

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 :

:

: **Obj. Due: November 20, 2014 at 4:00 p.m.**

: **(Eastern)**

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**NINTH MONTHLY FEE APPLICATION OF
ERM CONSULTING & ENGINEERING INC. FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS ENVIRONMENTAL CONSULTANT TO THE DEBTOR FOR THE
PERIOD FROM SEPTEMBER 1, 2014 THROUGH SEPTEMBER 30, 2014.**

Name of Applicant: ERM Consulting & Engineering Inc.

Authorized to Provide Professional Services to: Exide Technologies

Date of Retention: February 19, 2014, *nunc pro tunc* to January 6, 2014

Period for Which Compensation and Reimbursement is Sought: September 1, 2014 through and including September 30, 2014

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$5,764.40 (80% of \$7,205.50)

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: \$1,106.50

This is a(n): x monthly ___ interim ___ final application.

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.

If this is not the first application, please disclose the following for each prior application:

Date Filed	Docket Number	Period Covered	Fees Requested	Expenses Requested	Fees Paid	Expenses Paid
3/4/2014	1503	1/6/2014-1/30/2014	\$72,648.20 (80% of \$90,810.25)	\$4,305.69	\$72,648.20	\$4,305.69
3/30/2014	1616	2/1/2014-2/28/2014	\$2,322.40 (80% of \$2,903)	\$190.91	\$2,322.40	\$190.91
4/25/2014	1745	3/1/3014-3/30/2014	\$27,397.00 (80% of \$34,246.25)	\$1,507.46	\$27,397.00	\$1507.46
4/29/2014	1734	1/06/2014-2/28/2014	\$18,742.65	-	pending	-
6/2/2014	1834	4/1/2014-4/30/2014	\$27,323.20	\$2,170.00	\$27,323.20	\$2,170.00
6/26/2014	1937	5/1/2014-5/31/2014	\$1,554.40 (80% of \$1,943.00)	\$545.00	pending	pending
10/29/2014	pending	6/1/2014-6/31/2014	\$1,568.00 (80% of \$1,960.00)	\$920.00	pending	pending
10/29/2014	pending	7/1/2014-7/31/2014	\$116.00 (80% of \$145.00)	\$810.00	pending	pending
10/29/2014	pending	8/1/2014-8/31/2014	\$1,202.00 (80% of \$1,502.50)	\$867.50	pending	pending

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COMPENSATION BY PROFESSIONAL FOR THE PERIOD
SEPTEMBER 1, 2014 THROUGH SEPTEMBER 30, 2014

Professional	Rate	Hours	Total Fees
PARTNER			
Carla Weinpahl	\$266.00	1.25	\$332.50
SENIOR CONSULTANT			
Sandra Thompson	\$255.00	24.6	\$6273.00
CONSULTANT			
Andrew Gentile	\$125.00	4.8	\$600.00
Totals:		30.65	\$7205.50

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EXPENSE SUMMARY
SEPTEMBER 1, 2014 THROUGH SEPTEMBER 30, 2014

Expense Category	Service Provider (if applicable)	Total Expenses
Computer Use Charges		\$306.50
FTP site hosting fee		\$800.00
Total		\$1106.50

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 ERM CONSULTING & ENGINEERING INC. FOR
 COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
 OF EXPENSES AS ENVIRONMENTAL CONSULTANT TO THE DEBTOR
 FOR THE PERIOD FROM SEPTEMBER 1, 2014 THROUGH SEPTEMBER 30, 2014**

ERM Consulting & Engineering Inc. (“Applicant”), environmental consultant to the above-captioned debtor and debtor-in-possession (“Exide” or the “Debtor”), respectfully submits this monthly fee application (the “Application”) to this Court, pursuant to 11 U.S.C. § 331 and Rule 2016 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), for approval of compensation for professional services rendered as environmental consultant to the Debtor in the amount of \$5,764.40 (80% of \$7,205.50) together with reimbursement for actual and necessary expenses incurred in the amount of \$1,106.50 for the period commencing September 1, 2014 through and including September 30, 2014 (the “Fee Period”). In support of this Application, the Applicant represents as follows:

FACTUAL BACKGROUND

1. 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”).

² The last four digits of Debtor’s taxpayer identification number are 2730. The Debtor’s corporate headquarters

2. 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.

