

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

In re:

EXIDE TECHNOLOGIES,¹

Debtor.

Chapter 11

Case No. 13-11482 (KJC)

Hearing Date: To Be Determined

Objection Date for Parties Other than the Fee Examiner:
_____, 2015 at 4:00 p.m. (ET)

Re: D.I. 1831, 2722 & 3734

**ASHURST LLP'S FINAL FEE APPLICATION FOR THE PERIOD
FROM AUGUST 7, 2013 THROUGH MARCH 27, 2015, SEEKING
COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Name of Applicant:	Ashurst LLP
Authorized to provide professional services to:	Official Committee of Unsecured Creditors of Exide Technologies
Date of Retention:	October 11, 2013 (effective as of August 7, 2013)
Period for which final compensation and reimbursement is sought:	August 7, 2013 through March 27, 2015
Amount of final compensation sought as actual, reasonable and necessary:	£54,814.00 ²
Amount of final expense reimbursement sought as actual, reasonable and necessary:	£12,744.77
This is a:	Final Fee Application

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

² As noted in the *Application of the Official Committee of Unsecured Creditors of Exide Technologies for Entry of an Order Authorizing the Employment and Retention of Ashurst LLP, Nunc Pro Tunc to August 7, 2013* (the "Retention Motion"), to avoid the administrative burden of fluctuating exchange rates, payments made by the Debtor to Ashurst for services rendered to the Committee are to be made in U.S. currency based on the applicable exchange rate in effect on the date such payment is made to Ashurst.

Summary of Previous Fee Statements of Ashurst LLP

Date Filed	Period Covered	Requested		Monthly Statements		Certificate of No Objection / Signed Order
		Fees 100%	Expenses	Fees 80%	Expenses	
4/28/2014	8/7/2013 – 10/31/2013	£23,651.50	£12,720.85	£18,921.20	£12,720.85	5/21/2014 [D.I. 1831]
11/11/2014	7/1/2014 – 7/31/2014	£22,717.50	£0.72	£18,174.00	£0.72	12/08/2014 [D.I. 2722]
5/4/2015	8/1/2014 – 3/27/2015	£8,445.00	£23.20	£6,756.00	£23.20	5/4/2015 [D.I. 3734]

**SUMMARY OF PROFESSIONALS' HOURS AND FEES
DURING THE FINAL PERIOD****Exide Technologies
(Case No. 13-11482(KJC))
August 7, 2013 through March 27, 2015**

Name of Professional	Title/Department	Hours	Rate	Charge
Giles Boothman	Partner	2.30	£800.00	£1,840
Bill Lee	Senior Associate	1.10	£520.00	£572.00
Jonathan Firmston	Associate	46.50	£405.00	£18,832.50
Andrew Martin	Associate	0.60	£370.00	£222.00
Suzanne Addison	Trainee	11.50	£190.00	£2,185
Giles Boothman*	Partner	2.00	£820.00	£1,640.00
Ingo Scholz	Partner	0.50	£740.00	370.0
Jose Christian Bertram	Partner	0.90	£740.00	666.00
Mark Lubbock	Partner	1.30	£740.00	962.00
Christoph Rieken	Counsel	1.70	£630.00	1,071.00
Daniela Kotzeva	Senior Associate	6.70	£580.00	3,886.00
Jose Maria Anarte	Senior Associate	6.70	£555.00	3,718.50

Name of Professional	Title/Department	Hours	Rate	Charge
Jonathan Firmston	Associate	3.40	£455.00	1,547.00
Ralf-Thorsten Henn	Associate	4.50	£455.00	2,047.00
Antonin Thel	Junior Associate	2.30	£335.00	770.50
Nicholas Walker	Junior Associate	11.90	£310.00	3,689.00
Shreedevi Chatterjee	Junior Associate	5.00	£310.00	1,550.00
Francisco Gamboa	Trainee	3.00	£200.00	600.00
Isabel Matute	Trainee	1.00	£200.00	200.00
Jonathan Firmston*	Associate	15	£455.00	£6,825
Aimee Carroll-Hewitt	Junior Associate	8.10	£200.00	£1,620
TOTAL		136		£54,814

* Reflects rate increase incurred during the Chapter 11 Case.

