

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 :

:

: **Obj. Due: May 20, 2014 at 4:00 p.m. (Eastern)**

: **Hrg. Date: TBD**

----- x

**FIRST INTERIM FEE APPLICATION OF
NEWMARK MIDWEST REGION, LLC DBA NEWMARK GRUBB KNIGHT FRANK
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS REAL ESTATE CONSULTANT TO THE DEBTOR FOR THE PERIOD
FROM DECEMBER 1, 2013 THROUGH AND INCLUDING FEBRUARY 28, 2014**

Name of the Applicant: Newmark Midwest Region, LLC dba
Newmark Grubb Knight Frank

Authorized to provide professional services to: Exide Technologies

Date of Retention: November 13, 2013 *nunc pro tunc to*
October 1, 2013

Period for which compensation
and reimbursement are sought: December 1, 2013 through and including
February 28, 2014

Amount of compensation sought
as actual, reasonable and necessary: \$81,007.80

Amount of expense reimbursement
sought as actual, reasonable and necessary: \$3,018.68

This is a/an: ___ monthly application x interim application ___ final application

Aggregate Amounts Paid to Date For
First Interim Application Period: \$67,824.92

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.

Prior Applications:

Date Filed	Docket Number	Period Covered	Fees Requested	Expenses Requested	Fees Paid	Expenses Paid
1/31/14	1323	12/1/13-12/31/13	\$64,806.24 (80% of \$81,007.80)	\$3,018.68	\$64,806.24	\$3,018.68

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

**COMPENSATION BY PROJECT FOR THE PERIOD
DECEMBER 1, 2013 THROUGH AND INCLUDING FEBRUARY 28, 2014**

Project Category	Type of Fee	Total Fees
Headquarters Lease Amendment	Percentage of Savings	\$81,007.80
Total		\$81,007.80

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

**EXPENSE SUMMARY FOR THE PERIOD
DECEMBER 1, 2013 THROUGH AND INCLUDING FEBRUARY 28, 2014**

Expense Category	Total Expenses
Travel to and from headquarters, Milton, GA	\$3,018.68
Total	\$3,018.68

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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	:	
	:	Obj. Due: May 20, 2014 at 4:00 p.m. (Eastern)
-----	X	Hrg. Date: TBD

**FIRST INTERIM FEE APPLICATION OF
NEWMARK MIDWEST REGION, LLC DBA NEWMARK GRUBB KNIGHT FRANK
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS REAL ESTATE CONSULTANT TO THE DEBTOR FOR THE PERIOD
FROM DECEMBER 1, 2013 THROUGH AND INCLUDING FEBRUARY 28, 2014**

Newmark Midwest Region, LLC dba Newmark Grubb Knight Frank (“the Applicant”), real estate consultant for the above-captioned debtor and debtor in possession (the “Debtor” or “Exide”), submits this first interim application (the “Application”) seeking interim allowance and payment of compensation and reimbursement of expenses pursuant to sections 330 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 Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”) for the period from December 1, 2013 through and including February 28, 2014 (the “Application Period”), and represents as follows:

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.

JURISDICTION

1. This Court has jurisdiction to consider this Application 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 this Application in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. The legal predicates for the relief requested herein are Bankruptcy Code sections 330 and 331, Bankruptcy Rule 2016 and Local Bankruptcy Rule 2016-2.

3. The Debtor consents to this Court's authority to enter final orders on this matter.

BACKGROUND

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"). 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. 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 has been appointed in the Chapter 11 Case.

5. The factual background regarding the Debtor, including its business operations, capital and debt structure, 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], which was filed with the Court on the Petition Date and is incorporated herein.

6. The Debtor sought approval of this Court to retain the Applicant as real estate consultant, pursuant to 11 U.S.C. §§ 327(a) and 328(a), by motion filed October 24, 2013 [Docket No. 966]. The Applicant's retention was approved by this Court by Order dated November 13, 2013, *nunc pro tunc* to October 1, 2013 [Docket No. 1080] (the "Order"). The Order authorized the Applicant to be compensated for services rendered and to be reimbursed for actual and necessary out-of-pocket expenses. The Order also provided that the Applicant shall not be required to maintain or provide time records in connection with its applications.

7. On July 10, 2013, the Court entered an Order Pursuant to Bankruptcy Code Sections 105(a) and 331 Establishing Interim Compensation Procedures [Docket No. 330] (the "Interim Compensation Procedures Order"), which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in this case.

8. On January 28, 2014, the Court entered an Order Appointing Fee Examiner and Establishing Related Procedures for Review of Professionals Claims [Docket No. 1283].

RELIEF REQUESTED

9. In accordance with the Interim Compensation Procedures Order, the Applicant seeks interim approval of the full amount of the fees and expenses requested in its fee applications filed for the months of December, January, and February (the "Monthly Fee Applications").²

² The Debtor has been provided with an opportunity to review all amounts requested in the Application and has approved the amounts requested herein.

DESCRIPTION OF SERVICES RENDERED

10. During the Application Period, the Applicant negotiated an amendment for the Debtor's headquarters' space, resulting in a reduction in rent.

