

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

In re:  EXIDE TECHNOLOGIES  Debtor. <sup>1</sup>	: Chapter 11 : : Case No. 13-11482(KJC) : : <b>Objection Date for Interim and Final Application for Parties Other than the Fee Examiner<sup>2</sup>:</b> : <b>July 20, 2015 at 4:00 p.m. (ET)</b> : : <b>Hearing Date for Interim and Final Application:</b> : <b>TBD</b> :
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**ZOLFO COOPER LLC’S JOINT: (I) SEVENTH INTERIM APPLICATION FOR THE PERIOD OF DECEMBER 1, 2014 THROUGH MARCH 27, 2015 AND (II) FINAL FEE APPLICATION FOR THE PERIOD FROM JUNE 24, 2013 THROUGH MARCH 27, 2015 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**

Name of applicant (the “ <u>Applicant</u> ”):	Zolfo Cooper, LLC
Authorized to provide professional services to:	Official Committee of Unsecured Creditors of Exide Technologies
Date of retention:	<i>Nunc Pro Tunc</i> to June 24, 2013
Period for which <u>Interim</u> compensation and reimbursement is sought:	December 1, 2014 through March 27, 2015
Amount of <u>Interim</u> compensation sought as actual, reasonable and necessary:	\$ 551,344.50
Amount of <u>Interim</u> expense reimbursement sought as actual, reasonable and necessary:	\$ 4,881.24
Period for which <u>Final</u> compensation and reimbursement is sought:	June 24, 2013 through March 27, 2015
Amount of <u>Final</u> compensation sought as actual, reasonable and necessary:	\$ 6,347,640.30
Amount of <u>Final</u> expense reimbursement sought as actual, reasonable and necessary:	\$ 167,005.92
Blended hourly rate for fees incurred during the <u>Interim</u> Compensation Period:	\$ 550.63
Blended hourly rate for fees incurred during the <u>Final</u> Compensation Period:	\$ 517.19

This is a: Joint Seventh Interim and Final Fee Application

<sup>1</sup> The last four digits of the Debtor’s federal tax identification number is 2730.

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

**SUMMARY OF MONTHLY FEE STATEMENTS FILED DURING THE SEVENTH INTERIM PERIOD**

<b>Date Filed / Docket No.</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>	<b>Date CNO filed / Docket No.</b>	<b>Paid Fees</b>	<b>Paid Expenses</b>
2/17/2015 D.I. 3134	12/1/14 – 12/31/14	\$112,753.00	\$535.75	3/12/2015 D.I. 3266	\$90,202.40	\$535.75
3/18/2015 D.I. 3315	1/1/15 – 1/31/15	\$219,232.50	\$1,293.78	4/13/2015 D.I. 3504	\$175,386.00	\$1,293.78
3/26/2015 D.I. 3404	2/1/15 – 2/28/15	\$112,893.00	\$1,423.69	4/20/2015 D.I. 3532	\$90,314.40	\$1,423.69
5/1/2015 D.I. 3589	3/1/15 – 3/27/15	\$106,466.00	\$1,628.02	5/28/2015 D.I. 3726	\$85,172.80	\$1,628.02
	<b>TOTAL</b>	<b>\$551,344.50</b>	<b>\$4,881.24</b>		<b>\$441,075.60</b>	<b>\$4,881.24</b>

**SUMMARY OF HOURS AND FEES BY PROFESSIONAL FOR THE SEVENTH INTERIM PERIOD**

<b>Professional</b>	<b>Title</b>	<b>Rate<sup>1</sup></b>	<b>Total Hours During Seventh Interim Period</b>	<b>Total Fees During Seventh Interim Period</b>
Jonathan Mitchell	Senior Managing Director	\$925	18.4	\$17,020.00
David MacGreevey	Managing Director	\$795	129.4	\$101,283.00
Erik Bell	Director	\$600	382.0	\$222,270.00
Raymond Li	Director	\$550	204.9	\$111,705.00
Bradley Kessel	Associate	\$375	251.0	\$94,125.00
Elizabeth Kardos	Counsel	\$490	4.1	\$2,009.00
Laurie Capen Verry	Paralegal	\$255	11.5	\$2,932.50
<b>Total</b>			<b>1,001.3</b>	<b>\$551,344.50</b>