3. 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.

INTERIM COMPENSATION ORDER AND FEE EXAMINER ORDER

4. 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 Order”), which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in this case.

5. In particular, the Interim Compensation Order provides that a Professional may file and serve a Monthly Fee Application on or after the twenty-fifth (25th) day of each month following the month for which compensation is sought. Provided that there are no objections to the Monthly Fee Application filed within twenty-one (21) days after the service of a Monthly Fee Application, the Professional may file a certificate of no objection with the Court, after which the Debtor is authorized to pay such Professional eighty percent (80%) of the fees and one-hundred percent (100%) of the expenses requested in such Monthly Fee Application. If an objection to the Monthly Fee Application is filed, then the Debtor is authorized to pay 80% of the fees and 100% of the expenses not subject to an objection.

6. Additionally, on January 28, 2014, the Court entered an Order Appointing Fee Examiner and Establishing Related Procedures For the Review of Professional Claims [Docket No. 1283] (the “Fee Examiner Order”), which appoints Robert J. Keach as the fee

examiner in the Chapter 11 Case and sets forth certain additional procedures related to the review of professional fee applications filed in accordance with the Interim Compensation Procedures Order.

BASIS FOR THE MONTHLY FEE APPLICATION

7. By this Application, Applicant seeks compensation for the services rendered and reimbursement of expenses incurred by Applicant as environmental consultant to the Debtor for the Fee Period. The amount of fees sought for services rendered during this period is \$5,764.40 (80% of \$7,205.50). Reimbursement of actual necessary expenses incurred by Applicant during the Fee Period in connection with these services is requested in the amount of \$1,106.50. A summary of time detail is attached hereto as Exhibit A, and an expense summary is attached hereto as Exhibit B.

8. The Debtor sought approval of this Court to retain Applicant as environmental consultant, pursuant to 11 U.S.C. §§ 327(a) and 328(a), by motion filed October 24, 2013 [Docket No. 1310]. Applicant's retention was approved by this Court by Order dated February 19, 2014, *nunc pro tunc* to January 6, 2014 [Docket No. 1414] (the "Order"). The Order authorized Applicant to be compensated for services rendered and to be reimbursed for actual and necessary out-of-pocket expenses.

9. Applicant has received no payment and no promises of payment from any source for services rendered in this Chapter 11 Case. There is no agreement between Applicant and any other party for the sharing of compensation to be received for the services rendered by Applicant in this Chapter 11 Case. All professional and paraprofessional services for which compensation is sought herein were rendered solely for or on behalf of the Debtor in this case.

EXPENSES INCURRED BY APPLICANT

10. Applicant has incurred out-of-pocket expenses in the amount of \$1,106.50 in connection with its services rendered to the Debtor during the Fee Period. These expenses were incurred for items not included in Applicant's fees, including, but not limited to, document delivery charges and computer charges (including, but not limited to, network usage fees, access to regulatory databases, and software costs). Applicant submits that all such expenses are necessary and actual expenses for the performance of its services in this case, and further submits that many of such expenses were necessitated by the time constraints under which Applicant's professionals and staff have operated in this case. The charges for hosting the ftp, used by the Debtor to facilitate sharing of environmental information to various stakeholder groups, are at or below those charged to Applicant for the services.

NOTICE

11. Notice of this Motion has been provided to: (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.

NO PRIOR REQUEST

12. No previous motion for the relief requested herein has been made to this or any other Court.

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CONCLUSION

13. WHEREFORE, the Applicant respectfully requests approval and payment of (a) monthly compensation for professional services rendered as environmental consultant for the Debtor in the sum of \$5,764.40 eighty percent (80%) of the fees incurred during the Application Period; (b) reimbursement of actual and necessary expenses incurred in the sum of \$1,106.50; and (c) such other and further relief as is just and proper.

Dated: New York, New York
October 30, 2014

A handwritten signature in black ink, appearing to read 'Carla Weinpahl', written over a horizontal line.

