

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

In re:

EXIDE TECHNOLOGIES,<sup>1</sup>

Debtor.

Chapter 11

Case No. 13-11482 (KJC)

Hearing Date: April 20, 2015 at 2:00 p.m. (ET)  
(REQUESTED)

Objection Deadline: TBD

**THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS'  
MOTION FOR AN ORDER PURSUANT TO BANKRUPTCY RULE 2004  
AND LOCAL BANKRUPTCY RULE 2004-1 DIRECTING THE  
PRODUCTION OF DOCUMENTS BY THE TRAXYS GROUP**

The Official Committee of Unsecured Creditors (the “Committee”)<sup>2</sup> of Exide Technologies (the “Debtor”), the above-captioned Debtor and Debtor-in-Possession, by and through its undersigned counsel, submits this motion (the “Motion”) seeking an order, pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Local Rule 2004-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), directing The Traxys Group (collectively with its affiliates, “Traxys”) to produce documents in connection with the Committee’s and Debtor’s joint investigation of potential antitrust and related claims against third parties involving the possible manipulation of lead prices which may have harmed the Debtor. In support of this Motion, the Committee states as follows:

**PRELIMINARY STATEMENT**

1. By this Motion, the Committee seeks documents from Traxys in furtherance of the Joint Lead Pricing Investigation (defined herein) previously authorized by the Court. Traxys is a broker with whom the Debtor contracted when the Debtor needed to purchase

<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 used but not otherwise defined herein have the meanings ascribed to them in the Omnibus 2004 Motion (defined herein) or the *Fourth Amended Plan of Reorganization of Exide Technologies* [D.I. 3423, Exh. A] (the “Plan”).

lead, including during the time frame under investigation by the Committee. On information and belief, Traxys also contracted with one or more of the Warehouse Companies (defined herein) in and around the same time period under investigation and when the Debtor was contracting with Traxys to acquire lead.

2. In 2014, the Court entered an order authorizing and directing the Committee and the Debtor “to conduct a joint investigation regarding whether the price of lead may have been manipulated both in the United States and Europe, including by manipulation of LME [London Market Exchange] warehousing and/or any other lead pricing elements, or by any other means, and the impact such conduct may have had on Exide (the ‘Joint Lead Pricing Investigation’).” See *Order Authorizing the Committee and Debtor to Employ and Retain an Economic Consultant and Related Relief* (the “Lead Price Investigation Order”) [D.I. 1674 at ¶2].

3. Publicly available sources disclose the existence of conduct that may have impacted the price of lead and, in turn, Exide. Such conduct appears to involve certain market participants: (i) engaging in anticompetitive acquisitions of LME approved warehouses; (ii) falsely providing the appearance of high demand for lead by manipulating LME inventories through the movement of lead in and out of LME approved warehouses, as well as shuffling lead among warehouses; (iii) cancelling warrants for lead for the purpose of decreasing the amount of tradable lead in the LME system; (iv) holding large off the market physical stocks of lead, which otherwise would have been commercially available through the LME; and (v) squeezing short sellers of lead by establishing long lead exchange contract positions sufficient to force, or threaten to force, delivery of LME lead.

4. On December 5, 2014, after a two-year investigation, the United States Senate permanent subcommittee on investigations published a lengthy report titled “WALL STREET BANK INVOLVEMENT WITH PHYSICAL COMMODITIES” (the “Senate Report”) (available at: <http://www.hsgac.senate.gov/subcommittees/investigations/hearings/wall-street-bank-involvement-with-physical-commodities-day-one>). The Senate Report stated in its Executive Summary that it was focused on “the recent rise of banks and bank holding companies

as major players in the physical markets for commodities and related businesses.” The report presents case studies of three major banks, including Goldman and JPMorgan, with respect to, among other things, “running warehouses that store metal . . . .” Senate Report at 1. The report contained analyses of metal commodities acquisitions by Goldman and JPMorgan, indicating that warehousing practices distorted markets and created conflicts of interest stemming from the banks’ ability to gain unfair advantages from the non-public information to which they were privy. “The Subcommittee’s case studies show . . . potentially abusive conduct, . . . unfair trading, market manipulation, credit distortions, unfair business competition, and conflicts of interest” have resulted from these acquisitions. *Id.* The Senate Report, however, does not address lead and made no observations regarding the lead market.

5. While publicly available documents suggest that the price of LME lead may have been manipulated, discovery pursuant to Bankruptcy Rule 2004 is needed to further investigate and uncover facts and circumstances that may demonstrate that Exide holds substantial claims against third parties.

6. Prior to filing this Motion, counsel to the Committee attempted to discuss the relief requested herein with Traxys. As described below, despite attempts to confer with Traxys, the Committee must now file this Motion due to Traxys’ failure to respond to the Committee.

7. As demonstrated below and in the Omnibus 2004 Motion (defined herein), good cause exists to grant the Motion.

### **JURISDICTION**

8. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157. This Motion is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory bases for the relief requested herein are sections 105(a) and 1103 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2004 and Local Rule 2004-1.

## **BACKGROUND**

### **A. The Omnibus 2004 Motion**

9. On December 18, 2014, the Committee filed a motion seeking an order of this Court requiring the production of documents from various parties in connection with the Committee's and Debtor's investigation of potential claims involving the manipulation of lead prices [D.I. 2787] (the "Omnibus 2004 Motion").

