

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
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 Debtor.¹ : **Related Docket Nos. 5, 65, 89, 298**
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FINAL ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a), 363, 507(a), 541, 1107(a) AND 1108 AND BANKRUPTCY RULES 6003 AND 6004, (I) AUTHORIZING, BUT NOT DIRECTING, THE DEBTOR TO PAY PREPETITION EMPLOYEE OBLIGATIONS; (II) AUTHORIZING, BUT NOT DIRECTING, THE DEBTOR TO CONTINUE CERTAIN EMPLOYEE BENEFIT PROGRAMS IN THE ORDINARY COURSE; AND (III) AUTHORIZING, BUT NOT DIRECTING, APPLICABLE BANKS AND FINANCIAL INSTITUTIONS TO HONOR PREPETITION CHECKS FOR PAYMENT OF THE PREPETITION EMPLOYEE OBLIGATIONS

Upon consideration of the motion (the "Motion")² of the above captioned debtor and debtor in possession (the "Debtor") for the Final Order, under Bankruptcy Code sections 363, 507(a)(4), 507(a)(5), 541, 1107(a), and 1108 and Bankruptcy Rule 6003, (i) authorizing, but not directing, the Debtor, inter alia, to pay prepetition wages, salaries, commissions, incentive program payments, employee benefits, and reimbursable expenses; (ii) authorizing, but not directing, the Debtor to continue on a postpetition basis the maintenance of any or all employee benefit programs in the ordinary course in accordance with prepetition practices; (iii) authorizing, but not directing, the applicable banks and financial institutions to honor all related checks and electronic payment requests authorized pursuant to this Motion in accordance with the Final Order provided that sufficient funds are available in the applicable accounts to

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 such terms in the Motion.

make payments; and (iv) granting related relief as further described herein; and upon the First Day Declaration; and this Court having found that it has jurisdiction over this matter under 28 U.S.C. § 157 and 1334; and this Court having found this is a core proceeding under 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding and the Motion in this District is proper under 28 U.S.C. § 1408 and 1409; and the Debtor having provided due and sufficient notice of the Motion 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, its creditors, and other parties in interest; and after due deliberation thereon and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED as set forth herein.
2. Nothing in this Final Order is intended or shall be deemed to amend, modify or otherwise affect the Interim Order, as the Interim Order shall remain in full force and effect except that, as set forth herein and subject to any limitations contained in this Final Order.
3. The Debtor is authorized, but not directed, to pay and/or honor, in its sole discretion, the Unpaid Compensation as and when such obligations are due.
4. The Debtor is authorized, but not directed, in its sole discretion, to pay and honor Prepetition Employee Obligations as set forth in the Interim Order, including commissions and any Employee Wage Claim amounts that were not paid under the Interim Order, in accordance with prepetition procedures.
5. The Debtor is authorized, but not directed, in its sole discretion, to pay the Severance Obligations to former Employees in an amount of \$461,617, such that no former Employee shall receive payment in excess of the \$12,475 priority cap.

6. In addition to the Non-Insider Compensation Programs set forth in the Interim Order, the Debtor is authorized, but not directed, in its sole discretion, to pay and honor its obligations under the Bristol Incentive Plan, Branch Core Incentive Plan, Motive Power Service Manager Incentive Program, Motive Power Branch Manager Incentive Program, Industrial Energy Americas Sales Incentive Program, and Quarterly Sales Incentive Plans, and to continue such Non-Insider Compensation Programs on a postpetition basis in the ordinary course and in accordance with its prepetition practices.

7. The Debtor is authorized, but not directed, to continue to fund the Pension Plan in the ordinary course of business and make the necessary payments to the Pension Plan to the extent any amounts remain unpaid on the Petition Date, including, without limitation, any administrative or actuarial fees in connection with the Pension Plan.

