

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

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	:	Chapter 11
In re:	:	
	:	Case No. 13-11482 (KJC)
EXIDE Technologies,	:	
	:	<b>Hearing Date: May 20, 2015 at</b>
Debtor. <sup>1</sup>	:	<b>10:00 a.m. (Eastern)</b>
	:	<b>Objection Deadline: N/A</b>
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**FEE EXAMINER’S CONSOLIDATED FINAL REPORT PERTAINING TO THE  
INTERIM FEE APPLICATIONS OF CERTAIN RETAINED PROFESSIONALS FOR  
THE PERIOD FROM SEPTEMBER 1, 2014 THROUGH NOVEMBER 30, 2014**

Robert J. Keach (the “Fee Examiner”) submits this Consolidated Final Report (the “Sixth Period Final Report”) pursuant to the Order Appointing Fee Examiner and Establishing Related Procedures for the Review of Professional Claims [Docket No. 1283] (the “Fee Examiner Order”) and the First Amended Order Appointing Fee Examiner and Establishing Related Procedures for the Review of Professional Claims [Docket No. 1877] (the “Amended Fee Examiner Order”) in connection with applications for allowance of compensation for professional services rendered and for reimbursement of actual and necessary expenses (the “Fee Applications”) of certain professionals retained in the above-captioned case (the “Retained Professionals”) as listed on **Exhibit A.**<sup>2</sup> The Fee Applications are interim applications and relate

<sup>1</sup> 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.

<sup>2</sup> The Fee Examiner and Sitrick and Company were unable to come to an agreement with respect to Sixth Interim Application of Sitrick and Company for Compensation for Services Rendered and Reimbursement of Expenses as Corporate Communications Professionals Retained by the Debtor for the Period from September 1, 2014 Through November 30, 2014 [Docket No. 2996] (the “Sitrick Fee Application”). The Fee Examiner will file a separate final report discussing his objection to the Sitrick Fee Application.

to the compensation and reimbursement of expenses requested for the period from September 1, 2014 through November 30, 2014 (the “Sixth Fee Period”).

**I. INTRODUCTION**

1. The Sixth Period Final Report covers the timely filed Fee Applications of the Retained Professionals relating to the Sixth Fee Period.<sup>3</sup> As a consequence of the process described below, the Fee Examiner has reached an agreement with nearly all of the Retained Professionals, and the Fee Examiner’s recommendations as to fees to be allowed and expenses to be reimbursed for the Sixth Fee Period are detailed below and also set forth, for the convenience of the Court, on Exhibit B to this Sixth Period Final Report. A cumulative report with respect to the First, Second, Third, Fourth, Fifth and Sixth Fee Periods is attached hereto as Exhibit C. The Fee Examiner’s recommendation as to the release of holdback amounts is set forth in Section V of this Sixth Period Final Report, at pages 34–35. In short, the Fee Examiner recommends the release of holdback amounts applicable to all allowed fees through the Sixth Fee Period.

2. As the Fee Applications are interim applications under section 331 of the Bankruptcy Code, the Fee Examiner reserves all rights to challenge fees and expenses sought in connection with subsequent interim applications and any final applications.<sup>4</sup> The Fee Examiner also takes this opportunity to commend the Retained Professionals for their professionalism in cooperating with the Fee Examiner throughout this process, and for the prompt, thorough, and detailed responses to the Fee Examiner’s Preliminary Reports (defined below), as well as to the

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<sup>3</sup> The Sixth Period Final Report also covers the Fifth Quarterly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Special Conflicts Counsel to the Debtor and Debtor in Possession, for the Period from June 1, 2014 to August 31, 2014 [Docket No. 2878].

<sup>4</sup> Without limitation, the Fee Examiner specifically reserves the right to revisit fees incurred in connection with the Debtor’s Vernon, CA facility in light of developments in the case; this reservation extends to all professionals, both those employed by the Debtor and the Committee.

additional information requests of the Fee Examiner. The Retained Professionals' initial applications are more thorough, the additional information is more complete and on point, and the process has become more streamlined. Critically, necessary reductions for technical issues are lessened.

## **II. THE APPOINTMENT OF THE FEE EXAMINER AND THE FEE EXAMINATION PROCESS**

3. In light of the size and complexity of this chapter 11 case, this Court appointed the Fee Examiner to “review all interim and final fee applications . . . for allowance of compensation and reimbursement of expenses filed by professionals that have been retained under sections 327 or 1103 of the Bankruptcy Code” for compliance with various applicable orders, rules and guidelines. Amended Fee Examiner Order, ¶¶ D, 3.<sup>5</sup> After reviewing each Application filed by a Retained Professional, “the Fee Examiner shall prepare a periodic confidential report on such Application (each, a ‘Preliminary Report’), as soon as practicable following the service of an Interim Fee Application or Final Fee Application upon the Fee Examiner.” Id. at ¶ 7 (emphasis in original). “The Preliminary Reports shall set forth any issue or objection relating to the fees or expenses contained in each such Application . . . .” Id. The Fee Examiner shall transmit the Preliminary Report to the Debtor, the Debtor’s lead counsel, the official committee of unsecured creditors (the “Committee”), counsel to the Committee, the United States Trustee (the “UST”), and the Retained Professional that is the subject of the Preliminary Report. Id. at ¶ 7.a. The contents of the Preliminary Report shall be confidential until such time as the Fee Examiner incorporates any or all of the contents of the Preliminary Report into a Final Report. Id. “Retained Professionals shall respond to a Preliminary Report”

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<sup>5</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Fee Examiner Order and the Amended Fee Examiner Order.

and the Fee Examiner and the Retained Professional “shall endeavor to reach a mutually acceptable resolution of any issues identified by the Fee Examiner in the Preliminary Report.”

Id. at ¶ 7.b. “On or before the date that is ten (10) days prior to the hearing date set for the adjudication of Fee Applications for a particular fee period . . . the Fee Examiner shall file a final report . . . with the Court and note any unresolved objections to the Application.” Id. at ¶ 7.c.

4. Additionally, pursuant to the Fee Examiner Order and the Amended Fee Examiner Order,

[T]o the extent that any order approving the retention of any Retained Professional in whole or in part under section 328 of the Bankruptcy Code authorizes any party, including, without limitation, the United States Trustee, to object to the allowance of fees or expenses sought by such Retained Professional on any grounds, including, without limitation, based on the reasonableness standard provided in Bankruptcy Code section 330, the Fee Examiner shall also be authorized (and shall have standing) to so object on the same grounds as such party is so authorized by filing and serving Preliminary Reports and Final Reports . . . as to such Retained Professional’s Applications.

Fee Examiner Order, ¶ 4; Amended Fee Examiner Order, ¶ 4. All of the orders approving the retention of Retained Professionals in whole or in part under section 328 of the Bankruptcy Code (“Section 328 Professionals”) entered as of the date of this Sixth Period Final Report also authorize the UST to object to the allowance of the Retained Professional’s fees or expenses on reasonableness grounds. Accordingly, the Fee Examiner reviewed each Fee Application, including each Fee Application of a Section 328 Professional, under the reasonableness standard set forth in section 330 of the Bankruptcy Code.

5. The Fee Examiner reviewed the Fee Applications for compliance with sections 330 and 331 of the Bankruptcy Code (the “Bankruptcy Code”), the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”),

the Order Pursuant to Bankruptcy Code Sections 105(a) and 331, Bankruptcy Rule 2016, and Local Bankruptcy Rule 7016-2 Establishing Interim Compensation Procedures [Docket No. 330] (the “Interim Compensation Order”), and the Guidelines for Reviewing Applications for Compensation & Reimbursement of Expenses filed under 11 U.S.C. § 330 (28 C.F.R. Part 58, Appendix A) (the “UST Guidelines”). In addition, the Fee Examiner reviewed the Fee Applications for general compliance with legal precedent established by the District Courts and Bankruptcy Courts for the District of Delaware, the Third Circuit Court of Appeals, and other applicable precedent.

6. Following that review, the Fee Examiner issued a detailed Preliminary Report to each Retained Professional. Each Preliminary Report set forth the legal and other standards governing the review, and raised questions as to certain designated time entries or expenses. Each Retained Professional was invited to respond to the Preliminary Report, and all of the Retained Professionals produced responses addressing the questions. E-mail exchanges were conducted and telephone conferences were held with the Retained Professionals, and additional information was provided to the Fee Examiner through these exchanges.

7. Following receipt of the additional information, which information often clarified or resolved many of the questions raised by the Fee Examiner, the Fee Examiner sent revised proposals to the Retained Professionals as to his recommendations for allowance of fees and reimbursement of expenses. As a consequence of exchanges with the Retained Professionals following the delivery of these proposals, resolutions were reached with each of the Retained Professionals whose Fee Applications are covered by this Sixth Period Final Report.

### **III. STANDARDS APPLIED BY THE FEE EXAMINER AS TO FEES REQUESTED**

8. The general standards applied by the Fee Examiner are set forth in the Fee

Examiner's Consolidated Final Report Pertaining to the Interim Fee Applications of Certain Retained Professionals for the Period from June 10, 2013 Through August 31, 2013 and the Period from September 1, 2013 Through November 30, 2013 [Docket No. 1921] previously filed with the Court, and those standards are incorporated herein by reference and will not be repeated in this Sixth Period Final Report.

**IV. THE FEE EXAMINER'S RECOMMENDATIONS AS TO THE FEE APPLICATIONS**

9. The Fee Examiner makes the following specific recommendations as to the Fee Applications:

**Akin Gump Strauss Hauer & Feld LLP**

10. Akin Gump Strauss Hauer & Feld LLP ("Akin Gump") serves as counsel to the board of directors of Exide Technologies. For its services, Akin Gump is compensated on an hourly fee basis. See Debtor's Application Pursuant to 11 U.S.C. §§ 327 and 328, Fed. R. Bankr. P. 2014(a) and Del. Bankr. L.R. 2014-1 for Entry of an Order Authorizing Employment and Retention of Akin Gump Strauss Hauer & Feld LLP as Counsel to the Board of Directors of Exide Technologies Nunc Pro Tunc to June 1, 2014 [Docket No. 2042], ¶ 16. On January 29, 2015, Akin Gump filed the Second Interim 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 of September 1, 2014 Through November 30, 2014 [Docket No. 3039] (the "Akin Gump Fee Application"). The Akin Gump Fee Application seeks approval of fees in the amount of \$371,268.25 and reimbursement of expenses in the amount of \$7,209.29 for the Sixth Fee Period.

11. The Fee Examiner reviewed the Akin Gump Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee

Examiner generated a Preliminary Report (the “Akin Gump Preliminary Report”) that identified the following issues with the Akin Gump Fee Application:

- (a) Lumping;
- (b) Vague entries;
- (c) Transitory timekeepers;
- (d) Multiple attendees at external meetings;
- (e) Excessive attendees at intra-office conferences;
- (f) Fees billed for preparing fee applications;
- (g) Services beyond scope of engagement;
- (h) Reviewing and editing time records;
- (i) Expenses without sufficient supporting documentation;
- (j) Meal expenses; and
- (k) Luxury travel expenses.

12. In response to the Akin Gump Preliminary Report, Akin Gump provided the Fee Examiner with a response addressing the issues identified in the Akin Gump Preliminary Report (the “Akin Gump Response”). After receipt of the Akin Gump Response, Akin Gump and the Fee Examiner engaged in a dialogue to address and resolve the issues raised by the Akin Gump Preliminary Report. Certain issues were reserved to be dealt with in connection with a final fee application.

13. As a result, Akin Gump and the Fee Examiner have agreed to a recommended reduction in fees in the amount of **\$13,586.07** and expenses in the amount of **\$464.70**. Accordingly, the Fee Examiner recommends allowance of fees in the amount of **\$357,682.18** and expenses in the amount of **\$6,744.59** in relation to the Akin Gump Fee Application.