10. The Committee hereby incorporates the Omnibus 2004 Motion in its entirety in support of the relief requested in this Motion.<sup>3</sup>

11. On January 19, 2015, GS Power Holdings LLC, Glencore Ltd., Goldman Sachs Group, Inc., Goldman Sachs International Holdings LLC, Henry Bath LLC, J. Aron & Company, Metro International Trade Services, JPMorgan Chase & Co., JPMorgan Ventures Energy Corp., MCEPF Metro I, Inc., Metro International Trade Services, Mitsi Holdings, Pacorini Metals USA, LLC (collectively, the "Warehouse Entities") filed an objection to the Omnibus 2004 Motion.

12. The Court held a hearing on the Omnibus 2004 Motion on January 22, 2015 and during such hearing, indicated that it would grant the Committee authority to obtain discovery by the Omnibus 2004 Motion. *See* Jan. 22, 2015 Trans. 14:9-21. The Court invited counsel to the Committee to further confer with counsel to the Warehouse Parties regarding the scope of discovery requested. *See id.*

13. Counsel to the Committee and the Warehouse Parties continued to discuss such issues over the following weeks. The parties engaged in multiple conferences regarding the information requested and a reasonable resolution. Such conferences ultimately resulted in an agreed form of order. On February 9, 2015, the Committee submitted an agreed form of order

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<sup>3</sup> By incorporating the Omnibus 2004 Motion by reference, the Committee also incorporates by reference the reply filed in support of such motion [D.I. 2974].

regarding the Omnibus 2004 Motion to this Court [D.I. 3104]. On February 9, 2015, the Court entered such Order [D.I. 3107] (the “Omnibus 2004 Order”).

**B. The Committee Counsel’s Attempts to Confer with Traxys**

14. On April 1, 2015, counsel to the Committee sent Traxys’ Chief Executive Officer, by electronic mail and federal express, a letter attaching the proposed Document Requests (defined herein) and requesting that Traxys meet and confer regarding the requests. As of the filing of this Motion, Traxys has not responded to the Committee’s letter.

**C. Traxys Has Information That May Assist the Lead Investigation**

15. As set forth in the Omnibus 2004 Motion, in 2010, Goldman, Glencore, and JPMorgan acquired LME metals warehouse businesses, with Goldman acquiring Metro International Trade Services LLC, Glencore acquiring Pacorini Metals AG, and JPMorgan acquiring Henry Bath. The acquisitions put Goldman, Glencore, and JPMorgan in a position to impact prices of the exact same commodities that they traded in. These warehouse acquisitions, in part, prompted a two year bi-partisan Senate investigation with hearings held on November 20 and 21, 2014. *See* Senate Report.

16. As set forth in the Omnibus 2004 Motion, the Joint Lead Pricing Investigation has uncovered from publicly available sources that, during certain key time periods following the LME warehouse acquisitions that took place in 2010 there are what appears to be manipulative conduct that impacted the price of lead and, in turn, Exide.

17. Since the entry of the Omnibus 2004 Order, the Warehouse Parties have produced certain documents to the Committee’s special antitrust counsel, which such counsel is in the process of reviewing. The Warehouse Parties’ document production is on-going. During such time, the Committee’s special antitrust counsel has also engaged in further discussions with the Debtor regarding its lead procurement and other lead matters. As a result of such continuing

investigation, the Committee now believes that information from Traxys may assist the progress of the Joint Lead Pricing Investigation.

18. In particular, the Debtor obtains certain of its lead requirements from warehouses approved by the LME. The Debtor first contacts a broker, such as Traxys, to determine the price and availability of lead.<sup>4</sup> If the Debtor determines to purchase lead stored at a LME-approved warehouse, the broker then coordinates the sale.

19. Upon information and belief, the only way the Debtor can purchase lead from a LME-approved warehouse is through a broker, such as Traxys.<sup>5</sup> The brokers, rather than the Debtor, interact with the sellers and/or warehouses in regard to price and availability of lead.<sup>6</sup> The brokers apparently have both knowledge of who owns the lead and the components of the price of the lead sold. The brokers have this information and knowledge prior to and at the time of the sale of lead, but Exide does not have such information and knowledge prior to or at the time of the sale. The Document Requests (defined herein) seek discovery of what knowledge and information Traxys had prior to and at the time of the sale of lead, including Traxys' interaction with the Warehouse Entities in this regard.

20. The Committee does not presently believe that Traxys will be a target of actions related to lead price manipulation, but the Committee also believes that Traxys holds unique information and knowledge that will assist the Committee in the Joint Lead Pricing Investigation and likely is not available from other sources.

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<sup>4</sup> The price of lead is generally comprised of the base metal price, as set by the LME, plus certain fees and a premium. Although the price is comprised of these various components, brokers provide the Debtor with one price, rather than an itemized quote.

<sup>5</sup> As to Traxys, the Debtor's Statement of Financial Affairs [D.I. 498] indicates that within the ninety days prepetition, the Debtor paid Traxys not less than \$3,494,327 through four separate wires. These payments were for purchases of lead.

<sup>6</sup> The Debtor then pays the broker, and the broker presumably pays the seller. Certain brokers may also trade in commodities such as lead and provide additional services related to metals. *See* Traxys.com, Services, <http://www.traxys.com/en/services> ("Our marketing and trading services cover virtually every point along the supply chain, all with a single goal: streamlining the process of bringing your product to market.") (last visited April 2, 2015).

