

**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 :

: **Obj. Due: February 19, 2015 at 4:00 p.m. (ET)**

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**SIXTH MONTHLY FEE APPLICATION OF AKIN GUMP STRAUSS
HAUER & FELD LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS
COUNSEL TO THE BOARD OF DIRECTORS OF EXIDE TECHNOLOGIES
FOR THE PERIOD NOVEMBER 1, 2014 THROUGH NOVEMBER 30, 2014**

Name of Applicant: Akin Gump Strauss Hauer & Feld LLP

Authorized to provide professional services to: the Board of Directors of Exide Technologies

Date of retention: August 20, 2014 nunc pro tunc to
June 1, 2014

Period for which compensation and reimbursement are sought: November 1, 2014 through November 30, 2014

Amount of compensation sought as actual, reasonable and necessary: \$58,718.50

Amount of expense reimbursement sought as actual, reasonable and necessary: \$4,953.52

This is a(n): X monthly interim final application

¹ The last four digits of the Debtor's taxpayer identification number are 2730. The Debtor's corporate headquarters are located at 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004.

Prior Fee Applications:

Date Filed	Docket Number	Period Covered	Fees Requested	Expenses Requested	Fees Paid	Expenses Paid
9/22/2014	2317	6/1/2014-6/30/2014	\$ 117,024.80 (80% of \$146,281.00)	\$47.72	\$117,024.80	\$47.72
9/22/2014	2318	7/1/2014-7/31/2014	\$682,134.40 (80% of \$852,668.00)	\$33,568.47	\$682,134.40	\$33,568.47
10/22/2014	2451	8/1/2014-8/31/2014	\$72,250.00 (80% of \$90,312.50)	\$239.95	\$72,250.00	\$239.95
11/5/2014	2578	9/1/2014-9/30/2014	\$57,780.00 (80% of \$72,225.00)	\$1,263.67	\$57,780.00	\$1,263.67
11/26/2014	2682	10/1/2014-10/31/2014	\$196,003.40 (80% of \$245,004.25)	\$992.10	\$196,003.40	\$992.10

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**SUMMARY OF ATTORNEYS AND LEGAL ASSISTANTS
RENDERING SERVICES DURING THE PERIOD
NOVEMBER 1, 2014 THROUGH NOVEMBER 30, 2014**

Name of Professional Person	Position of the Applicant, Year of Obtaining License To Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation Requested
Kerry E. Berchem	Partner; Admitted in 1991; Corporate Department	\$895	22.90	\$20,495.50
Sarah Link Schultz	Partner; Admitted in 2001; Financial Restructuring Department	\$900	10.50	\$9,450.00
Ashley R. Beane	Counsel; Admitted in 2008; Financial Restructuring Department	\$700	35.20	\$24,640.00
Jennifer Hildebrand	Associate; Admitted in 2012; Litigation Department	\$505	2.60	\$1,313.00
Patricia L. Gunn	Paralegal Coordinator; Corporate Department	\$285	6.90	\$1,966.50
Brenda R. Kemp	Paralegal; Financial Restructuring Department	\$235	3.30	\$775.50
Sarah A. D'Addese	Paralegal; Financial Restructuring Department	\$195	0.40	\$78.00

Total Amount of Fees: \$58,718.50
Total Number of Hours: 81.80
Blended Hourly Rate: \$717.83

**COMPENSATION BY PROJECT CATEGORY
NOVEMBER 1, 2014 THROUGH NOVEMBER 30, 2014**

Project Category	Total Hours	Total Fees
General Case Administration	2.80	\$1,938.00
Akin Gump Fee Application	16.20	\$10,265.00
Analysis of Secured Claims/Adequate Protection Issues	0.80	\$560.00
General Adversary Proceedings/Litigation Matters	5.50	\$3,908.50
Exclusivity	0.30	\$70.50
Plan/Disclosure Statement/Solicitation and Related Documentation	30.10	\$23,526.50
Sale Transaction/Stock Transaction/Business Liquidations	0.90	\$630.00
General Corporate Matters	25.20	\$17,820.00
TOTAL	81.80	\$58,718.50

DISBURSEMENT SUMMARY
NOVEMBER 1, 2014 THROUGH NOVEMBER 30, 2014

Courier/Messenger Service – Off Site	\$29.00
Document Retrieval	\$79.40
Duplication	\$45.80
Meals – Business	\$212.50
Meals (100%)	\$21.07
Telephone – Long Distance	\$135.00
Transcripts	\$1,009.60
Travel – Airfare	\$877.50
Travel – Ground Transportation	\$113.00
Travel – Lodging (Hotel, Apt, Other)	\$1,458.70
Travel – Parking	\$23.00
Travel – Telephone & Fax	\$49.95
Travel – Train Fare	\$899.00
TOTAL	\$4,953.52

