

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

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 In re: : Chapter 11
 :
 EXIDE TECHNOLOGIES, : Case No. 13-11482 (KJC)
 :
 Debtor.¹ : **Objection Deadline: April 17, 2014, at 4:00 p.m. (EST)**
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**THIRD MONTHLY FEE APPLICATION OF PRICEWATERHOUSECOOPERS LLP
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS TAX ADVISOR TO THE DEBTOR
FOR THE PERIOD OF FEBRUARY 1, 2014 THROUGH FEBRUARY 28, 2014**

SUMMARY

Name of Applicant:	PricewaterhouseCoopers LLP (“ PwC ”) ²
Authorized to Provide Professional Services to:	Debtor and Debtor-in-Possession (“ Debtor ”)
Date of Retention:	Effective <i>nunc pro tunc</i> to August 30, 2013 by order signed October 15, 2013
Period for which compensation and reimbursement is sought:	February 1, 2014 through February 28, 2014 (the “ Fee Period ”) ³
Amount of Compensation sought as actual, reasonable and necessary:	\$17,491.60 (80% of \$21,864.50)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$0.00

This is a: X monthly ___ interim ___ final Statement.

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 have the meanings given to them in the applicable Motion, Order or other filing (e.g. Monthly Fee Application).

³ PwC reserves the right to seek at a later date compensation for services rendered and expenses incurred during the Fee Period that are not otherwise included in this Monthly Fee Application due to internal billing delays.

SUMMARY OF PREVIOUSLY FILED FEE APPLICATIONS

This is the third Monthly Fee Application filed by PwC.

App No	App Date	Filing Period	Fees Requested	Expenses Requested	CNO Date [Docket No.]	Fees Approved (80/100%)	Expenses Approved (100%)	Fees Pending (20% Holdback)
1	02/17/2014 [D.I. 1399]	08/30/2013-11/30/2013	\$55,494.00	\$28.25	03/24/2014 [D.I.]	\$44,395.20	\$28.25	\$11,098.80
2	03/07/2014 [D.I. 1515]	12/01/2013-01/31/2014	\$59,069.50	\$0.00	CNO 03/28/2014	Pending	Pending	Pending
Totals			\$114,563.50	\$ 28.25		\$44,395.20	\$28.25	\$11,098.80

SUMMARY BY PROJECT

Project Category and Billing Category	Total Hours Compensation	
Hourly Services		
<i>Tax Consulting Services</i>		
Bankruptcy Tax Services	47.20	\$17,813.50
<i>Subtotal - Hours and Compensation - Tax Consulting Services</i>	47.20	\$17,813.50
Subtotal - Hours and Compensation - Hourly Services	47.20	\$17,813.50
Case Administration		
<i>Bankruptcy Requirements and Other Court Obligations</i>		
Monthly, Interim and Final Fee Applications	7.20	\$4,051.00
<i>Subtotal - Hours and Compensation - Bankruptcy Requirements and Other Court Obligations</i>	7.20	\$4,051.00
Subtotal - Hours and Compensation - Case Administration	7.20	\$4,051.00
Total - Hours and Compensation Sought for Reimbursement	54.40	\$21,864.50

SUMMARY BY PROJECT AND PROFESSIONAL

Project Category and Professional Position	Rate	Hours	Total Compensation
Hourly Services			
<i>Tax Consulting Services</i>			
Stephen J Burke Partner	\$680	0.90	\$612.00
Hardeo Bissoondial Partner	\$680	1.50	\$1,020.00
Thomas Brown Director	\$495	1.00	\$495.00
Stephen Harris Sonenshine Director	\$495	3.50	\$1,732.50
Kosha N Udani Director	\$495	1.40	\$693.00
Nathan O Hammond Manager	\$395	7.10	\$2,804.50
Maryann White Manager	\$395	1.50	\$592.50
Amar Madhukant Patel Manager	\$395	19.00	\$7,505.00
Jonathan Bryant Senior Associate	\$290	0.50	\$145.00
James E Jump Associate	\$205	7.50	\$1,537.50
Brian Matthew Gore Associate	\$205	3.30	\$676.50
<i>Subtotal - Hours and Compensation - Tax Consulting Services</i>		47.20	\$17,813.50
Subtotal - Hours and Compensation - Hourly Services		47.20	\$17,813.50
Case Administration			
<i>Bankruptcy Requirements and Other Court Obligations</i>			
Stephen J Burke Partner	\$680	0.70	\$476.00
Andrea Clark Smith Director (Bankruptcy)	\$550	6.50	\$3,575.00
<i>Subtotal - Hours and Compensation - Bankruptcy Requirements and Other Court Obligations</i>		7.20	\$4,051.00
Subtotal - Hours and Compensation - Case Administration		7.20	\$4,051.00
Total - Hours and Compensation - Hourly Services and Case Administration		54.40	\$21,864.50

SUMMARY OF EXPENSE BY TYPE

PwC professionals did not incur any expenditures during this Fee Period.