**Deloitte Tax LLP**

14. Deloitte Tax LLP (“Deloitte Tax”) serves as tax advisor to the Debtor and Debtor

in Possession. For these services, Deloitte Tax is compensated on a fixed fee and hourly fee basis. *See* Application of the Debtor for Entry of an Order Under 11 U.S.C. §§ 327(a) and 328(a), Fed. R. Bankr. P. 2014(a), and Del. Bankr. L.R. 2014-1 and 2016-2(h) (I) Authorizing Employment and Retention of Deloitte Tax LLP as Tax Advisor to the Debtor *Nunc Pro Tunc* to the Petition Date and (II) Modifying Certain Information Requirements of Local Bankruptcy Rule 2016-2 [Docket No. 811], ¶ 19. On January 30, 2015, Deloitte Tax filed the Fourth Interim Fee Application for Compensation for Services Rendered and Reimbursement of Expenses of Deloitte Tax LLP as Tax Advisor to the Debtor for the Period of September 1, 2014 Through November 30, 2014 [Docket No. 3047] (the “Deloitte Tax Fee Application”). The Deloitte Tax Fee Application seeks approval of fees in the amount of \$216,601.50 and reimbursement of expenses in the amount of \$1.16 for the Sixth Fee Period.

15. The Fee Examiner reviewed the Deloitte Tax Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated a Preliminary Report (the “Deloitte Tax Preliminary Report”) that identified the following issues with the Deloitte Tax Fee Application:

- (a) Technical compliance with the UST Guidelines;
- (b) Time billed from prior fee periods;
- (c) Time increments/block billing;
- (d) Transitory timekeepers;
- (e) Multiple attendees at external conferences, hearings and other events;
- (f) Intra-office conferences;
- (g) Non-working travel billed at full rate; and
- (h) Reviewing and editing time records.

16. In response to the Deloitte Tax Preliminary Report, Deloitte Tax provided the Fee Examiner with a response addressing the issues identified in the Deloitte Tax Preliminary Report



(the “Deloitte Tax Response”). After receipt of the Deloitte Tax Response, Deloitte Tax and the Fee Examiner engaged in a dialogue to address and resolve the issues raised by the Deloitte Tax Preliminary Report.

17. As a result, Deloitte Tax and the Fee Examiner have agreed to a recommended reduction in fees in the amount of \$14,497.75. After consideration of the agreed-upon reductions, Deloitte Tax is requesting allowance of fees in the amount of \$202,103.75 and expenses in the amount of \$1.16 in relation to the Deloitte Tax Fee Application. The Fee Examiner supports Deloitte Tax’s modified request.

**ERM Consulting & Engineering Inc.**

18. ERM Consulting & Engineering Inc. (“ERM”) serves as environmental consultant to the Debtor. For its services, ERM is compensated on an hourly fee basis. *See Application of the Debtor for Entry of an Order Under 11 U.S.C. §§327(a) and 328(a), Fed. R. Bankr. P. 2014(a), and Del. Bankr. L.R. 2014-1 and 2016-2(g) (I) Authorizing Retention of ERM Consulting & Engineering, Inc. as Environmental Consultant to the Debtor Nunc Pro Tunc to January 6, 2014 and (II) Modifying Certain Information Requirements of Local Bankruptcy Rule 2016-2, [Docket No. 1310], ¶ 18 .* On January 30, 2015, ERM filed the Fourth Interim Fee Application of ERM Consulting & Engineering Inc. for Compensation for Services Rendered and Reimbursement of Expenses as Environmental Consultant to the Debtor for the Period from September 1, 2014 Through November 30, 2014 [Docket No. 3055] (the “Fourth ERM Fee Application”). The Fourth ERM Fee Application seeks approval of fees in the amount of \$11,429.50 and reimbursement of expenses in the amount of \$2,923.50.

19. The Fee Examiner reviewed the Fourth ERM Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on this review, the Fee

Examiner generated a Preliminary Report (the “ERM Preliminary Report”) that identified several technical issues with the Fourth ERM Fee Application. However, the Fee Examiner did not identify any issues with the Fourth ERM Fee Application for which the Fee Examiner would recommend that a reduction be taken, in either the request for fees or the request for expenses contained in the Fourth ERM Fee Application. Therefore, the recommended allowance of fees is **\$11,429.50** and the recommended reimbursement for expenses is **\$2,923.50** in relation to the period covered by the Fourth ERM Fee Application.

### **Ernst & Young LLP**

20. Ernst & Young LLP (“E&Y”) serves as tax advisory, valuation, accounting and reporting services provider to the Debtor. For its services, E&Y is compensated on an hourly fee basis. See Application of the Debtor for Entry of an Order Under 11 U.S.C. §§ 327(a) and 328(a), Fed. R. Bankr. P. 2014(a), and Del. Bankr. L.R. 2014-1 Authorizing Employment and Retention of Ernst & Young LLP as Tax Advisory, Valuation, Accounting and Reporting Services Provider to the Debtor *Nunc Pro Tunc* to November 21, 2013 [Docket No. 1131], ¶¶ 25–26. On January 29, 2015, E&Y filed the Fourth Interim Application of Ernst & Young LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Tax Advisory, Valuation, Accounting and Reporting Services Provider to the Debtor and Debtor in Possession for the Period from September 1, 2014 Through November 30, 2014 [Docket No. 3022] (the “E&Y Fee Application”). The E&Y Fee Application seeks approval of fees in the amount of \$68,523.10 and reimbursement of expenses in the amount of \$455.66 for the Sixth Fee Period.

21. The Fee Examiner reviewed the E&Y Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated a

Preliminary Report (the “E&Y Preliminary Report”) that identified the following issues with the E&Y Fee Application:

- (a) Transitory timekeepers;
- (b) Duplicative tasks; and
- (c) Meal expenses.

22. In response to the E&Y Preliminary Report, E&Y provided the Fee Examiner with a response addressing the issues identified in the E&Y Preliminary Report (the “E&Y Response”). After receipt of the E&Y Response, E&Y and the Fee Examiner engaged in a dialogue to address and resolve the issues raised by the E&Y Preliminary Report.

23. As a result, E&Y and the Fee Examiner have agreed to a recommended reduction in fees in the amount of \$5,460.00 expenses in the amount of \$20.27. Accordingly, the Fee Examiner recommends allowance of fees in the amount of \$63,063.10 and expenses in the amount of \$435.39 in relation to the E&Y Fee Application.

**FTI Consulting, Inc.**

24. FTI Consulting, Inc. (“FTI”) serves as forensic accountant and advisor to the Debtor. For its services, FTI is compensated on an hourly fee basis. *See* Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a), Fed. R. Bankr. P. 2014(a), and Del. Bankr. L.R. 2014-1 Authorizing Employment and Retention of FTI Consulting, Inc. as Forensic Accountants and Advisors Nunc Pro Tunc to June 27, 2014 [Docket No. 2239], ¶ 7. On January 20, 2015, FTI filed the Second Interim Fee Application of FTI Consulting, Inc. for Compensation for Services Rendered and Reimbursement of Expenses as Forensic Accountants and Advisors to the Debtor for the Period from September 1, 2014 Through and Including October 31, 2014 [Docket No. 2962] (the “FTI Fee Application”). The FTI Fee Application seeks approval of fees in the amount of \$14,734.50 and reimbursement of expenses in the amount of \$131.94 for the period

from September 1, 2014 through October 31, 2014.

25. The Fee Examiner reviewed the FTI Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated a Preliminary Report (the “FTI Preliminary Report”) that identified the following issues with the FTI Fee Application:

- (a) Compliance with UST Guidelines; and
- (b) Time spent reviewing and editing time records.

26. Based on FTI’s review of the FTI Preliminary Report, FTI and the Fee Examiner have agreed to a recommended reduction in fees in the amount of \$484.50. Accordingly, the Fee Examiner recommends allowance of fees in the amount of \$14,250.00 and expenses in the amount of \$131.94 in relation to the FTI Fee Application.

**GCG, Inc.**

27. GCG, Inc. (“GCG”) serves as administrative agent to the Debtor. On January 30, 2015, GCG filed Second Interim Fee Application of GCG, Inc. for Compensation for Services Rendered and Reimbursement of Expenses as Administrative Agent to the Debtor for the Period from September 1, 2014 through November 30, 2014 [Docket No. 3048] (the “GCG Fee Application”). The GCG Fee Application seeks approval of fees in the amount of \$35,936.00 for the Sixth Fee Period.

28. The Fee Examiner reviewed the GCG Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated a Preliminary Report (the “GCG Preliminary Report”) that identified issues relating to vague entries in the GCG Fee Application.

29. After receipt of the GCG Preliminary Report, GCG and the Fee Examiner engaged in a dialogue to address and resolve the issues raised by the GCG Preliminary Report.

As a result, GCG and the Fee Examiner have agreed to a recommended reduction in fees in the amount of \$46.50. Accordingly, the Fee Examiner recommends allowance of fees in the amount of \$35,889.50 in relation to the GCG Fee Application.

**Geosyntec Consultants**

30. Geosyntec Consultants (“Geosyntec”) serves as environmental consultants for the Committee. For its services, Geosyntec is compensated on an hourly fee basis. *See Application of the Official Committee of Unsecured Creditors of Exide Technologies for Entry of an Order Authorizing the Employment and Retention of Geosyntec Consultants as Environmental Consultants to the Official Committee of Unsecured Creditors, ¶ 19 [Docket No. 1205]*. On January 29, 2015, Geosyntec filed the Fourth Interim Fee Application of Geosyntec Consultants for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Environmental Consultants to the Official Committee of Unsecured Creditors for the Period September 1, 2014 Through November 30, 2014 [Docket No. 3030] (“Geosyntec’s Fourth Fee Application”). Geosyntec’s Fourth Fee Application seeks approval of fees in the amount of \$106,357.30 and reimbursement of expenses in the amount of \$8,738.87.

31. The Fee Examiner reviewed Geosyntec’s Fourth Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on this review, the Fee Examiner generated a Preliminary Report (the “Fourth Geosyntec Preliminary Report”) that identified the following issues with Geosyntec’s Fourth Fee Application:

- (a) Technical compliance with the UST Guidelines;
- (b) Vague time entries;
- (c) Multiple attendees at external events, hearings or conferences;
- (d) Administrative or clerical time;
- (e) Potentially excessive time;

- (f) Unsupported expenses/insufficient receipts; and
- (g) Meal rates.

32. Although the Fourth Geosyntec Preliminary Report raised issues relating to all of the above, the Fee Examiner simply requested additional information and additional supporting documentation in relation to many of the above categories.

33. In response to the Fourth Geosyntec Preliminary Report, the Fee Examiner and Geosyntec engaged in a dialogue to address and resolve the issues raised by the Fourth Geosyntec Preliminary Report. As a result of these negotiations, in relation to the period covered by Geosyntec's Fourth Fee Application, Geosyntec and the Fee Examiner have agreed to a final recommended reduction in fees in the amount of **\$1,151.10** (subject to the reservation of rights described below) and a final recommended reduction in expenses in the amount of **\$72.97**. The final reduction results in a recommended allowance of fees in the amount of **\$105,206.20** and reimbursement for expenses in the amount of **\$8,665.90** in relation to the period covered by Geosyntec's Fourth Fee Application. The Fee Examiner has reserved his rights to question fees charged by Geosyntec during this and other fee periods as potentially excessive as compared to other environmental consultants retained in the case.

**Guggenheim Securities, LLC**

34. Guggenheim Securities, LLC ("Guggenheim") serves as investment banker to the official committee of unsecured creditors. For its services, Guggenheim is compensated on a monthly fixed fee basis, as well as with certain transaction fees. *See Application of the Official Committee of Unsecured Creditors for an Order Authorizing and Approving the Employment and Retention of Guggenheim Securities LLC as Investment Banker to the Official Committee of Unsecured Creditors Effective as of June 24, 2013* [Docket No. 390], ¶ 15. On January 29, 2015, Guggenheim filed the Sixth Interim Fee Application of Guggenheim Securities, LLC as

Investment Banker to the Official Committee of Unsecured Creditors, for Allowance of Compensation and Reimbursement of Expenses for the Period September 1, 2014 through November 30, 2014 [Docket No. 3032] (the “Guggenheim Fee Application”). The Guggenheim Fee Application seeks approval of monthly fixed fees totaling \$300,000.00 and reimbursement of expenses in the amount of \$13,412.12 for the Sixth Fee Period.

35. The Fee Examiner reviewed the Guggenheim Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on this review, the Fee Examiner generated a preliminary report (the “Guggenheim Preliminary Report”) which identified the following issues with the Guggenheim Fee Application:

- (a) Vague time entries;
- (b) Reviewing and editing time records; and
- (c) Meals in excess of limits.

