

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re: : Chapter 11
:
EXIDE TECHNOLOGIES, : Case No. 13-11482 (KJC)
:
Reorganized Debtor.¹ : **Related Docket No. 4023, 4029, 4245, 4247, 4291, 4299**
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**CERTIFICATION OF COUNSEL REGARDING THE REORGANIZED DEBTOR’S
MOTION FOR ENTRY OF AN ORDER (I) ENFORCING THE PLAN INJUNCTION
UNDER THE CONFIRMATION ORDER AND CONFIRMED PLAN OF
REORGANIZATION AND (II) AWARDING COSTS AND ATTORNEY’S FEES**

The undersigned hereby certifies as follows:

On June 3, 2015, counsel to the above captioned reorganized debtor (“Exide” or the “Reorganized Debtor”) filed The Reorganized Debtor’s Motion For Entry Of An Order (I) Enforcing The Plan Injunction Under The Confirmation Order And Confirmed Plan Of Reorganization And (II) Awarding Costs And Attorney’s Fees (Docket No. 4023) (the “Motion”).

On June 17, 2015, Peter Kravitz of Province Inc., GUC Trust Trustee of the Exide Creditors’ Liquidating Trust (the “GUC Trust”) filed Joinder of GUC Trust Trustee to the Reorganized Debtor’s Motion for Entry of an Order (I) Enforcing the Plan Injunction Under the Confirmation Order and Confirmed Plan of Reorganization and (II) Awarding Costs and Attorney’s Fees (Docket No. 4245).

On June 17, 2015, the South Coast Air Quality Management District (the “District”) filed its Objection To The Reorganized Debtor’s Motion For Entry Of An Order (I)

¹ The last four digits of the Reorganized Debtor’s taxpayer identification number are 2730. The Reorganized Debtor’s corporate headquarters are located at 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004.

Enforcing The Plan Injunction Under The Confirmation Order And Confirmed Plan Of Reorganization And (II) Awarding Costs And Attorney's Fees (Docket No. 4247).

On June 26, 2015, Exide filed the Reorganized Debtor's Reply in Support of its Motion for Entry of an Order (I) Enforcing the Plan Injunction Under the Confirmation Order and Confirmed Plan of Reorganization and (II) Awarding Costs and Attorney's Fees (Docket NO. 4291).

On June 26, 2015, certain stakeholders of securities issued by Exide (the "Exide Stakeholders") filed a Joinder of Exide Stakeholders in the Reorganized Debtor's Motion for Entry of an Order (I) Enforcing the Plan Injunction Under the Confirmation Order and Confirmed Plan of Reorganization and (II) Awarding Costs and Attorney's Fees (Docket No. 4299).

A hearing (the "Hearing") to consider approval of the Motion was held on July 7, 2015. As discussed on the record at the Hearing, the Reorganized Debtor and the District have reached an agreement resolving the Objection, and the Reorganized Debtor hereby submits a revised form of order (the "Proposed Order") resolving the Motion.

Prior to submitting this Certification of Counsel, a representative from the counsel for the GUC Trust, counsel for the Exide Stakeholders, and counsel for the District reviewed the language of the Proposed Order and advised counsel for the Reorganized Debtor that they have no objection to entry thereof.

For the Court's convenience, a redline showing changes to the order filed with the Motion is annexed as Exhibit A. Accordingly, the Reorganized Debtor respectfully requests that this Court enter the Proposed Order annexed as Exhibit B.

Dated: Wilmington, Delaware
July 22, 2015

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Dain A. De Souza

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Counsel for Reorganized Debtor

EXHIBIT A

REDLINE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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 In re: : Chapter 11
 :
 EXIDE TECHNOLOGIES, : Case No. 13-11482 (KJC)
 :
 Reorganized Debtor.¹ : **Related Docket No. ~~_____~~ Nos.: [4023, 4029, 4245, 4247, 4291, 4299](#)**
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ORDER ~~GRANTING~~[RESOLVING](#) THE REORGANIZED DEBTOR’S MOTION FOR ENTRY OF AN ORDER (I) ENFORCING THE PLAN INJUNCTION UNDER THE CONFIRMATION ORDER AND THE CONFIRMED PLAN OF REORGANIZATION AND (II) AWARDING COSTS AND ATTORNEY’S FEES