**SUMMARY OF SCHEDULE OF COMPENSATION BY TASK CODE
DURING THE FINAL PERIOD**

**Exide Technologies
(Case No. 13-11482(KJC))
August 7, 2013 through March 27, 2015**

	Task Description	Hours
B123	Lien Review / Due Diligence	107.50
B124	Conflict / Retention	28.5
	Total	136.00

**SUMMARY OF APPLICANT EXPENSES INCURRED
DURING THE FINAL PERIOD**

**Exide Technologies
(Case No. 13-11482(KJC))
August 7, 2013 through March 27, 2015**

Disbursements	Amount
Document Production	£139.48
Boekel De Neree – Foreign Lawyers	£12,593.57
Incidental Expenses	£11.72
Total	£12,744.77

**SUMMARY OF OBJECTIONS TO APPLICANT’S FEE STATEMENTS IN THE
FINAL PERIOD**

**Exide Technologies
(Case No. 13-11482(KJC))
August 7, 2013 through March 27, 2015**

Date and Docket Number of Fee Application	Date and Docket Number of Objection	Total Fees Subject to Objection	Total Expenses Subject to Objection
N/A	N/A	N/A	N/A

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

In re:

EXIDE TECHNOLOGIES,¹

Debtor.

Chapter 11

Case No. 13-11482 (KJC)

Hearing Date: To Be Determined

Objection Date for Parties Other than the Fee Examiner:
_____, 2015 at 4:00 p.m. (ET)

Re: D.I. 1831, 2722 & 3734

**ASHURST LLP'S FINAL FEE APPLICATION FOR THE PERIOD
FROM AUGUST 7, 2013 THROUGH MARCH 27, 2015, SEEKING
COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Ashurst LLP (“**Ashurst**”), retained to provide necessary foreign legal services, effective as of August 7, 2013 in the above-captioned case, submits this Final Fee Application (the “**Fee Application**”) for final allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses to the Committee August 7, 2013 through the March 27, 2015 Effective Date (the “**Final Period**”), pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court of the District of Delaware (the “**Local Rules**”), the United States Trustee’s *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330* (the “**US Trustee Guidelines**”) and the *Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (D.I. 330) (the “**Interim**

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

Compensation Procedures Order).²

BACKGROUND AND INTRODUCTION

1. On June 10, 2013 (the “**Petition Date**”), the Debtor commenced this chapter 11 case (the “**Chapter 11 Case**”) by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor continues to operate its business and its affairs as debtor and debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. On June 18, 2013, the Office of the United States Trustee appointed the Committee.

3. On September 10, 2013, the Committee filed the Application of the Official Committee of Unsecured Creditors of Exide Technologies for Entry of an Order Authorizing the Employment and Retention of Ashurst LLP, Nunc Pro Tunc to August 7, 2013. [D.I. 666] (the “**Retention Application**”).

4. On October 11, 2013, this Court entered the *Order Authorizing the Official Committee of Unsecured Creditors of Exide Technologies to Retain and Employ Ashurst LLP Nunc Pro Tunc to August 7, 2013* (the “**Retention Order**”) [D.I. 862].³

5. Pursuant to this Fee Application, Ashurst seeks an order approving fees incurred during the Final Period in the amount of £54,814.00 and expenses in the amount of £12,744.77. Ashurst seeks allowance of fees based on an hourly basis and reimbursement of reasonable and necessary expenses in accordance with the Retention Application and the Retention Order.

FEE PROCEDURES ORDER

² Capitalized terms not defined herein are defined in the Interim Compensation Procedures Order.

³ The Retention Order provided for a cap of \$40,000 (U.S.) on the fees and expenses incurred by Ashurst. The Retention Order, however, authorized the cap to be increased above \$40,000 (U.S.) subject to the written consent of the Committee. On August 29, 2014, the Committee subsequently agreed to increase Ashurst’s fee cap to \$125,000 (U.S.).

6. On July 11, 2013, the Court entered the Interim Compensation Procedures Order, which sets forth the procedures that must be followed by all professionals in the Chapter 11 Case to be eligible to receive interim compensation and reimbursement of expenses.

7. In particular, the Interim Compensation Procedures Order provides that a Professional may file and serve a Monthly Fee Application on or after the twenty fifth (25th) day of each month following the month for which compensation is sought. Provided that there are no objections to the Monthly Fee Application filed within twenty one (21) days after the service of a Monthly Fee Application, the Professional may file a certificate of no objection with the court, after which the Debtor is authorized to pay such Professional 80% of the fees and 100% of the expenses requested in such Monthly Fee Application. If an objection is filed to the Monthly Fee Application, then the Debtor is authorized to pay 80% of the fees and 100% of the expenses not subject to the objection.

8. Additionally, on January 18, 2014, the Court entered an *Order Appointing Fee Examiner (the “**Fee Examiner**”) and Establishing Related Procedures for the Review of Professional Claims* [D.I. 1283].