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HAUER & FELD LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS
COUNSEL TO THE BOARD OF DIRECTORS OF EXIDE TECHNOLOGIES
FOR THE PERIOD NOVEMBER 1, 2014 THROUGH NOVEMBER 30, 2014**

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel to the board of directors (the “Board”) of Exide Technologies (the “Debtor” or “Exide”), hereby files this application (the “Application”) seeking allowance of compensation and reimbursement of expenses under 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 of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), for the period from November 1, 2014 through and including November 30, 2014 (the “Compensation Period”). In support of the Application, Akin Gump submits the affirmation of Sarah Link Schultz, Esq. (the “Sarah Link Schultz Affirmation”), a partner at Akin Gump, which is attached hereto as **Exhibit A** and incorporated herein by reference. In further support of the Application, Akin Gump respectfully represents as follows:

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

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of this case and the Application is proper in this district 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 Rule 2016-2.

BACKGROUND

A. General Background

3. 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").

4. 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.

5. 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 or examiner has been appointed in the Chapter 11 Case.

B. Retention of Akin Gump

6. The Debtor originally retained Akin Gump in this Chapter 11 Case as an ordinary course professional since June 2013 to represent the Board and, as requested, various committees thereof. Beginning in June 2014, however, the Debtor and the Board determined that Akin Gump's services to the Board would exceed the monthly fee cap set in this Chapter 11 Case for ordinary course professionals. Accordingly, on July 21, 2014, the Debtor applied to the Court for an order pursuant to Bankruptcy Code sections 327 and 328 authorizing the Debtor to retain Akin Gump in accordance with an engagement agreement, the most recent iteration of which was executed on May 1, 2013 (the "Engagement Agreement"), as counsel to the Board, effective

nunc pro tunc to June 1, 2014. On August 20, 2014, the Court entered an order [Docket No. 2164] (the “Retention Order”) authorizing the Debtor to employ Akin Gump as counsel to the Board, effective as of June 1, 2014, in accordance with the terms of the Retention Order and the Engagement Agreement.

C. Interim Compensation Order

7. On July 10, 2013, the Court entered the *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 the Chapter 11 Case.

8. 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 the 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 eighty percent 80% of the fees and one-hundred percent 100% of the expenses not subject to an objection.

SUMMARY OF SERVICES RENDERED

9. Professionals and paraprofessionals of Akin Gump have expended a total of 81.80 hours in connection with the Chapter 11 Case during the Compensation Period. Akin Gump is seeking compensation equal to eighty percent (80%) of the \$58,718.50 in fees for professional services rendered by Akin Gump during the Compensation Period, for a total of \$46,974.80. This amount is derived solely from the applicable hourly billing rates of Akin Gump’s personnel who rendered such services to the Board. A schedule of the hours expended by Akin Gump

professionals and paraprofessionals working on this Chapter 11 Case during the Compensation Period, their hourly rates and the value of their services is attached hereto as **Exhibit B**. A compilation showing the name of the professional or paraprofessional, the date on which services were performed, a description of the services rendered and the amount of time spent in performing services for the Board during the Compensation Period is attached hereto as **Exhibit C**.

10. During the Compensation Period, Akin Gump provided significant services to the Board including, but not limited to, assisting the Board in (a) analyzing issues regarding the Debtor's proposed plan, disclosure statement and plan support agreement and conducting research related thereto, (b) analyzing issues regarding the Debtor's responses to certain discovery requests, (c) analyzing other issues relating to the Debtor's business and financial affairs, (d) participating in numerous calls with the Board and certain committees thereof regarding the foregoing issues, and (e) engaging in discussions with the official unsecured creditors' committee and the unofficial noteholders' committee with respect to the foregoing issues.

11. Akin Gump also requests reimbursement of one-hundred percent (100%) of the actual and necessary out-of-pocket disbursements and charges incurred during the Compensation Period, equal to \$4,953.52. Akin Gump maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its services to and on behalf of the Board, all of which are available for inspection. A schedule of the categories of expenses and amounts for which reimbursement is requested in this Application is attached hereto as **Exhibit D**. A detailed summary of the expenses is attached hereto as **Exhibit E**.

ALLOWANCE OF COMPENSATION

12. The allowance of interim compensation for services rendered and reimbursement of expenses in bankruptcy cases is expressly provided for in Bankruptcy Code section 331:

[A]ny professional person . . . may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered . . . as is provided under section 330 of this title.

11 U.S.C. § 331. Moreover, this Court has authorized the filing of this Application in the Interim Compensation Order.

13. With respect to the level of compensation, Bankruptcy Code section 330(a)(1) provides, in pertinent part, that a bankruptcy court may award to a professional person “reasonable compensation for actual, necessary services rendered.” Section 330(a)(3), in turn, provides that:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by

comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3). The clear congressional intent expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

14. Because of the benefits realized by the Debtor, the nature of this Chapter 11 Case, the standing at the bar of the attorneys who rendered services, the amount of work done, the time consumed, the skill required and the contingent nature of the compensation, Akin Gump requests that it be allowed at this time compensation for eighty percent (80%) of the value of the professional services rendered during the Compensation Period, for a total of \$46,974.80.

15. Akin Gump will return to this Court seeking reimbursement for the remaining twenty percent (20%) of the value of professional services rendered during the Compensation Period, totaling \$11,743.70, and reserves its right to seek payment for work performed or expenses incurred during the Compensation Period but not yet reflected in the firm's time records or to amend the amounts listed herein to correct any bookkeeping errors.²

16. There is no agreement or understanding between Akin Gump and any other person (other than members of Akin Gump) for the sharing of compensation to be received for services rendered in the Chapter 11 Case.

17. Akin Gump's billing rates do not include charges for photocopying, telephone and facsimile charges, computerized research, travel expenses, "working meals," secretarial overtime, postage and certain other office services, since the needs of each client for such services differ. As stated above, a chart summarizing the expenses incurred by Akin Gump during the Compensation Period are attached hereto as **Exhibit D**, and complete descriptions of

² Akin Gump further reserves the right to request additional compensation at a later date for time spent preparing this Application.

each expense incurred during the Compensation Period are attached hereto as **Exhibit E**. Akin Gump has disbursed, and requests reimbursement of, \$4,953.52, which represents actual, necessary expenses incurred in the rendition of professional services in this case. The expenses have been incurred in accordance with Akin Gump's normal practice of charging clients for expenses clearly related to and required by particular matters. Akin Gump has endeavored to minimize these expenses to the fullest extent possible.

NOTICE

18. Akin Gump has provided notice of this Application 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 official unsecured creditors' committee, Lowenstein Sandler LLP, 65 Livingston Avenue, Roseland, New Jersey 07068, Attn: Sharon L. Levine, Esq.; 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

19. No prior request for the relief requested herein has been made by the Debtor to this Court or any other court.

CERTIFICATE OF COMPLIANCE AND WAIVER

20. As stated in the Sarah Link Schultz Affirmation, attached hereto as **Exhibit A**, (a) all of the services for which compensation is sought herein were rendered for or on behalf of the Board solely in connection with the Chapter 11 Case, and (b) Akin Gump has reviewed the requirements of Local Rule 2016-2 and respectfully submits that this Application substantially complies therewith. To the extent that this Application does not comply in all respects with the requirements of Local Rule 2016-2, Akin Gump believes that such deviations are not material and respectfully requests that any such requirement be waived.

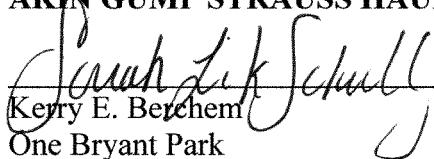
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CONCLUSION

WHEREFORE, Akin Gump respectfully requests: (a) allowance of \$58,718.50 as compensation for professional and paraprofessional services rendered by Akin Gump as counsel to the Board during the Compensation Period; (b) approval of the payment of \$46,974.80 (80% of \$58,718.50) as compensation for professional and paraprofessional services rendered by Akin Gump as counsel to the Board during the Compensation Period; (c) approval of the reimbursement of 100% of Akin Gump's out-of-pocket expenses incurred in connection with the rendering of professional and paraprofessional services to the Board during the Compensation Period in the amount of \$4,953.52; and (d) such other and further relief as is just and proper.

Dated: January 29, 2015

AKIN GUMP STRAUSS HAUER & FELD LLP


Kerry E. Berchem

One Bryant Park

New York, NY 10036-6745

Telephone: (212) 872-1000

Fax: (212) 872-1002

- and -

Sarah Link Schultz

Ashley R. Beane

1700 Pacific Avenue, Suite 4100

Dallas, TX 75201

Telephone: (214) 969-2800

Fax: (214) 969-4343

Counsel to the Board of Directors of Exide Technologies

**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)

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Debtor.¹ :

: **Obj. Due: February 19, 2015 at 4:00 p.m. (ET)**

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**NOTICE OF SIXTH MONTHLY FEE APPLICATION OF AKIN
GUMP STRAUSS HAUER & FELD LLP FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
COUNSEL TO THE BOARD OF DIRECTORS OF EXIDE TECHNOLOGIES
FOR THE PERIOD FROM NOVEMBER 1, 2014 TO NOVEMBER 30, 2014**

PLEASE TAKE NOTICE that Exide Technologies (the “Debtor” or “Exide”) filed today the *Sixth Monthly Fee Application of Akin Gump Strauss Hauer & Feld LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Board of Directors of Exide Technologies for the Period from November 1, 2014 to November 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 **February 19, 2015 at 4:00 p.m. (ET)**:

(i) the Applicant, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Kerry E. Berchem, Esq. (kberchem@akingump.com), and

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

1700 Pacific Avenue, Suite 4100, Dallas, Texas 75201, Attn: Sarah Link Schultz, Esq. (sschultz@akingump.com);

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

(iii) counsel for 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., Esq. (james.mazza@skadden.com);

(iv) 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@rf.com);

(v) 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);

(vi) 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);

(vii) 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 (cindy.woodward@usbank.com) and Arent Fox LLP, 1675 Broadway, New York, New York 10019, Attn: Andrew Silfen, Esq. (andrew.silfen@arentfox.com);

(viii) 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);

(ix) 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. (fax 302-573-6497);

(x) counsel to the official unsecured creditors' committee, 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 N. Market Street, Suite 1600, Wilmington, Delaware 19801, Attn: Robert J. Dehney, Esq. (rdehney@mnat.com); and

(xi) 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).

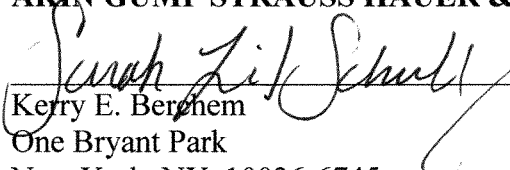
PLEASE TAKE FURTHER NOTICE that if an objection is properly filed and served in accordance with the above procedures, a hearing on the Application will be held at a time and date to be determined before the Honorable Kevin J. Carey, United States Bankruptcy Court for the District of Delaware, in the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

[Continued on the following page]

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

Dated: January 29, 2015

AKIN GUMP STRAUSS HAUER & FELD LLP


Kerry E. Berghem
One Bryant Park
New York, NY 10036-6745
Telephone: (212) 872-1000
Fax: (212) 872-1002

- and -

Sarah Link Schultz
Ashley R. Beane
1700 Pacific Avenue, Suite 4100
Dallas, TX 75201
Telephone: (214) 969-2800
Fax: (214) 969-4343

Counsel to the Board of Directors of Exide Technologies

EXHIBIT A

SARAH LINK SCHULTZ AFFIRMATION

**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)
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Debtor.	:		Obj. Due: February 19, 2015 at 4:00 p.m. (ET)
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AFFIRMATION

Sarah Link Schultz respectfully states and affirms:

1. I am a partner at the law firm of Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), which firm maintains an office at, among other locations, One Bryant Park, New York, New York 10036. Akin Gump has acted as counsel to the Board of Directors of Exide Technologies (the “Board”) and has rendered professional services on behalf of the Board since September 2004. Akin Gump was retained as counsel to the Board in the Chapter 11 Case on August 20, 2014, *nunc pro tunc* to June 1, 2014 [Docket No. 2164].

2. I submit this affirmation pursuant to Bankruptcy Rule 2016(a) in support of Akin Gump’s sixth monthly application (the “Application”)¹ for interim allowance of \$58,718.50 in fees, approval of the payment of \$46,974.80 (80% of \$58,718.50) in fees, and reimbursement of \$4,953.52 for expenses for services rendered on behalf of the Board during the period from November 1, 2014 through and including November 30, 2014.

3. I have reviewed the requirements of Local Rule 2016-2 and respectfully submit that the Application substantially complies with such Local Rule. To the extent that the

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

Application does not comply in all respects with the requirements of Local Rule 2016-2, I believe that such deviations are not material and respectfully request that any such requirement be waived.

4. All services for which compensation is requested by Akin Gump were performed for and on behalf of the Board and not on behalf of any other person.

5. I have reviewed the Application, and the facts set forth therein are true and correct to the best of my knowledge, information and belief.

6. In accordance with 18 U.S.C. § 155, neither I nor any member nor associate of my firm has entered into any agreement, express or implied, with any other party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtor's estate.

7. In accordance with Bankruptcy Code section 504, no agreement or understanding exists between me, my firm or any member or associate thereof, on the one hand, and any other person, on the other hand, for division of such compensation as my firm may receive for services rendered in connection with the Chapter 11 Case, nor will any division of fees prohibited by Bankruptcy Code section 504 be made by me or any partner or associate of my firm.

Dated: January 29, 2015

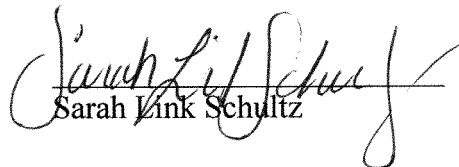
By: 
Sarah Link Schultz

EXHIBIT B

**SUMMARY OF ATTORNEYS AND LEGAL ASSISTANTS
RENDERING SERVICES DURING THE PERIOD
NOVEMBER 1, 2014 THROUGH NOVEMBER 30, 2014**

Name of Professional Person	Position of the Applicant, Year of Obtaining License To Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation Requested
Kerry E. Berchem	Partner; Admitted in 1991; Corporate Department	\$895	22.90	\$20,495.50
Sarah Link Schultz	Partner; Admitted in 2001; Financial Restructuring Department	\$900	10.50	\$9,450.00
Ashley R. Beane	Counsel; Admitted in 2008; Financial Restructuring Department	\$700	35.20	\$24,640.00
Jennifer Hildebrand	Associate; Admitted in 2012; Litigation Department	\$505	2.60	\$1,313.00
Patricia L. Gunn	Paralegal Coordinator; Corporate Department	\$285	6.90	\$1,966.50
Brenda R. Kemp	Paralegal; Financial Restructuring Department	\$235	3.30	\$775.50
Sarah A. D'Addese	Paralegal; Financial Restructuring Department	\$195	0.40	\$78.00

Total Amount of Fees: \$58,718.50

Total Number of Hours: 81.80

Blended Hourly Rate: \$717.83



EXIDE TECHNOLOGIES, INC.
 ATTN: BRAD KALTER
 13000 DEERFIELD PARKWAY
 BUILDING 200
 ALPHARETTA, GA 30004

Invoice Number 1580191
 Invoice Date 01/27/15
 Client Number 681306
 Matter Number 0008

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED THROUGH 11/30/14 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	2.80	\$1,938.00
0003	Akin Gump Fee Application/ Monthly Billing Reports	16.20	\$10,265.00
0015	Analysis of Secured Claims/ Adequate Protection Issues	0.80	\$560.00
0017	General Adversary Proceedings/ Litigation Matters	5.50	\$3,908.50
0021	Exclusivity	0.30	\$70.50
0022	Plan/ Disclosure Statement/ Solocitation and Related Documentation	30.10	\$23,526.50
0024	Sale Transaction/ Stock Transaction/ Business Liquidations (Including)	0.90	\$630.00
0027	General Corporate Matters	25.20	\$17,820.00
	TOTAL	81.80	\$58,718.50

