

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re: : Chapter 11

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EXIDE TECHNOLOGIES, : Case No. 13-11482

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Debtor.¹ :

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**DEBTOR’S MOTION FOR INTERIM ORDER AND FINAL ORDER PURSUANT TO
BANKRUPTCY CODE SECTIONS 105(a), 362(a)(3) AND 541 AND BANKRUPTCY
RULE 3001 ESTABLISHING NOTICE AND HEARING PROCEDURES FOR TRADING
IN EQUITY SECURITIES IN DEBTOR**

Exide Technologies (the “Debtor” or “Exide”) hereby moves (the “Motion”) this Court for entry of interim and final orders (the “Interim Order” and “Final Order” respectively), under sections 105(a), 362(a)(3) and 541 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 3001 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), establishing notice and hearing procedures that must be satisfied before certain transfers of equity securities in Exide, or of any beneficial interest therein, are deemed effective. In support of the Motion, the Debtor relies upon and incorporates by reference the Declaration of Philip A. Damaska in Support of Chapter 11 Petition and First Day Pleadings (the “First Day Declaration”), filed with the Court concurrently herewith. In further support of the Motion, the Debtor, by and through its undersigned counsel, respectfully represents:

¹ The last four digits of the Debtor’s taxpayer identification number are 2730. The Debtor’s corporate headquarters are located at 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004.

JURISDICTION AND VENUE

1. This Court has jurisdiction over the Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b). Venue of this case and the Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are Bankruptcy Code sections 105(a), 362(a)(3) and 541 and Bankruptcy Rule 3001.

3. 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 Debtor consents to the entry of a final judgment or order with respect to the Motion if it is determined that this Court would lack Article III jurisdiction to enter such final order or judgment absent the consent of the parties.

BACKGROUND

A. The Chapter 11 Case

4. On the date hereof (the "Petition Date"), the Debtor commenced a case by filing a petition for relief under chapter 11 of the Bankruptcy Code (the "Chapter 11 Case").²

5. The Debtor continues to operate its business and manage its property as debtor and debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. To date, no creditors' committee has been appointed by the United States Trustee. No trustee or examiner has been appointed in the Chapter 11 Case.

² The Debtor's predecessor has a chapter 11 case currently pending in this District (Case No. 02-11125) (the "Previous Chapter 11 Case"). The Previous Chapter 11 Case was filed on April 15, 2002, and the Debtor and certain of its U.S. subsidiaries emerged from chapter 11 on May 5, 2004. There is one claim remaining open in the Previous Chapter 11 Case. In addition, there is a pending adversary proceeding in which a settlement agreement to allow a general unsecured, non-priority claim has been approved by this Court, but is awaiting final approval from the state chancery court to become effective. The Debtor will confer with this Court regarding the disposition of the Previous Chapter 11 Case at the appropriate time.

B. The Debtor's Business

7. The Debtor, Exide, which together with its direct and indirect subsidiaries (collectively, the "Company"), has operations in more than 80 countries, is a global leader in stored electrical energy solutions and one of the world's largest producers and recyclers of lead-acid batteries.

8. The Company's four global business groups—Transportation Americas, Transportation Europe and Rest of World ("ROW"), Industrial Energy Americas, and Industrial Energy Europe and ROW—provide a comprehensive range of stored electrical energy products and services for industrial and transportation applications. The Company manufactures and distributes transportation and industrial batteries in North America, Europe, Asia, the Middle East, India, Australia, and New Zealand. In the transportation segments, the Company distributes and markets transportation batteries, which include starting, lighting, and ignition batteries for cars, trucks, off-road vehicles, agricultural and construction vehicles, motorcycles, recreational vehicles, marine, and other applications to a broad range of retailers, distributors of replacement or after-market batteries, and automotive original equipment manufacturers ("OEM"). The Company's industrial batteries consist of motive power batteries and network power applications. Motive power batteries are used in the material handling industry for equipment such as electric fork-lift trucks as well as in other machinery, including floor cleaning machinery, powered wheelchairs, railroad locomotives, mining equipment, and electric road vehicles. Network power batteries provide energy storage solutions for critical systems that require uninterrupted power supply and are used to power, among other things, telecommunications systems, computer installations and data centers, hospitals, air traffic control systems, security systems, electric utilities, railways, and various military applications. The

Company has a diverse customer base that includes a number of major end-user customers, retail and OEM, and includes market winners and industry leaders.

9. The Debtor, headquartered in Milton, Georgia, operates 13 manufacturing facilities in the United States. The Debtor also operates approximately 74 branches³ throughout North America, which sell and distribute batteries and other products to customers, battery specialists, retail stores, and OEM dealers. In addition, branch locations collect spent batteries for the Debtor's recycling facilities. Exide has five smelters, three of which are currently active battery collection and recycling facilities.⁴ These facilities reclaim lead by recycling spent lead-acid batteries, which are obtained for recycling from Exide's customers and outside spent-battery collectors. In fiscal year 2013, approximately 530,575 tons of batteries, plant scrap, and range lead were recycled at Exide's smelters or by a third party at Exide's request, which efforts enabled Exide to better control the cost of the principal raw material—lead—used in making its products. In the United States, the Debtor historically has obtained the vast majority of its lead requirements from its recycling operations.⁵

10. Additional factual background information about the Debtor, including its business operations, its corporate and capital structures, its restructuring efforts, and the events leading to the filing of the Chapter 11 Case, is set forth in detail in the First Day Declaration.⁶

³ On average, branch locations are approximately 20,000 square feet in size and are generally leased for periods of 29 to 42 months.

⁴ The smelter furnaces melt lead from spent (i.e., expired) batteries to extract the lead so that it can be re-used to make new batteries.

⁵ In contrast, the Company obtains the majority of its lead requirements for its ROW operations on the open market from third-party suppliers.

⁶ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

RELIEF REQUESTED

11. By the Motion, the Debtor seeks entry of an order establishing, pursuant to Bankruptcy Code sections 105(a), 362(a)(3) and 541, notification and hearing procedures for certain transfers of equity securities in Exide or of any beneficial interest therein, including Options (defined below) to acquire such equity securities, that must be complied with before such transfers of equity securities are deemed effective. The procedures for trading in equity securities of Exide are necessary to protect and preserve the value of the Debtor's U.S. federal and state tax attributes, including but not limited to, significant net operating loss carryforwards ("NOLs") and, collectively with any capital losses, unrealized built-in losses, and certain other tax and business credits, the "Tax Attributes").

12. If no restrictions on trading are imposed by this Court, such trading could severely limit or even eliminate the Debtor's ability to use its Tax Attributes, which could lead to significant negative consequences for the Debtor, its estate, creditors, stakeholders and other parties in interest. To preserve, to the fullest extent possible, the flexibility to maximize the use of the Tax Attributes, the Debtor seeks limited relief that will enable the Debtor to closely monitor certain transfers of Exide equity securities, so as to be in a position to act expeditiously if necessary to preserve its Tax Attributes. Thus, the Debtor requests that this Court immediately enter an Interim Order, thereby preserving the status quo in this regard.

13. In addition, the Debtor requests that this Court schedule a final hearing within approximately 30 days of the Petition Date to consider approval of the Motion on a final basis.

THE DEBTOR'S TAX ATTRIBUTES

14. The Debtor has generated, and is currently generating, a significant amount of NOLs for U.S. federal income tax purposes. As of March 31, 2013, the Debtor had

approximately \$135 million of unlimited NOLs that were available to offset taxable income and approximately \$50 million of NOLs that were available to offset taxable income but were subject to a Section 382 Limitation (as defined below) due to a prior ownership change. By the Motion, the Debtor seeks authorization to protect and preserve the value of its Tax Attributes, including, without limitation, its NOLs. While the value of the Debtor's Tax Attributes is contingent upon the amount of the Debtor's taxable income that may be offset by the Tax Attributes before they expire and any existing limitation on their usage, the Debtor's NOLs and other Tax Attributes could translate into potential future tax savings for the Debtor.

15. The Debtor's NOLs are a valuable asset because the Debtor generally can carry forward its NOLs to offset its future taxable income and, therefore, its tax liability, thereby potentially freeing up funds to meet working capital requirements and service debt. In particular, the NOLs may be available to the Debtor to offset taxable income generated by ordinary course activity and other transactions completed during the course of the Chapter 11 Case. Additionally, the Debtor can carry forward the NOLs that are not subject to a Section 382 Limitation (as defined below) to offset its future taxable income, thereby potentially recovering cash for the benefit of its estate. See 26 U.S.C. § 172.

POTENTIAL LIMITATIONS ON THE USE OF THE DEBTOR'S TAX ATTRIBUTES

16. As a general matter, if a corporation undergoes an "ownership change" Section 382 ("Section 382") of title 26 of the United States Code, the Internal Revenue Code of 1986, as amended (the "IRC"), could severely limit or eliminate the corporation's ability to use its NOLs and certain other tax attributes to offset future taxable income. Under Section 382, an ownership change occurs when the percentage, by value, of a company's equity held by one or more persons holding five percent or more of the stock (in certain cases, taking into account

Options to acquire such stock) (the “5% Shareholders”) has increased by more than 50 percentage points over the lowest percentage of equity owned by such shareholders at any time during the preceding three-year period or since the last ownership change, as applicable (the “Testing Period”). If there has been a prior ownership change, the Testing Period for determining whether another ownership change has occurred begins on the first day following the date of the prior ownership change.

17. The general purpose of Section 382 is to prevent a company with taxable income from reducing its tax obligations by acquiring control of another company with NOLs, net unrealized built-in losses (“Built-in Losses”) or certain other tax attributes. To achieve this objective, Section 382 limits the amount of taxable income that can be offset by a pre-change loss to the long-term tax exempt bond rate (as published monthly by the U.S. Department of the Treasury) as of the ownership change date multiplied by the value of the equity of the loss corporation immediately before the ownership change (a “Section 382 Limitation”).⁷ Built-in Losses recognized during the five-year period after the ownership change may be subject to similar limitations.

PROPOSED PROCEDURES FOR TRADING IN EQUITY SECURITIES

18. By establishing procedures for continuously monitoring the trading of Exide equity securities, the Debtor can preserve its ability to seek substantive relief at the appropriate time, particularly if it appears that additional trading may jeopardize the use of its

⁷ The Section 382 Limitation may be increased if the loss corporation has a net unrealized built-in gain at the time of the ownership change.

