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**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**

DAVID M. LORITZ, Individually
and On Behalf Of All Others
Similarly Situated,

Plaintiff,

vs.

EXIDE TECHNOLOGIES, et al.

Defendants.

Master File No. 2:13-cv-02607-SVW-E

CLASS ACTION

**SETTLEMENT
DISTRIBUTION ORDER**

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1 WHEREAS, the above-captioned class action (the “Action”) was settled (the
2 “Settlement”), pursuant to the terms and conditions of the Stipulation of Settlement
3 (Dkt. No. 234-1) (the “Stipulation”), on behalf of: (a) all persons and entities who
4 purchased or otherwise acquired the common stock of Exide Technologies (“Exide”)
5 during the period from June 1, 2011 through May 24, 2013, inclusive; and (b) all
6 persons and entities who purchased or otherwise acquired in the secondary market
7 Exide’s 8 and 5/8% senior secured notes due 2018 pursuant and/or traceable to the
8 Company’s Form S-4/A Registration Statement effective August 12, 2011, during
9 the period from August 12, 2011 through November 9, 2012, inclusive, for
10 Plaintiffs’ claims under Sections 11 and 15 of the Securities Act of 1933. Excluded
11 from the Class are Defendants, all current and former directors and officers of Exide
12 during the Class Period, and any family member, trust, company, entity or affiliate
13 controlled or owned by any of the excluded persons and entities referenced above.
14 Also excluded from the Class are those proposed Class members who timely and
15 validly requested exclusion from the Class in accordance with the requirements set
16 forth in the Preliminary Approval Order signed by this Court on April 6, 2016 (Dkt.
17 No. 237).

18 WHEREAS, this Court held a hearing on the fairness of the terms and
19 conditions of the Settlement on June 6, 2016, at which time all Class members were
20 provided with an opportunity to be heard.

21 WHEREAS, the Final Judgment and Order of Dismissal (“Final Judgment”)
22 approved the Settlement, finding, *inter alia*, that the Settlement was fair, just,
23 reasonable and adequate to the Class and its members and that the Notice to the Class
24 satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure and
25 due process (Dkt. No. 247).

1 WHEREAS, this Court reserved jurisdiction, without affecting the finality of
2 the Final Judgment, over all matters relating to administration, consummation,
3 enforcement and interpretation of the Stipulation, the Settlement, and of the Final
4 Judgment, to protect and effectuate the Final Judgment, and for any other necessary
5 purpose. Final Judgment ¶21.

6 WHEREAS, Lead Counsel for Plaintiffs and the Class (“Lead Counsel”) and
7 their independent claims administrator, KCC, LLC (“KCC”), have now completed
8 all steps required for the administration, review, processing and validation of claims
9 set forth in the Stipulation, and have calculated, pursuant to the terms of the plan of
10 allocation set forth in the Stipulation and approved by this Court, the number of valid
11 and complete Proof of Claim forms submitted pursuant to the Notice for each
12 Claimant.

13 WHEREAS, Lead Counsel has applied to this Court for approval of the
14 distribution of the Settlement Fund pursuant to the terms and conditions of the
15 Stipulation.

16 WHEREAS, Lead Counsel and KCC have reported to this Court in Plaintiffs’
17 Memorandum of Law in Support of Unopposed Motion For Distribution of the Net
18 Settlement Fund and in the Declaration of Nashira McCoy In Support of Motion for
19 Order of Distribution of Net Settlement Fund (“McCoy Declaration”) on the
20 administration, review, processing, validation and calculation of claims, and have
21 provided a final report listing all valid and complete claims, and all rejected claims,
22 with the reason for each rejection.

23 WHEREAS, KCC has reviewed all Proof of Claim Forms received from
24 claimants and the supporting documentation for each Claim.

25 WHEREAS, KCC has received a total of 6,143 separate claims, 5,858 of
26 which were timely. Of the timely claims, KCC determined that 2,753 claims were
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1 valid and has accepted these claims. The total Recognized Losses for all timely valid
2 claims is: \$72,673,556.63. *See* Exhibit A(1) to the McCoy Declaration.

