

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re:	)	
	)	Chapter 11
	)	
MARELLI AUTOMOTIVE LIGHTING USA LLC,	)	Case No. 25-11034 (CTG)
<i>et al.</i> , <sup>1</sup>	)	
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	Re: Docket Nos. 12, 113

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**CERTIFICATION OF COUNSEL REGARDING FINAL ORDER  
ON MOTION OF DEBTORS FOR ENTRY OF INTERIM AND  
FINAL ORDERS (I) AUTHORIZING THE DEBTORS TO (A) PAY  
PREPETITION WAGES, SALARIES, OTHER COMPENSATION, AND  
REIMBURSABLE EXPENSES AND (B) CONTINUE THE COMPENSATION  
AND BENEFITS PROGRAMS AND (II) GRANTING RELATED RELIEF**

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The undersigned proposed counsel for the above-captioned debtors and debtors in possession (the “Debtors”) hereby certifies that:

1. On June 11, 2025, the Debtors filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue the Compensation and Benefits Programs and (II) Granting Related Relief* (the “Motion”) [Docket No. 12].
2. On June 12, 2025, the Court held an interim hearing on the Motion.
3. On June 12, 2025, the Court entered the *Interim Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue the Compensation and Benefits Programs and (II) Granting Related Relief* (the “Interim Order”) [Docket No. 113].

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<sup>1</sup> 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.



4. On June 13, 2025, the Debtors filed the *Notice of Entry of Interim Order and Final Hearing Regarding Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue the Compensation and Benefits Programs and (II) Granting Related Relief* [Docket No. 132].

5. Objections to entry of a final order granting the relief requested in the Motion were due no later than **July 9, 2025 at 4:00 p.m. (prevailing Eastern Time)**.

6. The Debtors received informal comments from the Official Committee of Unsecured Creditors (the “Committee”), the Ad Hoc Group of Senior Lenders (the “Ad Hoc Group”), ACE American Insurance Company and Federal Insurance Company and each of their U.S.-based affiliates and predecessors (collectively, “Chubb”), and Strada Global Payroll (“Strada”) with respect to the form of final order on the Motion. Attached hereto as **Exhibit A** is a form of final order (the “Proposed Final Order”), which incorporates comments from the Committee, the Ad Hoc Group, Chubb, and Strada. The Office of the United States Trustee (the “U.S. Trustee”), the Committee, the Ad Hoc Group, Chubb, and Strada do not object to entry of the Proposed Final Order.

7. A redline of the Proposed Final Order is attached hereto as **Exhibit B**, showing changes from the proposed final order that was attached to the Motion.

8. The Debtors respectfully request entry of the Proposed Final Order at the Court’s convenience.

Dated: July 22, 2025  
Wilmington, Delaware

*/s/ Laura Davis Jones*

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and Debtors in Possession*

*Proposed Co-Counsel for the Debtors  
and Debtors in Possession*

**Exhibit A**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

MARELLI AUTOMOTIVE LIGHTING USA LLC,  
*et al.*,<sup>1</sup>

Debtors.

## Chapter 11

Case No. 25-11034 (CTG)

(Jointly Administered)

**Re: Docket Nos. 12, 113**

**FINAL ORDER (I) AUTHORIZING THE  
DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, OTHER  
COMPENSATION, AND REIMBURSABLE EXPENSES AND (B) CONTINUE THE  
COMPENSATION AND BENEFITS PROGRAMS AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of a final order (this “Final Order”), (a) authorizing the Debtors to (i) pay all prepetition wages, salaries, other compensation, and Reimbursable Expenses on account of the Compensation and Benefits and (ii) continue to administer the Compensation and Benefits Programs in the ordinary course of business and (b) 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

