

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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- :  
: Chapter 11  
In re: :  
: Case No. 13-11482 (KJC)  
EXIDE TECHNOLOGIES, :  
: **Obj. Due: November 20, 2014 at 4:00 p.m. (Eastern)**  
Debtor.<sup>1</sup> :  
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**SUMMARY OF THIRD MONTHLY FEE APPLICATION OF KORN FERRY INTERNATIONAL, INC. FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS EXECUTIVE SEARCH ADVISORS TO THE DEBTOR FOR THE PERIOD FROM AUGUST 1, 2014 THROUGH AUGUST 31, 2014**

Name of Applicant: Korn Ferry International, Inc.

Authorized to Provide Professional Services to: Exide Technologies

Date of Retention: September 22, 2014 *Nunc Pro Tunc* to May 20, 2014

Period for Which Compensation and Reimbursement is Sought: August 1, 2014 through August 31, 2014

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$140,000.00

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: \$0.00

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

<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.  
ny-1163682

## Prior Applications:

<b>Date Filed</b>	<b>Docket Number</b>	<b>Period Covered</b>	<b>Fees Requested</b>	<b>Expenses Requested</b>	<b>Fees Paid</b>	<b>Expenses Paid</b>
		05/20/14 – 06/30/14	\$280,000.00	\$4,554.00	\$280,000.00	\$4,554.00
		07/01/14 – 07/31/14	\$252,000.00	\$1,322.00	\$252,000.00	\$1,322.00

**COMPENSATION BY PROJECT FOR THE PERIOD**  
**AUGUST 1, 2014 THROUGH AGUGUST 31, 2014**

<b>Project Category</b>	<b>Type of Fee</b>	<b>Total Fees</b>
CEO Search	Professional	\$125,000.00
CEO Search	Administrative	\$ 15,000.00
<b>Total:</b>		<b>\$140,000.00</b>

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

Expense Category	Service Provider (if applicable)	Total Expenses
N/A	N/A	\$0.00
<b>Total:</b>		<b>\$0.00</b>

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FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES AS EXECUTIVE SEARCH ADVISORS TO THE DEBTOR  
FOR THE PERIOD FROM AUGUST 1, 2014 THROUGH AUGUST 31, 2014**

Korn Ferry International, Inc. ("Applicant"), executive search advisors 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 executive search advisors to the Debtor in the amount of \$140,000.00 together with reimbursement for actual and necessary expenses incurred in the amount of \$0.00 for the period commencing August 1, 2014 through and including August 31, 2014 (the "Fee Period").<sup>2</sup> 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 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.

<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.

<sup>2</sup> Consistent with the terms of the Applicant's Engagement Letter, the retainers and associated administrative fees for the Fee Period have been paid in full.  
ny-1163682

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.

**BASIS FOR THE MONTHLY FEE APPLICATION**

4. By this Application, Applicant seeks compensation for the services rendered and reimbursement of expenses incurred by Applicant as executive search advisors to the Debtor for the Fee Period. The amount of fees sought for services rendered during this period is \$140,000.00. Reimbursement of actual necessary expenses incurred by Applicant during the Fee Period in connection with these services is requested in the amount of \$0.00

5. The Debtor sought approval of this Court to retain Applicant as executive search advisors, pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a), by motion filed on August 29, 2014 [Docket No. 2201]. Applicant’s retention was approved by this Court by Order dated September 22, 2014 [Docket No. 2313] (the “Order”). The Order authorized 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.

6. 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**

7. Applicant has not incurred any out-of-pocket expenses in connection with its services rendered to the Debtor during the Fee Period.

**INTERIM NATURE OF COMPENSATION**

8. 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.

9. 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.

**NOTICE**

10. 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 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.

**NO PRIOR REQUEST**

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

**REVIEW OF APPLICABLE LOCAL RULE**

12. The undersigned has reviewed the requirements of Del. Bankr. LR 2016-2 and certifies to the best of his or her information, knowledge and belief that this Application complies with Rule 2016-2, except to the extent waived by this Court.

WHEREFORE, the Applicant requests the Court to approve compensation in the amount of \$140,000.00, and reimbursement of expenses in the amount of \$0.00 pursuant to 11 U.S.C. § 331, to authorize the Debtor to remit to Applicant any amounts due and owing in accordance



with the Interim Compensation Order, and for such other and further relief as may be appropriate.

Executed on October 30, 2014

/s/ Jane Edison Stevenson  
Jane Edison Stevenson  
Vice Chairman of Board & CEO Services,  
Korn/Ferry International

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PLEASE TAKE NOTICE that the debtor and debtor in possession in the above-captioned bankruptcy case (the “Debtor”) filed today the attached Third Monthly Fee Application Of Korn Ferry International, Inc. For Compensation For Services Rendered And Reimbursement Of Expenses As Executive Search Advisors To The Debtor For The Period From August 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);

<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

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- and -

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*Counsel for Debtor and Debtor in Possession*