Upon ~~the~~[The](#) *Reorganized Debtor’s Motion for Entry of an Order (I) Enforcing the Plan Injunction Under the Confirmation Order and the Confirmed Plan of Reorganization and (II) Awarding Costs and Attorney’s Fees* [[Docket No. 4023](#)] (the “~~Motion~~²”, [to Enforce](#)”), [The South Coast Air Quality Management District’s Objection To The \[Motion to Enforce\]](#) [[Docket No. 4247](#)] (the “~~Objection~~”), and all papers filed in connection with the [Motion to Enforce and the Objection](#)²; and it appearing that notice of the Motion [to Enforce](#) was good and sufficient upon the particular circumstances and that no other or further notice need be given; and this Court having considered the Motion [to Enforce, the Objection, and all papers filed in connection with the Motion to Enforce and the Objection](#), and upon the record herein; and after due deliberation thereon and good and sufficient cause appearing therefor; it is hereby

¹ The last four digits of the Reorganized Debtor’s taxpayer identification number are 2730. The Reorganized Debtor’s corporate headquarters are located at 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004.

² Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the [Motion to Enforce or the Objection](#).

ORDERED, ADJUDGED, AND DECREED that:

1. The ~~relief requested in the~~ Motion to Enforce is ~~GRANTED, RESOLVED~~ as set forth herein.
2. By no later than September 30, 2015, the District shall file a motion (the "GUC Claims Motion") seeking a determination by this Court that all prepetition claims asserted in the Third Amended Complaint in the District's California State Action may be pursued by the District.
3. By no later than September 30, 2015, the District shall file a motion (the "Excepted-from-Discharge Motion") seeking to demonstrate a prima facie case regarding its alleged claims and application of the exception to discharge contained in 11 U.S.C. § 1141(d)(6).
- ~~2. The New Claims are disallowed and expunged in their entirety.~~
- ~~3. The District is ordered to promptly dismiss all actions related to the New Claims in the Third Amended Complaint.~~
4. ~~To the extent that proof of claim number 3396 does not relate back~~ By no later than September 30, 2015, the Reorganized Debtor shall file an objection (the "Administrative Claim Objection") to the District's ~~timely filed proof of claim number 3317, it is hereby disallowed and expunged in its entirety~~ Administrative Claim.
5. ~~As set forth in the March 2014 Stipulation, the District must seek relief from this Court to collect any amounts with respect to Case No. BC 533528.~~ On October 14, 2015 at 10:00 a.m. Eastern Time, this Court will hold a scheduling/case status conference on the GUC Claims Motion, the Excepted-from-Discharge Motion, and the Administrative Claim Objection and parties may be permitted to attend via telephone upon making prior arrangements with the Court

6. ~~Nothing contained herein shall constitute, nor shall it be deemed to constitute, the allowance of any Claim asserted against the Debtor or~~ No attorney's fees or costs shall be awarded in connection with the Motion to Enforce and the Reorganized Debtor, including, but not limited to proof of claim numbers 3317 or 3396 waives its right to seek such attorney's fees or costs as to violations alleged therein.

~~7. The Reorganized Debtor is authorized and empowered, to execute and deliver such documents, and to take and perform all actions necessary to implement and effectuate the relief granted in this Order.~~

7. The parties anticipate that the foregoing motions will result in the resolution of all the issues presented by the Motion to Enforce. Notwithstanding the foregoing, resolution of the Motion to Enforce as set forth herein is: (a) not dispositive on the merits, collateral estoppel, or res judicata with respect to any of the matters addressed in the Motion to Enforce or the Objection, (b) without prejudice to the Reorganized Debtor's right to file any motion based on any alleged past or future failure or violation by the District with respect to the Bar Date Order, the Confirmation Order (including any request for attorney's fees and costs with respect to future violations) and/or any other applicable law or court order or the District's right to oppose any such motion (including any request for attorney's fees and costs), and (c) not a waiver or release by Exide, the District and /or other parties in interest of any right, claim, allegation, position or defense including, without limitation, the right to seek or oppose discovery or take any position with respect to the GUC Claims Motion, the Excepted-from-Discharge Motion, and the Administrative Claims Objection.

