IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
MARELLI AUTOMOTIVE LIGHTING USA LLC, *et al.*,[1]	)	Case No. 25-11034 (___)
Debtors.	)	(Joint Administration Requested)

MOTION OF DEBTORS SEEKING ENTRY OF AN ORDER (I) RESTATING AND ENFORCING THE WORLDWIDE AUTOMATIC STAY, ANTI-DISCRIMINATION PROVISIONS, AND *IPSO FACTO* PROTECTIONS OF THE BANKRUPTCY CODE, (II) APPROVING THE FORM AND MANNER OF NOTICE, AND (III) GRANTING RELATED RELIEF

The above-captioned debtors and debtors in possession (collectively, the "Debtors") state as follows in support of this motion:[2]

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Order"), (a) restating and enforcing the worldwide automatic stay, anti-discrimination provisions, and *ipso facto* protections of the Bankruptcy Code (as defined below) (collectively, the "Code Protections"), (b) approving the form and manner of notice related thereto, substantially in the form attached as Exhibit 1 to the Order (the "Notice"), and (c) granting related relief.

[1] A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at https://www.veritaglobal.net/Marelli. The location of Marelli Automotive Lighting USA LLC's principal place of business and the Debtors' service address in these chapter 11 cases is 26555 Northwestern Highway, Southfield, Michigan 48033.

[2] A detailed description of the Debtors and their business, including the circumstances giving rise to the Debtors' chapter 11 cases, is set forth in the *Declaration of David Slump, Chief Executive Officer of Marelli Automotive Lighting USA, LLC, in Support of First Day Motions*, filed contemporaneously herewith (the "First Day Declaration"). Capitalized terms used but not defined in this motion shall have the meanings ascribed to them in the First Day Declaration. In support of this motion, the Debtors submit the *Declaration of Tony Simion, Managing Director of Alvarez & Marsal North America, LLC, in Support of First Day Motions*, filed contemporaneously herewith.

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2. The Debtors also seek authority to translate this motion, the Order, and/or the Notice into other languages to better inform creditors, governmental units, and interested parties of the relief requested herein.

Jurisdiction and Venue

3. The United States Bankruptcy Court for the District of Delaware (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Debtors confirm their consent, pursuant to rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

4. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The statutory bases for the relief requested herein are sections 105(a), 362, 365, and 525 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code"), and Local Rules 2002-1 and 9013-1.

Background

6. The Debtors, together with their non-Debtor affiliates (collectively, "Marelli" or the "Company") are one of the largest international automotive parts suppliers in the world and a pioneer in motorsports and in automobile manufacturing and design. With its headquarters in Saitama, Japan and over 46,000 employees located in twenty-four countries around the world,

Marelli designs and produces sophisticated technologies for leading automotive manufacturers, including lighting and sensor integrations, electronic systems, software solutions, and interior design products, and collaborates with motor sports teams and other industry leaders to research and develop cutting-edge, high-performance automotive components.

7. On June 11, 2025 (the "Petition Date"), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Concurrent with the filing of this motion, the Debtors filed a motion requesting procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no official committees have been appointed or designated.

The Debtors' Global Network

8. The Debtors operate in offices and manufacturing facilities around the world and supply parts and services to over sixty-five original equipment manufacturers that operate worldwide. The Debtors' operations are supported by a complex global infrastructure which requires them to rely on, and incur obligations to, numerous suppliers and distributors of goods and services and other parties that are domiciled outside of the United States (the "Foreign Vendors"). The Foreign Vendors provide specialized machining tools, molding equipment, software components, raw materials such as metals and plastics, and a variety of other products and services integral to the production of automotive parts and the Debtors' global operations. Without continued support from their Foreign Vendors, the Debtors would face severe interruptions to their operations, which would result in a significant loss of operational efficiency, decrease the competitiveness of their businesses, and impair stakeholder value at the outset of these

chapter 11 cases. To minimize this risk, the Debtors have filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to Pay Prepetition Claims of (A) Foreign Vendors, (B) Lien Claimants, (C) 503(B)(9) Claimants, and (D) Critical Vendors, (II) Confirming Administrative Expense Priority of Outstanding Orders, and (III) Granting Related Relief*, seeking authority to continue operating their businesses in the ordinary course and satisfying certain prepetition and postpetition claims of their creditors, including the Foreign Vendors, as and when they come due. The Debtors anticipate that such relief will help deter parties from attempting to exercise remedies or take adverse action against the Debtors on account of the commencement of these chapter 11 cases. The Debtors also developed a comprehensive communications plan—with targeted communications for Foreign Vendors—to facilitate a smooth transition into these chapter 11 cases.

9. Even so, many of the Foreign Vendors lack a meaningful relationship with the United States, and some lack such a relationship altogether. Foreign Vendors may be unfamiliar with the chapter 11 process, the scope of a debtor in possession's authority to operate its business, and the importance and implications of the automatic stay. Certain of the Foreign Vendors—and other parties in interest—may attempt to seize estate assets located outside of the United States or take other actions in violation of the automatic stay to the detriment of the Debtors, their estates, and their creditors. The Debtors also provide goods and services to customers located outside of the United States, who may attempt to collect unpaid receivables from the Debtors in violation of the automatic stay. Upon the commencement of these chapter 11 cases, foreign counterparties to the Debtors' agreements could also attempt to terminate unexpired leases or executory contracts pursuant to *ipso facto* or other provisions in contravention of sections 362 and 365 of the

Bankruptcy Code. Finally, governmental units[3] outside of the United States may deny, suspend, terminate, or otherwise place conditions upon certain licenses, permits, charters, franchises, or other similar grants held by a Debtor that are required for the Debtors' ongoing business operations, in violation of section 525 of the Bankruptcy Code.

10. Out of an abundance of caution and to assist them in better informing parties outside of the United States of the broad protections offered by the Bankruptcy Code, the Debtors request that the Court enter the proposed Order. For the avoidance of doubt, the Debtors do not seek to expand or enlarge the rights afforded to them under the Bankruptcy Code. The Debtors believe that an order from this Court confirming the nature and extent of certain protections afforded to the Debtors by the Bankruptcy Code will provide clarity for and help dissuade foreign parties in interest from taking improper action against the Debtors and their property by giving the Debtors the best chance to effectuate a successful reorganization.

<u>Basis for Relief</u>

I. The Court Should Confirm the Protections of the Automatic Stay in Section 362 of the Bankruptcy Code.

11. As a result of the commencement of these chapter 11 cases, the automatic stay imposed pursuant to section 362 of the Bankruptcy Code generally enjoins all persons and governmental units from, among other things: (a) commencing or continuing any judicial, administrative, or other proceeding against any of the Debtors that was or could have been commenced prior to the Petition Date; (b) acting to obtain possession of, or exercise control over,

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[3] The Bankruptcy Code defines "governmental unit" as the "United States; State; Commonwealth; District; Territory; municipality; ***foreign state***; department, agency, or instrumentality of the United States (but not a United States trustee while serving as a trustee in a case under this title), a State, a Commonwealth, a District, a Territory, a municipality, ***or a foreign state; or other foreign or domestic government***." 11 U.S.C. § 101(27) (emphasis added). Thus, the protections of section 525(a) of the Bankruptcy Code apply broadly to local, state, and foreign governmental units.

property of the Debtors' estates; or (c) taking any action to collect, assess, recover, or otherwise enforce a claim against any of the Debtors that arose prepetition. *See* 11 U.S.C. §§ 362(a)(1), (3), (6).

12. The automatic stay is a fundamental element of the United States bankruptcy regime and a core protection for any chapter 11 debtor, providing a breathing spell from their creditors, which, in combination with other provisions of the Bankruptcy Code, is essential to the debtor's ability to reorganize successfully. *See, e.g.*, *Borman v. Raymark Indus., Inc.*, 946 F.2d 1031, 1033 (3d Cir. 1991) ("The automatic stay was intended to give the debtor 'a breathing spell from his creditors.'") (internal citation omitted); *Mar. Elec. Co., Inc. v. United Jersey Bank*, 959 F.2d 1194, 1204 (3d Cir. 1991) ("[The automatic stay] gives a [debtor] a breathing spell from creditors by stopping all collection efforts, all harassment, and all foreclosure actions"); *Assoc. of St. Croix Condo. Owners v. St. Croix Hotel Corp.*, 682 F.2d 446, 448 (3d Cir. 1982) ("[The automatic stay] gives the debtor a breathing spell from creditors.").

13. The automatic stay becomes effective immediately upon the filing of a bankruptcy case and applies worldwide. *See In re Nortel Networks, Inc.*, 669 F.3d 128, 138 (3d Cir. 2011) ("Since 1987, United States courts have uniformly upheld the extraterritorial application of the automatic stay.") (citation omitted); *In re Soundview Elite, Ltd.*, 503 B.R. 571, 584 (Bankr. S.D.N.Y. 2014) ("U.S. law is clear that immediately upon the filing of the Debtors' chapter 11 petition, the U.S. automatic stay became effective, both in the U.S. and extraterritorially.") (internal citations omitted).