36. Although the Guggenheim Preliminary Report raised issues relating to all of the above, the Fee Examiner did not recommend a reduction in Guggenheim’s fixed fee and requested additional information or additional supporting documentation in relation to certain expense categories. In response to the Guggenheim Preliminary Report, Guggenheim has agreed to a reduction in expenses in the amount recommended by the Guggenheim Preliminary Report.<sup>6</sup>

37. Based on Guggenheim’s response, Guggenheim and the Fee Examiner have agreed to settle the issues identified in the preliminary report for a reduction in expenses in the amount of **\$272.48**. Therefore, the Fee Examiner recommends that the Court allow fees in the amount of **\$300,000.00** and expenses in the amount of **\$13,139.64**.

**King & Spalding LLP**

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<sup>6</sup> Guggenheim reserves its rights to seek full reimbursement of its expenses for the Sixth Fee Period subject to providing the Fee Examiner with additional supporting documentation satisfactory to the Fee Examiner.

38. King & Spalding LLP (“King & Spalding”) serves as special antitrust counsel to the Debtor. For its services, King & Spalding is compensated on an hourly fee basis. *See Debtor’s Application Pursuant to 11 U.S.C. §§ 327(e) and 328(a), Fed. R. Bankr. P. 2014(a), and Del. Bankr. L.R. 2014-1 for Entry of an Order Authoring Employment and Retention of King & Spalding LLP as Special Antitrust Counsel to the Debtor Nunc Pro Tunc to February 20, 2014* [Docket No. 1527], ¶ 14. On January 28, 2015, King & Spalding filed the Third Interim Fee Application of King & Spalding LLP, Special Antitrust Counsel to the Debtor, for Approval of Compensation for Services Rendered and Reimbursement of Expenses, for the Period September 1, 2014 Through November 30, 2014 [Docket No. 3010] (the “King & Spalding Fee Application”). The King & Spalding Fee Application seeks approval of fees in the amount of \$93,421.50 and reimbursement of expenses in the amount of \$1,642.44 for the Sixth Fee Period.

39. The Fee Examiner reviewed the King & Spalding Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated a Preliminary Report (the “King & Spalding Preliminary Report”) that identified the following issues with the King & Spalding Fee Application:

- (a) Lumping;
- (b) Vague entries;
- (c) Transitory timekeepers;
- (d) Multiple attendees at external meetings;
- (e) Excessive attendees at intra-office conferences;
- (f) Administrative or clerical tasks;
- (g) Reviewing and editing time records; and
- (h) Meal expenses.

40. In response to the King & Spalding Preliminary Report, King & Spalding provided the Fee Examiner with a response addressing the issues identified in the King &



Spalding Preliminary Report (the “King & Spalding Response”). After receipt of the King & Spalding Response, King & Spalding and the Fee Examiner engaged in a dialogue to address and resolve the issues raised by the King & Spalding Preliminary Report.

41. As a result, King & Spalding and the Fee Examiner have agreed to a recommended reduction in fees in the amount of \$1,083.45 and expenses in the amount of \$69.59. Accordingly, the Fee Examiner recommends allowance of fees in the amount of \$92,338.05 and expenses in the amount of \$1,572.85 in relation to the King & Spalding Fee Application.

#### **KPMG, LLP**

42. KPMG, LLP (“KPMG”) serves as Auditor to the Debtor. For its services KPMG is compensated on an hourly fee basis. *See* Application of the Debtor Pursuant to 11 U.S.C. §§ 327(a) and 328(a), Fed. R. Bankr. P. 2014(a), and Del. Bankr. L.R. 2014-1 for Entry of an Order Authorizing Employment and Retention of KPMG LLP as Auditor to the Debtor *Nunc Pro Tunc* to the Petition Date [Docket No. 147], ¶ 16. On January 30, 2015, KPMG filed the Sixth Interim Fee Application of KPMG LLP as Auditor to the Debtor for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period of September 1, 2014 Through November 30, 2014 [Docket No. 3046] (the “KPMG Fee Application”). The KPMG Fee Application seeks approval of fees in the amount of \$772,010.05 and reimbursement of expenses in the amount of \$21,398.81 for the Sixth Fee Period.

43. The Fee Examiner reviewed the KPMG Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on this review, the Fee Examiner generated a Preliminary Report (the “KPMG Preliminary Report”) that identified the following issues with the KPMG Fee Application:

- (a) Hourly rate increases;
- (b) Transitory timekeepers;
- (c) Multiple attendees at external meetings, hearings or conferences;
- (d) Excessive attendees at intra-office conferences;
- (e) Travel expenses; and
- (f) Expenses without adequate supporting documentation.

44. In response to the KPMG Preliminary Report, KPMG provided the Fee Examiner with additional supporting documentation relating to the questioned fees. As a result of the discussions between KPMG and the Fee Examiner, KPMG and the Fee Examiner have agreed to a recommended reduction in expenses in the amount of \$127.48. Accordingly, the Fee Examiner recommends allowance of fees in the amount of \$772,010.05 and expenses in the amount of \$21,271.33 in relation to the KPMG Fee Application.

**Lazard Frères & Co. LLC**

45. Lazard Frères & Co. LLC (“Lazard”) serves as investment banker to the Committee. For its services Lazard is compensated on a monthly fixed fee basis, as well as certain transaction fees. See Debtor’s Application Pursuant to Bankruptcy Code Sections 327(a) and 328, Bankruptcy Rules 2014(a) and 2016, and Local Bankruptcy Rules 2014-1 and 2016-2(h) for Entry of an Order (I) Authorizing Employment and Retention of Lazard Frères & Co., LLC as Investment Banker to the Debtor *Nunc Pro Tunc* to the Petition Date and (II) Modifying Certain Information Requirements of Local Bankruptcy Rule 2016-2 [Docket No. 163] ¶ 19. On January 30, 2015, Lazard filed the Sixth Interim Fee Application of Lazard Frères and Co. LLC as Investment Banker to the Debtor for Allowance of Compensation and Reimbursement of Expenses for the Period from September 1, 2014 Through November 30, 2014 [Docket No. 3054] (the “Lazard Fee Application”). The Lazard Fee Application seeks approval of fees in the

amount of \$450,000.00 and reimbursement of expenses in the amount of \$7,207.71 for the Sixth Fee Period.

46. The Fee Examiner reviewed the Lazard Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on this review, the Fee Examiner generated a Preliminary Report (the “Lazard Preliminary Report”) that identified the following issues with the Lazard Fee Application:

- (a) Vague time entries;
- (b) Non-working travel time;
- (c) Administrative or clerical tasks; and
- (d) Expenses without supporting documentation.

47. Although the Lazard Preliminary Report raised issues relating to all of the above, the Fee Examiner simply requested additional information or additional supporting documentation in relation to many of the above categories. In response to the Lazard Preliminary Report, Lazard provided the Fee Examiner with additional supporting documentation and explanations relating to the questioned expenses.

48. As a result of the discussions between Lazard and the Fee Examiner, Lazard and the Fee Examiner have agreed to a recommended reduction in expenses in the amount of **\$1,093.27**. Accordingly, the Fee Examiner recommends allowance of fees in the amount of **\$450,000.00** and expenses in the amount of **\$6,114.44** in relation to the Lazard Fee Application.

#### **Lowenstein Sandler LLP**

49. Lowenstein Sandler LLP (“Lowenstein”) serves as counsel to the Committee. For these services, Lowenstein is compensated on an hourly basis and reimbursed for reasonable and necessary expenses. See Order Authorizing and Approving the Employment and Retention of Lowenstein Sandler LLP as Counsel to the Official Committee of Unsecured Creditors Effective

as of June 18, 2013 [Docket No. 480], at 2. On January 29, 2015, Lowenstein filed Sixth Interim Fee Application of Lowenstein Sandler LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Official Committee of Unsecured Creditors for the Period September 1, 2014 through November 30, 2014 [Docket No. 3027] (the “Lowenstein Fee Application”). The Lowenstein Fee Application seeks approval of fees in the amount of \$1,937,630.75 and reimbursement of expenses in the amount of \$100,044.13<sup>7</sup> for the Sixth Fee Period.

50. The Fee Examiner reviewed the Lowenstein Fee Application to ensure compliance with the applicable rules, orders, and guidelines. Based on this review, the Fee Examiner generated a preliminary report (the “Lowenstein Preliminary Report”) that identified the following issues with the Lowenstein Fee Application:

- (a) Billing discrepancies;
- (b) Lumped time entries;
- (c) Vague time entries;
- (d) Transitory timekeepers;
- (e) Multiple attendees at external hearings and meetings;
- (f) Excessive attendees at intra-office conferences;
- (g) Administrative or clerical tasks;
- (h) Non-working travel billed at full rate;
- (i) Reviewing or editing time records;
- (j) Vague entries relating to the Confidential Economic Consultant;
- (k) Billing review relating to the Confidential Economic Consultant;

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<sup>7</sup> Pursuant to the Order Authorizing the Committee and the Debtor to Employ and Retain an Economic Consultant and Related Relief, Including a Waiver of Certain Provisions of Local Rule 2016 [Docket No. 1674] (the “Consultant Retention Order”), the expenses requested in the Fee Application include \$71,382.49 for the fees and expenses of the economic consultant retained pursuant to the Consultant Retention Order (the “Confidential Economic Consultant”) for the period of September 1, 2014 through November 30, 2014.

- (l) Non-supported expenses;
- (m) Meal expenses;
- (n) Personal expenses; and
- (o) Travel expenses.

51. In response to the Lowenstein Preliminary Report, Lowenstein provided the Fee Examiner with additional information regarding the fee issues raised in the Lowenstein Preliminary Report. To address questioned expenses, Lowenstein provided explanation and additional supporting documentation relating to expenses and agreed to a reduction for certain other expenses. After receipt of Lowenstein's response, Lowenstein and the Fee Examiner engaged in discussions to address and resolve the issues raised by the Lowenstein Preliminary Report.

52. Additionally, the Fee Examiner understands that the Debtor and the Confidential Economic Consultant agreed to voluntarily reduce the fees of the Confidential Economic Consultant by up to \$50,000.00 for work performed up to December 31, 2014 (the "Economic Consultant Voluntary Reduction"). The voluntary reduction is inclusive of any reductions recommended by the Fee Examiner relating to the fees sought by the Confidential Economic Consultant. As such, any amount of the Economic Consultant Voluntary Reduction over the reductions recommended by the Fee Examiner relating to the Lowenstein Fee Application will be applied to reductions recommended by the Fee Examiner relating to the Confidential Economic Consultant in future fee applications.

53. As a result of the discussions between Lowenstein and the Fee Examiner, Lowenstein and the Fee Examiner have agreed to a reduction in fees in the amount of **\$10,293.55** and a reduction of expenses in the amount of **\$532.92** for the Sixth Fee Period. Based on this, the Fee Examiner recommends that the Court allow fees in the amount of **\$1,927,337.20** and

expenses in the amount of **\$99,511.21**.

**M•Cam, Inc.**

54. M•Cam, Inc. (“M•Cam”) serves as intellectual property consultant and broker to the Debtor and the Committee. For its services, M•Cam is compensated on a fixed fee basis, as well as with certain transaction and success fees. See Joint Application of the Debtor and the Official Committee for Unsecured Creditors for Entry of an Order Under U.S.C. §§ 327(a) and 328(a), Fed. R. Bankr. P. 2014(a), and Del. Bankr. L.R. 2014-1 and 2016-2 Authorizing the Employment and Retention of M•Cam, Inc. as Intellectual Property Consultant and Broker to the Debtor and the Official Committee of Unsecured Creditors [Docket No. 1526], ¶ 14. On January 29, 2015, M•Cam filed the Third Interim Fee Application of M•Cam, Inc. for Compensation for Services Rendered and Reimbursement of Expenses as Intellectual Property Consultant to the Debtor for the Period from September 1, 2014 Through and Including November 30, 2014 [Docket No. 3026] (the “M•Cam Fee Application”). The M•Cam Fee Application seeks compensation relating to fixed fees in the amount of \$100,000.00 and reimbursement of expenses in the amount of \$13,182.84 for the Sixth Fee Period. The M•Cam Fee Application does not seek compensation arising from transaction or success fees relating to the M•Cam Fee Application.

55. The Fee Examiner reviewed the M•Cam Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on this review, the Fee Examiner generated a preliminary report (the “M•Cam Preliminary Report”) which discussed the M•Cam Fee Application. In the M•Cam Preliminary Report, the Fee Examiner recommended reductions in luxury hotel and meal expenses for the Sixth Fee Period. M•Cam and the Fee Examiner have agreed to a recommended reduction in expenses in the amount of **\$570.08**. Based on this, the

Fee Examiner recommends the allowance of fees in the amount of **\$100,000.00** and expenses in the amount of **\$12,612.76**.

