

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

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In re: : Chapter 11  
: :  
A123 SYSTEMS, INC., et al., : Case No. 12-12859 (KJC)  
: :  
Debtors.<sup>1</sup> : Jointly Administered  
: :  
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**NOTICE OF AGENDA OF MATTERS SCHEDULED  
FOR HEARING ON NOVEMBER 26, 2012 AT 1:00 P.M. (EST)**

**I. MATTERS NOT GOING FORWARD:**

1. Motion of the Debtors Pursuant to Sections 105(A), 361, 362, 363, 364, and 552 of the Bankruptcy Code and Bankruptcy Rule 4001(B) for Entry of a Final Order (A) Authorizing Use of Cash Collateral and (B) Granting Adequate Protection [Docket No. 29; filed 10/16/12]

Objection Deadline: October 26, 2012 at 4:00 p.m. (EDT);  
Extended to November 6, 2012 at 11:00 a.m. (EST)  
for the Office of the United States Trustee

Objections/Responses Received: None to date.

Related Documents: None to date.

Status: On October 28, 2012, the Debtors filed an emergency motion seeking approval of a DIP facility with Wanxiang America Corporation (the "Replacement DIP Facility"). The Replacement DIP Facility was approved on an interim basis on November 5, 2012. In the event that the Replacement DIP Facility is approved on a final basis, there will be no need to adjudicate this Motion.

2. Motion of the Debtors Under 11 U.S.C. § 107(B), Fed. R. Bankr. P. 9018 and Del. Bankr. L.R. 9018-1 to File Certain Unredacted (I) Appraisals Attached to Their Cash Collateral Motion and (II) Portions of Their Cash Collateral Motion Under Seal [Docket No. 30; filed 10/16/12]

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: A123 Systems, Inc. (3876); A123 Securities Corporation (5388); and Grid Storage Holdings LLC (N/A). The above-captioned Debtors' mailing address is c/o A123 Systems, Inc., 200 West Street, Waltham, Massachusetts 02451.

Objection Deadline: October 26, 2012 at 4:00 p.m. (EDT);  
Extended to November 6, 2012 at 11:00 a.m. (EST)  
for the Office of the United States Trustee

Objections/Responses Received: None to date.

Related Documents: None to date.

Status: On October 28, 2012, the Debtors filed an emergency motion seeking approval of a DIP facility with Wanxiang America Corporation (the “Replacement DIP Facility”). The Replacement DIP Facility was approved on an interim basis on November 5, 2012. In the event that the Replacement DIP Facility is approved on a final basis, there will be no need to adjudicate this Motion.

## **II. UNCONTESTED MATTER GOING FORWARD:**

3. Motion of Phillips Specialty Products, Inc. for an Order Granting Relief from the Automatic Stay for Limited Purpose of Not Renewing Sales Agreement [Docket No. 324; filed 11/8/12]

Objection Deadline: November 19, 2012 at 4:00 p.m. (EST)

Objections/Responses Received: None to date.

Related Documents: None to date.

Status: The hearing regarding this matter is going forward.

## **III. CONTESTED MATTERS GOING FORWARD:**

4. Motion of Debtors for Order Pursuant to 11 U.S.C. §§ 105(a), 345, 363 and 364, Fed. R. Bankr. P. 6003 and Del. Bankr. L.R. 2015-2 (I) Authorizing Continued Use of Existing Cash Management System, Including Maintenance of Existing Bank Accounts, Checks and Business Forms, (II) Authorizing Continuation of Existing Investment and Deposit Practices, (III) Authorizing Continuation of Intercompany Transactions and (IV) Granting Superpriority Status to Postpetition Intercompany Claims [Docket No. 15; filed 10/16/12]

Objection Deadline: November 1, 2012 at 4:00 p.m. (EDT);  
Extended to November 6, 2012 at 11:00 a.m. (EST)  
for the Office of the United States Trustee

Objections/Responses Received:

- A. Informal comments from Silicon Valley Bank

Related Documents:

