

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 : **Hrg. Date: July 11, 2013 at 10:00 a.m. (Eastern)**
 : **Obj. Due: July 3, 2013 at 4:00 p.m. (Eastern)**
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**DEBTOR’S MOTION FOR ADMINISTRATIVE ORDER PURSUANT TO
 BANKRUPTCY CODE SECTIONS 105(a) AND 331, BANKRUPTCY RULE 2016,
 AND LOCAL BANKRUPTCY RULE 2016-2 ESTABLISHING
INTERIM COMPENSATION PROCEDURES**

Exide Technologies (“Exide” or the “Debtor”) hereby moves (the “Motion”) this Court for entry of an order, under sections 105(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-2 of the Local Rules of Bankruptcy Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”) establishing procedures for interim compensation and reimbursement of professional expenses during this case. In support of the Motion, the Debtor, by and through its undersigned proposed counsel, respectfully represents:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider the Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of this case and the Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409.

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. The statutory predicates for the relief requested herein are Bankruptcy Code sections 105(a) and 331, Bankruptcy Rule 2016, and Local Bankruptcy Rule 2016-2.

3. Pursuant to Local Bankruptcy Rule 9013-1(f), the Debtor consents to the entry of a final judgment or order with respect to this Motion if it is determined that this Court would lack Article III jurisdiction to enter such final order or judgment absent the consent 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 the Chapter 11 Case, is set forth in the Declaration of Phillip A. Damaska in Support of Chapter 11 Petition and First Day Pleadings (Docket No. 3) (the “First Day Declaration”).²

RETENTION OF PROFESSIONALS

9. The Debtor will be seeking authority to retain and employ under Bankruptcy Code section 327 (i) Skadden, Arps, Slate, Meagher & Flom LLP (“Skadden”) as restructuring and bankruptcy counsel; (ii) Lazard Frères & Co. LLC (“Lazard”) as investment banker; (iii) Alvarez & Marsal North America, LLC (“A&M”) as financial advisor; (iv) KPMG LLP (“KPMG”) as auditor; (v) Sheppard Mullin Richter & Hampton LLP (“Sheppard Mullin”) as environmental counsel; (vi) Sitrick and Company (“Sitrick”) as corporate communications and public relations consultants; (vii) Pachulski Stang Ziehl & Jones LLP (“Pachulski”) as special conflicts counsel; and (viii) GCG, Inc. (“GCG”) as administrative agent. The Debtor anticipates that it may need to retain other professionals in this case under Bankruptcy Code section 327, which professionals would likewise be subject to the compensation and reimbursement procedures set forth in the Motion. In addition, the Debtor expects the Creditors’ Committee to retain counsel and other professionals under Bankruptcy Code section 1103 to assist in the performance of its statutory duties (such professionals collectively with Skadden, Lazard, A&M, KPMG, Sheppard Mullin, Sitrick, Pachulski, GCG, and any other professionals

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

the Debtor subsequently seeks to retain, other than Ordinary Course Professionals (as defined below), the “Professionals”).

10. The Debtor has proposed, in a separate motion, a payment scheme for various ordinary course business professionals whom the Debtor has employed or will employ in the ordinary course of its business (the “Ordinary Course Professionals”). The Debtor requests that Ordinary Course Professionals not be subject to the Motion.

11. Under Bankruptcy Code section 331, all professionals are entitled to submit applications for interim payment of compensation and reimbursement of expenses every 120 days or more often if the Court permits. As detailed in Exhibit A, the proposed procedures will permit each Professional to file with the Court and serve a monthly application on the Notice Parties (as defined in Exhibit A) for interim approval and allowance of fees for services rendered and expenses incurred by each Professional during the immediately preceding month.

RELIEF REQUESTED

12. By the Motion, the Debtor, pursuant to Bankruptcy Code sections 105(a) and 331, Bankruptcy Rule 2016, and Local Bankruptcy Rule 2016-2, requests that this Court establish an orderly, regular process for allowance of compensation and reimbursement of fees and expenses for attorneys and other professionals whose services are authorized by this Court pursuant to Bankruptcy Code section 327 or 1103 and who will be required to file applications for allowance of compensation and reimbursement of expenses pursuant to Bankruptcy Code sections 330 and 331. In addition, the Debtor seeks entry of an order establishing procedures for reimbursement of reasonable out-of-pocket expenses incurred by members of the Creditors’ Committee.