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and 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 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 on a final basis as set forth herein.
2. The Debtors are authorized to: (a) continue, modify, change, and discontinue the Compensation and Benefits in the ordinary course of business during these chapter 11 cases and without the need for further Court approval, subject to applicable law, and (b) pay and honor prepetition amounts outstanding under or related to the Compensation and Benefits, in an aggregate amount not to exceed \$145,495,500 in the ordinary course of business for the following obligations on a final basis, including, for the avoidance of doubt, any prepetition Compensation and Benefits obligations, if any, that exceed the priority amounts set forth in sections 507(a)(4) or 507(a)(5) of the Bankruptcy Code; *provided* that the Debtors will provide five calendar days' written notice to the U.S. Trustee and, on a professionals-eyes-only basis, counsel to the Official Committee of Unsecured Creditors (the "Committee") and counsel to the Ad Hoc Group of Senior Lenders of any material modifications to the Compensation and Benefits.

<b>Relief Requested</b>	
<b>Compensation &amp; Benefits</b>	<b>Final</b>
<b>Compensation and Withholding Obligations</b>	<b>\$129,050,000</b>
Employee Compensation	\$45,000,000
Staffing Agency Obligations	\$40,000,000
Independent Contractor Obligations	\$3,000,000
Reimbursable Expenses	\$400,000
Non-Insider Bonus Programs (Final Order Only)	N/A
Non-Insider Severance Program (Final Order Only)	\$1,600,000
Social Plan Obligations	N/A
Withholding (Payroll Deductions & Payroll Taxes)	\$38,300,000
Payroll Processing Fees	\$2,000,000
<b>Employee Benefits Programs</b>	<b>\$15,045,500</b>
Health and Welfare Coverage and Benefits	\$10,000,000
COBRA Benefits	\$3,000
Life and Disability Insurance Coverage	\$550,000
Workers' Compensation	\$7,500
401(k) Plan	\$800,000
Non-U.S. Employees Savings Plans	\$1,450,000
Time-Off Benefits	\$130,000
Pension Programs	\$2,100,000
Retiree Benefit Programs	\$5,000
Additional Benefit Programs	N/A
<b>Union Contributions</b>	<b>\$150,000</b>
<b>Director Compensation</b>	<b>N/A</b>
Outside Director Compensation	N/A
Disinterested Director Compensation	N/A
<b>Total</b>	<b>\$145,495,500</b>

3. Nothing herein (a) alters or amends the terms and conditions of any of the Workers' Compensation Programs<sup>1</sup> or the rights of any insurers or third-party administrators thereunder, or relieves the Debtors of any of their obligations under the Workers' Compensation Programs or (b) creates a direct right of action against any insurers or third-party administrators where such right of action does not already exist under non-bankruptcy law.

<sup>1</sup> For the avoidance of doubt, (i) the term "Workers' Compensation Programs" shall include all workers' compensation insurance policies issued or providing coverage at any time to the Debtors or their predecessors, and any agreements related thereto, and (ii) the Workers' Compensation Programs shall be part of the Compensation and Benefits Programs.

4. The automatic stay of section 362(a) of the Bankruptcy Code, if and to the extent applicable, is modified to the extent necessary to permit: (a) claimants to proceed with their claims under the Workers' Compensation Programs and direct action claims against insurers in the appropriate judicial or administrative forum, (b) insurers and third-party administrators to handle, administer, defend, settle and/or pay workers' compensation claims and direct action claims against insurers, and (c) the Debtors to continue the Workers' Compensation Programs and pay all prepetition and postpetition amounts relating thereto in the ordinary course of business. This modification of the automatic stay pertains solely to claims under the Workers' Compensation Programs and direct-action claims.

5. The Debtors are authorized to forward any unpaid amounts on account of Payroll Deductions, Payroll Taxes, and Payroll Processing Fees to the appropriate third-party recipients or taxing authorities in the ordinary course of business.

6. The Debtors are authorized to pay in the ordinary course of business any costs and expenses incidental to payment of the Compensation and Benefits obligations and all administrative and processing costs in connection therewith.

