

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)

:

Debtor.¹ :

: **Related Docket No. 11, 71, 94**

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CERTIFICATION OF COUNSEL TO NOTICE OF ENTRY OF INTERIM ORDER AND FINAL HEARING REGARDING DEBTOR’S MOTION FOR INTERIM AND FINAL ORDERS PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a), 363(b), 507(a)(8), 541, 1107(a), AND 1108 AND BANKRUPTCY RULES 6003 AND 6004 AUTHORIZING THE DEBTOR TO PAY CERTAIN PREPETITION TAXES AND RELATED OBLIGATIONS

Except as discussed below, the undersigned hereby certifies that she is aware of no formal or informal objection or response to the Notice Of Entry Of Interim Order And Final Hearing Regarding Debtor’s Motion For Interim And Final Orders Pursuant To Bankruptcy Code Sections 105(a), 363(b), 507(a)(8), 541, 1107(a), And 1108 And Bankruptcy Rules 6003 And 6004 Authorizing The Debtor To Pay Certain Prepetition Taxes And Related Obligations (Docket No. 94) (the “Motion”), filed by proposed counsel to the above-captioned debtor and debtor in possession (the “Debtor”) on June 11, 2013. She has reviewed the Court’s docket and no objection to the Motion appears thereon.

The notice of the Motion established July 3, 2013 at 4:00 p.m. (Eastern) as the deadline (the “Objection Deadline”) for receipt of objections to the Motion, and an extension of the Objection Deadline was granted until July 9, 2013 at 11:00 a.m. (Eastern) for the Official Committee of Unsecured Creditors (the “Creditors’ Committee”).

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

The undersigned further certifies that proposed counsel for the Debtor has communicated with a representative from the Office of the U.S. Trustee, proposed counsel for the Creditors' Committee, counsel to the agent under the Debtor's post-petition senior secured credit facility, and counsel to the unofficial committee of senior secured noteholders. The Debtor has incorporated certain comments received from such parties. For the Court's convenience, a redline showing changes to the proposed Final Order filed with the Motion is annexed as Exhibit A.

Accordingly, the Debtor respectfully requests that the Court enter the Final Order annexed as Exhibit B.

Dated: Wilmington, Delaware
July 9, 2013

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Kristhy M. Peguero

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Proposed Counsel for Debtor and Debtor in Possession

EXHIBIT A

REDLINE

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 : **Related Docket Nos. ~~11, 71, 94~~**
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FINAL ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a), 363(b), 507(a)(8), 541, 1107(a), AND 1108 AND BANKRUPTCY RULES 6003 AND 6004 AUTHORIZING THE DEBTOR TO PAY CERTAIN PREPETITION TAXES AND RELATED OBLIGATIONS

Upon the motion (the “Motion”)² of the Debtor for an order, pursuant to Bankruptcy Code sections 105(a), 363(b), 507(a)(8), 541, 1007(a), and 1108 and Bankruptcy Rules 6003 and 6004 authorizing, but not directing, the Debtor to remit and pay certain prepetition taxes, fees, and related obligations (the “Taxes”) that the Debtor, in its discretion, deems necessary to various federal, state, county, and city taxing and licensing authorities (the “Taxing Authorities”) and (ii) authorizing financial institutions to honor all checks and electronic payment requests authorized pursuant to the Motion provided that there are sufficient good funds standing to the Debtor’s credit in the applicable accounts to make the payments; 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, creditors, stakeholders,

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

and other parties in interest; and after due deliberation thereon and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED as set forth herein.
2. The Debtor is hereby authorized, but not directed, in its sole discretion, to pay all prepetition Taxes owing to Taxing Authorities in the ordinary course of its business; provided that payments on account of prepetition Taxes shall not exceed \$5.68 million in the aggregate without further order of this Court; provided, further, that the Debtor shall not pay any Sales Tax or any Property Tax after the date hereof unless the Debtor has a reasonable basis for believing that such Tax is a trust fund obligation or entitled to priority under Bankruptcy Code section 507; provided, further, that the Debtor shall consult with the Official Committee of Unsecured Creditors three (3) business days before paying any prepetition Tax in excess of \$100,000 to any Taxing Authority.
3. The Debtor is authorized, but not directed, in its absolute discretion, to settle some or all of the prepetition claims of the Taxing Authorities for less than their face amount without further notice or hearing.
4. All applicable banks and other financial institutions are authorized to rely on the Debtor's direction to pay amounts in accordance with this Order provided that there are sufficient good funds standing to the Debtor's credit in the applicable accounts to make the payments and all applicable banks shall not have any liability to any party for relying on the Debtor's direction.

