

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

In re:)
) Chapter 11
EXIDE TECHNOLOGIES,)
) Case No. 13-11482 (KJC)
Reorganized Debtor.)
)

Objection Deadline: February 22, 2019 at 4:00 p.m. (ET)
Hearing Date: March 19, 2019 at 11:30 a.m. (ET)

REORGANIZED DEBTOR’S MOTION TO EXTEND TIME TO OBJECT TO CLAIMS

Exide Technologies (the “Reorganized Debtor” or “Exide”), by and through its undersigned counsel of record, hereby moves (the “Motion”) this Court for entry of an order extending the time by which the Reorganized Debtor may object to certain Claims.¹ In support of this Motion, the Reorganized Debtor respectfully represents as follows:

Jurisdiction

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief sought herein are sections 102, 105 and 1142(a) of title 11 of the United States Code (the “Bankruptcy Code”) and Del. Bankr. L.R. 9013-1.

3. Pursuant to Rule 9013-1(f) of the Local Rules for the United States Bankruptcy Court for the District of Delaware, the Reorganized Debtor consents to the entry of a final

¹ Capitalized terms not defined herein are as defined in the Fourth Amended Plan of Reorganization of Exide Technologies, dated March 27, 2015 (the “Plan”).

judgment or order with respect to the Motion if it is determined that this Court would lack Article III jurisdiction to enter such final order or judgment absent the consent of any parties.

Background

A. The Chapter 11 Case

4. On June 10, 2013 (the “Petition Date”), the former debtor and debtor-in possession (the “Debtor”) commenced a case by filing a petition for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Case”). The Debtor continued to operate its business and manage its property as a debtor and a debtor in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. On June 18, 2013, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors in the Chapter 11 Case pursuant to Bankruptcy Code section 1102. No trustee has been appointed in the Chapter 11 Case.

5. On February 4, 2015, this Court entered an Order (A) Approving the Adequacy of the Debtor’s Disclosure Statement with Respect to the Plan of Reorganization of Exide Technologies; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtor’s Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto (D.I. 3092) (the “Solicitation Procedures Order”). The Solicitation Procedures Order, among other things, (a) approved the adequacy of the Second Amended Disclosure Statement With Respect to the Second Amended Plan of Reorganization of Exide Technologies (D.I. 3095) (the “Disclosure Statement”) and (b) authorized Exide to solicit acceptances or rejections of the Plan.

6. On March 27, 2015, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered the Findings of Fact, Conclusions of Law and Order Confirming Fourth Amended Plan of Reorganization of Exide Technologies (D.I. 3423) (the “Confirmation Order”), which, among other things, confirmed the Plan.

7. On April 30, 2015, the Debtor substantially consummated the Plan (the “Effective Date”). The Reorganized Debtor has emerged from chapter 11 as Exide Technologies.

8. Articles VII.7.7 and X.10.2 of the Plan provide, in relevant part, that the Reorganized Debtor retains responsibility for administering, objecting to and resolving most Claims, administering the claims register and for costs associated with Claim reconciliation. (Art. VII.7.7 and X.10.2.) The Reorganized Debtor is also to consult with the GUC Trust in connection with the Claims resolution process, with the GUC Trust to bear the cost and resolve Claims under certain conditions. (*See e.g.* Art. VII.7.7 and Ex. 7.1, Exide Creditors’ Liquidating Trust Agreement, at Article III.3.12.) Article X.10.3 of the Plan specifically provides that:

[u]nless otherwise extended by the Bankruptcy Court, any objections to Claims (other than Administrative Claims) shall be served and filed on or before the Claims Objection Deadline (or such other date as may be established by the Bankruptcy Court upon request of the Reorganized Debtor and without further notice to parties-in-interest).

(Art. X.10.3.) Further, Article I.1.B.1.33 of the Plan defines the “Claims Objection Deadline” as “the first Business Day that is at least one year after the Effective Date . . . or . . . such later date as may be established by the Bankruptcy Court upon request of the Reorganized Debtor without further notice to parties-in-interest.” (Art. I.B.1.33.) Therefore, on the Effective Date, the Claims Objection Deadline was Monday, May 2, 2016.

9. Through a series of order entered on March 14, 2016 (D.I. 4651), October 17, 2016 (D.I. 4718), April 10, 2017 (D.I. 4774), August 28, 2017 (D.I. 4835), February 8, 2018 (D.I. 4976) and August 22, 2018 (D.I. 5065), the Court extended the Claims Objection Deadline through and including March 27, 2019.

The Motion and Request for Relief

10. Over 4,100 proofs of claim were filed in this Chapter 11 Case in the total amount of approximately \$10.785 billion.² To date, the Reorganized Debtor and the GUC Trustee have filed thirty-two (32) omnibus claims objections containing over 1,900 individual objections to Claims and has consensually resolved numerous other Claims. The Reorganized Debtor has been actively reviewing, reconciling and resolving a significant number of Claims without the need for formal objection, as provided in the Plan. Through the Reorganized Debtor's, the GUC Trust's and each of their professionals' efforts, approximately 3,100 Claims have been reviewed, reconciled and resolved, reducing the total amount of outstanding Claims by over \$6.4 billion.

11. However, despite this substantial progress, the Reorganized Debtor requires additional time to review and resolve the approximately 65 remaining Claims.³

12. Accordingly, the Reorganized Debtor seeks the entry of an order extending the Claims Objection Deadline for approximately 180 days, through and including September 27, 2019.