8. In addition to the authorization provided by the Interim Order to continue the Employee Insurance Benefits, the Debtor is authorized, but not directed, to continue the International SOS Insurance and Business Travel Insurance programs and to pay premium amounts and claim amounts relating to such programs on a postpetition basis in the ordinary course and in accordance with its prepetition practices.

9. All applicable banks and other financial institutions are authorized, but not directed, (a) to receive, process, honor, and pay all such checks and electronic payment requests authorized pursuant to this Final Order, provided that sufficient funds are available in the applicable accounts to make the payments, and (b) to rely on the Debtor's direction to pay amounts in accordance with this Final Order provided that sufficient funds are available in the applicable accounts to make the payments without any duty of further inquiry and without liability for following the Debtor's instructions.

10. 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 Employee or other third party.

11. Nothing in the Motion or this Final Order shall be construed as impairing the Debtor's right to contest the validity, priority, or amount of any Prepetition Employee Obligations allegedly due or owing, and all of the Debtor's rights with respect thereto are hereby reserved.

12. Any party receiving payment from the Debtor is authorized and directed to rely upon the representations of the Debtor as to which payments are authorized by this Final Order.

13. Nothing in the Motion or the Final Order or the relief granted (including any actions taken or payments made by the Debtor pursuant to the relief) shall (a) be construed as a request for authority to assume any executory contract under Bankruptcy Code section 365; (b) waive, affect, or impair any of the Debtor's rights, claims, or defenses, including, but not limited to, those arising from Bankruptcy Code section 365, other applicable law, and any agreement; (c) grant third-party beneficiary status or bestow any additional rights on any third party; or (d) be otherwise enforceable by any third party.

14. To the extent there is any inconsistency between the terms of the interim or final order approving the Debtor's proposed postpetition financing, if and when entered, and the Final Order, the terms of the interim or final order approving the proposed postpetition financing, as applicable, shall govern.

15. To the extent the Debtor seeks to pay prepetition obligations to any insiders, as defined in Bankruptcy Code section 101(13), exceeding the \$12,475 priority cap, the

Debtor shall provide two (2) weeks notice to the Official Committee of Unsecured Creditors (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, and the Creditor's Committee shall have the right to object to such payments; provided, however, that if an objection is raised within the two weeks notice period, no payment shall be made until the resolution of the objection or further order of the Court.

16. Notwithstanding anything to the contrary in this Order, payment of retention bonuses to the Debtor's eligible employees employed at the Bristol, Tennessee plant shall be conditioned, to the extent an employee is needed from that facility, upon the applicable employee's service through the earlier of such employee's termination by the Debtor or the end of the Debtor's transition period from the Bristol facility.

17. Authorizations given to the Debtor in the Final Order empower but do not direct the Debtor to effectuate the payments specified herein.

18. The Debtor is authorized, but not directed, to take all actions necessary to effectuate the relief granted pursuant to the Final Order in accordance with the Motion.

19. No provision of the Final Order shall be construed as authority to make any payment which is subject to the provisions of Bankruptcy Code section 503(c).

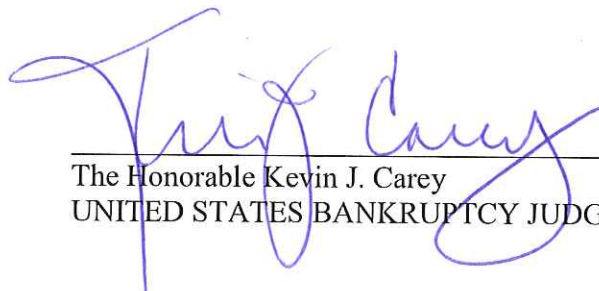
20. The Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested is necessary to avoid immediate and irreparable harm.

21. Notwithstanding Bankruptcy Rule 6004(h), the Final Order shall be effective and enforceable immediately upon entry hereof.

22. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of the Final Order.

Dated: Wilmington, Delaware

July 10, 2013



The Honorable Kevin J. Carey
UNITED STATES BANKRUPTCY JUDGE