Carla Weinpahl
Partner

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ERM CONSULTING & ENGINEERING INC. FOR
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OF EXPENSES AS ENVIRONMENTAL CONSULTANT TO THE DEBTOR
FOR THE PERIOD FROM SEPTEMBER 1, 2014 THROUGH SEPTEMBER 30, 2014**

PLEASE TAKE NOTICE that the debtor and debtor in possession in the above-captioned bankruptcy case (the “Debtor”) filed today the attached Ninth Monthly Fee Application Of ERM Consulting & Engineering Inc. For Compensation For Services Rendered And Reimbursement Of Expenses As Environmental Consultant To The Debtor For The Period From September 1, 2014 Through September 30, 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 **November 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 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.

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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 BE GRANTED WITHOUT FURTHER NOTICE OR HEARING.

Dated: Wilmington, Delaware
October 30, 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)
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- and -

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- and -

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Chicago, Illinois 60606
Telephone: (312) 407-0700
Fax: (312) 407-0411

Counsel for Debtor and Debtor in Possession

EXHIBIT A

Exide Technologies**Summary of Labor Hours****September 1, 2014 THROUGH September 30, 2014**

Employee Name	Date	Hours	Rate	Amount	Comments
Carla Weinpahl	9/22/2014	0.75	266	199.50	participation on Court Call to discuss First Interim Fee Application
Carla Weinpahl	9/24/2014	0.50	266	133.00	Provision of additional clarity around labor/expense descriptions related to 1st interim fee request
Andrew Gentile	9/17/2014	1.60	125	200.00	preparation of June, July, August Invoices
Andrew Gentile	9/18/2014	0.70	125	87.50	preparation of June Invoice
Andrew Gentile	9/19/2014	1.50	125	187.50	preparation of July and August Invoices
Andrew Gentile	9/22/2014	1.00	125	125.00	preparation of August Invoice
Sandra Thompson	9/4/2014	2.00	255	510.00	Monthly Invoicing
Sandra Thompson	9/5/2014	2.00	255	510.00	preparation of initial response to preliminary report
Sandra Thompson	9/8/2014	12.00	255	3,060.00	preparation of initial response to preliminary report
Sandra Thompson	9/9/2014	4.00	255	1,020.00	preparation of initial response to preliminary report
Sandra Thompson	9/11/2014	2.00	255	510.00	preparation of initial response to preliminary report
Sandra Thompson	9/12/2014	1.00	255	255.00	Call with fee examiner and additional follow-up approvals of agreement
Sandra Thompson	9/17/2014	0.50	255	127.50	Sign up for court call session
Sandra Thompson	9/19/2014	0.50	255	127.50	review of omnibus for 9/22 call
Sandra Thompson	9/22/2014	0.60	255	153.00	participation on Court Call to discuss First Interim Fee Application
Total		30.65		7,205.50	

EXHIBIT B

Exide Technologies**Summary of Computer Hours****September 1, 2014 THROUGH September 30, 2014**

Employee Name	Date	Hours	Rate	Total
Andrew Gentile	9/17/2014	1.60	10.0000	16.00
Andrew Gentile	9/18/2014	0.70	10.0000	7.00
Andrew Gentile	9/19/2014	1.50	10.0000	15.00
Andrew Gentile	9/22/2014	1.00	10.0000	10.00
Carla Weinpahl	9/22/2014	0.75	10.0000	7.50
Carla Weinpahl	9/24/2014	0.50	10.0000	5.00
Sandra Thompson	9/4/2014	2.00	10.0000	20.00
Sandra Thompson	9/5/2014	2.00	10.0000	20.00
Sandra Thompson	9/8/2014	12.00	10.0000	120.00
Sandra Thompson	9/9/2014	4.00	10.0000	40.00
Sandra Thompson	9/11/2014	2.00	10.0000	20.00
Sandra Thompson	9/12/2014	1.00	10.0000	10.00
Sandra Thompson	9/17/2014	0.50	10.0000	5.00
Sandra Thompson	9/19/2014	0.50	10.0000	5.00
Sandra Thompson	9/22/2014	0.60	10.0000	6.00
	Total	30.65		\$ 306.50

Exide Technologies

Summary of FTP hosting charges

September 1, 2014 THROUGH September 30, 2014

FTP sites @\$200 per month

1. Set up March 28, 2014	\$	200.00
2. Set up April 7, 2014	\$	200.00
3. Set up May 30, 2014	\$	200.00
4. Set up May 29, 2014	\$	200.00
total	\$	800.00