3 WHEREAS, Lead Counsel recommends that the timely claims be accepted
4 and approved by the Court.

5 WHEREAS, of the 285 untimely claims, KCC determined that seven-six (76)
6 claims were valid. Of these 76 untimely, but otherwise valid claims, KCC received
7 explanations from twenty-two (22) claimants providing reasons for the untimely
8 filing when submitting their claims after the filing deadline. Those twenty-two (22)
9 untimely but otherwise valid claims have total Recognized Losses of: \$552,313.61.
10 *See* Exhibit B(1) to the McCoy Declaration.

11 WHEREAS, Lead Counsel recommends that the Court accept these twenty-
12 two (22) untimely but otherwise valid claims, as the Claimants submitted the claims
13 shortly after the deadline and while claims were still being processed.

14 WHEREAS, the total Recognized Losses for all valid claims, including the
15 twenty-two (22) untimely claims, is \$73,225,870.24. *See* Exhibits A(1) and B(1) to
16 the McCoy Declaration.

17 WHEREAS, a total of 3,105 timely claims and 209 untimely claims were
18 rejected for one or more of the following reasons:

- 19 ○ No Recognized Loss calculated per the Plan of Allocation;
- 20 ○ No Eligible Transactions Listed in Proof of Claim;
- 21 ○ No Purchase(s) of Exide Securities During the Class Period;
- 22 ○ Duplicate Proof of Claim;
- 23 ○ Otherwise Defective;
- 24 ○ Withdrawn.

1 WHEREAS, all letters rejecting a claim in part or in its entirety for insufficient
2 documentation fully described the deficiency, requested additional documentation,
3 and provided directions to the claimant on how to cure the deficiency.

4 WHEREAS, Lead Counsel has moved this Court for approval of KCC's
5 determination and treatment of all valid and invalid claims.

6 WHEREAS, Lead Counsel has moved this Court for approval of the
7 distribution of the Net Settlement Fund pursuant to the terms and conditions of the
8 Stipulation.

9 WHEREAS, Lead Counsel has moved this Court for approval of the plan for
10 re-distribution and/or donation of any funds remaining in the Net Settlement Fund
11 following the distribution to Settlement Class members.

12 WHEREAS, Lead Counsel has moved this Court for approval to pay KCC's
13 requested remaining fees and costs of \$59,003.02 incurred and to be incurred in
14 connection with settlement administration.

15 WHEREAS, this Court has duly considered all the submissions presented with
16 respect to the foregoing.

17 GOOD CAUSE APPEARING, THE COURT HEREBY ORDERS, FINDS,
18 CONCLUDES, ADJUDGES AND DECREES THAT:

19 1. This Court finds that the procedures and methods utilized in the
20 administration of the Settlement and the review, processing, validation and
21 calculation of claims submitted by claimants fully complied with the notice and
22 administration provisions and the plan of allocation set forth in the Stipulation and
23 Settlement Notice and approved by this Court.

24 2. This Court approves of Lead Counsel's administration with respect to
25 payment of all taxes owed by the Settlement Fund and directs that payment be made
26 from the Settlement Fund to the Internal Revenue Service for the proper amount of
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1 taxes due and owing on interest earned by the Settlement Fund while in escrow, if
2 any.

3 3. This Court allows all complete and valid and timely claims, as well as
4 the twenty-two (22) untimely but otherwise valid claims that provided explanations
5 for their late submission, and directs payment of each such claimant's *pro rata*
6 share from the proceeds of the Net Settlement Fund, after payment of all
7 administrative fees and expenses allowed herein and taxes due or owing, to all such
8 claimants in the proportions set forth in the McCoy Declaration. The checks for
9 distribution to the claimants shall bear the notation "CASH PROMPTLY, VOID
10 90 DAYS AFTER ISSUE DATE," or words of similar import.