**Morris, Nichols, Arsht & Tunnell, LLP**

56. Morris, Nichols, Arsht & Tunnell, LLP (“Morris Nichols”) serves as co-counsel to the Official Committee of Unsecured Creditors. For its services, Morris Nichols is compensated on an hourly fee basis. *See* 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 to the Official Committee of Unsecured Creditors, Nunc Pro Tunc to June 18, 2013 [Docket No. 482], at 2. On January 29, 2015, Morris Nichols filed 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 [Docket No. 3029] (the “Morris Nichols Fee Application”). The Morris Nichols Fee Application seeks approval of fees in the amount of \$516,820.50 and reimbursement of expenses in the amount of \$33,495.55 for the Sixth Fee Period.

57. The Fee Examiner reviewed the Morris Nichols Fee Application to ensure compliance with the applicable rules, orders, and guidelines. Based on that review, the Fee Examiner generated the Fee Examiner’s Preliminary Report Regarding the Interim Fee Application of Morris, Nichols, Arsht & Tunnell LLP (the “Morris Nichols Preliminary Report”), which raised questions in the following areas with respect to the Morris Nichols Fee Application:

- (a) Time billed outside the Sixth Fee Period;

- (b) Lumping;
- (c) Vague entries;
- (d) Transitory timekeepers;
- (e) Administrative or clerical tasks;
- (f) Multiple attendees at external meetings and conferences;
- (g) Time billed for reviewing and editing time records;
- (h) Travel expenses;
- (i) Photocopying expenses;
- (j) Meal expenses; and
- (k) Expenses without adequate supporting documentation.

58. In response to the Morris Nichols Preliminary Report, Morris Nichols provided the Fee Examiner with additional information and clarification regarding the issues raised by the Fee Examiner, as well as additional documentation for non-supported expenses and an explanation regarding other expenses questioned by the Fee Examiner (the “Morris Nichols Response”).

59. After consideration of the Morris Nichols Response, Morris Nichols and the Fee Examiner have agreed to a final recommended reduction in fees in the amount of \$10,369.20 and a reduction in expenses in the amount of \$477.10 relating to the Morris Nichols Fee Application. Therefore, the Fee Examiner recommends that the Court allow interim fees in the amount of \$506,451.30 and expenses in the amount of \$33,018.45.

**Pachulski, Stang, Ziehl & Jones LLP**

60. Pachulski, Stang, Ziehl & Jones LLP (“PSZJ”) serves as special conflicts counsel to the Debtor with regard to certain litigation matters, and also provides necessary legal services



as requested by the Debtor and the Debtor's bankruptcy counsel. See Order Granting Debtor's Application for Order Pursuant to Sections 327(e), 328(a), and 330 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016, and Local Bankruptcy Rules 2014-1 and 2016-1 Authorizing the Employment and Retention of Pachulski, Stang, Ziehl & Jones LLP as Special Conflicts Counsel for the Debtor Nunc Pro Tunc to the Petition Date [Docket No. 278]. On January 6, 2015, PSZJ filed the Fifth Quarterly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Special Conflicts Counsel for the Debtor and Debtor in Possession, for the Period from June 1, 2014 Through August 31, 2014 [Docket No. 2878] (the "PSZJ Fee Application"). The PSZJ Fee Application seeks approval of fees in the amount of \$72,538.50 and reimbursement of expenses in the amount of \$3,519.04 for the period from June 1, 2014 through August 31, 2014.

61. The Fee Examiner reviewed the PSZJ Fee Application to ensure compliance with the applicable rules, orders, and guidelines. Based on that review the Fee Examiner generated a Preliminary Report (the "PSZJ Preliminary Report"), which raised questions in the following areas with respect to the PSZJ Fee Application:

- (a) Lumped time entries;
- (b) Transitory timekeepers;
- (c) Administrative or clerical tasks;
- (d) Preparation of fee applications;
- (e) Time billed reviewing and editing time entries; and
- (f) Expenses without adequate supporting documentation.

62. In response to the PSZJ Preliminary Report, PSZJ provided the Fee Examiner with a written response addressing the issues identified in the PSZJ Preliminary Report (the

“PSZJ Response”). After receipt of the PSZJ Response, PSZJ and the Fee Examiner engaged in a dialogue to address and resolve the issues raised by the PSZJ Preliminary Report.

63. As a result, PSZJ and the Fee Examiner have agreed to a final recommended reduction in fees in the amount of \$449.50 and expenses in the amount of \$38.00. After consideration of the agreed-upon reduction, PSZJ is requesting allowance of fees in the amount of \$72,089.00 and expenses in the amount of \$3,481.04 in relation to the PSZJ Fee Application. The Fee Examiner supports PSZJ’s modified request.

**PricewaterhouseCoopers LLP**

64. PricewaterhouseCoopers LLP (“PwC”) serves as tax advisor to the Debtor. For its services, PwC is compensated on an hourly fee basis. See Application of the Debtor for Entry of an Order Under 11 U.S.C. §§ 327(a) and 328(a), Fed. R. Bankr. P. 2014(a), and Del. Bankr. L.R. 2014-1 and 2016-2(h) (I) Authorizing Employment and Retention of PrincewaterhouseCoopers LLP as Tax Advisor to the Debtor *Nunc Pro Tunc* to August 30, 2013 and (II) Modifying Certain Information Requirements of Local Bankruptcy Rule 2016-2 [Docket No. 765], ¶ 26. On January 14, 2015, PwC filed the Fifth Interim Fee Application of PricewaterhouseCoopers LLP for Compensation for Services Rendered and for Reimbursement of Expenses for Tax Advisory Services for the Period from September 1, 2014 Through November 30, 2014 [Docket No. 2933] (the “PwC Fee Application”). The PwC Fee Application seeks approval of fees in the amount of \$61,365.00 and reimbursement of expenses in the amount of \$58.24 for the Sixth Fee Period.

65. The Fee Examiner reviewed the PwC Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated a Preliminary Report (the “PwC Preliminary Report”) that identified the following issues with the

PwC Fee Application:

- (a) Transitory timekeepers;
- (b) Multiple attendees at external meetings; and
- (c) Excessive attendees at intra-office conferences.

66. In response to the PwC Preliminary Report, PwC provided the Fee Examiner with a response addressing the issues identified in the PwC Preliminary Report (the “PwC Response”). After receipt of the PwC Response, PwC and the Fee Examiner engaged in a dialogue to address and resolve the issues raised by the PwC Preliminary Report.

67. As a result, PwC and the Fee Examiner have agreed to a reduction in fees in the amount of \$1,640.00 relating to the PwC Fee Application. As such, the Fee Examiner recommends allowance of fees in the amount of \$59,725.00 and reimbursement of expenses in the amount of \$58.24 in relation to the PwC Fee Application.

**Sheppard Mullin Richter & Hampton LLP**

68. Sheppard Mullin Richter & Hampton LLP (“Sheppard Mullin”) serves as special counsel to the Debtor on certain environmental matters. For its services, Sheppard Mullin is compensated on an hourly fee basis. *See Debtor’s Application Pursuant to 11 U.S.C. §§ 327(e) and 328(a), Fed. R. Bankr. P. 2014(a), and Del. Bankr. L.R. 2014-1 for Entry of an Order Authorizing Employment and Retention of Sheppard Mullin Richter & Hampton LLP as Special Counsel to the Debtor Nunc Pro Tunc to the Petition Date*, ¶ 14 [Docket No. 148]. On January 30, 2015, Sheppard Mullin filed the Sixth Interim Fee Application of Sheppard, Mullin, Richter & Hampton LLP for Compensation for Services Rendered and Reimbursement of Expenses as Special Counsel to the Debtor for the Period from September 1, 2014 Through and Including November 30, 2014 [Docket No. 3059] (the “Sixth Sheppard Mullin Fee Application”). The Sixth Sheppard Mullin Fee Application seeks approval of fees in the amount of \$1,854,326.85

and reimbursement of expenses in the amount of \$57,927.70 for the Sixth Fee Period.

69. The Fee Examiner reviewed the Sixth Sheppard Mullin Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee Examiner generated a Preliminary Report (the “Sixth Sheppard Mullin Preliminary Report”) that identified the following issues with the Sixth Sheppard Mullin Fee Application:

- (a) Technical compliance with the UST Guidelines;
- (b) Billing discrepancies;
- (c) “Top-heavy” staffing;
- (d) Vague time entries;
- (e) Repetitive time entries;
- (f) Transitory timekeepers;
- (g) Intra-office conferences;
- (h) Multiple attendees at external conferences, hearings and other events;
- (i) Reviewing and editing time entries;
- (j) Billing for a prior fee period;
- (k) Expenses without proper itemization;
- (l) Photocopying rate;
- (m) Luxury hotel charges;
- (n) Overhead costs;
- (o) Meal expenses in excess of limits;
- (p) Charges from outside the fee period; and
- (q) E-discovery charges.

70. Although the Sixth Sheppard Mullin Preliminary Report raised issues relating to all of the above, the Fee Examiner simply requested additional information and additional supporting documentation in relation to many of the above categories.

71. In response to the Sixth Sheppard Mullin Preliminary Report, the Fee Examiner

and Sheppard Mullin engaged in a dialogue to address and resolve the issues raised by the Sixth Sheppard Mullin Preliminary Report. As a result of these negotiations, in relation to the period covered by the Sixth Sheppard Mullin Fee Application, Sheppard Mullin and the Fee Examiner have agreed to a final recommended reduction in fees in the amount of \$20,772.30 and a reduction in expenses in the amount of \$4,942.24. The final reduction results in a recommended allowance of fees in the amount of \$1,833,554.55 and reimbursement for expenses in the amount of \$52,985.46 in relation to the period covered by the Sixth Sheppard Mullin Fee Application.

**Sierra Research, Inc.**

72. Sierra Research, Inc. (“Sierra”) serves as Environmental Consultant to the Committee. For its services, Sierra is compensated on an hourly fee basis. See Application of the Official Committee of Unsecured Creditors of Exide Technologies for Entry of an Order Nunc Pro Tunc to June 23, 2014 Authorizing the Employment and Retention of Sierra Research, Inc. to Provide Certain Environmental Consulting Services with Respect to the Debtor’s Vernon Facility, Including a Waiver of Certain Provisions of Local Rule 2016-2 [Docket No. 1924], ¶ 22–23. On January 29, 2015, Sierra filed the Second Interim Fee Application of Sierra Research, Inc. for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Environmental Consultants to the Official Committee of Unsecured Creditors for the Period September 1, 2014 through November 30, 2014 [Docket No. 3031] (“Sierra’s Second Fee Application”). Sierra’s Second Fee Application seeks approval of fees in the amount of \$6,337.50 for the Sixth Fee Period. Sierra’s Second Fee Application did not seek approval for reimbursement of expenses for the Sixth Fee Period.

73. The Fee Examiner reviewed Sierra’s Second Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on that review, the Fee

Examiner generated a Preliminary Report (the “Sierra Preliminary Report”) that identified the following issues with Sierra’s Second Fee Application:

- (a) Technical compliance with the UST Guidelines;
- (b) Vague time entries;
- (c) Block billing; and
- (d) Multiple Attendees.

74. Although the Sierra Preliminary Report raised issues relating to all of the above, the Fee Examiner simply requested additional information and additional supporting documentation in relation to many of the above categories.

75. In response to the Sierra Preliminary Report, the Fee Examiner and Sierra engaged in a dialogue to address and resolve the issues raised by the Sierra Preliminary Report. As a result of these negotiations, in relation to the period covered by Sierra’s Second Fee Application, Sierra and the Fee Examiner have agreed to a recommended reduction in fees in the amount of **\$301.25**. Accordingly, the Fee Examiner recommends allowance of fees in the amount of **\$6,036.25** in relation to Sierra’s Second Fee Application.