Tax Attributes. Accordingly, the Debtor requests that this Court enter the Interim Order and Final Order establishing the below procedures for trading in equity securities:⁸

a. Any purchase, sale, or other transfer of equity securities in Exide in violation of the procedures set forth herein (including the notice requirements set forth in paragraph 18(b)) shall be null and void *ab initio* as an act in violation of the automatic stay under U.S.C. §§ 362 and 105(a) of the Bankruptcy Code.

b. Any person or entity (as defined in Treasury Regulations Section 1.382-3(a)) who currently is or becomes a Substantial Shareholder (as defined in paragraph (f) below) shall file with this Court, and serve on (i) counsel to the Debtor, (ii) counsel to the agent under the proposed debtor-in-possession financing, Davis Polk & Wardwell LLP, and (iii) counsel to the unofficial committee of senior secured noteholders, Paul, Weiss, Rifkind, Wharton & Garrison LLP, a notice of such status, in the form of Exhibit A-1 attached hereto, on or before the later of (i) twenty (20) calendar days after the date of the Notice of Order (as defined in paragraph 20 below) and (ii) ten (10) calendar days after becoming a Substantial Shareholder.

c. At least thirty (30) calendar days prior to effectuating any transfer of equity securities (including Options to acquire such securities, as defined below) that would result in an increase in the amount of Exide Stock (as defined below) beneficially owned by a Substantial Shareholder or would result in a person or entity becoming a Substantial Shareholder, such Substantial Shareholder shall file with this Court, and serve on (i) counsel to the Debtor, (ii) counsel to the agent under the proposed debtor-in-possession financing, Davis Polk & Wardwell LLP, and (iii) counsel to the unofficial committee of senior secured noteholders, Paul, Weiss, Rifkind, Wharton & Garrison LLP, advance written notice, in the form of Exhibit A-2 attached hereto, of the intended transfer of equity securities.

d. At least thirty (30) calendar days prior to effectuating any transfer of equity securities (including Options to acquire such securities) that would result in a decrease in the amount of Exide Stock beneficially owned by a Substantial Shareholder or would result in a person or entity ceasing to be a Substantial Shareholder, such Substantial Shareholder shall file with this Court, and serve on (i) counsel to the Debtor, (ii) counsel to the agent under the proposed debtor-in-possession financing, Davis Polk & Wardwell LLP, and (iii) counsel to the unofficial committee of senior secured noteholders, Paul, Weiss, Rifkind, Wharton & Garrison LLP, advance written notice, in the form of Exhibit A-3 attached hereto, of the intended transfer of equity securities (the notices required to be filed and served under paragraph (c) and this paragraph (d), each a “Notice of Proposed Transfer”).

⁸ With respect to the procedures set forth herein, the Debtor requests that the Court permit the Debtor to waive, in writing and in its sole and absolute discretion, any and all restrictions, stays, and notification procedures contained in the Motion or in any order entered with respect hereto should the Debtor conclude in its sole discretion that any such restriction, stay or notification procedure is not necessary to protect its Tax Attributes; provided, however, the Debtor shall provide notice of any such waiver to the Office of the United States Trustee for the District of Delaware in writing within three business days thereafter.

e. The Debtor shall have thirty (30) calendar days after receipt of a Notice of Proposed Transfer to file with this Court and serve on such Substantial Shareholder an objection to any proposed transfer of equity securities described in the Notice of Proposed Transfer on the grounds that such transfer may adversely affect the Debtor's ability to utilize its Tax Attributes. If the Debtor files an objection, such transaction will not be effective unless approved by a final and non-appealable order of this Court. If the Debtor does not object within such 30-day period, such transaction may proceed solely as set forth in the Notice of Proposed Transfer. Further transactions within the scope of this paragraph (e) must be the subject of additional notices as set forth herein, with an additional 30-day waiting period.

f. For purposes of these procedures, (A) a "Substantial Shareholder" is any person or entity (as defined in Treasury Regulations Section 1.382-3(a)) which beneficially owns at least 4.75% of all issued and outstanding shares (equal to, as of June 6, 2013, approximately 3,768,323 shares⁹) of the common stock of Exide ("Exide Stock"), and (B) "Beneficial Ownership" (or any variation thereof of Exide Stock and Options to acquire Exide Stock) shall be determined by the Debtor in its sole discretion in accordance with applicable rules under Section 382, Treasury Regulations promulgated thereunder and rulings issued by the Internal Revenue Service, and thus, to the extent provided therein, from time to time shall include, without limitation, (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (ii) ownership by the holder's family members and persons acting in concert with the holder to make a coordinated acquisition of stock, and (iii) an Option to acquire Exide Stock. An "Option" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable. For the avoidance of doubt, by operation of the definition of Beneficial Ownership in clause (B) of this paragraph (e), an owner of an Option to acquire Exide Stock may be treated as the owner of such Exide Stock.

19. To ensure parties in interest receive appropriate notice of the procedures for trading in equity securities, the Debtor requests that this Court approve the following notice provisions for the procedures for trading in equity securities.

20. Following entry of an Interim Order granting the Motion, the Debtor proposes to send a notice in substantially the form attached hereto as Exhibit A-4 (the "Notice of Order") to: (i) the Office of the United States Trustee for the District of Delaware; (ii) the Office of the United States Attorney for the District of Delaware; (iii) counsel to the agent under the proposed debtor in possession financing; (iv) counsel to the agent for the Debtor's prepetition

⁹ Based on approximately 79,333,110 shares of Exide Common Stock issued and outstanding as of June 6, 2013.

secured lenders; (v) the indenture trustee for each of the Debtor's secured and unsecured outstanding bond issuances; (vi) counsel to the unofficial committee of senior secured noteholders; (vii) the Internal Revenue Service; (viii) the Securities and Exchange Commission; (ix) the parties included on the Debtor's list of twenty (20) largest unsecured creditors; (x) all parties entitled to notice pursuant to Local Bankruptcy Rule 9013-1(m); (xi) any known Substantial Shareholder(s); and (xii) the transfer agent(s) for the Exide Stock.

21. Upon receipt of the Notice of Order, any transfer agent for any Exide Stock shall be required to send such Notice of Order to all holders of such Exide Stock in excess of 4.00% of all issued and outstanding shares (equal to, as of June 6, 2013, approximately 3,173,324 shares), or an Option, with respect thereto, registered with such transfer agent (the "Registered Holders") no later than five business days after being served with the Notice of Order; provided that, if any transfer agent provides the Debtor with the names and addresses of all Registered Holders of such Exide Stock (including any nominees for the beneficial owners of the Exide Stock as set forth on a report to be obtained from The Depository Trust Company (or if any such nominee is serviced by a mailing agent, said mailing agent; collectively, the "Nominees")) no later than three (3) business days after being served with the Notice of Order, the Debtor shall be required to serve the Notice of Order on such holders. Any such Registered Holder, including the Nominees, shall be required, in turn, to provide such Notice of Order to any holder for whose account such Registered Holder holds such Exide Stock in excess of 4.00% of all issued and outstanding shares (or an Option with respect thereto), and so on down the chain of ownership for all such holders of Exide Stock in excess of 4.00% of all issued and outstanding shares. Additionally, any person or entity or broker or agent acting on their behalf who sells at least 4.00% of all issued and outstanding shares of Exide Stock (or an Option with respect

thereto) to another person or entity shall be required to provide notification of the existence of the Interim Order and Final Order or their contents to such purchaser or any broker or agent acting on their behalf of such Exide Stock, to the extent reasonably feasible. The Notice of Order will provide information as to the procedures to be followed in trading the Exide Stock and include notice of a final hearing and an opportunity to object before entry of a Final Order.

BASIS OF RELIEF

A. The Significance Of The Debtor's Tax Attributes

22. As a result of past and current operations, the Debtor presently has significant Tax Attributes. For example, as of March 31, 2013, the Debtor had approximately \$135 million of unlimited NOLs that were available to offset taxable income and approximately \$50 million of NOLs that were available to offset taxable income but were subject to a Section 382 Limitation (as defined below) due to a prior ownership change. These Tax Attributes may increase as the Chapter 11 Case proceeds. These Tax Attributes could translate into potential future federal income tax savings for the Debtor.

23. As discussed above, Section 172(b) of the IRC permits corporations to carry forward NOLs to offset future taxable income, thereby significantly improving such corporations' cash position in the future. Thus, the Debtor's Tax Attributes are a valuable asset of its estate, and their availability could improve creditor recoveries. For example, the Company could utilize its NOLs to offset income earned during the course of the Chapter 11 Case. However, absent the relief requested herein, trading and accumulation of Exide's equity securities during the pendency of the Chapter 11 Case could severely limit the Debtor's ability to use its Tax Attributes both during the course of, and after the completion of, the Chapter 11 Case.

B. The Provisions Of Section 382

24. As described above, Section 382 limits the amount of taxable income that can be offset by a corporation's NOLs and Built-in Losses in taxable years (or portions thereof) following an ownership change. If an ownership change were to occur during the course of the Chapter 11 Case, Section 382 would limit the amount of taxable income that the Debtor could offset by its pre-change losses in taxable years (or portions thereof) to an annual amount equal to the value of the corporation prior to the ownership change multiplied by the long-term tax exempt rate. See 26 U.S.C. § 382(b). Pre-change losses would include (i) NOLs and (ii) Built-in Loss (as defined in IRC § 382(h)(3)). This formulaic limitation under Section 382 can severely restrict the ability to use pre-change losses because the value of the equity of a distressed company may be quite low. By way of illustration, if the Debtor had undergone an ownership change as of June 6, 2013, it would be permitted to offset with pre-change losses no more than approximately \$722,066 of its income in each post-change tax year, which amount is the market capitalization of Exide (approximately \$26.74 million, as of June 6, 2013, based on 79,333,110 shares issued and outstanding and a trading price of approximately \$0.34 per share) multiplied by 2.70% (the long-term tax exempt rate for ownership changes occurring during June 2013¹⁰). Taxable income in excess of this amount would generally be taxable to the Debtor at a federal income tax rate of approximately 35%.

25. Although the outcome of the Chapter 11 Case is by no means certain, based on the Debtor's current and projected financial condition, in the event the Debtor was to propose a plan of reorganization as to any remaining business, it is likely that a majority of the equity of the reorganized Debtor would be distributed to creditors of the Debtor in exchange for

¹⁰ Rev. Rul. 2013-12, 2013-24 I.R.B.

all or part of their claims. Accordingly, under any realistic plan of reorganization scenario, the Debtor would likely experience an “ownership change” for purposes of Section 382 because the percentage of equity that would be owned by creditors¹¹ would have increased by more than 50 percentage points over the lowest percentage of the equity of Exide held by such persons during the applicable Testing Period. See IRC § 382(g)(1). In such an event, as described more fully below, the Debtor may avail itself of one of the special relief provisions applicable to an ownership change resulting from a confirmed chapter 11 plan. IRC §§ 382(l)(5), (6).

26. Regardless of whether the Debtor ultimately is able to preserve Tax Attributes under a plan of reorganization, the Debtor has an immediate need to preserve its Tax Attributes during the pendency of the Chapter 11 Case. The Debtor’s proposed DIP Financing includes guarantees provided by foreign subsidiaries. Such guarantees could oblige the Debtor to include certain earnings and profits of its foreign subsidiaries in fiscal 2014 and 2015 income. At a minimum, preservation of the Tax Attributes should help to offset this income.

27. The problem facing the Debtor, and the reason for the Motion, is that if too many equity holders transfer their equity interests prior to the effective date of a plan of reorganization, such transfers may trigger an ownership change that would not fall within the ambit of special relief provisions applicable to an ownership change resulting from a confirmed chapter 11 plan because such an ownership change would not occur pursuant to a confirmed bankruptcy plan. An ownership change occurring during the pendency of the Chapter 11 Case is of particular concern because it would likely result in an additional and severe Section 382 Limitation due to the diminished value of the Debtor’s equity. Subsequent to such an ownership

¹¹ As used herein, the term (i) “creditors” means “creditor” as defined in Section 101(10) of the Bankruptcy Code, and (ii) “claims” means “claim” as defined in Section 101(5) of the Bankruptcy Code.

change, the Debtor's abilities to use its NOLs both during and after the pendency of the Chapter 11 Case would be severely limited.

