

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

In re:

EXIDE TECHNOLOGIES,

Debtor.

Chapter 11

Case No. 13-11482 (KJC)

Hearing Date: May 20, 2015 at 10:00 a.m. (Eastern)

Re: Docket No. 3497

**NOTICE OF FILING OF
REVISED PROPOSED ORDER**

PLEASE TAKE NOTICE that, on April 10, 2015, the Ad Hoc Group of Exide Tort Claimants (the “Ad Hoc Group”) filed its *Motion for Allowance of Administrative Expense Claim of Ad Hoc Vernon Tort Claimants Group Pursuant to 11 U.S.C. § 503(b), the Confirmation Order, the Confirmed Plan, and the Vernon Tort Claims Term Sheet* [D.I. 3497] (the “Motion”),¹ pursuant to which the Ad Hoc Group sought, *inter alia*, entry of an order for allowance of an administrative expense claim for the fees and expenses of the Ad Hoc Group Professionals (the “Proposed Order”).

PLEASE TAKE FURTHER NOTICE that, after filing the Motion, the Ad Hoc Group received comments with respect to the Proposed Order.

PLEASE TAKE FURTHER NOTICE that, attached hereto as Exhibit A, is a revised Proposed Order (the “Revised Proposed Order”).

PLEASE TAKE FURTHER NOTICE that, attached hereto as Exhibit B, is a redline comparison of the Revised Proposed Order and the Proposed Order.

¹ Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Motion.

Dated: May 15, 2015
Wilmington, Delaware

THE ROSNER LAW GROUP LLC

/s/ Scott J. Leonhardt

Frederick B. Rosner (DE #3995)

Scott J. Leonhardt (DE #4885)

824 Market Street, Suite 810

Wilmington, DE 19801

302.777.1111

leonhardt@teamrosner.com

-and-

BROWN RUDNICK LLP

William R. Baldiga, Esq.

Seven Times Square

New York, New York 10036

Telephone: (212) 209-4800

Facsimile: (212) 209-4801

Counsel to the

Ad Hoc Group of Exide Tort Claimants

Exhibit A

Revised Proposed Order

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

In re:

EXIDE TECHNOLOGIES,

Debtor.

Chapter 11

Case No. 13-11482 (KJC)

**ORDER ALLOWING ADMINISTRATIVE
EXPENSE CLAIM OF AD HOC VERNON TORT CLAIMANTS
GROUP PURSUANT TO 11 U.S.C. § 503(b), THE CONFIRMATION ORDER,
THE CONFIRMED PLAN, AND THE VERNON TORT CLAIMS TERM SHEET**

Upon the Motion, dated April 10, 2015 (the "Motion"),¹ for entry of an order allowing the Administrative Expense Claim of the Ad Hoc Group; and due and adequate notice of the Motion having been given; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the confirmed Plan; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief requested therein; now, therefore, it is hereby

ORDERED that the Motion is GRANTED to the extent set forth herein; and it is further

ORDERED that the claim of the Ad Hoc Group for the fees and expenses of the professionals for the Ad Hoc Group (the "Ad Hoc Group Professional Fee Claim") incurred prior to the Effective Date are hereby ALLOWED and shall be paid as follows: (i) an aggregate amount of \$325,000.00 of the Ad Hoc Group Professional Fee Claim shall promptly be paid as an Administrative Claim of the Estate, pursuant to payment instructions to be provided by counsel to the Ad Hoc Group, in accordance with Article 2.1 of the Plan; and (ii) the remaining amount of the Ad Hoc Group Professional Fee Claim shall promptly be paid by the Vernon Tort

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Claims Trust upon receipt by the Vernon Tort Claims Trust of the Initial Funding in accordance with the Vernon Tort Claims Term Sheet, pursuant to payment instructions to be provided by counsel to the Ad Hoc Group; provided, however, that in no event shall the Debtor, the Reorganized Debtor, or the Estate be liable for or required to pay any amount exceeding \$325,000.00 on account of the Ad Hoc Group Professional Fee Claim or any other fees and costs of professionals for the Ad Hoc Group; and it is further

ORDERED that the Court shall retain jurisdiction with respect to all matters arising out of or in connection with the implementation and interpretation of this Order.

Dated: May [], 2015
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Redline Comparison of Revised Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

EXIDE TECHNOLOGIES,

Debtor.

Chapter 11

Case No. 13-11482 (KJC)

**ORDER ALLOWING ADMINISTRATIVE
EXPENSE CLAIM OF AD HOC VERNON TORT CLAIMANTS
GROUP PURSUANT TO 11 U.S.C. § 503(b), THE CONFIRMATION ORDER,
THE CONFIRMED PLAN, AND THE VERNON TORT CLAIMS TERM SHEET**

Upon the Motion, dated April 10, 2015 (the "Motion"),¹ for entry of an order allowing the Administrative Expense Claim of the Ad Hoc Group; and due and adequate notice of the Motion having been given; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the confirmed Plan; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief requested therein; now, therefore, it is hereby

ORDERED that the Motion is GRANTED to the extent set forth herein; and it is further

ORDERED that the ~~Administrative Expense Claim~~ is claim of the Ad Hoc Group for the fees and expenses of the professionals for the Ad Hoc Group (the "Ad Hoc Group Professional Fee Claim") incurred prior to the Effective Date are hereby ALLOWED and shall be paid as follows: (i) an aggregate amount of \$325,000.00 of the ~~Administrative Expense~~ Ad Hoc Group Professional Fee Claim shall promptly be paid as an Administrative Claim of the Estate, pursuant to payment instructions to be provided by counsel to the Ad Hoc Group, in accordance with Article 2.1 of the Plan; and (ii) the remaining amount of the ~~Administrative Expense~~ Ad Hoc Group Professional Fee Claim shall promptly be paid by the Vernon Tort Claims Trust

¹ Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Motion.

upon receipt by the Vernon Tort Claims Trust of the Initial Funding in accordance with the Vernon Tort Claims Term Sheet, pursuant to payment instructions to be provided by counsel to the Ad Hoc Group; provided, however, that in no event shall the Debtor, the Reorganized Debtor, or the Estate be liable for or required to pay any amount exceeding \$325,000.00 on account of the Ad Hoc Group's ~~Administrative Expense~~ Group Professional Fee Claim or any other fees and costs of professionals for the Ad Hoc Group ~~incurred prior to the Plan Effective Date~~; and it is further

ORDERED that the Court shall retain jurisdiction with respect to all matters arising out of or in connection with the implementation and interpretation of this Order.

Dated: ~~April~~ May [], 2015
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE