

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 (KJC)
  
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Debtor.<sup>1</sup> :
  
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**DEBTOR’S MOTION FOR AN ORDER UNDER BANKRUPTCY CODE SECTIONS 102 AND 105, BANKRUPTCY RULES 2002 AND 9006(c) AND LOCAL RULE 9006-1(e) SHORTENING NOTICE RELATING TO DEBTOR’S MOTION FOR ENTRY OF AN ORDER AUTHORIZING FILING UNDER SEAL OF ENGAGEMENT LETTER TO ARRANGE DIP AMENDMENT**

The debtor and debtor in possession in the above-captioned case (“Exide” or “Debtor”) hereby move (this “Motion”) for entry of an order under sections 102 and 105 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002 and 9006 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”) and Rule 9006-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) approving shortened notice for the Debtor’s motion (the “Seal Motion”) for entry of an order authorizing the Debtor to (a) file under seal the Engagement Letter, dated as of September 24, 2014 (the “Engagement Letter”), by and among Exide, JPMorgan Chase Bank, N.A. (“JPMorgan” or the “DIP Agent”), and J.P. Morgan Securities LLC and (b) directing that the Engagement Letter shall remain under seal, confidential, and not be made available to anyone without the consent of the Debtor and the DIP Agent except for (i) the

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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.

U.S. Trustee and (ii) the advisors to any statutory committee appointed in this case on a strictly confidential and “professionals’ eyes only” basis. In support of this Motion, the Debtor respectfully states as follows:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are Bankruptcy Code sections 102(1) and 105, as supplemented by Bankruptcy Rules 2002, 9006 and 9007, and Local Rule 9006-1(e).

3. Pursuant to Rule 9013-1(f) of the Local 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 June 10, 2013 (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”).

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

6. On June 18, 2013, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors (the “Creditors’ Committee”) in the Chapter 11 Case pursuant to Bankruptcy Code section 1102. No trustee has been appointed in the Chapter 11 Case.

**RELIEF REQUESTED**

7. By this Motion, the Debtor requests entry of an order shortening the notice period for the Seal Motion so that it can be heard, considered and ruled upon by the Court at the hearing on October 31, 2014.

**BASIS FOR RELIEF**

8. Section 102(1) of the Bankruptcy Code explains that the phrase “after notice and a hearing” requires only such notice and opportunity for a hearing as may be appropriate under the circumstances. 11 U.S.C. § 102(1).

9. Section 105(a) of the Bankruptcy Code provides that the Court “may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions” of the Bankruptcy Code. 11 U.S.C. § 105(a).

10. Local Rule 9006-1(c)(i) provides that “all motion papers shall be filed and served in accordance with Local Rule 2002-1(b) at least eighteen (18) days (twenty-one (21) days if service is by first class mail; nineteen (19) days if service is by overnight delivery) prior to the hearing date.” Del. Bankr. L.R. 9006-1(c)(i).

11. Under Bankruptcy Rule 9006, the Court may order time periods set by the Bankruptcy Rules to be reduced “for cause shown.” Fed. R. Bankr. P. 9006.

12. Local Rule 9006-1(e) permits shortened notice “by order of the Court, on written motion . . . specifying the exigencies justifying shortened notice.” Del. Bankr. L.R. 9006-1(e).

13. The factual background supporting this Motion is more fully set forth in the Seal Motion, filed contemporaneously herewith and fully incorporated herein by reference.

14. The Debtor believes it is in the best interests of the Debtor’s estate, creditors and other parties in interest for the Debtor’s Seal Motion to be heard at the hearing

scheduled for October 31, 2014 at 10:00 a.m (Eastern). As described in the Seal Motion, the Debtor has filed a motion (the “DIP Amendment Motion”) seeking authority to amend (the “DIP Amendment”) the Amended and Restated Credit Agreement dated as of July 12, 2013 (as amended, supplemented or otherwise modified) and the Final DIP Order (as defined in the DIP Amendment Motion). In connection with the DIP Amendment, the Debtor has agreed to pay all amounts due under the Engagement Letter. The public disclosure of the confidential and proprietary fee information in the Engagement Letter has the potential to harm the DIP Agent’s business.

15. In accordance with Bankruptcy Rule 4001(c) and Local Bankruptcy Rule 4001-2, the DIP Amendment Motion is set to be heard on October 31, 2014 at 10:00 a.m. (Eastern). Local Bankruptcy Rule 9006-1(c)(i), however, requires additional time for service of the corresponding Seal Motion unless shortened by the Court. To ensure administrative efficiency, the Seal Motion should be heard at the same time as the DIP Amendment Motion.

16. Additionally, the shortened notice requested herein will not unduly prejudice any party in interest. Through this Motion, the Debtor seeks to shorten the notice period by no more than three (3) days. The Debtor believes that in light of the circumstances and with an appropriate extension of the deadline to object, interested parties will receive sufficient notice and have ample time to object, if necessary, to the relief requested in the Seal Motion.

17. For the foregoing reasons, the Debtor believes cause exists to hear the Debtor’s Seal Motion on October 31, 2014, at 10:00 a.m. (Eastern).

#### **NOTICE**

18. Notice of the Motion will be given to: (i) the U.S. Trustee; (ii) counsel to the DIP Agent; (iii) counsel to the agent for the Debtor’s prepetition secured lenders; (iv) the indenture trustee for each of the Debtor’s secured and unsecured outstanding bond issuances; (v)

counsel to the unofficial committee of senior secured noteholders; (vi) counsel to the Creditors' Committee; and (vii) all parties entitled to notice pursuant to Bankruptcy Rule 2002.

**NO PRIOR REQUEST**

19. No prior request for the relief sought herein has been made to this Court or to any other court.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

WHEREFORE, the Debtor respectfully requests that this Court enter an order substantially in the form attached hereto as Exhibit A, shortening the notice period for the Seal Motion so that it can be heard, considered and ruled upon by the Court at the hearing on October 31, 2014.

Dated: Wilmington, Delaware  
October 13, 2014

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Kristhy M. Peguero

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*Counsel for Debtor and Debtor in Possession*

**EXHIBIT A**

**Proposed Order**

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 (KJC)
  
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Debtor.<sup>1</sup> : **Related Docket Nos.:** \_\_\_\_\_
  
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**ORDER UNDER BANKRUPTCY CODE SECTIONS 102 AND 105,  
BANKRUPTCY RULE 9006(c) AND LOCAL RULE 9006-1(e) TO SHORTEN  
NOTICE RELATING TO DEBTOR’S MOTION FOR ENTRY OF AN ORDER  
AUTHORIZING FILING UNDER SEAL OF ENGAGEMENT LETTER TO  
ARRANGE DIP AMENDMENT**

Upon the motion (the “Motion to Shorten”) of the debtor and debtor in possession in the above-captioned case (“Exide” or “Debtor”) for entry of an order providing that the applicable notice period for the Seal Motion be shortened pursuant to Local Rule 9006-1(e); it is hereby

**ORDERED, ADJUDGED AND DECREED that:**

1. The Motion to Shorten is GRANTED.
2. The hearing on the Seal Motion will be held on October 31, 2014, at 10:00 a.m. (Eastern).
3. Objections to Seal Motion, if any, shall be filed on or before

\_\_\_\_\_.

<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.

4. This Court shall retain jurisdiction to hear and resolve any disputes arising from or related to the interpretation and/or implementation of this Order.

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2014

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Honorable Kevin J. Carey  
UNITED STATES BANKRUPTCY JUDGE