

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)
 :
 Debtor.¹ : **Related Docket No. 223,385**
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**ORDER GRANTING DEBTOR’S MOTION FOR ORDER PURSUANT TO
 BANKRUPTCY CODE SECTIONS 105(a) AND 363(b) AND BANKRUPTCY RULE 6004
 APPROVING CERTAIN ACCOMMODATIONS REQUIRED BY
 ZURICH AMERICA INSURANCE COMPANY IN CONNECTION WITH THE
RENEWAL OF CERTAIN INSURANCE POLICIES**

Upon the motion (the “Motion”)² of the Debtor for an order, pursuant to sections 105(a) and 363(b) of title 11 of the United States Code (the “Bankruptcy Code”), and Rule 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) approving certain accommodations in connection with the renewal of the Debtor’s existing insurance policies with Zurich; 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

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.

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED as set forth herein.
2. Any postpetition obligations owed by the Debtor to Zurich under the Policies and the related agreements (regardless of whether all or any part of such obligations are liquidated, due, or paid before or after the confirmation of a chapter 11 plan or conversion of the Chapter 11 Case to a chapter 7 case) shall be administrative obligations entitled to priority under Bankruptcy Code section 503(b) and are actual and necessary expenses of the estate to be paid in the ordinary course of business; provided, however, that nothing herein renders any claim based on a prepetition actual, potential, or asserted liability of the Debtor, which claim may or does result in a loss under the Policy, into a postpetition claim or expense of administration.
3. The automatic stay imposed by the bankruptcy filing, if and to the extent applicable, shall not prohibit Zurich from canceling the Policies pursuant to the terms of the Policies and applicable law; provided, however, that notwithstanding any terms to the contrary contained in the Policies, the Chapter 11 Case or its conversion to a chapter 7 case shall not trigger any cancellation or termination rights thereunder.
4. All letters of credits held by Zurich posted by the Debtor, whether posted before or after the Petition Date, secures all obligations of the Debtor to Zurich no matter when they arise.
5. The Debtor's rights with respect to the letter of credit proceeds held by Zurich shall be governed by the terms of the Policies and the related agreements, and the Debtor shall not take any action against Zurich that is inconsistent with the terms of the Policies and the related agreements, including, without limitation, actions for turnover or estimation.
6. The Debtor is authorized, but not directed, in the ordinary course of business and without further order of this Court, to (i) enter into amendments to the Policies with

Zurich; (ii) provide additional letters of credit and collateral to Zurich in connection with the Policies to the extent required by the Policies or other applicable agreement between the Debtor and Zurich and permitted under the Debtor's postpetition financing; and (iii) execute such documents, pay amounts when due, and take other actions to effectuate and perform the Debtor's obligations to Zurich in connection with the Policies.

7. This Order shall bind the Debtor, its successors in interest, and assigns, including, without limitation, any trustee in bankruptcy.

8. The Debtor is authorized and empowered, but not directed, to execute and deliver such documents, and to take and perform all actions necessary to implement and effectuate the relief granted in this Order.

9. Except as specifically set forth herein, 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.

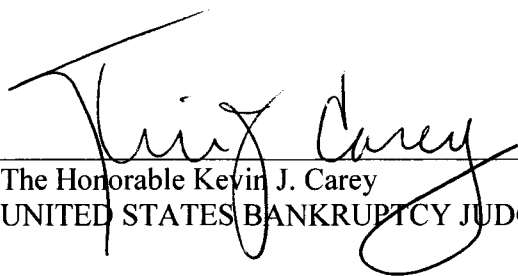
10. Nothing in this Order or the Motion shall be deemed to constitute postpetition assumption or adoption of any agreement under Bankruptcy Code section 365. Notwithstanding the relief granted herein and any actions taken hereunder, nothing herein shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any person.

11. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon entry hereof.

12. 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 22, 2013



The Honorable Kevin J. Carey
UNITED STATES BANKRUPTCY JUDGE