

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.¹ : **Hrg. Date: 7/24/13 at 11:00 a.m. (Eastern)**

: **Obj. Due: 7/17/13 at 4:00 p.m. (Eastern)**

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DEBTOR’S MOTION FOR ORDER PURSUANT TO BANKRUPTCY RULES 2015.3 AND 9006 AND LOCAL BANKRUPTCY RULE 9006-2 EXTENDING TIME TO FILE REPORTS OF FINANCIAL INFORMATION OR TO SEEK MODIFICATION OF SUCH REPORTING REQUIREMENT

The debtor and debtor in possession in the above-captioned case (“Exide” or “Debtor”) hereby moves (the “Motion”) this Court for entry of an order, pursuant to Rules 2015.3 and 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 9006-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”), granting the Debtor an extension of time in which to file its 2015.3 Reports or, alternatively, a motion seeking modification of the Bankruptcy Rule 2015.3 reporting requirement for cause. In support of the Motion, the Debtor, by and through its proposed undersigned counsel, respectfully represents:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b).

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

2. Venue of these cases and this Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief requested herein are Bankruptcy Rules 2015.3 and 9006 and Local Bankruptcy Rule 9006-2.

4. Pursuant to Local Bankruptcy Rule 9013-1(f), 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

5. 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"). 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 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 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. 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 Declaration of Phillip Damaska in Support of Chapter 11 Petition and First Day Pleadings (Docket No. 3).

RELIEF REQUESTED

9. By this Motion, the Debtor seeks entry of an order granting a sixty (60) day extension of time, to and including September 7, 2013, to file its reports of financial information on entities in which a chapter 11 estate holds a controlling or substantial interests (the “Rule 2015.3 Reports”), or, alternatively, to file a motion seeking a modification of such reporting requirement for cause.

BASIS FOR RELIEF

10. Bankruptcy Rule 2015.3(a) requires a Debtor to file Rule 2015.3 Reports on “the value, operations, and profitability of each entity that is not a publicly traded corporation or a debtor in a case under title 11, and in which the estate holds a substantial or controlling interests.” Fed. R. Bankr. P. 2015.3(a). The Rule 2015.3 Reports are to be filed seven (7) days before the date of the meeting of creditors convened pursuant to section 341 of the Bankruptcy Code. Id. 2015.3(b). The Debtor's section 341 meeting of creditors is currently scheduled for July 16, 2013. Accordingly, the Bankruptcy Rule 2015.3 would have required the Debtor to file the Rule 2015.3 Reports on or before July 9, 2013.

11. Under Local Bankruptcy Rule 9006-2, “if a motion to extend the time to take any action is filed before the expiration of the period prescribed by . . . the Fed. R. Bankr. P., . . . the time shall automatically be extended until the Court acts on the motion, without the necessity for the entry of a bridge order.” Additionally, the undersigned counsel for the Debtor has discussed the proposed extension in connection with the July 24, 2013 hearing with the U.S. Trustee and the U.S. Trustee did not oppose the Debtor’s request for an extension subsequent to the original July 9, 2013 due date for the Rule 2015.3 Reports.

12. Rule 9006(b) permits the court, for cause, to enlarge the period of time in which an act required by the Bankruptcy Code must be performed. The factors under consideration by the Debtor include (a) the number of entities and the complexity of its business operations, (b) the time and resources that must be devoted by the Debtor’s financial advisors and other professionals to collect, analyze, and present the Rule 2015.3 Reports as prescribed in Official Form 26, and (c) the costs to the Debtor’s estate of preparing the Rule 2015.3 Reports.

13. The Company comprises approximately fifty-four (54) entities, approximately twelve (12) of which are entities in which the Debtor holds a direct and substantial or controlling interest. Each of these twelve (12) entities is a non-debtor.

14. Although the Debtor has some direct subsidiaries that are non-operating companies, the Debtor has several operating direct subsidiaries. Additionally, the Debtor and its subsidiaries are a truly global business and the Debtor has several foreign direct subsidiaries. To prepare the Rule 2015.3 Reports, the Debtor must compile information from books, records, and documents relating to a multitude of transactions at numerous locations. Assembling and compiling the financial reports of the value, operations, and profitability of the operating and foreign direct subsidiaries in the form required by Bankruptcy Rule 2015.3 and in the very brief

time mandated by Bankruptcy Rule 2015.3 would pose significant challenges and require the Debtor's employees and advisors to expend considerable resources and time.