13. For the reasons set forth herein, the Debtor submits that the relief requested herein is in the best interest of the Debtor, its estate, creditors, and other parties in interest, and therefore, should be granted.

BASIS FOR RELIEF

14. The proposed procedures specifically provide for the monthly payment of 80% of fees and 100% reimbursement of expenses of the Professionals as outlined in Exhibit A attached hereto.³ Pursuant to the proposed procedures, each Professional may file with the Court and serve on the Notice Parties (defined in Exhibit A) a monthly fee application on or after the twenty-fifth (25th) day of each month following the month for which compensation is sought. Payment of eighty percent (80%) of each Professional's fees and one hundred percent (100%) of each Professional's expenses is subject to objections by the Notice Parties (defined in Exhibit A) and this Court's approval. The proposed procedures additionally allow each Professional to file with the Court and serve on the Notice Parties (defined in Exhibit A) an interim fee application for compensation and reimbursement of expenses sought in the monthly fee applications every three (3) months. Following the filing of interim fee applications, the Debtor will request hearings on the interim fee applications. The Debtor proposes that upon allowance by this Court of a Professional's interim fee application, the Debtor shall be authorized to promptly pay such Professional all requested fees (including the twenty percent (20%) holdback) and expenses not previously paid.

³ All time periods referenced in this Motion and attached exhibit shall be calculated in accordance with Bankruptcy Rule 9006(a). The procedures proposed by this Motion shall remain subject to the retention application and order entered for each Professional.

15. The procedures suggested in Exhibit A will enable interested parties to closely monitor costs of administration. Moreover, such procedures will permit the Debtor to maintain a more predictable cash flow and an efficient cash management system.

16. The Debtor further requests that each member of the Creditors' Committee in this case be permitted to submit statements of expenses (excluding Creditors' Committee member's counsel fees and expenses) and supporting receipts to counsel for the Creditors' Committee, and counsel for the Creditors' Committee shall collect and file such requests for reimbursement in accordance with the foregoing procedures for monthly and interim compensation and reimbursement of the Professionals.

17. The Debtor further requests that the Court limit the notice of hearings to consider interim and final fee applications to: (a) the Notice Parties (as defined in Exhibit A) and (b) all parties who have filed a notice of appearance with the Clerk of this Court and requested such notice. Such notice should reach the parties most active in this case and will save the expense of undue duplication and mailing.

APPLICABLE AUTHORITY

18. Bankruptcy Code section 331 provides, in relevant part, as follows:

A trustee, an examiner, a debtor's attorney, or any professional person employed under section 327 or 1103 of this title may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of this title.

11 U.S.C. § 331.

19. Bankruptcy Code section 105(a) provides, in relevant part, that "[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." Id. § 105(a).

20. Procedures for compensating and reimbursing court-approved professionals have been established in other large chapter 11 cases in this District. Such procedures are necessary to avoid having professionals fund the Chapter 11 Case. See In re Mariner Post-Acute Network, Inc., 257 B.R. 723, 728 (Bank. D. Del. 2000) (finding that “[c]ourts have generally recognized that in large cases it is appropriate to allow payment of professionals more frequently” to avoid imposing an “intolerable burden” and “a significant economic disadvantage” on the Debtors’ professionals while permitting Debtors to “better manage their cash flow”). Appropriate factors to consider when deciding whether to approve interim compensation procedures such as those proposed here include: 1) the size of the cases; 2) the hardship that waiting for an extended payment will place on counsel; 3) the ability of counsel to respond to any reassessment proposed under the procedures; and 4) whether the procedure is subject to a noticed hearing. Id. at 730 (citing In re Knudsen Corp., 84 B.R. 668, 672-73 (9th Cir. 1988)). Here, the Chapter 11 Case is both large and complex and the Professionals have devoted, and likely will continue to devote, significant amounts of time to achieving a successful restructuring of the Debtor.