**REQUESTED RELIEF**

21. The Committee requests entry of the proposed order submitted herewith directing Traxys to produce the documents requested in **Exhibit 1** to the proposed form of order and additional related documents (collectively, the “Document Requests”). These Document Requests will inform whether, and to what extent, the availability and pricing of lead fluctuated in the relevant time period and clarify the role of brokers in the lead market and any manipulation in that market. The Document Requests will also inform whether, and to the extent, Traxys and the Warehouse Parties interactions or agreements affected the Debtor’s lead procurement. Pursuant to Bankruptcy Rule 2004, Traxys should be directed to produce, at the office of the Committee’s counsel, Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, Wilmington, DE 19801, Attn: Donald E. Reid, Esq., all documents described in the Document Requests for examination and copying. Production of the documents requested should be required as set forth in the proposed order and its exhibits.

**BASIS FOR RELIEF**

22. The facts and circumstances outlined above and in the Omnibus 2004 Motion demonstrate that good cause exists to allow the Committee to pursue the requested 2004 discovery to aid in the Court-approved Joint Lead Pricing Investigation.<sup>7</sup> Indeed, the parties have spent many months conducting the investigation. This Court has already authorized Rule 2004 discovery against the Warehouse Companies. The Document Requests directed to Traxys are intended to provide a more complete picture about the role of brokers and their interactions with the Warehouse Parties. This information may include requisite facts needed to determine whether Exide holds substantial claims against third parties.

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<sup>7</sup> Under the Plan, the investigation and potential pursuit of LME Pricing Claims (as defined in the Plan) will be assigned on the Effective Date to the GUC Trust (as defined in the Plan). Plan, § 7.3. To the extent the Committee is dissolved on the Effective Date, the prosecution of this Motion and/or the discovery requested herein shall be assigned to the GUC Trust Trustee (as defined in the Plan).

23. As a fiduciary for all unsecured creditors, the Committee is granted broad statutory powers to, among other things, “investigate the acts, conduct, assets, liabilities, and financial condition of the debtor . . . and any other matter relevant to the case or to the formulation of a plan.” 11 U.S.C. § 1103(c)(2). To permit a Committee to exercise its investigative powers, Bankruptcy Rule 2004 provides that “[o]n motion of any party in interest, the court may order” the production of documents. Fed. R. Bankr. P. 2004(c). Discovery under Bankruptcy Rule 2004 includes within its scope, *inter alia*, any matter that may relate to the property and assets of the estate; the financial condition of the debtor; and any matter that may affect the administration of a debtor’s estate. *See* Fed. R. Bankr. P. 2004(b). *See also In re Teleglobe Commc’ns Corp.*, 493 F.3d 345, 354 n.6 (3d Cir. 2007) (Rule 2004 allows parties with an interest in the bankruptcy estate to conduct discovery into matters affecting the estate); *Official Comm. of Unsecured Creditors of Cybergenics Corp. v. Chinery*, 330 F.3d 548, 564-65 (3d Cir. 2003) (“creditors’ committee may certainly assist a debtor in locating property under Bankruptcy Rule 2004”); *In re Wash. Mut., Inc.*, 408 B.R. 45, 50 (Bankr. D. Del. 2010) (“[t]he purpose of the examination is to enable the trustee to discover the nature and extent of the bankruptcy estate.”); *In re Johns-Manville Corp.*, 42 B.R. 362, 364 (S.D.N.Y. 1984). Rule 2004 affords both debtors and creditors the broad rights of examination of a debtor’s or third-party’s records. *See Snyder v. Soc’y Bank*, 181 B.R. 40, 41-42 (S.D. Tex. 1994), citing *Cameron v. United States*, 231 U.S. 710, 716 (1914).

24. Indeed, the scope of inquiry is broad because “[t]he purpose of a Rule 2004 examination is to assist a party in interest in determining the nature and extent of the bankruptcy estate, revealing assets, examining transactions and assessing whether wrongdoing has occurred.” *In re Recoton Corp.*, 307 B.R. 751, 755 (Bankr. S.D.N.Y. 2004).

25. In fact, in order to permit estate representatives to assess whether to pursue estate claims, Rule 2004 is recognized as a proper pre-litigation device that can uncover facts and circumstances that may demonstrate whether the Debtor’s estate holds a claim against a third party and the strength of any such claim. The Bankruptcy Court for the District of Delaware



has recognized that “[o]ne of the primary purposes of a Rule 2004 examination is as a pre-litigation device.” *See e.g., Wash. Mut.*, 408 B.R. at 53. Similarly, as noted in *Bennett Funding Group*, Bankruptcy Rule 2004 “is properly used as a pre-litigation device to determine whether there are grounds to bring an action.” *Bennett Funding*, 203 B.R. 24, 28 (Bankr. N.D.N.Y. 1996). *See also, In re Blitz U.S.A., Inc.*, Case No. 11-13603 (PJW) (Bankr. D. Del. June 12, 2012); *In re Cynergy Data, LLC*, Case No. 09-13038 (KG) (Bankr. D. Del. April 21, 2010); *In re Amp’d Mobile, Inc.*, Case No. 07-10739 (BLS) (Bankr. D. Del. Aug. 5, 2008) (granting Rule 2004 request for investigation into claims for potential improper use and/or conversion of intellectual property); *In re Rosenberg*, 303 B.R. 172 (B.A.P. 8th Cir. 2004) (use of Rule 2004 to investigate potential claims against the debtor’s employer permitted where the claim is an asset of the estate); *In re Hughes*, 281 B.R. 224, 226 (Bankr. S.D.N.Y. 2002) (rejecting argument that a subpoena issued against an accounting firm seeking the production of documents was improper because it was primarily sought for the purpose of investigating potential claims that the debtor may have against the accounting firm).

