

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.<sup>1</sup> :
  
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**DEBTOR’S MOTION FOR AN ORDER GRANTING DEBTOR ADDITIONAL TIME  
WITHIN WHICH TO FILE SCHEDULES AND STATEMENTS**

Exide Technologies (the “Debtor” or “Exide”) hereby moves (the “Motion”) this Court for entry of an order under sections 105 and 521 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 1007(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 1007-1(b) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”) extending the time by which the Debtor must file its schedules of assets and liabilities and statements of financial affairs (collectively, the “Schedules and Statements”) to thirty (30) days after the current deadline imposed by Local Bankruptcy Rule 1007-1(b). In support of the Motion, the Debtor relies upon and incorporates by reference the Declaration of Philip A. Damaska in Support of the 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 proposed counsel, respectfully represents:

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<sup>1</sup> 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 to consider the Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 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 legal predicates for the relief requested herein are Bankruptcy Code sections 105 and 521, Bankruptcy Rule 1007(c) and Local Bankruptcy Rule 1007-1(b).

3. Pursuant to the Local Bankruptcy Rules, 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").<sup>2</sup>

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.

### **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

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<sup>2</sup> 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.

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 branches<sup>3</sup> 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.<sup>4</sup> 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.<sup>5</sup>

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.<sup>6</sup>

### **RELIEF REQUESTED**

11. By the Motion, the Debtor seeks entry of an order extending the time by which the Debtor must file its Schedules and Statements to thirty (30) days after the current

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

<sup>4</sup> 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.

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

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

deadline imposed by Bankruptcy Rule 1007(c), which is July 10, 2013, such that the new deadline will be August 9, 2013, without prejudice to the Debtors' ability to request additional time should it become necessary.

12. For the reasons set forth herein, the Debtor submits that the relief requested is in the best interest of the Debtor, its estate, creditors, stakeholders and other parties in interest, and therefore, should be granted.

#### **BASIS FOR RELIEF**

13. Under Bankruptcy Code section 521 and Bankruptcy Rule 1007(b), the Debtor is required to file the Schedules and Statements. See 11 U.S.C. § 521; Fed. R. Bankr. P. 1007(b). Bankruptcy Rule 1007(c) provides that the Debtor must file the Schedules and Statements within fourteen (14) days after the Petition Date. See Fed. R. Bankr. P. 1007(c).

14. Local Bankruptcy Rule 1007-1(b) automatically extends the deadline for a debtor to file its schedules and statements of financial affairs to the date that is thirty (30) days after the petition date, not including the petition date, if (i) the debtor's bankruptcy petition is accompanied by a list of all the debtor's creditors and their addresses, in accordance with Local Bankruptcy Rule 1007-2; and (ii) if the total number of creditors in the debtor's case exceeds 200. See Del. Bankr. L.R. 1007-1(b); see also Fed. R. Bankr. P. 9006(a).

15. The Debtor has filed concurrently herewith a creditor matrix listing the Debtor's creditors and their addresses in accordance with Local Bankruptcy Rule 1007-2, which, on a consolidated basis, includes more than 200 creditors. Accordingly, by operation of Local Bankruptcy Rule 1007-1(b), the deadline for the Debtor to file the Schedules and Statements is automatically extended to July 10, 2013, which is thirty (30) days from the Petition Date.

16. This Court has authority to grant the Debtor's requested extension under Bankruptcy Rule 1007(c). Bankruptcy Rule 1007(c) provides that "any extension of time to file schedules, statements, and other documents required under Bankruptcy Rule 1007 may be granted only on motion for cause shown." Fed. R. Bankr. P. 1007(c). Similarly, Local Bankruptcy Rule 1007-1(b) provides that such an extension "shall be granted, for cause, only upon filing of a motion by the debtor." Del. Bankr. L.R. 1007-1(b).

