

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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 Debtor.¹ : Related Docket No. 5
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INTERIM ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a), 363, 507(a), 541, 1107(a), AND 1108 AND BANKRUPTCY RULES 6003 AND 6004, (I) AUTHORIZING, BUT NOT DIRECTING, THE DEBTOR TO PAY PREPETITION EMPLOYEE OBLIGATIONS; (II) AUTHORIZING, BUT NOT DIRECTING, THE DEBTOR TO CONTINUE CERTAIN EMPLOYEE BENEFIT PROGRAMS IN THE ORDINARY COURSE; AND (III) AUTHORIZING, BUT NOT DIRECTING, APPLICABLE BANKS AND FINANCIAL INSTITUTIONS TO HONOR PREPETITION CHECKS FOR PAYMENT OF THE PREPETITION EMPLOYEE OBLIGATIONS

Upon consideration of the motion (the “Motion”)² of the above captioned debtor and debtor in possession (the “Debtor”) for entry of the Interim Order and the Final Order, under Bankruptcy Code sections 363, 507(a)(4), 507(a)(5), 541, 1107(a), and 1108 and Bankruptcy Rules 6003 and 6004, (i) authorizing, but not directing, the Debtor, *inter alia*, to pay prepetition wages, salaries, commissions, incentive program payments, employee benefits, and reimbursable expenses; (ii) authorizing, but not directing, the Debtor to continue on a postpetition basis the maintenance of any or all employee benefit programs in the ordinary course in accordance with prepetition practices; (iii) authorizing, but not directing, the applicable banks and financial institutions to honor all related checks and electronic payment requests authorized pursuant to this Motion in accordance with this Interim Order provided that sufficient funds are available in

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.

the applicable accounts to make payments; and (iv) granting related relief as further described herein; and upon the First Day Declaration; and this Court having found that it has jurisdiction over this matter under 28 U.S.C. § 157 and 1334; and this Court having found this is a core proceeding under 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding and the Motion in this District is proper under 28 U.S.C. § 1408 and 1409; and the Debtor having provided due and sufficient notice of the Motion 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 necessary to avoid immediate and irreparable harm to the Debtor; and it appearing that the relief requested by the Motion is in the best interests of the Debtor, its estate, its creditors, and other parties in interest; and after due deliberation thereon and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED as set forth herein.
2. The final hearing on the Motion is set for July 11, 2013 at 10:00 a.m. (Eastern Time). Any objections or responses to the entry of the proposed Final Order shall be filed and served upon proposed counsel for the Debtor so as to be received by 4:00 p.m. (Eastern Time) on or before seven (7) days before the final hearing.
3. The Debtor is authorized, but not directed, in its sole discretion, to pay and honor certain Unpaid Compensation as and when such obligations are due; provided however, that prior to the entry of the Final Order granting the relief requested in the Motion, no Employee may receive payment of amounts in excess of the limits provided for by Bankruptcy Code sections 507(a)(4) or 507(a)(5), pursuant to this Interim Order.
4. The Debtor is authorized, but not directed, in its sole discretion, to pay and

honor prepetition obligations to Industrial Agencies as and when they are due.

5. The Debtor is authorized, but not directed, in its sole discretion, to pay and honor prepetition obligations that have accrued under the Employee Benefit Programs, including, but not limited to, Health Benefits, Employee Insurance Benefits, the Other Employee Benefits, and the Retirement Benefits, and to continue the Employee Benefit Programs on a postpetition basis in the ordinary course and in accordance with its prepetition practices.

6. The Debtor is authorized, but not directed, in its sole discretion, to remit all Employer Withholdings to the appropriate third parties, as and when such obligations are due.

7. The Debtor is authorized, but not directed, in its sole discretion, to pay and honor its obligations under the Plant Level Incentive Program and the Union Compensation Programs, and to continue such Non-Insider Compensation Programs on a postpetition basis in the ordinary course and in accordance with its prepetition practices.

8. The Debtor is authorized, but not directed, in its sole discretion, to continue to honor its obligations, in the ordinary course of business and consistent with its past practice, relating to its various Union Compensation Programs.