26. The use of Rule 2004 to investigate the Debtor’s potential antitrust and related claims is clearly appropriate. The court in *In re Table Talk, Inc.*, 51 B.R. 143, 145 (Bankr. D. Mass. 1985), addressed whether it was appropriate for a trustee to conduct Rule 2004 examinations of a manufacturer and a lease counter-party based on the trustee’s suspicion that the manufacturer may have induced the debtor to enter into “subleases through the existence of monopoly power, in violation of federal anti-trust laws.” In rejecting the manufacturer’s opposition to the trustee’s Rule 2004 request, the court concluded that “the examinations sought to be conducted by the Trustee appear, on their face, to fall within the scope of Rule 2004. The Trustee is seeking to determine whether the ... estate has potential anti-trust claims against [the manufacturer].” *Id.* Moreover, the *Table Talk* court held that “it does not appear that sufficient grounds exist at this time for denying the authority to conduct the examinations in total, especially where one purpose of those examinations is to determine whether the estate has an anti-trust

action against the parties sought to be examined. Were such a suit to exist, it would properly be considered a potential asset of the estate.” *Id.* at 146.

27. Here, the Committee is a party in interest, *see* 11 U.S.C. § 1109(b), and, *inter alia*, is specifically authorized by the Bankruptcy Code to “investigate the acts, conduct, assets, liabilities, and financial condition of the debtor, the operation of the debtor’s business and the desirability of the continuance of such business, and any other matter relevant to the case or to the formulation of a plan.” 11 U.S.C. § 1103.

28. Furthermore, as outlined above and in the Omnibus 2004 Motion, the facts and circumstances revealed to date, provide substantial grounds and good cause to allow the Committee to pursue the requested 2004 discovery against Traxys to aid in the Joint Lead Pricing Investigation approved by this Court and further the review of discovery obtained from Warehouse Companies pursuant to this Court’s approved Omnibus 2004 Order. The Document Requests are precisely calibrated to provide further information regarding activities in which the Warehouse Parties and Traxys were involved that may have, in turn, affected the physical market for lead and the Debtor.

29. First, the Document Requests seek information about the purchase and sale of lead, including the nature and extent of Traxys’ knowledge at the time of the sale as well as interactions with the Debtor and the Warehouse Parties. Such Document Requests are essential to understand, among other things, the fluctuations in pricing and availability of lead, the various components of the price of lead, and Traxys’ involvement in sales of lead to the Debtor and others.

30. Second, the Document Requests seek information regarding Traxys’ lead trading, sale, and purchase activities, which information is necessary to determine Traxys’ precise roles in the lead market and motivations for its actions.

31. Third, the Document Requests seek information regarding the extent to which there were unlawful actions by, or coordination between, the Warehouse Parties and potentially Traxys.

32. Additionally, the scope and number of the Document Requests have been tailored and are appropriately limited. Moreover, many of the requests seek transactional data, which should present little burden for Traxys to produce.

33. The Committee reserves the right to return to the Court in the event that this discovery reveals the need for additional information relevant to establishing Debtor's potential claims relating to the Joint Lead Pricing Investigation.

#### **CERTIFICATION OF COUNSEL**

34. In accordance with Local Rule 2004-1(b), counsel for the Committee certifies that, as required by Local Rule 2004-1(a), the Committee's counsel has attempted to communicate and confer with Traxys to arrange for a mutually agreeable date, time, place and scope of the production of the requested documents, and, as of the date hereof, the parties have been unable to reach an agreement with respect to such production.

35. Despite the Committee's good faith efforts to resolve the issues without the need for Court intervention, the Committee must bring this Motion to protect the rights of the Debtor, its estate and creditors. Counsel will continue efforts to reach an agreement prior to the hearing date.

#### **NOTICE**

36. No trustee has been appointed in this chapter 11 case. The Committee has served notice of this Motion on: (a) counsel to the Debtor; (b) counsel to the pre and post-petition lenders; (c) Traxys; (d) the United States Trustee; and (e) parties entitled to receive notice in this chapter 11 case pursuant to Bankruptcy Rule 2002.

**CONCLUSION**

Wherefore, the Committee respectfully requests entry of the proposed order submitted herewith, and such further relief as is just and appropriate.

Dated: April 10, 2015

**MORRIS, NICHOLS, ARSHT & TUNNELL LLP**

*/s/ Erin R. Fay*

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**EXHIBIT A**  
**[Proposed Order]**

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

In re:

EXIDE TECHNOLOGIES,<sup>1</sup>

Debtor.

