

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- X
:

In re: : Chapter 11

:

EXIDE TECHNOLOGIES, : Case No. 13-11482 (KJC)

:

Debtor.¹ : Hrg. Date: July 11, 2013 at 10:00 a.m. (Eastern)

: Obj. Due: July 3, 2013 at 4:00 p.m. (Eastern)

:

----- X

DEBTOR’S APPLICATION FOR ORDER PURSUANT TO SECTIONS 327(E), 328(A), AND 330 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2014 AND 2016 AND LOCAL BANKRUPTCY RULES 2014-1 AND 2016-1 AUTHORIZING THE EMPLOYMENT AND RETENTION OF PACHULSKI STANG ZIEHL & JONES LLP AS SPECIAL CONFLICTS COUNSEL FOR THE DEBTOR
NUNC PRO TUNC TO THE PETITION DATE

Exide Technologies, the debtor and debtor in possession in the above-captioned cases (the “Debtor” and, together with the non-Debtor affiliates and subsidiaries of Exide Technologies, “Exide” or the “Company”) hereby applies (the “Application”) to the Court for entry of an order, under sections 327(e) and 328 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”), authorizing the employment and retention of Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”) as special conflicts counsel for the Debtor *nunc pro tunc* to the Petition Date (as defined below). In support of this Application, the Debtor relies on the *Declaration of Laura Davis Jones in Support of Debtor’s Application for Order Pursuant to*

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.

Sections 327(e), 328(a), and 330 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016 and Local Bankruptcy Rules 2014-1 and 2016-1 Authorizing the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Special Conflicts Counsel for the Debtor Nunc Pro Tunc to the Petition Date (the “Jones Declaration”), attached hereto as Exhibit A. In further support of the Application, the Debtor respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This 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 and procedural predicates for the relief requested in this Application are Bankruptcy Code sections 327 and 328, Bankruptcy Rules 2014 and 2016 and Local Bankruptcy Rules 2014-1 and 2016-2(g).

3. Pursuant to Rule 9013-1(f) of the Local Rules for the United States Bankruptcy Court for the District of Delaware, the Debtor consents to the entry of a final judgment or order with respect to this Application if it is determined that this Court would lack Article III jurisdiction to enter such final order or judgment absent the consent of the of the parties.

BACKGROUND

A. The Chapter 11 Case

4. On June 10, 2013 (the “Petition Date”), the Debtor commenced a case by filing a petition for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Case”).

5. The Debtor continues to operate its business and manage its property as debtor and debtor in possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

6. On June 18, 2013, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors (the “Creditors’ Committee”) in the Chapter 11 Case pursuant to Bankruptcy Code section 1102. No trustee or examiner has been appointed in the Chapter 11 Case.

B. The Debtor’s Business

7. The Debtor, Exide, which together with its direct and indirect subsidiaries (collectively, the “Company”), has operations in more than 80 countries, is a global leader in stored electrical energy solutions and one of the world’s largest producers and recyclers of lead-acid batteries.

8. The Company’s four global business groups—Transportation Americas, Transportation Europe and Rest of World (“ROW”), Industrial Energy Americas, and Industrial Energy Europe and ROW—provide a comprehensive range of stored electrical energy products and services for industrial and transportation applications. Additional factual background information about the Debtor, including its business operations, its corporate and capital structures, its restructuring efforts, and the events leading to the filing of this chapter 11 case, is set forth in the Declaration of Phillip A. Damaska in Support of Chapter 11 Petition and First Day Pleadings, ECF No. 3 (the “First Day Declaration”).²

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.

RELIEF REQUESTED

9. By this Application, the Debtor seeks to employ and retain PSZ&J, effective as of the Petition Date, as its special conflicts counsel with regard to certain litigation matters and to provide all other necessary legal services as requested by the Debtor or its bankruptcy counsel. Prior to the Petition Date, PSZ&J served as Delaware co-counsel³ for the Debtor in the Previous Chapter 11 Case and the chapter 11 cases of certain of the Debtor's U.S. subsidiaries.