EXIDE TECHNOLOGIES, INC.
 Invoice Number: 1580191

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 January 27, 2015

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/06/14	ARB	0002 Participate in update call with UCC and Company.	0.60
11/07/14	SAD	0002 Review docket for updates.	0.10
11/13/14	SLS	0002 Participate in update call with Company and UCC.	0.30
11/13/14	ARB	0002 Participate in update call with UCC and the Company.	0.30
11/14/14	SAD	0002 Review docket for updates.	0.20
11/20/14	SLS	0002 Participate in update call with UCC and Company.	0.60
11/20/14	ARB	0002 Participate in update call with UCC and Company.	0.60
11/21/14	SAD	0002 Review docket for updates.	0.10
11/03/14	ARB	0003 Finalize September invoice (.8) and communications with B. Hatcher and B. Kalter (.1), B. Kemp (.1) and K. Prater (.1) re same.	1.10
11/04/14	BRK	0003 Prepare fee, expense and compensation charts regarding Fourth Monthly Fee Statement.	1.50
11/04/14	ARB	0003 Prepare September fee application (.8, .4); review October invoice for redaction and task coding purposes (2.9).	4.10
11/05/14	SLS	0003 Review monthly fee application.	0.50
11/05/14	ARB	0003 Finalize September fee application for filing.	0.40
11/06/14	ARB	0003 Review October invoice for privilege, redaction and task coding purposes.	1.20
11/07/14	ARB	0003 Revise October invoice for privilege and task coding purposes.	0.90
11/10/14	SLS	0003 Review monthly fee application.	0.40
11/13/14	ARB	0003 Communications with B. Kemp re: October fee statement schedules.	0.20
11/14/14	ARB	0003 Communications with B. Hatcher and B. Kalter re: October invoice (.1); prepare October fee application (1).	1.10
11/17/14	BRK	0003 Complete charts of fees, expenses and summary charts regarding fifth monthly fee application.	1.50
11/17/14	ARB	0003 Revise October fee application and schedules to same.	0.90
11/18/14	ARB	0003 Communications with E. Ryan (Skadden) re: status of August fee statement.	0.20
11/19/14	SLS	0003 Review monthly fee application.	0.70
11/19/14	ARB	0003 Finalize October fee statement for filing (.5) and correspondence with B. Kalter re: same (.1); prepare same for filing (.2).	0.80
11/24/14	ARB	0003 Finalize October fee application for filing.	0.10
11/25/14	ARB	0003 Finalize October fee application for filing (.1) and transmit same to Skadden (.1); review November invoice for redaction and task coding purposes (.4).	0.60
11/25/14	ARB	0015 Review complaint filed by UCC against Wells Fargo as trustee for 8.625% notes due in 2018 re adequate protection issues.	0.80
11/03/14	JCH	0017 Review M. Ressler deposition transcript.	2.60
11/09/14	KEB	0017 Review board minutes in connection with UCC discovery request.	1.90
11/25/14	KEB	0017 Review on behalf of board UCC complaint re noteholders (.8), emails re same (.2).	1.00
11/06/14	BRK	0021 Review docket and retrieve pleadings related to termination of exclusivity.	0.30
11/04/14	SLS	0022 Review proposed plan support agreement (.4); email to J. Mazza regarding same (.2).	0.60
11/04/14	KEB	0022 Review plan support agreement (1.5); call with Director re plan support agreement (.3); board call re plan support agreement (.5).	2.30
11/11/14	KEB	0022 Review of proposed plan (1.2); consider related issue impacting directors (.3); call with B. Kalter (.3).	1.80
11/11/14	ARB	0022 Review and comment on draft disclosure statement (2.6); communications with S. Schultz and K. Berchem (.1, .1) and Skadden (.1) re: same; research in connection with same (1.8).	4.70
11/12/14	SLS	0022 Telephone call with A. Beane regarding plan and disclosure statement provisions (.3); email communications with K. Berchem regarding same (.2).	0.50

EXIDE TECHNOLOGIES, INC.
 Invoice Number: 1580191

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 January 27, 2015

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/12/14	KEB	0022 Call with B. Kalter re plan (.3); emails with S. Schultz re plan (.2); review plan (.8).	1.30
11/12/14	ARB	0022 Review and comment on draft plan, disclosure statement and plan support agreement (4.3) and research re: same (2.3); communications with S. Schultz re: same (.3).	6.90
11/13/14	SLS	0022 Review draft plan and disclosure statement (1.4) in preparation for upcoming board call; telephone call with K. Ziman (Skadden) regarding same (.2).	1.60
11/16/14	SLS	0022 Communications with A. Beane and K. Berchem regarding revised plan (.2) and revised disclosure statement (.2).	0.40
11/16/14	ARB	0022 Review and comment on revised drafts of plan and disclosure statement.	1.70
11/17/14	SLS	0022 Review revisions to plan (.5); communications with A. Beane and K. Berchem regarding same (.2).	0.70
11/17/14	KEB	0022 Review plan (.9); review disclosure statement (1.2).	2.10
11/17/14	ARB	0022 Review and comment on cumulative redline drafts of plan and disclosure statement.	2.20
11/18/14	ARB	0022 Review filed disclosure statement and changes to same from previously reviewed version (1.9); research in connection with same (.2).	2.10
11/20/14	KEB	0022 Call with B. Kalter re plan (.4); review news articles re recent events affecting plan (.5); consider issues re go-forward strategy in light of same (.3).	1.20
11/13/14	ARB	0024 Review documents related to MCAM retention re potential sale transaction (.3); review term sheets from MCAM re: potential sale transaction (.6).	0.90
11/03/14	KEB	0027 Board update call (.5); follow up call with B. Kalter re same (.4).	0.90
11/04/14	SLS	0027 Participate in board call.	0.60
11/04/14	KEB	0027 Review and comment on form 8K (.6).	0.60
11/05/14	KEB	0027 Review 8K (.3); call with Board member re same (.2).	0.50
11/06/14	KEB	0027 Review and comment on board minutes (.4); emails with board (.6); email to management (.3).	1.30
11/10/14	PLG	0027 Review of board minutes for discovery request.	3.70
11/10/14	KEB	0027 Review minutes (.8); discuss same with director (.3); call with B. Kalter re same (.3).	1.40
11/11/14	PLG	0027 Redact board minutes (2.8); correspondence to B. Kalter re redacted documents (.4).	3.20
11/12/14	SLS	0027 Emails with K. Berchem and K. Ziman (Skadden) regarding upcoming board meeting.	0.20
11/14/14	SLS	0027 Prepare for board meeting (.5); participate in same (1.8).	2.30
11/14/14	KEB	0027 Review board materials to prepare for upcoming board call (.7); and participate in same (1.8).	2.50
11/14/14	ARB	0027 Participate in board call.	1.80
11/15/14	KEB	0027 Call with B. Kalter re status update (.5); call to Board member re update (.3).	0.80
11/18/14	KEB	0027 Call with in-house counsel re new developments and upcoming board call.	0.90
11/19/14	KEB	0027 Review 8K (.3); call with directors re same (.6).	0.90
11/23/14	KEB	0027 Review board materials.	0.50
11/24/14	SLS	0027 Participate in board meeting.	1.10
11/24/14	KEB	0027 Participate on board call.	1.00
11/24/14	ARB	0027 Participate telephonically in board meeting.	1.00
Total Hours			81.80

