

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.<sup>1</sup> :
  
:
  
: **Obj. Due: November 20, 2014 at 4:00 p.m.**
  
: **Hrg. Date: TBD**
  
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**SECOND INTERIM FEE APPLICATION OF  
M•CAM, INC. FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS INTELLECTUAL PROPERTY  
CONSULTANT TO THE DEBTOR FOR THE PERIOD  
FROM JUNE 1, 2014 THROUGH AND INCLUDING AUGUST 31, 2014**

Name of the Applicant: M•CAM, Inc.

Authorized to provide professional services to: Exide Technologies

Date of Retention: April 4, 2014

Period for which compensation and reimbursement are sought: June 1, 2014 through and including August 31, 2014

Amount of compensation sought as actual, reasonable and necessary: \$0

Amount of expense reimbursement sought as actual, reasonable and necessary: \$3,891.41

This is a/an: \_\_\_ monthly application   x   interim application \_\_\_ final application

Aggregate Amounts Paid to Date For First Interim Application Period: \$3,891.41

<sup>1</sup> 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
8/24/2014	2100	April-May 2014	\$100,000	\$10,169.08	\$100,000	\$10,169.08
<b>TOTAL</b>			\$100,000	\$10,169.08	\$100,000	\$10,169.08

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**COMPENSATION BY PROJECT FOR THE PERIOD  
June 1, 2014 THROUGH AND INCLUDING August 31, 2014**

<b>Project Category</b>	<b>Total Fees</b>
Intellectual Property Consulting	\$0
<b>Total</b>	<b>\$0</b>

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**EXPENSE SUMMARY FOR THE PERIOD  
JUNE 1, 2014 THROUGH AND INCLUDING AUGUST 31, 2014**

<b>Expense Category</b>	<b>Total Expenses</b>
Travel	\$3,891.41
<b>Total</b>	<b>\$3,891.41</b>

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 CONSULTANT TO THE DEBTOR FOR THE PERIOD  
FROM JUNE 1, 2014 THROUGH AND INCLUDING AUGUST 31, 2014**

M•CAM, Inc.(“the Applicant”), intellectual property consultant for the above-captioned debtor and debtor in possession (the “Debtor” or “Exide”), submits this second 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 June 1, 2014 through and including August 31, 2014 (the “Application Period”), and represents as follows:

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<sup>1</sup> 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 Creditors' Committee and the Debtor sought approval of this Court to retain Applicant as intellectual property consultant, pursuant to 11 U.S.C. §§ 327(a) and 328(a), by motion filed March 11, 2014 [Docket No. 1526]. Applicant's retention was approved by this Court by Order dated April 4, 2014 [Docket No. 1646] (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 application filed for the months of June and July (the "Monthly Fee Application").

### **DESCRIPTION OF SERVICES RENDERED**

10. M•CAM is employed as Intellectual Property Consultant and Broker to the Debtor and the Official Committee of Unsecured Debtors. The Services provided include diligence and analysis of the Debtor's patent portfolio, including analysis for suitability in trade credit offset transactions.

### **BASIS FOR RELIEF**

11. The Applicant has submitted a combined monthly fee statement for the period from June 1, 2014 through and including August 31, 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 a combined monthly fee statement as described above for each of the months covered by the Application Period.

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 42<sup>nd</sup> Street, 40<sup>th</sup> 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.

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WHEREFORE, the Applicant respectfully requests that the Court (a) enter an order allowing reimbursement of actual and necessary charges and disbursements incurred in the amount of \$3,891.41, (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, and (c) grant it such other and further relief as is just and proper.

Dated: Wilmington, Delaware

A handwritten signature in black ink, appearing to read "David E. Martin", with a stylized flourish at the end.