5. Notwithstanding the relief granted herein and any actions taken hereunder, nothing herein shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any Taxing Authority.

6. Nothing in the Motion or this order shall be construed as impairing the Debtor's right to contest the validity, priority or amount of any Taxes allegedly due or owing to any Taxing Authorities, and all of the Debtor's rights with respect thereto are hereby reserved.

7. 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.

8. The relief granted herein is without prejudice to the Debtor's ability to request further relief related to the Taxes.

9. The Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested is necessary to avoid immediate and irreparable harm.

10. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

11. 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

The Honorable Kevin J. Carey
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

FINAL 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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FINAL ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a), 363(b), 507(a)(8), 541, 1107(a), AND 1108 AND BANKRUPTCY RULES 6003 AND 6004 AUTHORIZING THE DEBTOR TO PAY CERTAIN PREPETITION TAXES AND RELATED OBLIGATIONS

Upon the motion (the “Motion”)² of the Debtor for an order, pursuant to Bankruptcy Code sections 105(a), 363(b), 507(a)(8), 541, 1007(a), and 1108 and Bankruptcy Rules 6003 and 6004 authorizing, but not directing, the Debtor to remit and pay certain prepetition taxes, fees, and related obligations (the “Taxes”) that the Debtor, in its discretion, deems necessary to various federal, state, county, and city taxing and licensing authorities (the “Taxing Authorities”) and (ii) authorizing financial institutions to honor all checks and electronic payment requests authorized pursuant to the Motion provided that there are sufficient good funds standing to the Debtor’s credit in the applicable accounts to make the payments; 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, creditors, stakeholders,

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

and other parties in interest; and after due deliberation thereon and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED as set forth herein.
2. The Debtor is hereby authorized, but not directed, in its sole discretion, to pay all prepetition Taxes owing to Taxing Authorities in the ordinary course of its business; provided that payments on account of prepetition Taxes shall not exceed \$5.68 million in the aggregate without further order of this Court; provided, further, that the Debtor shall not pay any Sales Tax or any Property Tax after the date hereof unless the Debtor has a reasonable basis for believing that such Tax is a trust fund obligation or entitled to priority under Bankruptcy Code section 507; provided, further, that the Debtor shall consult with the Official Committee of Unsecured Creditors three (3) business days before paying any prepetition Tax in excess of \$100,000 to any Taxing Authority.
3. The Debtor is authorized, but not directed, in its absolute discretion, to settle some or all of the prepetition claims of the Taxing Authorities for less than their face amount without further notice or hearing.
4. All applicable banks and other financial institutions are authorized to rely on the Debtor's direction to pay amounts in accordance with this Order provided that there are sufficient good funds standing to the Debtor's credit in the applicable accounts to make the payments and all applicable banks shall not have any liability to any party for relying on the Debtor's direction.

5. Notwithstanding the relief granted herein and any actions taken hereunder, nothing herein shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any Taxing Authority.

6. Nothing in the Motion or this order shall be construed as impairing the Debtor's right to contest the validity, priority or amount of any Taxes allegedly due or owing to any Taxing Authorities, and all of the Debtor's rights with respect thereto are hereby reserved.

7. 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.

8. The relief granted herein is without prejudice to the Debtor's ability to request further relief related to the Taxes.

9. The Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested is necessary to avoid immediate and irreparable harm.

10. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

11. 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

The Honorable Kevin J. Carey
UNITED STATES BANKRUPTCY JUDGE