(1) Non-working travel time rates are reduced by 50%

Average Billing Rate

\$550.63

**SUMMARY OF HOURS AND FEES BY MATTER CATEGORY FOR THE SEVENTH INTERIM PERIOD**

<b>Matter Code</b>		<b>Total Hours During Seventh Interim Period</b>	<b>Total Fees During Seventh Interim Period</b>
1	Planning and Coordination	3.4	\$2,042.50
2	Meetings with Creditors' Committee Members and/or Professionals	182.1	\$109,175.00
3	Corporate and Operations Site Visits	-	\$ -
4	Exide Employee Compensation and Advisor Retention Matters	2.0	\$1,042.50
5	Other Due Diligence	182.2	\$100,062.50
6	Liquidity, Cash Management and DIP Analysis	93.3	\$49,309.50
7	Business Plan Analysis and Assessment	33.8	\$17,404.50
8	Plan of Reorganization	173.2	\$108,863.50
9	Retention, Fee Statements and Fee Applications	100.2	\$43,075.50
10	Non-Working Travel Time <sup>1</sup>	30.7	\$9,510.00
11	Other (specified in description)	32.3	\$18,560.00
12	Responding to Fee Examiner	65.4	\$28,870.50
13	M-CAM / IP	1.6	\$964.00
14	Vernon Observer	100.7	\$62,224.50
15	Alternative DIP Financing	0.4	\$240.00
<b>Total</b>		<b>1,001.3</b>	<b>\$551,344.50</b>

(1) Non-working travel time rates are reduced by 50%

Average Billing Rate

\$550.63

**SUMMARY OF EXPENSES FOR THE SEVENTH INTERIM PERIOD**

<b>Expense Category</b>	<b>Total Expenses During Seventh Interim Period</b>
Air Transportation	\$1,494.60
Ground Transportation	\$1,188.25
Lodging	\$498.14
Meals	\$366.30
Miscellaneous	\$1,333.95
<b>Total</b>	<b>\$4,881.24</b>

**SUMMARY OF INTERIM FEE APPLICATIONS FILED DURING THE FINAL PERIOD**

<b>Date Filed / Docket No.</b>	<b>Period Covered</b>	<b>Requested Fees <sup>(7)</sup></b>	<b>Requested Expenses</b>	<b>Paid Fees</b>	<b>Paid Expenses</b>	<b>Remaining Holdback</b>
10/17/13 D.I. 908	6/24/13 – 8/31/13	\$950,372.70 <sup>(1)</sup>	\$19,917.311 <sup>(1)</sup>	\$950,372.70	\$19,917.31	\$ -
1/14/14 D.I. 1231	9/1/13 – 11/30/13	\$1,238,221.85 <sup>(1)</sup>	\$71,267.56 <sup>(1)</sup>	\$1,238,221.85	\$71,267.56	\$ -
4/15/14 D.I. 1683	12/1/13 – 2/28/14	\$991,122.65 <sup>(2)</sup>	\$29,079.64 <sup>(2)</sup>	\$991,122.65	\$29,079.64	\$ -
7/22/14 D.I. 2061	3/1/14 – 5/31/14	\$932,426.85 <sup>(3)</sup>	\$22,619.00 <sup>(3)</sup>	\$932,426.85	\$22,619.00	\$ -
10/22/14 D.I. 2449	6/1/14 – 8/31/14	\$962,299.25 <sup>(4)</sup>	\$9,480.30 <sup>(4)</sup>	\$962,299.25	\$9,480.30	\$ -
1/27/15 D.I. 3009	9/1/14 – 11/30/14	\$721,852.50 <sup>(5)</sup>	\$9,760.87 <sup>(5)</sup>	\$586,667.75	\$9,760.87	\$135,184.75
6/29/15	12/1/14 – 3/27/15	\$551,344.50 <sup>(6)</sup>	\$4,881.24 <sup>(6)</sup>	\$441,075.60	\$4,881.24	\$110,268.90
	<b>TOTAL</b>	<b>\$6,347,640.30</b>	<b>\$167,005.92</b>	<b>\$6,102,186.65</b>	<b>\$167,005.92</b>	<b>\$245,453.65</b>

1. Requested fees and expenses reflect consensual reductions agreed to in accordance with 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* [D.I. 1921].
2. Requested fees and expenses reflect consensual reductions agreed to in accordance with 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* [D.I. 2274].
3. Requested fees and expenses reflect consensual reductions agreed to in accordance with the *Fee Examiner's Consolidated Final Report pertaining to the interim fee applications of certain retained professionals for the period from March 1, 2014 through May 31, 2014* [D.I. 2690].
4. Requested fees and expenses reflect consensual reductions agreed to in accordance with the *Fee Examiner's Consolidated Final Report pertaining to the interim fee applications of certain retained professionals for the period from June 1, 2014 through August 31, 2014* [D.I. 3225].
5. Requested fees and expenses reflect consensual reductions agreed to in accordance with the *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* [D.I. 3625].
6. The requested fees and expenses for the Seventh Interim Period are subject to review by the Fee Examiner.
7. This Application does not include additional fees and expenses incurred after March 27, 2015 in connection with the preparation, filing and prosecution of this final application. Zolfo Cooper will subsequently seek payment of those fees and expenses directly from the Debtor. The associated fees and expenses will not be subject to Court or Fee Examiner approval.