Chapter 11

Case No. 13-11482 (KJC)

**Re: D.I.** \_\_\_\_\_

**ORDER PURSUANT TO FED. R. BANKR. P. 2004 AND  
DEL. BANKR. L. R. 2004-1 DIRECTING THE PRODUCTION OF  
DOCUMENTS BY THE TRAXYS GROUP**

Upon consideration of the motion (the “Motion”)<sup>2</sup> of the Official Committee of Unsecured Creditors (the “Committee”), appointed in the bankruptcy case of the above-captioned debtor and debtor-in-possession (the “Debtor”), for entry of an order, pursuant to Bankruptcy Rule 2004 and Local Rule 2004-1, directing The Traxys Group (collectively with its affiliates, “Traxys” and with the Committee, the “Parties”) to comply with requests calling for the production of certain documents as set forth in the Document Requests attached as **Exhibit 1** hereto (“Document Requests”); and notice of the Motion being sufficient under the circumstances; and after due deliberation and good cause appearing therefore;

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted to the extent set forth herein.
2. The Committee is hereby authorized to issue a subpoena for the documents set forth in **Exhibit 1** to which the Traxys will respond.
3. Traxys shall make reasonable efforts to search for and produce responsive documents, as set forth in **Exhibit 1**, on a rolling basis, with production to begin on or before May 1, 2015, and to be completed by a reasonable date to be agreed upon between the Parties by

<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 them in the Motion.

delivering such documents to the attention of Donald E. Reid, Esq., Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, Wilmington, Delaware 19801, or at such other place and time as may be agreed upon by counsel for the Committee and Traxys.

4. Upon completion of the production of documents requested in **Exhibit 1**, the Parties shall meet and confer with respect to any requests for additional documents. Resolution of any dispute between and/or among the Parties regarding any of additional requested documents shall be deferred to the extent necessary to a later hearing date, which hearing may be requested by providing Traxys notice twenty (20) days prior to the hearing.

5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. All Parties' rights are reserved to request or oppose additional discovery and/or examination in connection with this matter, including, without limitation, the Document Requests set forth in **Exhibit 1** and requests based on any information that may be revealed as a result of the discovery authorized pursuant to the Order.

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

Dated: \_\_\_\_\_, 2015  
Wilmington, Delaware

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HONORABLE KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1**

[Document Requests]



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

In re:

EXIDE TECHNOLOGIES,<sup>1</sup>

Debtor.

Chapter 11

Case No. 13-11482 (KJC)

**THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS' FIRST REQUEST  
FOR THE PRODUCTION OF DOCUMENTS**

TO: The Traxys Group

PLEASE TAKE NOTICE that pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Local Rule 2004-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), the Official Committee of Unsecured Creditors (the "Committee") of Exide Technologies (the "Debtor" or "Exide"), the above-captioned Debtor and Debtor-in-Possession, by and through its counsel, hereby requests that the Traxys Group ("Traxys" or "Recipient"), by and through their authorized officer, produce the documents and things requested herein for inspection and copying by delivering said documents to the Committee's counsel, Morris, Nichols, Arsht & Tunnell LLP (Attn: Donald Reid), 1201 N. Market Street, 16th Floor, Wilmington, DE 19810, within thirty (30) days of receipt.

**III. INSTRUCTIONS FOR ANSWERING**

1. Any reference to an agreement, instrument, or other contract in this request shall be deemed to refer to all amendments, modifications, and restatements to such agreement, instrument, and contract, and to all related or otherwise referenced schedules, exhibits, and appendices.

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<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.

2. The singular form of a noun or pronoun shall include the plural form of the noun or pronoun. Verb tenses shall be construed so as to give them their broadest meaning. The terms “and” and “or” include the disjunctive and the conjunctive as necessary to bring within the scope of these requests any documents that might otherwise be construed to be outside their scope.
3. This request for production of documents shall be deemed to be a request for all such documents, whether prepared by or for Recipients or by any other party or any other person, which documents are in Recipients’ possession, custody, or control, or in the possession, custody, or control of Recipients’ attorneys, accountants, consultants, receivers, employees, agents, or anyone acting on behalf of Recipients.
4. Responses and documents shall be served and produced electronically, unless prohibited or impractical due to the nature of the document, in which case a hard copy shall be produced.
5. Segregate documents according to the number of the request to which you are responding or produce documents in the manner they are kept in the ordinary course of business.
6. Produce documents as they are kept in the ordinary course of business and in their original file folders with any identifying labels, file markings, or similar identifying features. If there are no documents responsive to a category specified below, you shall so state in a writing produced at the time and place that documents are demanded to be produced by this request.
7. Electronically stored information (“ESI”) shall be collected in a manner that preserves all metadata. Duplicates should be removed from all ESI productions in a manner that does not break up document families (such as e-mails and attachments), but any duplicate ESI that is not produced should be preserved.
8. With the exception of any spreadsheets or database documents (e.g., documents created on software such as Microsoft Excel or Microsoft Access), which shall be produced in their native format, all electronic documents, ESI and electronic mail shall be produced in single page tagged image file format (“TIFF”) with separate optical character recognition (“OCR”) files for each document or in hard copy form. To the extent practicable, a Summation load file of all such ESI shall also be provided and shall contain extractable metadata, including at least the following: DOCID, PARENTID, CHILID, Numpages, Doctitle, Subject, Authors, From, To, CC, BCC, Attachments, DateSent, TimeSent, DateCreated, Folder, and Extracted Text.
9. Where only a portion of a document concerns the subject matter requested, the entire document is to be produced, along with all attachments, appendices and exhibits, and all drafts, iterations, and prior or subsequent versions of the document, even if such prior or subsequent versions do not concern the subject

matter requested. Where only a portion of a communication concerns the subject matter requested, the entire communication is to be produced, along with all attachments, appendices, and exhibits, and any related prior or subsequent communications, even if such prior or subsequent communications do not concern the subject matter requested.

