

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

In re:

EXIDE TECHNOLOGIES,

Reorganized Debtor.<sup>1</sup>

Chapter 11

Case No. 13-11482 (MFW)

Ref. D.I. 5207, 5213

**CERTIFICATION OF COUNSEL REGARDING  
PROPOSED SCHEDULING ORDER**

I, Maris J. Kandestin, an attorney with DLA Piper LLP (US), as counsel to Exide Technologies (the “Reorganized Debtor”) in the above-captioned chapter 11 case, hereby certify the following:

1. On August 7, 2019, the Reorganized Debtor filed the *Emergency Motion for Entry of an Order (I) Enforcing the Discharge and Plan Injunction Under the Confirmation Order and the Confirmed Plan of Reorganization and (II) Deeming the July 19, 2019 Letter of the State of California Department of Toxic Substances Control to be Void Ab Initio* [D.I. 5207]<sup>2</sup> (the “Emergency Motion”).

2. On August 7, 2019, the Reorganized Debtor filed the *Motion of the Reorganized Debtor for Entry of an Order Shortening Notice and Objection Periods in Connection with the Reorganized Debtor’s Emergency Motion for Entry of an Order (I) Enforcing the Discharge and Plan Injunction Under the Confirmation Order and the Confirmed Plan of Reorganization and (II)*

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms not otherwise defined in this Certification of Counsel have the meanings ascribed to them in the Emergency Motion.

*Deeming the July 19, 2019 Letter of the State of California Department of Toxic Substances Control to be Void Ab Initio* [D.I. 5208] (the “Motion to Shorten”).

3. On August 7, 2019, the Court entered the *Order Shortening Notice and Objection Periods in Connection with the Reorganized Debtor’s Emergency Motion for Entry of an Order (I) Enforcing the Discharge and Plan Injunction Under the Confirmation Order and the Confirmed Plan of Reorganization and (II) Deeming the July 19, 2019 Letter of the State of California Department of Toxic Substances Control to be Void Ab Initio* [D.I. 5213] (the “Order Shortening Time”), through which the Court scheduled a hearing to consider scheduling with respect to the Emergency Motion (the “Scheduling Hearing”).

4. On August 12, 2019, the Court held the Scheduling Hearing and directed the parties to confer on a scheduling order reflecting the deadlines to which the parties agreed at the Scheduling Hearing.

5. Attached hereto as **Exhibit A** is a proposed scheduling order (the “Proposed Scheduling Order”), which was negotiated between the Reorganized Debtor and the State of California Department of Toxic Substances Control (the “DTSC”). The DTSC has reviewed the Proposed Scheduling Order and does not object to the Court’s entry of same.

WHEREFORE, the Reorganized Debtor respectfully requests that the Proposed Scheduling Order, as attached hereto as **Exhibit A**, be entered at the Court's earliest convenience.

Dated: August 23, 2019  
Wilmington, Delaware

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**EXHIBIT A**

**Proposed Scheduling Order**

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

In re:

EXIDE TECHNOLOGIES,

Reorganized Debtor.<sup>1</sup>

Chapter 11

Case No. 13-11482 (MFW)

Ref. D.I. 5207, 5213

**AGREED SCHEDULING ORDER**

To promote the efficient and expeditious disposition of the Reorganized Debtor's *Emergency Motion for Entry of an Order (I) Enforcing the Discharge and Plan Injunction Under the Confirmation Order and the Confirmed Plan of Reorganization and (II) Deeming the July 19, 2019 Letter of the State of California Department of Toxic Substances Control to be Void Ab Initio* [D.I. 5207]<sup>2</sup> (the "Emergency Motion"); and in consideration of the *Order Shortening Notice and Objection Periods in Connection With Reorganized Debtor's Emergency Motion for Entry of an Order (I) Enforcing the Discharge and Plan Injunction Under the Confirmation Order and the Confirmed Plan of Reorganization and (II) Deeming the July 19, 2019 Letter of the State of California Department of Toxic Substances Control to be Void Ab Initio* [D.I. 5213] (the "Order Shortening Time"); the parties request that the below agreed scheduling order (the "Scheduling Order") be entered.

IT IS ORDERED that:

1. The State of California Department of Toxic Substances Control (the "DTSC") may file an objection to the Emergency Motion on or before **September 20, 2019 at 4:00 p.m. (EST)**.

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms not otherwise defined in this Scheduling Order have the meanings ascribed to them in the Emergency Motion or the Order Shortening Time (as defined below).