15. Additionally, the Debtor does not currently prepare and maintain financial reports in the form required by Bankruptcy Rule 2015.3 for each of its direct subsidiaries. To create de novo reports would be costly and unduly burdensome on the Debtor.

16. The Debtor's employees and advisors are already engaged in numerous other tasks necessary to facilitate the Debtor's transition to chapter 11, including the preparation of various other schedules, reports, and other papers required by the Bankruptcy Code, the Bankruptcy Rules and the U.S. Securities and Exchange Commission. The combination of these tasks have imposed substantial burdens on the Debtor's management, personnel, and advisors, in addition to the day-to-day operations of the Debtor's businesses.

17. The Debtor submits that the considerations described above amply demonstrate that an extension of time is warranted. Moreover, the Debtor and its advisors are in the process of evaluating the extent to which cause exists for this Court to vary its 2015.3 Reports, as contemplated by Bankruptcy Rule 2015.3(d).

18. The relief requested herein will not prejudice any party in interest. The Debtor has worked, and will continue to work cooperatively with the lenders under their debtor in possession financing facility, the Office of the United States Trustee, the Creditors' Committee, their professionals and advisors, and other constituents to provide as much of the information required by Bankruptcy Rule 2015.3, including disclosures relating to the Debtor's non-Debtor affiliates, as possible in advance of the Section 341 meeting.

19. The relief sought is by this Motion is commonly granted. See In re Synagro Tech., Inc., Case No. 13-11041 (BLS) (Bankr. D. Del. May 28, 2013) (31-day

extension); In re Visteon Corporation, Case No. 09-11786 (CSS) (Bankr. D. Del. October 6, 2009) (138-day extension); In re Tribune Company, Case No. 08-13141 (Bankr. D. Del. September 2, 2009) (201-day extension); In re Spansion Inc., Case No. 09-10690 (KJC) (Bankr. D. Del. Mar. 23, 2009) (75-day extension); In re Bearingpoint, Inc., Case No. 09-10691 (REG) (Bankr. S.D.N.Y March 20, 2009) (30-day extension); In re Nortel Networks Inc., Case No. 09-10138 (KG) (Bankr. D. Del. Feb. 5, 2009) (60-day extension).

NOTICE

20. Notice of the Motion will be given to: (i) the Office of the United States Trustee; (ii) counsel to the agent under the debtor in possession financing; (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) proposed counsel to the Creditors' Committee; and (vii) all parties entitled to notice pursuant to Bankruptcy Rule 2002. The Debtor submits that no other or further notice need be provided.

NO PRIOR REQUEST

21. No previous request for the relief sought herein 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
July 3, 2013

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Christine W. Kim

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- and -

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Fax: (312) 407-0411

Proposed Counsel for Debtor and Debtor in Possession

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.¹ : **Hrg. Date: July 24, 2013 at 11:00 a.m. (Eastern)**

: **Obj. Due: July 17, 2013 at 4:00 p.m. (Eastern)**

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**NOTICE OF DEBTOR’S MOTION FOR ORDER PURSUANT TO BANKRUPTCY
RULES 2015.3 AND 9006 AND LOCAL BANKRUPTCY RULE 9006-2 EXTENDING
TIME TO FILE REPORTS OF FINANCIAL INFORMATION OR TO SEEK
MODIFICATION OF SUCH REPORTING REQUIREMENT**

PLEASE TAKE NOTICE that the debtor and debtor in possession in the above-captioned bankruptcy case (the “Debtor”) filed today the attached Debtor’s Motion For Order Pursuant To Bankruptcy Rules 2015.3 And 9006 And Local Bankruptcy Rule 9006-2 Extending Time To File Reports Of Financial Information Or To Seek Modification Of Such Reporting Requirement (the “Motion”).

