

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: EXIDE TECHNOLOGIES, ¹ Debtor.	Chapter 11 Case No. 13-11482 (KJC) Hearing Date: To Be Determined Objections Due: February 19, 2015 at 4:00 p.m. (ET) <i>(for parties others than the Fee Examiner)²</i> RE: D.I. 2588, 2777, 3002
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SIXTH INTERIM FEE APPLICATION OF MORRIS, NICHOLS, ARSHT & TUNNELL LLP, AS CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF INTERIM COMPENSATION AND FOR INTERIM REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD SEPTEMBER 1, 2014 THROUGH NOVEMBER 30, 2014

Name Of Applicant:	Morris, Nichols, Arsht & Tunnell LLP
Authorized To Provide Professional Services To:	Official Committee of Unsecured Creditors
Date Of Retention:	August 6, 2013 <u>nunc pro tunc</u> to June 18, 2013
Period For Which Compensation And Reimbursement Is Sought:	September 1, 2014 through and including November 30, 2014
Total Amount Of Compensation Sought As Actual, Reasonable And Necessary For Applicable Period:	\$516,820.50
Total Amount Of Expense Reimbursement Sought As Actual, Reasonable And Necessary For Applicable Period:	\$33,495.55
Total Amount Of Holdback Fees Sought For Applicable Period:	\$103,364.10

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.

² The Fee Examiner's objection deadline shall be determined consistent with the *First Amended Order Appointing Fee Examiner and Establishing Related Procedures for the Review of Professional Claims* (D.I. 1877).

This is an interim fee application. The total time expended for fee application preparation is approximately 4.0 hours and the corresponding compensation requested is approximately \$1,310.00.³

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

DATE FILED	PERIOD COVERED	REQUESTED FEES/EXPENSES	APPROVED FEES/EXPENSES
9/17/13	6/18/13 – 6/30/13	\$62,474.50/1,492.35	\$49,979.60/1,492.35
9/17/13	7/1/13 – 7/31/13	\$190,754.00/7,446.19	\$152,603.20/7,446.19
10/7/13	8/1/13 – 8/31/13	\$144,785.75/5,068.63	\$144,785.75/5,068.63
10/17/13	6/18/13–8/31/13 (Quarterly Period)	\$398,014.25/\$14,007.17	\$384,581.25/\$13,332.82 ⁴
11/4/13	9/1/13 – 9/30/13	\$88,356.00/\$2,699.53	\$70,684.80/\$2,699.53
11/26/13	10/1/13 – 10/31/13	\$87,292.25/\$6,131.08	\$69,833.80/\$6,131.08
1/8/14	11/1/13 – 11/30/13	\$89,159.50/\$6,016.31	\$71,327.60/\$6,016.31
1/14/14	9/1/13-11/30/13 (Quarterly Period)	\$264,807.75/\$14,846.92	\$264,807.75/\$14,846.92 ⁵
2/12/14	12/1/13 – 12/31/13	\$55,584.50/\$3,144.66	\$44,467.60/\$3,144.66
3/18/14	1/1/14 – 1/31/14	\$87,083.50/\$6,322.10	\$69,666.80/\$6,322.10

³ Allowance for compensation for such time is not requested in this application, but will be sought in a subsequent fee application.

⁴ This amount includes Morris Nichols' agreed upon voluntary reduction of its requested fees and costs in the aggregate amount of \$14,107.35.

⁵ This amount includes Morris Nichols' agreed upon voluntary reduction of its requested fees and costs in the aggregate amount of \$8,547.45.

4/9/14	2/1/14 – 2/28/14	\$68,968.75/\$1,783.05	\$55,175.00/\$1,783.05
4/29/14	12/1/13-2/28/14 (Quarterly Period)	\$210,636.75/\$42,127.35	\$210,636.75/\$42,127.35 ⁶
6/3/14	3/1/14 – 3/31/14	\$72,569.50/\$2,708.25	\$58,055.60/\$2,708.25
6/26/14	4/1/14 – 4/30/14	\$87,245.75/\$7,337.94	\$69,796.60/\$7,337.94
7/18/14	5/1/14 – 5/31/14	\$91,908.25/\$3,830.72	\$75,589.00/\$3,830.72
7/30/14	3/1/14-5/31/14 (Quarterly Period)	\$251,723.50/\$13,876.91	\$250,158.40/\$13,446.94 ⁷
9/2/14	6/1/14 – 6/30/14	\$129,895.00/\$7,347.89	\$103,916.00/\$7,347.89
9/19/14	7/1/14 – 7/31/14	\$127,567.75/\$6,755.55	\$102,054.20/\$6,755.55
10/6/14	8/1/14 – 8/31/14	\$83,888.50/\$1,236.27	\$67,110.80/\$1,236.27
10/27/14	6/1/14-8/31/14 (Quarterly Period)	\$341,351.25/\$15,339.71	Pending
11/6/14	9/1/14-9/30/14	\$107,059.50/\$2,547.41	\$85,647.60/\$2,547.41
12/18/14	10/1/14 - 10/31/14	\$245,464.25/\$26,846.84	\$196,371.40/\$26,846.84
1/26/15	11/1/14 – 11/30/14	\$164,296.75/\$4,101.30	Pending

⁶ This amount includes Morris Nichols' agreed upon voluntary reduction of its requested fees and costs in the aggregate amount of \$1,482.45 for the quarterly period.

⁷ This amount includes Morris Nichols' agreed upon voluntary reduction of its requested fees and costs in the aggregate amount of \$1,995.07 for the quarterly period.