28. The Debtor, through the Motion, seeks the ability to monitor and object to changes in ownership of Exide's equity securities so that it may prevent an ownership change during the pendency of the Chapter 11 Case, and so preserve (1) the ability to utilize its NOLs during the pendency of the Chapter 11 Case to offset taxable income and any potential prepetition tax claims that may be asserted; and (2) the flexibility in crafting a possible plan of reorganization, depending on facts and circumstances as they develop, that qualifies for relief under one of the special bankruptcy provisions. In short, the Debtor seeks to maximize its ability to reduce federal income taxes by offsetting its income earned during the Chapter 11 Case and after its reorganization with current Tax Attributes.

C. Special Section 382 Bankruptcy Rules

29. To qualify for the Section 382 bankruptcy relief provisions—Section 382(l)(5) and (l)(6)—an ownership change must occur pursuant to the consummation of a plan of reorganization in order for the Debtor. Under Section 382(l)(5), a Section 382 Limitation will not apply to an ownership change resulting from consummation of a chapter 11 plan, provided that under the plan, the debtor's pre-change shareholders (i.e., persons or entities who owned the debtor's stock immediately before such ownership change) and/or certain qualified creditors emerge from the reorganization owning at least 50% of the total value and voting power of the debtor's stock immediately after the ownership change as a result of being shareholders or qualified creditors immediately before such change. Section 382(l)(6) provides that if a corporation undergoes an ownership change pursuant to a plan of reorganization in chapter 11 and Section 382(l)(5) does not apply (either because the corporation elects out of that provision or because its requirements are not satisfied), then under Section 382(l)(6), the value of the

equity of the corporation for purposes of calculating the Section 382 Limitation shall reflect the increase (if any) in value of the old loss corporation resulting from any surrender or cancellation of creditors' claims in the transaction. Thus, assuming the value of the equity of Exide increases as a result of a reorganization, Section 382(l)(6) will provide for a higher annual limitation than would result under the general rules of Section 382 and could allow the Debtor to use a greater portion of its Tax Attributes to offset any post-change income. Thus, in all circumstances, it is in the best interests of the Debtor and its estate to grant the requested relief so as to prevent an ownership change prior to consummation of a plan of reorganization.

30. Even if the Debtor experienced an ownership change prior to the Petition Date, the Tax Attributes would likely be subject to a significantly more restrictive Section 382 Limitation if a second ownership change occurs during the pendency of the Chapter 11 Case. Due to the diminished value of the Debtor's equity, any ownership change occurring after the Petition Date would likely result in a more severe limitation than imposed under any pre-existing Section 382 Limitation. Furthermore, NOLs incurred after any prior ownership change would not be subject to such limitations, absent another ownership change.

D. Tax Attributes Are Property Of The Debtor's Estate And Are Entitled To Court Protection

31. Courts have uniformly held that a debtor's NOLs constitute property of the estate under Section 541 of the Bankruptcy Code and, as such, courts have the authority to implement certain protective measures to preserve the NOLs. The seminal case articulating this rule is In re Prudential Lines, Inc., in which the Bankruptcy Court for the Southern District of New York held that a "debtor's potential ability to utilize NOLs is property of an estate." In re Prudential Lines, Inc., 107 B.R. 832, 838 (Bankr. S.D.N.Y. 1989), aff'd, 119 B.R. 430 (S.D.N.Y. 1990), aff'd, 928 F.2d 565 (2d Cir. 1991), cert. denied 502 U.S. 821 (1991). See also In re White

Metal Rolling & Stamping Corp., 222 B.R. 417, 424 (Bankr. S.D.N.Y. 1998) (“it is beyond peradventure that NOL carrybacks and carryovers are property of the estate of the loss corporation that generated them”). Because the Debtor’s NOLs are property of its estate, this Court has the authority under Section 362 of the Bankruptcy Code to enforce the automatic stay by restricting the transfer of equity securities in the Debtor that could jeopardize the existence or value of this asset. See In re Phar-Mor, Inc., 152 B.R. 924, 927 (Bankr. N.D. Ohio 1993) (holding that Section 362 prohibited the sale of stock in the debtors as an exercise of control of the debtors’ NOLs, which were property of the debtors’ estates).

E. Bankruptcy Courts Routinely Grant The Relief Requested In The Motion

32. Courts in this and other jurisdictions have customarily restricted or enjoined transfers of equity securities or issued other injunctive relief to protect a debtor against the possible loss of its NOL carryforwards and certain other tax attributes. See, e.g., In re The PMI Group, Inc., Case No. 11-13730 (BLS) (Bankr. D. Del. Nov. 30, 2011) (granting interim relief) and (Bankr. D. Del Feb. 8, 2012) (granting final relief); In re Newpage Corporation, Case No. 11-12804 (KG) (Bankr. D. Del. Sep. 8, 2011) (granting interim relief) and (Bankr. D. Del. Oct. 4, 2011) (granting final relief); In re Pacific Energy Resources LTC, No. 09-10785 (KJC) (Bankr. D. Del. Mar. 10, 2009) (granting interim relief); In re Constar International, Inc., No. 08-13432 (PJW) (Bankr. D. Del. Dec. 31, 2008) (granting interim relief) and (Bankr. D. Del. Jan. 22, 2009) (granting final relief); In re Flyi, Inc., No. 05-20011 (MFW) (Bankr. D. Del. Nov. 10, 2005) (granting interim relief) and (Bankr. D. Del. Dec. 22, 2005) (granting final relief).

33. The Debtor’s Tax Attributes are potentially valuable assets of its estate that will inure to the benefit of its stakeholders in a reorganization scenario. Unrestricted trading in the Debtor’s equity securities with no advance warning of such trades jeopardizes these assets and could impair the value of the Debtor’s estate. The Debtor respectfully submits that the

Interim Order and Final Order will play an integral role in the Debtor's success both during the pendency of, and upon emergence from, the Chapter 11 Case, and there is an immediate need to establish the notice and hearing provisions regarding trading in equity securities in the Debtor. Accordingly, the Debtor respectfully requests that the Court grant the relief requested herein.

F. The Requested Relief Is Narrowly Tailored

34. The requested relief does not bar all trading of equity securities of the Debtor. At this early juncture, the Debtor seeks to establish procedures enabling it only to monitor those types of trading in equity securities which pose a serious risk under the Section 382 ownership change test, so as to preserve the Debtor's ability to seek substantive relief if it appears that a proposed trade of equity securities will jeopardize the use of its Tax Attributes. The procedures requested by the Debtor in the Motion would permit most trading in equity securities to continue subject only to Bankruptcy Rules 3001(e) and 3002 and applicable securities, corporate, and other laws.

35. The foregoing notice procedures satisfy due process and the strictures of Bankruptcy Rule 9014 by providing the counterparties with a notice and an opportunity to object and attend a hearing. See, e.g., In re Colo. Mountain Cellars, Inc., 226 B.R. 244, 246 (D. Colo. 1998) (noting that hearing is not required to satisfy Bankruptcy Rule 9014). Furthermore, the proposed notice procedures protect the due process rights of the parties in interest without unnecessarily exposing the Debtor's estate to unwanted administrative expenses.

G. The Requested Relief Is Necessary To Avoid Irreparable Harm To The Debtor

36. Once a Tax Attribute is limited under Section 382, its use is limited forever. The relief sought herein is necessary to avoid an irrevocable loss or reduction in the availability of the Tax Attributes and the irreparable harm which could be caused by unrestricted

trading in Exide's equity securities and the Debtor's resulting inability to offset taxable income freely with its Tax Attributes.

NOTICE OF MOTION AND INTERIM ORDER

37. Notice of the Motion will be given to: (i) the Office of the United States Trustee for the District of Delaware; (ii) the Office of the United States Attorney for the District of Delaware; (iii) counsel to the agent under the proposed debtor in possession financing; (iv) counsel to the agent for the Debtor's prepetition secured lenders; (v) the indenture trustee for each of the Debtor's secured and unsecured outstanding bond issuances; (vi) counsel to the unofficial committee of senior secured noteholders; (vii) the Internal Revenue Service; (viii) the Securities and Exchange Commission; (ix) the parties included on the Debtor's list of twenty (20) largest unsecured creditors; (x) all parties entitled to notice pursuant to Local Bankruptcy Rule 9013-1(m); (xi) any known Substantial Shareholder(s); and (xii) the transfer agent(s) for the Exide Stock (collectively, the "Notice Parties").

38. In the event the Court enters the Interim Order, the Debtor proposes to serve notice of such entry on the Notice Parties. The notice will provide that any objections to the relief granted in the Interim Order must be filed with the Court and served upon counsel for the Debtor no later than seven days prior to the final hearing to be held on the Motion (the "Objection Deadline"). If an objection is timely filed and served prior to the Objection Deadline, such objection will be heard at the final hearing on the Motion. If no objections are timely filed and served, the Debtor's counsel will file a certification of counsel to that effect attaching a final form of order.

WHEREFORE, the Debtor respectfully requests that the Court enter interim and final orders annexed hereto, respectively, granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: Wilmington, Delaware
June 10, 2013

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Anthony W. Clark

Anthony W. Clark (I.D. No. 2051)
One Rodney Square
P.O. Box 636
Wilmington, Delaware 19899-0636
Telephone: (302) 651-3000
Fax: (302) 651-3001

- and -

Kenneth S. Ziman (*pro hac vice admission pending*)
J. Eric Ivester (*pro hac vice admission pending*)
Four Times Square
New York, New York 10036-6522
Telephone: (212) 735-3000
Fax: (212) 735-2000

- and -

James J. Mazza, Jr. (*pro hac vice admission pending*)
155 N. Wacker Dr.
Chicago, Illinois 60606-1720
Telephone: (312) 407-0700
Fax: (312) 407-0411

Proposed Counsel for Debtor and Debtor in Possession

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

	X	
	:	
In re:	:	Chapter 11
	:	
EXIDE TECHNOLOGIES,	:	Case No. 13-11482
	:	
Debtor. ¹	:	
	:	
	X	

INTERIM ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a), 362(a)(3), AND 541 AND BANKRUPTCY RULE 3001 ESTABLISHING NOTICE AND HEARING PROCEDURES FOR TRADING IN EQUITY SECURITIES IN DEBTOR

Upon consideration of the motion (the “Motion”)² of the Debtor for entry of an Interim Order and Final Order establishing notice and hearing procedures that must be satisfied before certain transfers of equity securities in Exide Technologies (“Exide” or the “Company”) or of any beneficial interest therein; and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtor, its estate, its creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is granted.

¹ The last four digits of the Debtor’s taxpayer identification number are 2730. The Debtor’s corporate headquarters are located at 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004.

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

2. Any purchase, sale, or other transfer of equity securities in Exide in violation of the procedures set forth herein (including the notice requirements set forth in paragraph 3(a)) shall be null and void *ab initio* as an act in violation of the automatic stay under U.S.C. §§ 362 and 105(a) of the Bankruptcy Code.