14. Creditors that violate the automatic stay may face sanctions by the Court, whether such violations occur within the territorial jurisdiction of the United States or abroad. Domestic and foreign creditors unfamiliar with the automatic stay or the scope thereof, however, may attempt

to proceed against the Debtors' property, business, operations, or assets despite the commencement of these chapter 11 cases and the potential for sanctions. Any such unilateral self-help action would adversely affect the Debtors' operations and potentially jeopardize the Debtors' reorganization efforts, resulting in irreparable harm to the Debtors' estates and parties in interest. Accordingly, the Debtors believe that a Court order is necessary and appropriate to reinforce creditor compliance with the automatic stay.

II. The Court Should Confirm the Injunction of Governmental Action Under Section 525 of the Bankruptcy Code.

15. In addition to the automatic stay, other provisions of the Bankruptcy Code provide important protections to debtors. Section 525 of the Bankruptcy Code prohibits governmental units from, among other things: (a) denying, revoking, suspending, or refusing to renew any license, permit, charter, franchise, or other similar grant to the Debtors; (b) placing conditions upon such a grant to the Debtors; or (c) discriminating against the Debtors with respect to such a grant, solely because the Debtors are debtors under the Bankruptcy Code, may have been insolvent before the commencement of these chapter 11 cases, or are insolvent during the pendency of these chapter 11 cases. *See* 11 U.S.C. § 525(a); *In re Psychotherapy and Counseling Ctr., Inc.*, 195 B.R. 522, 533 (Bankr. D.C. 1996) (holding that the debtor's exclusion from a governmental program on account of its nonpayment of a dischargeable debt would interfere with the debtor's breathing spell and fresh start).

16. Moreover, filing for chapter 11 bankruptcy protection does not need to be the only motivation behind a governmental unit's actions for the court to find that discrimination occurred under section 525 of the Bankruptcy Code. In setting the standard to evaluate discrimination under section 525 of the Bankruptcy Code, the Supreme Court stated that if the proximate cause of an act by a governmental unit was the debtor's not paying a dischargeable debt, a violation of section

525 of the Bankruptcy Code has occurred. *FCC v. NextWave Pers. Commc'ns, Inc*, 537 U.S. 293, 294 (2003). In so holding, the Supreme Court did not limit the application of section 525 of the Bankruptcy Code to situations where the initiation of bankruptcy proceedings was the cause-in-fact of a governmental actor's discriminatory behavior. *Id.*; *see also In re Env't. Source Corp.*, 431 B.R. 315, 323 (Bankr. D. Mass. 2010) (finding that because the debtor's financial incapacity was the proximate cause of the debtor's debarment, the other motives of the Commonwealth in enforcing the debarment statute were irrelevant); *In re Valentin*, 309 B.R. 715, 720–22 (Bankr. E.D. Pa. 2004) (finding that a debtor's failure to pay prepetition rent was the proximate cause of a housing authority's decision to evict in violation of section 525 of the Bankruptcy Code). Indeed, a governmental unit's motives do not have to be obvious for a court to find that they discriminated against a debtor. *See In re McKibben*, 233 B.R. 378, 381 (Bankr. E.D. Tex. 1999). Courts must evaluate the evidence and make an inference as to the governmental unit's intent. *See In re Ellis*, 493 B.R. 818, 828 (Bankr. D. Colo. 2013).

17. The list of discriminatory acts in section 525 of the Bankruptcy Code is not meant to be exhaustive. *See In re Elsinore Shore Assocs.*, 66 B.R. 723, 740 (Bankr. D. N.J. 1986). Courts have prohibited discrimination even where the type of discrimination was not explicitly listed or did not fit squarely within section 525 of the Bankruptcy Code. *See, e.g., In re Golliday*, 216 B.R. 407 (Bankr. W.D. Mich. 1998) (finding that a city was prohibited from terminating debtor's position as elected city commissioner due to defaulted obligation that was dischargeable in bankruptcy); *see also* H.R. Rep. No. 595, 95th Cong., 1st Sess. 367 (1977), *reprinted* in App. Pt. 4(d)(i) *infra*; S. Rep. No. 989, 95th Cong., 2d Sess. 81 (1978) (explaining that courts are not limited to the discriminatory acts explicitly laid out in section 525 of the Bankruptcy Code but, instead,

should, "mark the contours of the anti-discrimination provision in pursuit of sound bankruptcy policy.").