IN THE UNITED STATES BANKRUPTCY COURT
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**THIRD MONTHLY FEE APPLICATION OF PRICEWATERHOUSECOOPERS LLP
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS TAX ADVISOR TO THE DEBTOR
FOR THE PERIOD OF FEBRUARY 1, 2014 THROUGH FEBRUARY 28, 2014**

PricewaterhouseCoopers LLP (“**PwC**”)² hereby submits this *Third Monthly Fee Application of PricewaterhouseCoopers LLP for Compensation for Services Rendered and Reimbursement of Expenses as Tax Advisor to the Debtor for the Period of February 1, 2014 through February 28, 2014* (the “**Monthly Fee Application**”) for interim allowance and payment of compensation for tax advisory services performed and expenses incurred during the period February 1, 2014 through February 28, 2014 (the “**Fee Period**”).

In support of this Monthly Fee Application, PwC respectfully represents as follows:

JURISDICTION

1. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are Sections 327(a), 328 and 1107 of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2016-2.

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 have the meanings given to them in the applicable Motion, Order or other filing (e.g. Monthly Fee Application).

BACKGROUND

3. On August 30, 2013 (the “**Petition Date**”), the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code, thereby commencing the above-captioned Chapter 11 case (the “**Chapter 11 Case**”). The Debtor continues to operate their business and manage their properties as Debtor-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

4. On September 25, 2013, the Debtor filed the Application of the Debtor for Entry of an Order Under 11 U.S.C. §§ 327(a) and 328(a), Fed. R. Bankr. P. 2014(a), and Del. Bankr. L.R. 2014-1 and 2016-2(h) (I) Authorizing Employment and Retention of PricewaterhouseCoopers LLP as Tax Advisor to the Debtor *Nunc Pro Tunc* to August 30, 2013 and (II) Modifying Certain Information Requirements of Local Bankruptcy Rule 2016-2 (the “**Retention Application**”).

5. On October 15, 2013, this Court approved the retention of PwC as Tax Advisor to the Debtor by entering the Order Under 11 U.S.C. §§ 327(a) and 328(a), Fed. R. Bankr. P. 2014(a), and Del. Bankr. L.R. 2014-1 and 2016-2(h) (I) Authorizing Employment and Retention of PricewaterhouseCoopers LLP as Tax Advisor to the Debtor *Nunc Pro Tunc* to August 30, 2013 and (II) Modifying Certain Information Requirements of Local Bankruptcy Rule 2016-2 (the “**Retention Order**”). The Retention Order states, among other things, that the Debtor are authorized to retain and employ as their Tax Advisor in accordance with the terms and conditions set forth in the PwC Engagement Letters, effective *nunc pro tunc* to August 30, 2013, and to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

RELIEF REQUESTED

6. This Monthly Fee Application has been prepared in accordance with sections

327(a), 328 and 1107 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-2 of Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the Order Pursuant to Bankruptcy Code Sections 105(a) and 331, Bankruptcy Rule 2016, and Local Rule 2016-2 Establishing Interim Compensation Procedures (the “**Compensation Procedures**”), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, effective May 17, 1996 (the “**UST Guidelines**”, collectively with the Bankruptcy Code, Bankruptcy Rules, Local Rules and the Compensation Procedures, the “**Compensation Guidelines**”).

7. The Compensation Procedures provide that each Professional shall file with the Court a Monthly Fee Application for interim approval and allowance of compensation for services rendered and reimbursement of expenses incurred during any preceding month or months and serve a copy of such Monthly Fee Application to the Notice Parties. Upon the expiration of the Objection Deadline, each Professional is authorized to file a CNO or a certificate of partial objection, as applicable, after which the Debtor are authorized to pay each Professional the lesser of (i) 80% of the fees and 100% of the expenses requested in the Monthly Fee Application or (ii) 80% of the fees and 100% of the expenses not subject to objection. If an objection to a Monthly Fee Application has been raised, each Professional shall be entitled to 80% of the fees and 100% of the expenses not subject to an objection.

- (a) This is PwC's third Monthly Fee Application.
- (b) On February 17, 2014, PwC submitted its first Monthly Fee Application for fees and expenses incurred from August 30, 2013 through November 30, 2013, requesting \$55,494.00 in fees and \$28.25 in expenses [Docket No. 1399].
- (c) On March 7, 2014, PwC submitted its second Monthly Fee Application for

fees and expenses incurred from December 1, 2013 through January 31, 2014, requesting \$59,069.50 in fees and \$0.00 in expenses [Docket No. 1515].

8. Periodically, each of the Professionals may file with the Court an application (an “**Interim Fee Application**”) for interim approval and allowance of compensation and reimbursement of expenses sought by such Professional in its Monthly Fee Applications filed during the preceding interim period (the “**Interim Fee Period**”) including any holdbacks. The initial Interim Fee Period shall include the period from the Petition Date to the end of the three month period ending August 31, 2013, and at three (3) month intervals thereafter.

(a) On February 21, 2014, PwC submitted its Interim Fee Application for the Interim Fee Period from August 30, 2013 through and including November 30, 2013, requesting \$55,494.00 in fees and \$28.25 in expenses [Docket No. 1432]. The hearing is currently scheduled for July 2, 2014.