7. On a quarterly and professional-eyes-only basis, the Debtors shall provide at least five calendar days' written notice of any payments under the quarterly Non-Insider Bonus Program to counsel to the Committee and counsel to the Ad Hoc Group of Senior Lenders. Such notice shall include aggregate amounts<sup>2</sup> proposed to be paid during the upcoming quarter by country and the number of Employees included in the proposed payment. On a monthly and professional-eyes-only basis, the Debtors shall provide counsel to the Ad Hoc Group of Senior Lenders and counsel to the Committee a report of retention bonuses under the Non-Insider Bonus

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<sup>2</sup> Amounts will be provided in Oku Yen.



Programs that were approved in the prior month within fourteen business days of the prior month's end beginning upon entry of this Final Order. For the avoidance of doubt, the Debtors shall not pay bonuses to any insiders unless otherwise ordered by the Court.

8. The Debtors shall provide three business days' written notice, on a professional-eyes-only basis, to counsel to the Committee and counsel to the Ad Hoc Group of Senior Lenders of any Non-Insider Severance Program payments for severance events affecting more than fifty Employees. On a monthly and professional-eyes-only basis, the Debtors shall provide counsel to the Ad Hoc Group of Senior Lenders and counsel to the Committee a report of Non-Insider Severance Program payments made in the prior month within fourteen business days of the prior month's end beginning upon entry of this Final Order.

9. Notwithstanding anything to the contrary herein, the Debtors are authorized to pay awards in resolution of employment-related claims to Employees and former Employees where ordered by courts in non-U.S. jurisdictions (including where ordered by means of a foreign court, confirmation of any settlement agreement entered into in the context of any applicable lawsuit in that foreign jurisdiction).

10. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

11. Nothing herein shall be deemed to authorize the payment of any amounts that violate or implicate section 503(c) of the Bankruptcy Code; *provided* that nothing herein shall

prejudice the Debtors' ability to seek approval of relief pursuant to section 503(c) of the Bankruptcy Code by separate motion at a later time.

12. Nothing contained herein is intended or should be construed to create an administrative priority claim on account of the Compensation and Benefits obligations.

13. Notwithstanding the relief granted in this Final Order, all authorizations herein and all payments and actions pursuant hereto shall be subject to the *Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, and (B) Use Cash Collateral; (II) Granting Liens and Providing Superpriority Administrative Expense Claims; (III) Granting Adequate Protection to Certain Prepetition Secured Parties; (IV) Modifying the Automatic Stay; (V) Scheduling a Final Hearing; and (VI) Granting Related Relief* [Docket No. 109] and any final order of the Court approving the debtor-in-possession financing in these chapter 11 cases (collectively, the "DIP Orders"), including compliance with any budget or cash flow forecast in connection therewith and any other terms and conditions thereof. Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the DIP Orders or the DIP Documents (as defined in the DIP Orders). To the extent there is any inconsistency between the terms of the DIP Orders or the DIP Documents and the terms of this Final Order or any action taken or proposed to be taken hereunder, the terms of the DIP Orders or the DIP Documents, as applicable, shall control.

14. Nothing contained in the Motion or this Final Order, and no action taken pursuant to the relief requested or granted (including any payment made in accordance with this Final 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 Final 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.

15. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein.

16. 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.

17. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

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

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

**Exhibit B**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:

MARELLI AUTOMOTIVE LIGHTING USA LLC,  
*et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 25-11034 (\_\_\_\_)  
)  
) (Joint Administration Requested)  
)  
) **Re: Docket No. —12, 113**

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**FINAL ORDER (I) AUTHORIZING THE  
DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, OTHER  
COMPENSATION, AND REIMBURSABLE EXPENSES AND (B) CONTINUE THE  
COMPENSATION AND BENEFITS PROGRAMS AND (II) GRANTING RELATED RELIEF**

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Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of a final order (this “Final Order”), (a) authorizing the Debtors to (i) pay all prepetition wages, salaries, other compensation, and Reimbursable Expenses on account of the Compensation and Benefits and (ii) continue to administer the Compensation and Benefits Programs in the ordinary course of business and (b) 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

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

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 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 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 on a final basis as set forth herein.