**CUMULATIVE SUMMARY OF INTERIM APPLICATION OF MORRIS, NICHOLS, ARSHT &
TUNNELL LLP FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS CO-
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
SEPTEMBER 1, 2014 THROUGH NOVEMBER 30, 2014**

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	Total Hold Back	Certification of No Objection Filing Date, Docket No.	Amount of Fees Paid/Pending Payment (80%)	Amount of Expenses Paid/Pending Payment (100%)	Amount of Hold Back Paid (100%)
11/6/14 D.I. 2588	\$107,059.50	\$2,547.41	\$21,411.90	12/4/14 D.I. 2715	\$85,647.60	\$2,547.41	\$0.00
12/18/14 D.I. 2777	\$245,464.25	\$26,846.84	\$49,092.85	1/12/15 D.I. 2915	\$196,371.40	\$26,846.84	\$0.00
1/26/15 D.I. 3002	\$164,296.75	\$4,101.30	\$32,859.35	Pending	\$131,437.40	\$4,101.30	\$0.00
TOTAL	\$516,820.50	\$33,495.55	\$103,364.10		\$413,456.40	\$33,495.55	\$ 0.00

PROFESSIONAL COMPENSATION SUMMARY

Exide Technologies
 (Case No. 13-11482 (KJC))
 September 1, 2014 – November 30, 2014

Name of Professional Person	Position of Applicant, Area of Expertise, Number of Years in Present Position, Prior Experience	Year of Bar Admission/ Licensure	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Robert J. Dehney	Partner/ Bankruptcy/ 15 years/ prior experience as a bankruptcy associate	1990 (Connecticut) 1995 (New York) 1997 (Delaware) 1997 (Pennsylvania)	\$895	40.90	\$36,605.50
			447.50	7.00	3,132.50
Donald E. Reid	Partner/Corporate/27 years/prior experience as a corporate associate	1979 (Pennsylvania) 1980 (Delaware)	740	25.90	19,166.00
			370	3.60	1,332.00
David J. Teklits	Partner/Corporate and Business Litigation/14 years/prior experience as a litigation associate	1993 (Delaware)	715	122.70	87,730.50
			357.50	5.20	1,859.00
Eric D. Schwartz	Partner/Bankruptcy/ 12 years/prior experience as a bankruptcy associate	1992 (Delaware) 1993 (Pennsylvania)	635	334.60	212,471.00
			317.5	14.00	4,445.00
Gregory W. Werkheiser	Partner/Bankruptcy/ 9 years/ prior experience as a bankruptcy associate	1996 (Delaware)	610	.70	427.00
James D. Honaker	Associate/Corporate/10 years	2002 (Delaware)	590	.80	472.00
Curtis S. Miller	Partner/Bankruptcy/1 year/prior experience as a bankruptcy associate	2004 (Delaware)	550	1.50	825.00
Ann C. Cordo	Associate/Bankruptcy/ 6 years	2006 (Delaware)	500	31.60	15,800.00
Andrew Remming	Associate/Bankruptcy/ 5 years	2008 (Delaware)	475	10.40	4,940.00
Erin Fay	Associate/Bankruptcy/ 4 years	2009 (Delaware) 2009 (Wisconsin)	450	28.4	12,780.00
Matthew B. Harvey	Associate/Bankruptcy/ 5 years	2009 (Delaware)	450	3.70	1,665.00
William M. Alleman, Jr.	Associate/Bankruptcy/ 3 years	2010 (Delaware)	400	.20	80.00
Tamara K. Minott	Associate/Bankruptcy/ 3 years	2011 (Delaware)	380	7.80	2,964.00

Christopher Hayes	Associate/Bankruptcy/ 1 year	2013 (Delaware)	295	139.50	41,152.50
Elizabeth Hecker	Associate/Corporate/1 year	2013 (Maryland)	295	17.30	5,103.50
Matthew R. Koch	Associate/Bankruptcy	2015 (Delaware)	260	128.40	33,384.00
Angela R. Conway	Paralegal/Bankruptcy/ 13 years	N/A	250	103.30	25,825.00
Rena M. Fusco	Paralegal/Bankruptcy/ 18 years	N/A	250	6.80	1,700.00
Marisa Maddox	Paralegal/Bankruptcy/3 years/prior experience as a bankruptcy paralegal	N/A	250	5.70	1,425.00
Elizabeth Stack	Librarian	N/A	230	.50	115.00
Theresa M. Naimoli	Case Clerk/ 12 years	N/A	145	9.80	1,421.00
Total				1,050.30	\$516,820.50
	TOTAL: \$516,820.50				
	TOTAL BLENDED RATE: \$492.07				
	TOTAL BLENDED ATTORNEY RATE: \$526.22				

COMPENSATION BY PROJECT CATEGORY

Exide Technologies
 (Case No. 13-11482 (KJC))
 September 1, 2014 – November 30, 2014