**Skadden, Arps, Slate, Meagher & Flom LLP**

76. Skadden, Arps, Slate, Meagher & Flom LLP (“Skadden”) serves as lead counsel to the Debtor. For its services, Skadden is compensated on an hourly fee basis. *See Debtor’s Application for Order Pursuant to Bankruptcy Code Sections 327(a) and 329, Bankruptcy Rules 2014 and 2016 and Local Bankruptcy Rules 2014-1 and 2016-1 Authorizing Employment and Retention of Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates as Bankruptcy Counsel, Nunc Pro Tunc to the Petition Date* [Docket No. 145], ¶ 22. On January 30, 2015, Skadden filed the Sixth Interim Fee Application of Skadden, Arps, Slate, Meagher & Flom LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Debtor

for the Period from September 1, 2014 Through and Including November 30, 2014 [Docket No. 3057] (the “Skadden Fee Application”). The Skadden Fee Application seeks approval of fees in the amount of \$4,700,179.00 and reimbursement of expenses in the amount of \$97,667.32 for the Sixth Fee Period. The fee and expense numbers for the Skadden Fee Application reflect a voluntary fee reduction in the amount of \$170,415.50 and a voluntary expense reduction in the amount of \$4,246.87.

77. The Fee Examiner reviewed the Skadden Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on this review, the Fee Examiner generated a Preliminary Report that raised questions and requested additional information with respect to the Skadden Fee Application in the following areas:

- (a) Discrepancies in calculation of fees;
- (b) Fees from prior fee periods;
- (c) Lumped entries;
- (d) Transitory timekeepers;
- (e) Vague entries;
- (f) Repetitive entries;
- (g) Fees billed by summer associates or law clerks;
- (h) Multiple attendees at external meetings;
- (i) Excessive attendees of intra-office conferences;
- (j) Administrative or clerical activities;
- (k) Paraprofessional rate tasks performed by professionals;
- (l) Travel expenses;
- (m) Photocopy expenses;
- (n) Meal expenses; and
- (o) Non-supported expenses.

78. In recognition of Skadden's substantial voluntary reductions, the parties agreed that Skadden should receive a credit for part of the voluntary reduction in fees in the amount of \$70,386.00 (the "Credit Amount") premised on the Fee Examiner's assertions that the balance of the voluntary reductions could be considered mandatory reductions (i.e., matters the Fee Examiner would have challenged in the absence of a voluntary reduction). Skadden and the Fee Examiner then agreed to use the Credit Amount as a credit in relation to other possible reductions in fees and expenses based on issues raised in the Preliminary Report.

79. In response to the Preliminary Report, Skadden and the Fee Examiner engaged in a dialogue to address and resolve any remaining issues raised by the Preliminary Report, at which point the parties determined that, after applying the Credit Amount, Skadden's fees would not be further reduced and there would be no further reduction for Skadden's expenses beyond the amount of the voluntary reductions taken by Skadden. Accordingly, in relation to the Skadden Fee Application, the Fee Examiner recommends allowance of fees in the amount of **\$4,700,179.00** and reimbursement for expenses in the amount of **\$97,667.32**.

#### **Zolfo Cooper LLC**

80. Zolfo Cooper LLC ("Zolfo Cooper") serves as bankruptcy consultants and financial advisors to the Committee. For these services, Zolfo Cooper is compensated on an hourly basis and reimbursed for reasonable and necessary expenses. *See Application of the Official Committee of Unsecured Creditors of Exide Technologies for Entry of an Order Authorizing the Employment and Retention of Zolfo Cooper, LLC Bankruptcy Consultants and Financial Advisors, Nunc Pro Tunc to June 24, 2013* [Docket No. 371], ¶ 16. On January 27, 2015, Zolfo Cooper filed the Sixth Interim Application of Zolfo Cooper, LLC for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Bankruptcy



Consultants and Financial Advisors to the Official Committee of Unsecured Creditors of Exide Technologies for the Period of September 1, 2014 through November 30, 2014 [Docket No. 3009] (the “Zolfo Fee Application”). The Zolfo Fee Application seeks approval of fees in the amount of \$733,320.00 and reimbursement of expenses in the amount of \$9,772.62 for the Sixth Fee Period.

81. The Fee Examiner reviewed the Zolfo Fee Application to ensure compliance with the applicable rules, orders and guidelines. Based on this review, the Fee Examiner generated a Preliminary Report (the “Zolfo Preliminary Report”) that identified the following issues with the Zolfo Fee Application:

- (a) Duplicative tasks;
- (b) Multiple attendees at external hearings and meetings;
- (c) Intra-office conferences; and
- (d) Expenses without adequate supporting documentation.

82. In response to the Zolfo Preliminary Report, Zolfo Cooper provided the Fee Examiner with response addressing fee issues raised in the Zolfo Preliminary Report. After receipt of Zolfo Cooper’s Response, Zolfo Cooper and the Fee Examiner engaged in substantial dialogue to address and resolve the issues raised by the Zolfo Preliminary Report.

83. As a result of the discussions between Zolfo Cooper and the Fee Examiner, Zolfo Cooper and the Fee Examiner have agreed to a final recommended reduction in fees in the amount of \$11,467.50 and expenses in the amount of \$11.75. After consideration of the agreed-upon reductions, Zolfo Cooper is requesting allowance of fees in the amount of \$721,852.50 and expenses in the amount of \$9,760.87 in relation to the Zolfo Fee Application. The Fee Examiner supports Zolfo Cooper’s modified request.

## V. HOLDBACK AMOUNTS

84. As the United States Bankruptcy Court for the Southern District of New York has noted, there are difficulties in “assessing the reasonableness of compensation when the results of the bankruptcy are not yet known and uncertain.” In re Value City Holdings, Inc., 436 B.R. 300, 303 (Bankr. S.D.N.Y. 2010) (footnote omitted). As that court noted, the position of the UST has usually been that “it is not prudent to award payment in full of requested fees on an interim basis until events in the case have unfolded and more is revealed about the outcome of the reorganization process.” Id. Accordingly, maintaining a holdback through at least the first fee period, if not the entire case (in some, perhaps declining amount as time progresses) has become a fairly standard procedure in many chapter 11 cases:

With this salutary objection in mind, it has become standard practice for interim fee orders to include a holdback in a percentage (often in the range of ten to twenty percent) that is acceptable to the applicant and to the UST with the understanding that the amount held back will be available for distribution at a later date depending on developments in the case and the results achieved. Indeed, in the present chapter 11 cases, the interim fee order provides for a twenty percent holdback on interim monthly compensation.

Id.; *see also* In re Acme Cake Co., Inc., 2010 WL 4103761 (Bankr. E.D.N.Y., Oct. 18, 2010) (court notes awards of interim fees were subject to a 20% holdback). Indeed, Judge Gerber has noted that holdbacks serve at least two purposes: as a hedge against uncertainty in the future of the case, and also “as a carrot to incentivize professionals to get the case wrapped up and to get the plan consideration into the pockets of creditors.” In re Motors Liquidation Co., First Interim Fee H’rg Tr. At 43:8-17, No. 09-50026 (Bankr. S.D.N.Y. April 29, 2010 at 5:24 p.m.). Judge Gerber also notes that it may be appropriate to reduce the holdback percentage as the case progresses. Id. at 44:1-11.

85. The Delaware courts have adopted interim compensation procedures, with similar

holdback percentages, for similar reasons. *See, e.g., In re Fleming Cos.*, 304 B.R. 85, 88 (Bankr. D. Del. 2003); *In re Mariner Post-Acute Network, Inc.*, 257 B.R. 723 (Bankr. D. Del. 2000).

86. The Interim Compensation Order in these cases also provides for a twenty percent (20%) holdback on payment of fees requested in the monthly statement submitted by any Retained Professional.

87. A plan has been confirmed in this case and the effective date has occurred. *See Notice of (a) Entry of an Order Confirming Fourth Amended Plan of Reorganization of Exide Technologies, (b) Occurrence of Effective Date, and (c) Certain Deadlines* [Docket No. 3571]. The case is tracking toward a conclusion in the very near future. Given that status, holdback amounts may be lessened.

88. Accordingly, the Fee Examiner recommends that the 20% holdback applicable to the Sixth Fee Period and all previous fee periods be released to all subject Retained Professionals to the extent that the applicable Fee Applications have been heard and approved, but that the holdback should otherwise remain in place. Maintaining a holdback for the Seventh Fee Period (as extended through and including the confirmation date) is appropriate, particularly given the issues reserved by the Fee Examiner for consideration in the context of final fee applications.

## VI. CONCLUSION

Accordingly, the Fee Examiner recommends that (i) fees be allowed and expenses be reimbursed as set forth above and on Exhibit B hereto; (ii) the holdback amounts applicable to the Sixth Fee Period and all previous fee periods be released to the Retained Professionals, as applicable; and (iii) that all other holdback amounts remain in place pending consideration and approval of final fee applications in this Case.

Dated: May 11, 2015

Portland, Maine

**FEE EXAMINER**

/s/ Robert J. Keach, Esq.

Robert J. Keach, Esq.

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Telephone number: (207) 774-1200



IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

----- X  
 In re: : Chapter 11  
 :  
 EXIDE TECHNOLOGIES, : Case No. 13-11482 (KJC)  
 :  
 Debtor.<sup>1</sup> : **Hrg. Date: May 20, 2015 at 10:00 a.m. (Eastern)**  
 :  
 : **Related Docket Nos. 2878, 2933, 2962, 2996, 3009,**  
 : **3010, 3022, 3026, 3027, 3029, 3030, 3031, 3032,**  
 : **3039, 3046, 3047, 3048, 3054, 3055, 3057, 3059**  
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**NOTICE OF HEARING ON INTERIM FEE APPLICATIONS**

PLEASE TAKE NOTICE that a hearing has been scheduled for **May 20, 2015 at 10:00 a.m. (Eastern)** before the Honorable Kevin J. Carey, United States Bankruptcy Judge for the District of Delaware, in the United States Bankruptcy Court for the District of Delaware, 5th Floor, Courtroom 5, 824 North Market Street, Wilmington, Delaware 19801 (the “Hearing”) to consider the following interim applications for allowance of compensation and reimbursement of expenses of professionals (the “Interim Fee Applications”):

- Second Interim 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 September 1, 2014 Through November 30, 2014 (Docket No. 3039)
- Fourth Interim Fee Application For Compensation For Services Rendered And Reimbursement Of Expenses Of Deloitte Tax LLP As Tax Advisor To The Debtor For The Period Of September 1, 2014 Through November 30, 2014 (Docket No. 3047)
- Fourth Interim Application Of ERM Consulting & Engineering Inc. For Compensation For Services Rendered And Reimbursement Of Expenses As Environmental Consultants Retained By The Debtor For The Period From September 1, 2014 Through November 30, 2014 (Docket No. 3055)

<sup>1</sup> 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.

- Fourth Interim Application Of Ernst & Young LLP For Compensation For Services Rendered And Reimbursement Of Expenses Incurred As Tax Advisory, Valuation, Accounting And Reporting Services Provider To The Debtor And Debtor In Possession For The Period From September 1, 2014 Through November 30, 2014 (Docket No. 3022)
- Second Interim Fee Application Of FTI Consulting, Inc. For Compensation For Services Rendered And Reimbursement Of Expenses As Forensic Accountants And Advisors To The Debtor For The Period From September 1, 2014 Through And Including October 31, 2014 (Docket No. 2962)
- Second Interim Fee Application Of GCG, Inc. For Compensation For Services Rendered And Reimbursement Of Expenses As Administrative Agent To The Debtor For The Period From September 1, 2014 Through November 30, 2014 (Docket No. 3048)
- Fourth Interim Fee Application Of Geosyntec Consultants For Compensation For Services Rendered And Reimbursement Of Expenses Incurred As Environmental Consultants To The Official Committee Of Unsecured Creditors For The Period September 1, 2014 Through November 30, 2014 (Docket No. 3030)
- Sixth Interim Fee Application Of Guggenheim Securities, LLC As Investment Banker To The Official Committee Of Unsecured Creditors, For Allowance Of Compensation And Reimbursement Of Expenses For The Period September 1, 2014 Through October 31, 2014 (Docket No. 3032)
- Third Interim Fee Application Of King & Spalding LLP As Special Antitrust Counsel To The Debtor For Approval Of Compensation For Services Rendered And For Reimbursement Of Expenses, For The Period September 1, 2014 Through November 30, 2014 (Docket No. 3010)
- Sixth Interim Fee Application Of KPMG LLP As Auditor To The Debtor For Allowance Of Compensation For Services Rendered And Reimbursement Of Expenses Incurred For The Period September 1, 2014 Through November 30, 2014 (Docket No. 3046)
- Sixth Interim Fee Application Of Lazard Frères And Co. LLC, As Investment Banker To The Debtor For Allowance Of Compensation And Reimbursement Of Expenses For The Period September 1, 2014 Through November 30, 2014 (Docket No. 3054)
- Sixth Interim Fee Application Of Lowenstein Sandler LLP For Compensation For Services Rendered And Reimbursement Of Expenses Incurred As Counsel To The Official Committee Of Unsecured Creditors And Request For Reimbursement Of Committee Member Expenses For The Period September 1, 2014 Through November 30, 2014 (Docket No. 3027)