BASIS FOR RELIEF

10. The Debtor filed an application to retain Skadden, Arps, Meagher, & Flom LLP and its affiliates ("Skadden") as its bankruptcy counsel. The Debtor will employ other professionals in the Chapter 11 Case. Each of these firms will work under the direction of the Debtor's management. The Debtor is committed to minimizing any duplication of services. To that end, PSZJ is prepared to work with other professionals to ensure that there is no duplication of effort or costs.

QUALIFICATIONS OF PROFESSIONAL

11. The Debtor seeks to retain PSZ&J as its special conflicts counsel because of PSZ&J's extensive experience and knowledge in the field of debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code, litigation and because of the Firm's expertise, experience, and knowledge practicing before this Court.

³ PSZ&J initially served as Delaware co-counsel in the Previous Chapter 11 Case with the firm of Kirkland & Ellis LLP and subsequently with Matthew N. Kleiman, P.C.

PROFESSIONAL COMPENSATION

12. PSZ&J intends to apply for allowance of compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with the Chapter 11 Case, subject to the Court's approval in accordance with section 330(a) of the Bankruptcy Code and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, guidelines established by the Office of the United States Trustee for the District of Delaware, and any other applicable procedures and orders of the Court.

13. The Firm's hourly rates range from \$575 to \$995 for partners of PSZ&J, \$475 to \$875 for of counsel members of PSZ&J, \$425 to \$555 for associates of PSZ&J, and \$195 to \$295 for paraprofessionals of PSZ&J. The Firm's hourly rates are subject to periodic adjustments to reflect economic and other conditions.

14. The hourly rates are PSZ&J's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate PSZ&J for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is PSZ&J's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, conference call and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by PSZ&J to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research,

transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. PSZ&J will charge the Debtor for these expenses in a manner and at rates consistent with charges made generally to PSZ&J's other clients. PSZ&J believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

15. Prior to the Petition Date, PSZ&J was retained by the Debtor as Delaware co-counsel in the Previous Chapter 11 Case. PSZ&J also served as Delaware co-counsel for certain of the Debtor's U.S. affiliates in chapter 11 cases which were jointly administered with the Previous Chapter 11 Case. PSZ&J served as Delaware Co-counsel initially with the firm of Kirkland & Ellis, LLP and subsequently with Matthew N. Kleiman, P.C.

NOTICE

16. Notice of the Application will be given to: (i) the Office of the United States Trustee for the District of Delaware; (ii) counsel to the agent under the debtor in possession financing; (iii) counsel to the agent for the Debtor's prepetition secured lenders; (iv) the indenture trustee for each of the Debtor's secured and unsecured outstanding bond issuances; (v) counsel to the unofficial committee of senior secured noteholders; (vi) proposed counsel to the Creditors' Committee; and (vii) all parties entitled to notice pursuant to Bankruptcy Rule 2002. The Debtor submits that no other or further notice need be provided.

NO PRIOR REQUEST

17. No prior request for the relief requested herein has been made to this or any other Court.

CONCLUSION

WHEREFORE, the Debtor respectfully requests that the Court enter an order, substantially in the form annexed hereto, authorizing the employment and retention of PSZJ, effective as of the Petition Date, on the terms described above and granting such other and further relief as is just and proper.

Dated: June 19, 2013

EXIDE TECHNOLOGIES

A handwritten signature in black ink, appearing to read "P. A. Damaska", written over a horizontal line.

Name: Phillip A. Damaska

Title: Executive Vice President and
Chief Financial Officer

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- X
:

In re: : Chapter 11

:

EXIDE TECHNOLOGIES, : Case No. 13-11482 (KJC)

:

Debtor.¹ : Hrg. Date: July 11, 2013 at 10:00 a.m. (Eastern)

: Obj. Due: July 3, 2013 at 4:00 p.m. (Eastern)

----- X

NOTICE OF DEBTOR’S APPLICATION FOR ORDER PURSUANT TO SECTIONS 327(E), 328(A), AND 330 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2014 AND 2016 AND LOCAL BANKRUPTCY RULES 2014-1 AND 2016-1 AUTHORIZING THE EMPLOYMENT AND RETENTION OF PACHULSKI STANG ZIEHL & JONES LLP AS SPECIAL CONFLICTS COUNSEL FOR THE DEBTOR *NUNC PRO TUNC* TO THE PETITION DATE

PLEASE TAKE NOTICE that the debtor and debtor in possession in the above-captioned bankruptcy case (the “Debtor”) filed today the attached Debtor’s Application for Order Pursuant to Sections 327(e), 328(a), and 330 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016 and Local Bankruptcy Rules 2014-1 and 2016-1 Authorizing the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Special Conflicts Counsel for the Debtor *Nunc Pro Tunc* to the Petition Date (the “Application”).

