

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. 148**

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CERTIFICATE OF NO OBJECTION TO DEBTOR’S APPLICATION PURSUANT TO 11 U.S.C. §§ 327(e) AND 328(a), FED. R. BANKR. P. 2014(a), AND DEL. BANKR. L.R. 2014-1 FOR ENTRY OF AN ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF SHEPPARD MULLIN RICHTER & HAMPTON LLP AS SPECIAL COUNSEL TO THE DEBTOR *NUNC PRO TUNC* TO THE PETITION DATE

The undersigned hereby certifies that she is aware of no formal or informal objection or response to the Debtor’s Application Pursuant To 11 U.S.C. §§ 327(e) And 328(a), Fed. R. Bankr. P. 2014(a), And Del. Bankr. L.R. 2014-1 For Entry Of An Order Authorizing Employment And Retention Of Sheppard Mullin Richter & Hampton LLP As Special Counsel To The Debtor *Nunc Pro Tunc* To The Petition Date (Docket No. 148) (the “Application”), filed by proposed counsel to the above-captioned debtor and debtor in possession (the “Debtor”) on June 19, 2013. She has reviewed the Court’s docket and no objection to the Application appears thereon.

The notice of the Application established July 3, 2013 at 4:00 p.m. (Eastern) as the deadline (the “Objection Deadline”) for receipt of objections to the Application, and no extension of the Objection Deadline was granted.

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.

Accordingly, it is respectfully requested that the Court enter the proposed form of order filed with the Application, a copy of which order (modified only to reflect the docket number of the Application) is attached hereto as Exhibit A.

Dated: Wilmington, Delaware
July 8, 2013

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

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Proposed Counsel for Debtor and Debtor in Possession

EXHIBIT A

PROPOSED ORDER

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. : **Related Docket No. 148**
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**ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF SHEPPARD
MULLIN RICHTER & HAMPTON LLP AS SPECIAL COUNSEL TO THE DEBTOR
NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “Application”) for entry of an order pursuant to sections 327(e) and 328(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”), authorizing the employment of Sheppard Mullin Richter & Hampton LLP (“Sheppard Mullin”) as special counsel to the Debtor *nunc pro tunc* to the Petition Date; and upon consideration of the First Day Declaration and the Visser Declaration; and the Court having reviewed the Application, the First Day Declaration, and the Visser Declaration; and the Court being satisfied with the representations made in the Application and the Visser Declaration that Sheppard Mullin represents no interest adverse to the Debtor or its estate, that its employment is necessary and in the best interests of the Debtor’s estate, creditors and other parties in interest; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it further appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that proper and adequate notice

of the Application has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby,

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED as set forth herein.
2. To the extent the Application or the Engagement Agreement is inconsistent with this Order, the terms of this Order shall govern.
3. Pursuant to Bankruptcy Code sections 327(e) and 328(a), the Debtor, as debtor and debtor in possession, is authorized to employ and retain Sheppard Mullin as special counsel under a general retainer, effective as of the Petition Date, in accordance with the Application, the Engagement Agreement, the Visser Declaration, and this Order, to perform the Services.
4. Sheppard Mullin shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the United States Trustee Fee Guidelines, and any orders entered in the Chapter 11 Case governing professional compensation and reimbursement for services rendered and charges and disbursements incurred.
5. Notwithstanding any provision in the Engagement Agreement to the contrary, during the pendency of the Chapter 11 Case, Sheppard Mullin will not represent present or future clients of Sheppard Mullin on matters adverse to the Debtor in the Chapter 11 Case.

6. Notwithstanding any provision in the Engagement Agreement to the contrary, any retainers shall be applied to the payment of fees and costs as they are approved by the Court.

7. The Debtor is authorized to take all actions necessary to effectuate the relief granted in the Order in accordance with the Application.

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

Dated: Wilmington, Delaware
_____, 2013

Honorable Kevin J. Carey
UNITED STATES BANKRUPTCY JUDGE