2. The Reorganized Debtor may file a response to the objection on or before **October 4, 2019 at 4:00 p.m. (EST)**.

3. The DTSC and the Reorganized Debtor shall serve their respective pleadings upon each other by electronic mail and by overnight mail on the same date as their respective filings.

4. A hearing on the Emergency Motion shall be held on **October 16, 2019 at 11:30 a.m. (EST)** before the Honorable Mary F. Walrath, United States Bankruptcy Judge, in Courtroom #4 at 824 North Market Street, 5th Floor, Wilmington, Delaware 19801.

5. Paragraph numbered “4” of this Court’s Order Shortening Time is superseded by this paragraph. For the purpose of maintaining the status quo pending a ruling on the Reorganized Debtor’s Emergency Motion, except as set forth in Paragraph 7 of this Scheduling Order, all obligations or deadlines that are or may become due under the 2014 Stipulation and Order and, to the extent applicable, the CACO, including the deadlines referenced in the Emergency Motion and *Motion of the Reorganized Debtor for Entry of an Order Shortening Notice and Objection Periods in Connection With Reorganized Debtor’s Emergency Motion for Entry of an Order (I) Enforcing the Discharge and Plan Injunction Under the Confirmation Order and the Confirmed Plan of Reorganization and (II) Deeming the July 19, 2019 Letter of the State of California Department of Toxic Substances Control to be Void Ab Initio* (“Motion for an Order Shortening Time”) (collectively, the “Response Deadlines”), are hereby tolled and extended until such time as the Court is able to enter a final order on the Emergency Motion (the “Tolling Period”); however, the tolling and extension shall not apply to the DTSC’s and the Reorganized Debtor’s ongoing responsibilities and obligations respecting the Vernon Facility on-site closure process, including obligations and deadlines in connection therewith, the on-site corrective action obligations and deadlines, or routine environmental monitoring, routine maintenance, or permit

compliance (to the extent such routine monitoring, maintenance, or permit compliance supports the on-site closure and on-site corrective action processes) (collectively, the “On-Site Work”). For example, the tolling and extension provided in this Paragraph and in Paragraph 4 of the Order Shortening Time does not apply to: (1) any approvals the Reorganized Debtor obtained from the DTSC respecting the On-Site Work prior to the entry of this Scheduling Order, and (2) any agreements reached between the parties respecting the On-Site Work prior to the entry of this Scheduling Order. Notwithstanding the foregoing but subject to paragraph 7 below, the DTSC may address and object to the tolling provisions in this Scheduling Order and in the Order Shortening Time (the “Tolling Provisions”) in its objection to Exide’s Emergency Motion and nothing herein shall be construed as a limitation or waiver of the DTSC’s right to do so.

6. If the DTSC believes any Response Deadline is not tolled pursuant to Paragraph 5 of this Scheduling Order, the DTSC shall cause written notice of such deadline to be provided to the Reorganized Debtor’s counsel of record in this proceeding via electronic mail and overnight mail at least fourteen (14) calendar days before the occurrence of such Response Deadline. If such a Response Deadline arises fewer than fourteen (14) calendar days following entry of this Scheduling Order, the DTSC shall provide the Reorganized Debtors’ counsel of record in this proceeding notice of any such Response Deadline via electronic mail and overnight mail within three (3) court days of the entry of this Scheduling Order. If the parties dispute the tolling of any such Response Deadline, the parties shall meet and confer in good faith to resolve the dispute and, if unable to resolve the dispute, the Court shall resolve such dispute at the Court’s earliest opportunity or in conjunction with the hearing on the Emergency Motion.

7. Notwithstanding DTSC’s right to object to the Tolling Provisions, the parties may act in reliance on the Tolling Provisions during the Tolling Period without prejudice to their rights,

claims, defenses, and arguments. In particular, in the event the DTSC successfully challenges the Tolling Provisions in any respect, neither party shall assert that the other party has waived any of its rights by acting (or refraining from acting) in reliance on the Tolling Provisions and the DTSC shall not assess penalties or take any other adverse action against Exide for an alleged failure during the Tolling Period to meet any obligations or deadlines that were previously tolled under the Tolling Provisions.

8. Except as otherwise stated herein, this Scheduling Order may be modified only by consent of the parties with the approval of the Court or by the Court upon written motion for good cause shown.

9. Nothing herein is intended to or shall be construed as a waiver of the DTSC's and the Reorganized Debtor's rights, defenses, and arguments in relation to the Emergency Motion; *provided, however*, that nothing in this Paragraph 9 shall impact the effect of Paragraph 7 of this Scheduling Order.

10. The Court shall retain jurisdiction over all matters arising under this Scheduling Order.