors shall conduct the Auction in accordance with the Bid Procedures and upon notice to all Qualified Bidders who have submitted Qualified Bids. If an Auction is conducted, each Qualified Bidder participating in the Auction shall be required to confirm that it has not engaged in any collusion with respect to the bidding process or the sale. The Court will not consider bids made after the Auction has closed. The Auction, if held, shall be conducted at the offices of Sullivan & Cromwell LLP located at 125 Broad Street, New York, New York (or, if the Debtors so determine, virtually), at a time no later than **December 18, 2020**, which date and time (the “Auction Date”) shall be timely communicated to all Consulting Professionals and Qualified Bidders entitled to attend the Auction. Each Qualified Bidder participating in the Auction shall appear in person, virtually or telephonically at the Auction or through a duly authorized representative. All persons or entities that participate in the bidding process or the Auction shall be deemed to have knowingly and voluntarily submitted to the exclusive jurisdiction of the Court with respect to all matters related to the Bid Procedures and the Auction. If the Debtors do not receive any Qualified Bids on or prior to the Bid Deadline with respect to any Acquired Assets, other than the Stalking Horse Purchase Agreement, the Debtors are authorized to cancel the Auction and seek approval

⁵ The following dates and deadlines may be extended by the Debtors or the Court pursuant to the terms of the Bid Procedures and the Bid Procedures Order.

at the Sale Hearing of the sale of the Acquired Assets to the Stalking Horse Bidder, in accordance with the terms of the Stalking Horse Purchase Agreement. The Debtors shall file notices of the Auction Date, any modifications thereto and any cancellation of the Auction, as applicable, on the Court's docket.

3. **Sale Hearing.** The Debtors intend to proceed with the sale of the Acquired Assets either pursuant to a plan of reorganization (the "Plan") or a sale pursuant to section 363 of the Bankruptcy Code and will seek entry of an order authorizing and approving, among other things, the sale of the Acquired Assets to the Successful Bidder (the "Sale Order") at a hearing before the Court to be held on **February 11, 2021 at 11:00 a.m. (prevailing Eastern Time)**, or such other date and time as determined by the Debtors and subject to the Court's availability (the "Sale Hearing"). If the Debtors determine to proceed with the sale of the Acquired Assets pursuant to the Plan, the Sale Order will also provide for confirmation of the Plan. The Sale Hearing may be accelerated or adjourned by the Debtors, in consultation with the Consulting Professionals, by an announcement of the accelerated or adjourned date at a hearing before the Court or by filing a notice on the Court's docket. If the Debtors do not receive any Qualified Bids (other than the Stalking Horse Purchase Agreement), the Debtors will report the same to the Court at the Sale Hearing and seek approval of the Stalking Horse Purchase Agreement. If the Debtors receive more than one Qualified Bid and an Auction is held, at the Sale Hearing, the Debtors will seek approval of the offer constituting the Successful Bid and, at the Debtors' election, the offer constituting the Alternate Bid.
4. **Sale Objection Deadline.** Responses or objections (the "Objections") to the proposed sale of the Acquired Assets must be filed and served by **February 4, 2021** (the "Sale Objection Deadline") on the Objection Notice Parties (as defined below). The Debtors may extend the Sale Objection Deadline one or more times without further notice.