9. Other than as provided in Section 504(b) of the Bankruptcy Code, PwC has not shared, or agreed to share, any compensation received with respect to the Fee Period as a result of this case with any person, firm or entity. No agreement or understanding concerning compensation prohibited by 18 U.S.C. § 155 has been made to PwC by any firm, person or entity. The sole and exclusive source of compensation shall be funds from the Debtor.

10. This is PwC's third Monthly Fee Application. PwC submits this Monthly Fee Statement for approval and allowance of interim compensation equal to 100% of the \$21,864.50 for actual, reasonable and necessary professional services rendered, for interim payment of 80% of such fees, in an amount equal to \$17,491.60 and for reimbursement of 100% of the \$0.00 for actual, reasonable and necessary expenses incurred during the Fee Period.³

11. PwC is filing the attached Monthly Fee Application for compensation for professional services rendered and reimbursement of expenses made in this Chapter 11 Case

³ PwC reserves its right to seek at a later date compensation for services rendered and expenses incurred during the Fee Period that are not otherwise included in this Monthly Fee Statement, due to internal billing delays.

during the Fee Period. The Monthly Fee Application contains detailed time logs describing the actual and necessary services provided by PwC during the Fee Period, as well as other detailed information required to be included in fee applications. The Monthly Fee Application is comprised of several exhibits which are attached hereto as follows:

- Exhibit A, provides a summary of the hours and compensation by project;

Hourly and Case Administration Services

- Exhibit B, provides the summary of the hourly fees, including the name and position of each professional, cumulative hours worked by project, hourly billing rates for the hourly compensation, and the corresponding compensation requested; and
- Exhibit C, provides the daily activity descriptions for the hourly compensation, including the activity description, time and billing rates associated with each activity.

SUMMARY OF PROFESSIONAL SERVICES RENDERED

12. As described in the Retention Application, PwC continues to provide tax advisor services pursuant to the PwC Engagement Letters. A summary of the hours and compensation sought by type of service is shown below:

Type of Services	Hours	Total Compensation
Hourly Services	47.20	\$17,813.50
Case Administration Services	7.20	\$4,051.00
Total - Hours and Compensation Sought for Reimbursement	54.50	\$21,864.50

Hourly Services

13. During the Fee Period, PwC professionals rendered tax advisory services to the Debtor in connection with analyses of the Debtor business and on-going operations. PwC professionals tracked their daily hours within the various project categories and summary time records. The services provided during this Fee Period are described below and includes time spent by PwC:

- a) advising Exide in identifying the potential state and local income and franchise tax consequences associated with proposed financial restructuring alternatives currently or prospectively evaluated by Exide;

- b) advising Exide with its determination of the potential amount of cancellation of indebtedness income for state income tax purposes, and determination of the effect of state tax attribute reduction in accordance with applicable state income tax laws in connection with or following the consummation of any proposed financial restructuring transaction alternative;
- c) advising Exide with its evaluation and inventory of state income tax attributes (*i.e.*, tax basis in assets, net operating losses, capital loss carry forwards, credits and other state tax attributes) under applicable state income tax laws including the identification of existing or new limitations imposed on the utilization of such state tax attributes;
- d) advising Exide with its evaluation of the state income tax treatment of its intercompany obligations and the potential cancellation or settlement of such obligations prior to, in connection with or following the consummation of any proposed financial restructuring transaction;
- e) advising Exide with its evaluation of current accounting methods and potential changes in accounting methods which may impact the amount of future cash taxes following consummation of the proposed financial restructuring transaction; and
- f) advising Exide in its projection of future cash taxes (U.S. federal and state income and franchise taxes) following the proposed financial restructuring transaction, incorporating the effects from U.S. federal and state income tax attribute reduction (*i.e.*, reduced tax basis in assets, less net operating loss carry forwards, etc.) and potential changes in accounting methods in

the determination of projected taxable income following the proposed financial restructuring.

Case Administration

14. Below are descriptions of each of these case administration requirements performed during the Fee Period:

15. **Monthly, Interim and Final Fee Applications** - These hours and corresponding fees represents the additional time incurred by PwC's bankruptcy retention and billing advisor to prepare the Monthly Fee Statement in accordance with the Compensation Guidelines. All of these services are incremental to the normal billing procedures performed by PwC for its non-bankruptcy audit clients. During the Fee Period, PwC bankruptcy retention and billing advisors worked with the various management professionals on the tax advisory team to provide guidance and technical expertise associated with the compliance with the Compensation Guidelines, as well as the review and preparation of the second Monthly Fee Application and preparation of the first Interim Fee Application.

16. The hourly time records of PwC, annexed hereto as Exhibit B and Exhibit C, provide a summary and daily breakdown of the time spent by each PwC timekeeper.

17. The fees sought by this Monthly Fee Application reflect an aggregate of 54.40 hours of professional time spent and recorded in performing services for the Debtor during the Fee Period at a blended average hourly rate of \$401.92. PwC is only seeking compensation for services rendered to the Debtor in connection with these Chapter 11 case.