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David E Martin

**EXHIBIT A**

**Time Detail**

MJW	Podding (classifying) Exide Assets	4	6/2/2014
MJW	Podding (classifying) Exide Assets	3	6/3/2014
WEH	Looking for Exide Comps	3	6/4/2014
MJW	Looking for Exide Comps	6	
JMF	Trade Credit Offset Research	1.5	
ELM	Trade Credit Offset Research	2	
JMF	Trade Credit Offset Research	2	6/5/2014
DEM	Deliverable Briefing	1	
DTW	Deliverable Briefing	1	
WEH	Deliverable Briefing	1	
MJW	Deliverable Briefing; prep and execution of weekly call	1	
DJP	Deliverable Briefing; prep and execution of weekly call	1	
WSN	Deliverable Briefing	1	
ELM	Trade Credit Offset Research	7	
WSN	Asset Review Compilation	4	6/6/2014
MJW	Asset Review Compilation	2	
ELM	Trade Credit Offset Research	7	
WSN	Asset Review Compilation	3	6/9/2014
MJW	Asset Review Compilation	5	
BCL	Asset Review Compilation	6	
JMF	Trade Credit Offset Research	5	
ELM	Trade Credit Offset Research	7.5	
ELM	Trade Credit Offset Research	6.5	6/10/2014
JMF	Trade Credit Offset Research	5	
MJW	Asset Review Compilation	5	
MJW	Asset Review Compilation/Creating Executive Summary	5	6/11/2014
DJP	Asset Review Compilation/Creating Executive Summary	4	
DJP	Prep and execution of weekly call	1	6/12/2014
MJW	Asset Review Compilation	5	
JMF	Trade Credit Offset Research	1	
ELM	Trade Credit Offset Research	2	
DJP	Executive Summary review	5	6/13/2014
MJW	Asset Review Compilation	5	
ELM	Trade Credit Offset Research	1	
JMF	Trade Credit Offset Research	1	
DJP	Report preparation	4	6/16/2014
MJW	Asset Review Compilation	5	
DJP	Report Preparation	5	6/17/2014
MJW	Asset Review Compilation	5	
RAS	Asset Review Compilation	7	
DJP	Summary Review/Trade Credit Offset Research	4	6/18/2014
DEM	Summary Review	1	
MJW	Summary Review/Asset Audit	7	
ELM	Trade Credit Offset Research	4	6/19/2014
JMF	Trade Credit Offset Research	5	
RAS	Exide Executive Summary	3	
MJW	Exide Presentation- Underwriting	7	
DJP	Exide Executive Summary/ Exide Presentation	10	6/20/2014
MJW	Exide Executive Summary/ Exide Presentation	10	
KAD	Exide Executive Summary/ Exide Presentation	3	
WSN	Exide Presentation- Underwriting	5	
WEH	Exide Presentation- Underwriting	5	
RAS	Exide Executive Summary	4	
ELM	Trade Credit Offset Research	7	
DJP	Exide Presentation	4	6/21/2014
MJW	Exide Presentation	3	
			6/22/2014

DJP	Exide Presentation	4	
MJW	Exide Presentation	3	
DMK	Exide Presentation	3	
			6/23/2014
MJW	Exide Presentation	12	
RAS	Exide Presentation	12	
DMK	Exide Presentation	12	
WEH	Exide Presentation	5	
DJP	Exide Presentation	12	
			6/26/2014
DEM	Exide Calls	1	
DJP	Exide Calls/ Email to Debtor	3	
MJW	Exide Calls/ Email to Debtor	3	
			6/27/2014
DJP	Exide Diligence on TCO tracking and Debtor Emails	2	
			6/30/2014
DJP	Exide Diligence on TCO tracking and Debtor Emails	2	
			<b>302.5 Total Month of June</b>
			7/1/2014
DJP	Transaction analysis and diligence	3	
MJW	Transaction analysis and diligence	4	
			7/2/2014
DJP	Transaction analysis and diligence	2	
MJW	Transaction analysis and diligence	4	
			7/3/2014
DJP	Communication and scheduling	1	
MJW	Transaction analysis and diligence	1	
			7/4/2014
DJP	Asset and Transaction analysis and preparation	4	
			7/7/2014
DEM	Transaction analysis meeting prep	3	
DJP	Transaction analysis meeting prep	4	
MJW	Transaction analysis meeting prep	9	
			7/8/2014
DEM	Transaction analysis meeting with professionals: Debtor, Secured, Unsecured, counsel	6	
DJP	Transaction analysis meeting with professionals: Debtor, Secured, Unsecured, counsel	6	
MJW	Transaction analysis meeting with professionals: Debtor, Secured, Unsecured, counsel	6	
JCH	Transaction analysis meeting with professionals: Debtor, Secured, Unsecured, counsel	2	
			7/9/2014
DJP	Transaction analysis and diligence	4	
	Transaction analysis and diligence	3	
			7/10/2014
MJW	Transaction analysis and diligence	5	
DJP	Transaction analysis and diligence	4	
			7/11/2014
DJP	Transaction diligence	2	
MJW	Transaction diligence	1	
			7/14/2014
DEM	Call with Unsecured Committee co-chairs	2	
DJP	Call with Unsecured Committee co-chairs	2	
			7/15/2014
DJP	Transaction diligence	3	
			7/16/2014
DJP	Transaction diligence	3	
			7/17/2014
DJP	Transaction diligence	2	
			7/18/2014
DJP	Transaction diligence; call with Debtor and Unsecureds Committee professionals	6	
			7/19/2014
DJP	Transaction diligence	4	
			7/21/2014
DJP	Transaction diligence	2	
			7/22/2014
DJP	Transaction diligence	2	
			7/23/2014
DJP	Transaction diligence	5	
			7/24/2014
DJP	Call with Unsecured Committee professionals; Transaction diligence	4	
			7/25/2014
DJP	Transaction diligence	2	
			7/28/2014
DJP	Transaction diligence	4	
			7/29/2014
DJP	Transaction diligence	4	
			7/30/2014
DJP:	Transaction diligence	5	
			<b>124 Total 7/1/2014 thru 7/30/2014</b>
			8/1/2014
MJW	Call with Unsecured Committee professionals	1	
DJP	Call with Unsecured Committee professionals	1	
			8/4/2014
MJW	Call with Unsecured Committee professionals	1	
DJP	Call with Unsecured Committee professionals	1	