PLEASE TAKE FURTHER NOTICE that a hearing on the Application will be held on **July 11, 2013 at 10:00 a.m. (Eastern)** 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 (the “Hearing”).

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.

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 **July 3, 2013 at 4:00 p.m. (Eastern)**: (i) the Debtor, Exide Technologies, 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004, Attn: Phillip A. Damaska; (ii) proposed counsel to the Debtor, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036, Attn: Kenneth S. Ziman, Esq. and J. Eric Ivester, Esq. and One Rodney Square, P.O. Box 636, Wilmington, Delaware 19899-0636, Attn: Anthony W. Clark, Esq. and 155 North Wacker Drive, Chicago, Illinois 60606-1720, Attn: James J. Mazza, Jr., Esq.; (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. and Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801, Attn: Mark D. Collins, Esq.; (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. and 1007 North Orange Street, Suite 1200, Wilmington, Delaware 19801, Attn: Dennis A. Meloro, Esq.; (v) the indenture trustee for the Debtor's secured bond issuances, Wells Fargo Bank, N.A., 7000 Central Parkway NE, Suite 550, Atlanta, Georgia 30328, Attn: Corporate Trust Services - Exide Technologies; (vi) the indenture trustee for the Debtor's unsecured bond issuances, U.S. Bank National Association, Global Corporate Trust Services, 60 Livingston Avenue, EP-MN-WS1D, St. Paul, Minnesota 55107, Attn: Cindy Woodward; (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 Eaton,

Esq. and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 King Street, Wilmington, Delaware 19801, Attn: Pauline K. Morgan, Esq.; (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.; (ix) proposed special conflicts counsel to the Debtor, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), Attn: Laura Davis Jones, Esq.; and (x) proposed counsel to the official committee of unsecured creditors. Only objections made in writing and timely filed and received will be considered by the Bankruptcy Court at the 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
June 19, 2013

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Laura Davis Jones

Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
Email: ljones@pszjlaw.com
joneill@pszjlaw.com

[Proposed] Special Conflicts Counsel for the Debtor
and Debtor in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- x
In re: : Chapter 11
EXIDE TECHNOLOGIES, : Case No. 13-11482 (KJC)
Debtor.¹ :
----- x

**STATEMENT UNDER RULE 2016 OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE AND SECTION 329 OF THE BANKRUPTCY CODE**

1. Pachulski Stang Ziehl & Jones LLP (“PSZ&J”), pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and section 329 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), states that the undersigned is special conflicts counsel to the above-captioned debtor and debtor in possession (the “Debtor”) in this case.

2. Compensation agreed to be paid by the Debtor to PSZ&J is for legal services to be rendered in connection with this case. The Debtor has agreed to pay PSZ&J for the legal services rendered or to be rendered by its various attorneys, paralegals, and case management assistants in connection with this Chapter 11 Case on the Debtor’s behalf. The Debtor also has agreed to reimburse PSZ&J for its actual and necessary expenses incurred in connection with this case.

3. PSZ&J received a retainer in this case in the amount of \$50,000.00.

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.

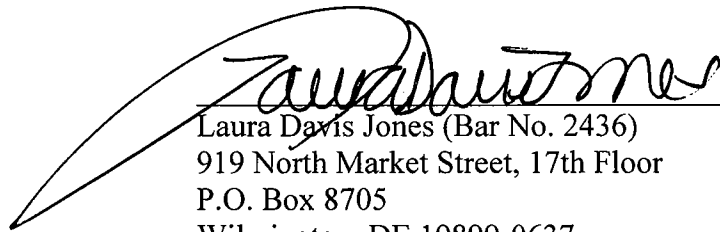
4. PSZ&J will seek approval of payment of compensation upon the filing of appropriate applications for allowance of interim or final compensation pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of the United States Bankruptcy Court for the District of Delaware, and orders of this Court.

