

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

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	:	
In re:	:	Chapter 11
	:	
EXIDE TECHNOLOGIES,	:	Case No. 13-11482 (KJC)
	:	
Debtor. ¹	:	Ref. Docket Nos. 383, 396, 799, 1299, 1314, 1931, 2438
	:	
	x	

**FIFTH SUPPLEMENTAL VERIFIED STATEMENT OF CERTAIN SENIOR
SECURED NOTEHOLDERS PURSUANT TO BANKRUPTCY RULE 2019**

Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss”) and Young Conaway Stargatt & Taylor, LLP (“YCST” and together with Paul, Weiss, “Counsel”) represent the creditors and parties in interest identified on Exhibit A attached hereto in the above-captioned chapter 11 case (the “Chapter 11 Case”) of Exide Technologies (the “Debtor”), and pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) state as follows:

1. Paul, Weiss and YCST serve as counsel to the unofficial committee (the “Unofficial Noteholder Committee” and the members thereof, the “Committee Members”) of certain holders (the “Senior Secured Noteholders”) of the 8 5/8% Senior Secured Notes due 2018 (the “Senior Secured Notes”) issued by the Debtor in the initial aggregate principal amount of \$675,000,000 under that certain Indenture, dated as of January 25, 2011, as amended, supplemented or otherwise modified from time to time.

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. On July 22, 2013, Counsel filed its *Verified Statement of Certain Senior Secured Noteholders Pursuant to Bankruptcy Rule 2019* [Docket No. 383] and its *Revised Verified Statement of Certain Senior Secured Noteholders Pursuant to Bankruptcy Rule 2019* [Docket No. 396] (together, the “Original Rule 2019 Statement”), which listed the nature and amounts of all “disclosable economic interests” in relation to the Debtor as defined by Bankruptcy Rule 2019(a)(1) held or managed by each member of the Unofficial Noteholder Committee as of the date set forth therein. Counsel incorporates by reference the facts and background set forth in the Original Rule 2019 Statement herein.

3. On October 1, 2013, in accordance with Bankruptcy Rule 2019(d), Counsel filed the *First Supplemental Verified Statement of Certain Senior Secured Noteholders Pursuant to Bankruptcy Rule 2019* [Docket No. 799] (the “First Supplemental Rule 2019 Statement”) to reflect certain changes to the membership of the Unofficial Noteholder Committee and the Committee Members’ holdings of Senior Secured Notes and other “disclosable economic interests” in relation to the Debtor as defined by Bankruptcy Rule 2019(a)(1).

4. On January 30, 2014, in accordance with Bankruptcy Rule 2019(d), Counsel filed the *Second Supplemental Verified Statement of Certain Senior Secured Noteholders Pursuant to Bankruptcy Rule 2019* [Docket No. 1299] and its *Notice of Filing of Corrected Second Supplemental Verified Statement of Certain Senior Secured Noteholders Pursuant to Bankruptcy Rule 2019* [Docket No. 1314] (together, the “Second Supplemental Rule 2019 Statement”).

5. On June 25, 2014, in accordance with Bankruptcy Rule 2019(d), Counsel filed the *Third Supplemental Verified Statement of Certain Senior Secured Noteholders Pursuant to Bankruptcy Rule 2019* [Docket No. 1931] (the “Third Supplemental Rule 2019 Statement”).

6. On October 21, 2014, in accordance with Bankruptcy Rule 2019(d), Counsel filed the *Fourth Supplemental Verified Statement of Certain Senior Secured Noteholders Pursuant to Bankruptcy Rule 2019* [Docket No. 2438] (the “Fourth Supplemental Rule 2019 Statement”).

7. Since Counsel filed the Fourth Supplemental Rule 2019 Statement, there have been additions to the membership of the Unofficial Noteholder Committee and certain Committee Members’ holdings of Senior Secured Notes and other “disclosable economic interests” in relation to the Debtor as defined by Bankruptcy Rule 2019(a)(1) have changed. Accordingly, in accordance with Bankruptcy Rule 2019(d), Counsel submits this fifth supplemental verified statement (the “Fifth Supplemental Rule 2019 Statement”) to update and supplement the Fourth Supplemental Rule 2019 Statement.