3. The following procedures shall apply to trading in equity securities of Exide:

a. Any person or entity (as defined in Treasury Regulations Section 1.382-3(a)) who currently is or becomes a Substantial Shareholder (as defined in paragraph (e) below) shall file with this Court, and serve on (i) counsel to the Debtor, (ii) counsel to the agent under the proposed debtor-in-possession financing, Davis Polk & Wardwell LLP, and (iii) counsel to the unofficial committee of senior secured noteholders, Paul, Weiss, Rifkind, Wharton & Garrison LLP, a notice of such status, in the form attached hereto as Exhibit A-1, on or before the later of (A) twenty (20) calendar days after the date of the Notice of Order (as defined in paragraph 5 below) and (B) ten (10) calendar days after becoming a Substantial Shareholder.

b. At least thirty (30) calendar days prior to effectuating any transfer of equity securities (including Options to acquire such securities, as defined below) that would result in an increase in the amount of Exide Stock (as defined below) beneficially owned by a Substantial Shareholder or would result in a person or entity becoming a Substantial Shareholder, such Substantial Shareholder shall file with this Court, and serve on (i) counsel to the Debtor, (ii) counsel to the agent under the proposed debtor-in-possession financing, Davis Polk & Wardwell LLP, and (iii) counsel to the unofficial committee of senior secured noteholders, Paul, Weiss, Rifkind, Wharton & Garrison LLP, advance written notice, in the form attached hereto as Exhibit A-2, of the intended transfer of equity securities.

c. At least thirty (30) calendar days prior to effectuating any transfer of equity securities (including Options to acquire such securities) that would result in a decrease in the amount of Exide Stock beneficially owned by a Substantial Shareholder or would result in a person or entity ceasing to be a Substantial Shareholder, such Substantial Shareholder shall file with this Court, and serve on (i) counsel to the Debtor, (ii) counsel to the agent under the proposed debtor-in-possession financing, Davis Polk & Wardwell LLP, and (iii) counsel to the unofficial committee of senior secured noteholders, Paul, Weiss, Rifkind, Wharton & Garrison LLP, advance written notice, in the form attached hereto as Exhibit A-3, of the intended transfer of equity securities (the notices required to be filed and served under paragraph (b) and this paragraph (c), each a "Notice of Proposed Transfer").

d. The Debtor shall have thirty (30) calendar days after receipt of a Notice of Proposed Transfer to file with this Court and serve on such Substantial Shareholder an objection to any proposed transfer of equity securities described in the Notice of Proposed Transfer on the grounds that such transfer may adversely affect the Debtor's ability to utilize its Tax Attributes. If the Debtor files an objection, such transaction will not be effective unless

approved by a final and non-appealable order of this Court. If the Debtor does not object within such 30-day period, such transaction may proceed solely as set forth in the Notice of Proposed Transfer. Further transactions within the scope of this paragraph (d) must be the subject of additional notices as set forth herein, with an additional 30-day waiting period.

e. For purposes of this Interim Order, (A) a “Substantial Shareholder” is any person or entity (as defined in Treasury Regulations Section 1.382-3(a)) which beneficially owns at least 4.75% of all issued and outstanding shares (equal to, as of June 6, 2013, approximately 3,768,323 shares³) of the common stock of Exide (“Exide Stock”), and (B) “Beneficial Ownership” (or any variation thereof of Exide Stock and Options to acquire Exide Stock) shall be determined by the Debtor in its sole discretion in accordance with applicable rules under Section 382, Treasury Regulations promulgated thereunder and rulings issued by the Internal Revenue Service, and thus, to the extent provided therein, from time to time shall include, without limitation, (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (ii) ownership by the holder’s family members and persons acting in concert with the holder to make a coordinated acquisition of stock, and (iii) an Option to acquire Exide Stock. An “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable. For the avoidance of doubt, by operation of the definition of Beneficial Ownership in clause (B) of this paragraph (e), an owner of an Option to acquire Exide Stock may be treated as the owner of such Exide Stock.

4. The Debtor may waive, in writing and in its sole and absolute discretion, any and all restrictions, stays, and notification procedures contained in this Interim Order; provided, however, the Debtor shall provide notice of any such waiver to the Office of the United States Trustee for the District of Delaware in writing within three business days thereafter.

5. The Debtor shall serve the Notice of Order setting forth the procedures authorized herein substantially in the form annexed hereto as Exhibit A-4 (“Notice of Order”) on: (i) the Office of the United States Trustee for the District of Delaware; (ii) the Office of the United States Attorney for the District of Delaware; (iii) counsel to the agent under the proposed debtor in possession financing; (iv) counsel to the agent for the Debtor’s prepetition secured

³ Based on approximately 79,333,110 shares of Exide Common Stock issued and outstanding as of June 6, 2013.

lenders; (v) the indenture trustee for each of the Debtor's secured and unsecured outstanding bond issuances; (vi) counsel to the unofficial committee of senior secured noteholders; (vii) the Internal Revenue Service; (viii) the Securities and Exchange Commission; (ix) the parties included on the Debtor's list of twenty (20) largest unsecured creditors; (x) all parties entitled to notice pursuant to Local Bankruptcy Rule 9013-1(m); (xi) any known Substantial Shareholder(s); and (xii) the transfer agent(s) for the Exide Stock. Notice served pursuant to the preceding sentence shall be via first class mail, postage prepaid.

6. Any transfer agent for any Exide Stock having notice hereof shall provide such Notice of Order to all holders of such Exide Stock holding an amount in excess of 4.00% of all issued and outstanding shares (currently equal to approximately 3,173,324 shares), or an Option, with respect thereto, registered with such transfer agent (the "Registered Holders") no later than five business days after being served with the Notice of Order; provided that, if any transfer agent provides the Debtor with the names and addresses of all Registered Holders of such Exide Stock (including any Nominees) no later than three business days after being served with the Notice of Order, the Debtor shall serve the Notice of Order on such holders.

7. Any such Registered Holder described in paragraph 6 of this Interim Order, including the Nominees, would be required, in turn, to provide such Notice of Order to any holder for whose account such Registered Holder holds such Exide Stock in an amount in excess of 4.00% of all issued and outstanding shares (or an Option with respect thereto), and so on down the chain of ownership for all such holders of Exide Stock holding an amount in excess of 4.00% of all issued and outstanding shares.

8. Any person or entity or broker or agent acting on such person or entity's behalf who sells an aggregate amount equal to at least 4.00% of all issued and outstanding shares

of Exide Stock (or an Option with respect thereto) to another person or entity shall provide a copy of the Notice of Order to such purchaser of such Exide Stock or to any broker or agent acting on such purchaser's behalf.

9. The requirements set forth in this Interim Order are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable securities, corporate and other laws, and do not excuse compliance therewith.

10. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Interim Order.

11. The final hearing to consider entry of an order granting the relief requested in the Motion on a final basis shall be held on _____, 2013, at _____ (Eastern Time) (the "First Omnibus Hearing").

12. Any objection to the relief requested in the Motion on a permanent basis must (a) be filed in writing with the Court, at 3rd Floor, 824 North Market Street, Wilmington, DE 19801-3024, by 4:00 p.m. (Eastern Time) on the date that is 20 days after the entry of this interim order (the "Objection Deadline") and (b) served so as to be actually received by the following parties by the Objection Deadline: (i) Exide Technologies, 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004, Attn: Brad Kalter, Esq.; (ii) the U.S. Trustee, 844 King Street, J. Caleb Boggs Federal Building, Room 2207, Lockbox 35, Wilmington, Delaware 19801 (hand delivery or overnight) or 19899 (postal box), Attn: Brad Kalter, Esq.; and (iii) Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, 26th Floor, New York, New York, 10036, Attn: Ken Ziman, Esq. and Elliot Ross.

13. If no objections are received by the Objection Deadline, the Debtor may present a final order with respect to this matter to the Court at the First Omnibus Hearing.

14. This court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested herein is necessary to avoid immediate and irreparable harm.

15. Notwithstanding the provisions of Bankruptcy Rule 6004 and Bankruptcy Rule 6006 or any applicable provisions of the Local Rules, this Order shall not be stayed for fourteen (14) days after the entry hereof, but shall be effective and enforceable immediately upon entry, and the fourteen (14) day stay provided in such rules is hereby expressly waived and shall not apply.

16. To the extent that there may be any inconsistency between the terms of the interim or final order approving the proposed debtor in possession financing, if and when entered, and this Order, the terms of the interim or final order approving the proposed debtor in possession financing, as applicable, shall govern.

17. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

Dated: Wilmington, Delaware
_____, 2013

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A-1

Notice Of Status As Substantial Shareholder

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

	X	
	:	
In re:	:	Chapter 11
	:	
EXIDE TECHNOLOGIES,	:	Case No. 13-11482
	:	
Debtor. ¹	:	
	:	
	X	

NOTICE OF STATUS AS A SUBSTANTIAL SHAREHOLDER²

PLEASE TAKE NOTICE that the undersigned party is/has become a Substantial Shareholder with respect to Exide Stock (as defined herein and in the Interim Order Pursuant to Bankruptcy Code Sections 105(a), 362(a)(3), And 541 And Bankruptcy Rule 3001 Establishing Notification and Hearing Procedures for Trading in Equity Securities of the Debtor (the “Interim Order”) of Exide Technologies (“Exide”), a debtor and debtor in possession in Case No. 13-11482 pending in the United States Bankruptcy Court for the District of Delaware (the “Court”).

¹ The last four digits of the Debtor’s taxpayer identification number are 2730. The Debtor’s corporate headquarters are located at 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004.

² For purposes of this Notice, (A) a “Substantial Shareholder” is any person or entity (as defined in Treasury Regulations Section 1.382-3(a)) which beneficially owns at least 4.75% of all issued and outstanding shares (equal to, as of June 6, 2013, approximately 3,768,323 shares) of the common stock of Exide (“Exide Stock”), and (B) “Beneficial Ownership” (or any variation thereof of Exide Stock and Options to acquire Exide Stock) shall be determined by the Debtor in its sole discretion in accordance with applicable rules under Section 382, Treasury Regulations promulgated thereunder and rulings issued by the Internal Revenue Service, and thus, to the extent provided therein, from time to time shall include, without limitation, (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (ii) ownership by the holder’s family members and persons acting in concert with the holder to make a coordinated acquisition of stock, and (iii) an Option to acquire Exide Stock. An “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable. For the avoidance of doubt, by operation of the definition of Beneficial Ownership in clause (B) of this paragraph (e), an owner of an Option to acquire Exide Stock may be treated as the owner of such Exide Stock.

PLEASE TAKE FURTHER NOTICE that, as of [Date], the undersigned party beneficially owns [_____] shares of Exide Stock. The following table sets forth the date(s) on which the undersigned party acquired or otherwise became the beneficial owner of such Exide Stock:

Number Of Shares	Date Acquired

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification or social security number of the undersigned party are [_____].