18. Section 525 of the Bankruptcy Code is designed to protect property interests, including "license[s], charter[s], franchise[s], and other similar grants," that are not obtainable from the private sector and that are essential to the debtor's fresh start. *In re Jasper*, 325 B.R. 50, 54 (Bankr. D. Me. 2005); *see also FCC v. NextWave Pers. Commc'ns Inc.*, 537 U.S. at 307 (2003) ("The government is not to revoke a bankruptcy debtor's license [under section 525(a) of the Bankruptcy Code] solely because of a failure to pay his debts."). One of the underlying purposes of section 525 of the Bankruptcy Code is to enable a debtor to continue operating its businesses and to protect a debtor's "means of earning a living or pursuing a livelihood." *In re Elsinore Shore Assocs.*, 66 B.R. at 741–42. Courts have found a violation of section 525 of the Bankruptcy Code where the government action frustrates a debtor's ability to reorganize. *See In re Anderson*, 15 B.R. 399, 400 (Bankr. S.D. Miss. 1981) (finding that non-renewal of a liquor license would be a prohibited government action under section 525 of the Bankruptcy Code because it would force them to close their retail store, lose their means of earning a living, and ultimately preclude the reorganization of the debtors). The Debtors hold certain licenses and permits with certain foreign states, and any actions by such states in violation of section 525 of the Bankruptcy Code would adversely affect the Debtors' operations and reorganization efforts. The Debtors believe that a Court order affirming the prohibition against such actions under section 525 of the Bankruptcy Code is necessary and appropriate to discourage foreign states from discriminating against the Debtors.

III. The Court Should Confirm the Invalidation of *Ipso Facto* Provisions Under Section 365 of the Bankruptcy Code and Other Contractual Rights.

19. The automatic stay precludes unilateral actions by non-debtor parties to terminate contracts without a court order. *See, e.g.*, *Bonneville Power Admin. v. Mirant Corp. (In re Mirant Corp.)*, 440 F.3d 238 (5th Cir. 2006) (noting that non-debtor termination of agreement was prohibited by the automatic stay and required court approval under section 362(d)). Moreover, "'[c]ourts have consistently held that contract rights are property of the estate.'" *In re Enron Corp.*, 300 B.R. 201, 212 (Bankr. S.D.N.Y. 2003) (quoting *Elder-Beerman Stores Corp. v. Thomasville Furniture Indus., Inc. (In re Elder-Beerman Stores Corp.)*, 195 B.R. 1019, 1023 (Bankr. S.D. Ohio 1996)); *see also* 11 U.S.C. § 362(a)(3) (prohibiting any act to exercise control over property of the estate). The Bankruptcy Code prohibits a debtor's counterparties from modifying or terminating contracts with the debtor absent court approval, subject to certain express statutory exceptions. *See NLRB v. Bildisco & Bildisco*, 465 U.S. 513, 532 (1984) (holding that while the debtor may enforce the terms of the contract against the creditor, the creditor is "precluded from . . . enforcing the contract terms" of an executory contract prior to assumption by the debtor).

20. Section 365(e)(1)(B) of the Bankruptcy Code prohibits counterparties to contracts with the debtor from terminating or modifying such contracts, including any right or obligation thereunder, solely because of a provision in such contract or lease that is conditioned on: (a) the insolvency or financial condition of a debtor at any time before the closing of the debtor's chapter 11 case; (b) the commencement of the debtor's chapter 11 case; or (c) the appointment of or taking possession by a trustee in a case under the Bankruptcy Code or a custodian before such commencement. *See* 11 U.S.C. § 365(e)(1). A debtor's counterparties must therefore continue to perform under executory contracts until they are assumed or rejected. *See In re El Paso Refinery, L.P.*, 196 B.R. 58, 72 (Bankr. W.D. Tex. 1996) ("[T]he [Bankruptcy] Code places an independent

duty on the non-debtor to continue the performance of an executory contract until it is assumed or rejected.").

21. Thus, section 365(e) of the Bankruptcy Code invalidates so-called contractual *ipso facto* provisions that provide for the termination of a contract based solely upon a party's financial condition. Nevertheless, the Debtors believe that, upon learning of the commencement of these chapter 11 cases, foreign counterparties to executory contracts or unexpired leases with the Debtors may purport to terminate such executory contracts or unexpired leases in violation of sections 362(a) and 365 of the Bankruptcy Code. Any such action would harm the Debtors' operations and potentially jeopardize the Debtors' reorganization efforts. Accordingly, the Debtors believe that a court order confirming the applicability of sections 362 and 365 of the Bankruptcy Code to the Debtors' executory contracts and unexpired leases is necessary and appropriate.

IV. The Court Should Reaffirm that Each of the Code Protections Is Essential to the Orderly Administration of the Bankruptcy Estates.

22. Each of the Code Protections constitutes a fundamental debtor protection that, in combination with other provisions of the Bankruptcy Code, provides a debtor with the "breathing spell" necessary to maximize and preserve enterprise value for the benefit of its stakeholders. These protections extend to a debtor's property, contracts, and regulatory rights and privileges wherever they are located and by whomever they are held. 11 U.S.C. § 541(a) ("The commencement of a case under section 301 . . . of this title creates an estate. Such estate is comprised of all the following property, ***wherever located and by whomever held***[.]") (emphasis added).