PLEASE TAKE FURTHER NOTICE that in accordance with the Bid Procedures, the Debtors, in consultation with the Consulting Professionals, reserve their rights to change or extend the deadlines set forth in the Bid Procedures, modify bidding increments, adjourn or cancel the Auction, withdraw from the Auction any or all of the Acquired Assets at any time prior to or during the Auction, cancel the sale process or Auction or, if the Debtors determine that it will better promote the goals of the bidding process and discharge the Debtors' fiduciary duties and not be inconsistent in any material respect with any Court order, modify the Bid Procedures or impose, at or prior to the Auction, additional customary terms and conditions on the sale of the Acquired Assets. The Debtors, in consultation with the Consulting Professionals, also reserve their rights, to pursue an alternative transaction to be consummated through an alternative chapter 11 plan, whether as part of a sale of the Acquired Assets or otherwise, and to make any modifications to the Bid Procedures necessary to facilitate the consummation of such an alternative transaction. The Debtors, in consultation with the Consulting Professionals, also reserve their rights to accelerate or adjourn the Sale Hearing by an announcement of the accelerated or adjourned date at a hearing before the Court or by filing a notice on the Court's docket. Notwithstanding anything to the contrary contained herein or in the Bid Procedures, nothing in the Bid Procedures will prevent the Debtors from exercising their respective fiduciary duties under applicable law.

PLEASE TAKE FURTHER NOTICE that the Acquired Assets will be sold free and clear of any and all liens, claims, encumbrances and other interests pursuant to section 1123 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that Objections, if any, to the sale of the Acquired Assets shall (a) be in writing, (b) state, with specificity, the legal and factual bases thereof, (c) be filed with the Court by no later than **February 4, 2021 at 4:00 p.m. (prevailing Eastern Time)** and (d) comply with the terms of the Bankruptcy Rules, Local Rules and General Order M-399, and be served upon each of the following: (i) the Honorable Michael E. Wiles, United States Bankruptcy Judge; (ii) the Debtors; (iii) counsel to the Debtors, Sullivan & Cromwell LLP, 125 Broad Street, New York, New York 10004, Attn: Noam R. Weiss; (iv) counsel to JPMorgan Chase Bank, N.A., as administrative agent under the Prepetition Credit Agreement, 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); (v) 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); (vi) counsel to the Stalking Horse Bidder, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Brian M. Resnick (brian.resnick@davisplk.com) and Joshua Y. Sturm (joshua.sturm@davispolk.com); (vii) counsel to the ad hoc group of lenders under the Prepetition Credit Agreement, 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), (viii) 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); (ix) counsel to the official committee of unsecured creditors appointed in these Chapter 11 Cases, White & Case LLP, 1221 Avenue of the Americas, New York, NY 10020, Attn: Brian Pfeiffer (brian.pfeiffer@whitecase.com) and John Ramirez (john.ramirez@whitecase.com); (x) the U.S. Trustee; and (xi) all parties requesting notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002 (collectively, the “Objection Notice Parties”) so as to be actually received no later than the Sale Objection Deadline.

PLEASE TAKE FURTHER NOTICE that only those Objections that are timely filed, served and received will be considered at the Sale Hearing. **Any party failing to timely file and serve an Objection on or before the Sale Objection Deadline in accordance with this Notice shall be forever barred from asserting any objection to the Motion, including with respect to the sale of the Debtors’ assets free and clear of all liens, claims, encumbrances and other interests.**

PLEASE TAKE FURTHER NOTICE that due to the COVID-19 pandemic and in accordance with the Court’s General Order M-543, dated March 20, 2020, the Sale Hearing will only be conducted telephonically. Parties should not appear in person and those wishing to participate in the Sale Hearing must make arrangements through Court Solutions LLC. Instructions to register for Court Solutions LLC are attached to the Court’s General Order M-543, a copy of which is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE that this Notice is subject to the terms and conditions of the Bid Procedures and the Bid Procedures Order and the Debtors encourage parties-in-interest to review such documents in their entirety. In the event of any inconsistencies, the Bid Procedures shall control in all respects.

PLEASE TAKE FURTHER NOTICE that copies of the Motion, the Bid Procedures and the Bid Procedures Order, as well as all related exhibits, including all other documents filed with the Court, are available (i) from the website of the Debtors' claims and noticing agent, Kurtzman Carson Consultants ("KCC"), at <http://www.kcellc.net/garrettmotion> and (ii) on the Court's electronic docket for the Chapter 11 Cases at <https://ecf.nysb.uscourts.gov/> (a PACER login and password are required and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). In addition, copies of the Motion may be requested from KCC at (866) 812-2297 (U.S./Canada), (781) 575-4050 (International) or +800 3742 6170 (International Toll Free).