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>	=	<u>Value</u>
S L SCHULTZ	10.50	at	\$900.00	=	\$9,450.00
K E BERCHEM	22.90	at	\$895.00	=	\$20,495.50

EXIDE TECHNOLOGIES, INC.
Invoice Number: 1580191

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<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>	=	<u>Value</u>
A R BEANE	35.20	at	\$700.00	=	\$24,640.00
J C HILDEBRAND	2.60	at	\$505.00	=	\$1,313.00
PL GUNN	6.90	at	\$285.00	=	\$1,966.50
B R KEMP	3.30	at	\$235.00	=	\$775.50
S A D'ADDESE	0.40	at	\$195.00	=	\$78.00

Current Fees

\$58,718.50

EXHIBIT C**COMPENSATION BY PROJECT CATEGORY
NOVEMBER 1, 2014 THROUGH NOVEMBER 30, 2014**

Project Category	Total Hours	Total Fees
General Case Administration	2.80	\$1,938.00
Akin Gump Fee Application	16.20	\$10,265.00
Analysis of Secured Claims/Adequate Protection Issues	0.80	\$560.00
General Adversary Proceedings/Litigation Matters	5.50	\$3,908.50
Exclusivity	0.30	\$70.50
Plan/Disclosure Statement/Solicitation and Related Documentation	30.10	\$23,526.50
Sale Transaction/Stock Transaction/Business Liquidations	0.90	\$630.00
General Corporate Matters	25.20	\$17,820.00
TOTAL	81.80	\$58,718.50

EXHIBIT D**DISBURSEMENT SUMMARY
NOVEMBER 1, 2014 THROUGH NOVEMBER 30, 2014**

Courier/Messenger Service – Off Site	\$29.00
Document Retrieval	\$79.40
Duplication	\$45.80
Meals – Business	\$212.50
Meals (100%)	\$21.07
Telephone – Long Distance	\$135.00
Transcripts	\$1,009.60
Travel – Airfare	\$877.50
Travel – Ground Transportation	\$113.00
Travel – Lodging (Hotel, Apt, Other)	\$1,458.70
Travel – Parking	\$23.00
Travel – Telephone & Fax	\$49.95
Travel – Train Fare	\$899.00
TOTAL	\$4,953.52

EXHIBIT E



EXIDE TECHNOLOGIES, INC.
 ATTN: BRAD KALTER
 13000 DEERFIELD PARKWAY
 BUILDING 200
 ALPHARETTA, GA 30004

Invoice Number 1580191
 Invoice Date 01/27/15
 Client Number 681306
 Matter Number 0008

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED THROUGH 11/30/14 :

FOR COSTS ADVANCED AND EXPENSES INCURRED:

<u>Date</u>		<u>Value</u>
10/07/14	Document Retrieval Usage from 7/01/14 to 9/30/14 VENDOR: PACER SERVICE CENTER; INVOICE#: 2504648-Q32014; DATE: 10/7/2014 - Account #2504648	\$79.40
10/20/14	Meals (100%) VENDOR: SEAMLESS NORTH AMERICA LLC INVOICE#: 1882387 DATE: 10/26/2014 Slavik Christy M. Christine) - Chop't Creative Salad Co. Bryant Park) - 10/20/2014	\$21.07
10/24/14	Travel - Telephone & Fax WiFi on flight to document review; Virgin America GOGO Wifi	\$49.95
10/25/14	Travel - Airfare VENDOR: AMERICAN EXPRESS INVOICE#: 154764 DATE: 10/25/2014 NAME: HILDEBRAND JENNIFER TICKET #: 0640102736 DEPARTURE DATE: 10/26/2014 ROUTE: UNKNOWN	\$10.00
10/26/14	Travel - Train Fare Train fare to/from Wilmington, DE/NY to prepare and defend a witness at deposition; Amtrak	\$179.00

EXIDE TECHNOLOGIES, INC.

