

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

In re:)	
)	Chapter 11
MARELLI AUTOMOTIVE LIGHTING USA LLC, <i>et al.</i> , ¹)	Case No. 25-11034 (CTG)
Debtors.)	(Jointly Administered)
)	
)	Re: Docket Nos. 14, 104

**CERTIFICATION OF COUNSEL REGARDING MOTION OF DEBTORS FOR ENTRY
OF INTERIM AND FINAL ORDERS (I) AUTHORIZING THE DEBTORS TO
(A) MAINTAIN AND ADMINISTER THEIR EXISTING CUSTOMER PROGRAMS
AND (B) HONOR CERTAIN PREPETITION OBLIGATIONS RELATED THERETO
AND (II) GRANTING RELATED RELIEF**

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

1. On June 11, 2025, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Maintain and Administer their Existing Customer Programs and (B) Honor Certain Prepetition Obligations Related Thereto and (II) Granting Related Relief* (the “Motion”) [Docket No. 14].

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) Maintain and Administer their Existing Customer Programs and (B) Honor Certain Prepetition Obligations Related Thereto and (II) Granting Related Relief* (the “Interim Order”) [Docket No. 104].

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.

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) Maintain and Administer their Existing Customer Programs and (B) Honor Certain Prepetition Obligations Related Thereto and (II) Granting Related Relief* [Docket No. 135] that set the deadline to respond with respect to final relief sought in the Motion as July 9, 2025 at 4:00 p.m. Eastern Time (the “Objection Deadline”).

5. The Debtors received informal comments from the Ad Hoc Group of Senior Lenders and the Official Committee of Unsecured Creditors (the “Committee”).

6. Attached hereto as **Exhibit A** is a proposed final order (the “Proposed Final Order”), which incorporates comments from the Ad Hoc Group of Senior Lenders and the Committee. The Ad Hoc Group of Senior Lenders, the Office of the United States Trustee, and the Committee do not object to entry of the Proposed Final Order.

7. A blacklined copy of the Proposed Final Order is attached hereto as **Exhibit B**, showing changes made against the Interim Order.

8. Accordingly, the Debtors respectfully request entry of the Proposed Final Order attached hereto as **Exhibit A** at the Court’s earliest convenience.

Dated: July 10, 2025
Wilmington, Delaware

/s/ Laura Davis Jones

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

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

Exhibit A

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 continue to (a) administer all Customer Programs currently in effect and modify or supplement the Customer Programs in the ordinary course of business consistent with past practice and (b) honor any obligations related to the Customer Programs whether incurred prepetition or postpetition, on a final basis, as they come due in the ordinary course of business and consistent with past practice; *provided, however*, that payments on account of prepetition obligations related thereto shall not exceed \$10 million pursuant to this Final Order without further order of this Court; *provided, further* that, pursuant to this Final Order, the Debtors, with the consent of the Ad Hoc Group of Senior Lenders and the Official Committee of Unsecured Creditors (the "Committee"), including as to the terms of any final agreement reached between the Debtors and such customers, which must be in form and substance acceptable to the Ad Hoc Group of Senior Lenders and the Committee, shall be authorized to pay or otherwise allow customers to set off, recoup, or pursue other similar remedies solely to the extent that such customers provide the Debtors with Customer Advances on a postpetition basis on terms mutually

agreed between the Debtors and such customers; *provided, however*, that the Debtors shall not be obligated to pay, and the Debtors' customers shall not set off or pursue any other purported remedies in respect of, any prepetition obligations related to the Customer Advances prior to entry of a further order of this Court other than with respect to the conditions set forth in paragraph 2 of this Final Order.

3. The Debtors are authorized to continue negotiating resolutions to existing Customer Advances and to enter into and perform under new Customer Advances contracts on a postpetition basis in the ordinary course and consistent with historical practices.

4. 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 this 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.

5. 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.

6. The Debtors shall provide counsel to the Committee and counsel to the Ad Hoc Group of Senior Lenders with reporting of (i) any changes to the terms, conditions, or balance of the Customer Advances and (ii) terms and conditions of any new agreements providing or related to any Customer Advances, within ten (10) business days of any such change.

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', the Committee's, 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, the Committee, or any other party in interest against any person or entity under the Bankruptcy Code or any other applicable law.

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.

9. To the extent that the Debtors seek to pay any obligations in connection with the Customer Programs outside the ordinary course of business, the Debtors shall provide ten (10) calendar days' prior written notice to the Ad Hoc Group of Senior Lenders and the Committee.

10. Nothing contained in the Motion or this Final Order is intended or should be construed to create an administrative priority claim on account of any claims arising under or relating to the Customer Programs or alter the priority of any claim under the Bankruptcy Code.

11. 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.

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

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

14. 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

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 continue to (a) administer all Customer Programs currently in effect and modify or supplement the Customer Programs in the ordinary course of business consistent with past practice and (b) honor any obligations related to the Customer Programs whether incurred prepetition or postpetition, on a final basis, as they come due in the ordinary course of business and consistent with past practice; *provided, however*, that payments on account of prepetition obligations related thereto shall not exceed \$10 million pursuant to this Final Order without further order of this Court; *provided, further* that, pursuant to this Final Order, the Debtors, with the consent of the Ad Hoc Group of Senior Lenders and the Official Committee of Unsecured Creditors (the "Committee"), including as to the terms of any final agreement reached between the Debtors and such customers, which must be in form and substance acceptable to the Ad Hoc Group of Senior Lenders and the Committee, shall be authorized to pay or otherwise allow customers to set off, recoup, or pursue other similar

remedies solely to the extent that such customers provide the Debtors with Customer Advances on a postpetition basis on terms mutually agreed between the Debtors and such customers; provided, however, that the Debtors shall not be obligated to pay, and the Debtors' customers shall not set off or pursue any other purported remedies in respect of, any prepetition obligations related to the Customer Advances prior to entry of a further order of this Court other than with respect to the conditions set forth in paragraph 2 of this Final Order.

3. The Debtors are authorized to continue negotiating resolutions to existing Customer Advances and to enter into and perform under new Customer Advances contracts on a postpetition basis in the ordinary course and consistent with historical practices.

4. 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 this 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.

5. ~~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 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.

6. The Debtors shall provide counsel to the Committee and counsel to the Ad Hoc Group of Senior Lenders with reporting of (i) any changes to the terms, conditions, or balance of the Customer Advances and (ii) terms and conditions of any new agreements providing or related to any Customer Advances, within ten (10) business days of any such change.

7. ~~5.~~ 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', the Committee's, 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, the Committee, or any

other party in interest against any person or entity under the Bankruptcy Code or any other applicable law.

8. ~~6.~~—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.

9. ~~7.~~—To the extent that the Debtors seek to pay any obligations in connection with the Customer Programs ~~pursuant to this Interim Order~~ outside the ordinary course of business, the Debtors shall provide ten (10) calendar days' prior written notice to the Ad Hoc Group of Senior Lenders and the Committee.

10. Nothing contained in the Motion or this Final Order is intended or should be construed to create an administrative priority claim on account of any claims arising under or relating to the Customer Programs or alter the priority of any claim under the Bankruptcy Code.

11. ~~8.~~—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.

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

13. ~~10.~~—The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion.

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