23. Notwithstanding the automatic and global nature of these Code Protections, it is sometimes necessary to advise parties of the existence, scope, and effect of sections 362, 365, and

525 of the Bankruptcy Code through a separate court order. Such an order is appropriate in these chapter 11 cases because the Debtors' operations are dependent upon, among other things, the uninterrupted performance by counterparties to contracts with the Debtors (including contractual relationships with foreign entities operating in foreign jurisdictions). The Debtors believe that many of the third parties subject to the Bankruptcy Code may be unaware of or misapprehend the scope of the Code Protections. Accordingly, the Debtors request that the Court issue the Order. The Debtors believe that the entry of the Order, which the Debtors will be able to transmit to affected parties, will inure to the benefit of the Debtors and their stakeholders by confirming the protections afforded by sections 362, 365, and 525 of the Bankruptcy Code.

V. The Automatic Stay Should be Modified in the Debtors' Sole Discretion to Continue Litigating Certain Contested Matters.

24. The Debtors seek authority, pursuant to sections 105(a), 362(a), and 362(d) of the Bankruptcy Code, to modify the automatic stay, solely to the extent the Debtors deem appropriate in their sole discretion, to proceed with litigation, arbitration, or other contested matters commenced before the Petition Date—many of which are pending in jurisdictions outside the United States and involve non-Debtors. *See* 11 U.S.C. § 362(d) (providing circumstances in which a "party in interest" will be granted relief from the automatic stay); 11 U.S.C. § 1109(b) (providing that the debtor is a "party in interest"); *see, e.g.*, *United Sav. Ass'n of Tex. v. Timbers of Inwood Forest Assocs., Ltd.*, 484 U.S. 365, 369–70 (1988) (holding that parties in interest may file for relief from the automatic stay).

25. Cause exists to modify the stay in these limited actions because such relief will permit the Debtors to choose to continue defending actions and contested matters that, for instance, have been the subject of ongoing litigation or other proceedings in venues outside the United States that are close to final resolution. Such relief would permit the Debtors to liquidate certain claims

more efficiently and in accordance with applicable law. Any such relief would be in the Debtors' sole discretion. In most instances, the Debtors anticipate that enforcing the automatic stay will be in the best interests of their estates.

VI. Section 105(a) of the Bankruptcy Code Authorizes the Requested Relief.

26. Section 105(a) of the Bankruptcy Code permits the court to issue "any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title," including an injunction. 11 U.S.C. § 105(a); *see also In re LTL Mgmt., LLC*, 638 B.R. 291, 319 (Bankr. D.N.J. 2022) (describing section 105(a) of the Bankruptcy Code as authorizing the issuance of an injunction); *United States v. Sutton*, 786 F.2d 1305, 1307 (5th Cir. 1986) ("Section 105(a) simply authorizes a bankruptcy court to fashion such orders as are necessary to further the purposes of the substantive provisions of the Bankruptcy Code.").

27. Granting the relief requested herein will better enable the Debtors to inform foreign parties in interest, including Foreign Vendors, of Code Protections that may be unfamiliar to them and will dissuade foreign creditors, counterparties, and governmental units from violating the Bankruptcy Code.

28. Given the vulnerability of the Debtors' business and operations to immediate disruption if any party violates the Code Protections, the Debtors seek authority to immediately serve or file the Notice substantially in the form attached hereto as Exhibit 1 to the Order. Bankruptcy courts in this jurisdiction have entered similar orders restating and enforcing the protections set forth in sections 362, 365, and 525 of the Bankruptcy Code under comparable circumstances. *See, e.g.*, *In re Liberated Brands LLC*, No. 25-10168 (JKS) (Bankr. D. Del. Feb. 5, 2025) (restating and enforcing the worldwide automatic stay, anti-discrimination provisions, and *ipso facto* provisions of the Bankruptcy Code); *In re iLearningEngines, Inc.*, No. 24-12826 (LSS) (Bankr. D. Del. Dec. 30, 2024) (same); *In re Accuride Corp.*, No. 24-12289 (JKS) (Bankr. D. Del.

Oct. 11, 2024) (same); *In re Casa Sys., Inc.*, No. 24-10695 (KBO) (Bankr. D. Del. Apr. 5, 2024) (same); *In re WOM S.A.*, No. 24-10628 (KBO) (Bank. D. Del. Apr. 3, 2024) (same). Given the critical importance of ensuring that the Debtors' operations are not undermined by noncompliance with U.S. bankruptcy law, similar relief is appropriate here.