- Third Interim Fee Application Of M•CAM, Inc. For Compensation For Services Rendered And Reimbursement Of Expenses As Intellectual Property Consultant To The Debtor For The Period From September 1, 2014 Through And Including November 30, 2014 (Docket No. 3026)
- 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 (Docket No. 3029)
- Fifth Quarterly Application For Compensation And Reimbursement Of Expenses Of Pachulski Stang Ziehl & Jones LLP, As Special Conflicts Counsel To The Debtor And Debtor In Possession, For The Period From June 1, 2014 To August 31, 2014 (Docket No. 2878)
- Fifth Interim Application Of PricewaterhouseCoopers LLP For Compensation For Services Rendered And For Reimbursement Of Expenses For Tax Advisory Services For The Period From September 1, 2014 Through November 30, 2014 (Docket No. 2933)
- Sixth Interim Fee Application Of Sheppard, Mullin, Richter And Hampton LLP For Compensation For Services Rendered And Reimbursement Of Expenses As Special Counsel To The Debtor For The Period From September 1, 2014 Through November 30, 2014 (Docket No. 3059)
- Second Interim Fee Application Of Sierra Research, Inc. For Compensation For Services Rendered And Reimbursement Of Expenses Incurred As Environmental Consultants To The Official Committee Of Unsecured Creditors For The Period September 1, 2014 Through November 30, 2014 (Docket No. 3031)
- Sixth Interim Application Of Sitrick & Company For Compensation For Services Rendered And Reimbursement Of Expenses As Corporate Communications Professionals Retained By The Debtor For The Period From September 1, 2014 Through November 30, 2014 (Docket No. 2996)
- Sixth Interim Fee Application Of Skadden, Arps, Slate, Meagher & Flom LLP For Compensation For Services Rendered And Reimbursement Of Expenses As Counsel To The Debtor For The Period From September 1, 2014 Through and Including November 30, 2014 (Docket No. 3057)
- Sixth Interim Application Of Zolfo Cooper, LLC For Allowance Of Compensation For Services Rendered And Reimbursement Of Expenses Incurred As Bankruptcy Consultants And Financial Advisors To The Official Committee Of Unsecured Creditors Of Exide Technologies For The Period September 1, 2014 To November 30, 2014 (Docket No. 3009)

PLEASE TAKE FURTHER NOTICE that copies of the Interim Fee Applications may be obtained through PACER on the court's website at <https://ecf.deb.uscourts.gov>, or free-of-charge from [www.exidrestructuringinfo.com](http://www.exidrestructuringinfo.com).

Dated: Wilmington, Delaware  
April 29, 2015

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ Dain A. De Souza

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## Summary of Fees and Expenses Challenged by Fee Examiner relating to the Sixth Fee Period

Interim Applications to be Heard on May 20, 2015



#	Professional	Docket Entry #	Fee Application	Fees Requested	Fees Agreed Reduction	Fees Recommended	Expenses Requested	Expenses Agreed Reduction	Expenses Recommended
1	Akin Gump Strauss Hauer & Feld LLP <sup>1</sup>	3039	Second	\$371,268.25	\$15,534.07	\$357,682.18	\$7,209.29	\$464.70	\$6,744.59
2	Deloitte Tax LLP	3047	Fourth	\$216,601.50	\$14,497.75	\$202,103.75	\$1.16	\$0.00	\$1.16
3	ERM Consulting & Engineering Inc.	3055	Fourth	\$11,429.50	\$0.00	\$11,429.50	\$2,923.50	\$0.00	\$2,923.50
4	Ernst & Young LLP	3022	Fourth	\$68,523.10	\$5,460.00	\$63,063.10	\$455.66	\$20.27	\$435.39
5	FTI Consulting	2962	Second	\$14,734.50	\$484.50	\$14,250.00	\$131.94	\$0.00	\$131.94
6	GCG, Inc.	3048	Second	\$35,936.00	\$46.50	\$35,889.50	\$0.00	\$0.00	\$0.00
7	Geosyntec Consultants	3030	Fourth	\$106,357.30	\$1,151.10	\$105,206.20	\$8,738.87	\$72.97	\$8,665.90
8	Guggenheim Securities, LLC	3032	Sixth	\$300,000.00	\$0.00	\$300,000.00	\$13,412.12	\$272.48	\$13,139.64
9	King & Spalding LLP	3010	Third	\$93,421.50	\$1,083.45	\$92,338.05	\$1,642.44	\$69.59	\$1,572.85
10	KPMG, LLP <sup>2</sup>	3046	Sixth	\$772,010.05	\$27,672.30	\$772,010.05	\$21,398.81	\$127.48	\$21,271.33
11	Lazard Freres and Co. LLC	3054	Sixth	\$450,000.00	\$0.00	\$450,000.00	\$7,207.71	\$1,093.27	\$6,114.44
12	Lowenstein Sandler LLP <sup>3</sup>	3027	Sixth	\$1,937,630.75	\$10,293.55	\$1,927,337.20	\$100,044.13	\$532.92	\$99,511.21
13	M•CAM, Inc	3026	Third	\$100,000.00	\$0.00	\$100,000.00	\$13,182.84	\$570.08	\$12,612.76
14	Morris, Nichols, Arsht & Tunnell, LLP	3029	Sixth	\$516,820.50	\$10,369.20	\$506,451.30	\$33,495.55	\$477.10	\$33,018.45
15	Pachulski Stang Ziehl & Jones LLP	2878	Fifth	\$72,538.50	\$449.50	\$72,089.00	\$3,519.04	\$38.00	\$3,481.04
16	Pricewaterhouse Coopers LLP	2933	Fifth	\$61,365.00	\$1,640.00	\$59,725.00	\$58.24	\$0.00	\$58.24
17	Sheppard, Mullin, Richter & Hampton LLP	3059	Sixth	\$1,854,326.85	\$20,772.30	\$1,833,554.55	\$57,927.70	\$4,942.24	\$52,985.46
18	Sierra Research, Inc.	3031	Second	\$6,337.50	\$301.25	\$6,036.25	\$0.00	\$0.00	\$0.00
19	Skadden, Arps, Slate, Meagher & Flom <sup>4</sup>	3057	Sixth	\$4,700,179.00	\$170,415.50	\$4,700,179.00	\$97,667.32	\$4,246.87	\$97,667.32
20	Zolfo Cooper, LLC	3009	Sixth	\$733,320.00	\$11,467.50	\$721,852.50	\$9,772.62	\$11.75	\$9,760.87
	<b>TOTAL</b>			<b>\$12,422,799.80</b>	<b>\$291,638.47</b>	<b>\$12,331,197.13</b>	<b>\$378,788.94</b>	<b>\$12,939.72</b>	<b>\$370,096.09</b>

<sup>1</sup> Includes voluntary reduction by Akin Gump of otherwise compensable fees in the amount of \$1,948.00.

<sup>2</sup> Includes voluntary reduction by KPMG of otherwise compensable fees in the amount of \$27,672.30.

<sup>3</sup> Expenses requested by Lowenstein Sandler include fees and expenses incurred by Confidential Retained Professional (Documents Filed Under Seal).

<sup>4</sup> Includes voluntary reductions by Skadden of fees in the amount of \$170,415.50 and expenses in the amount of \$4,246.87; these reductions included \$70,386.00 in fees the Fee Examiner believes were otherwise compensable.

**EXIDE TECHNOLOGIES**  
**Case No. 13-11482 (KJC)**



**Summary of Fees and Expenses Challenged by Fee Examiner relating to the First and Second Fee Periods**

**Interim Applications Heard on July 2, 2014**

#	Professional	Docket Entry #	Fee Application	Fees Requested	Fees Agreed Reduction	Fees Recommended	Expenses Requested	Expenses Agreed Reduction	Expenses Recommended
1	Deloitte Tax LLP	1435	First	\$257,731.75	\$6,703.30	\$251,028.45	\$174.37	\$0.00	\$174.37
2	Guggenheim Securities LLC	899	First	\$223,333.33	\$0.00	\$223,333.33	\$15,870.34	\$1,564.38	\$14,305.96
3	Guggenheim Securities LLC	1285	Second	\$300,000.00	\$0.00	\$300,000.00	\$55,624.63	\$2,907.82	\$52,716.81
4	KPMG LLP	905	First	\$488,296.90	\$25,777.15	\$462,519.75	\$4,972.72	\$0.00	\$4,972.72
5	KPMG LLP	1428	Second	\$799,588.50	\$21,356.13 <sup>1</sup>	\$795,732.67	\$23,513.47	\$129.00	\$23,384.47
6	Lazard Frères & Co. LLC	901	First	\$7,315,000.00	\$0.00	\$7,315,000.00	\$8,029.51	\$66.45	\$7,963.06
7	Lazard Frères & Co. LLC	1298	Second	\$450,000.00	\$0.00	\$450,000.00	\$8,149.89	\$1,008.84	\$7,141.05
8	Lowenstein Sandler LLP	898	First	\$1,370,954.50	\$65,882.13	\$1,305,072.37	\$8,200.70	\$0.00	\$8,200.70
9	Lowenstein Sandler LLP	1271	Second	\$1,347,719.50	\$96,227.25	\$1,251,492.25	\$21,191.35	\$300.12	\$20,891.23
10	Morris, Nichols, Arsht & Tunnell LLP	900	First	\$398,014.25	\$13,433.00	\$384,581.25	\$14,007.17	\$674.35	\$13,332.82
11	Morris, Nichols, Arsht & Tunnell LLP	1232	Second	\$264,807.75	\$8,300.95	\$256,506.80	\$14,846.92	\$246.50	\$14,600.42

<sup>1</sup> Includes voluntary reduction by KPMG of otherwise compensable fees in the amount of \$17,500.30.

**EXIDE TECHNOLOGIES**  
**Case No. 13-11482 (KJC)**

#	Professional	Docket Entry #	Fee Application	Fees Requested	Fees Agreed Reduction	Fees Recommended	Expenses Requested	Expenses Agreed Reduction	Expenses Recommended
12	Pachulski Stang Ziehl & Jones LLP	925	First	\$207,490.00	\$6,730.05	\$200,759.95	\$4,953.40	\$64.83	\$4,888.57
13	Pachulski Stang Ziehl & Jones LLP	1431	Second	\$66,638.00	\$1,209.35	\$65,428.65	\$2,232.65	\$0.00	\$2,232.65
14	PricewaterhouseCoopers LLP	1432	First	\$55,494.00	\$2,482.00	\$53,012.00	\$28.25	\$0.00	\$28.25
15	Sitrick and Company	982	First	\$178,074.75	\$8,699.85	\$169,374.90	\$33,566.64	\$114.18	\$33,452.46
16	Sitrick and Company	1290	Second	\$111,670.50	\$6,477.75	\$105,192.75	\$8,092.78	\$16.35	\$8,076.43
17	Skadden, Arps, Slate, Meagher & Flom LLP	904	First	\$4,416,497.25	\$153,318.10 <sup>2</sup>	\$4,408,971.15	\$86,211.41	\$12,976.71 <sup>3</sup>	\$86,211.41
18	Skadden, Arps, Slate, Meagher & Flom LLP	1434	Second	\$3,249,975.00	\$174,792.48 <sup>4</sup>	\$3,196,241.12	\$65,504.18	\$13,164.75 <sup>5</sup>	\$65,504.18
19	Zolfo Cooper, LLC	908	First	\$985,907.75	\$35,535.05	\$950,372.70	\$20,550.78	\$633.47	\$19,917.31
20	Zolfo Cooper, LLC	1231	Second	\$1,267,991.75	\$29,769.90	\$1,238,221.85	\$73,051.00	\$1,783.44	\$71,267.56
	<b>TOTAL</b>			<b>\$23,755,185.48</b>	<b>\$372,343.54</b>	<b>\$23,382,841.94</b>	<b>\$468,772.16</b>	<b>\$9,509.73</b>	<b>\$459,262.43</b>

<sup>2</sup> Includes voluntary reduction by Skadden of otherwise compensable fees in the amount of \$145,792.00.