Dated: October 29, 2020
New York, New York

/s/ Andrew G. Dietderich
Andrew G. Dietderich
Brian D. Glueckstein
Benjamin S. Beller
Noam R. Weiss
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588
E-mail: dietdericha@sullcrom.com
gluecksteinb@sullcrom.com
bellerb@sullcrom.com
weissn@sullcrom.com

Counsel to the Debtors

Exhibit A

General Order M-543

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
 :
CORONAVIRUS/COVID-19 PANDEMIC, :
COURT OPERATIONS UNDER THE EXIGENT : General Order M-543
CIRCUMSTANCES CREATED BY COVID-19 :
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In order to protect public health, and in recognition of the national emergency that was declared by the President of the United States on March 13, 2020, the United States Bankruptcy Court for the Southern District of New York (“Bankruptcy Court”) hereby issues the following order:

IT IS HEREBY ORDERED, effective immediately and until further notice, that:

1. **Hearings and Conferences.** All hearings and conferences scheduled to be held in courthouses comprising the Manhattan Division, White Plains Division, and Poughkeepsie Division of the Bankruptcy Court will be conducted **telephonically** pending further Order of the Bankruptcy Judge assigned to the matter (“Bankruptcy Judge”). Any party wishing to appear in person at a hearing or conference shall file or submit an appropriate motion or request, which will be considered by the Bankruptcy Judge. Any party may request an adjournment of a hearing or conference by filing or submitting an appropriate motion or request setting forth the basis for the adjournment in conformity with the Bankruptcy Judge’s procedures for requesting adjournments. All attorneys, witnesses and parties wishing to appear at, or attend, a telephonic hearing or conference must refer to the Bankruptcy Judge’s guidelines for telephonic appearances and make arrangements with **Court Solutions LLC**. Pro se parties, Chapter 7 Trustees and Ch 13 Trustee may participate telephonically in hearings free of charge using Court Solutions. The instructions for registering with Court Solutions are attached hereto.
2. **Evidentiary Hearings and Trials.** Parties should contact the Bankruptcy Judge’s courtroom deputy or law clerk assigned to the case to inquire about whether an upcoming evidentiary hearing or trial will proceed as scheduled and be prepared to discuss procedures and technology for conducting the evidentiary hearing remotely.
3. **Official Record.** In order to assist the Bankruptcy Court in creating and maintaining the official record of proceedings before it, and to facilitate the availability of official transcripts of the proceedings, Bankruptcy Court personnel are permitted to utilize tools made available through Court Solutions to record telephonic hearings, conferences and trials. Such recordings shall be the official record. Transcripts can be ordered and corrected in the same way as before the issuance of this Order.

4. **Clerk's Office and Pro Se Filings.** Until further notice, the three Divisions of the Bankruptcy Court will remain open for all other business. Clerk's Office personnel are available by telephone, mail will be received, and the intake desks will remain open to receive *pro se* filings. *Pro se* filers can also continue to utilize the drop boxes located in the lobbies of the Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, NY 10007 or the Honorable Charles L. Brieant Jr. Federal Building and Courthouse, 300 Quarropas Street, White Plains, NY 10601 for delivery of documents after 5:00 pm. Any documents submitted for filing in a drop box must be time-stamped, sealed in an envelope addressed to the Clerk of Court of the Bankruptcy Court, and must include the filer's contact information.

Dated: March 20, 2020
New York, New York

/s/ Cecelia G. Morris
Cecelia G. Morris
United States Bankruptcy Chief Judge

Instructions to register for CourtSolutions.

1. Create a CourtSolutions account online.

Logon to <https://www.court-solutions.com/> to “Signup” for an account and to register a telephonic appointment for an upcoming hearing. Registration for a hearing must occur no later than 12:00 noon on the business day prior to the hearing date.