Reservation of Rights

29. Nothing contained in this motion or any order granting the relief requested in this motion, and no action taken by the Debtors pursuant to the relief requested or granted (including any payment made in accordance with any such order), is intended as or shall be construed or deemed to be: (a) an admission as to the amount, validity, or priority of, or basis for, any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's rights to dispute any claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission, or finding that any particular claim is an administrative expense claim, other priority claim, or otherwise of a type specified or defined in this motion or any order granting the relief requested by this motion; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a waiver or limitation of any claims, causes of action, or other rights of the Debtors or any other party in interest against any person or entity under the Bankruptcy Code or any other applicable law.

Notice

30. The Debtors will provide notice of this motion to: (a) the United States Trustee for the District of Delaware; (b) the holders of the 30 largest unsecured claims against the Debtors (on

a consolidated basis); (c) the office of the attorney general for each of the states in which the Debtors operate; (d) United States Attorney's Office for the District of Delaware; (e) the Internal Revenue Service; (f) the United States Securities and Exchange Commission; (g) the United States Department of Justice; (h) Mayer Brown LLP, as counsel to the DIP Agent; (i) Davis Polk & Wardwell LLP, as counsel to Mizuho Bank, Ltd., in all capacities other than as Prepetition Agent; (j) Young Conaway Stargatt & Taylor, LLP, as counsel to Mizuho Bank, Ltd., in its capacity as Prepetition Agent; (k) Akin Gump Strauss Hauer & Feld LLP and Cole Schotz P.C., as counsel to the Ad Hoc Group of Senior Lenders; (l) Paul, Weiss, Rifkind, Wharton & Garrison LLP, as counsel to the Sponsors; and (m) any party that has requested notice pursuant to Bankruptcy Rule 2002 (the "Notice Parties"). As this motion is seeking "first day" relief, the Debtors will serve copies of this motion and any order entered in respect to this motion as required by Local Rule 9013-1(m). In light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

31. No prior request for the relief sought in this motion has been made to this or any other court.

[*Remainder of page intentionally left blank*]

WHEREFORE, the Debtors request entry of the Order, substantially in the form attached hereto as **Exhibit A**, (a) granting the relief requested herein and (b) granting such other relief as the Court deems appropriate under the circumstances.

Dated: June 11, 2025
Wilmington, Delaware

/s/ Laura Davis Jones
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Proposed Co-Counsel for the Debtors and Debtors in Possession

Exhibit A

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
MARELLI AUTOMOTIVE LIGHTING USA LLC, *et al.*,[1]	)	Case No. 25-11034 (___)
	)	
Debtors.	)	(Joint Administration Requested)
	)	
	)	**Re: Docket No. __**

ORDER (I) RESTATING AND ENFORCING THE WORLDWIDE AUTOMATIC STAY, ANTI-DISCRIMINATION PROVISIONS, AND *IPSO FACTO* PROTECTIONS OF THE BANKRUPTCY CODE, (II) APPROVING THE FORM AND MANNER OF NOTICE, AND (III) GRANTING RELATED RELIEF

Upon the motion (the "Motion")[2] of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order") (a) restating and enforcing the worldwide automatic stay, anti-discrimination provisions, and *ipso facto* protections of the Bankruptcy Code, (b) approving the form and manner of notice, and (c) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and

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[1] A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at https://www.veritaglobal.net/Marelli. The location of Marelli Automotive Lighting USA LLC's principal place of business and the Debtors' service address in these chapter 11 cases is 26555 Northwestern Highway, Southfield, Michigan 48033.

[2] Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.

2. Unless otherwise allowed pursuant to a separate order of the Court, pursuant to section 362 of the Bankruptcy Code, all entities, including persons (including individuals, partnerships, corporations, and other entities and all those acting on their behalf) and governmental units, whether of the United States, any state or locality therein or any territory or possession thereof, or any other jurisdiction (including any division, department, agency, instrumentality, or service thereof, and all those acting on their behalf), are hereby stayed, restrained, and enjoined from:

(a) commencing or continuing (including the issuance or employment of process) any judicial, administrative, or other action or proceeding against the Debtors that was or could have been commenced before the commencement of the Debtors' chapter 11 cases or recovering a claim against the Debtors that arose before the commencement of the Debtors' chapter 11 cases;

(b) enforcing, against the Debtors or against property of their estates, a judgment or order obtained before the commencement of the Debtors' chapter 11 cases;

(c) taking any action, whether inside or outside of the United States, to obtain possession of property of the Debtors' estates, wherever located (including, but not limited to, leased vehicles, leased facilities, and fixtures or tenant improvements to such facilities), or to exercise control over property of the estates or interfere in any way with the conduct by the Debtors of their businesses, including, without limitation, attempts to interfere with deliveries or events or attempts to arrest, seize, or reclaim any equipment, supplies, or any other assets in which the Debtors have legal or equitable interests;

(d) taking any action to create, perfect, or enforce any lien against the property of the Debtors' estates;

(e) taking any action to create, perfect, or enforce against property of the Debtors any lien to the extent that such lien secures a claim that arose prior to the commencement of the Debtors' chapter 11 cases;

(f) taking any action to collect, assess, or recover a claim against the Debtors that arose prior to the commencement of the Debtors' chapter 11 cases;

(g) offsetting any debt owing to the Debtors that arose before the commencement of the Debtors' chapter 11 cases against any claim against the Debtors; and

(h) commencing or continuing any proceeding concerning the Debtors, subject to the provisions of 11 U.S.C. § 362(b).