PLEASE TAKE FURTHER NOTICE that, under penalty of perjury, the undersigned party hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct, and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Order, this Notice is being (a) filed with the Court and (b) served upon (i) counsel to the Debtor, Skadden Arps Slate Meagher & Flom LLP, 4 Times Square, New York, NY 10036 (Attn: Ken Ziman, Esq. and Elliot Ross) and (ii) counsel to the agent for the Debtor’s proposed secured debtor-in-possession financing, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Damian Schaible).

Respectfully Submitted,

(Name of Shareholder)

By: _____
Name: _____
Title: _____
Address: _____

Telephone: _____
Facsimile: _____
Date: _____

EXHIBIT A-2

Notice Of Intent To Acquire Equity Interest

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

-----	X	
	:	
In re:	:	Chapter 11
	:	
EXIDE TECHNOLOGIES,	:	Case No. 13-11482
	:	
Debtor. ¹	:	
	:	
-----	X	

**NOTICE OF INTENT TO PURCHASE, ACQUIRE, OR OTHERWISE
ACCUMULATE AN EQUITY INTEREST**

PLEASE TAKE NOTICE THAT the undersigned party hereby provides notice of its intention to purchase, acquire, or otherwise accumulate one or more shares of Exide Stock (as defined herein and in the Interim Order Pursuant to Bankruptcy Code Sections 105(a), 362(a)(3), And 541 And Bankruptcy Rule 3001 Establishing Notification and Hearing Procedures for Trading in Equity Securities of the Debtor (the “Interim Order”)) of Exide Technologies (“Exide”) or an Option with respect thereto (as defined herein and in the Interim Order) (the “Proposed Transfer”).

PLEASE TAKE FURTHER NOTICE THAT, if applicable, on [Prior Date(s)], the undersigned party filed a Notice of Status as a Substantial Shareholder² with the United

¹ The last four digits of the Debtor’s taxpayer identification number are 2730. The Debtor’s corporate headquarters are located at 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004.

² For purposes of this Notice, (A) a “Substantial Shareholder” is any person or entity (as defined in Treasury Regulations Section 1.382-3(a)) which beneficially owns at least 4.75% of all issued and outstanding shares (equal to, as of June 6, 2013, approximately 3,768,323 shares) of the common stock of Exide (“Exide Stock”), and (B) “Beneficial Ownership” (or any variation thereof of Exide Stock and Options to acquire Exide Stock) shall be determined by the Debtor in its sole discretion in accordance with applicable rules under Section 382, Treasury Regulations promulgated thereunder and rulings issued by the Internal Revenue Service, and thus, to the extent provided therein, from time to time shall include, without limitation, (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its

(cont’d)

States Bankruptcy Court for the District of Delaware (the “Court”) and served copies thereof on Debtor’s counsel.

PLEASE TAKE FURTHER NOTICE THAT the undersigned party currently beneficially owns [] shares of Exide Stock.

PLEASE TAKE FURTHER NOTICE THAT, pursuant to the Proposed Transfer, the undersigned party proposes to purchase, acquire, or otherwise accumulate [] shares of Exide Stock or an Option with respect to [] shares of Exide Stock. If the Proposed Transfer is permitted to occur, the undersigned party will beneficially own [] shares of Exide Stock (including any Options with respect to any Exide Stock) after such transfer becomes effective.

PLEASE TAKE FURTHER NOTICE THAT the last four digits of the taxpayer identification or social security number of the undersigned party are [].

PLEASE TAKE FURTHER NOTICE that, under penalty of perjury, the undersigned party hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct, and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Order, this Notice is being (a) filed with the Court and (b) served upon (i) counsel to the Debtor, Skadden Arps Slate Meagher & Flom LLP, 4 Times Square, New York, NY 10036 (Attn: Ken Ziman, Esq. and Elliot Ross) and (ii) counsel to the agent for the Debtor’s proposed postpetition secured

(cont’d from previous page)

subsidiaries), (ii) ownership by the holder’s family members and persons acting in concert with the holder to make a coordinated acquisition of stock, and (iii) an Option to acquire Exide Stock. An “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable. For the avoidance of doubt, by operation of the definition of Beneficial Ownership in clause (B) of this paragraph (e), an owner of an Option to acquire Exide Stock may be treated as the owner of such Exide Stock.

debtor-in-possession financing, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Damian Schaible).

PLEASE TAKE FURTHER NOTICE that the Debtor has 30 calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtor files an objection, such Proposed Transfer will not be effective unless approved by a final and non-appealable order of the Court. If the Debtor does not object within such 30-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in the Notice.

PLEASE TAKE FURTHER NOTICE that any further transactions contemplated by the undersigned party that may result in the undersigned party purchasing, acquiring or otherwise accumulating additional shares of Exide Stock (or an Option with respect thereto) will each require an additional notice filed with the Court to be served in the same manner as this Notice.

Respectfully Submitted,

(Name of Shareholder)

By: _____
Name: _____
Title: _____
Address: _____

Telephone: _____
Facsimile: _____
Date: _____

EXHIBIT A-3

Notice of Intent to Transfer Equity Interest

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

	X	
	:	
In re:	:	Chapter 11
	:	
EXIDE TECHNOLOGIES,	:	Case No. 13-11482
	:	
Debtor. ¹	:	
	:	
	X	

**NOTICE OF INTENT TO SELL, TRADE OR OTHERWISE TRANSFER
AN EQUITY INTEREST**

PLEASE TAKE NOTICE THAT the undersigned party hereby provides notice of its intention to sell, trade, or otherwise transfer one or more shares of Exide Stock (as defined herein and in the Interim Order Pursuant to Bankruptcy Code Sections 105(a), 362(a)(3), And 541 And Bankruptcy Rule 3001 Establishing Notification and Hearing Procedures for Trading in Equity Securities of the Debtor (the “Interim Order”) of Exide Technologies (“Exide”) or an Option with respect thereto (as defined herein and in the Interim Order) (the “Proposed Transfer”).

PLEASE TAKE FURTHER NOTICE THAT, if applicable, on [Prior Date(s)], the undersigned party filed a Notice of Status as a Substantial Shareholder² with the United

¹ The last four digits of the Debtor’s taxpayer identification number are 2730. The Debtor’s corporate headquarters are located at 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004.

² For purposes of these procedures, (A) a “Substantial Shareholder” is any person or entity (as defined in Treasury Regulations Section 1.382-3(a)) which beneficially owns at least 4.75% of all issued and outstanding shares (currently equal to, as of June 6, 2013, approximately 3,768,323 shares) of the common stock of Exide (“Exide Stock”), and (B) “Beneficial Ownership” (or any variation thereof of Exide Stock and Options to acquire Exide Stock) shall be determined by the Debtor in its sole discretion in accordance with applicable rules under Section 382, Treasury Regulations promulgated thereunder and rulings issued by the Internal Revenue Service, and thus, to the extent provided therein, from time to time shall include, without limitation, (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or

(cont’d)

States Bankruptcy Court for the District of Delaware (the “Court”) and served copies thereof on Debtor’s counsel.

PLEASE TAKE FURTHER NOTICE THAT the undersigned party currently beneficially owns [] shares of Exide Stock (including any Options with respect to any Exide Stock).

PLEASE TAKE FURTHER NOTICE THAT, pursuant to the Proposed Transfer, the undersigned party proposes to sell, trade, or otherwise transfer [] shares of Exide Stock or an Option with respect to [] shares of Exide Stock. If the Proposed Transfer is permitted to occur, the undersigned party will beneficially own [] shares of Exide Stock after the transfer.

PLEASE TAKE FURTHER NOTICE THAT the last four digits of the taxpayer identification or social security number of the undersigned party are [].

PLEASE TAKE FURTHER NOTICE THAT, under penalty of perjury, the undersigned party hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct, and complete.

PLEASE TAKE FURTHER NOTICE THAT, pursuant to the Interim Order, this Notice is being (a) filed with the Court and (b) served upon (i) counsel to the Debtor, Skadden Arps Slate Meagher & Flom LLP, 4 Times Square, New York, NY 10036 (Attn: Ken Ziman, Esq. and Elliot Ross) and (ii) counsel to the agent under the proposed debtor-in-possession

(cont’d from previous page)

acquired by its subsidiaries), (ii) ownership by the holder’s family members and persons acting in concert with the holder to make a coordinated acquisition of stock, and (iii) an Option to acquire Exide Stock. An “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable. For the avoidance of doubt, by operation of the definition of Beneficial Ownership in clause (B) of this paragraph (e), an owner of an Option to acquire Exide Stock may be treated as the owner of such Exide Stock.

financing, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017
(Attn: Damian Schaible).

PLEASE TAKE FURTHER NOTICE THAT the Debtor has 30 calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtor files an objection, such Proposed Transfer will not be effective unless approved by a final and non-appealable order of the Court. If the Debtor does not object within such 30-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in the Notice.

PLEASE TAKE FURTHER NOTICE THAT any further transactions contemplated by the undersigned party that may result in the undersigned party selling, trading or otherwise transferring shares of Exide Stock (or an Option with respect thereto) will each require an additional notice filed with the Court to be served in the same manner as this Notice.

Respectfully Submitted,

(Name of Shareholder)

By: _____
Name: _____
Title: _____
Address: _____

Telephone: _____
Facsimile: _____
Date: _____

EXHIBIT A-4

Notice Of Order

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

----- X
:

In re: : Chapter 11

:

EXIDE TECHNOLOGIES, : Case No. 13-11482

:

Debtor.¹ :

:

----- X

NOTICE OF INTERIM ORDER UNDER 11 U.S.C. §§ 105, 362 AND 541 AND FED. R. BANKR. P. 3001 AND 3002 ESTABLISHING NOTIFICATION AND HEARING PROCEDURES FOR TRADING IN EQUITY SECURITIES OF DEBTOR

TO ALL PERSONS OR ENTITIES WITH EQUITY INTERESTS IN THE DEBTOR:

PLEASE TAKE NOTICE that on June 10, 2013 (the “Petition Date”), the above-captioned debtor and debtor in possession (the “Debtor”), commenced a case under chapter 11 of title 11 of the United States Code 11 U.S.C. §§ 101 et seq., as amended (the “Bankruptcy Code”). Subject to certain exceptions, Section 362 of the Bankruptcy Code operates as a stay of any act to obtain possession of property of the Debtor’s estate or of property from the Debtor’s estate or to exercise control over property of the Debtor’s estate.

PLEASE TAKE FURTHER NOTICE THAT on the Petition Date, the Debtor filed a motion seeking entry of an Interim Order and Final Order pursuant to Sections 105, 362, and 541 of the Bankruptcy Code establishing notification and hearing procedures for trading in equity securities in the debtor (the “Motion”).

¹ The last four digits of the Debtor’s taxpayer identification number are 2730. The Debtor’s corporate headquarters are located at 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004.

PLEASE TAKE FURTHER NOTICE THAT on [], 2013, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an Interim Order Pursuant to Bankruptcy Code Sections 105(a), 362(a)(3), And 541 And Bankruptcy Rule 3001 Establishing Notification and Hearing Procedures for Trading in Equity Securities in Debtor approving the procedures set forth below in order to preserve the Debtor’s Tax Attributes (as defined in the Motion) (the “Interim Order”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Order, the following procedures shall apply to holding and trading in equity securities of Exide Technologies (“Exide”):

1. Any purchase, sale, or other transfer of equity securities in the Debtor in violation of the procedures set forth herein (including the notice requirements set forth in Section 2(a) below) shall be null and void *ab initio* as an act in violation of the automatic stay under U.S.C. §§ 362 and 105(a) of the Bankruptcy Code.