REASONABLE AND NECESSARY SERVICES RENDERED BY PwC

18. This Monthly Fee Application includes details of the services provided by PwC to the Debtor, including, in each instance, the identity of the professionals involved in the provision of such services, the dates of service, the time expended, and a brief description of the services

sought. PwC charged and now requests those fees that are reasonable and necessary in order for PwC to perform its duties and obligations to the Debtor and customary in this marketplace for similar Chapter 11 case. The billing rates⁴ set forth in the various summaries of professionals and paraprofessionals rendering services during the Fee Period represent customary rates that are routinely billed to PwC's many clients for similar services. The compensation requested in this Monthly Fee Application does not exceed the reasonable value of the services rendered.

19. This Monthly Fee Application covers the period from February 1, 2014 through and including February 28, 2014. Although every effort was made to include all fees and expenses from the Fee Period in this Monthly Fee Application, some fees and/or expenses from the Fee Period might not be included in this Monthly Fee Application due to delays in processing time and receipt of invoices for expenses and/or for preparation for the application subsequent to the covered period. Accordingly, PwC reserves the right to make further applications for allowance of fees and expenses not included herein. This Monthly Fee Application is also made without prejudice to PwC's right to seek further interim allowances and/or a final allowance of compensation in the future in accordance with the Retention Order and the Compensation Procedures.

REQUEST COMPENSATION SHOULD BE ALLOWED

20. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of Section 330 of the Bankruptcy Code to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 of the Bankruptcy Code provides that a Court may award a professional employed under Section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered and

⁴ Billing rates are subject to change and are reviewed and adjusted periodically.

reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including --

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and expertise in the bankruptcy field, and;
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330.

21. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PwC is fair and reasonable given (a) the complexity of the case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

22. In rendering these services, PwC made every effort to maximize the benefit to the Debtor and to work with other professionals employed in the case to avoid duplication of effort. PwC believes that the level of services rendered to achieve the results obtained for the benefit of the Debtor was reasonable in light of the number and complexity of the issues involved in this case at the time the services were rendered. PwC judiciously allocated responsibilities to

minimize possible duplication of effort.

CERTIFICATE OF COMPLIANCE AND WAIVER

23. To the best of its knowledge, PwC believes that this Monthly Fee Application and the description of services set forth herein of work performed are in compliance with the requirements as outlined within the Compensation Guidelines, as well as its Retention Order which granted a waiver of the information requirements relating to compensation requests set forth in Local Bankruptcy Rule 2016-2(d). To the extent that this Monthly Fee Application does not comply in all respects with the requirements of the Compensation Guidelines, PwC believes that such deviations are not material and respectfully requests that such requirements be waived.

NOTICE

24. Notice of this Monthly Fee Application has been provided to the Debtor and the Notice Parties (as defined within the Compensation Procedures) and PwC believe that no other or further notice need be provided.

CONCLUSION

25. PwC respectfully submits that the fees requested herein are reasonable compensation for the actual and necessary services rendered based upon the time, nature and value of such services. PwC further asserts that the costs of services rendered and expenses incurred are comparable to the cost of similar services and expenses in matters other than under the Bankruptcy Code and consistent with its Retention Application.

26. In summary, by this Monthly Fee Application, PwC respectfully requests approval and payment by the Debtor of (a) interim compensation for professional services rendered as Tax Advisor for the Debtor in the sum of \$17,491.60 representing 80% of \$21,864.50 incurred during the Fee Period, less a 20% holdback in the amount of \$4,372.90; and (b) reimbursement of actual and necessary expenses incurred in the sum of \$0.00.

WHEREFORE, PwC requests that it be allowed reimbursement for its fees and expenses incurred during the Fee Period and that such fees and expenses be paid as administrative expenses of the Debtor.

Dated: March 27, 2014



Stephen J. Burke, Partner
PricewaterhouseCoopers LLP
1075 Peachtree Street, NE, Suite 2600
Atlanta, Georgia 30309
Tax Advisor to the Debtor and Debtor-in-Possession

CERTIFICATION

STATE OF GEORGIA)
) ss:
COUNTY OF FULTON)

Stephen J. Burke, hereby respectfully certifies and verifies as follows:

1. I am a Partner in the applicant firm, PricewaterhouseCoopers LLP ("**PwC**").
2. I have personally supervised many of the tax advisory services rendered by PwC to the Debtor and am familiar with all other work performed on behalf of the partners and professionals employed by PwC.
3. The facts set forth in the foregoing Monthly Fee Application are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Compensation Procedure signed on July 10, 2013, and submit that the Monthly Fee Application substantially complies with such Rule and Order.



Stephen J. Burke, Partner
PricewaterhouseCoopers LLP
1075 Peachtree Street, NE, Suite 2600
Atlanta, Georgia 30309



**In re EXIDE TECHNOLOGIES (13-11482 (KJC), Chapter 11)
PricewaterhouseCoopers LLP - Tax Advisor to the Debtor**

**Hours and Compensation Submission
For the Period February 1, 2014 through February 28, 2014**

Enclosure:

PwC Monthly Fee Application for professional fees rendered and expenses incurred
Fees, \$21,864.50
Expenses, \$ 0.00

Hours and Compensation:

Exhibits:

Summary by Project Category and Billing Category	A
<i>Hourly and Case Administration Services</i>	
Summary of Hours and Fees by Project and Professional	B
Professional Services by Project, Professional and Date	C

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 :