Project Category	Total Hours	Total Fees
Case Administration	7.40	\$2,061.00
Asset Analysis and Recovery	.10	63.50
Asset Dispositions/363 Sales	16.2	6,224.50
Automatic Stay Matters	1.90	1,518.50
Creditor Communications and Meetings	103.30	65,666.00
Fee Applications (MNAT – Filings)	70.60	23,198.00
Fee Applications (Others – Filing)	73.30	26,786.50
Fee Applications (MNAT – Objections)	22.70	10,473.00
Fee Applications (Others – Objections)	14.60	4,118.00
Executory Contracts/Unexpired Leases	.10	63.50
Other Contested Matters	11.20	6,507.50
Non-Working Travel	29.80	10,768.50
Environmental Matters	10.00	6,279.50
Financing Matters/Cash Collateral	316.30	158,733.00
Insurance Matters	.20	127.00
Court Hearings	47.60	20,964.50
Claims Objections and Administration	7.40	2,975.50
Plan and Disclosure Statement	122.70	49,138.50
Litigation/Adversary Proceedings	8.30	4,452.00
Professional Retention (MNAT – Filings)	1.10	583.00
Professional Retention (Others - Filing)	28.60	14,128.00
Professional Retention (Others – Objections)	4.00	2,229.00
General Corporate Matters	2.70	1,858.50
General Case Strategy	1.70	1,183.50
Schedules/SOFA/U.S. Trustee Reports	.20	127.00
Intellectual Property and Asset Review	21.90	13,984.50
Lead Investigation	126.40	82,608.50
TOTAL	1,050.30	\$516,820.50

EXPENSE SUMMARY

Exide Technologies
 (Case No. 13-11482 (KJC))
 September 1, 2014 – November 30, 2014

Expense Category	Service Provider (if applicable)	Total Expenses
Transcripts		\$3,585.10
Photos/Art/Spec Duplicating	Out of Office	17,446.20
Travel		1,648.75
Meals		364.98
Messenger Service		153.00
Court Costs		25.00
Courier/Delivery Service		4,233.59
In-House Duplicating		2,308.25
Computer Research	Westlaw	1,438.18
Facsimile		64.00
Pacer		469.70
Hotel Accommodations		1,471.50
Conference Calls		135.66
Postage		90.64
Secretarial OT		51.00
E-Filing Service Fee		10.00
Grand Total Expenses		\$33,495.55

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

EXIDE TECHNOLOGIES,¹

Debtor.

Chapter 11

Case No. 13-11482 (KJC)

Hearing Date: To Be Determined

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

(for parties others than the Fee Examiner)²

RE: D.I. 2588, 2777, 3002

**SIXTH INTERIM FEE APPLICATION OF MORRIS, NICHOLS, ARSHT &
TUNNELL LLP, AS CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR ALLOWANCE OF INTERIM
COMPENSATION AND FOR INTERIM REIMBURSEMENT OF
ALL ACTUAL AND NECESSARY EXPENSES INCURRED FOR
THE PERIOD SEPTEMBER 1, 2014 THROUGH NOVEMBER 30, 2014**

In accordance with the *Order Pursuant To Bankruptcy Code Sections 105(a) And 331, Bankruptcy Rule 2016, And Local Bankruptcy Rule 2016-2 Establishing Interim Compensation Procedures, dated July 11, 2013* (D. I. 330), (the “Interim Compensation Order”), Morris, Nichols, Arsht & Tunnell LLP (“Morris Nichols”) hereby submits its sixth interim fee application (the “Interim Fee Application”) for the period from September 1, 2014 through and including November 30, 2014 (the “Application Period”).

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.

² The Fee Examiner’s objection deadline shall be determined consistent with the *First Amended Order Appointing Fee Examiner and Establishing Related Procedures for the Review of Professional Claims* (D.I. 1877).

Morris Nichols seeks interim court approval of the following fee applications (the “Fee Applications”), which are incorporated herein by reference:

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	Total Hold Back	Certification of No Objection Filing Date, Docket No.	Amount of Fees Paid/Pending Payment (80%)	Amount of Expenses Paid/Pending Payment (100%)	Amount of Hold Back Paid (100%)
11/6/14 D.I. 2588	\$107,059.50	\$2,547.41	\$21,411.90	12/4/14 D.I. 2715	\$85,647.60	\$2,547.41	\$0.00
12/18/14 D.I. 2777	\$245,464.25	\$26,846.84	\$49,092.85	1/12/15 D.I. 2915	\$196,371.40	\$26,846.84	\$0.00
1/26/15 D.I. 3002	\$164,296.75	\$4,101.30	\$32,859.35	Pending	\$131,437.40	\$4,101.30	\$0.00
TOTAL	\$516,820.50	\$33,495.55	\$103,364.10		\$413,456.40	\$33,495.55	\$ 0.00

In addition, Morris Nichols seeks interim approval of payments in the amount of the difference between the full amount of the fees and expenses requested in the Fee Applications and the actual interim payments allowed or received by Morris Nichols for such fees and expenses under the Fee Applications.

RELIEF REQUESTED

1. Morris Nichols submits this Interim Fee Application (i) for allowance of reasonable compensation for actual, necessary professional services rendered by Morris Nichols as co-counsel to the Committee for the Application Period, and (ii) for reimbursement of actual, necessary expenses incurred in representing the Committee during the Application Period. Specifically, Morris Nichols seeks interim allowance and payment in the aggregate of \$516,820.50 for actual, reasonable and necessary professional services rendered to the Committee during the Application Period and interim allowance and payment in the aggregate of \$33,495.55 for actual, reasonable and necessary expenses incurred in rendering such services. With respect to these amounts, Morris Nichols anticipates that prior to the interim fee hearing, it will have received

\$413,456.40 in fees and \$33,495.55 in expenses on account of the Fee Applications, pursuant to the Interim Compensation Order.

BASIS FOR RELIEF

2. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, as supplemented by Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the District of Delaware and the Interim Compensation Order.

3. On June 10, 2013 (the "Petition Date"), the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. The Debtor continues to operate its business and its affairs as debtor and debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. The Committee has selected Morris Nichols as co-counsel to the Committee in connection with this bankruptcy case. On August 6, 2013, this Court entered the Order Pursuant to 11 U.S.C. §§ 328(a), 504, and 1103(a), Fed. R. Bankr. P. 2014, 2016 and 5002; and Del. Bankr. L.R. 2014-1 Authorizing Retention and Employment of Morris Nichols Arsht & Tunnell LLP as Co-Counsel for the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to June 18, 2013 (D.I. 482) (the "Retention Order").