5. The services to be rendered include all those services set forth in the Debtor's *Application for Order Pursuant to Sections 327(E), 328(A), and 330 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016 and Local Bankruptcy Rules 2014-1 And 2016-1 Authorizing the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Special Conflicts Counsel for the Debtor Nunc Pro Tunc to the Petition Date* submitted concurrently herewith.

6. PSZ&J further states that it has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, of counsel, and associates of PSZ&J, or (b) any compensation another person or party has received or may have received.

Dated: June 19, 2013

PACHULSKI STANG ZIEHL & JONES LLP



Laura Davis Jones (Bar No. 2436)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-0637
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
Email: ljones@pszjlaw.com

EXHIBIT A

Jones Declaration

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- x
 In re: : Chapter 11
 :
 EXIDE TECHNOLOGIES, : Case No. 13-11482 (KJC)
 :
 Debtor.¹ :
 :
 ----- x

**DECLARATION OF LAURA DAVIS JONES IN SUPPORT OF
 DEBTOR’S APPLICATION FOR ORDER PURSUANT TO SECTIONS 327(E), 328(A),
 AND 330 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2014 AND 2016
 AND LOCAL BANKRUPTCY RULES 2014-1 AND 2016-1 AUTHORIZING THE
 EMPLOYMENT AND RETENTION OF PACHULSKI STANG ZIEHL & JONES LLP
 AS SPECIAL CONFLICTS COUNSEL FOR THE DEBTOR
NUNC PRO TUNC TO THE PETITION DATE**

LAURA DAVIS JONES, ESQUIRE, hereby declare under penalty of perjury that
 the following is true and correct to the best of my knowledge, information and belief:

1. I am a partner in the firm of Pachulski Stang Ziehl & Jones LLP
 (“PSZ&J” or the “Firm”), located at 919 North Market Street, 17th Floor, Wilmington, Delaware
 19801, and have been duly admitted to practice law in the State of Delaware, the United States
 District Court for the District of Delaware, the United States Court of Appeals for the Third
 Circuit, and the Supreme Court of the United States. This Declaration is submitted in support of
 the *Debtor’s Application for Order Pursuant to Sections 327(e), 328(a), and 330 of the
 Bankruptcy Code and Bankruptcy Rules 2014 and 2016 and Local Bankruptcy Rules 2014-1 And
 2016-1 Authorizing the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as*

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.

Special Conflicts Counsel for the Debtor Nunc Pro Tunc to the Petition Date (the “Application”),² which is being submitted concurrently herewith.

2. Because the Debtor is seeking to retain PSZ&J as special litigation and conflicts counsel pursuant to 11 U.S.C. § 327(e), PSZ&J may be employed by the Debtor regardless of whether PSZ&J is a “disinterested person” as defined under 11 U.S.C. § 101(14). Nonetheless, neither I, the Firm, nor any partner, of counsel or associate thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtor (the “Debtor”), their creditors, or any other parties in interest herein, or their respective attorneys, except as set forth below.

3. The Debtor has retained Skadden and will retain various professionals (the “Professionals”) during the pendency of the Chapter 11 Cases. PSZ&J has previously worked with the some or all of the Professionals and will continue to work with them on various representations, at times representing the same parties and at other times representing parties with similar interests or parties with adverse interests.

4. PSZ&J represents many committees, whose members may be creditors in the Debtor’s chapter 11 case; however, PSZ&J is not representing any of those entities in this case and will not represent any members of these committees in any claims that they may have collectively or individually against the Debtor.

² Unless otherwise defined herein, capitalized terms used herein shall the meanings ascribed to them in the Application.

5. From April of 2002 through to the Petition Date, PSZ&J was retained by the Debtor as Delaware co-counsel in the Previous Chapter 11 Case. PSZ&J also served as Delaware co-counsel for certain of the Debtor's U.S. affiliates in chapter 11 cases which were jointly administered with the Previous Chapter 11 Case. PSZ&J served as Delaware Co-counsel initially with the firm of Kirkland & Ellis, LLP and subsequently with Matthew N. Kleiman, P.C.