Invoice Number: 1580191

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10/27/14	Travel - Lodging (Hotel, Apt, Other) Hotel - Service Fee; Service Fee; Ultramar	\$10.00
10/27/14	Travel - Airfare VENDOR: AMERICAN EXPRESS INVOICE#: 154953 DATE: 10/27/2014 NAME: HILDEBRAND JENNIFER TICKET #: 0640116946 DEPARTURE DATE: 10/26/2014 ROUTE: UNKNOWN	\$20.00
10/27/14	Travel - Airfare VENDOR: AMERICAN EXPRESS INVOICE#: 154957 DATE: 10/27/2014 NAME: HILDEBRAND JENNIFER TICKET #: 0640116947 DEPARTURE DATE: 10/26/2014 ROUTE: UNKNOWN	\$20.00
10/29/14	Travel - Ground Transportation Taxi from Wilmington train station to hotel Re: Deposition Prep; Bright Star Taxi	\$8.00
10/29/14	Meals - Business Dinner Re: Wilimington DE Deposition Prep; J. Boryshansky (Partner); S. Reich (Partner); Domaine Hudson	\$216.00
10/29/14	Travel - Ground Transportation Train to Hotel; Formidable Peter Taxi	\$10.00
10/29/14	Travel - Ground Transportation Hotel to Airport; Checker Taxi	\$85.00
10/29/14	Travel - Train Fare Amtrak Train	\$259.00
10/29/14	Travel - Lodging (Hotel, Apt, Other) Lodging in Wilmington DE for deposition prep.; Deposition Preparation; Hotel Dupont	\$482.90
10/29/14	Travel - Train Fare Train to Wilmington DE for deposition prep.; Amtrak	\$320.00
10/29/14	Travel - Airfare VENDOR: AMERICAN EXPRESS INVOICE#: 157472 DATE: 10/29/2014 NAME: REICH STEVEN FREDERI TICKET #: 0640221384 DEPARTURE DATE: 10/29/2014 ROUTE: UNKNOWN	\$10.00
10/29/14	Travel - Airfare VENDOR: AMERICAN EXPRESS INVOICE#: 157539 DATE: 10/29/2014 NAME: BORYSHANSKY JOSEPH O TICKET #: 0640226455 DEPARTURE DATE: 10/29/2014 ROUTE: UNKNOWN	\$10.00
10/30/14	Travel - Parking DFW Parking	\$23.00
10/30/14	Travel - Lodging (Hotel, Apt, Other) Hotel; Hotel DuPont	\$482.90
10/30/14	Travel - Airfare Service Fee; Service Fee; Frosch	\$22.50
10/30/14	Travel - Airfare US Airlines; Frosch Travel	\$785.00
10/30/14	Travel - Train Fare Revised additional train fare to/from Wilmington, DE to	\$141.00

EXIDE TECHNOLOGIES, INC.
 Invoice Number: 1580191

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	prepare and defend a witness at deposition; Amtrak	
10/30/14	Travel - Lodging (Hotel, Apt, Other) Wilmington, DE to prepare and defend a witness at deposition - Hotel; Hotel; Hotel Dupont	\$482.90
10/30/14	Travel - Ground Transportation Wilmington, DE to prepare and defend a witness at deposition - Taxi from hotel to train; Zizo Taxi & Limo	\$10.00
10/31/14	Transcripts Michael Ressler - 10/30/14 VENDOR: TSG REPORTING INC; INVOICE#: 103014-428921; DATE: 10/31/2014	\$1,009.60
10/31/14	Telephone - Long Distance CourtCall - Hearing on 10/31/14; CourtCall	\$135.00
11/10/14	Duplication - In House Photocopy - Gunn, Pat, NY, 458 page(s)	\$45.80
11/11/14	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 000002E52E464A DATE: 11/15/2014 TRACKING #: 1Z02E52E0155290849; PICKUP DATE: 11/11/2014; SENDER: Oyediran Oyedele; RECEIVER: Brad S. Kalter - Exide Technologies;	\$26.48
11/11/14	Courier Service/Messenger Service- Off Site VENDOR: UNITED PARCEL SERVICE INVOICE#: 000002E52E464A DATE: 11/15/2014 TRACKING #: 1Z02E52E0155290849; PICKUP DATE: 11/11/2014; SENDER: Oyediran Oyedele; RECEIVER: Brad S. Kalter - Exide Technologies;	\$2.52

Current Expenses

\$4,957.02