

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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: Chapter 11
In re: :
: Case No. 13-11482 (KJC)
EXIDE TECHNOLOGIES, :
: Debtor.¹ :
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**DEBTOR’S MOTION 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 AN ORDER
UNDER BANKRUPTCY CODE SECTIONS 105 AND 363 AND BANKRUPTCY RULE
9019 AUTHORIZING AND APPROVING THE DEBTOR’S ENTRY INTO
SETTLEMENT AGREEMENT WITH THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS AND CONSENTING CREDITORS OF THE UNOFFICIAL
NOTEHOLDERS’ COMMITTEE**

The debtor and debtor in possession in the above-captioned case (“Exide” or “Debtor”) hereby moves (the “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 9019 motion (the “Settlement Approval Motion”)² seeking approval of the Settlement Agreement with the Official Committee of Unsecured Creditors (the “UCC”) and certain members (the “UNC Consenting

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 Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Settlement Approval Motion.

Creditors”) of the unofficial committee of senior secured noteholders (the “UNC”). In support of the Motion, the Debtor states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider the 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 the UCC 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 Settlement Approval Motion so that it can be heard, considered and ruled upon by this Court at the hearing on February 4, 2015 at 2:00 p.m. (Eastern).

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 the Motion is more fully set forth in the Settlement Approval Motion, filed contemporaneously herewith and fully incorporated herein by reference.

14. The Settlement represents a substantial and meaningful next step in the Debtor's path toward a consensual confirmation of its chapter 11 plan (the "Plan") and intended emergence from chapter 11 by March 31, 2015. Having first obtained the \$160 million funding commitment necessary to fund the Plan and post-emergence operations, the Debtor engaged in productive discussions with the UNC Consenting Creditors and representatives of the UCC regarding the treatment of general unsecured creditors and other issues left open in the Plan. These negotiations proved successful and the UCC's concerns regarding the Plan and the chapter 11 process have been fully addressed in the Settlement. The Debtor now seeks this Court's approval of the tri-partite Settlement between the Parties in this significant next step toward a consensual confirmation and successful emergence.

15. Importantly, however, the terms of the Settlement have only recently been finalized. Having the Settlement heard at the February 4, 2015 hearing allows the Debtor to move toward the confirmation of a chapter 11 plan with the support of representatives of two key creditor constituencies, saves the estate valuable resources, and sends the Debtor's invaluable customer, supplier, and employee bases a clear message that the Debtor continues to progress toward a successful chapter 11 emergence in the near-term in accordance with certain case milestones.

16. Approval of the Settlement now, prior to the Debtor's commencement of solicitation, is also important so that the Parties can move forward together toward confirmation with the knowledge that each party will support the Plan through confirmation and the Plan's effective date (unless it materially changes). Additionally, approval of the Settlement in conjunction with the hearing on February 4, 2015 at which time the Debtor will also be seeking approval of the Disclosure Statement and the BCA will allow the Debtor to comply with its DIP

Facility and PSA milestones for confirmation and emergence.³ Therefore, it makes eminent sense to also have approval of the Settlement heard at the same hearing at which the Debtor will seek approval of the Disclosure Statement in order to commence solicitation of the Plan.

17. Moreover, here where the Settlement memorializes an arm's length deal involving representatives of the case's two key creditor constituencies, due process concerns around shortened notice are alleviated for all intents and purposes.

18. Consequently, the Debtor believes it is in the best interests of the Debtor's estate, creditors, and other parties in interest for the Settlement Approval Motion to be heard on February 4, 2015 at 2:00 p.m. (Eastern).

NOTICE

19. 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) 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

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

³ The latest amendment to the Debtor's debtor-in-possession financing agreement requires the Debtor to obtain an order approving the Disclosure Statement by no later than February 9, 2015. In addition, the PSA requires this Court's approval of the Disclosure Statement and Rights Offering Motion by February 17, 2015.

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 Settlement Approval Motion so that it can be heard, considered and ruled upon by the Court on February 4, 2015 at 2:00 p.m. (Eastern).

Dated: Wilmington, Delaware
January 28, 2015

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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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.¹ : **Related Docket Nos.:**

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**ORDER UNDER BANKRUPTCY CODE SECTIONS 102 AND 105,
BANKRUPTCY RULES 2002 AND 9006(c) AND LOCAL RULE 9006-1(e) TO SHORTEN
NOTICE WITH RESPECT TO THE DEBTOR’S MOTION FOR ENTRY OF AN
ORDER AUTHORIZING AND APPROVING THE DEBTOR’S MOTION FOR AN
ORDER UNDER BANKRUPTCY CODE SECTIONS 105 AND 363 AND BANKRUPTCY
RULE 9019 AUTHORIZING AND APPROVING THE DEBTOR’S ENTRY INTO
SETTLEMENT AGREEMENT WITH THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS AND CONSENTING CREDITORS OF THE UNOFFICIAL
NOTEHOLDERS’ COMMITTEE**

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 under section 102 of the 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 Settlement Approval Motion and that the hearing date be set for February 4, 2015 at 2:00 p.m. (Eastern);²

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 Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion to Shorten.

and the Court having determined that granting the relief requested in the Motion to Shorten is appropriate; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion to Shorten is GRANTED.
2. The hearing on the Settlement Approval Motion will be held on February 4, 2015 at 2:00 p.m. (Eastern).
3. Objections to the Settlement Approval Motion, if any, shall be filed on or before _____ at 4:00 p.m. (Eastern).
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
_____, 2015

Honorable Kevin J. Carey
UNITED STATES BANKRUPTCY JUDGE