9. The Debtor is authorized, but not directed, in its sole discretion, to make prepetition contributions and pay any prepetition amounts, including any premiums and claim amounts, associated with the Employee Benefits for current and certain former Employees (including, without limitation, Health Benefits, Employee Insurance Benefits, Flexible Spending Accounts, Employee Vehicle Benefit Program, and Retirement Benefits) and to continue the Employee Benefits and Health Plans on a postpetition basis in the ordinary course and in accordance with its prepetition practices.

10. Former Employees shall retain the right to coverage under the Debtor's

Health Plans in accordance with the requirements of COBRA, and the Debtor is authorized, but not directed, to pay any portion of the amounts due under the Health Plans with respect to such Employees.

11. The Debtor is authorized, but not directed, in its sole discretion, to make prepetition contributions and pay any prepetition amounts, including any premiums and claim amounts, associated with the Canadian Employee Benefits for current and certain former Canadian Employees and to continue the Canadian Employee Benefits on a postpetition basis in the ordinary course and in accordance with its prepetition practices.

12. The Debtor is authorized, but not directed, in its sole discretion, to pay prepetition Employee Expense Obligations and to continue such policies for business-related expenses, including the Relocation Assistance Program, on a postpetition basis in the ordinary course and in accordance with its prepetition practices.

13. The Debtor is authorized, but not required, to continue to honor all obligations to the Union Employees under the terms of the existing CBAs.

14. The Debtor is authorized, but not directed, in its sole discretion, to honor, continue, and modify, in the ordinary course, its Employee Benefit Programs.

15. All applicable banks and other financial institutions are authorized, but not directed, (a) to receive, process, honor, and pay all such checks and electronic payment requests authorized pursuant to this Interim Order, provided that sufficient funds are available in the applicable accounts to make the payments, and (b) to rely on the Debtor's direction to pay amounts in accordance with this Interim Order provided that sufficient funds are available in the applicable accounts to make the payments without any duty of further inquiry and without liability for following the Debtor's instructions.

16. 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 Employee or other third party.

17. Nothing in the Motion or this Interim Order shall be construed as impairing the Debtor's right to contest the validity, priority, or amount of any Prepetition Employee Obligations allegedly due or owing, and all of the Debtor's rights with respect thereto are hereby reserved.

18. Any party receiving payment from the Debtor is authorized and directed to rely upon the representations of the Debtor as to which payments are authorized by this Interim Order.

19. Nothing in the Motion or this Interim Order or the relief granted (including any actions taken or payments made by the Debtor pursuant to the relief) shall (a) be construed as a request for authority to assume any executory contract under Bankruptcy Code section 365; (b) waive, affect, or impair any of the Debtor's rights, claims, or defenses, including, but not limited to, those arising from Bankruptcy Code section 365, other applicable law, and any agreement; (c) grant third-party beneficiary status or bestow any additional rights on any third party; or (d) be otherwise enforceable by any third party.

20. To the extent there is any inconsistency between the terms of the interim or final order approving the Debtor's proposed postpetition financing, if and when entered, and this Interim Order, the terms of the interim or final order approving the proposed postpetition financing, as applicable, shall govern.

21. Authorizations given to the Debtor in this Interim Order empower but do not direct the Debtor to effectuate the payments specified herein.

22. The Debtor is authorized, but not directed, to take all actions necessary to effectuate the relief granted pursuant to this Interim Order in accordance with the Motion.

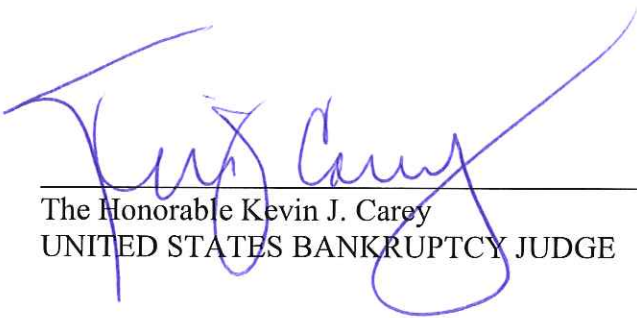
23. No provision of this Interim Order shall be construed as authority to make any payment which is subject to the provisions of Bankruptcy Code section 503(c).

24. The Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested is necessary to avoid immediate and irreparable harm.

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

26. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Interim Order.

Dated: Wilmington, Delaware
June 11, 2013



The Honorable Kevin J. Carey
UNITED STATES BANKRUPTCY JUDGE