10. If any document requested was formerly in your possession, custody or control and has been lost or destroyed or otherwise disposed of, then in lieu of any such document, provide a written statement: (a) describing in detail the nature of the document and its contents, including the document's date, subject matter, number of pages and attachments, appendixes, or exhibits; (b) identifying the person(s) who prepared or authored the document and, if applicable, the person(s) to whom the document was sent; (c) identifying all persons to whom the document was distributed, shown, or explained; and (d) specifying the date on which the document was lost or destroyed, and, if destroyed, the manner of and reasons for such destruction, and the person(s) who requested and performed the destruction.
11. If you claim a privilege as to any document subject to this request, provide a written statement identifying: (a) the identity of the document or communication, including the type of document (e.g., memorandum, e-mail, letter, etc.); (b) the portion of the document or communication that is claimed to be privileged; (c) the general subject matter of the document or communication sufficient to assess whether the assertion of privilege is valid; (d) the date of the document or communication; (e) the identity of the author and all recipients of any document or communication and the persons involved in any oral communications, including, without limitation, the name of each person who prepared it or signed it, and each person to whom it was directed, circulated, shown, or explained, and each person now in possession of the document or a copy of the document; (f) the identity of any other persons having knowledge of the document or communication involved; (g) the nature of the privilege claimed; (h) every fact on which you base the claim of privilege or that the information need not be disclosed; (i) with respect to any claim of privilege relating to an attorney, or action or advice or work product of an attorney, the identity of the attorney involved; and (j) with respect to the withheld or redacted document or portion of the document, identify to which paragraphs of this request it responds. Produce redacted versions of any document you claim is partially privileged.
12. This request for documents shall be deemed continuing so as to require you to produce immediately any additional responsive documents if such documents are created, obtained, or located by you subsequent to your initial response.
13. Unless otherwise stated, the time period applicable to all requests shall be from March, 2010 through December, 2013 ("Time Period").
14. Unless otherwise stated, the geographic scope of the requests is worldwide.
15. The Committee reserves the right to make additional requests as necessary.

#### IV. DEFINITIONS

1. “All” shall include the terms “any,” “any and all,” and “each and every.”
2. “Any” shall include the terms “all,” “any and all,” and “each and every.”
3. The term “cancelling” shall refer to the process by which a holder of an LME warrant may obtain the LME metal that corresponds with that warrant by notifying its agent that such warrant should be cancelled and that the warehouse should deliver the metal to the owner.
4. The term “communications” means any transmittal of information (in the form of facts, ideas, inquiries, photographs, drawings, or otherwise), and a document request for communications includes correspondence, electronic mail (“e-mail”), telexes, facsimile transmissions, telecopies, all attachments and enclosures thereto, recordings in any medium of oral communications, telephone logs, message logs, and notes and memoranda concerning written and oral communications, and any translations thereof.
5. The term “document(s)” shall be construed to the broadest extent permitted under the Federal Rules of Civil Procedure, and shall mean, without limitation, any written, typed, printed, recorded, or graphic material, however produced or reproduced, of any type or description, regardless of origin or location. This definition includes, without limitation, all memoranda, notes, interoffice and intra-office communications, telexes, annotations, working papers, drafts, telegrams, letters, e-mails, computer models, spreadsheets, data, reports, accounts, records, calendars, diaries, minutes, resolutions, contracts or other legal documents, insurance policies, telephonic or personal communications, Bloomberg chat room or chat tool communications and other chat room or chat tool communications, tape recordings, electronic recordings, photographs, microfilm, film, stenographic notes, bulletins, notices, databases, trading systems, data input into models, models, results of models and information stored on computers in any form, including computer backup devices, as well as other data or information sources in any written, printed, or recorded matter of any character in the possession, custody, or control of you, your attorneys, agents, or other persons under your control. Without limiting the foregoing, the term “document(s)” shall include any copy which differs in any respect from the original or other versions of the document, such as copies containing notations, insertions, corrections, marginal notes, or any other variations, including on the reverse side thereof. “Document(s)” also includes any removable “post-it” notes or other attachments or exhibits affixed to any of the foregoing.
6. The terms “free-on-truck” and “FOT” shall refer to the load-out and/or handling fee charged to the buyer of metal at the time the metal is removed from the LME-registered warehouse.