PROJECT CATEGORIES IN FEE APPLICATIONS

5. The project categories in the Fee Applications are described generally below.

6. Case Administration: 7.40 hours/2,061.00. This project code relates to general case administration, including time for general items that require attention to administer or otherwise assist the Committee with respect to the case. This project is ongoing and is beneficial, *inter alia*, to the Committee exercising its powers and duties as well as to the general progress and

administration of the case. The primary timekeepers for this project code are Eric Schwartz, Angela Conway and Erin Fay, as reflected in the time records attached to the Applications.

7. Asset Analysis and Recovery: .10 hours/\$63.50. This project code relates to asset analysis and recovery, including time for reviewing, analyzing, investigating and advising on matters related to monetizing the Debtor's assets. This project is ongoing. This category provides numerous benefits to the Committee in the exercise of its powers and duties, the creditors and estate, including the Committee making informed judgments and taking necessary actions regarding asset analysis and recovery as well as participating in the formulation of a plan. The primary timekeeper for this project code is Eric Schwartz, as reflected in the time records attached to the Applications.

8. Asset Dispositions/363 Sales: 16.20 hours/\$6,224.50. This project code relates to asset dispositions and 363 sales, including time for reviewing, analyzing, investigating and advising on matters related to asset dispositions and 363 sales. This category provides numerous benefits to the Committee in the exercise of its powers and duties, the creditors and estate, including the Committee making informed judgments and taking necessary actions regarding asset dispositions and 363 sales as well as participating in the formulation of a plan. This project is ongoing. The primary timekeepers for this project code are Eric Schwartz and Tamara K. Minott, as reflected in the time records attached to the Applications.

9. Automatic Stay Matters: 1.90 hours/\$1,518.50. This project code relates to automatic stay matters, including reviewing and analyzing pleadings and documents. This project is ongoing. This category provides numerous benefits to the Committee and creditors in this case, including making informed judgments and taking necessary actions regarding lifting the stay for the benefit of the Committee, the Debtor's creditors and estate. The primary timekeepers for this project code are Eric Schwartz and Erin Fay, as reflected in the time records attached to the Applications.

10. Creditor Communications and Meetings: 103.30 hours/\$65,666.00. This project code relates to creditors and other case constituent communications and meetings, including time preparing for and attending meetings of the Committee, subcommittees of the Committee, meetings of the Committee co-chairs and meetings between the Committee or its professionals and other case constituents. This project code also includes time for reviewing and responding to communications from Committee members, creditors, and other constituencies. This project is ongoing. This category provides numerous benefits to the Committee in the exercise of its powers and duties, the creditors and estate, including the Committee making informed judgments, taking necessary actions, communicating with creditors and other constituents as well as participating in the formulation of a plan. The primary timekeepers for this project code are Robert Dehney, Eric Schwartz, Donald Reid, Ann Cordo and Erin Fay, as reflected in the time records attached to the Applications.

11. Fee Applications (MNAT – Filings): 70.60 hours/\$23,198.00. This project code relates to Morris Nichols' fee application matters, including time for preparing and filing Morris Nichols' fee applications. Committee professionals are required to meet certain standards and requirements in preparing and filing fee applications. This project is ongoing. The primary timekeepers for this project code are Eric Schwartz, Matthew Koch, Angela Conway and Erin Fay, as reflected in the time records attached to the Applications.

12. Fee Applications (Others – Filing): 73.30 hours/\$23,786.50. This project code relates to fee applications of other professionals, includes time for preparing and filing fee applications of professionals other than Morris Nichols. Committee professionals are required to meet certain standards and requirements in preparing and filing fee applications. This project is ongoing. The primary timekeepers for this project code are Eric Schwartz, Angela Conway, Marisa Maddox and Erin Fay, as reflected in the time records attached to the Applications.

13. Fee Applications (MNAT – Objections): 22.70 hours/\$10,473.00. This project code relates to objections to Morris Nichols' fee applications, including time for reviewing, analyzing and responding to objections to Morris Nichols' fee applications and also time related to filing certificates of no objection related to Morris Nichols' fee applications. Committee professionals are required to meet certain standards and requirements in preparing and filing fee applications. This project is ongoing. The primary timekeepers for this project code are Eric Schwartz, Angela Conway, and Erin Fay, as reflected in the time records attached to the Applications.

14. Fee Applications (Others – Objections): 14.60 hours/\$4,118.00. This project code relates to objections to fee applications of Committee professionals other than Morris Nichols, including time for reviewing, analyzing and responding to objections and also time related to filing certificates of no objection related to fee applications of Committee professionals other than Morris Nichols. Committee professionals are required to meet certain standards and requirements in preparing and filing fee applications. This project is ongoing. The primary timekeepers for this project code are Eric Schwartz, Angela Conway, Renae Fusco, Theresa Naimoli and Erin Fay, as reflected in the time records attached to the Applications.

15. Executory Contracts/Unexpired Leases: .10 hours/\$63.50. This project code relates to executory contract/unexpired lease matters, including time for considering, researching and discussing contract and lease issues related to the Debtor. This category provides numerous benefits to the Committee and creditors in this case, including making informed judgments and taking necessary actions regarding executory contracts and unexpired leases for the benefit of the Committee, the Debtor's creditors and estate. This project is ongoing. The primary timekeeper for this project code is Eric Schwartz, as reflected in the time records attached to the Applications.