2. The following procedures shall apply to trading in equity securities of Exide:

a. Any person or entity (as defined in Treasury Regulations Section 1.382-3(a)) who currently is or becomes a Substantial Shareholder (as defined in paragraph (e) below) shall file with this Court, and serve on (i) counsel to the Debtor, (ii) counsel to the agent under the proposed debtor-in-possession financing, Davis Polk & Wardwell LLP, and (iii) counsel to the unofficial committee of senior secured noteholders, Paul, Weiss, Rifkind, Wharton & Garrison LLP, a notice of such status, in the form of Exhibit A-1 attached hereto, on or before the later of (i) twenty (20) calendar days after the date of the Notice of Order and (ii) ten (10) calendar days after becoming a Substantial Shareholder.

b. At least thirty (30) calendar days prior to effectuating any transfer of equity securities (including Options to acquire such securities, as defined below) that would result in an increase in the amount of Exide Stock (as defined below) beneficially owned by a Substantial Shareholder or would result in a person or entity becoming a Substantial Shareholder, such Substantial Shareholder shall file with this Court, and serve on (i) counsel to the Debtor, (ii) counsel to the agent under the proposed debtor-in-possession financing, Davis Polk & Wardwell LLP, and (iii) counsel to the unofficial committee of senior secured noteholders, Paul, Weiss,

Rifkind, Wharton & Garrison LLP, advance written notice, in the form of Exhibit A-2 attached hereto, of the intended transfer of equity securities.

c. At least thirty (30) calendar days prior to effectuating any transfer of equity securities (including Options to acquire such securities) that would result in a decrease in the amount of Exide Stock beneficially owned by a Substantial Shareholder or would result in a person or entity ceasing to be a Substantial Shareholder, such Substantial Shareholder shall file with this Court, and serve on (i) counsel to the Debtor, (ii) counsel to the agent under the proposed debtor-in-possession financing, Davis Polk & Wardwell LLP, and (iii) counsel to the unofficial committee of senior secured noteholders, Paul, Weiss, Rifkind, Wharton & Garrison LLP, advance written notice, in the form of Exhibit A-3 attached hereto, of the intended transfer of equity securities (the notices required to be filed and served under paragraph (b) and this paragraph (c), each a “Notice of Proposed Transfer”).

d. The Debtor shall have thirty (30) calendar days after receipt of a Notice of Proposed Transfer to file with this Court and serve on such Substantial Shareholder an objection to any proposed transfer of equity securities described in the Notice of Proposed Transfer on the grounds that such transfer may adversely affect the Debtor’s ability to utilize its Tax Attributes. If the Debtor files an objection, such transaction will not be effective unless approved by a final and non-appealable order of this Court. If the Debtor does not object within such 30-day period, such transaction may proceed solely as set forth in the Notice of Proposed Transfer. Further transactions within the scope of this paragraph (d) must be the subject of additional notices as set forth herein, with an additional 30-day waiting period.

e. For purposes of these procedures, (A) a “Substantial Shareholder” is any person or entity (as defined in Treasury Regulations Section 1.382-3(a)) which beneficially owns at least 4.75% of all issued and outstanding shares (equal to, as of June 6, 2013, approximately 3,768,323 shares²) of the common stock of Exide (“Exide Stock”), and (B) “Beneficial Ownership” (or any variation thereof of Exide Stock and Options to acquire Exide Stock) shall be determined by the Debtor in its sole discretion in accordance with applicable rules under Section 382, Treasury Regulations promulgated thereunder and rulings issued by the Internal Revenue Service, and thus, to the extent provided therein, from time to time shall include, without limitation, (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (ii) ownership by the holder’s family members and persons acting in concert with the holder to make a coordinated acquisition of stock, and (iii) an Option to acquire Exide Stock. An “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable. For the avoidance of doubt, by operation of the definition of Beneficial Ownership in clause (B) of this paragraph (e), an owner of an Option to acquire Exide Stock may be treated as the owner of such Exide Stock.

² Based on approximately 79,333,110 shares of Exide Common Stock issued and outstanding as of June 6, 2013.

PLEASE TAKE FURTHER NOTICE that, upon the request of any person, counsel to the Debtor, Skadden Arps Slate Meagher & Flom LLP, 4 Times Square, New York, NY 10036 (Attn: Ken Ziman, Esq. and Elliot Ross), will provide a form of each of the required notices described above.

PLEASE TAKE FURTHER NOTICE that a copy of the Interim Order may be obtained free of charge from Garden City Group, Inc., Attn: Exide Technologies, 1985 Marcus Avenue, Ste 200, Lake Success, New York 11042, telephone: (800) 327-3664, or online at www.exiderestructuringinfo.com.

FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE SHALL CONSTITUTE A VIOLATION OF, AMONG OTHER THINGS, THE AUTOMATIC STAY PRESCRIBED BY SECTION 362 OF THE BANKRUPTCY CODE.

ANY PROHIBITED PURCHASE, SALE, TRADE, OR OTHER TRANSFER OF EQUITY SECURITIES IN, THE DEBTOR IN VIOLATION OF THE ORDER SHALL BE NULL AND VOID *AB INITIO* AND MAY BE PUNISHED BY CONTEMPT OR OTHER SANCTIONS IMPOSED BY THE BANKRUPTCY COURT.

PLEASE TAKE FURTHER NOTICE that the requirements set forth in this Notice are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable securities, corporate, and other laws, and do not excuse compliance therewith.

PLEASE TAKE FURTHER NOTICE that any objections to the relief granted in this Interim Order must be filed with the Court and served on counsel for the Debtor no later than seven days prior to the final hearing with respect to the Motion. The final hearing with respect to the Motion shall be held on [_____], 2013 at []:[] [].m

Dated: Wilmington, Delaware
_____, 2013

BY ORDER OF THE COURT

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

	X	
	:	
In re:	:	Chapter 11
	:	
EXIDE TECHNOLOGIES,	:	Case No. 13-11482
	:	
Debtor. ¹	:	
	:	
	X	

**FINAL ORDER ESTABLISHING NOTICE AND HEARING PROCEDURES FOR
TRADING IN EQUITY SECURITIES OF DEBTOR**

Upon consideration of the motion (the “Motion”)² of the Debtor for entry of an interim and final order establishing notification and hearing procedures that must be satisfied before certain transfers of equity securities in Exide Technologies (“Exide”) or of any beneficial interest therein; and this Court having previously entered an interim order granting the relief requested in the Motion (the “Interim Order”); and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that the Motion is a core proceeding pursuant to 28 U.S.C. § 157; and it appearing that proper and adequate notice of the Motion has been given an opportunity for objection having been given, with no objections or requests for hearing having been filed, or all objections having been overruled, as the case may be; and it appearing that no other notice need be given; and it appearing that the relief requested by the Motion is in the best interests of the Debtor, its estate, creditors, stakeholders, and other parties in interest; and after due deliberation and sufficient cause therefore, it is hereby

¹ The last four digits of the Debtor’s taxpayer identification number are 2730. The Debtor’s corporate headquarters are located at 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004.

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

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is granted as provided herein on a final basis.

2. Any purchase, sale, or other transfer of equity securities in Exide in violation of the procedures set forth herein (including the notice requirements set forth in Section 3(a) below) shall be null and void *ab initio* as an act in violation of the automatic stay under U.S.C. §§ 362 and 105(a) of the Bankruptcy Code.

3. The following procedures for monitoring the trading in equity securities of Exide are hereby approved:

a. Any person or entity (as defined in Treasury Regulations Section 1.382-3(a)) who currently is or becomes a Substantial Shareholder (as defined in paragraph (e) below) shall file with this Court, and serve on (i) counsel to the Debtor, (ii) counsel to the agent under the proposed debtor-in-possession financing, Davis Polk & Wardwell LLP, and (iii) counsel to the unofficial committee of senior secured noteholders, Paul, Weiss, Rifkind, Wharton & Garrison LLP, a notice of such status, in the form of Exhibit B-1 attached hereto, on or before the later of (i) twenty (20) calendar days after the date of the Notice of Order (as defined in paragraph 14 below) and (ii) ten (10) calendar days after becoming a Substantial Shareholder.

b. At least thirty (30) calendar days prior to effectuating any transfer of equity securities (including Options to acquire such securities, as defined below) that would result in an increase in the amount of Exide Stock (as defined below) beneficially owned by a Substantial Shareholder or would result in a person or entity becoming a Substantial Shareholder, such Substantial Shareholder shall file with this Court, and serve on (i) counsel to the Debtor, (ii) counsel to the agent under the proposed debtor-in-possession financing, Davis Polk & Wardwell LLP, and (iii) counsel to the unofficial committee of senior secured noteholders, Paul, Weiss, Rifkind, Wharton & Garrison LLP, advance written notice, in the form of Exhibit B-2 attached hereto, of the intended transfer of equity securities.

c. At least thirty (30) calendar days prior to effectuating any transfer of equity securities (including Options to acquire such securities) that would result in a decrease in the amount of Exide Stock beneficially owned by a Substantial Shareholder or would result in a person or entity ceasing to be a Substantial Shareholder, such Substantial Shareholder shall file with this Court, and serve on (i) counsel to the Debtor, (ii) counsel to the agent under the proposed debtor-in-possession financing, Davis Polk & Wardwell LLP, and (iii) counsel to the unofficial committee of senior secured noteholders, Paul, Weiss, Rifkind, Wharton & Garrison LLP, advance written notice, in the form of Exhibit B-3 attached hereto, of the intended transfer of equity securities (the notices required to be filed and served under paragraph (b) and this paragraph (c), each a "Notice of Proposed Transfer").

d. The Debtor shall have thirty (30) calendar days after receipt of a Notice of Proposed Transfer to file with this Court and serve on such Substantial Shareholder an objection to any proposed transfer of equity securities described in the Notice of Proposed Transfer on the grounds that such transfer may adversely affect the Debtor's ability to utilize its Tax Attributes. If the Debtor files an objection, such transaction will not be effective unless approved by a final and non-appealable order of this Court. If the Debtor does not object within such 30-day period, such transaction may proceed solely as set forth in the Notice of Proposed Transfer. Further transactions within the scope of this paragraph (d) must be the subject of additional notices as set forth herein, with an additional 30-day waiting period.

e. For purposes of these procedures, (A) a "Substantial Shareholder" is any person or entity (as defined in Treasury Regulations Section 1.382-3(a)) which beneficially owns at least 4.75% of all issued and outstanding shares (equal to, as of June 6, 2013, approximately 3,768,323 shares³) of the common stock of Exide ("Exide Stock"), and (B) "Beneficial Ownership" (or any variation thereof of Exide Stock and Options to acquire Exide Stock) shall be determined by the Debtor in its sole discretion in accordance with applicable rules under Section 382, Treasury Regulations promulgated thereunder and rulings issued by the Internal Revenue Service, and thus, to the extent provided therein, from time to time shall include, without limitation, (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (ii) ownership by the holder's family members and persons acting in concert with the holder to make a coordinated acquisition of stock, and (iii) an Option to acquire Exide Stock. An "Option" to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable. For the avoidance of doubt, by operation of the definition of Beneficial Ownership in clause (B) of this paragraph (e), an owner of an Option to acquire Exide Stock may be treated as the owner of such Exide Stock.

