

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

----- X  
 In re: : Chapter 11  
 :  
 EXIDE TECHNOLOGIES, : Case No. 13-11482 (KJC)  
 :  
 Debtor.<sup>1</sup> : **Related Docket Nos. 10, 70, 93,** <sup>2 9 7</sup>  
 :  
 ----- X

**FINAL ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a), 363(b),  
1107(a), AND 1108 AND BANKRUPTCY RULES 6003 AND 6004 AUTHORIZING THE  
DEBTOR TO CONTINUE CUSTOMER PROGRAMS AND PRACTICES IN THE  
ORDINARY COURSE OF BUSINESS**

Upon the motion (the "Motion")<sup>2</sup> of the Debtor for interim and final orders, pursuant to sections 105(a), 363(b), 1107(a), and 1108 of title 11 of the United States Code (the "Bankruptcy Code") and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") (i) authorizing but not directing the Debtor to honor certain prepetition obligations to customers and to otherwise continue customer programs and practices in the ordinary course of business, and (ii) authorizing financial institutions to honor all checks and electronic payment requests authorized pursuant to the Motion provided that sufficient funds are available 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, its creditors, its stakeholders, and other parties in interest; and after due deliberation thereon, and sufficient cause appearing therefor, it is hereby

<sup>1</sup> 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.

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

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Motion is GRANTED as set forth herein.

2. The Debtor is hereby authorized, but not required or directed, to continue the Customer Programs in the ordinary course of business and without further order of this Court, and to perform and honor all prepetition obligations thereunder in the ordinary course of business and in the same manner and on the same basis as if the Debtor performed and honored such obligations prior to the Petition date. Notwithstanding the foregoing, the Debtor shall not satisfy obligations in excess of \$20.85 million in the aggregate on account of prepetition obligations under the Customer Programs without further order of this Court. For the avoidance of doubt, pursuant to this Paragraph 2, the Debtor shall be authorized (1) with the consent of an Indirect Customer<sup>3</sup> to convert amounts owed to such Indirect Customer on account of spent batteries acquired by the Debtor before the Petition Date into credits in favor of a Direct Customer of the Indirect Customer's choice and (2) to honor such credits in the ordinary course of business.

3. The Debtor is authorized, but not directed, to continue, renew, replace, modify, and/or terminate such of its Customer Programs as it deems appropriate, in its discretion, and in the ordinary course of business, without further application to this Court; provided that the Debtor shall notify the Official Committee of Unsecured Creditors (the "Committee"), counsel to the unofficial committee of senior secured noteholders, and counsel to the agent under the Debtor's post-petition senior secured credit facility five (5) business days before materially modifying or replacing any of the Customer Programs; provided, further, that if an objection is

---

<sup>3</sup> As used herein the term "Indirect Customer" shall mean any natural person or entity which purchases products manufactured by the Debtor from a Direct Customer. As used herein, the term "Direct Customer" shall mean any natural person or entity which purchases goods from the Debtor.

raised within the five business days' notice period, the Debtor shall not modify any Customer Program in a manner that would be outside the ordinary course of business until the resolution of the objection or further order of the Court.

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. The provisions contained herein shall not be construed to limit, or in any way affect, the Debtor's or the Committee's ability to contest any claims, including any claims related to any Customer Obligations, on any ground permitted by applicable law, and neither the provisions contained herein, nor any actions or payments made by the Debtor pursuant to this order, shall be deemed an admission as to the validity of the underlying obligation or a waiver of any rights the Debtor may have to subsequently dispute such obligation on any ground that applicable law permits.

6. The relief granted herein is without prejudice to the Debtor's ability to request further relief related to the Customer Programs.

7. Nothing in this order or the Motion shall be deemed to constitute postpetition assumption, reaffirmation, or adoption of any agreement under Bankruptcy Code section 365. Notwithstanding the relief granted herein and any actions taken hereunder, (i) nothing herein shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any person and (ii) nothing herein shall prejudice or impair, nor is intended to prejudice or impair, any offset, recoupment, contractual, or other rights in favor of

any Direct Customer or Indirect Customer, if any, or the Debtor's right to contest the existence, validity, and extent of any such rights claimed by any Direct or Indirect Customer or to argue that exercise of any such rights is not permitted under the Bankruptcy Code.

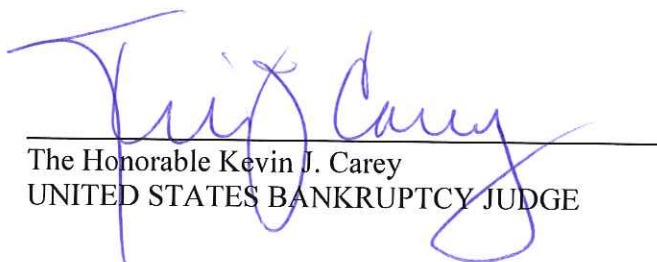
8. The Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested is necessary to avoid immediate and irreparable harm.

9. 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.

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  
July 10, 2013

  
The Honorable Kevin J. Carey  
UNITED STATES BANKRUPTCY JUDGE