

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

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| IN RE: | § | Case No. 13-11482 -KJC |
| | § | Chapter 11 |
| EXIDE TECHNOLOGIES | § | |
| | § | Final Hearing: July 11, 2013 at 10:00 a.m. |
| Debtor. | § | Relates to Dkt. 17 and 79 |

**JOINDER BY THE CITY OF FRISCO, TEXAS IN THE
TEXAS COMMISSION ON ENVIRONMENTAL QUALITY'S OBJECTION
TO DEBTOR'S MOTION FOR INTERIM AND FINAL ORDERS (I) AUTHORIZING
DEBTOR (A) TO OBTAIN POST-PETITION FINANCING PURSUANT TO 11 U.S.C. §§
105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), AND 364(e) AND (B) TO UTILIZE
CASH COLLATERAL PURSUANT TO 11 U.S.C. § 363, (II) GRANTING ADEQUATE
PROTECTION TO PRE-PETITION SECURED PARTIES PURSUANT TO 11 U.S.C. §§
361, 362, 363 AND 364 AND (III) SCHEDULING FINAL HEARING PURSUANT TO
BANKRUPTCY RULES 4001(b) AND (c)**

Comes now the City of Frisco, Texas ("Frisco") and Joins in the Texas Commission on Environmental Quality ("TCEQ"), Objection [Dkt. # 240] (the "Objection") to the Debtor's Motion styled "Motion for Interim and Final Orders (I) Authorizing Debtor (A) to Obtain Post-petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), and 364(e) and (B) to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363, (II) Granting Adequate Protection to Pre-petition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364 and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c)" ("the Motion") (Dkt. 17).

1. Frisco, for the reasons set forth in the Objection, also asserts that the Motion is overreaching. Frisco further joins in the Objection to the extent that the Motion seeks to limit the Debtor's ongoing or future environmental obligations at the Debtor's facility in Frisco, Texas,

including those obligations imposed by the Debtor's active permits, any existing environmental orders, by the written agreements in existence between the Debtor and Frisco, by the Debtor's status as the owner or operator of any facility, or by the Debtor's participation in the Voluntary Cleanup Program with the TCEQ.

2. In connection with the Objection, Frisco also requests that the language proposed by the TCEQ be added to any Order approving the Motion.

3. Frisco also joins in the TCEQ Objection that Section 506(c) waivers should be inapplicable to preclude the Debtor, in its capacity as the trustee, to seek reimbursement on behalf of governmental units which have expended taxpayer funds to satisfy the Debtor's obligations pursuant to 28 U.S.C. § 959(b) on lands forming any part of the collateral of the secured lenders. This carved out of the Section 506(c) waiver is necessary to protect against the lenders receiving a windfall for those expenses associated with the environmental cleanup of the lender's collateral at taxpayer expense. In connection with such objection, Frisco requests that the language proposed by the TCEQ relating to the proposed Section 506(c) waiver be added to any Order approving the Motion to allow the Debtor, in its capacity as trustee, to assert a Section 506(c) claim on behalf of any governmental unit which has expended funds to satisfy the Debtor's obligations pursuant to 28 U.S.C. § 959(b) on collateral held by such lender.

4. Finally, Frisco joins in the TCEQ Objection that the appointment of a Trustee under Chapter 7 or Chapter 11 of the Bankruptcy Code, or a responsible officer or an Examiner to be deemed to be an "Event of Default" under the proposed Credit Agreement thereby subjecting the Debtor's property to potential foreclosure.

WHEREFORE, the City of Frisco, Texas respectfully requests that the Court sustain the Objections of the Texas Commission on Environmental Quality to the Motion to which the City of Frisco joins and to include the requested language into any Final Order approving the Motion and for such other relief as is just and proper.

Respectfully submitted,

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ATTORNEYS FOR THE CITY OF FRISCO, TEXAS

CERTIFICATE OF SERVICE

I certify that a true and correct copy of the foregoing Objection was served on all parties who receive notice by the Court's Electronic Filing System on July 3, 2013 and that a copy was sent by first class mail, postage prepaid, to the parties listed below on July 3, 2013.

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