BASIS FOR RELIEF

11. The Applicant has submitted monthly fee statements for the period from December 1, 2013 through and including February 28, 2014, and in accordance with the Interim Compensation Procedures Order, now submits this Application covering the Application Period. The Interim Compensation Procedures Order provides that when seeking interim compensation, professionals must submit monthly fee statements to certain notice parties. Each person receiving a statement has 21 days after its receipt to review. If no objection to a monthly fee statement is made, the Debtor is authorized to pay 80% of the fees requested (with the remaining 20% of the fees requested referred to herein as the "Holdback") and 100% of the charges and disbursements requested. The Applicant has submitted monthly fee statements as described above for each of the months covered by the Application Period. The Applicant is now requesting payment of the Holdback for the Application Period, in the amount of \$16,201.56 for fees incurred.

12. Bankruptcy Code section 330 authorizes the Court to award "reasonable compensation for actual, necessary services rendered by the . . . professional person . . ." 11 U.S.C. § 330. In order to evaluate a request for allowance of fees by a professional person, a court must determine whether the services rendered were actual and necessary and the fees requested are reasonable. The Applicant respectfully submits that its request for an interim award of compensation for the Application Period satisfies that standard.

13. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested herein by the Applicant is fair and reasonable in light of (a) the nature and complexity of the Chapter 11 Case, (b) the nature and extent of the services rendered, (c) the time expended, (d) the value of the Applicant's services, and (e) the cost of comparable services other than in a case under the Bankruptcy Code.

NOTICE

14. In compliance with the Interim Compensation Procedures Order, this Application will be served on the following parties: (i) the Debtor, Exide Technologies, 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004, Attn: Phillip A. Damaska; (ii) 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.; (iii) 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.; (iv) 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; Foley & Lardner LLP, 321 North Clark Street, Suite 2800, Chicago, Illinois 60654, Attn: Mark F. Hebbeln, Esq.; (v) 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-WSID, St. Paul, Minnesota 55107, Attn: Cindy Woodward; (vi) 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, Esq.; (vii) 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.; (viii) counsel to the Creditors' Committee Lowenstein Sandler LLP, 65 Livingston Avenue, Roseland, New Jersey 07068, Attn: Sharon L. Levine, Esq. and Morris, Nichols, Arsht & Tunnell LLP, 1201 N Market Street, Suite 1600, Wilmington Delaware 19801, Attn: Robert J. Dehney, Esq.; and (ix) the fee examiner, Robert J. Keach, Esq., Bernstein, Shur, Sawyer & Nelson, P.A., 100 Middle Street, P.O. Box 9729, Portland, Maine 04104-5029.

CERTIFICATE OF COMPLIANCE AND WAIVER

15. The undersigned representative of the Applicant certifies that he has reviewed the requirements of Local Bankruptcy Rule 2016-2 and that the Application substantially complies with that Local Bankruptcy Rule. To the extent that the Application does not comply in all respects with the requirements of Local Bankruptcy Rule 2016-2, the Applicant believes that such deviations are not material and respectfully requests that any such requirement be waived.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

WHEREFORE, the Applicant respectfully requests that the Court (a) enter an order allowing interim compensation of \$81,007.80 to the Applicant for professional services rendered as real estate consultant to the Debtor during the Application Period, plus reimbursement of actual and necessary charges and disbursements incurred in the amount of \$3,018.68, (b) direct the Debtor to pay, to the extent not previously paid, all amounts due under the Monthly Fee Applications pursuant to the Interim Compensation Order, (c) release the Holdback of \$16,201.56, and (d) grant it such other and further relief as is just and proper.

Dated: Wilmington, Delaware
April 29, 2014



Steven J. Monroe
Newmark Grubb Knight Frank

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: TBD**

: **Obj. Due: May 20, 2014 at 4:00 p.m. (Eastern)**

:

----- X

**NOTICE OF FIRST INTERIM FEE APPLICATION OF
NEWMARK MIDWEST REGION, LLC DBA NEWMARK GRUBB KNIGHT FRANK
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS REAL ESTATE CONSULTANT TO THE DEBTOR FOR THE PERIOD
FROM DECEMBER 1, 2013 THROUGH AND INCLUDING 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 First Interim Fee Application Of Newmark Midwest Region, LLC dba Newmark Grubb Knight Frank For Compensation For Services Rendered And Reimbursement Of Expenses As Real Estate Consultant To The Debtor For The Period From December 1, 2013 Through And Including February 28, 2014 (the “First Interim Application”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the First Interim 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 **May 20, 2014 at 4:00 p.m. (Eastern)**:

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.

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

(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 First Interim 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.

[Remainder of page intentionally left blank]

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

Dated: Wilmington, Delaware
April 29, 2014

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Kristhy M. Peguero

Anthony W. Clark (I.D. No. 2051)
Kristhy M. Peguero (I.D. No. 4903)
One Rodney Square
P.O. Box 636
Wilmington, Delaware 19899-0636
Telephone: (302) 651-3000
Fax: (302) 651-3001

- and -

Kenneth S. Ziman
J. Eric Ivester
Four Times Square
New York, New York 10036-6522
Telephone: (212) 735-3000
Fax: (212) 735-2000

- and -

James J. Mazza, Jr.
155 N. Wacker Dr.
Chicago, Illinois 60606
Telephone: (312) 407-0700
Fax: (312) 407-0411

Counsel for Debtor and Debtor in Possession