2. Register for a hearing with CourtSolutions.

After creating and signing into their CourtSolutions account at <https://www.court-solutions.com/>, a party must register for a hearing.

- a. Enter the last name of the Judge to appear before and then select the appropriate name from the list.
- b. Enter the time and date of the hearing.
- c. Select participation status: Live or Listen Only.
- d. Enter the case name, case number, and, if applicable, the name of client.
- e. There is a box to click to agree to terms/conditions, and then press “Register”.
- f. CourtSolutions will send an email confirmation of the participation request.
- g. The court staff will first confirm that a granted motion to appear telephonically is on the docket. If there exists a granted motion, the court staff will approve the reservation.
- h. CourtSolutions will then send another email confirmation.

Note that the reservation received for a registered hearing may NOT be transferred to another person. If someone dials in with someone else’s registration information, the caller information presented to the court will not match the correct person.

3. Charges.

For lawyers and participants, registration and reservations are free.

Once a party dials into a call, the cost is a flat fee of \$70, per reservation, per judge, per day. If the hearing is adjourned for a break and the party rejoins the call later that day, there is no additional charge to rejoin the call. If the hearing is continued to another day, lawyers and participants will need to re-register and the flat fee will apply again when dialing in.

If a party does not timely join a call, no fee is charged. The Judge will have the party listed as having made a reservation, but the party is not charged. However, the hearing may proceed in their absence, and they may face sanctions from the Court.

Additionally, a party may notice that there is a charge on their card after making a reservation. When making a reservation, CourtSolutions places an authorization hold on the card. If the party does not join the call, the pending hold will be removed automatically several days later, and there will be no charge.

Any issues with billing shall be directed to the vendor. The Court is not responsible for the billing or collection of the fees incurred with CourtSolutions.

4. Order of Proceeding.

CourtSolutions does not place a call to counsel on the day of the hearing. It is counsel's responsibility to dial into the call not later than 10 minutes prior to the scheduled hearing. Logging into the CourtSolutions website for the hearing is not required but is helpful to unmute your line if the Court mutes it or to raise your hand to be recognized during the hearing.

Upon connecting to the call and at the time of the hearing, a party may hear the activity in the courtroom. Unless a joining party mutes their line, he/she joins the call as an active participant and can be heard. Failure to act appropriately on the line may result with the party being disconnected by Court. When the judge is ready to hear the case, appearances will be called. Each time a telephonic party speaks, he/she should identify them self for the record. The court's teleconferencing system allows more than one speaker to be heard, so the judge can interrupt a speaker to ask a question or redirect the discussion. When the judge informs the participants that the hearing is completed, the telephonic participant may disconnect, and the next case will be called.

5. Failure to appear.

If a party does not timely call and connect to the scheduled hearing, the hearing may proceed in their absence, and they may face sanctions from the Court for their failure to appear.

6. Other/Miscellaneous.

Telephonic appearances by multiple participants are only possible when there is compliance with every procedural requirement. Sanctions may be imposed when there is any deviation from the required procedures or the Court determines that a person's conduct makes telephonic appearances inappropriate. Sanctions may include denying the matter for failure to prosecute, continuing the hearing, proceeding in the absence of a party who fails to appear, or a monetary sanction.

Exhibit B

Exhibit B
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Creditor Matrix

Served via First Class Mail

CreditorName	Address	City	State	Zip
Bahmueller Technologies Inc	10815 John Price Rd	Charlotte	NC	28273-4530

Exhibit C

Exhibit C
Page 1 of 21

Registered Shareholders

Served via First Class Mail

CreditorName	CreditorNoticeName	Address	City	State	Zip
Joseph L McDaniel TTEE	McDaniel Trust	Address Redacted			

Exhibit D

Served via First Class Mail

CreditorName	Address	City	State	Zip
Ann C Dintelmann	Address Redacted			
Tommie C Rolfe	Address Redacted			