8. As a part of resolution of the Motion to Enforce set forth herein, the parties are stayed from proceeding in the California State Action in all respects until this Court issues final

orders on the GUC Claims Motion, the Excepted-from-Discharge Motion, and the
Administrative Claim Objection.

Dated: July _____, 2015
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

Summary report:	
Litéra® Change-Pro TDC 7.5.0.155 Document comparison done on 7/22/2015 1:00:40 PM	
Style name: Option 3a Strikethrough Double Score No Moves	
Intelligent Table Comparison: Active	
Original DMS: dm://CHISR02A/1031353/1	
Modified filename: Proposed_Order_on_Motion_to_Enforce.DOCX	
Changes:	
<u>Add</u>	22
Delete	18
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	5
Total Changes:	45

EXHIBIT B

PROPOSED ORDER

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)
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ORDER RESOLVING THE REORGANIZED DEBTOR’S MOTION FOR ENTRY OF AN ORDER (I) ENFORCING THE PLAN INJUNCTION UNDER THE CONFIRMATION ORDER AND THE CONFIRMED PLAN OF REORGANIZATION AND (II) AWARDING COSTS AND ATTORNEY’S FEES

Upon *The Reorganized Debtor’s Motion for Entry of an Order (I) Enforcing the Plan Injunction Under the Confirmation Order and the Confirmed Plan of Reorganization and (II) Awarding Costs and Attorney’s Fees* [Docket No. 4023] (the “Motion to Enforce”), *The South Coast Air Quality Management District’s Objection To The [Motion to Enforce]* [Docket No. 4247] (the “Objection”), and all papers filed in connection with the Motion to Enforce and the Objection²; and it appearing that notice of the Motion to Enforce was good and sufficient upon the particular circumstances and that no other or further notice need be given; and this Court having considered the Motion to Enforce, the Objection, and all papers filed in connection with the Motion to Enforce and the Objection, and upon the record herein; and after due deliberation thereon and good and sufficient cause appearing therefor; it is hereby

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ORDERED, ADJUDGED, AND DECREED that:

1. The Motion to Enforce is RESOLVED as set forth herein.
2. By no later than September 30, 2015, the District shall file a motion (the "GUC Claims Motion") seeking a determination by this Court that all prepetition claims asserted in the Third Amended Complaint in the District's California State Action may be pursued by the District.
3. By no later than September 30, 2015, the District shall file a motion (the "Excepted-from-Discharge Motion") seeking to demonstrate a prima facie case regarding its alleged claims and application of the exception to discharge contained in 11 U.S.C. § 1141(d)(6).
4. By no later than September 30, 2015, the Reorganized Debtor shall file an objection (the "Administrative Claim Objection") to the District's Administrative Claim.
5. On October 14, 2015 at 10:00 a.m. Eastern Time, this Court will hold a scheduling/case status conference on the GUC Claims Motion, the Excepted-from-Discharge Motion, and the Administrative Claim Objection and parties may be permitted to attend via telephone upon making prior arrangements with the Court
6. No attorney's fees or costs shall be awarded in connection with the Motion to Enforce and the Reorganized Debtor waives its right to seek such attorney's fees or costs as to violations alleged therein.
7. The parties anticipate that the foregoing motions will result in the resolution of all the issues presented by the Motion to Enforce. Notwithstanding the foregoing, resolution of the Motion to Enforce as set forth herein is: (a) not dispositive on the merits, collateral estoppel, or res judicata with respect to any of the matters addressed in the Motion to Enforce or the Objection, (b) without prejudice to the Reorganized Debtor's right to file any motion based on

any alleged past or future failure or violation by the District with respect to the Bar Date Order, the Confirmation Order (including any request for attorney's fees and costs with respect to future violations) and/or any other applicable law or court order or the District's right to oppose any such motion (including any request for attorney's fees and costs), and (c) not a waiver or release by Exide, the District and /or other parties in interest of any right, claim, allegation, position or defense including, without limitation, the right to seek or oppose discovery or take any position with respect to the GUC Claims Motion, the Excepted-from-Discharge Motion, and the Administrative Claims Objection.

8. As a part of resolution of the Motion to Enforce set forth herein, the parties are stayed from proceeding in the California State Action in all respects until this Court issues final orders on the GUC Claims Motion, the Excepted-from-Discharge Motion, and the Administrative Claim Objection.

Dated: July __, 2015
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE