

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

In re:

EXIDE TECHNOLOGIES,¹

Reorganized Debtor.

Chapter 11

Case No. 13-11482 (KJC)

Related Docket Nos. 2261, 2398

**CERTIFICATION OF COUNSEL REGARDING PROPOSED ORDER
APPROVING STIPULATION BETWEEN REORGANIZED DEBTOR AND
THE SYSTEM GROUP, INC. RESOLVING CLAIM NO. 2843**

The undersigned hereby certifies the following:

1. On June 10, 2013 (the "Petition Date"), Exide Technologies, the reorganized debtor in the above-captioned case (the "Reorganized Debtor"), filed a voluntary petition under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").
2. The Reorganized Debtor and The System Group, Inc. ("Claimant") stipulate and agree hereto (the "Stipulation") for the resolution of claim number 2843 filed by Claimant (the "Claim"), as memorialized in the *Stipulation Between Reorganized Debtor and The System Group, Inc.. Resolving Claim No. 2843*.

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.

3. Attached hereto as Exhibit 1 is a proposed form of order (the “Proposed Order”) approving the Stipulation that resolves the Claim. The Stipulation is attached to the Proposed Order as Exhibit A.

4. Accordingly, the Reorganized Debtor respectfully requests entry of the Proposed Order at the Court’s earliest convenience.

Dated: January 31, 2019

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EXHIBIT 1

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

EXIDE TECHNOLOGIES,¹

Reorganized Debtor.

Chapter 11

Case No. 13-11482 (KJC)

Related Docket Nos. 2261, 2398

ORDER APPROVING STIPULATION BETWEEN
REORGANIZED DEBTOR AND THE SYSTEM GROUP, INC.
RESOLVING CLAIM NO. 2843

Upon consideration of the *Stipulation Between Reorganized Debtor and The System Group, Inc. Resolving Claim No. 2843* (the "Stipulation"), a copy of which is attached as Exhibit A to this Order; and due and proper notice of the Stipulation having been given; and after due deliberation and it appearing that sufficient cause exists to approve the Stipulation;

IT IS HEREBY ORDERED THAT:

1. The Stipulation is approved; and
2. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: _____, 2019

The Honorable Kevin J. Carey
United States Bankruptcy Judge

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.

EXHIBIT A

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

In re:

EXIDE TECHNOLOGIES,¹

Reorganized Debtor.

Chapter 11

Case No. 13-11482 (KJC)

**STIPULATION BETWEEN REORGANIZED DEBTOR AND THE SYSTEM
GROUP, INC. RESOLVING CLAIM NO. 2843**

Exide Technologies, the reorganized debtor in the above-captioned case (the “Reorganized Debtor”) and The System Group, Inc. (“Claimant,” and together with the Reorganized Debtor, the “Parties”), respectfully submit this proposed stipulation and agreed order (“Stipulation”) for the resolution and allowance of Claim No. 2843.

RECITALS

WHEREAS, on June 10, 2013 (the “Petition Date”), Exide Technologies (the “Debtor”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) initiating the above-captioned chapter 11 case (“Case”). The Debtor operated its businesses as debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code;

WHEREAS, on June 18, 2013, the United States Trustee for the District of Delaware appointed an Official Committee of Unsecured Creditors (the “Creditors’ Committee”) in the Case pursuant to section 1102 of the Bankruptcy Code;

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.

WHEREAS, on September 13, 2013, this Court entered the *Order (I) Establishing Deadlines For (A) Submitting Proofs Of Claim And (B) Requests For Payment Under Bankruptcy Code Section 503(b)(9), (II) Approving The Form And Manner For Submitting Such Proofs Of Claim And Requests For Payment, And (III) Approving Notice Thereof* [Docket No. 696] (the “Bar Date Order”), which established October 31, 2013 as the General Bar Date;

WHEREAS, on March 27, 2015, the Bankruptcy Court entered an order (“Confirmation Order”) confirming the Fourth Amended Plan of Reorganization of Exide Technologies [Docket No. 3423] (the “Plan”);²

WHEREAS, on April 30, 2015, the Debtor substantially consummated the Plan (“Effective Date”), and the Debtor emerged from chapter 11 as the Reorganized Debtor. Pursuant to Article 15.8 of the Plan, the Creditors’ Committee was dissolved on the Effective Date and Peter Kravitz of Province Inc. was appointed as GUC Trust Trustee;

WHEREAS, on October 31, 2013, Claimant filed a proof of claim designated as Claim No. 2843 (the “Claim”) asserting an administrative expense claim pursuant to 11 U.S.C. § 503(b)(9) in the amount of \$33,153.97, plus a general unsecured claim in the amount of \$97,542.79, for goods and services provided to the Debtor;

WHEREAS, on September 12, 2014, the Reorganized Debtor filed the *Debtor’s (Substantive) Twelfth Omnibus Objection Pursuant To Bankruptcy Code Section 502(b), Bankruptcy Rule 3007, And Local Rule 3007-1 To Certain (I) No Liability Claims; (II) Misclassified Claims, and (III) Reduce and Allow Claims.* [Docket No. 2261] (the “Twelfth Omnibus Claims Objection”);

² Capitalized terms not defined herein shall have the definitions ascribed to them in the Plan.