11 4. This Court finds that the claims of all claimants listed in Exhibits A(2)
12 and B(2) to the McCoy Declaration, which were determined to be invalid, have
13 been given a fair and reasonable opportunity to object to and/or appeal the rejection
14 of all or part of their claims, and directs that all claims listed in Exhibits A(2) and
15 B(2) are rejected.

16 5. This Court recognizes that there must be a final cut-off for claims and
17 therefore directs that any claims submitted after December 19, 2016 are rejected
18 and that any response to a Notice of Deficiency or Rejection Notice received after
19 March 9, 2017 is similarly rejected.

20 6. This Court directs Lead Counsel, together with KCC, to continue
21 administration of the Settlement pursuant to the Stipulation, the Final Judgment,
22 and this Order.

23 7. This Court directs Lead Counsel to attempt to locate claimants whose
24 distribution checks are returned or remain uncashed by telephoning claimants at the
25 numbers provided in the claimants' original claim forms, if any, and, if such calls
26 are unsuccessful in locating claimants, to use other ordinary and reasonable means
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1 to attempt to locate claimants and, to the extent claimants are located, Lead Counsel
2 shall distribute checks to those claimants where possible and appropriate.

3 8. Checks not cashed within six (6) months of the issuance date will be
4 canceled. Attempts to contact the authorized claimants who are the payees of
5 canceled checks will be made at the discretion of Lead Counsel in consultation with
6 KCC.

7 9. After six (6) months following the initial distribution of the Net
8 Settlement Fund to authorized claimants, Lead Counsel may make a second
9 distribution of the funds remaining in the Net Settlement Fund by reason of returned
10 or unpaid checks or otherwise, if a second distribution is economically feasible, to
11 authorized claimants who negotiated the checks sent to them in the initial
12 distribution in an equitable and economical fashion after: (i) payment of any
13 amounts mistakenly omitted from the initial distribution to authorized claimants
14 and (ii) payment of any additional settlement administration fees and expenses, as
15 may be approved by the Court. If after six (6) months after such second
16 distribution, if undertaken, any funds shall remain in the Net Settlement Fund, then
17 Lead Counsel shall donate such balance to the Public Justice Foundation, a not-for-
18 profit charitable organization devoted to litigation and education in issues of public
19 interest.

20 10. The request of KCC for payment of its unpaid fees and expenses
21 incurred and expected to be incurred in administration of the Settlement of
22 \$59,003.02 is in accord with paragraph 21 of the Final Judgment and is approved.
23 Lead Counsel is directed to pay such amount to KCC from the Settlement Fund.

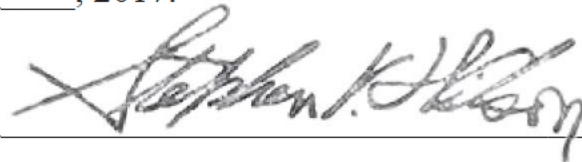
24 11. All persons involved in the review, validation, calculation, tabulation
25 or any other aspect of the processing of the claims filed in this Action or who are
26 otherwise involved in the administration or taxation of the Settlement Fund or the
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1 Net Settlement Fund are released and discharged from any and all claims arising
2 out of such involvement, and all Settlement Class members, whether or not they
3 have submitted claims or are to receive payment from the Net Settlement Fund are
4 barred from making any further claims against the Net Settlement Fund or the
5 released parties beyond the amount allocated to them pursuant to this Order.

6 12. Lead Counsel and KCC are authorized to discard paper or hard copies
7 of the Proof of Claim forms and other materials one (1) year after the initial
8 distribution of the Settlement Fund to Authorized Claimants, and electronic or
9 magnetic media data and all administrative records three (3) years after the initial
10 distribution of the Settlement Fund to Authorized Claimants.

11 13. This Court continues to reserve jurisdiction over all matters relating to
12 the consummation of the Settlement in accordance with the Final Judgment.

13 SO ORDERED this 11th day of April, 2017.

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16 STEPHEN V. WILSON

17 UNITED STATES DISTRICT COURT JUDGE
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