3. Pursuant to sections 362 and 365 of the Bankruptcy Code, notwithstanding a provision in a contract or lease or any applicable law, all persons are hereby stayed, restrained, and enjoined from terminating or modifying any and all contracts and leases to which the Debtors are party or signatory, at any time after the commencement of these chapter 11 cases, because of a provision in such contract or lease that is conditioned on the (a) insolvency or financial condition of the Debtors at any time before the closing of these chapter 11 cases or (b) commencement of these chapter 11 cases.

4. Pursuant to section 525 of the Bankruptcy Code, all governmental units and other regulatory authorities are prohibited and enjoined from: (a) denying, revoking, suspending, or refusing to renew any license, permit, charter, franchise, or other similar grant to the Debtors; (b) placing conditions upon such a grant to the Debtors; or (c) discriminating against the Debtors

with respect to such a grant, solely because the Debtors are debtors under the Bankruptcy Code, may have been insolvent before the commencement of these chapter 11 cases, or are insolvent during the pendency of these chapter 11 cases.

5. For the avoidance of doubt, this Order does not expand or enlarge the rights afforded to the Debtors under the Bankruptcy Code.

6. This Order is declarative and is intended to be coterminous with sections 362, 365, 525, 1107, and 1108 of the Bankruptcy Code. Nothing in this Order shall abridge, enlarge, or otherwise affect (a) the rights of any party or the availability of any of the exceptions contained in the Bankruptcy Code (including without limitation sections 362(b) and 365(e)(1)), (b) the right of any party-in-interest to seek relief from the worldwide automatic stay in accordance with section 362(d) of the Bankruptcy Code or with respect to an executory contract or unexpired lease under section 365 of the Bankruptcy Code, or (c) the right of any utility under section 366(c)(4) of the Bankruptcy Code.

7. The form and manner of notice (the "Notice") attached hereto as **Exhibit 1** is approved. The Debtors are authorized to serve the Notice upon creditors, governmental units, or other regulatory authorities and/or interested parties wherever located.

8. The Debtors are authorized to procure and provide true and correct foreign-language translations of the Motion, this Order, the Notice, or any other materials filed in these chapter 11 cases to any foreign party in interest at the Debtors' discretion.

9. Nothing in this Order or the Motion shall constitute a rejection or assumption by the Debtors, as debtors in possession, of any executory contract or unexpired lease.

10. Nothing in this Order shall prohibit the commencement or continuation of an action or proceeding by a governmental unit to enforce such governmental unit's police and regulatory

power to the extent such action or proceeding is not otherwise stayed or prohibited under applicable law.

11. This Order remains subject to section 362 of the Bankruptcy Code, including its exceptions.

12. Nothing contained in the Motion or this Order, and no action taken pursuant to the relief requested or granted (including any payment made in accordance with this Order), is intended as or shall be construed or deemed to be: (a) an admission as to the amount, validity, or priority of, or basis for, any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission, or finding that any particular claim is an administrative expense claim, other priority claim, or otherwise of a type specified or defined in the Motion or this Order; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a waiver or limitation of any claims, causes of action, or other rights of the Debtors or any other party in interest against any person or entity under the Bankruptcy Code or any other applicable law.

13. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

14. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

15. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

<u>Exhibit 1</u>

Form of Notice

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
MARELLI AUTOMOTIVE LIGHTING USA LLC, *et al.*,[1]	)	Case No. 25-11034 (___)
	)	
Debtors.	)	(Joint Administration Requested)
	)	
	)	**Re: Docket No. __**

NOTICE OF ENTRY OF AN ORDER
(I) RESTATING AND ENFORCING THE WORLDWIDE
AUTOMATIC STAY, ANTI-DISCRIMINATION PROVISIONS, AND
***IPSO FACTO* PROTECTIONS OF THE BANKRUPTCY CODE, (II) APPROVING**
THE FORM AND MANNER OF NOTICE, AND (III) GRANTING RELATED RELIEF

PLEASE TAKE NOTICE that on June 11, 2025 (the "Petition Date"), the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court"). The Debtors' chapter 11 cases are pending before the Honorable Judge [●], United States Bankruptcy Judge, and are being jointly administered under the lead case *In re Marelli Automotive Lighting USA LLC, et. al.*, Case No. 25-11034 (●).