21. The Debtor submits that the procedures requested herein for compensating and reimbursing Professionals are comparable to those procedures established in other chapter 11 cases filed in this District. See, e.g., In re Synagro Tech., Inc., Case No. 13-11041 (BLS) (Bankr. D. Del. May 23, 2013); In re LCI Holding Company, Inc., Case No. 12-13319 (KG) (Bankr. D. Del., Jan. 10, 2013); In re Southern Air Holdings, Inc., Case No. 12-12690 (CSS) (Bankr. D. Del. Oct. 24, 2012); In re WP Steel Venture LLC, Case No. 12-11661 (KJC) (Bankr. D. Del. June 19, 2012); In re Delta Petroleum Corp., Case No. 11-14006 (KJC) (Bankr. D. Del. Jan. 11, 2012); In re DSI Holdings, Inc., Case No. 11-11941 (KJC) (Bankr. D. Del. July 21,

2011); In re Visteon Corp., Case No. 09-11786 (CSS) (Bankr. D. Del. June 19, 2009). Such an order would enable this Court, the U.S. Trustee, and all other parties to effectively monitor the Professionals' fees and expenses incurred in this case.

22. Based on the foregoing, the Debtor requests that the relief requested herein is in the best interest of the Debtor, its estate, creditors, stakeholders, and other parties in interest, and therefore, should be granted.

NOTICE

23. Notice of the Motion 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

24. No previous request for the relief sought herein has been made to this or any other Court.

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CONCLUSION

WHEREFORE, the Debtor respectfully requests that the Court enter an order, substantially in the form annexed hereto, granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: Wilmington, Delaware
June 20, 2013

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Christine W. Kim

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Christine W. Kim (I.D. No. 5272)
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- and -

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155 N. Wacker Dr.
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Telephone: (312) 407-0700
Fax: (312) 407-0411

Proposed Counsel for Debtor and Debtor in Possession

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

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

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**NOTICE OF DEBTOR’S MOTION FOR ADMINISTRATIVE ORDER
PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a) AND 331,
BANKRUPTCY RULE 2016, AND LOCAL BANKRUPTCY RULE 2016-2
ESTABLISHING INTERIM COMPENSATION PROCEDURES**

PLEASE TAKE NOTICE that the debtor and debtor in possession in the above-captioned bankruptcy case (the “Debtor”) filed today the attached Debtor’s Motion For Administrative Order Pursuant To Bankruptcy Code Sections 105(a) And 331, Bankruptcy Rule 2016, And Local Bankruptcy Rule 2016-2 Establishing Interim Compensation Procedures (the “Motion”).

PLEASE TAKE FURTHER NOTICE that a hearing on the Motion 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 (“Hearing”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion 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

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.

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 N. Wacker Drive, Chicago, Illinois 60606-1720, Attn: James J. Mazza, Jr.; (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 N. Orange St., 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 Ave., 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 Belisle 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.; and (ix) proposed counsel to the official committee of unsecured creditors, Lowenstein Sandler LLP, 1251 Avenue of the Americas, New York, New York 10020, Attn: Kenneth A. Rosen, Esq. and Gerald C. Bender, Esq., and 65 Livingston Avenue, Roseland, New Jersey 07068, Attn: Sharon L. Levine, Esq. Only objections made in writing and timely filed and received will be considered by the Bankruptcy Court at the Hearing.

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

Dated: Wilmington, Delaware
June 20, 2013

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Christine W. Kim

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Proposed Counsel for Debtor and Debtor in Possession

EXHIBIT A

INTERIM COMPENSATION PROCEDURES

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 :
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EXIDE TECHNOLOGIES
INTERIM COMPENSATION PROCEDURES²

(a) On or after the twenty-fifth (25th) day of each month following the month for which compensation is sought, each Professional may file with the Court and serve a fee application (the “Monthly Fee Application”), which need not include a narrative, but must include time and expense detail, on the following parties (collectively, the “Notice Parties”): (i) the Debtor, Exide Technologies, 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004, Attn: Phillip A. Damaska; (ii) 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.; One Rodney Square, P.O. Box 636, Wilmington, Delaware 19899-0636, Attn: Anthony W. Clark, Esq.; and 155 N. Wacker Drive, Chicago, Illinois 60606-1720, Attn: James J. Mazza, Jr.; (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.; 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.; 1007 N. Orange St., 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 Corporate Trust Services, Global Corporate Trust Services, 60 Livingston Ave., 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 Belisle Eaton, Esq.; Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 King Street, Wilmington, Delaware 19801, Attn: Pauline K. Morgan,

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 shall have the meanings ascribed to them in the Debtor’s Motion for Administrative Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Interim Compensation Procedures. The procedures set forth herein are subject to the retention application and order entered for each Professional.