: **Obj. Due: April 17, 2014 at 4:00 p.m. (Eastern)**

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**NOTICE OF THIRD MONTHLY FEE APPLICATION OF
PRICEWATERHOUSECOOPERS LLP FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
TAX ADVISOR TO THE DEBTOR FOR THE PERIOD FROM
FEBRUARY 1, 2014 THROUGH FEBRUARY 28, 2014**

PLEASE TAKE NOTICE that the debtor and debtor in possession in the above-captioned bankruptcy case (the “Debtor”) filed today the attached Third Monthly Fee Application Of PricewaterhouseCoopers LLP For Compensation For Services Rendered And Reimbursement Of Expenses As Tax Advisor To The Debtor For The Period From February 1, 2014 Through February 28, 2014 (the “Application”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application or the relief requested therein must be made in writing, filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), 824 Market Street, Wilmington, Delaware 19801, and served so as to be received by the following parties no later than **April 17, 2014 at 4:00 p.m. (Eastern)**:

(i) the Debtor, Exide Technologies, 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004, Attn: Phillip A. Damaska (fax: 678-566-9188);

¹ The last four digits of Debtor’s taxpayer identification number are 2730. The Debtor’s corporate headquarters are located at 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004.

(ii) counsel to the Debtor, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036, Attn: Kenneth S. Ziman, Esq. (ken.ziman@skadden.com) and J. Eric Ivester, Esq. (eric.ivester@skadden.com) and One Rodney Square, P.O. Box 636, Wilmington, Delaware 19899-0636, Attn: Anthony W. Clark, Esq. (anthony.clark@skadden.com) and 155 N. Wacker Drive, Chicago, Illinois 60606-1720, Attn: James J. Mazza, Jr. (james.mazza@skadden.com);

(iii) counsel to the agent under the debtor in possession financing, Davis, Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn: Damian S. Schaible, Esq. (damian.schaible@davispolk.com) and Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801, Attn: Mark D. Collins, Esq. (collins@rlf.com);

(iv) counsel to the agent for the Debtor's prepetition secured lenders, Greenberg Traurig, LLP, 3333 Piedmont Road NE, Suite 2500, Atlanta, Georgia 30305, Attn: David B. Kurzweil, Esq. (kurzweild@gtlaw.com) and 1007 N. Orange St., Suite 1200, Wilmington, Delaware 19801, Attn: Dennis A. Meloro, Esq. (melorod@gtlaw.com);

(v) the indenture trustee for the Debtor's secured bond issuances, Wells Fargo Bank, N.A., 150 East 42nd Street, 40th Floor, New York, New York 10017, Attn: James R. Lewis and Foley & Lardner LLP, 321 North Clark Street, Suite 2800, Chicago, Illinois 60654, Attn: Mark F. Hebbeln, Esq. (mhebbeln@foley.com);

(vi) the indenture trustee for the Debtor's unsecured bond issuances, U.S. Bank National Association, Global Corporate Trust Services, 60 Livingston Ave., EP-MN-WS1D, St. Paul, Minnesota 55107, Attn: Cindy Woodward (cindy.woodward@usbank.com) and Arent Fox LLP, 1675 Broadway, New York, New York 10019, Attn: Andrew Silfen, Esq. (andrew.silfen@arentfox.com);

(vii) counsel to the unofficial committee of senior secured noteholders, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn: Alice Belisle Eaton, Esq. (aeaton@paulweiss.com) and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 King Street, Wilmington, Delaware 19801, Attn: Pauline K. Morgan, Esq. (pmorgan@ycst.com);

(viii) the Office of the United States Trustee for the District of Delaware, Office of the United States Trustee, Room 2207, Lockbox 35, 844 North King Street, Wilmington, Delaware 19801, Attn: Mark S. Kenney, Esq. (fax 302-573-6497);

(ix) counsel to the official committee of unsecured creditors, Lowenstein Sandler LLP, 65 Livingston Avenue, Roseland, New Jersey 07068, Attn: Kenneth A. Rosen, Esq. (krosen@lowenstein.com) and Sharon L. Levine, Esq. (slevine@lowenstein.com) and 1251 Avenue of the Americas, New York, New York 10020, Attn: Gerald C. Bender, Esq. (gbender@lowenstein.com) and Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, Suite 1600, Wilmington, Delaware 19801, Attn: Robert J. Dehney, Esq. (rdehney@mnat.com); and

(x) the fee examiner, Robert J. Keach, Esq., Bernstein, Shur, Sawyer & Nelson, P.A., 100 Middle Street, P.O. Box 9729, Portland, Maine 04104-5029 (rkeach@bernsteinshur.com).

PLEASE TAKE FURTHER NOTICE that if an objection is properly filed and served in accordance with the above procedures, a hearing on the Application will be held at a time and date to be determined before the Honorable Kevin J. Carey, United States Bankruptcy Judge for the District of Delaware, in the United States Bankruptcy Court for the District of Delaware, 5th Floor, Courtroom 5, 824 North Market Street, Wilmington, Delaware 19801 (“Hearing”). Only objections made in writing and timely filed and received will be considered by the Court at such Hearing.

**PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO
THE APPLICATION ARE TIMELY FILED AND RECEIVED IN ACCORDANCE
WITH THE ABOVE PROCEDURES, THE RELIEF REQUESTED IN THE
APPLICATION MAY BE GRANTED WITHOUT FURTHER NOTICE OR HEARING.**

Dated: Wilmington, Delaware
March 27, 2014

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Kristhy M. Peguero

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Kristhy M. Peguero (I.D. No. 4903)
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- and -

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Counsel for Debtor and Debtor in Possession

In re EXIDE TECHNOLOGIES (13-11482 (KJC), Chapter 11)

Exhibit A

PricewaterhouseCoopers LLP - Tax Advisor to the Debtor

Summary by Project Category and Billing Category

For the Period February 1, 2014 through February 28, 2014

Project Category and Billing Category	Hours	Total Compensation
Hourly Services		
<i>Tax Consulting Services</i>		
Bankruptcy Tax Services	47.20	\$17,813.50
<i>Subtotal - Hours and Compensation - Tax Consulting Services</i>	<i>47.20</i>	<i>\$17,813.50</i>
Subtotal - Hours and Compensation - Hourly Services	47.20	\$17,813.50
Case Administration		
<i>Bankruptcy Requirements and Other Court Obligations</i>		
Monthly, Interim and Final Fee Applications	7.20	\$4,051.00
<i>Subtotal - Hours and Compensation - Bankruptcy Requirements and Other Court Obligations</i>	<i>7.20</i>	<i>\$4,051.00</i>
Subtotal - Hours and Compensation - Case Administration	7.20	\$4,051.00
Total - Hours and Compensation Sought for Reimbursement	54.40	\$21,864.50

In re EXIDE TECHNOLOGIES (13-11482 (KJC), Chapter 11)

Exhibit B

PricewaterhouseCoopers LLP - Tax Advisor to the Debtor

Hourly Services and Case Administration - Summary of Hours / Fees by Project and Professional
For the Period February 1, 2014 through February 28, 2014

Project Category and Professional	Position	Rate	Hours	Total Compensation
Hourly Services				
<i>Tax Consulting Services</i>				
Stephen J Burke	Partner	\$680	0.90	\$612.00
Hardeo Bissoondial	Partner	\$680	1.50	\$1,020.00
Thomas Brown	Director	\$495	1.00	\$495.00
Stephen Harris Sonenshine	Director	\$495	3.50	\$1,732.50
Kosha N Udani	Director	\$495	1.40	\$693.00
Nathan O Hammond	Manager	\$395	7.10	\$2,804.50
Maryann White	Manager	\$395	1.50	\$592.50
Amar Madhukant Patel	Manager	\$395	19.00	\$7,505.00
Jonathan Bryant	Senior Associate	\$290	0.50	\$145.00
James E Jump	Associate	\$205	7.50	\$1,537.50
Brian Matthew Gore	Associate	\$205	3.30	\$676.50
<i>Subtotal - Hours and Compensation - Tax Consulting Services</i>			47.20	\$17,813.50
Subtotal - Hours and Compensation - Hourly Services			47.20	\$17,813.50
Case Administration				
<i>Bankruptcy Requirements and Other Court Obligations</i>				
Stephen J Burke	Partner	\$680	0.70	\$476.00
Andrea Clark Smith	Director (Bankruptcy)	\$550	6.50	\$3,575.00
<i>Subtotal - Hours and Compensation - Bankruptcy Requirements and Other Court Obligations</i>			7.20	\$4,051.00
Subtotal - Hours and Compensation - Case Administration			7.20	\$4,051.00
Total - Hours and Compensation - Hourly Services and Case Administration			54.40	\$21,864.50

In re EXIDE TECHNOLOGIES (13-11482 (KJC), Chapter 11)**Exhibit C****PricewaterhouseCoopers LLP - Tax Advisor to the Debtor****Hourly Services and Case Administration Services - Professional Services by Project, Professional and Date****For the Period February 1, 2014 through February 28, 2014**

Date	Name	Position	Description	Rate	Hours	Total Compensation
Hourly Services						
<i>Tax Consulting Services</i>						
<u>Bankruptcy Tax Services</u>						
2/3/2014	James E Jump	Associate	0214H001: Review E&Y 2009 deductible expense analysis and invoices to determine the Unit of Property along with tax treatment. Tie out invoices to correct amount.	\$205	2.20	\$451.00
2/4/2014	Stephen Harris Sonenshine	Director	0214H002: Reviewed structuring alternatives and provided comments.	\$495	0.40	\$198.00
2/4/2014	James E Jump	Associate	0214H003: Review E&Y 2009 deductible expense analysis and invoices to determine the Unit of Property along with tax treatment. Tie out invoices to correct amount.	\$205	1.30	\$266.50
2/5/2014	Thomas Brown	Director	0214H004: Perform Section 199 follow up and discussions on data available.	\$495	1.00	\$495.00
2/10/2014	Stephen J Burke	Partner	0214H005: Conference call with J Pickett (Exide), S. Sonenshine, N. Hammond status of Alvarez, Lazard restructuring options/scenarios, timing and impact that timing has on PwC tax services to be rendered.	\$680	0.90	\$612.00
2/10/2014	Stephen Harris Sonenshine	Director	0214H006: Prepared for and participated in update call with J. Pinkett (Exide), S. Burke and N. Hammond, corresponded with team to setup call.	\$495	0.90	\$445.50
2/10/2014	Nathan O Hammond	Manager	0214H007: Participate on call with J Pickett (Exide) regarding status update on bankruptcy proceedings.	\$395	0.90	\$355.50
2/11/2014	Nathan O Hammond	Manager	0214H008: Review state structuring slide deck.	\$395	1.30	\$513.50