PLEASE TAKE FURTHER NOTICE that a hearing on the Motion will be held on **July 24, 2013 at 11:00 a.m. (Eastern)** before the Honorable Kevin J. Carey, United States Bankruptcy Judge for the District of Delaware, in the United States Bankruptcy Court for the District of Delaware, 5th Floor, Courtroom 5, 824 North Market Street, Wilmington, Delaware 19801 (“Hearing”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion or the relief requested therein must be made in writing, filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), 824 Market Street, Wilmington, Delaware

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19801, and served so as to be received by the following parties no later than **July 17, 2013 at 4:00 p.m. (Eastern)**:

(i) the Debtor, Exide Technologies, 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004, Attn: Phillip A. Damaska;

(ii) proposed counsel to the Debtor, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036, Attn: Kenneth S. Ziman, Esq. and J. Eric Ivester, Esq. and One Rodney Square, P.O. Box 636, Wilmington, Delaware 19899-0636, Attn: Anthony W. Clark, Esq. and 155 N. Wacker Drive, Chicago, Illinois 60606-1720, Attn: James J. Mazza, Jr.;

(iii) counsel to the agent under the debtor in possession financing, Davis, Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Damian S. Schaible, Esq. and Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801, Attn: Mark D. Collins, Esq.;

(iv) counsel to the agent for the Debtor's prepetition secured lenders, Greenberg Traurig, LLP, 3333 Piedmont Road NE, Suite 2500, Atlanta, Georgia 30305, Attn: David B. Kurzweil, Esq. and 1007 N. Orange St., Suite 1200, Wilmington, Delaware 19801, Attn: Dennis A. Meloro, Esq.;

(v) the indenture trustee for the Debtor's secured bond issuances, Wells Fargo Bank, N.A., 7000 Central Parkway NE, Suite 550, Atlanta, Georgia 30328, Attn: Corporate Trust Services - Exide Technologies;

(vi) the indenture trustee for the Debtor's unsecured bond issuances, U.S. Bank National Association, Global Corporate Trust Services, 60 Livingston Ave., EP-MN-WS1D, St. Paul, Minnesota 55107, Attn: Cindy Woodward and Arent Fox LLP, 1675 Broadway, New York, New York 10019 Attn: Andrew Silfen, Esq.;

(vii) counsel to the unofficial committee of senior secured noteholders, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn: Alice Belisle Eaton, Esq. and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 King Street, Wilmington, Delaware 19801, Attn: Pauline K. Morgan, Esq.;

(viii) the Office of the United States Trustee for the District of Delaware, Office of the United States Trustee, Room 2207, Lockbox 35, 844 North King Street, Wilmington, Delaware 19801, Attn: Mark S. Kenney, Esq.; and

(ix) proposed counsel to the official committee of unsecured creditors, Lowenstein Sandler LLP, 65 Livingston Avenue, Roseland, New Jersey 07068, Attn: Kenneth A. Rosen, Esq. and Sharon L. Levine, Esq. and 1251 Avenue of the Americas, New York, New York 10020, Attn: Gerald C. Bender, Esq. and Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, Suite 1600, Wilmington, Delaware 19801, Attn: Robert J. Dehney, Esq.

Only objections made in writing and timely filed and received will be considered by the Bankruptcy Court at the Hearing.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED AND RECEIVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THE RELIEF REQUESTED IN THE MOTION MAY BE GRANTED WITHOUT FURTHER NOTICE OR HEARING.

Dated: Wilmington, Delaware
July 3, 2013

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Christine W. Kim

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Proposed Counsel for Debtor and Debtor in Possession

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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.¹ : **Related Docket No. ____**
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**ORDER PURSUANT TO BANKRUPTCY RULES 2015.3 AND 9006 AND LOCAL
 BANKRUPTCY RULE 9006-2 EXTENDING TIME TO FILE REPORTS OF
 FINANCIAL INFORMATION OR TO SEEK MODIFICATION OF SUCH
REPORTING REQUIREMENT**

Upon the motion (the “Motion”)² of the Debtor pursuant to Rule 2015.3 and 9006 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”) and Rule 9006-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”), for entry of an order granting the Debtor an extension of time in which to file its Rule 2015.3 Reports or, alternatively, a motion seeking modification of the Rule 2015.3 reporting requirement for cause; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtor, its estate, its creditors, its stakeholders and other parties in interest; 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

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

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 therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED as set forth herein.
2. The time by which the Debtor must file its Rule 2015.3 Reports or, alternatively, to file a motion seeking a modification of the requirements of Rule 2015.3 for cause, is extended for sixty (60) days from the current deadline imposed by Rule 2015.3(b), to and including September 7, 2013.
3. The entry of this Order shall be without prejudice to the Debtor's right to seek a further extension or modification of its reporting requirements under Bankruptcy Rule 2015.3.
4. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: Wilmington, Delaware
_____, 2013

The Honorable Kevin J. Carey
UNITED STATES BANKRUPTCY JUDGE