7. The term “Glencore” means Glencore PLC and its affiliated companies, associations, organizations, partnerships, and groups, including without limitation Glencore Xstrata PLC, Glencore International PLC, Glencore International AG, Glencore (UK) Ltd., and Glencore Ltd., Inc., and each of the divisions, business units, subsidiaries, parent companies, affiliates, predecessors, successors in interest, and companies under the management control of the foregoing, and any present and former agents, attorneys, directors, officers, managers, analysts, accountants, representatives, servants, employees, and all other persons acting under the direction or control of any of the foregoing.
8. The term “Goldman” means The Goldman Sachs Group, Inc. and its affiliated companies, associations, organizations, partnerships, or groups, including without limitation Goldman Sachs International, J. Aron & Company, GS Power Holdings LLC, MCEPF Metro I, Inc., Mitsi Holdings LLC, and Metro as that term is defined herein, and each of the divisions, business units, subsidiaries, parent companies, affiliates, predecessors, successors in interest, and companies under the management control of the foregoing, and any present and former agents, attorneys, directors, officers, managers, analysts, accountants, representatives, servants, employees, and all other persons acting under the direction or control of any of the foregoing. However, the term “Goldman” shall exclude “Metro,” as that term is defined herein, for any request that references both entities within the same request.
9. The term “Henry Bath” shall mean Henry Bath & Son, Ltd. and each of the warehouses, divisions, business units, subsidiaries, parent companies, affiliates, predecessors, successors in interest, and companies under the management control of the foregoing, including without limitation Henry Bath, LLC, Henry Bath Singapore PTE Ltd., and Henry Bath B.V., and any of the present and former agents, attorneys, directors, officers, managers, analysts, accountants, representatives, servants, employees, and all other persons acting under the direction or control of any of the foregoing.
10. The term “JP Morgan” means JPMorgan Chase & Company and its affiliated companies, associations, organizations, partnerships or groups, including without limitation J.P. Morgan Securities plc, J.P. Morgan Ventures Energy Corporation, and each of the divisions, business units, subsidiaries, parent companies, affiliates, predecessors, successors in interest, and companies under the management control of the foregoing, and any present and former agents, attorneys, directors, officers, managers, analysts, accountants, representatives, servants, employees, and all other persons acting under the direction or control of any of the foregoing.
11. The term “LME” means The London Metal Exchange and its affiliated companies, associations, organizations, partnerships, or groups and each of the divisions, business units, subsidiaries, parent companies, affiliates, predecessors, successors in interest, including without limitation LME Holdings Limited and Hong Kong Exchanges & Clearing, Ltd. and companies under the management

control of the foregoing, and any present and former agents, attorneys, directors, officers, committees, managers, analysts, accountants, representatives, servants, employees, and all other persons acting under the direction or control of any of the foregoing.

12. The term “LME-registered warehouse” means any and all warehouses and storage facilities which have been approved and/or licensed by the LME to issue LME warrants and store metal corresponding to an LME warrant. A warehouse or storage facility may still be an LME-registered warehouse for purposes of these document requests even if it also stores metals which are not associated with an LME warrant or made part of the LME trading system.
13. The term “LME warrant” shall mean the bearer documents of possession relating to one specified lot of material in an LME-registered warehouse.
14. The term “Metro” means Metro International Trade Services LLC and each of the warehouses, divisions, business units, subsidiaries, parent companies, affiliates, predecessors, successors in interest, and companies under the management control of the foregoing, including without limitation Metro International Trade Services (Italia) S.r.l.; Metro International Trade Services (UK) Ltd.; and any of the present and former agents, attorneys, directors, officers, managers, analysts, accountants, representatives, servants, employees, and all other persons acting under the direction or control of any of the foregoing.
15. The term “Traxys” means the Traxys Group and its affiliated companies, associations, organizations, partnerships or groups and each of the divisions, business units, subsidiaries, parent companies, affiliates, predecessors, successors in interest, including without limitation any companies under the management control of the foregoing, and any present and former agents, attorneys, directors, officers, managers, analysts, accountants, representatives, servants, employees, and all other persons acting under the direction or control of any of the foregoing.
16. The term “minimum load-out rules” shall refer to the regulation in the LME Policy Regarding the Approval of Warehouses that establishes the minimum daily delivery tonnage for LME-registered warehouses. This shall include, as appropriate, all iterations, amendments, changes, and alterations of the regulation which the LME has set out.
17. The term “non-LME-registered warehouse” means any and all warehouses and/or storage facilities used to store metal of any kind which has not been approved and/or licensed by the LME.
18. The term “Pacorini” means Pacorini Metals AG and all members of the Pacorini Metals Group, including without limitation Pacorini Metals USA, LLC, Pacorini Metals Iberica SAU, Pacorini Metals Italia S.r.l., Pacorini Depolama Lojistik Limited Sirkell, Pacorini Metals Vlissingen BV, and Pacorini Metals (Asia) Pte Ltd, and each of the warehouses, divisions, business units, subsidiaries, parent

companies, affiliates, predecessors, successors in interest, and companies under the management control of the foregoing, and any of their present and former agents, attorneys, directors, officers, managers, analysts, accountants, representatives, servants, employees, and all other persons acting under the direction or control of any of the foregoing.

19. The term “Other Metals” shall refer to zinc and aluminum, as well as any other metal (other than lead) for which a lawsuit has been brought alleging claims under federal or state antitrust laws or the Commodities Exchange Act. Unless otherwise indicated, a request for information relating to “Other Metals” shall apply to each metal individually and to all instances in which one or more of the above-described metals has been used as part of a larger deal, trade, or transaction, including basket trades.
20. The term “queue” shall refer to the length of time in between the time in which an LME warrant bearer cancels the warrant and the time when the warrant bearer receives delivery of the stored metal to which the LME warrant corresponds.
21. The term “relating to” shall mean in whole or in part concerning, relating to, referring to, describing, evidencing, containing, constituting, reflecting, discussing, or in any way legally, logically, or factually connected with the matter discussed.
22. The term “Broker or Trader” shall refer to any individual or entity that purchases or sells lead on behalf of an LME-registered warehouse, or that acts as an intermediary between buyers and sellers of commodities.
23. The term “Premium” shall refer to the difference in the LME price and the price charged to the purchaser of lead.
24. The term “trade” shall be given its ordinary meaning in the financial industry, but shall include without limitation outright trades, calendar spreads, cross-commodity spreads, derivatives and records regarding their exercise, and all bids and offers on financial or commodity products.
25. The terms “you” and “your” shall include “Traxys” as defined above.