16. Other Contested Matters: 11.20 hours/\$6,507.50. This project code relates to other contested matters, including time for considering, researching and discussing contested matters related to the Debtor. This category provides numerous benefits to the Committee and creditors in this case, including making informed judgments and taking necessary actions regarding contested matters for the benefit of the Committee, the Debtor's creditors and estate. This project is ongoing. The primary timekeepers for this project code are Eric Schwartz and Erin Fay, as reflected in the time records attached to the Applications.

17. Non-Working Travel: 29.80 hours/\$10,768.50. This project code permits professionals to account for non-working travel time and ensures that the billable rate for such time is in keeping with applicable guidelines. This project is ongoing. The primary timekeepers for this project code are Eric Schwartz , Donald Reid and David Teklits.

18. Environmental Matters: 10.0 hours/\$6,279.50. This project code relates to environmental matters, including time for considering, researching and discussing environmental issues related to the Debtor. This category provides numerous benefits to the Committee and creditors in this case, including making informed judgments and taking necessary actions regarding environmental matters for the benefit of the Committee, the Debtor's creditors and estate. This project is ongoing. The primary timekeepers for this project code are Eric Schwartz and Erin Fay, as reflected in the time records attached to the Applications.

19. Financing Matters/Cash Collateral: 316.30 hours/\$158,733.00. This project code relates to financing and cash collateral, matters including time for considering, researching and discussing financing issues related to the Debtor. This category also includes time related to investigating financing and cash collateral issues in the Debtor's case, including researching and drafting an objection to certain proposed amendments to the Debtor's financing agreements, and engaging in discovery practice related to the same. This category provides numerous benefits to the

Committee and creditors in this case, including making informed judgments and taking necessary actions regarding asset financing and cash collateral matters for the benefit of the Committee, the Debtor's creditors and estate. This project is ongoing. The primary timekeepers for this project code are Eric Schwartz, Gregory Werkheiser, Curtis Miller, James Honaker, Erin Fay, William Alleman, Jr., Christopher Hayes, Elizabeth Hecker, and Theresa Naimoli, as reflected in the time records attached to the Applications.

20. Insurance Matters: .20 hours/\$127.00. This project code relates to insurance matters, including time for reviewing, analyzing, and advising on matters related to the insurance premium agreement. This project is ongoing. This category provides numerous benefits to the Committee in the exercise of its powers and duties, the creditors and estate, including the Committee making informed judgments and taking necessary actions regarding asset analysis and recovery as well as participating in the formulation of a plan. The primary timekeepers for this project code are Eric Schwartz, as reflected in the time records attached to the Applications.

21. Court Hearings: 47.60 hours/\$20,964.50. This project code relates to court hearings, including time related to preparing for and attending hearings where professionals represent the Committee. The Committee attends hearings through its counsel and seeks relief or expresses views at such hearings. The Committee's participation at hearings is beneficial to the estate and the Debtor's creditors as it permits the Court and parties to understand the Committee's views. This project is ongoing. The primary timekeepers for this project code are Eric Schwartz, Angela Conway and Erin Fay, as reflected in the time records attached to the Applications.

22. Claims Objections and Administration: 7.40 hours/\$2,975.50. This project code relates to claims objections and administration, including time for considering, researching and discussing claims objection and administration issues related to the Debtor. This category provides numerous benefits to the Committee and creditors in this case, including making informed

judgments and taking necessary actions regarding claims objections and administration for the benefit of the Committee, the Debtor's creditors and estate. This project is ongoing. The primary timekeeper for this project code is Eric Schwartz, as reflected in the time records attached to the Applications.

23. Plan and Disclosure Statement Matters: 122.70 hours/\$49,138.50. This project code relates to a plan of reorganization for the Debtor, including time for considering, researching and discussing plan issues related to the Debtor. This category provides numerous benefits to the Committee and creditors in this case, including making informed judgments and taking necessary actions regarding plan matters for the benefit of the Committee, the Debtor's creditors and estate. This project is ongoing. The primary timekeepers for this project code are Robert Dehney, Eric Schwartz, David Teklits, Andrew Remming, Matthew Harvey, Angela Conway and Erin Fay, as reflected in the time records attached to the Applications.

24. Litigation/Adversary Proceedings: 8.30 hours/\$4,452.00. This project code relates to litigation and adversary proceedings, including time for considering, researching and discussing litigation issues related to the Debtor. This category provides numerous benefits to the Committee and creditors in this case, including making informed judgments and taking necessary actions regarding litigation and adversary proceedings for the benefit of the Committee, the Debtor's creditors and estate. This project is ongoing. The primary timekeepers for this project code are Eric Schwartz and Erin Fay, as reflected in the time records attached to the Applications.

25. Professional Retention (MNAT – Filings): 1.10 hours/\$583.00: This project code relates to the retention of Morris Nichols, including time for preparing and filing Morris Nichols' retention applications and supplements to the same and researching and addressing issues related to the same. Committee professionals are required to meet certain standards and requirements to be retained in bankruptcy matters. This project is ongoing. The primary

timekeepers for this project code are Eric Schwartz, William Alleman, Jr., Angela Conway and Erin Fay, as reflected in the time records attached to the Applications.

26. Professional Retention (Others - Filing): 28.60 hours/\$14,128.00. This project code relates to retention of other professionals, including time for preparing and filing retention applications of Committee professionals other than Morris Nichols and supplements to the same and researching and addressing issues related to the same. Committee professionals are required to meet certain standards and requirements to be retained in bankruptcy matters. This project is ongoing. The primary timekeepers for this project code are Eric Schwartz, Angela Conway, and Erin Fay, as reflected in the time records attached to the Applications.