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 Kenney, Esq.; and (ix) proposed counsel to the Creditors' Committee. Any Professional that fails to file a Monthly Fee Application for a particular month or months may subsequently submit a consolidated Monthly Fee Application that includes a request for compensation earned or expenses incurred during previous months. All Monthly Fee Applications shall comply with the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and applicable Third Circuit law.

(b) Each Notice Party will have until 4:00 p.m. (Eastern Time) on the twenty-first (21st) day after service of a Monthly Fee Application to review the request and object thereto (the "Objection Deadline"). Upon the expiration of the Objection Deadline, each Professional may file with this Court a certificate of no objection or a certificate of partial objection, whichever is applicable, after which the Debtor is authorized to pay each Professional an amount (the "Actual Interim Payment") equal to (i) 80% of the fees and 100% of the expenses requested in the Monthly Fee Application (the "Maximum Payment") or, if any Notice Party objects to a Professional's Monthly Fee Application, (ii) 80% of the fees and 100% of the expenses not subject to an objection.

(c) If any Notice Party objects to a Professional's Monthly Fee Application, the objecting party shall, prior to the Objection Deadline, serve upon the respective Professional and each of the Notice Parties a written notice setting forth the precise nature of the objection and the amount at issue (the "Notice of Objection to Monthly Fee Application"). Thereafter, the objecting party and the Professional shall attempt to resolve the objection on a consensual basis. If the parties reach an agreement, the Debtor shall promptly pay 80% of the agreed upon fees and 100% of the agreed upon expenses. If the parties are unable to reach a resolution of the objection within twenty-one (21) days after service of the Notice of Objection to Monthly Fee Application (the "Resolution Deadline"), the objecting party shall file its objection (the "Objection") with this Court three (3) business days after the Resolution Deadline and serve such Objection on the respective Professional and each of the Notice Parties. Thereafter, the Professional may either: (i) file a response to the Objection with the Court, together with a request for payment of the difference, if any, between the Maximum Payment and the Actual Interim Payment made to the affected Professional (the "Incremental Amount") or (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time this Court will consider and dispose of the Objection, if requested by the parties.

(d) Beginning with the three (3) month period ending on August 31, 2013, and at three (3) month intervals thereafter (the "Interim Fee Period"), each of the Professionals may file with the Court and serve on the Notice Parties an interim fee application (the "Interim Fee Application") for compensation and reimbursement of expenses sought in the Monthly Fee Applications served during such period. The Interim Fee Application must include a narrative discussion, as well as a summary of the Monthly Fee Applications that are the subject of the application and appropriate time and expense detail. Each Professional may file its Interim Fee Application within forty-five (45) days after the end of the Interim Fee Period for which the request seeks allowance of compensation and reimbursement of expenses, but no later than sixty (60) days after the Interim Period if the Professional's Application is to be considered in connection with any Interim Fee Hearing (defined below). Each Professional shall serve notice of its Interim Fee Application (which identifies the Professional seeking compensation, discloses the period for which the payment of compensation and reimbursement of expenses is being sought, and describes the amount of compensation and expenses sought) on the Notice Parties and all parties that have entered their appearance pursuant to

Bankruptcy Rule 2002. Parties will have twenty-one (21) days after service of an Interim Fee Application to object thereto. The first Interim Fee Application should cover the Interim Fee Period from the Petition Date through and including August 31, 2013.

(e) The Debtor shall request that this Court schedule a hearing on the Interim Fee Applications at least once every three (3) months (each an “Interim Fee Hearing”), with the first Interim Fee Hearing to be held in November 2013. The Court, in its discretion, may approve an uncontested Interim Fee Application without the need for an Interim Fee Hearing, upon the Professional’s filing of a certificate of no objection. Upon allowance by this Court of a Professional’s Interim Fee Application, the Debtor shall be authorized to promptly pay such Professional all requested fees (including the 20% holdback) and expenses not previously paid.