**SUMMARY OF MONTHLY FEE STATEMENTS FILED DURING THE FINAL PERIOD**

<b>Date Filed / Docket No.</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>	<b>Date CNO filed / Docket No.</b>	<b>Approved Fees</b>	<b>Approved Expenses</b>
8/26/2013 D.I. 595	June 24, 2013 – July 31, 2013	\$585,709.25	\$16,633.16	9/18/2013 D.I. 733	Approved <sup>1</sup>	Approved <sup>1</sup>
9/27/2013 D.I. 784	August 1, 2013 – August 31, 2013	\$400,198.50	\$3,917.62	10/23/2013 D.I. 948	Approved <sup>1</sup>	Approved <sup>1</sup>
10/28/2013 D.I. 976	September 1, 2013 – September 30, 2013	\$385,053.00	\$16,096.86	11/20/2013 D.I. 1109	Approved <sup>1</sup>	Approved <sup>1</sup>
11/26/2013 D.I. 1126	October 1, 2013 – October 31, 2013	\$466,845.00	\$46,374.09	12/19/2013 D.I. 1177	Approved <sup>1</sup>	Approved <sup>1</sup>
12/26/2013 D.I. 1197	November 1, 2013 – November 30, 2013	\$416,093.75	\$10,580.05	1/21/2014 D.I. 1253	Approved <sup>1</sup>	Approved <sup>1</sup>
1/28/2014 D.I. 1288	December 1, 2013 – December 31, 2013	\$205,338.50	\$842.45	2/20/2014 D.I. 1423	Approved <sup>2</sup>	Approved <sup>2</sup>
3/3/2014 D.I. 1492	January 1, 2014 – January 31, 2014	\$356,571.50	\$5,080.51	3/26/2014 D.I. 1598	Approved <sup>2</sup>	Approved <sup>2</sup>
4/1/2014 D.I. 1634	February 1, 2014 – February 28, 2014	\$441,638.00	\$25,357.58	4/24/2014 D.I. 1704	Approved <sup>2</sup>	Approved <sup>2</sup>
4/28/2014 D.I. 1716	March 1, 2014 – March 31, 2014	\$334,770.75	\$16,592.69	5/28/2014 D.I. 1844	Approved <sup>3</sup>	Approved <sup>3</sup>
6/5/2014 D.I. 1875	April 1, 2014 – April 30, 2014	\$278,017.00	\$4,562.32	6/30/2014 D.I. 1958	Approved <sup>3</sup>	Approved <sup>3</sup>
7/8/2014 D.I. 1998	May 1, 2014 – May 31, 2014	\$333,781.00	\$5,401.23	7/31/2014 D.I. 2105	Approved <sup>3</sup>	Approved <sup>3</sup>
8/1/2014 D.I. 2109	June 1, 2014 – June 30, 2014	\$361,433.50	\$3,280.75	8/26/2014 D.I. 2189	Approved <sup>4</sup>	Approved <sup>4</sup>
8/26/2014 D.I. 2190	July 1, 2014 – July 31, 2014	\$359,688.00	\$3,654.83	9/18/2014 D.I. 2296	Approved <sup>4</sup>	Approved <sup>4</sup>
10/8/2014 D.I. 2382	August 1, 2014 – August 31, 2014	\$259,137.50	\$4,042.00	10/31/2014 D.I. 2562	Approved <sup>4</sup>	Approved <sup>4</sup>
11/13/2014 D.I. 2609	September 1, 2014 – September 30, 2014	\$245,730.50	\$2,095.43	12/8/2014 D.I. 2726	Approved <sup>5</sup>	Approved <sup>5</sup>
12/18/2014 D.I. 2786	October 1, 2014 – October 31, 2014	\$256,976.50	\$3,715.21	1/12/2015 D.I. 2914	Approved <sup>5</sup>	Approved <sup>5</sup>
1/20/2015 D.I. 2967	November 1, 2014 – November 30, 2014	\$230,613.00	\$3,961.98	2/12/2015 D.I. 3125	Approved <sup>5</sup>	Approved <sup>5</sup>
2/17/2015 D.I. 3134	December 1, 2014 – December 31, 2014	\$112,753.00	\$535.75	3/12/2015 D.I. 3266	Pending	Pending
3/18/2015 D.I. 3315	January 1, 2015 – January 31, 2015	\$219,232.50	\$1,293.78	4/13/2015 D.I. 3504	Pending	Pending
3/26/2015 D.I. 3404	February 1, 2015 – February 28, 2015	\$112,893.00	\$1,423.69	4/20/2015 D.I. 3532	Pending	Pending
5/1/2015 D.I. 3589	March 1, 2015 – March 27, 2015	\$106,466.00	\$1,628.02	5/28/2015 D.I. 3726	Pending	Pending

1. Subject to *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 [D.I. 1921].
2. Subject to *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 [D.I. 2274].
3. Subject to *Fee Examiner's Consolidated Final Report* pertaining to the interim fee applications of certain retained professionals for the period from March 1, 2014 through May 31, 2014 [D.I. 2690].
4. Subject to *Fee Examiner's Consolidated Final Report* pertaining to the interim fee applications of certain retained professionals for the period from June 1, 2014 through August 31, 2014 [D.I. 3225].
5. Subject to *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 [D.I. 3625].