**V. DOCUMENT REQUESTS**

**Request No. 1**

All invoices, purchase orders, confirmations, and other agreements, and documents concerning such agreements, with Exide concerning the purchase or sale of lead on behalf of Exide during the Time Period.

**Request No. 2**

All communications between Traxys and Exide concerning the purchase or sale of lead during the Time Period.

**Request No. 3**

Documents sufficient to show, on a transaction-by-transaction basis, all purchases or sales of lead during the Time Period, including without limitation (i) the date of the transaction; (ii) the amount of lead involved in the transaction; (iii) the purchase price of the lead; (iv) the Premium charged; (v) the identity and location of any warehouse involved in the transaction; (vi) the LME registration status of any warehouse involved in the transaction; (vii) any fees or commissions paid by or to Traxys in connection with the transaction; and (viii) the identity of the holder of the warrant for the lead that was purchased or sold.

**Request No. 4**

All documents relating to any delays or queues for out-loading lead or any Other Metal from a LME-registered warehouse during the Time Period.

**Request No. 5**

Documents sufficient to show, on a warehouse-by-warehouse basis, your purchase, sale, ownership, trade, and cancellation of LME warrants for lead and Other Metals during the Time Period.

**Request No. 6**

All documents relating to any incentives offered by LME-registered warehouses for any activity relating to or facilitating the purchase, sale, storage, or ownership of lead or Other Metals.

**Request No. 7**

All contracts, trades, and other agreements between: (i) You and any LME-registered warehouses; and (ii) You and any non-LME-registered warehouses.



**Request No. 8**

All agreements and communications relating to lead or any Other Metal during the Time Period between You and any one of (i) Goldman; (ii) JP Morgan; (iii) Glencore; (iv) Metro; (v) Henry Bath; or (vi) Pacorini.

**Request No. 9**

All agreements and communications relating to lead or any Other Metal during the Time Period between You and any other Broker or Trader of lead.

**Request No. 10**

Documents sufficient to show the profits and losses you derived from purchases, sales, ownership, and trades of physical lead during the Time Period.

**Request No. 11**

For all transactions during the Time Period that resulted in physical delivery of lead, documents sufficient to show the location of pick-up, the location of delivery, the quantity of lead, the total costs and cost components of pick-up and delivery, and the premium paid for physical delivery of the lead by the recipient.

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

In re:

EXIDE TECHNOLOGIES,<sup>1</sup>

Debtor.

Chapter 11

Case No. 13-11482 (KJC)

**Hearing Date: April 20, 2015, at 2:00 p.m. (ET)  
(Requested)**

**Objection Deadline: TBD**

**NOTICE OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS'  
MOTION FOR AN ORDER PURSUANT TO BANKRUPTCY RULE 2004  
AND LOCAL BANKRUPTCY RULE 2004-1 DIRECTING THE  
PRODUCTION OF DOCUMENTS BY THE TRAXYS GROUP**

PLEASE TAKE NOTICE that on April 10, 2015, the Official Committee of Unsecured Creditors (the "Committee") filed the **The Official Committee Of Unsecured Creditors' Motion For An Order Pursuant To Bankruptcy Rule 2004 And Local Bankruptcy Rule 2004-1 Directing The Production Of Documents By The Traxys Group** (the "Motion").

PLEASE TAKE FURTHER NOTICE that any party wishing to oppose the entry of an order approving the Motion must file a response or an objection to the Motion (the "Response") with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 on or before **the date and time set by the Court in connection with the motion to shorten notice filed concurrently with the Application (the "Objection Deadline")**. At the same time, you must serve such Response upon the undersigned counsel for the Committee so as to be received by the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT **THE COMMITTEE HAS REQUESTED THAT A HEARING ON THE MOTION BE SCHEDULED FOR APRIL 20, 2015 AT 2:00 P.M. (EASTERN TIME)** BEFORE THE HONORABLE KEVIN J. CAREY AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM #5, WILMINGTON, DELAWARE 19801. ONLY PARTIES WHO HAVE FILED A TIMELY RESPONSE WILL BE HEARD AT THE HEARING.

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<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.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: April 10, 2015

**MORRIS, NICHOLS, ARSHT & TUNNELL LLP**

*/s/ Erin R. Fay*

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*Counsel/Special Counsel to the Official Committee of  
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9066326.1

**CERTIFICATE OF SERVICE**

I, Erin R. Fay, certify that I am not less than 18 years of age, and that service of the foregoing **The Official Committee Of Unsecured Creditors' Motion For An Order Pursuant To Bankruptcy Rule 2004 And Local Bankruptcy Rule 2004-1 Directing The Production Of Documents By The Traxys Group** was caused to be made on April 10, 2015, in the manner indicated, upon the entities identified below and on the attached list.

Date: April 10, 2015

/s/ Erin R. Fay  
Erin R. Fay (No. 5268)

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**BY OVERNIGHT FEDERAL EXPRESS**

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