WHEREAS, in the Twelfth Omnibus Claims Objection, the Debtor disputed that any portion of the Claim was entitled to administrative priority, but did not dispute the total amount of the Claim;

WHEREAS, on September 26, 2014, the Claimant filed a response to the Twelfth Omnibus Objection and asserted that the Claim should be allowed as filed [Docket No. 2338];

WHEREAS, the Parties have conferred and have agreed that the Claim should be reclassified and allowed as administrative expense claim entitled to priority pursuant to 11 U.S.C. § 503(b)(9) in the fixed amount of \$17,500.00 and as a general unsecured claim in the amount of \$113,196.76.

WHEREAS, each of the Parties agree to bear their own costs and expenses, including attorneys' fees, arising out of the matters related to the Claim and this Stipulation.

NOW, THEREFORE, in consideration of the promises and mutual covenants contained herein, it is stipulated and agreed to by and between the Parties, as follows:

STIPULATION

1. The recitals and paragraphs set forth above are hereby incorporated in full, and made a part of, this Stipulation.
2. The Claim (i.e., Claim No. 2843) is hereby (a) allowed as an administrative expense claim pursuant to 11 U.S.C. § 503(b)(9) in the fixed amount of \$17,500.00 (the "Allowed 503(b)(9) Claim") and (b) reclassified and allowed as a Class D - General Unsecured Claim in the fixed amount of \$113,196.76 (the "Allowed Unsecured Claim," and together with the Allowed 503(b)(9) Claim, the "Allowed

Claims”).

3. This Stipulation fully and finally resolves Claim No. 2843.

4. Except for the Allowed Claims, Claimant hereby waives and is forever barred, estopped, and enjoined from asserting any pre-Effective Date claims against the (a) Debtor and its property, (b) Reorganized Debtor and its property, and (c) the GUC Trust and its property.

5. Nothing in this Stipulation or in the Reorganized Debtor’s allowance of the Claim modifies, or is meant to modify, any of the terms of the Plan. In the event of any conflict between this Stipulation and the Plan, the provisions of the Plan will control.

6. Neither this Stipulation nor any negotiations and writings in connection with this Stipulation shall in any way be construed as or deemed to be evidence of or an admission on behalf of any party regarding any claim or right that such party may have against the other party.

7. This Stipulation constitutes the entire agreement between the Parties and supersedes any prior negotiations and agreements between the Parties, whether written or oral, concerning the subject matter hereof. This Stipulation may not be modified except in writing duly executed by the Parties or their authorized representatives.

8. This Stipulation shall inure to the benefit of the Parties hereto and their predecessors, successors, assigns and affiliates.

9. Each of the Parties to this Stipulation represents and warrants that: (a) he, she, or it has the necessary power and authority to execute and deliver this Agreement, individually or in the capacity in which such Party executes this Stipulation; and (b) this Stipulation (i) has been approved by all proper corporate and other organizational

authority required for such Stipulation, and (ii) constitutes a valid and binding obligation of such Party, enforceable in accordance with its terms and conditions.

10. The terms and provisions of this Stipulation shall be deemed severable, so that if any term or provision herein is deemed invalid or unenforceable, that term or provision shall be deemed deleted or modified so as to be valid and enforceable to the fullest extent permitted by applicable law.

11. The Parties hereby agree and acknowledge that they have each had a full opportunity to consult with any individual or entity and to review any materials that it desired to review in connection with the consideration and evaluation of this Stipulation. The Parties represent and acknowledge that, in executing this Stipulation, they do not rely and have not relied upon any representation or statement made by any Party or any of their agents, shareholders, representatives or attorneys, with regard to the subject matter, basis or effect of this Stipulation or otherwise, other than as specifically stated in this Stipulation. The Parties further acknowledge that, in making this Stipulation, they rely entirely upon their own judgment, beliefs and interest and the advice of their counsel (where applicable and for whose expense each shall be solely responsible) and that they have had a reasonable period of time to consider this Stipulation. The Parties agree that each Party has reviewed this Stipulation and that each fully understands and voluntarily accepts all the provisions contained in this Stipulation. This Stipulation, therefore, shall not be construed against any Party on the basis that the Party was the drafter.

12. The Parties acknowledge and agree that the Bankruptcy Court shall have exclusive jurisdiction to hear and determine any claims or disputes between the Parties with respect to this Stipulation.

13. This Stipulation may be executed in any number of counterparts and by facsimile or electronic transmission, each of which shall be an original, with the same effect as if the signatures hereto were upon the same document.

AGREED TO AND APPROVED:

Dated: 1/31, 2019

/s/ Allen J. Guon

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