8. In accordance with Bankruptcy Rule 2019(c), Exhibit A lists the names, addresses and “the nature and amount of each disclosable economic interest” (as defined by Bankruptcy Rule 2019(a)(1) and as certified to Paul, Weiss by each Committee Member) held by each Committee Member in relation to the Debtor as of the date set forth therein.² Among other things, each Committee Member holds claims or

² Individuals associated with the Committee Members may own debt or equity securities of the Debtor in their individual capacities, but Counsel does not represent such individuals in such capacity. Similarly, individuals associated with YCST or Paul, Weiss may own debt or equity securities of the Debtor in their individual capacities, but neither YCST nor Paul, Weiss own debt or equity securities of the Debtor.

manages accounts that hold claims against the Debtor's estate based upon the Senior Secured Notes, and, in some instances, arising from their funding of loans under the DIP Credit Agreement, as amended from time to time, as defined below.

9. Counsel represents the Committee Members only in their respective capacities as holders of Senior Secured Notes; as lenders under that certain Amended and Restated Superpriority Debtor-in-Possession Credit Agreement, dated as of July 12, 2013 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "DIP Credit Agreement"), among the Debtor and Exide Global Holding Netherlands C.V., a limited partnership organized under the laws of the Netherlands, the lenders party thereto from time to time (collectively, the "Lenders") and JPMorgan Chase Bank, N.A., as agent for the Lenders; as consenting creditors under that certain Second Amended and Restated Plan Support Agreement dated as of January 7, 2015 (as may be amended, supplemented or otherwise modified from time to time), among the Debtor and the consenting creditors party thereto; and as backstop commitment parties under that certain Backstop Commitment Agreement dated as of January 7, 2015 (as may be amended, supplemented, or otherwise modified from time to time), among the Debtor and the backstop commitment parties thereto. Counsel does not represent or purport to represent any parties other than the Committee Members with respect to the Debtor's Chapter 11 Case. In addition, each Committee Member does not purport to act, represent or speak on behalf of any other Senior Secured Noteholder, Lender, consenting creditor, backstop commitment party or any other creditor in connection with the Debtor's Chapter 11 Case.

10. Nothing contained in this Fifth Supplemental Rule 2019 Statement (or Exhibit A attached hereto) is intended to or should be construed to constitute (a) a waiver or release of any claims filed or to be filed against or interests in the Debtor held by any of the Committee Members, their affiliates or any other entity, (b) an admission with respect to any fact or legal theory, or (c) an amendment to, or restatement of, any proof of claim filed or to be filed against the Debtor. Nothing herein should be construed as a limitation upon, or waiver of, any Committee Member's right to assert, file and/or amend its claims in accordance with applicable law and any orders entered in this case.

11. The members of the Unofficial Noteholder Committee have changed, and may continue to change, from time to time. Counsel reserves the right to amend or supplement this Fifth Supplemental Rule 2019 Statement as necessary for that and any other reason, in accordance with Bankruptcy Rule 2019.

Dated: Wilmington, Delaware
January 9, 2015

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Sean T. Greecher

Pauline K. Morgan (No. 3650)

Sean T. Greecher (No. 4484)

Rodney Square

1000 North King Street

Wilmington, Delaware 19801

Telephone: (302) 571-6600

Facsimile: (302) 571-1253

- and -

PAUL, WEISS, RIFKIND, WHARTON &
GARRISON LLP

Alan W. Kornberg

Alice Belisle Eaton

1285 Avenue of the Americas

New York, New York 10019-6064

Telephone: (212) 373-3000

Facsimile: (212) 757-3990

Counsel to the Unofficial Noteholder Committee

EXHIBIT A**Names, Addresses and Disclosable Economic Interests in the Debtor
of Unofficial Noteholder Committee Members**

NAME	ADDRESS	NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST
Alliance Bernstein High Income Fund, AB Global High Income Fund, ACM Global High Yield-Offshore and certain other affiliates	1345 Avenue of the Americas New York, NY 10105	\$67,271,000 of Senior Secured Notes \$44,488,019 in Loans under the DIP Credit Agreement (as of January 9, 2015)
AQR Capital Management, LLC, as investment manager on behalf of the funds and accounts it manages	Two Greenwich Plaza, 3rd Floor Greenwich, CT 06830	\$40,000,000 of Senior Secured Notes \$5,015,029 in Loans under the DIP Credit Agreement \$1,000,000 in Convertible Notes (as of January 9, 2015)
Contrarian Capital Management, L.L.C. as investment manager on behalf of the funds and accounts it manages	411 West Putnam Avenue Suite 425 Greenwich, CT 06830	\$92,500,000 of Senior Secured Notes \$11,291,187.44 in Loans under the DIP Credit Agreement \$317,385 in Exide Technologies Trade Claims (as of January 9, 2015)
D. E. Shaw Galvanic Portfolios, L.L.C. & other affiliated funds	1166 Avenue of the Americas, 9th Floor New York, New York 10036	\$50,000,000 of Senior Secured Notes \$43,645,868 in Loans under the DIP Credit Agreement 29 shares of stock futures (as of January 9, 2015)
DW Investment Management, LP, as investment manager on behalf of the funds and accounts it manages	590 Madison Avenue, 9th Floor New York, NY 10022	\$6,625,272 in Loans under the DIP Credit Agreement (as of January 9, 2015)

NAME	ADDRESS	NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST
Hudson Bay Absolute Return Credit Opportunities Fund Ltd.	777 Third Avenue, 30 th Floor New York, NY 10017	\$1,000,000 of Senior Secured Notes \$3,969,636 in Loans under the DIP Credit Agreement \$500,000 in Convertible Notes (as of January 8, 2015)
MacKay Shields LLC, as investment manager on behalf of the funds and accounts it manages ⁴	1345 Avenue of the Americas New York, NY 10105	\$123,278,000 of Senior Secured Notes \$137,976,277 in Loans under the DIP Credit Agreement (as of January 8, 2015)
Neuberger Berman Fixed Income LLC, as investment manager on behalf of various funds it manages	190 South LaSalle Street Suite 2400 Chicago, IL 60603	\$32,126,000 of Senior Secured Notes \$12,370,793 in Loans under the DIP Credit Agreement (as of January 9, 2015)
Entities managed by Nomura Corporate Research and Asset Management Inc.	309 West 49 th Street, 19 th Floor New York, NY 10019	\$3,375,000 of Senior Secured Notes \$7,293,341 in Loans under the DIP Credit Agreement (as of January 9, 2015)
The Northwestern Mutual Life Insurance Company	720 East Wisconsin Avenue Milwaukee, WI 53202	\$18,655,000 of Senior Secured Notes \$20,320,871 in Loans under the DIP Credit Agreement \$4,166,000 in Convertible Notes (as of January 9, 2015)
Stonehill Capital Management LLC, as investment manager on behalf of various funds it manages	885 Third Avenue, 30th Floor New York, New York, 10022	\$7,000,000 of Senior Secured Notes \$33,645,908 in Loans under the DIP Credit Agreement (as of January 9, 2015)
T.A. McKay & Co., Inc., as investment manager on behalf of various funds and accounts it manages	45 Rockefeller Plaza, Suite 2019 New York, NY 10111	\$24,366,000 of Senior Secured Notes (as of January 9, 2015)

NAME	ADDRESS	NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST
UBS Securities LLC	1285 Avenue of the Americas New York, NY 10019	\$4,181,854 in Loans under the DIP Credit Agreement (as of January 9, 2014)