- i. Interim Order Pursuant to 11 U.S.C. §§ 105(a), 345, 363 and 364, Fed. R. Bankr. P. 6003 and Cash Management System, Including Maintenance of Existing Bank Accounts, Checks and Business Forms, (II) Authorizing Continuation of Existing Investment and Deposit Practices, (III) Authorizing Continuation of Intercompany Transactions and (IV) Granting Superpriority Status to Postpetition Intercompany Claims [Docket No. 82; filed 10/18/12]
- ii. Notice of (A) Entry of “Interim Order Pursuant to 11 U.S.C. §§ 105(a), 345, 363 and 364, Fed. R. Bankr. P. 6003 and Cash Management System, Including Maintenance of Existing Bank Accounts, Checks and Business Forms, (II) Authorizing Continuation of Existing Investment and Deposit Practices, (III) Authorizing Continuation of Intercompany Transactions and (IV) Granting Superpriority Status to Postpetition Intercompany Claims” and (B) Scheduling of a Final Hearing Thereon [Docket No. 98; filed 10/19/12]
- iii. Notice of Filing of Amended Exhibits to Cash Management Motion [Docket No. 177; filed 10/31/12]

Status: The hearing on this matter is going forward.

5. Debtors’ Emergency Motion for an Interim Order and Motion for a Final Order (I) Authorizing Debtors to (A) Obtain Post-Petition Secured Financing Pursuant to 11 U.S.C. §§ 105, 361, 362 and 364 and (B) Use Cash Collateral Under 11 U.S.C. § 363, (II) Granting (A) Liens and Super-Priority Claims, and (B) Adequate Protection to Prepetition Lender Under 11 U.S.C. §§ 361, 362, 363 and 364; and (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001 [Docket No. 166; filed 10/28/12]

Objection Deadline: November 19, 2012

Objections/Responses Received:

- A. Limited Objection of Southern California Edison Co. to Debtors’ Emergency Motion for an Interim Order and Motion for a Final Order (I) Authorizing Debtors to (A) Obtain Post-Petition Secured Financing Pursuant to 11 U.S.C. Sections 105, 361, 362 and 364, and (B) Use Cash Collateral Under 11 U.S.C. Section 363; (II) Granting (A) Liens and Super-Priority Claims, and (B) Adequate Protection to Prepetition Lender Under 11 U.S.C. Sections 361, 362, 363 and 364; and (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001 [Docket No. 220; filed 11/5/12]

Related Documents:

- i. Notice of Filing Revised DIP Order [Docket No. 212; filed 11/2/12]
- ii. Interim Order (I) Authorizing Debtors to (A) Obtain Post-Petition Secured Financing Pursuant to 11 U.S.C. §§ 105, 361, 362 and 364 and (B) Use Cash Collateral Under 11 U.S.C. § 363, (II) Granting (A) Liens and Super-Priority Claims and (B) Adequate Protection to Prepetition Lender Under 11 U.S.C. §§ 361, 362, 363 and 364; and (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001 [Docket No. 239; filed 11/5/12]
- iii. Notice of (A) Entry of "Interim Order (I) Authorizing Debtors to (A) Obtain Post-Petition Secured Financing Pursuant to 11 U.S.C. §§ 105, 361, 362 and 364 and (B) Use Cash Collateral Under 11 U.S.C. § 363, (II) Granting (A) Liens and Super-Priority Claims and (B) Adequate Protection to Prepetition Lender Under 11 U.S.C. §§ 361, 362, 363 and 364; and (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001" and (B) Scheduling of a Final Hearing Thereon [Docket No. 280; filed 11/7/12]
- iv. Order Approving Settlement Stipulation with Fisker Automotive, Inc. [Docket No. 375; filed 11/19/12]

Status: The hearing to consider approval of the Motion on a final basis is going forward. The Debtors intend to file the proposed final DIP order under certification of counsel so that parties-in-interest will have an opportunity to review the order in advance of the hearing.

6. Motion of Debtors for Order Under 11 U.S.C. §§ 501, 502, 503 and 1111(a), Fed. R. Bankr. P. 2002 and 3003(c)(3) and Del. Bankr. L.R. 2002-1(e) Establishing Deadlines for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof [Docket No. 331; filed 11/9/12]

Objection Deadline: November 19, 2012 at 5:00 p.m. (EST)

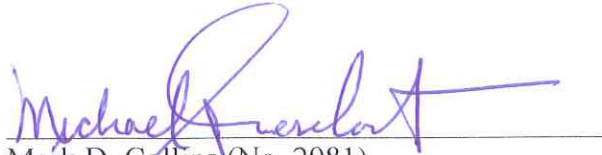
Objections/Responses Received:

- A. Informal comments from certain landlords
- B. Informal comments from the Office of the United States Trustee

Related Documents: None to date.

Status: The hearing regarding this matter is going forward. The Debtors are working to resolve the informal comments noted above through changes to the proposed form of order.

Dated: November 20, 2012  
Wilmington, Delaware



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