**SUMMARY OF HOURS BY PROFESSIONAL FOR THE FINAL PERIOD**

<b>Professional</b>	<b>Title<sup>(1)</sup></b>	<b>Rate<sup>(2),(3)</sup></b>	<b>Total Hours During Final Period</b>	<b>Total Fees During Final Period</b>
Jonathan Mitchell	Senior Managing Director	\$925	316.8	\$287,436.00
David Orlofsky	Managing Director	\$825	169.2	\$129,277.50
David MacGreevey	Managing Director	\$795	1,780.1	\$1,311,404.25
James Wynalek	Senior Director	\$750	600.2	\$367,100.00
Erik Bell	Director	\$600	3,068.3	\$1,748,719.50
Raymond Li	Director	\$550	2,510.0	\$1,312,178.00
Anthony Dalfio	Manager	\$485	313.5	\$149,743.75
Alex Verba	Manager	\$470	3.0	\$1,410.00
Luke Ericson	Manager	\$450	944.2	\$353,361.25
Bradley Kessel	Associate	\$375	1,847.8	\$612,037.50
Stephen Golmont	Analyst	\$265	545.9	\$144,663.50
Elizabeth Kardos	Counsel	\$490	37.3	\$18,110.50
Laurie Capen Verry	Paralegal	\$255	131.1	\$33,138.00
Hugh DelMonte	Intern	\$60	6.0	\$360.00
<b>Subtotal</b>			<b>12,273.4</b>	<b>\$6,468,939.75</b>
Less: Voluntary Reductions Agreed Upon with the Fee Examiner				\$(121,299.45)
<b>Total</b>				<b>\$6,347,640.30</b>

Average Billing Rate \$517.19

1. Titles reflect promotions effectuated during the Final Period.
2. Rates reflected include increases effectuated during the Final Period.
3. Non-working travel time rates are reduced by 50%.



**SUMMARY OF HOURS BY MATTER CATEGORY FOR THE FINAL PERIOD**

<b>Matter Code</b>		<b>Total Hours During Final Period</b>	<b>Total Fees During Final Period</b>
1	Planning and Coordination	262.5	\$172,655.75
2	Meetings with Creditors' Committee Members and/or Professionals	1,916.7	\$1,107,953.50
3	Corporate and Operations Site Visits	763.7	\$433,976.00
4	Exide Employee Compensation and Advisor Retention Matters	657.1	\$336,829.00
5	Other Due Diligence	1,215.5	\$670,367.50
6	Liquidity, Cash Management and DIP Analysis	1,129.0	\$598,166.00
7	Business Plan Analysis and Assessment	3,031.3	\$1,619,806.50
8	Plan of Reorganization	332.1	\$209,194.50
9	Retention, Fee Statements and Fee Applications	742.6	\$271,730.00
10	Non-Working Travel Time <sup>1</sup>	796.3	\$254,749.50
11	Other (specified in description)	375.8	\$208,657.50
12	Responding to Fee Examiner	456.3	\$197,678.00
13	M-CAM / IP	81.4	\$58,688.00
14	Vernon Observer	503.4	\$322,216.00
15	Alternative DIP Financing	9.7	\$6,272.00
<b>Subtotal</b>		<b>12,273.4</b>	<b>\$6,468,939.75</b>
Less: Voluntary Reductions Agreed Upon with the Fee Examiner			\$(121,299.45)
<b>Total</b>			<b>\$6,347,640.30</b>

(1) Non-working travel time rates are reduced by 50%

Average Billing Rate \$517.19

**SUMMARY OF EXPENSES FOR THE FINAL PERIOD**

<b>Expense Category</b>	<b>Total Expenses During Final Period</b>
Air Transportation	\$96,443.64
Ground Transportation	\$17,254.10
Lodging	\$23,124.19
Meals	\$24,762.10
Miscellaneous	\$15,376.15
<b>Subtotal</b>	<b>\$ 176,960.18</b>
Less: Voluntary Reductions Agreed Upon with the Fee Examiner	(\$9,954.26)
<b>Total</b>	<b>\$ 167,005.92</b>

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

<p>In re:</p> <p>EXIDE TECHNOLOGIES</p> <p style="padding-left: 40px;">Debtor<sup>1</sup>.</p>	<p>⋮</p> <p>⋮</p> <p>⋮</p> <p>⋮</p> <p>⋮</p> <p>⋮</p> <p>⋮</p> <p>⋮</p> <p>⋮</p> <p>⋮</p> <p>⋮</p>	<p>Chapter 11</p> <p>Case No. 13-11482(KJC)</p> <p><b>Objection Date for Interim and Final Application for Parties Other than the Fee Examiner<sup>2</sup>:</b></p> <p><b>July 20, 2015 at 4:00 p.m. (ET)</b></p> <p><b>Hearing Date for Interim and Final Application:</b></p> <p><b>TBD</b></p>
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**ZOLFO COOPER LLC’S JOINT: (I) SEVENTH INTERIM APPLICATION FOR THE PERIOD OF DECEMBER 1, 2014 THROUGH MARCH 27, 2015 AND (II) FINAL FEE APPLICATION FOR THE PERIOD FROM JUNE 24, 2013 THROUGH MARCH 27, 2015 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**