2. ~~1.~~ The Debtors are authorized to: (a) continue, modify, change, and discontinue the Compensation and Benefits in the ordinary course of business during these chapter 11 cases and without the need for further Court approval, subject to applicable law, and (b) pay and honor prepetition amounts outstanding under or related to the Compensation and Benefits, in an aggregate amount not to exceed \$14~~3~~5,~~8~~495,500 in the ordinary course of business for the following obligations on a final basis, including, for the avoidance of doubt, any prepetition Compensation and Benefits obligations, if any, that exceed the priority amounts set forth in sections 507(a)(4) or 507(a)(5) of the Bankruptcy Code; *provided* that the Debtors will provide five calendar days' written notice to the U.S. Trustee and, on a professionals-eyes-only basis, counsel to ~~any statutory~~the Official ~~e~~Committee ~~appointed in these chapter 11 cases, of~~

Unsecured Creditors (the “Committee”) and counsel to the Ad Hoc Group of Senior Lenders of any material modifications to the Compensation and Benefits.

Relief Requested	
Compensation & Benefits	Final
<b>Compensation and Withholding Obligations</b>	<b>\$129,050,000</b>
Employee Compensation	\$45,000,000
Staffing Agency Obligations	\$40,000,000
Independent Contractor Obligations	\$3,000,000
Reimbursable Expenses	\$400,000
Non-Insider Bonus Programs (Final Order Only)	N/A
Non-Insider Severance Program (Final Order Only)	<del>\$81</del> ,600,000
Social Plan Obligations	N/A
Withholding (Payroll Deductions & Payroll Taxes)	\$38,300,000
Payroll Processing Fees	<del>\$12</del> ,200,000
<b>Employee Benefits Programs</b>	<b>\$15,045,500</b>
Health and Welfare Coverage and Benefits	\$10,000,000
COBRA Benefits	\$3,000
Life and Disability Insurance Coverage	\$550,000
Workers’ Compensation	\$7,500
401(k) Plan	\$800,000
Non-U.S. Employees Savings Plans	\$1,450,000
Time-Off Benefits	\$130,000
Pension Programs	\$2,100,000
Retiree Benefit Programs	\$5,000
Additional Benefit Programs	N/A
<b>Union Contributions</b>	<b>\$150,000</b>
<b>Director Compensation</b>	<b>N/A</b>
Outside Director Compensation	N/A
Disinterested Director Compensation	N/A
<b>Total</b>	<b><del>\$1435</del>,849,500</b>

3. Nothing herein (a) alters or amends the terms and conditions of any of the Workers’ Compensation Programs<sup>3</sup> or the rights of any insurers or third-party administrators

<sup>3</sup> For the avoidance of doubt, (i) the term “Workers’ Compensation Programs” shall include all workers’ compensation insurance policies issued or providing coverage at any time to the Debtors or their predecessors, and any agreements related thereto, and (ii) the Workers’ Compensation Programs shall be part of the Compensation and Benefits Programs.

thereunder, or relieves the Debtors of any of their obligations under the Workers' Compensation Programs or (b) creates a direct right of action against any insurers or third-party administrators where such right of action does not already exist under non-bankruptcy law.

4. ~~1. Pursuant to~~ The automatic stay of section 362(~~da~~) of the Bankruptcy Code, ~~Employees are authorized~~ if and to the extent applicable, is modified to the extent necessary to permit: (a) claimants to proceed with their claims under the Workers' Compensation Programs and direct action claims against insurers in the appropriate judicial or administrative forum, and (b) insurers and third-party administrators to handle, administer, defend, settle and/or pay workers' compensation claims and direct action claims against insurers, and (c) the Debtors are authorized to continue the Workers' Compensation Programs and pay all prepetition and postpetition amounts relating thereto in the ordinary course of business. This modification of the automatic stay pertains solely to claims under the Workers' Compensation Programs and direct-action claims.