In re EXIDE TECHNOLOGIES (13-11482 (KJC), Chapter 11)**Exhibit C****PricewaterhouseCoopers LLP - Tax Advisor to the Debtor****Hourly Services and Case Administration Services - Professional Services by Project, Professional and Date****For the Period February 1, 2014 through February 28, 2014**

Date	Name	Position	Description	Rate	Hours	Total Compensation
2/14/2014	Stephen Harris Sonenshine	Director	0214H009: Corresponded with W Bond (Exide) regarding information outstanding to complete the state bankruptcy model.	\$495	0.20	\$99.00
2/14/2014	Nathan O Hammond	Manager	0214H010: Prepare for call on potential pre-emergence state tax structuring alternatives.	\$395	1.10	\$434.50
2/17/2014	Stephen Harris Sonenshine	Director	0214H011: Corresponded with team regarding state structuring discussion.	\$495	0.20	\$99.00
2/17/2014	Jonathan Bryant	Senior Associate	0214H012: Perform updates and review of repairs schedule.	\$290	0.50	\$145.00
2/18/2014	Maryann White	Manager	0214H013: Review the open items for state scenarios for H Bissoondial (PwC).	\$395	0.50	\$197.50
2/18/2014	Hardeo Bissoondial	Partner	0214H014: Review open items/information requests for restructuring and review of slide deck with state scenarios.	\$680	0.50	\$340.00
2/18/2014	Kosha N Udani	Director	0214H015: Review open items/information requests for restructuring and review of slide deck with state scenarios.	\$495	0.30	\$148.50
2/18/2014	Nathan O Hammond	Manager	0214H016: Review proposed pre- and/or post-emergence legal entity restructuring for state tax planning purposes.	\$395	0.60	\$237.00
2/18/2014	Hardeo Bissoondial	Partner	0214H017: Call with Exide M&A team and state team to review open items/information requests for restructuring and review of slide deck with state scenarios.	\$680	0.50	\$340.00
2/18/2014	Kosha N Udani	Director	0214H018: Call with Exide M&A team and state team to review open items/information requests for restructuring and review of slide deck with state scenarios.	\$495	0.50	\$247.50
2/18/2014	Stephen Harris Sonenshine	Director	0214H019: Prepared for and participated in a call with internal team (S. Burke, N. Hammond, H. Bissoondial, etc.) regarding state planning opportunities, etc.	\$495	0.50	\$247.50

In re EXIDE TECHNOLOGIES (13-11482 (KJC), Chapter 11)**PricewaterhouseCoopers LLP - Tax Advisor to the Debtor****Hourly Services and Case Administration Services - Professional Services by Project, Professional and Date****For the Period February 1, 2014 through February 28, 2014**

Date	Name	Position	Description	Rate	Hours	Total Compensation
2/18/2014	Nathan O Hammond	Manager	0214H020: Prepare for and participate on call with PwC colleagues (S. Burke, H. Bissoondial, K. Udani) regarding proposed pre- and/or post-emergence legal entity restructuring for state tax planning purposes.	\$395	0.50	\$197.50
2/19/2014	Hardeo Bissoondial	Partner	0214H021: Review proposed pre- and/or post-emergence legal entity restructuring for state tax planning purposes.	\$680	0.50	\$340.00
2/19/2014	Stephen Harris Sonenshine	Director	0214H022: Corresponded with client regarding outstanding information request list.	\$495	0.20	\$99.00
2/19/2014	Nathan O Hammond	Manager	0214H023: Assemble information request listing for state tax planning purposes.	\$395	0.40	\$158.00
2/20/2014	Amar Madhukant Patel	Manager	0214H024: Continue to review invoice detail and narrative comments on items deducted as repair & maintenance in a prior year.	\$395	5.00	\$1,975.00
2/20/2014	Nathan O Hammond	Manager	0214H025: Research timing of attribute reduction for U.S. federal income tax purposes.	\$395	0.60	\$237.00
2/21/2014	Stephen Harris Sonenshine	Director	0214H026: Corresponded with client regarding outstanding information to update bankruptcy model and setup update call on transaction.	\$495	0.30	\$148.50
2/21/2014	Amar Madhukant Patel	Manager	0214H027: Continue to review invoice detail and narrative comments on items deducted as repair & maintenance in a prior year.	\$395	5.00	\$1,975.00
2/21/2014	Brian Matthew Gore	Associate	0214H028: Research on whether KS adopts Treas. Reg. 1502, levies sales tax on the sale of assets from a parent to sub, and whether transfer tax is imposed on sale of assets from parent to sub.	\$205	3.30	\$676.50