9. On June 6, 2014, the Court entered the *First Amended Order Appointing Fee Examiner and Establishing Related Procedures for the Review of Professional Claims* [D.I. 1877].

THE PLAN

10. An agreed settlement was incorporated in The *Fourth Amended Plan Of Reorganization Of Exide Technologies* [D.I. 3423, Exh. A] (the “**Plan**”). The Plan was confirmed on March 27, 2015 when the Court entered the *Findings Of Fact, Conclusions Of Law And Order Confirming Fourth Amended Plan Of Reorganization Of Exide Technologies* [D.I. 3423] (the “**Confirmation Order**”).

11. The Plan went effective on April 30, 2015 (the “**Effective Date**”). Pursuant to the Plan, Confirmation Order, and *Notice of (A) Entry of Order Confirming Fourth Amended Plan of Reorganization of Exide Technologies, (B) Occurrence of Effective Date, and (C) Certain Deadlines* [D.I. 3571], all Professionals are required to file all requests for allowance of compensation and reimbursement of expenses pursuant to sections 328, 330, or 503(b) of the Bankruptcy Code for services performed and expenses incurred in the Chapter 11 Case through the date the Confirmation Order was entered (March 27, 2015) by no later than sixty days following the Effective Date, or June 29, 2015.

12. This Application is timely submitted within sixty days of the Effective Date.

SUMMARY OF SERVICES RENDERED DURING THE FINAL PERIOD

13. During the Final Period, Ashurst rendered professional services to the Committee solely in connection with the Chapter 11 Case and on behalf of the Committee in accordance with Ashurst's professional responsibilities. The services performed were necessary to the administration of the Chapter 11 Case and were beneficial at the time at which the services were rendered. All services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed.

14. A chart summarizing the various task descriptions and the time spent during the Final Period with respect to each task category is set forth below:

	Task Description	Hours
B123	Lien Review / Due Diligence	107.50
B124	Conflict / Retention	28.5
	Total	136.00

15. A general description and summary of the primary categories of services performed by Ashurst during the Final Period is set forth below. The summary is intended only to highlight the general categories of services performed by Ashurst on behalf of the Committee during the Final Period, and is not meant to be a detailed description of all of the work performed. Ashurst's previous monthly and interim fee applications include a more detailed description of the services provided by Ashurst during the Final Period.

Lien Review (107.50 hours).

This category includes reviewing debentures and other legal documentation, undertaking due diligence and completing a lien and security review under the laws of several countries, liaising with Lowenstein Sandler, LLP and supervising the provision of advice by overseas counsel to the Committee, time spent conferring internally and other miscellaneous tasks not otherwise separately classifiable.

Conflict / Retention (28.50 hours).

This category includes undertaking conflict checks relating to the provision of further advice to the Committee on a confidential matter, general matter management and the provision of services relating to the retention of Ashurst.

RELIEF REQUESTED

16. Ashurst submits this Fee Application for final allowance and payment in the aggregate of £54,814.00 for actual, reasonable and necessary professional services rendered to the Committee during the Final Period, during which Ashurst professionals and paraprofessionals expended 136.00 hours on the Chapter 11 Case and final allowance and payment in the aggregate amount of £12,744.77 for actual, reasonable and necessary expenses incurred in rendering such services, including the fees and expenses incurred by Boekel de Neree as foreign counsel.

17. The fees and expenses sought herein also reflect several compromises and reductions agreed to between Ashurst and the Fee Examiner throughout the Chapter 11 Case.

18. Ashurst submits that the amount of compensation requested by this Fee Application is reasonable considering the nature and extent of the services rendered during the Final Period, taking into account the time spent, the hourly rates charged, the necessity and benefit of the services performed, the size and complexity of the Chapter 11 Case, the labor and expertise required, and other related factors. *See* 11 U.S.C. § 330(a)(3). Moreover, the compensation requested by Ashurst is consistent with the customary compensation charged by comparably skilled practitioners by this and other firms in both bankruptcy and non-bankruptcy cases. As such, Ashurst submits that the compensation requested is reasonable within the meaning of § 330 of the Bankruptcy Code.

19. Similarly, Ashurst has endeavored to represent the Committee in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals, and other support staff at Ashurst so that work has been performed primarily by those most familiar with the particular matter or task. Tasks have also been assigned to Ashurst solicitors and trainee solicitors and other personnel based on the experience level necessary to properly handle the task in the most efficient manner.

20. In addition, Ashurst endeavored to coordinate its efforts with the Committee's other professionals to avoid unnecessary duplication of efforts.