4. The Debtor may waive, in writing and in its sole and absolute discretion, any and all restrictions, stays, and notification procedures contained in this Final Order; provided, however, the Debtor shall provide notice of any such waiver to the Office of the United States Trustee for the District of Delaware in writing within three business days thereafter.

5. The Debtor shall serve the Notice of Order setting forth the procedures authorized herein substantially in the form annexed hereto as Exhibit B-4 ("Notice of Order") on: (i) the Office of the United States Trustee for the District of Delaware; (ii) the Office of the

³ Based on approximately 79,333,110 shares of Exide Common Stock issued and outstanding as of June 6, 2013.

United States Attorney for the District of Delaware; (iii) counsel to the agent under the proposed debtor in possession financing; (iv) counsel to the agent for the Debtor's prepetition secured lenders; (v) the indenture trustee for each of the Debtor's secured and unsecured outstanding bond issuances; (vi) counsel to the unofficial committee of senior secured noteholders; (vii) the Internal Revenue Service; (viii) the Securities and Exchange Commission; (ix) the parties included on the Debtor's list of twenty (20) largest unsecured creditors; (x) all parties entitled to notice pursuant to Local Bankruptcy Rule 9013-1(m); (xi) any known Substantial Shareholder(s); and (xii) the transfer agent(s) for the Exide Stock .

6. Any transfer agent for any Exide Stock having notice hereof shall provide such Notice of Order to all holders of such Exide Stock in excess of 4.00% of all issued and outstanding shares (equal to, as of June 6, 2013, approximately 3,173,324 shares), or an Option, as defined in the Interim Order and Final Order, with respect thereto, registered with such transfer agent (the "Registered Holders") no later than five business days after being served with the Notice of Order; provided that, if any transfer agent provides the Debtor with the names and addresses of all Registered Holders of such Exide Stock (including any Nominees) no later than three business days after being served with the Notice of Order, the Debtor shall serve the Notice of Order on such holders.

7. Any such Registered Holder described in paragraph 6 of this Final Order, including the Nominees, would be required, in turn, to provide such Notice of Order to any holder for whose account such Registered Holder holds such Exide Stock in an amount in excess of 4.00% of all issued and outstanding shares (or an Option with respect thereto), and so on down the chain of ownership for all such holders of Exide Stock holding in excess of 4.00% of all issued and outstanding shares.

8. Any person or entity or broker or agent acting on such person or entity's behalf who sells an aggregate amount equal to at least 4.00% of all issued and outstanding shares of Exide Stock (or an Option with respect thereto) to another person or entity shall provide a copy of the Notice of Order to such purchaser of such Exide Stock or to any broker or agent acting on such purchaser's behalf.

9. The requirements set forth in this Final Order are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable securities, corporate and other laws, and do not excuse compliance therewith.

10. To the extent that there may be any inconsistency between the terms of the interim or final order approving the proposed debtor in possession financing, if and when entered, and this Order, the terms of the interim or final order approving the proposed debtor in possession financing, as applicable, shall govern.

11. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion.

12. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Final Order.

Dated: Wilmington, Delaware
_____, 2013

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B-1

Notice Of Status As Substantial Shareholder

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

	X	
	:	
In re:	:	Chapter 11
	:	
EXIDE TECHNOLOGIES,	:	Case No. 13-11482
	:	
Debtor. ¹	:	
	:	
	X	

NOTICE OF STATUS AS A SUBSTANTIAL SHAREHOLDER²

PLEASE TAKE NOTICE that the undersigned party is/has become a Substantial Shareholder with respect to Exide Stock (as defined herein and in the Final Order Establishing Notification and Hearing Procedures for Trading in Equity Securities of the Debtor (the “Final Order”) of Exide Technologies (“Exide”), a debtor and debtor in possession in Case No. 13-11482 pending in the United States Bankruptcy Court for the District of Delaware (the “Court”).

¹ The last four digits of the Debtor’s taxpayer identification number are 2730. The Debtor’s corporate headquarters are located at 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004.

² For purposes of these procedures, (A) a “Substantial Shareholder” is any person or entity (as defined in Treasury Regulations Section 1.382-3(a)) which beneficially owns at least 4.75% of all issued and outstanding shares (equal to, as of June 6, 2013, approximately 3,768,323 shares) of the common stock of Exide (“Exide Stock”), and (B) “Beneficial Ownership” (or any variation thereof of Exide Stock and Options to acquire Exide Stock) shall be determined by the Debtor in its sole discretion in accordance with applicable rules under Section 382, Treasury Regulations promulgated thereunder and rulings issued by the Internal Revenue Service, and thus, to the extent provided therein, from time to time shall include, without limitation, (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (ii) ownership by the holder’s family members and persons acting in concert with the holder to make a coordinated acquisition of stock, and (iii) an Option to acquire Exide Stock. An “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable. For the avoidance of doubt, by operation of the definition of Beneficial Ownership in clause (B) of this paragraph (e), an owner of an Option to acquire Exide Stock may be treated as the owner of such Exide Stock.

PLEASE TAKE FURTHER NOTICE that, as of [Date], the undersigned party beneficially owns [_____] shares of Exide Stock. The following table sets forth the date(s) on which the undersigned party acquired or otherwise became the beneficial owner of such Exide Stock:

Number Of Shares	Date Acquired

(Attach additional page if necessary)

PLEASE TAKE FURTHER NOTICE that the last four digits of the taxpayer identification or social security number of the undersigned party are [].

PLEASE TAKE FURTHER NOTICE that, under penalty of perjury, the undersigned party hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct, and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final Order, this Notice is being (a) filed with the Court and (b) served upon (i) counsel to the Debtor, Skadden Arps Slate Meagher & Flom LLP, 4 Times Square, New York, NY 10036 (Attn: Ken Ziman, Esq. and Elliot Ross) and (ii) counsel to the agent under the proposed debtor-in-possession financing, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Damian Schaible).

Respectfully Submitted,

(Name of Shareholder)

By: _____
Name: _____
Title: _____
Address: _____

Telephone: _____
Facsimile: _____
Date: _____

EXHIBIT B-2

Notice Of Intent To Acquire Equity Interest

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

	X	
	:	
In re:	:	Chapter 11
	:	
EXIDE TECHNOLOGIES,	:	Case No. 13-11482
	:	
Debtor. ¹	:	
	:	
	X	

**NOTICE OF INTENT TO PURCHASE, ACQUIRE, OR OTHERWISE
ACCUMULATE AN EQUITY INTEREST**

PLEASE TAKE NOTICE THAT the undersigned party hereby provides notice of its intention to purchase, acquire, or otherwise accumulate one or more shares of Exide Stock (as defined herein and in the Final Order Establishing Notification and Hearing Procedures for Trading in Equity Securities of the Debtor (the “Final Order”)) of Exide Technologies (“Exide”) or an Option with respect thereto (as defined herein and in the Interim Order) (the “Proposed Transfer”).

PLEASE TAKE FURTHER NOTICE THAT, if applicable, on [Prior Date(s)], the undersigned party filed a Notice of Status as a Substantial Shareholder² with the United

¹ The last four digits of the Debtor’s taxpayer identification number are 2730. The Debtor’s corporate headquarters are located at 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004.

² For purposes of these procedures, (A) a “Substantial Shareholder” is any person or entity (as defined in Treasury Regulations Section 1.382-3(a)) which beneficially owns at least 4.75% of all issued and outstanding shares (equal to, as of June 6, 2013, approximately 3,768,323 shares) of the common stock of Exide (“Exide Stock”), and (B) “Beneficial Ownership” (or any variation thereof of Exide Stock and Options to acquire Exide Stock) shall be determined by the Debtor in its sole discretion in accordance with applicable rules under Section 382, Treasury Regulations promulgated thereunder and rulings issued by the Internal Revenue Service, and thus, to the extent provided therein, from time to time shall include, without limitation, (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (ii) ownership by the holder’s family members and persons acting in concert with the holder to make a coordinated acquisition of stock, and (iii) an Option to acquire Exide Stock. An “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture,

(cont’d)

States Bankruptcy Court for the District of Delaware (the “Court”) and served copies thereof on Debtor’s counsel.

PLEASE TAKE FURTHER NOTICE THAT the undersigned party currently beneficially owns [] shares of Exide Stock.

PLEASE TAKE FURTHER NOTICE THAT, pursuant to the Proposed Transfer, the undersigned party proposes to purchase, acquire, or otherwise accumulate [] shares of Exide Stock or an Option with respect to [] shares of Exide Stock. If the Proposed Transfer is permitted to occur, the undersigned party will beneficially own [] shares of Exide Stock (including any Options with respect to any Exide Stock) after such transfer becomes effective.

PLEASE TAKE FURTHER NOTICE THAT the last four digits of the taxpayer identification or social security number of the undersigned party are [].

PLEASE TAKE FURTHER NOTICE that, under penalty of perjury, the undersigned party hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct, and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final Order, this Notice is being (a) filed with the Court and (b) served upon (i) counsel to the Debtor, Skadden Arps Slate Meagher & Flom LLP, 4 Times Square, New York, NY 10036 (Attn: Ken Ziman, Esq. and Elliot Ross) and (ii) counsel to the agent under the proposed debtor-in-possession

(cont’d from previous page)

contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable. For the avoidance of doubt, by operation of the definition of Beneficial Ownership in clause (B) of this paragraph (e), an owner of an Option to acquire Exide Stock may be treated as the owner of such Exide Stock.

financing, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Damian Schaible).

PLEASE TAKE FURTHER NOTICE that the Debtor has 30 calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtor files an objection, such Proposed Transfer will not be effective unless approved by a final and non-appealable order of the Court. If the Debtor does not object within such 30-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in the Notice.

PLEASE TAKE FURTHER NOTICE that any further transactions contemplated by the undersigned party that may result in the undersigned party purchasing, acquiring or otherwise accumulating additional shares of Exide Stock (or an Option with respect thereto) will each require an additional notice filed with the Court to be served in the same manner as this Notice.

Respectfully Submitted,

(Name of Shareholder)

By: _____
Name: _____
Title: _____
Address: _____

Telephone: _____
Facsimile: _____
Date: _____

EXHIBIT B-3

Notice of Intent to Transfer Equity Interest

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

	X	
	:	
In re:	:	Chapter 11
	:	
EXIDE TECHNOLOGIES,	:	Case No. 13-11482
	:	
Debtor. ¹	:	
	:	
	X	

**NOTICE OF INTENT TO SELL, TRADE OR OTHERWISE
TRANSFER AN EQUITY INTEREST**

PLEASE TAKE NOTICE THAT the undersigned party hereby provides notice of its intention to sell, trade, or otherwise transfer one or more shares of Exide Stock (as defined herein and in the Final Order Establishing Notification and Hearing Procedures for Trading in Equity Securities of the Debtor (the “Final Order”)) of Exide Technologies (“Exide”) or an Option with respect thereto (as defined herein and in the Interim Order) (the “Proposed Transfer”).