MJW	Transaction Diligence	2	8/5/2014
MJW	Transaction Diligence/ Call with the Unsecured Committee Professionals	7	8/6/2014
DJP	Call with the Unsecured Committee Professionals	2	
MJW	Transaction Diligence/Response to Debtor Letter/ Exide Weekly Call	6	8/7/2014
DJP	Exide Weekly Call	1	
MJW	Response to Debtor letter	5	8/8/2014
MJW	Response to Debtor letter	2	8/11/2014
DJP	Transaction Diligence	4	8/12/2014
DJP	Transaction Diligence	2	8/13/2014
DJP	Exide Weekly Call	1	8/14/2014
MJW	Exide Weekly Call	1	
DEM	Conference calls with Unsecured Creditors Committee co-chairs	2	8/15/2014
DEM	Conference calls with Unsecured Creditors Committee co-chairs	3	8/16/2014
DJP	Exide Al Dobowi document review/Conference call with Debtor and Unsecured Creditors Committee	5	8/19/2014
MJW	Exide Al Dobowi document review/Conference call with Debtor and Unsecured Creditors Committee	7	
DEM	Conference call with Debtor and Unsecured Creditors Committee	2	
DJP	Exide Al Dobowi document review	1	8/20/2014
MJW	Exide Al Dobowi document review and prep of compendium of document requests	2	
DJP	Exide Al Dobowi document review/prep and execute weekly professionals' call	2	8/21/2014
MJW	Exide Al Dobowi document review/prep and execute weekly professionals' call	2	
DJP	Exide Al Dobowi document review	2	8/22/2014
MJW	Documentation Compilation and Memo to the Court	1	
MJW	Documentation Compilation and Memo to the Court	3	8/26/2014
DJP	Review of possible TCO counterparty information	3	8/27/2014
MJW	Documentation Compilation and Memo to the Court	2	
DJP	Prep and execute call with Debtor plus professionals; call with Unsecured chairs	4	8/28/2014
MJW	Documentation Compilation and Memo to the Court; call with Debtor; call with Unsecureds	5	
DJP	Documentation Compilation and Memo to the Court	1	8/29/2014
MJW	Documentation Compilation and Memo to the Court	1	
DEM	Hours previously not Included from June 2 - June 4, 2014 - On-site dilligence in Spain, Italy, and Germany	36	
DJP	Hours previously not Included from July 31, 2014 - weekly call with Debtor and with professionals	1	
MJW	Hours previously not Included from July 31, 2014 - weekly call with Debtor and with professionals	1	
			123 Total 8/1/14 through 8/31/14

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CONSULTANT TO THE DEBTOR FOR THE PERIOD  
FROM JUNE 1, 2014 THROUGH AND INCLUDING AUGUST 31, 2014**

PLEASE TAKE NOTICE that the debtor and debtor in possession in the above-captioned bankruptcy case (the “Debtor”) filed today the attached Second Interim Fee Application Of M•CAM For Compensation For Reimbursement Of Expenses As Intellectual Property Consultant To The Debtor For The Period From June 1, 2014 Through August 31, 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)**:

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

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



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

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

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

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

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

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

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

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

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

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

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

Dated: Wilmington, Delaware  
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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Telephone: (312) 407-0700  
Fax: (312) 407-0411

*Counsel for Debtor and Debtor in Possession*