(f) Any Professional that fails to file an Interim Fee Application during the applicable Interim Fee Allowance Period will be ineligible to receive further interim payments of fees or expenses with respect to any subsequent Interim Fee Period until such time as an Interim Fee Application is filed and served by the Professional.

(g) The pendency of an Objection to payment of compensation or reimbursement of expenses will not disqualify a Professional from the future payment of compensation or reimbursement of expenses.

(h) Neither the payment of nor the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses, nor the filing of or failure to file an Objection, will bind any party-in-interest or this Court with respect to the allowance of interim or final applications for compensation and reimbursement of expenses of the Professionals. All fees and expenses paid to the Professionals under these compensation procedures are subject to disgorgement until final allowance by this Court.

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)
 :
 Debtor.¹ : **Related Docket No.** ____
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**ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105(a) AND 331,
 BANKRUPTCY RULE 2016, AND LOCAL BANKRUPTCY RULE 2016-2
ESTABLISHING INTERIM COMPENSATION PROCEDURES**

Upon the motion (the “Motion”) of the Debtor for entry of an order (the “Order”) under Bankruptcy Code sections 105(a) and 331, establishing procedures for interim compensation and reimbursement of expenses of Professionals on a monthly basis; and due and sufficient notice of the Motion² having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interests of the Debtor, its estate, creditors, stakeholders, and other parties in interest; and after due deliberation thereon and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED as set forth herein.
2. Except as may otherwise be provided in orders of this Court authorizing the retention of specific professionals, all Professionals in this case shall seek interim

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 shall have the meanings ascribed to such terms in the Motion.

compensation in accordance with the procedures set forth in Exhibit 1 attached hereto and the Debtor is authorized to pay such amounts.

3. The Debtor shall include all payments to Professionals on its monthly operating reports, detailed so as to state the amount paid to each Professional.

4. Each member of the Creditors' Committee appointed in this case shall be permitted to submit statements of expenses (excluding Creditors' Committee member's counsel fees and expenses) and supporting receipts to counsel to the Creditors' Committee, which shall collect and submit such requests for reimbursement in accordance with the foregoing procedure for monthly and interim compensation and reimbursement of Professionals; provided, however, that all Creditors' Committee members' requests for reimbursement of the Creditors' Committee members' attorneys' fees or expenses must be made by separate application and scheduled for hearing upon proper notice.

5. All time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: Wilmington, Delaware
_____, 2013

The Honorable Kevin J. Carey
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

INTERIM COMPENSATION PROCEDURES

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
INTERIM COMPENSATION PROCEDURES²**

(a) On or after the twenty-fifth (25th) day of each month following the month for which compensation is sought, each Professional may file with the Court and serve a fee application (the “Monthly Fee Application”), which need not include a narrative, but must include time and expense detail, on the following parties (collectively, the “Notice Parties”): (i) the Debtor, Exide Technologies, 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004, Attn: Phillip A. Damaska; (ii) 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.; One Rodney Square, P.O. Box 636, Wilmington, Delaware 19899-0636, Attn: Anthony W. Clark, Esq.; and 155 N. Wacker Drive, Chicago, Illinois 60606-1720, Attn: James J. Mazza, Jr.; (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.; 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.; 1007 N. Orange St., 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 Corporate Trust Services, Global Corporate Trust Services, 60 Livingston Ave., 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 Belisle Eaton, Esq.; Young Conaway Stargatt & Taylor,

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 shall have the meanings ascribed to them in the Debtor’s Motion for Administrative Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Interim Compensation Procedures. The procedures set forth herein are subject to the retention application and order entered for each Professional.

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 Kenney, Esq.; and (ix) proposed counsel to the Creditors' Committee. Any Professional that fails to file a Monthly Fee Application for a particular month or months may subsequently submit a consolidated Monthly Fee Application that includes a request for compensation earned or expenses incurred during previous months. All Monthly Fee Applications shall comply with the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and applicable Third Circuit law.