In re EXIDE TECHNOLOGIES (13-11482 (KJC), Chapter 11)**PricewaterhouseCoopers LLP - Tax Advisor to the Debtor****Hourly Services and Case Administration Services - Professional Services by Project, Professional and Date****For the Period February 1, 2014 through February 28, 2014**

Date	Name	Position	Description	Rate	Hours	Total Compensation
2/24/2014	Amar Madhukant Patel	Manager	0214H029: Continue to review invoice detail and narrative comments on items deducted as repair & maintenance in a prior year. Extrapolate to obtain estimated add back for attribute schedule.	\$395	8.00	\$3,160.00
2/24/2014	Stephen Harris Sonenshine	Director	0214H030: Participate on call with Exide management regarding progress of bankruptcy proceedings.	\$495	0.50	\$247.50
2/24/2014	Nathan O Hammond	Manager	0214H031: Participate on call with Exide management regarding progress of bankruptcy proceedings.	\$395	0.50	\$197.50
2/25/2014	Kosha N Udani	Director	0214H032: Review of law regarding KS bulk sales and whether the state follows section 1502 combined regulation for purposes of COD and attribute reduction.	\$495	0.60	\$297.00
2/25/2014	Amar Madhukant Patel	Manager	0214H033: Review the Exide repairs analysis for attribute schedule (2009 - 2012).	\$395	1.00	\$395.00
2/25/2014	Maryann White	Manager	0214H034: Review KS sales tax exemption, 1502 conformity & transfer taxes.	\$395	1.00	\$395.00
2/25/2014	James E Jump	Associate	0214H035: Prepare asset classification capitalization or deduction.	\$205	3.20	\$656.00
2/26/2014	James E Jump	Associate	0214H036: Assemble documentation for Amar Patel for Repair and Maintenance Study.	\$205	0.80	\$164.00
2/27/2014	Stephen Harris Sonenshine	Director	0214H037: Corresponded with client to arrange data gathering meeting.	\$495	0.10	\$49.50
2/27/2014	Nathan O Hammond	Manager	0214H038: Assemble information request listing for state tax planning purposes.	\$395	1.20	\$474.00
2/28/2014	Stephen Harris Sonenshine	Director	0214H039: Corresponded with client to setup meeting to gather state information.	\$495	0.20	\$99.00

In re EXIDE TECHNOLOGIES (13-11482 (KJC), Chapter 11)

Exhibit C

PricewaterhouseCoopers LLP - Tax Advisor to the Debtor

Hourly Services and Case Administration Services - Professional Services by Project, Professional and Date

For the Period February 1, 2014 through February 28, 2014

Date	Name	Position	Description	Rate	Hours	Total Compensation
Subtotal - Hours and Compensation - Bankruptcy Tax Services					47.20	\$17,813.50
<i>Subtotal - Hours and Compensation - Tax Consulting Services</i>					<i>47.20</i>	<i>\$17,813.50</i>
Subtotal - Hours and Compensation - Hourly Services					47.20	\$17,813.50
Case Administration						
<i>Bankruptcy Requirements and Other Court Obligations</i>						
<u>Monthly, Interim and Final Fee Applications</u>						
2/10/2014	Stephen J Burke	Partner	0214H040: Review exhibits attached to monthly fee application including rates per hours, staff names and details and description of tax services rendered by staff name.	\$680	0.30	\$204.00
2/10/2014	Stephen J Burke	Partner	0214H041: Review monthly fee application and describe tax services rendered in detail for disclosure on the fee application.	\$680	0.40	\$272.00
2/10/2014	Andrea Clark Smith	Director (Bankruptcy)	0214H042: Perform review of the January 2014 time and expense reconciliation. Revise the monthly narrative for Exide's approval.	\$550	2.50	\$1,375.00
2/17/2014	Andrea Clark Smith	Director (Bankruptcy)	0214H043: Review the status of the interim fee application from Counsel.	\$550	0.30	\$165.00
2/18/2014	Andrea Clark Smith	Director (Bankruptcy)	0214H044: Review the January 2014 narrative and corresponding exhibits. Distribute to S Burke (PwC) for approval and updates.	\$550	1.80	\$990.00
2/21/2014	Andrea Clark Smith	Director (Bankruptcy)	0214H045: Prepare the interim fee application and distribute to Counsel.	\$550	1.90	\$1,045.00
Subtotal - Hours and Compensation - Monthly, Interim and Final Fee Applications					7.20	\$4,051.00
<i>Subtotal - Hours and Compensation - Bankruptcy Requirements and Other Court Obligations</i>					<i>7.20</i>	<i>\$4,051.00</i>

In re EXIDE TECHNOLOGIES (13-11482 (KJC), Chapter 11)

Exhibit C

PricewaterhouseCoopers LLP - Tax Advisor to the Debtor

Hourly Services and Case Administration Services - Professional Services by Project, Professional and Date

For the Period February 1, 2014 through February 28, 2014

Date	Name	Position	Description	Rate	Hours	Total Compensation
Subtotal - Hours and Compensation - Case Administration					7.20	\$4,051.00
Total - Hours and Compensation - Hourly Services and Case Administration					54.40	\$21,864.50