PLEASE TAKE FURTHER NOTICE THAT, if applicable, on [Prior Date(s)], the undersigned party filed a Notice of Status as a Substantial Shareholder² with the United

¹ The last four digits of the Debtor’s taxpayer identification number are 2730. The Debtor’s corporate headquarters are located at 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004.

² For purposes of these procedures, (A) a “Substantial Shareholder” is any person or entity (as defined in Treasury Regulations Section 1.382-3(a)) which beneficially owns at least 4.75% of all issued and outstanding shares (equal to, as of June 6, 2013, approximately 3,768,323 shares) of the common stock of Exide (“Exide Stock”), and (B) “Beneficial Ownership” (or any variation thereof of Exide Stock and Options to acquire Exide Stock) shall be determined by the Debtor in its sole discretion in accordance with applicable rules under Section 382, Treasury Regulations promulgated thereunder and rulings issued by the Internal Revenue Service, and thus, to the extent provided therein, from time to time shall include, without limitation, (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (ii) ownership by the holder’s family members and persons acting in concert with the holder to make a coordinated acquisition of stock, and (iii) an Option to acquire Exide Stock. An “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture,

(cont’d)

States Bankruptcy Court for the District of Delaware (the “Court”) and served copies thereof on Debtor’s counsel.

PLEASE TAKE FURTHER NOTICE THAT the undersigned party currently beneficially owns [] shares of Exide Stock (including any Options with respect to any Exide Stock).

PLEASE TAKE FURTHER NOTICE THAT, pursuant to the Proposed Transfer, the undersigned party proposes to sell, trade, or otherwise transfer [] shares of Exide Stock or an Option with respect to [] shares of Exide Stock. If the Proposed Transfer is permitted to occur, the undersigned party will beneficially own [] shares of Exide Stock after the transfer.

PLEASE TAKE FURTHER NOTICE THAT the last four digits of the taxpayer identification or social security number of the undersigned party are [].

PLEASE TAKE FURTHER NOTICE that, under penalty of perjury, the undersigned party hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct, and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final Order, this Notice is being (a) filed with the Court and (b) served upon (i) counsel to the Debtor, Skadden Arps Slate Meagher & Flom LLP, 4 Times Square, New York, NY 10036 (Attn: Ken Ziman, Esq. and Elliot Ross) (ii) counsel to the agent under the proposed debtor-in-possession financing,

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contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable. For the avoidance of doubt, by operation of the definition of Beneficial Ownership in clause (B) of this paragraph (e), an owner of an Option to acquire Exide Stock may be treated as the owner of such Exide Stock.

Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017 (Attn: Damian Schaible).

PLEASE TAKE FURTHER NOTICE that the Debtor has 30 calendar days after receipt of this Notice to object to the Proposed Transfer described herein. If the Debtor files an objection, such Proposed Transfer will not be effective unless approved by a final and non-appealable order of the Court. If the Debtor does not object within such 30-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in the Notice.

PLEASE TAKE FURTHER NOTICE that any further transactions contemplated by the undersigned party that may result in the undersigned party selling, trading or otherwise transferring shares of Exide Stock (or an Option with respect thereto) will each require an additional notice filed with the Court to be served in the same manner as this Notice.

Respectfully Submitted,

(Name of Shareholder)

By: _____
Name: _____
Title: _____
Address: _____

Telephone: _____
Facsimile: _____
Date: _____

EXHIBIT B-4

Notice of Order

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

----- X
:

In re: : Chapter 11

:

EXIDE TECHNOLOGIES, : Case No. 13-11482

:

Debtor.¹ :

:

----- X

NOTICE OF FINAL ORDER UNDER 11 U.S.C. §§ 105, 362 AND 541 AND FED. R. BANKR. P. 3001 AND 3002 ESTABLISHING NOTIFICATION AND HEARING PROCEDURES FOR TRADING IN EQUITY SECURITIES OF DEBTOR

TO ALL PERSONS OR ENTITIES WITH EQUITY INTERESTS IN THE DEBTOR:

PLEASE TAKE NOTICE that on June 10, 2013 (the “Petition Date”), the above-captioned debtor and debtor in possession (the “Debtor”), commenced a case under chapter 11 of title 11 of the United States Code 11 U.S.C. §§ 101 et seq., as amended (the “Bankruptcy Code”). Subject to certain exceptions, Section 362 of the Bankruptcy Code operates as a stay of any act to obtain possession of property of the Debtor’s estate or of property from the Debtor’s estate or to exercise control over property of the Debtor’s estate.

PLEASE TAKE FURTHER NOTICE that on the Petition Date, the Debtor filed a motion seeking entry of an Interim Order and Final Order pursuant to Bankruptcy Code sections 105, 362, and 541 establishing notification and hearing procedures for trading in equity securities in the Debtor (the “Motion”).

¹ The last four digits of the Debtor’s taxpayer identification number are 2730. The Debtor’s corporate headquarters are located at 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004.

PLEASE TAKE FURTHER NOTICE THAT on [], 2013, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered a Final Order Establishing Notification and Hearing Procedures for Trading in Equity Securities in Debtor approving the procedures set forth below in order to preserve the Debtor’s Tax Attributes (as defined in the Motion) (the “Order”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final Order, the following procedures shall apply to holding and trading in equity securities of Exide Technologies (“Exide”):

1. Any purchase, sale, or other transfer of equity securities in the Debtor in violation of the procedures set forth herein (including the notice requirements set forth in Section 2(a) below) shall be null and void *ab initio* as an act in violation of the automatic stay under U.S.C. §§ 362 and 105(a) of the Bankruptcy Code.

2. The following procedures shall apply to trading in equity securities of Exide:

a. Any person or entity (as defined in Treasury Regulations Section 1.382-3(a)) who currently is or becomes a Substantial Shareholder (as defined in paragraph (e) below) shall file with this Court, and serve on (i) counsel to the Debtor, (ii) counsel to the agent under the proposed debtor-in-possession financing, Davis Polk & Wardwell LLP, and (iii) counsel to the unofficial committee of senior secured noteholders, Paul, Weiss, Rifkind, Wharton & Garrison LLP, a notice of such status, in the form of Exhibit B-1 attached hereto, on or before the later of (i) twenty (20) calendar days after the date of the Notice of Order (as defined in paragraph 14 below) and (ii) ten (10) calendar days after becoming a Substantial Shareholder.

b. At least thirty (30) calendar days prior to effectuating any transfer of equity securities (including Options to acquire such securities, as defined below) that would result in an increase in the amount of Exide Stock (as defined below) beneficially owned by a Substantial Shareholder or would result in a person or entity becoming a Substantial Shareholder, such Substantial Shareholder shall file with this Court, and serve on counsel to the Debtor and on counsel to the agent for the Debtor’s proposed postpetition secured debtor-in-possession financing, Davis Polk & Wardwell LLP, advance written notice, in the form of Exhibit B-2 attached hereto, of the intended transfer of equity securities.

c. At least thirty (30) calendar days prior to effectuating any transfer of equity securities (including Options to acquire such securities) that would result in a decrease in the amount of Exide Stock beneficially owned by a Substantial Shareholder or would result in a person or entity ceasing to be a Substantial Shareholder, such Substantial Shareholder shall file with this Court, and serve on (i) counsel to the Debtor, (ii) counsel to the agent under the proposed debtor-in-possession financing, Davis Polk & Wardwell LLP, and (iii) counsel to the unofficial committee of senior secured noteholders, Paul, Weiss, Rifkind, Wharton & Garrison LLP, advance written notice, in the form of Exhibit B-3 attached hereto, of the intended transfer of equity securities (the notices required to be filed and served under paragraph (b) and this paragraph (c), each a “Notice of Proposed Transfer”).

d. The Debtor shall have thirty (30) calendar days after receipt of a Notice of Proposed Transfer to file with this Court and serve on such Substantial Shareholder an objection to any proposed transfer of equity securities described in the Notice of Proposed Transfer on the grounds that such transfer may adversely affect the Debtor’s ability to utilize its Tax Attributes. If the Debtor files an objection, such transaction will not be effective unless approved by a final and non-appealable order of this Court. If the Debtor does not object within such 30-day period, such transaction may proceed solely as set forth in the Notice of Proposed Transfer. Further transactions within the scope of this paragraph (d) must be the subject of additional notices as set forth herein, with an additional 30-day waiting period.

e. For purposes of these procedures, (A) a “Substantial Shareholder” is any person or entity (as defined in Treasury Regulations Section 1.382-3(a)) which beneficially owns at least 4.75% of all issued and outstanding shares (equal to, as of June 6, 2013, approximately 3,768,323 shares²) of the common stock of Exide (“Exide Stock”), and (B) “Beneficial Ownership” (or any variation thereof of Exide Stock and Options to acquire Exide Stock) shall be determined by the Debtor in its sole discretion in accordance with applicable rules under Section 382, Treasury Regulations promulgated thereunder and rulings issued by the Internal Revenue Service, and thus, to the extent provided therein, from time to time shall include, without limitation, (i) direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (ii) ownership by the holder’s family members and persons acting in concert with the holder to make a coordinated acquisition of stock, and (iii) an Option to acquire Exide Stock. An “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable. For the avoidance of doubt, by operation of the definition of Beneficial Ownership in clause (B) of this paragraph (e), an owner of an Option to acquire Exide Stock may be treated as the owner of such Exide Stock.

PLEASE TAKE FURTHER NOTICE that, upon the request of any person,
counsel to the Debtor, Skadden Arps Slate Meagher & Flom LLP, 4 Times Square, New York,

² Based on approximately 79,333,110 shares of Exide Common Stock issued and outstanding as of June 6, 2013.

NY 10036 (Attn: Ken Ziman, Esq. and Elliot Ross)., will provide a form of each of the required notices described above.

PLEASE TAKE FURTHER NOTICE that a copy of the Final Order may be obtained free of charge from Garden City Group, Inc., Attn: Exide Technologies, 1985 Marcus Avenue, Ste 200, Lake Success, New York 11042, telephone: (800) 327-3664, or online at www.exiderestructuringinfo.com.

FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE SHALL CONSTITUTE A VIOLATION OF, AMONG OTHER THINGS, THE AUTOMATIC STAY PRESCRIBED BY SECTION 362 OF THE BANKRUPTCY CODE.

ANY PROHIBITED PURCHASE, SALE, TRADE, OR OTHER TRANSFER OF EQUITY SECURITIES IN THE DEBTOR IN VIOLATION OF THE ORDER SHALL BE NULL AND VOID *AB INITIO* AND MAY BE PUNISHED BY CONTEMPT OR OTHER SANCTIONS IMPOSED BY THE BANKRUPTCY COURT.

PLEASE TAKE FURTHER NOTICE that the requirements set forth in this Notice are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable securities, corporate, and other laws, and do not excuse compliance therewith.

Dated: Wilmington, Delaware
_____, 2013

UNITED STATES BANKRUPTCY JUDGE