27. Professional Retention (Others – Objections): 4.00 hours/\$2,229.00. This project code relates to objections to the retention of other professionals, including time related to objections to retention applications of Committee professionals other than Morris Nichols and supplements to the same. Committee professionals are required to meet certain standards and requirements to be retained in bankruptcy matters. This project is ongoing. The primary timekeepers for this project code are Eric Schwartz, Angela Conway and Erin Fay, as reflected in the time records attached to the Applications.

28. General Corporate Matters: 2.70 hours/\$1,858.50. This project code relates to general corporate matters, including time related to considering, researching, investigating, analyzing and discussing general corporate governance issues in the case and related matters issues related to the Debtor. This category provides numerous benefits to the Committee in the exercise of its powers and duties, the creditors and estate, including the Committee making informed judgments and taking necessary actions regarding general corporate matters and/or concerns. This project is ongoing. The primary timekeeper for this project code is Robert Dehney, Eric Schwartz and Erin Fay, as reflected in the time records attached to the Applications.

29. General Case Strategy: 1.70 hours/\$1,183.50. This project code relates to general case strategy issues, including time related to considering, researching, investigating, analyzing and discussing general case strategy issues in the case, including the Debtor's business plan and related matters. This category provides numerous benefits to the Committee in the exercise of its powers and duties, the creditors and estate, including the Committee making informed judgments and taking necessary actions regarding general case strategy as well as participating in the formulation of a plan. This project is ongoing. The primary timekeepers for this project code are David Teklits and Eric Schwartz, as reflected in the time records attached to the Applications.

30. Schedules/SOFA/U.S. Trustee Reports: .20 hours/\$127.00. This project code relates to schedules, statements of financial affairs, and U.S. Trustee reports, including time related to reviewing reports submitted by the Debtor to the Office of the United States Trustee, the Debtor's schedules and statements and related information. This category provides numerous benefits to the Committee and creditors in this case, including making informed judgments and taking necessary actions regarding schedules, statement and U.S. Trustee reports for the benefit of the Committee, the Debtor's creditors and estate. This project is ongoing. The primary timekeepers for this project code are Eric Schwartz, as reflected in the time records attached to the Applications.

31. Intellectual Property and Asset Review: 21.90 hours/\$13,984.50. This project code relates to the review and analysis of agreements, documentation, financial statements and correspondence related to intellectual property and assets of the Debtor. This category provides numerous benefits to the Committee and creditors in this case, including making informed judgments and taking necessary actions regarding the Debtor's intellectual property and assets. This project is ongoing. The primary timekeepers for this project code are Robert Dehney, David

Teklits, Donald Reid, Eric Schwartz and Erin Fay, as reflected in the time records attached to the Applications.

32. Lead Investigation: 126.40 hours/\$82,608.50. This project code relates to the review, analysis, and investigation of information, correspondence, and research related to the Debtor's purchase of lead, including the pursuit of related discovery. This category provides numerous benefits to the Committee in the exercise of its powers and duties, the creditors and estate, including the Committee making informed judgments and taking necessary actions regarding investigating certain potential causes of action that may belong to the Debtor's estate as a result of possible anticompetitive actions of third parties. This project is ongoing. The primary timekeepers for this project code are Robert Dehney, David Teklits, Donald Reid, Eric Schwartz and Matthew Koch, as reflected in the time records attached to the Applications.

33. The terms and conditions of Morris Nichols' employment by the Committee are set forth in the Retention Order and the engagement letter between the Committee and Morris Nichols. The compensation requested is based on the customary compensation charged by comparably skilled practitioners in non-bankruptcy cases.

34. No agreement or understanding exists between Morris Nichols and any other person for the sharing of compensation received or to be received for services rendered in or in connection with this case. All compensation received by Morris Nichols related to this case has been received from the Debtor's estate.

35. The Committee co-chairs have been provided an opportunity to review the Fee Applications and approved the requested fees and expenses.

36. During the Application Period, Morris Nichols professionals and paraprofessionals expended 1,050.30 hours on this case.

37. The professional services and related expenses for which Morris Nichols requests allowance of compensation and reimbursement of expenses were rendered and incurred by Morris Nichols in discharging its professional responsibilities as co-counsel to the Committee in this chapter 11 case. Morris Nichols' services have been necessary and beneficial to the Committee and to the estate, creditors and other parties in interest.

38. Morris Nichols has endeavored to represent the Committee in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals, and other support staff at Morris Nichols so that work has been performed by those most familiar with the particular matter or task and, where attorney or paralegal involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Morris Nichols believes that it has been successful in this regard.

39. Morris Nichols has received no payment or promise of payment for the services rendered in this chapter 11 case, other than as expressly set forth herein. No agreement or understanding exists between Morris Nichols and any other person for the sharing of compensation received or to be received for services rendered in or in connection with this case.

40. Contained herein are charts summarizing the total time expended by each professional and paraprofessional, compensation by project category, and an expense summary.

41. Morris Nichols holds no retainer or other security for fees and disbursements incurred in this case.

42. Professional services and expenses for which compensation and reimbursement are sought were rendered and expended on behalf of the Committee pursuant to chapter 11 of the Bankruptcy Code. Morris Nichols believes it is appropriate that it be compensated for the time spent and be reimbursed for the expenses incurred in connection with this matter.

43. The undersigned has reviewed the requirements of Local Rule 2016-2 and certifies to the best of his information, knowledge and belief that this Interim Fee Application complies with Local Rule 2016-2.