<sup>3</sup> Includes voluntary reduction by Skadden of otherwise reimbursable expenses in the amount of \$12,976.71.

<sup>4</sup> Includes voluntary reduction by Skadden of otherwise compensable fees in the amount of \$121,058.60.

<sup>5</sup> Includes voluntary reduction by Skadden of otherwise reimbursable expenses in the amount of \$13,164.75.

**EXIDE TECHNOLOGIES**  
**Case No. 13-11482 (KJC)**

**Summary of Fees and Expenses Challenged by Fee Examiner relating to the First and Second Fee Periods**

**Interim Applications Adjudured to September 22, 2014**

#	Professional	Docket Entry #	Fee Application	Fees Requested	Fees Agreed Reduction	Fees Recommended	Expenses Requested	Expenses Agreed Reduction	Expenses Recommended
1	Sheppard Mullin Richter & Hampton LLP <sup>6</sup>	950	First	\$778,106.00	\$27,428.35	\$750,677.65	\$11,083.18	\$1,708.77	\$9,374.41
2	Sheppard Mullin Richter & Hampton LLP	1396	Second	\$1,036,853.50	\$32,045.75	\$1,004,807.75	\$19,726.89	\$2,773.62	\$16,952.27
	<b>TOTAL</b>			<b>\$1,814,959.50</b>	<b>\$59,474.10</b>	<b>\$1,755,485.40</b>	<b>\$30,810.07</b>	<b>\$4,482.39</b>	<b>\$26,326.68</b>

**Summary of Fees and Expenses Challenged by Fee Examiner relating to the Third Fee Period**

**Interim Applications Heard on September 22, 2014**

#	Professional	Docket Entry #	Fee Application	Fees Requested	Fees Agreed Reduction	Fees Recommended	Expenses Requested	Expenses Agreed Reduction	Expenses Recommended
1	Deloitte Tax LLP	1929	Second	\$416,803.50	\$20,639.00	\$396,164.50	\$2,532.88	\$265.00	\$2,267.88
2	ERM Consulting & Engineering Inc.	1734	First	\$93,713.25	\$8,660.08	\$85,053.17	\$4,496.60	0.00	\$4,496.60

<sup>6</sup> On August 8, 2014, the Fee Examiner filed the Fee Examiner's Supplemental Consolidated Final Report Pertaining to the Interim Fee Applications of Sheppard Mullin Richter & Hampton LLP for the Period from June 10, 2013 Through August 31, 2013 and the Period from September 1, 2013 Through November 30, 2013 [Docket No 2125].

**EXIDE TECHNOLOGIES**  
**Case No. 13-11482 (KJC)**

#	Professional	Docket Entry #	Fee Application	Fees Requested	Fees Agreed Reduction	Fees Recommended	Expenses Requested	Expenses Agreed Reduction	Expenses Recommended
3	Ernst & Young LLP	1726	First	\$134,899.20	\$14,169.50	\$120,729.70	\$1,624.49	\$0.00	\$1,624.49
4	Geosyntec Consultants	1732	First	\$65,701.80	\$1,034.10	\$64,667.70	\$1,613.18	\$0.00	\$1,613.18
5	Guggenheim Securities LLC	1723	Third	\$300,000.00	\$0.00	\$300,000.00	\$43,628.10	\$0.00	\$43,628.10
6	KPMG LLP	1735	Third	\$603,703.10	\$14,501.70 <sup>7</sup>	\$600,651.40	\$2,661.84	\$0.00	\$2,661.84
7	Lazard Frères & Co. LLC	1729	Third	\$450,000.00	\$0.00	\$450,000.00	\$39,933.72	\$2,803.76	\$37,129.96
8	Lowenstein Sandler LLP	1725	Third	\$1,158,292.75	\$30,067.00	\$1,128,225.75	\$17,719.86	\$3.01	\$17,388.85
9	Morris, Nichols, Arsht & Tunnell LLP	1728	Third	\$210,636.75	\$1,482.45	\$209,154.30	\$11,249.81	\$0.00	\$11,249.81
10	Newmark Midwest Region, LLC dba Newmark Grubb Knight Frank	1727	First	\$81,007.80	\$0.00	\$81,007.80	\$3,018.68	\$0.00	\$3,018.68
11	Pachulski Stang Ziehl & Jones LLP	2166	Third	\$93,377.50	\$3,756.30	\$89,621.20	\$4,799.84	0.00	\$4,799.84

<sup>7</sup> Includes voluntary reduction by KPMG of otherwise compensable fees in the amount of \$11,450.00.

**EXIDE TECHNOLOGIES**  
**Case No. 13-11482 (KJC)**

#	Professional	Docket Entry #	Fee Application	Fees Requested	Fees Agreed Reduction	Fees Recommended	Expenses Requested	Expenses Agreed Reduction	Expenses Recommended
12	PricewaterhouseCoopers LLP	1730	Second	\$80,934.00	\$4,712.70	\$76,221.30	\$0.00	\$0.00	\$0.00
13	Sheppard Mullin Richter & Hampton LLP	1758	Third	\$1,527,599.50	\$69,979.75 <sup>8</sup>	\$1,457,619.75	\$50,096.86	\$5,753.02	\$44,343.84
14	Sitrick and Company	1714	Third	\$10,484.50	\$1,645.15	\$8,839.35	\$8,100.81	\$504.50	\$7,596.31
15	Skadden, Arps, Slate, Meagher & Flom LLP	1736	Third	\$2,849,245.75	\$91,234.50 <sup>9</sup>	\$2,839,245.75	\$55,924.17	\$4,602.64 <sup>10</sup>	\$55,924.17
16	Zolfo Cooper, LLC	1683	Third	\$1,003,548.00	\$12,425.35	\$991,122.65	\$31,280.54	\$2,200.90	\$29,079.64
	<b>TOTAL</b>			<b>\$9,079,947.40</b>	<b>\$274,307.58</b>	<b>\$8,898,324.32</b>	<b>\$278,681.38</b>	<b>\$16,460.83</b>	<b>\$266,823.19</b>

<sup>8</sup> Sheppard Mullin reserves the right to seek reinstatement of \$48,138.00 in rate increases should the Court, on motion, approve the amendment of the terms of Sheppard Mullin's retention.

<sup>9</sup> Includes voluntary reduction by Skadden of otherwise compensable fees in the amount of \$81,234.50.

<sup>10</sup> Includes voluntary reduction by Skadden of otherwise reimbursable expenses in the amount of \$4,602.64.

**EXIDE TECHNOLOGIES**  
**Case No. 13-11482 (KJC)**

**Summary of Fees and Expenses Challenged by Fee Examiner relating to the Fourth Fee Period**

**Interim Applications Heard on December 11, 2014**

#	Professional	Docket Entry #	Fee Application	Fees Requested	Fees Agreed Reduction	Fees Recommended	Expenses Requested	Expenses Agreed Reduction	Expenses Recommended
1	Ashurst LLP <sup>11</sup>	1733	First	\$39,734.52	\$2,388.21	\$37,346.31	\$21,371.03	\$608.23	\$20,762.80
2	ERM Consulting & Engineering, Inc.	2060	Second	\$70,405.75	\$5,067.33	\$65,338.42	\$4,222.46	\$0.00	\$4,222.46
3	Ernst & Young LLP	2452	Second	\$249,863.80	\$632.47	\$249,231.33	\$24,695.37	\$3,834.54	\$20,860.83
4	Geosyntec Consultants	2095	Second	\$224,433.60	\$2,596.55	\$221,837.05	\$15,659.50	\$2,651.21	\$13,008.29
5	Guggenheim Securities, LLC	2087	Fourth	\$300,000.00	\$0.00	\$300,000.00	\$35,452.26	\$5,080.76 <sup>12</sup>	\$34,122.28
6	King & Spalding LLP	2084	First	\$108,786.00	\$3,870.50	\$104,915.50	\$2,222.11	\$60.00	\$2,162.11

<sup>11</sup> As noted in the Fee Examiner's Consolidated Final Report Pertaining to the Interim Fee Applications of Certain Retained Professionals for the Period From December 1, 2013 through February 28, 2014 [Docket No. 2274], Ashurst LLP's fee application was adjourned to the current fee period at Ashurst's request.

<sup>12</sup> Includes voluntary reduction by Guggenheim of otherwise compensable expenses in the amount of \$3,750.78.

**EXIDE TECHNOLOGIES**  
**Case No. 13-11482 (KJC)**

#	Professional	Docket Entry #	Fee Application	Fees Requested	Fees Agreed Reduction	Fees Recommended	Expenses Requested	Expenses Agreed Reduction	Expenses Recommended
7	KPMG LLP	2094	Fourth	\$1,731,628.90	\$16,619.85 <sup>13</sup>	\$1,728,804.30	\$23,698.36	\$2.70	\$23,695.66
8	Lazard Freres & Co. LLC	2080	Fourth	\$450,000.00	\$0.00	\$450,000.00	\$8,298.61	\$1,336.42	\$6,962.19
9	Lowenstein Sandler LLP <sup>14</sup>	2096	Fourth	\$1,182,878.25	\$17,287.00	\$1,165,591.25	\$258,019.40	\$390.53	\$257,628.87
10	M•CAM, Inc.	2100	First	\$100,000.00	\$0.00	\$100,000.00	\$10,169.08	\$0.00	\$10,169.08
11	Morris, Nichols, Arsht & Tunnell, LLP	2097	Fourth	\$251,723.50	\$1,565.10	\$250,158.40	\$13,876.91	\$429.97	\$13,446.94
12	Pricewaterhouse Coopers LLP	2086	Third	\$54,212.00	\$0.00	\$54,212.00	\$29.12	\$0.00	\$29.12
13	Schnader Harrison Segal & Lewis LLP	2343	First	\$260,471.50	\$25,733.20	\$234,738.30	\$12,122.84	\$0.00	\$12,122.84
14	Schnader Harrison Segal & Lewis LLP	2346	Second	\$89,106.00	\$3,435.30	\$85,670.70	\$141.11	\$0.00	\$141.11

<sup>13</sup> Includes voluntary reduction by KPMG of otherwise compensable time in the amount of \$13,795.25.

<sup>14</sup> Expenses requested by Lowenstein Sandler include fees and expenses incurred by Confidential Retained Professional (documents filed under seal).



**EXIDE TECHNOLOGIES**  
**Case No. 13-11482 (KJC)**

#	Professional	Docket Entry #	Fee Application	Fees Requested	Fees Agreed Reduction	Fees Recommended	Expenses Requested	Expenses Agreed Reduction	Expenses Recommended
15	Schnader Harrison Segal & Lewis LLP	2348	Third	\$108,545.00	\$1,239.55	\$107,305.45	\$1,077.31	\$0.00	\$1,077.31
16	Sheppard, Mullin, Richter and Hampton LLP	2090	Fourth	\$1,470,793.00	\$24,598.55	\$1,446,194.45	\$38,531.78	\$2,414.47	\$36,117.31
	Sheppard, Mullin, Richter and Hampton LLP <sup>15</sup>	1758	Third			\$48,138.00			
17	Sitrick & Company	2019	Fourth	\$7,257.00	\$651.00	\$6,606.00	\$7,141.75	\$3,217.50	\$3,924.25
18	Skadden, Arps, Slate, Meagher & Flom, LLP <sup>16</sup>	2098	Fourth	\$3,155,590.50	\$157,056.03	\$3,155,590.50	\$59,208.20	\$3,017.59	\$59,208.20
19	Zolfo Cooper, LLC	2061	Fourth	\$946,568.75	\$14,141.90	\$932,426.85	\$26,556.24	\$3,827.42	\$22,728.82
	<b>TOTAL</b>			<b>\$10,801,998.07</b>	<b>\$276,882.54</b>	<b>\$10,744,104.81</b>	<b>\$562,493.44</b>	<b>\$26,871.34</b>	<b>\$542,390.47</b>

<sup>15</sup> As discussed in the Fourth Period Final Report, the Fee Examiner recommends allowance of fees relating to certain rate increases proposed by Sheppard Mullin during the prior fee period.

<sup>16</sup> Includes voluntary reductions by Skadden of fees in the amount of \$157,056.03 and expenses in the amount of \$3,017.59; these reductions included \$115,710.15 in fees the Fee Examiner believes were otherwise compensable.