PLEASE TAKE FURTHER NOTICE that, on [____], 2025, the Court entered the *Order (I) Restating and Enforcing the Worldwide Automatic Stay, Anti-Discrimination Provisions, and* Ipso Facto *Protections of the Bankruptcy Code, (II) Approving the Form and Manner of Notice, and (III) Granting Related Relief* (the "Order") [Docket No. [●]], a copy of which is attached hereto as **Exhibit A**.

[1] A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at https://www.veritaglobal.net/Marelli. The location of Marelli Automotive Lighting USA LLC's principal place of business and the Debtors' service address in these chapter 11 cases is 26555 Northwestern Highway, Southfield, Michigan 48033.

PLEASE TAKE FURTHER NOTICE that pursuant to section 362(a) of the Bankruptcy Code and confirmed by the Order, the Debtors' filing of their respective voluntary petitions operates as a self-executing, statutory stay or injunction, applicable to all entities, and protects the Debtors from, among other things: (i) the commencement or continuation of a judicial, administrative, or other action or proceeding against the Debtors (a) that was or could have been commenced before the commencement of the Debtors' cases or (b) to recover a claim against the Debtors that arose before the commencement of the Debtors' cases; (ii) the enforcement, against the Debtors or against any property of the Debtors' bankruptcy estates, of a judgment obtained before the commencement of the Debtors' cases; or (iii) any act to obtain possession of property of or from the Debtors' bankruptcy estates, or to exercise control over property of the Debtors' bankruptcy estates.[2] This means that creditors generally may not take action to collect debts from the Debtors or the Debtors' property. For example, while the stay is in effect, creditors cannot sue, assert a deficiency, repossess property, or otherwise try to collect from the Debtors on account of a prepetition claim. Creditors cannot demand repayment from the Debtors by mail, phone, or otherwise. Creditors who violate the stay can be held in contempt and required to pay damages and attorney's fees.

PLEASE TAKE FURTHER NOTICE that any entity that seeks to assert claims, interests, causes of action, or other legal or equitable remedies against, or otherwise exercise any rights in law or equity against the Debtors or their estates, must do so before the Court in the Debtors' chapter 11 cases.

[2] Nothing herein shall constitute a waiver of the right to assert any claims, counterclaims, defenses, rights of setoff, or recoupment or any other claims of the Debtors against any party to the above-captioned cases. The Debtors expressly reserve the right to contest any claims which may be asserted against the Debtors.

PLEASE TAKE FURTHER NOTICE that pursuant to section 525 of the Bankruptcy Code and confirmed by the Order, any governmental agency, department, division or subdivision, or any similar governing authority is prohibited from, among other things: (i) denying, revoking, suspending, or refusing to renew any license, permit, charter, franchise, or other similar grant to the Debtors; (ii) placing conditions upon such a grant to the Debtors; or (iii) discriminating against the Debtors with respect to such a grant, solely because the Debtors are debtors under the Bankruptcy Code, may have been insolvent before the commencement of these chapter 11 cases, or are insolvent during the pendency of these chapter 11 cases, except as permitted by the Court under applicable law.

PLEASE TAKE FURTHER NOTICE that pursuant to section 365(e)(1) of the Bankruptcy Code and confirmed by the Order, parties to contracts or agreements with the Debtors are prohibited from terminating such contracts or agreements because of a Debtor's bankruptcy filing, except as permitted by the Court under applicable law.

PLEASE TAKE FURTHER NOTICE that pursuant to sections 105(a) and 362 of the Bankruptcy Code and rule 9020 of the Federal Rules of Bankruptcy Procedure, among other applicable substantive law and rules of procedure, any person or governmental unit seeking to assert its rights or obtain relief in violation of the Order, the Bankruptcy Code, and applicable law may be subject to proceedings in front of the Court for failure to comply with the Order and applicable law, including contempt proceedings resulting in fines, sanctions, and punitive damages against the entity and its assets inside the United States.

PLEASE TAKE FURTHER NOTICE that additional information regarding the Debtors' chapter 11 cases, including copies of pleadings filed therein, may be obtained by: (i) reviewing the publicly available docket of the Debtors' chapter 11 cases at http://www.deb.uscourts.gov (PACER login and password required); (ii) accessing the Debtors' publicly available website providing information regarding these chapter 11 cases, located online at https://www.veritaglobal.net/Marelli; or (iii) contacting the following proposed co-counsel for the Debtors.

[*Remainder of page intentionally left blank.*]

Dated: [●], 2025
Wilmington, Delaware

/s/DRAFT

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Proposed Co-Counsel for the Debtors and Debtors in Possession

Exhibit A

Order