5. ~~2.~~ The Debtors are authorized to forward any unpaid amounts on account of Payroll Deductions, Payroll Taxes, and Payroll Processing Fees to the appropriate third-party recipients or taxing authorities in the ordinary course of business.

6. ~~3.~~ The Debtors are authorized to pay in the ordinary course of business any costs and expenses incidental to payment of the Compensation and Benefits obligations and all administrative and processing costs in connection therewith.

7. On a quarterly and professional-eyes-only basis, the Debtors shall provide at least five calendar days' written notice of any payments under the quarterly Non-Insider Bonus Program to counsel to the Committee and counsel to the Ad Hoc Group of Senior Lenders. Such



notice shall include aggregate amounts<sup>4</sup> proposed to be paid during the upcoming quarter by country and the number of Employees included in the proposed payment. On a monthly and professional-eyes-only basis, the Debtors shall provide counsel to the Ad Hoc Group of Senior Lenders and counsel to the Committee a report of retention bonuses under the Non-Insider Bonus Programs that were approved in the prior month within fourteen business days of the prior month's end beginning upon entry of this Final Order. For the avoidance of doubt, the Debtors shall not pay bonuses to any insiders unless otherwise ordered by the Court.

8. The Debtors shall provide three business days' written notice, on a professional-eyes-only basis, to counsel to the Committee and counsel to the Ad Hoc Group of Senior Lenders of any Non-Insider Severance Program payments for severance events affecting more than fifty Employees. On a monthly and professional-eyes-only basis, the Debtors shall provide counsel to the Ad Hoc Group of Senior Lenders and counsel to the Committee a report of Non-Insider Severance Program payments made in the prior month within fourteen business days of the prior month's end beginning upon entry of this Final Order.

9. Notwithstanding anything to the contrary herein, the Debtors are authorized to pay awards in resolution of employment-related claims to Employees and former Employees where ordered by courts in non-U.S. jurisdictions (including where ordered by means of a foreign court, confirmation of any settlement agreement entered into in the context of any applicable lawsuit in that foreign jurisdiction).

10. ~~4.~~ The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized

<sup>4</sup> Amounts will be provided in Oku Yen.

to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

11. ~~5.~~ Nothing herein shall be deemed to authorize the payment of any amounts that violate or implicate section 503(c) of the Bankruptcy Code; *provided* that nothing herein shall prejudice the Debtors' ability to seek approval of relief pursuant to section 503(c) of the Bankruptcy Code by separate motion at a later time.

12. ~~6.~~ Nothing contained herein is intended or should be construed to create an administrative priority claim on account of the Compensation and Benefits obligations.

13. Notwithstanding the relief granted in this Final Order, all authorizations herein and all payments and actions pursuant hereto shall be subject to the *Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing, and (B) Use Cash Collateral; (II) Granting Liens and Providing Superpriority Administrative Expense Claims; (III) Granting Adequate Protection to Certain Prepetition Secured Parties; (IV) Modifying the Automatic Stay; (V) Scheduling a Final Hearing; and (VI) Granting Related Relief* [Docket No. 109] and any final order of the Court approving the debtor-in-possession financing in these chapter 11 cases (collectively, the "DIP Orders"), including compliance with any budget or cash flow forecast in connection therewith and any other terms and conditions thereof. Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the DIP Orders or the DIP Documents (as defined in the DIP Orders). To the extent there is any inconsistency between the terms of the DIP Orders or the DIP Documents and the terms of this

Final Order or any action taken or proposed to be taken hereunder, the terms of the DIP Orders or the DIP Documents, as applicable, shall control.

14. ~~7.~~ Nothing contained in the Motion or this Final Order, and no action taken pursuant to the relief requested or granted (including any payment made in accordance with this Final 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 Final 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.

15. ~~8.~~ The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein.

16. ~~9.~~ 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.

17. ~~10.~~ Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

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

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