6. PSZ&J is a "disinterested person" as that term is defined in section 101(14) of title 11 of the United States Code (the "Bankruptcy Code") in that PSZ&J, its partners, of counsel and associates:

- a. are not creditors, equity security holders or insiders of the Debtor;
- b. are not and were not, within 2 years before the date of the filing of the petitions, a director, officer or employee of the Debtor; and
- c. do not have an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor, or for any other reason.

7. PSZ&J and certain of its partners, of counsel and associates may have in the past represented, and may currently represent and likely in the future will represent creditors of the Debtor in connection with matters unrelated to the Debtor and this case. At this time, PSZ&J is not aware of such representations, except as disclosed above. PSZ&J will be in a position to identify with specificity any such persons or entities when lists of all creditors of the Debtor have been reviewed and will make any further disclosures as may be appropriate at that time.

8. PSZ&J intends to apply for compensation for professional services rendered in connection with these chapter 11 cases subject to approval of this Court and compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. The Firm's hourly rates range from \$575 to \$995 for partners of PSZ&J, \$475 to \$875 for of counsel members of PSZ&J, \$425 to \$555 for associates of PSZ&J, and \$195 to \$295 for paraprofessionals of PSZ&J. The Firm's hourly rates are subject to periodic adjustments to reflect economic and other conditions. Prior to the Petition Date, PSZ&J received a retainer for the Chapter 11 Case in the amount of \$50,000.00.


9. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, conference call and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Debtor for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is

fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

10. No promises have been received by the Firm or by any partner, of counsel or associate thereof as to compensation in connection with this case other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with the Chapter 11 Case, except among the partners, of counsel and associates of the Firm.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: June 19, 2013



Laura Davis Jones

EXHIBIT B

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- x
 In re: : Chapter 11
 :
 EXIDE TECHNOLOGIES, : Case No. 13-11482 (KJC)
 :
 Debtor.¹ : Related Docket No. _____
 :
 ----- x

ORDER GRANTING DEBTOR’S APPLICATION FOR ORDER PURSUANT TO SECTIONS 327(E), 328(A), AND 330 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2014 AND 2016 AND LOCAL BANKRUPTCY RULES 2014-1 AND 2016-1 AUTHORIZING THE EMPLOYMENT AND RETENTION OF PACHULSKI STANG ZIEHL & JONES LLP AS SPECIAL CONFLICTS COUNSEL FOR THE DEBTOR NUNC PRO TUNC TO THE PETITION DATE

Upon the application (the “Application”)² of the above-captioned debtor and debtor in possession (the “Debtor”), seeking authorization to employ and retain Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”) as special conflicts counsel for the Debtor; and upon (i) the *Statement Under Rule 2016 of the Federal Rules of Bankruptcy Procedure and Section 329 of the Bankruptcy Code* (the “Statement”), and (ii) the *Declaration of Laura Davis Jones in Support of Debtor’s Application for Order Pursuant to Sections 327(e), 328(a), and 330 of The Bankruptcy Code and Bankruptcy Rules 2014 and 2016 and Local Bankruptcy Rules 2014-1 and 2016-1 Authorizing the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Special Conflicts Counsel for the Debtor Nunc Pro Tunc to the Petition Date* (the “Jones Declaration”), which were submitted concurrently with the Application; and the Court being

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, unless otherwise defined herein, shall have the meanings ascribed to them in the Application.

satisfied, based on the representations made in the Application, the Statement, and the Jones Declaration that the legal and factual bases establish just cause for the relief granted herein and the Court having determined that the relief sought in the Application is in the best interests of the Debtor and its estate; and it appearing that the Court has jurisdiction to consider the Application; and it appearing that due notice of the Application has been given and no further notice need be given; and upon the proceedings before the Court; and after due deliberation and good and sufficient cause appearing; it is

ORDERED that the Application is granted; and it is further

ORDERED that the Debtor is authorized, pursuant to sections 327(e) and 328(a) of the Bankruptcy Code, and effective *nunc pro tunc* to the Petition Date, to employ and retain PSZ&J as special conflicts counsel on the terms set forth in the Application, the Statement, and the Jones Declaration; and it is further

ORDERED that PSZ&J shall file applications and be compensated in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such other procedures as may be fixed by order of this Court; and it is further

ORDERED that this Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

Dated: _____, 2013

Honorable Kevin J. Carey
United States Bankruptcy Judge