**EXIDE TECHNOLOGIES**  
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**Summary of Fees and Expenses Challenged by Fee Examiner relating to the Fifth Fee Period**

**Interim Applications Heard on March 18, 2015**

#	Professional	Docket Entry #	Fee Application	Fees Requested	Fees Agreed Reduction	Fees Recommended	Expenses Requested	Expenses Agreed Reduction	Expenses Recommended
1	Akin Gump Strauss Hauer & Feld LLP	2504	First	\$1,084,273.50	\$60,212.00 <sup>17</sup>	\$1,029,049.50	\$33,856.14	\$1,173.24	\$32,682.90
2	Deloitte Tax LLP	2532	Third	\$711,156.50	\$12,887.13	\$698,269.37	\$1,573.20	\$48.03	\$1,525.17
3	ERM Consulting & Engineering, Inc.	2531	Third	\$3,607.50	\$9.00	\$3,598.50	\$2,597.50	\$0.00	\$2,597.50
4	Ernst & Young LLP	2454	Third	\$42,094.10	\$0.00	\$42,094.10	\$2,427.38	\$144.35	\$2,283.03
5	FTI Consulting, Inc.	2508	First	\$702,854.50	\$24,179.40	\$678,675.10	\$95,684.84	\$1,116.23	\$94,568.61
6	GCG, Inc.	2528	First	\$46,085.00	\$759.25	\$45,325.75	\$0.00	\$0.00	\$0.00
7	Geosyntec Consultants	2541	Third	\$164,180.20	\$3,278.06	\$160,902.14	\$7,060.90	\$8.84	\$7,052.06

<sup>17</sup> Includes voluntary reduction by Akin Gump of otherwise compensable fees in the amount of \$4,988.00.

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#	Professional	Docket Entry #	Fee Application	Fees Requested	Fees Agreed Reduction	Fees Recommended	Expenses Requested	Expenses Agreed Reduction	Expenses Recommended
8	Guggenheim Securities, LLC	2542	Fifth	\$300,000.00	\$0.00	\$300,000.00	\$14,778.14	\$1,253.38	\$13,524.76
9	King & Spalding LLP	2406	Second	\$152,770.00	\$3,518.05	\$149,251.95	\$7,750.11	\$27.85	\$7,722.26
10	Kirby McInernery LLP and David E. Kovel	3164	First and Final	\$17,540.00	\$2,573.50	\$14,966.50	\$631.90	\$28.00	\$603.90
11	Korn Ferry International, Inc.	2537	First	\$672,000.00	\$0.00	\$672,000.00	\$5,876.00	\$1,055.14	\$4,820.86
12	KPMG LLP	2523	Fifth	\$1,232,242.10	\$59,358.00 <sup>18</sup>	\$1,217,655.30	\$4,286.26	\$0.00	\$4,286.26
13	Lazard Freres & Co. LLC	2539	Fifth	\$450,000.00	\$0.00	\$450,000.00	\$7,856.97	\$104.50	\$7,752.47
14	Lowenstein Sandler LLP <sup>19</sup> (Includes Confidential Retained Professional's Fees and Expenses)	2540	Fifth	\$1,727,529.50	\$16,946.15	\$1,710,583.35	\$496,360.10	\$101.55	\$496,258.55

<sup>18</sup> Includes voluntary reduction by KPMG of otherwise compensable fees in the amount of \$44,771.20.

<sup>19</sup> Expenses requested by Lowenstein Sandler include fees and expenses incurred by Confidential Retained Professional (Documents Filed Under Seal).

**EXIDE TECHNOLOGIES**  
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#	Professional	Docket Entry #	Fee Application	Fees Requested	Fees Agreed Reduction	Fees Recommended	Expenses Requested	Expenses Agreed Reduction	Expenses Recommended
15	M•CAM, Inc.	2520	Second	\$0.00	\$0.00	\$0.00	\$3,891.41	\$0.00	\$3,891.41
16	Morris, Nichols, Arsht & Tunnell, LLP	2477	Fifth	\$341,351.25	\$9,698.60	\$331,652.65	\$15,339.71	\$0.00	\$15,339.71
17	Newmark Midwest Region, LLC dba Newmark Grubb Knight Frank	2506	Second	\$231,919.74	\$0.00	\$231,919.74	\$9,078.83	\$0.00	\$9,078.83
18	Pachulski Stang Ziehl & Jones LLP	2614	Fourth	\$122,912.50	\$767.20	\$122,145.30	\$2,367.73	\$391.94	\$1,975.79
19	Pricewaterhouse Coopers LLP	2409	Fourth	\$59,348.00	\$296.00	\$59,052.00	\$0.00	\$0.00	\$0.00
20	Schnader Harrison Segal & Lewis LLP	2368	Fourth	\$165,684.50	\$9,254.55	\$156,429.95	\$2,330.95	\$0.00	\$2,330.95
21	Sheppard, Mullin, Richter and Hampton LLP	2538	Fifth	\$1,628,541.15	\$43,888.02	\$1,584,653.13	\$36,222.93	\$4,887.82	\$31,335.11
22	Sierra Research, Inc.	2529	First	\$12,571.88	\$386.88	\$12,185.00	\$820.18	\$0.00	\$820.18

**EXIDE TECHNOLOGIES  
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#	Professional	Docket Entry #	Fee Application	Fees Requested	Fees Agreed Reduction	Fees Recommended	Expenses Requested	Expenses Agreed Reduction	Expenses Recommended
23	Sitrick & Company <sup>20</sup>	2461	Fifth	\$6,401.00	\$327.25	\$6,073.75	\$24,108.63	\$28,509.70	(\$4,401.07)
24	Skadden, Arps, Slate, Meagher & Flom, LLP <sup>21</sup>	2536	Fifth	\$4,038,816.25	\$110,186.42	\$4,038,816.25	\$47,510.28	\$6,564.26	\$47,510.28
25	Zolfo Cooper, LLC	2449	Fifth	\$980,259.00	\$17,959.75	\$962,299.25	\$10,977.58	\$1,497.28	\$9,480.30
	<b>TOTAL</b>			<b>\$14,894,138.17</b>	<b>\$376,485.21</b>	<b>\$14,677,598.58</b>	<b>\$833,387.67</b>	<b>\$46,912.11</b>	<b>\$793,039.82</b>

**Summary of Fees and Expenses Challenged by Fee Examiner relating to the Sixth Fee Period**

**Interim Applications to be Heard on May 20, 2015**

#	Professional	Docket Entry #	Fee Application	Fees Requested	Fees Agreed Reduction	Fees Recommended	Expenses Requested	Expenses Agreed Reduction	Expenses Recommended
1	Akin Gump Strauss Hauer & Feld LLP <sup>22</sup>	3039	Second	\$371,268.25	\$15,534.07	\$357,682.18	\$7,209.29	\$464.70	\$6,744.59

<sup>20</sup> As a result of the agreed upon reduction in expenses, the net obligation to Sitrick for fees and expenses in relation to the Fifth Fee Application totals \$1,672.68 (\$6,073.75 - \$4,401.07 = \$1,672.68).

<sup>21</sup> Includes voluntary reductions by Skadden of fees in the amount of \$110,186.42 and expenses in the amount of \$6,564.26; these reductions included \$101,560.92 in fees the Fee Examiner believes were otherwise compensable.

<sup>22</sup> Includes voluntary reduction by Akin Gump of otherwise compensable fees in the amount of \$1,948.00.

**EXIDE TECHNOLOGIES**  
**Case No. 13-11482 (KJC)**

#	Professional	Docket Entry #	Fee Application	Fees Requested	Fees Agreed Reduction	Fees Recommended	Expenses Requested	Expenses Agreed Reduction	Expenses Recommended
2	Deloitte Tax LLP	3047	Fourth	\$216,601.50	\$14,497.75	\$202,103.75	\$1.16	\$0.00	\$1.16
3	ERM Consulting & Engineering, Inc.	3055	Fourth	\$11,429.50	\$0.00	\$11,429.50	\$2,923.50	\$0.00	\$2,923.50
4	Ernst & Young LLP	3022	Fourth	\$68,523.10	\$5,460.00	\$63,063.10	\$455.66	\$20.27	\$435.39
5	FTI Consulting, Inc.	2962	Second	\$14,734.50	\$484.50	\$14,250.00	\$131.94	\$0.00	\$131.94
6	GCG, Inc.	3048	Second	\$35,936.00	\$46.50	\$35,889.50	\$0.00	\$0.00	\$0.00
7	Geosyntec Consultants	3030	Fourth	\$106,357.30	\$1,151.10	\$105,206.20	\$8,738.87	\$72.97	\$8,665.90
8	Guggenheim Securities, LLC	3032	Sixth	\$300,000.00	\$0.00	\$300,000.00	\$13,412.12	\$272.48	\$13,139.64

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#	Professional	Docket Entry #	Fee Application	Fees Requested	Fees Agreed Reduction	Fees Recommended	Expenses Requested	Expenses Agreed Reduction	Expenses Recommended
9	King & Spalding LLP	3010	Third	\$93,421.50	\$1,083.45	\$92,338.05	\$1,642.44	\$69.59	\$1,572.85
10	KPMG LLP <sup>23</sup>	3046	Sixth	\$772,010.05	\$27,672.30	\$772,010.05	\$21,398.81	\$127.48	\$21,271.33
11	Lazard Freres & Co. LLC	3054	Sixth	\$450,000.00	\$0.00	\$450,000.00	\$7,207.71	\$1,093.27	\$6,114.44
12	Lowenstein Sandler LLP <sup>24</sup> (Includes Confidential Retained Professional's Fees and Expenses)	3027	Sixth	\$1,937,630.75	\$10,293.55	\$1,927,337.20	\$100,044.13	\$532.92	\$99,511.21
13	M•CAM, Inc.	3026	Third	\$100,000.00	\$0.00	\$100,000.00	\$13,182.84	\$570.08	\$12,612.76
14	Morris, Nichols, Arsht & Tunnell, LLP	3029	Sixth	\$516,820.50	\$10,369.20	\$506,451.30	\$33,495.55	\$477.10	\$33,018.45
15	Pachulski Stang Ziehl & Jones LLP	2878	Fifth	\$72,538.50	\$449.50	\$72,089.00	\$3,519.04	\$38.00	\$3,481.04

<sup>23</sup> Includes voluntary reduction by KPMG of otherwise compensable fees in the amount of \$27,672.30.

<sup>24</sup> Expenses requested by Lowenstein Sandler include fees and expenses incurred by Confidential Retained Professional (Documents Filed Under Seal).

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#	Professional	Docket Entry #	Fee Application	Fees Requested	Fees Agreed Reduction	Fees Recommended	Expenses Requested	Expenses Agreed Reduction	Expenses Recommended
16	Pricewaterhouse Coopers LLP	2933	Fifth	\$61,365.00	\$1,640.00	\$59,725.00	\$58.24	\$0.00	\$58.24
17	Sheppard, Mullin, Richter & Hampton LLP	3059	Sixth	\$1,854,326.85	\$20,772.30	\$1,833,554.55	\$57,927.70	\$4,942.24	\$52,985.46
18	Sierra Research, Inc.	3031	Second	\$6,337.50	\$301.25	\$6,036.25	\$0.00	\$0.00	\$0.00
19	Skadden, Arps, Slate, Meagher & Flom, LLP <sup>25</sup>	3057	Sixth	\$4,700,179.00	\$170,415.50	\$4,700,179.00	\$97,667.32	\$4,246.87	\$97,667.32
20	Zolfo Cooper, LLC	3009	Sixth	\$733,320.00	\$11,467.50	\$721,852.50	\$9,772.62	\$11.75	\$9,760.87
	<b>TOTAL</b>			<b>\$12,422,799.80</b>	<b>\$291,638.47</b>	<b>\$12,331,197.13</b>	<b>\$378,788.94</b>	<b>\$12,939.72</b>	<b>\$370,096.09</b>

	<b>CUMULATIVE TOTAL</b>			<b>\$72,769,028.42</b>	<b>\$1,651,131.44</b>	<b>\$71,789,552.18</b>	<b>\$2,552,933.66</b>	<b>\$117,176.12</b>	<b>\$2,457,938.68</b>
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<sup>25</sup> Includes voluntary reductions by Skadden of fees in the amount of \$170,415.50 and expenses in the amount of \$4,246.87; these reductions included \$70,386.00 in fees the Fee Examiner believes were otherwise compensable.