13. The requested extension will provide the Reorganized Debtor and the GUC Trust with the necessary time to continue to evaluate the Claims filed against the estate, prepare and file additional objections to the remaining Claims and, where possible, consensually resolve Claims.

² The total number of proofs of claim filed in the Chapter 11 Case includes the approximately 970 Vernon Tort Claims that the Vernon Tort Claims Trustee is responsible for administering, reconciling and resolving. (See Plan at Art. VIII and Ex. 8.1.) This amount only includes liquidated proofs of claim. Approximately 1,625 proofs of claim were filed as unliquidated, and therefore are not included in the \$10.785 billion amount.

³ The amount of remaining Claims consists of those Claims that have not been paid, allowed, objected to, or identified as a Claim that will be objected to or identified as late-filed.

The Reorganized Debtor requests that the entry of such order be without prejudice to its right to seek further extensions of the time within which to object to Claims.

Notice

14. Notice of the Motion has been given to: (i) the Office of the United States Trustee; (ii) the GUC Trust Trustee; and (iii) all parties entitled to notice pursuant to Bankruptcy Rule 2002. The Reorganized Debtor submits, and the Plan expressly provides, that no other or further notice need be provided. (Art. I.1.B.1.33 and X.10.3.)

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Conclusion

WHEREFORE, the Reorganized Debtor respectfully requests that this Court enter an order, substantially in the form attached hereto as Exhibit A, (i) extending the Claims Objection Deadline to and including September 27, 2019; and (ii) granting such other and further relief as may be just and proper.

Dated: February 8, 2019

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Special Conflicts Counsel for the Reorganized Debtor

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

In re:)
) Chapter 11
EXIDE TECHNOLOGIES,)
) Case No. 13-11482 (KJC)
Reorganized Debtor.)
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Objection Deadline: February 22, 2019 at 4:00 p.m. (ET)
Hearing Date: March 19, 2019 at 11:30 a.m. (ET)

**NOTICE OF THE REORGANIZED DEBTOR'S
MOTION TO EXTEND TIME TO OBJECT TO CLAIMS**

PLEASE TAKE NOTICE that the reorganized debtor in the above-captioned bankruptcy case (the "Reorganized Debtor") filed today the attached **Reorganized Debtor's Motion to Extend Time to Object to Claims** ("Motion"). A copy of the Motion is attached hereto.

PLEASE TAKE FURTHER NOTICE that a hearing on the Motion will be held on **March 19, 2019 at 11:30 a.m. (Eastern Time)** before the Honorable Kevin J. Carey, United States Bankruptcy Judge for the District of Delaware, in the United States Bankruptcy Court for the District of Delaware, 5th Floor, Courtroom 5, 824 North Market Street, Wilmington, Delaware 19801 ("Hearing").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion or the relief requested therein must be made in writing, filed with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), 824 Market Street, Wilmington, Delaware 19801, and served so as to be received by the following parties no later than **February 22, 2019 at 4:00 p.m. (Eastern Time)**:

(i) the Reorganized Debtor, Exide Technologies, 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004, Attn: Keith Scott;

(ii) special conflicts counsel to the Reorganized Debtor, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, Delaware 19801, Attn: James E. O'Neill;

(iii) counsel to the Reorganized Debtor, Fox Rothschild LLP, LLC, 321 N. Clark St. Suite 800, Chicago, Illinois 60654, Attn: Allen Guon;

(iv) the Office of the United States Trustee for the District of Delaware, Office of the United States Trustee, Room 2207, Lockbox 35, 844 North King Street, Wilmington, Delaware 19801, Attn: Mark S. Kenney, Esq.;

(v) the GUC Trust Trustee, Peter S. Kravitz, Province Inc., 9209 Canwood Street, Suite 210, Agoura Hills, CA 91301; and

(vi) counsel to the GUC Trustee, Dana P. Kane of Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178.

Only objections timely received will be considered by the Bankruptcy Court at the Hearing.

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PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED AND RECEIVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THE RELIEF REQUESTED IN THE MOTION MAY BE GRANTED WITHOUT FURTHER NOTICE OR HEARING.

Dated: February 8, 2019

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Special Conflicts Counsel for the Reorganized Debtor

EXHIBIT A

(Proposed Order)

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

In re:)
) Chapter 11
EXIDE TECHNOLOGIES,)
) Case No. 13-11482 (KJC)
Reorganized Debtor.)
) Related Docket No. ____

**ORDER GRANTING REORGANIZED DEBTOR'S
MOTION TO EXTEND TIME TO OBJECT TO CLAIMS**

Upon consideration of the motion (the "Motion")¹ of the above-captioned reorganized debtor ("Exide" or the "Reorganized Debtor") for entry of an order (this "Order") extending the time by which the Reorganized Debtor and the GUC Trust have authority to object to Claims; and upon consideration of the Motion having been given; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of the proceeding and this Motion are proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice having been given; and no further notice being required; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, that the relief sought in the Motion is granted; and it is further

ORDERED, that the Claims Objection Deadline by which the Reorganized Debtor and GUC Trust must object to Claims is extended to and including September 27, 2019; and it is further

ORDERED, that nothing in this Order shall prejudice the Reorganized Debtor's right to seek further extensions of the Claims Objection Deadline from this Court; and it is further

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

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: _____, 2019

Honorable Kevin J. Carey
United States Bankruptcy Judge