21. Except to the extent permitted by § 504(b) of the Bankruptcy Code, no agreement or understanding exists between Ashurst and any other person for the sharing of compensation received or to be received for services rendered or expenses incurred in or in connection with this Chapter 11 Case.

22. Ashurst holds no retainer or other security for fees and disbursements incurred in this case.

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

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WHEREFORE, Ashurst respectfully requests that this Court enter an order. (a) approving and allowing final compensation to Ashurst in the amount of £54,814.00 for actual, reasonable and necessary professional services rendered on behalf of the Committee during the Final Period, and final reimbursement of £12,744.77 for actual, reasonable and necessary expenses incurred during the Final Period (b) authorizing and directing the Debtor to pay such amounts, and (c) granting such other and further relief as this Court deems just and proper.

Dated: _____, 2015

Respectfully submitted,

ASHURST LLP

By: /s/ Jonathan Firmston

Giles Boothman

Jonathan Firmston

Ashurst LLP

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5 Appold Street

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*Foreign Counsel to the Official Committee
of Unsecured Creditors*

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

In re:

EXIDE TECHNOLOGIES,¹

Debtor.

Chapter 11

Case No. 13-11482 (KJC)

Objections Due: July 20, 2015 at 4:00 p.m. (ET)

Hearing Date: Only if objections are filed

(for parties others than the fee examiner)

**NOTICE OF ASHURST LLP'S FINAL FEE APPLICATION FOR THE
PERIOD FROM AUGUST 5, 2013 THROUGH MARCH 27, 2015,
SEEKING COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

PLEASE TAKE NOTICE that, on June 29, 2015, Morris, Nichols, Arsht & Tunnell LLP as co-counsel to the Official Committee of Unsecured Creditors (the "Committee") in the above-captioned case, filed the attached **Ashurst LLP's Final Fee Application For The Period From August 7, 2013 Through March 27, 2015, Seeking Compensation For Services Rendered And Reimbursement Of Expenses Incurred As Counsel To The Official Committee Of Unsecured Creditors** (the "Application").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application, by parties others than the Fee Examiner must: (a) be filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, by **July 20, 2015 at 4:00 p.m. (Eastern Time)** (the "Objection Deadline");² and (b) be served so as to be received on or before the Objection Deadline by:

(i) the Applicant: Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA, Attn: Giles Boothman;

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

(iii) counsel for the Debtors: Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036, Attn: Kenneth S. Ziman and J. Eric Ivester and Rodney Square, 1100 North Market Street, Wilmington, DE 19801, Attn: Anthony W. Clark and 155 N. Wacker Drive, Chicago, IL 60606-1720, Attn: James J. Mazza, Jr.;

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

² The Fee Examiner's objection deadline shall be determined consistent with the Order Appointing Fee Examiner and Establishing Related Procedures for the Review of Professional Claims (D.I. 1283).

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

(v) co-counsel to the Official Committee of Unsecured Creditors: Lowenstein Sandler LLP, 65 Livingston Avenue, Roseland, NJ 07068, Attn: Kenneth A. Rosen, Sharon L. Levine, and Paul Kizel and 1251 Avenue of the Americas, New York, NY 10020, Attn: Gerald C. Bender; and Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, Suite 1600, Wilmington, DE 19801 Attn: Eric D. Schwartz, Esq. and Erin R. Fay;

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

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

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

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

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

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

A HEARING ON THE APPLICATION, IF NECESSARY, WILL BE HELD AT THE CONVENIENCE OF THE COURT AND NOTICE OF ANY SUCH HEARING WILL BE GIVEN ONLY TO THE OBJECTING PARTY OR PARTIES.

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

Dated: June 29, 2015
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Erin R. Fay

Robert J. Dehney (No. 3578)
Eric D. Schwartz (No. 3134)
Erin R. Fay (No. 5268)
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-and-

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Counsel to the Official Committee of Unsecured Creditors

8205151.2

CERTIFICATE OF SERVICE

I, Erin R. Fay, certify that I am not less than 18 years of age, and that service of the foregoing **Ashurst LLP's Final Fee Application For The Period From August 7, 2013 Through March 27, 2015, Seeking Compensation For Services Rendered And Reimbursement Of Expenses Incurred As Counsel To The Official Committee Of Unsecured Creditors** was caused to be made on June 29, 2014, in the manner indicated, upon the entities identified below and on the attached service list.

Date: June 29, 2014

/s/ Erin R. Fay

Erin R. Fay (No. 5268)

BY HAND DELIVERY

Mark S. Kenney
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