17. The Debtor seeks an extension of the deadline to file the Schedules and Statements imposed by Bankruptcy Rule 1007(c). The Debtor has more than 20,000 creditors (including current and former employees). The conduct and operation of the Debtor's businesses require the Debtor to maintain voluminous books and records and a complex accounting system. Further, the Debtor has numerous foreign subsidiaries and affiliates that did not file for relief under chapter 11 of the Bankruptcy Code (the "Non-Debtor Foreign Entities"). Much of the information and documentation evidencing the Debtor's assets and liabilities, creditors and contracts are consolidated with that of the Non-Debtor Foreign Entities. It will take a substantial amount of time to clearly identify and separate which information relates to the Debtor and not to the Non-Debtor Foreign Entities. Therefore, the Debtor requires additional time to assemble the necessary information and documentation for the Schedules and Statements.

18. Accordingly, the Debtor submits that "cause" exists to extend the current deadline imposed by Bankruptcy Rule 1007(c). At this juncture, the Debtor estimates that thirty (30) additional days (for a total of sixty (60) days) from the Petition Date will provide sufficient time to prepare and file the Schedules and Statements. As a result, the Debtor requests that the Court grant such an extension, without prejudice to the Debtor's right to seek any further extensions from the Court or to seek waivers with respect to the filing of certain Schedules and

Statements. The requested extension will enhance the accuracy of the Debtor's Schedules and Statements and avoid the necessity of substantial subsequent amendments.

19. Extensions, such as the one sought in the Motion, are routinely granted in this District. See, e.g., In re Synagro Technologies, Case No. 13-11041 (BLS) (Bankr. D. Del. Apr. 25, 2013); In re LCI Holding Company, Inc., Case No. 12-13319 (KG) (Bankr. D. Del. Jan. 10, 2013); In re WP Steel Venture LLC, Case No. 12-11661 (KJC) (Bankr. D. Del. June 1, 2012); In re Pemco World Air Services, Inc., Case No. 12-10799 (MFW) (Bankr. D. Del. Mar. 5, 2012); In re Los Angeles Dodgers LLC, No. 11-12010 (KG) (Bankr. D. Del. Aug. 15, 2011); In re DSI Holdings, Inc., Case No. 11-11941 (KJC) (Bankr. D. Del. Aug. 16, 2011, 2011); In re Jackson Hewitt Tax Serv. Inc., No. 11-11587 (MFW) (Bankr. D. Del. June 30, 2011).

#### NOTICE

20. 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; and (x) all parties entitled to notice pursuant to Local Bankruptcy Rule 9013-1(m). The Debtor submits that no other or further notice need be provided.

**NO PRIOR REQUEST**

21. No previous request for the relief sought in the Motion has been made to this Court or any other court.

**CONCLUSION**

WHEREFORE, the Debtor respectfully requests that the Court enter an order, substantially in the form annexed hereto, 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

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*Proposed Counsel for Debtor and Debtor in Possession*

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**ORDER GRANTING DEBTOR ADDITIONAL TIME WITHIN WHICH TO FILE SCHEDULES AND STATEMENTS**

Upon The Debtor’s motion (the “Motion”)<sup>2</sup> for an order, pursuant to Bankruptcy Code sections 105 and 521 and Bankruptcy Rule 1007(c) extending the time by which the Debtor must file the Schedules and Statements; and upon the First Day Declaration; and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interests of the Debtor, its estate, its creditors, its stakeholders and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Motion is GRANTED as set forth herein.

2. The time by which the Debtor must file the Schedules and Statements shall be and hereby is extended for thirty (30) days from the current deadline imposed by Local Rule 1007-1(b), through and including August 9, 2013.

3. Entry of this order shall be without prejudice to the Debtor's right to seek further extensions of time within which to file the Schedules and Statements, other relief from the Court regarding the filing of the Schedules and Statements or waiver of the requirement to file the Schedules and Statements.

4. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this order.

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2013

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UNITED STATES BANKRUPTCY JUDGE