WHEREFORE, Morris Nichols respectfully requests that this Court enter an order substantially in the form of **Exhibit A** hereto, (a) approving and allowing (i) compensation to Morris Nichols for actual, reasonable and necessary professional services rendered on behalf of the Committee during the Application Period in the aggregate amount of \$516,820.50; and (ii) reimbursement to Morris Nichols for actual, reasonable and necessary expenses incurred during the Application Period in the amount of \$33,495.55; (b) approving and allowing payments made or anticipated prior to the interim fee hearing by the Debtor during the Application Period to Morris Nichols for such services in the aggregate amount of \$413,456.40 and for such expenses in the aggregate amount of \$33,495.55 during the Application Period; (c) authorizing and directing payment to Morris Nichols of \$103,364.10, representing the collective “holdback” pursuant to the Fee Applications submitted; and (d) granting such other and further relief as this Court deems just and proper.

Dated: January 29, 2015
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Erin R. Fay

Robert J. Dehney (No. 3578)

Eric D. Schwartz (No. 3134)

Erin R. Fay (No. 5268)

1201 North Market Street

P. O. Box 1347

Wilmington, DE 19899

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eschwartz@mnat.com

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*Co-Counsel for Official Committee of
Unsecured Creditors*

8828764.3

EXHIBIT A

PROPOSED ORDER

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

EXIDE TECHNOLOGIES,¹

Debtor.

Chapter 11

Case No. 13-11482 (KJC)

RE: D.I. 2588, 2777, 3002, & ___

**ORDER GRANTING SIXTH INTERIM FEE APPLICATION OF MORRIS,
NICHOLS, ARSHT & TUNNELL LLP, AS CO-COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF
INTERIM COMPENSATION AND FOR INTERIM REIMBURSEMENT OF ALL
ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD
SEPTEMBER 1, 2014 THROUGH NOVEMBER 30, 2014**

Upon consideration of the *Sixth Interim Fee Application Of Morris, Nichols, Arsht & Tunnell LLP As Co-Counsel For The Official Committee Of Unsecured Creditors, For Allowance Of Interim Compensation And For Interim Reimbursement Of All Actual And Necessary Expenses Incurred For The Period September 1, 2014 through November 30, 2014* (the “Interim Fee Application”),² for approval and allowance of fees and expenses of Morris, Nichols, Arsht & Tunnell LLP (“Morris Nichols”) incurred during the period from September 1, 2014 through and including November 30, 2014; and this Court having determined that proper and adequate notice has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED that:

1. The Interim Fee Application is granted.

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.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Interim Fee Application.

2. Morris Nichols is allowed compensation and reimbursement of expenses for the period September 1, 2014 through and including November 30, 2014, in the amount of \$516,820.50 for services rendered and \$33,495.55 for expenses incurred as set forth in its Interim Fee Application.

3. The above-captioned debtor and debtor-in-possession is authorized and directed to disburse to Morris Nichols payments in the amount of the difference between (x) 100% of the total fees and expenses set forth in the Fee Applications and (y) the actual interim payments received by Morris Nichols for fees and expenses under the Interim Compensation Order, as set forth in the Interim Fee Application.

4. This Order shall be effective immediately upon entry.

Dated: _____, 2015

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

EXIDE TECHNOLOGIES,¹

Debtor.

Chapter 11

Case No. 13-11482 (KJC)

Hearing Date: To Be Determined

Objections Due: February 19, 2015 at 4:00 p.m. (ET)
(for parties others than the Fee Examiner)

**NOTICE OF SIXTH INTERIM FEE APPLICATION OF MORRIS, NICHOLS,
ARSHT & TUNNELL LLP, AS CO-COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF
INTERIM COMPENSATION AND FOR INTERIM REIMBURSEMENT OF ALL
ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD
SEPTEMBER 1, 2014 THROUGH NOVEMBER 30, 2014**

PLEASE TAKE NOTICE that, on January 29, 2015, Morris, Nichols, Arsht & Tunnell LLP as co-counsel to the Official Committee of Unsecured Creditors (the "Committee") in the above-captioned case, filed the attached **Sixth Interim Fee Application Of Morris, Nichols, Arsht & Tunnell LLP, As Co-Counsel For The Official Committee Of Unsecured Creditors, For Allowance Of Interim Compensation And For Interim Reimbursement Of All Actual And Necessary Expenses Incurred For The Period September 1, 2014 Through November 30, 2014** (the "Application").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application, by parties others than the Fee Examiner, must: (a) filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, by **February 19, 2015 at 4:00 p.m. (Eastern Time)** (the "Objection Deadline");² and (b) be served so as to be received on or before the Objection Deadline by:

(i) the Applicant: Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, Suite 1600, Wilmington, DE 19801, Attn: Robert J. Dehney and Eric D. Schwartz, Esq.;

(ii) the Debtors: c/o Exide Technologies, 13000 Deerfield Parkway, Building 200, Milton, GA 30004, Attn: Phillip A. Damaska;

(iii) counsel for the Debtors: Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036, Attn: Kenneth S. Ziman and J. Eric Ivester 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.

² The Fee Examiner's objection deadline shall be determined consistent with the *First Amended Order Appointing Fee Examiner and Establishing Related Procedures for the Review of Professional Claims* (D.I. 1877).

Rodney Square, 1100 North Market Street, Wilmington, DE 19801, Attn: Anthony W. Clark and 155 N. Wacker Drive, Chicago, IL 60606-1720, Attn: James J. Mazza, Jr.;

(iv) the Office of the United States Trustee: 844 North King Street, Room 2207, Lockbox 35, Wilmington, DE 19801, Attn: Mark S. Kenney, Esq.;

(v) co-counsel to the Official Committee of Unsecured Creditors: Lowenstein Sandler LLP, 65 Livingston Avenue, Roseland, NJ 07068, Attn: Kenneth A. Rosen, Sharon L. Levine, and Paul Kizel and 1251 Avenue of the Americas, New York, NY 10020, Attn: Gerald C. Bender;

(vi) counsel to the agent under the debtor in possession financing: Davis, Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Damian S. Schaible and Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE 19801, Attn: Mark D. Collins;

(vii) counsel to the agent for the Debtor's prepetition secured lenders: Greenberg Traurig, LLP, 3333 Piedmont Road NE, Suite 2500, Atlanta, GA 30305, Attn: David B. Kurzweil and 1007 N. Orange Street, Suite 1200, Wilmington, DE 19801, Attn: Dennis A. Meloro;

(viii) the indenture trustee for the Debtor's secured bond issuances and its counsel: Wells Fargo Bank, N.A., 150 East 42nd Street, 40th Floor, New York, NY 10017, Attn: James R. Lewis and Foley & Lardner LLP, 321 North Clark Street, Suite 2800, Chicago, IL 60654, Attn: Mark F. Hebbeln;

(ix) the indenture trustee for the Debtor's unsecured bond issuances and its counsel: U.S. Bank National Association, Global Corporate Trust Services, 60 Livingston Avenue, EP-MN-WSID, St. Paul, MN 55107, Attn: Cindy Woodward and Arent Fox LLP, 1675 Broadway, New York, NY 10019, Attn: Andrew Silfen;

(x) counsel to the unofficial committee of senior secured noteholders: Paul, Weiss, Rifking, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY 10019, Attn: Alice Belisle Eaton and Young Conaway Stargatt & Taylor LLP, Rodney Square, 1000 King Street, Wilmington, DE 19801, Attn: Pauline K. Morgan; and

(xi) the fee examiner and his counsel: Bernstein Shur, 100 Middle Street, P.O. Box 9729, Portland, ME 04104-5029, Attn: Robert J. Keach, Michael Fagone, and Sam Anderson.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE APPLICATION WILL BE HELD ON A **DATE TO BE DETERMINED** BEFORE THE HONORABLE KEVIN J. CAREY AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM #5, WILMINGTON, DELAWARE 19801. ONLY PARTIES WHO HAVE FILED A TIMELY OBJECTION WILL BE HEARD AT THE HEARING.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: January 29, 2015
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Erin R. Fay

Robert J. Dehney (No. 3578)
Eric D. Schwartz (No. 3134)
Erin R. Fay (No. 5268)
Christopher M. Hayes (No. 5902)
1201 North Market Street
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-and-

LOWENSTEIN SANDLER LLP
Kenneth A. Rosen, Esq.
Sharon L. Levine, Esq.
Paul Kizel, Esq.
65 Livingston Avenue
Roseland, NJ 07068
Telephone: (973) 597-2500
Facsimile: (973) 597-2400

-and-

Gerald C. Bender, Esq.
1251 Avenue of the Americas
New York, NY 10020
Telephone: (212) 262-6700
Facsimile: (212) 262-7402

Counsel to the Official Committee of Unsecured Creditors

7680233.7

CERTIFICATE OF SERVICE

I, Erin R. Fay, certify that I am not less than 18 years of age, and that service of the foregoing **Sixth Interim Fee Application Of Morris, Nichols, Arsht & Tunnell LLP, As Co-Counsel For The Official Committee Of Unsecured Creditors, For Allowance Of Interim Compensation And For Interim Reimbursement Of All Actual And Necessary Expenses Incurred For The Period September 1, 2014 Through November 30, 2014** was caused to be made on January 29, 2015, in the manner indicated, upon the entities identified below and on the attached service list.

Date: January 29, 2015

/s/ Erin R. Fay
Erin R. Fay (No. 5268)

BY HAND DELIVERY

Mark S. Kenney
Office of the United States Trustee
for the District of Delaware
J. Caleb Boggs Federal Building
Room 2207, Lockbox 35
844 North King Street
Wilmington, DE 19801

Pauline K. Morgan
Young Conaway Stargatt & Taylor LLP
Rodney Square
1000 King Street
Wilmington, DE 19801

Anthony W. Clark
Skadden, Arps, Slate, Meagher &
Flom LLP
One Rodney Square
920 North King Street
Wilmington, DE 19801

Dennis A. Meloro
Greenberg Traurig, LLP
1007 N. Orange Street, Suite 1200
Wilmington, DE 19801

Mark D. Collins
Richards, Layton & Finger, P.A.
One Rodney Square
920 North King Street
Wilmington, DE 19801

BY FIRST CLASS MAIL

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Kenneth S. Ziman
J. Eric Ivester
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New York, NY 10036

BY FIRST CLASS MAIL

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New York, NY 10017

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Greenberg Traurig, LLP
3333 Piedmont Road NE
Suite 2500
Atlanta, GA 30305

Wells Fargo Bank, N.A.
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New York, NY 10017
Attn: James R. Lewis

Mark F. Hebbeln
Foley & Lardner LLP
321 North Clark Street, Suite 2800
Chicago, IL 60654

U.S. Bank National Association
Global Corporate Trust Services
60 Livingston Avenue, EP-MN-WSID
St. Paul, MN 55107
Attn: Cindy Woodward

Andrew Silfen
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New York, NY 10019

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