(b) Each Notice Party will have until 4:00 p.m. (Eastern Time) on the twenty-first (21st) day after service of a Monthly Fee Application to review the request and object thereto (the "Objection Deadline"). Upon the expiration of the Objection Deadline, each Professional may file with this Court a certificate of no objection or a certificate of partial objection, whichever is applicable, after which the Debtor is authorized to pay each Professional an amount (the "Actual Interim Payment") equal to (i) 80% of the fees and 100% of the expenses requested in the Monthly Fee Application (the "Maximum Payment") or, if any Notice Party objects to a Professional's Monthly Fee Application, (ii) 80% of the fees and 100% of the expenses not subject to an objection.

(c) If any Notice Party objects to a Professional's Monthly Fee Application, the objecting party shall, prior to the Objection Deadline, serve upon the respective Professional and each of the Notice Parties a written notice setting forth the precise nature of the objection and the amount at issue (the "Notice of Objection to Monthly Fee Application"). Thereafter, the objecting party and the Professional shall attempt to resolve the objection on a consensual basis. If the parties reach an agreement, the Debtor shall promptly pay 80% of the agreed upon fees and 100% of the agreed upon expenses. If the parties are unable to reach a resolution of the objection within twenty-one (21) days after service of the Notice of Objection to Monthly Fee Application (the "Resolution Deadline"), the objecting party shall file its objection (the "Objection") with this Court three (3) business days after the Resolution Deadline and serve such Objection on the respective Professional and each of the Notice Parties. Thereafter, the Professional may either: (i) file a response to the Objection with the Court, together with a request for payment of the difference, if any, between the Maximum Payment and the Actual Interim Payment made to the affected Professional (the "Incremental Amount") or (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time this Court will consider and dispose of the Objection, if requested by the parties.

(d) Beginning with the three (3) month period ending on August 31, 2013, and at three (3) month intervals thereafter (the "Interim Fee Period"), each of the Professionals may file with the Court and serve on the Notice Parties an interim fee application (the "Interim Fee Application") for compensation and reimbursement of expenses sought in the Monthly Fee Applications served during such period. The Interim Fee Application must include a narrative discussion, as well as a summary of the Monthly Fee Applications that are the subject of the application and appropriate time and expense detail. Each Professional may file its Interim Fee Application within forty-five (45) days after the end of the Interim Fee Period for which the request seeks allowance of compensation and reimbursement of expenses, but no later than sixty (60) days after the Interim Period if the Professional's Application is to be considered in connection with any Interim Fee Hearing (defined below). Each Professional shall serve notice of its Interim Fee Application (which identifies the Professional seeking compensation, discloses the period for which the payment of compensation and reimbursement of expenses is being sought, and describes the amount of compensation and expenses

sought) on the Notice Parties and all parties that have entered their appearance pursuant to Bankruptcy Rule 2002. Parties will have twenty-one (21) days after service of an Interim Fee Application to object thereto. The first Interim Fee Application should cover the Interim Fee Period from the Petition Date through and including August 31, 2013.

(e) The Debtor shall request that this Court schedule a hearing on the Interim Fee Applications at least once every three (3) months (each an “Interim Fee Hearing”), with the first Interim Fee Hearing to be held in November 2013. The Court, in its discretion, may approve an uncontested Interim Fee Application without the need for an Interim Fee Hearing, upon the Professional’s filing of a certificate of no objection. Upon allowance by this Court of a Professional’s Interim Fee Application, the Debtor shall be authorized to promptly pay such Professional all requested fees (including the 20% holdback) and expenses not previously paid.

(f) Any Professional that fails to file an Interim Fee Application during the applicable Interim Fee Allowance Period will be ineligible to receive further interim payments of fees or expenses with respect to any subsequent Interim Fee Period until such time as an Interim Fee Application is filed and served by the Professional.

(g) The pendency of an Objection to payment of compensation or reimbursement of expenses will not disqualify a Professional from the future payment of compensation or reimbursement of expenses.

(h) Neither the payment of nor the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses, nor the filing of or failure to file an Objection, will bind any party-in-interest or this Court with respect to the allowance of interim or final applications for compensation and reimbursement of expenses of the Professionals. All fees and expenses paid to the Professionals under these compensation procedures are subject to disgorgement until final allowance by this Court.