Pursuant to sections 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) and the Court’s Order Establishing Interim Compensation Procedures [D.I. 330] (the “Administrative Order”), Zolfo Cooper, LLC (“Zolfo Cooper” or “ZC”), bankruptcy consultants and financial advisors to the Official Committee of Unsecured Creditors (the “Creditors’ Committee” or the “Committee”) of Exide Technologies, in the above-captioned case (the “Debtor” or the “Company”), hereby submits this joint Seventh Interim Application and Final Fee Application (the “Fee Application”) for: (i) interim allowance of compensation for professional services rendered and for reimbursement of expenses incurred for the period from December 1, 2014 through March 27, 2015 (the “Seventh Interim Period”) and (ii) final allowance of compensation for professional services rendered and for reimbursement of expenses incurred for the period from June 24, 2013 through March 27, 2015 (the “Final Period”).

<sup>1</sup> The last four digits of the Debtor’s federal tax identification number is 2730.  
<sup>2</sup> The Fee Examiner’s objection deadline shall be determined consistent with the *First Amended Order Appointing Fee Examiner and Establishing Related Procedures for the Review of Professional Claims* [D.I. 1877].

### **Background**

1. Bankruptcy Filing. On June 10, 2013 (the “Petition Date”), the Debtor commenced with this Court a voluntary case (the “Chapter 11 Case”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtor continues to operate its businesses and manage its properties as debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On June 18, 2013 the Office of the United States Trustee entered a notice of the Appointment of the Official Committee of Unsecured Creditors pursuant to §1102(a)(1) of the Bankruptcy Code.

3. No trustee or examiner has been appointed in the Debtor’s bankruptcy case.

4. Jurisdiction. This Court has jurisdiction over this application (the “Fee Application”) pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of the Debtor’s chapter 11 case and this Application is proper under 28 U.S.C. §§ 1408 and 1409. The predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware including Local Rule 2016-2, and the Administrative Order.

5. Administrative Order. On July 11, 2013, the Court signed the Administrative Order, authorizing retained professionals (“Professionals”) to submit monthly applications for compensation and reimbursement for expenses, pursuant to the procedures specified therein. The Administrative Order provides, among other things, that a Professional may submit monthly fee applications. If no objections are made within twenty (21) days after service of the monthly fee application, the Debtor is authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses. Beginning with the period ending August 31, 2013, at three-month intervals, each of the Professionals shall file and serve an interim

application for allowance of the amounts sought in its monthly fee applications for that period. All fees and expenses paid are on an interim basis until final allowance by the Court.

6. Fee Examiner Order. On June 6, 2014, the Court signed the *First Amended Order Appointing Fee Examiner and Establishing Related Procedures for the Review of Professional Claims* [D.I. 1877], appointing Robert J. Keach as the Fee Examiner.

### **Retention of Zolfo Cooper**

7. On June 24, 2013, the Committee selected ZC to serve as bankruptcy consultants and financial advisors.

8. The Bankruptcy Court entered an order on August 6, 2013 [D.I. 481] (the "Retention Order") authorizing the retention of ZC, *nunc pro tunc* to June 24, 2013, to:

- a) Assist counsel to the Committee in support of the financial elements of various Court pleadings filed throughout the Chapter 11 Case;
- b) Monitor the Debtor's cash flow and operating performance, including:
  - i. Comparing actual financial and operating results to plans,
  - ii. Evaluating the adequacy of financial and operating controls,
  - iii. Tracking the status of the Debtor's/Debtor's professionals' progress relative to developing and implementing programs such as preparation of a business plan, identifying and disposing of non-productive assets, and other such activities,
  - iv. Preparing periodic presentations to the Committee summarizing findings and observations resulting from ZC's monitoring activities;
- c) Analyze and comment on operating and cash flow projections, business plans, operating results, financial statements, other documents and information provided by the Debtor/Debtor's professionals, and other information and data pursuant to the Committee's request;
- d) Advise the Committee concerning interfacing with the Debtor, other constituencies and their respective professionals;
- e) Prepare for and attend meetings of the Committee and subcommittees thereof;
- f) Analyze claims and perform investigations of potential preferential transfers, fraudulent conveyances, related-party transactions and such other transactions as may be requested by the Committee;

- g) Analyze and advise the Committee about the Debtor's proposed Plan of Reorganization, the underlying Business Plan, including the related assumptions and rationale, and the related Disclosure Statement; and
- h) Provide other services as requested by the Committee.

9. The Retention Order approved the terms of ZC's Fee and Expense Structure set forth in the Engagement Letter and authorized ZC to be compensated pursuant to the terms of the Engagement Letter and procedures set forth in the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Administrative Order and any other applicable orders of this Court.

**ZOLFO COOPER'S APPLICATION FOR  
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

**Monthly Fee Applications Covered Herein**

10. ZC is jointly seeking an interim allowance of compensation in the amount of \$551,344.50 and reimbursement of actual and necessary expenses in the amount of \$4,881.24 for a total interim allowance of \$556,225.74 for the Seventh Interim Period.

11. Further, ZC's Monthly Fee Applications for the periods December 1, 2014 through December 31, 2014 [D.I. 3134], January 1, 2015 through January 31, 2015 [D.I. 3315], February 1, 2015 through February 28, 2015 [D.I. 3404], and March 1, 2015 through March 27, 2015 [D.I. 3589] (the "Prior Monthly Fee Periods") have been filed and served pursuant to the Administrative Order.

12. The monthly fee applications covered by this Application contain detailed daily time logs describing the actual and necessary services provided by ZC during the fee periods as well as other detailed information required to be included in the monthly fee applications.

13. The Committee's co-chairs have been provided an opportunity to review this Fee Application prior to filing and have approved the requested amount set forth in the Fee Application.

**Interim and Final Applications Covered Herein**

14. ZC is jointly seeking final allowance of compensation in the amount of \$6,347,640.30 and reimbursement of actual and necessary expenses in the amount of \$167,005.92 for a total final allowance of \$6,514,646.22 for the Final Period.

15. Further, the Interim Fee Applications for the interim periods June 24, 2013 through August 31, 2013 [D.I. No. 908], September 1, 2013 through November 30, 2013 [D.I. 1231], December 1, 2013 through February 28, 2014 [D.I. 1683], March 1, 2014 through May 31, 2014 [D.I. 2061], June 1, 2014 through August 31, 2014 [D.I. 2449], and September 1, 2014 through November 30, 2014 [D.I. 3009] of ZC have been filed and served pursuant to the Administrative Order. The Interim Fee Application for the Seventh Interim Period is being filed contemporaneously herewith.

**THE DEBTOR'S CHAPTER 11 CASE AND THE PLAN**

16. The Chapter 11 Case has been a challenge for all parties involved since the Petition Date. These challenges have resulted in significant unanticipated delays, contentious litigation, and countless hearings before the Bankruptcy Court. Early on in the Chapter 11 Case, the Committee was required to file numerous objections<sup>2</sup> to various motions, including, among others: (a) numerous motions by the Debtor for approval of DIP financing<sup>3</sup>, (b) Debtor's application to retain Alvarez & Marsal North America, LLC to (i) provide the Debtor a chief restructuring officer and certain additional personnel and (ii) designate Robert M. Caruso as chief restructuring officer [D.I. 504], and (c) Debtor's motion for approval of claims resolution procedures for certain contingent, unliquidated and/or litigation claims [D.I.1044]. While many of these objections were resolved consensually, with

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<sup>2</sup> Although the Committee did not file a formal objection, and eventually reached a consensual resolution with the Debtor, the Committee spent a considerable amount of time addressing the Debtor's motion for approval of its: (i) annual incentive plan, (ii) key employee incentive plan, (iii) non-insider key employee retention plan, and (iv) pre-petition income protection plan [D.I. 435].

<sup>3</sup> After the Debtor's initial DIP financing motion, due to numerous negative case developments, the Debtor was required to obtain several DIP amendments. The amendments varied and included, among other changes, increases in the loan amount, more lenient capital expenditure covenants, extensions of the maturity date, imposition of various case milestones (plan and sale related), and the incurrence of millions of dollars in additional fees and costs. Most significantly, the Committee objected to the Debtor's sixth proposed amendment to the DIP facility, which sought to increase the availability under the facility by \$65 million, contained restrictive case milestones, and was conditioned on entry into a plan support agreement [D.I. 1978]. While the parties reached a consensual resolution in connection with the sixth DIP amendment, the Committee objected to the Debtor's eighth DIP amendment, which sought to extend the maturity date and make numerous other changes to the DIP [D.I. 2456].

and without the assistance of the Bankruptcy Court, many of them required time consuming financial analysis.

17. Some of the most difficult issues addressed by the Committee in the Chapter 11 Case involved the Debtor's operations and related financial reporting. Given the length of the case and continuous negative developments impacting the Debtor's operations, ZC spent substantial time analyzing multiple iterations of the Debtor's business plan including analysis comparing newly revised business plans with multiple scenarios to previously distributed business plans. Given the complexity of the Debtor's global business, ZC spent a considerable amount of time visiting more than a dozen of the Debtor's production and recycling facilities worldwide as well as conducting numerous management meetings with both the U.S. and European management teams in Atlanta, Georgia and Paris, France, respectively. In addition, the Debtor had numerous and severe environmental issues surrounding its recycling facility located in Vernon, California (the "Vernon Facility")<sup>4</sup>. The issues surrounding the Vernon Facility, among other issues<sup>5</sup>, resulted in the Debtor having to further restate its business plan on several occasions and delay plan negotiations with the Unofficial Committee of Prepetition Senior Secured Noteholders (the "UNC") and the Committee. The issues faced by the Debtor that directly contributed to these delays included, among other things: (a) the receipt of a Notice of Deficiency from the Department of Toxic Substances Control regarding the Debtor's Resource Conservation and Recovery Act Part B Permit Application for the Vernon Facility; and (b) the receipt of a grand jury subpoena from the U.S. Department of Justice relating to the Vernon Facility.

18. The Committee had numerous concerns regarding the Debtors inability to comply with its environmental obligations and its operation of the Vernon Facility. The Debtor spent millions of dollars to open or reopen the Vernon Facility. The Committee considered, prepared and

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<sup>4</sup> The Committee also had to address numerous environmental issues related to the Debtor's facilities located in: (a) Frisco, Texas, (b) Reading, Pennsylvania, (c) Muncie, Indiana, and (d) Canon Hollow, Missouri.

<sup>5</sup> For example, an inventory restatement at the Canon Hollow, Missouri lead recycling facility, which required the Debtor to delay filing its Form 10-K.



intended to file a motion to appoint an independent fiduciary to assist with the multitude of issues surrounding the Vernon Facility. Instead, however, after prolonged negotiations with the Debtor, the parties agreed to a protocol through which certain Committee representatives (Sierra Research, Geosyntec Consultants and ZC (collectively, the “Vernon Observers”)) would observe and consult in the Debtor’s efforts to resolve the issues relating to the Vernon Facility. [D.I.1970]. The Vernon Observers participated in or monitored numerous meetings between the Debtor and the: (a) South Coast Air Quality Management District (the “SCAQMD”), (b) California Department of Toxic Substance Controls (the “DTSC”), (c) Region 9 of the United States Environmental Protection Agency (the “EPA”), (d) county of Los Angeles, and (e) city of Vernon, California. Unfortunately, the Debtor’s effort to keep the Vernon Facility open proved unsuccessful and the Bankruptcy Court entered an order approving the closure of the Vernon Facility on March 27, 2015 [D.I. 3418].

19. Despite these and many other difficulties, the Debtor, the Committee, the UNC, and various other stakeholders were able to negotiate a favorable settlement (the “Settlement”) for general unsecured creditors (including subordinated unsecured creditors). This Settlement was reached despite the fact that the Debtor’s senior secured notes were trading at just pennies on the dollar and the DIP financing loans were trading well below par as of the date of the confirmation hearing. The Settlement allowed the parties to avoid costly and complex litigation regarding the scope of the senior secured noteholders’ liens and security interests and the valuation, for plan confirmation purposes, of the Debtor and its direct equity interest in its Netherlands subsidiary.

20. As part of the Settlement, the Debtor agreed to establish the Trust<sup>6</sup> for the benefit of general unsecured creditors and contribute \$3 million that is only refundable from the proceeds of certain preference actions granted to the Trust. In addition to the preference actions, the Trust was granted the right to: (a) pursue claims related to a lead pricing manipulation investigation, and (b) the proceeds from the monetization of certain of the Debtor’s intellectual property. The

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<sup>6</sup> The Committee was granted the authority to select both the trustee for the Trust and two of the three members of the Trust’s oversight board.

Committee professionals were also able to negotiate favorable allocations, vis-à-vis the senior secured notes' deficiency claim, of the proceeds from these causes of action and assets.

21. In addition, a majority of the holders of the Debtor's senior secured notes agreed to waive all subordination rights vis-à-vis the holders of the Debtor's convertible subordinated notes, and all of the holders of the Debtor's senior secured notes were required to waive the right to assert any superpriority adequate protection claims and/or liens. These aspects of the settlement were especially beneficial to general unsecured creditors in light of the value of the senior secured notes and DIP financing loans at confirmation. Further, the Debtor also agreed to continue the pension plan and assume the union contract.

22. The 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").

23. 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.

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

**Summary of Services Provided During the Seventh Interim Period**

25. Summarized below is a description of the services provided by ZC to the Committee during the Application Period in each significant service area. The primary focus of ZC was centered around the following areas:

1) Project Code 1: Planning and Coordination (3.4 hours)

Includes engagement scoping, resource planning, and engagement execution strategy.

2) Project Code 2: Meetings with Committee Members and/or Professionals (182.1 hours)

Primarily includes time spent advising and communicating with the Creditors' Committee regarding the status of and developments in the case. In addition, discussion with and analysis completed with other professionals representing the Creditors' Committee is included in this matter category.

3) Project Code 3: Corporate and Operations Site Visits (0.0 hours)

There were no corporate or other site visits conducted during the Seventh Interim Period.

4) Project Code 4: Exide Employee Compensation and Advisor Retention Matters (2.0 hours)

Includes research and analysis related to Debtor employee matters including assessment of the management team, employee compensation and management incentive plans. Activities also include time spent reviewing the Debtor's professionals' monthly fee statements to determine reasonableness of costs incurred and areas of focus.

5) Project Code 5: Other Due Diligence (182.2 hours)

Time spent researching and analyzing relevant information regarding the Debtor's financial and operational state of affairs from public and nonpublic sources, including, but not limited to SEC filings, filings on the electronic court docket, press releases, and management documents and schedules provided in the virtual data room. Additionally, time spent diligencing the Debtor's claims analysis, analyzing pre-petition payments and potential preference actions and reviewing monthly operating reports.

6) Project Code 6: Liquidity, Cash Management and DIP Analysis (93.3 hours)

Activities related to analyzing future funding requirements, time spent analyzing and reviewing weekly cash flow reporting including variances from forecasted amounts, time spent reviewing updated thirteen week cash flow forecasts, and time spent reviewing the Debtor's updated and projected liquidity position in new forecasts and scenarios.

7) Project Code 7: Business Plan Analysis and Assessment (33.8 hours)

Time spent reviewing written presentations by the Debtor's management team and its advisors on the Company's five year base-case business plan and revised business plans as well as analyzing and diligencing the business plan supporting documents and other documents germane to the business plan, including the assessment of its reasonableness based upon historical performance, the competitive environment, industry and market conditions, capital expenditure trends and forecasts, and technology roadmaps and with respect to a successful emergence from chapter 11. Also includes time spent preparing for, documenting findings and creating analysis of topics covered at these meetings for communication to the Committee. Zolfo Cooper also spent substantial time analyzing the Debtor's restated FY15 6+6 forecast including comparisons to the originally provided FY15 6+6 forecast and the FY15 4+8 forecast. Analysis on the business plan included an assessment of the impact of losing a significant customer in the North American transportation segment.

8) Project Code 8: Plan of Reorganization and Disclosure Statement (173.2hours)

Activities captured under this matter code include the creation and analysis of draft plan terms sheets to be utilized for negotiation with the Debtor and the UNC on a plan of reorganization. Also includes time spent participating in teleconferences with other Committee professionals to discuss draft terms sheets as well as participating in meetings with the UNC advisors regarding same. Other time captured here included review and diligence on the Company's Plan of Reorganization and Disclosure Statement. Additional activity captured in this matter code includes reviewing and participating in discussions regarding the plan support agreement and the Debtor's backstop commitment agreement as well as reviewing documents and participating in discussions regarding the Debtor's sale process.

9) Project Code 9: Retention, Fee Statements and Fee Applications (100.2 hours)

Time billed under this category was for the necessary time that ZC professionals and paraprofessionals spent preparing the October 2014, November 2014, December 2014 and January 2015 fee statements as well as the Sixth Interim Fee Application. Appropriate staffing levels, including an emphasis on paraprofessionals, were utilized to minimize the cost associated with these activities.

10) Project Code 10: Non-Working Travel Time (30.7 hours)

This category includes all non-working travel time, and is billed at 50% of ZC's regular hourly rates. Trips conducted during the Seventh Interim Period included a tour of the Vernon, California recycling facility, meetings with the Department of Toxic Substances Control ("DTSC") held in Sacramento, California, a meeting held in Los Angeles, California with the Los Angeles County Health Department, and travel to Wilmington, Delaware to attend the Disclosure Statement and Plan Confirmation hearings.

11) Project Code 11: Other (32.3 hours)

Time billed under this category was for the necessary time that ZC professionals spent performing tasks and activities that do not fall under the other project categories and include matters related to analysis surrounding lead pricing trends, reviewing documents and participating in meetings related to tax matters, reviewing publicly available information on the Debtor's competitors and industry, providing fee related information to the Debtor's financial advisor, reviewing documents pertaining to the lead investigation and discussion and review of non-bankruptcy legal and other documents pertaining to environmental matters (e.g., settlement term sheet with the City of Frisco).

12) Project Code 12: Responding to Fee Examiner (65.4 hours)

Time billed under this category was for the necessary time and activities that ZC professionals and paraprofessionals spent reviewing preliminary reports issued by the Fee Examiner regarding interim fee applications and preparing highly detailed (involving significant analysis) responses thereto. Activities performed in response to the Fee Examiner preliminary reports include telephonic discussions with the Fee Examiner as well as related email

correspondence. Appropriate staffing levels, including an emphasis on paraprofessionals, were utilized to minimize the cost associated with these activities.

13) Project Code 13: M-CAM / IP (1.6 hours)

Time spent attending and reviewing presentations by M-CAM on the monetization of the Debtor's intellectual property assets as well as analyzing and diligencing the presentations and other documents connected to M-CAM's analysis and related services.

14) Project Code 14: Vernon Observer (100.7 hours)

Activities related to the Committee professionals' role as Vernon Observers regarding the Vernon Facility. Time billed under this matter category includes: (i) performing an assessment of the Vernon Facility management team and related corporate reporting structure, (ii) site visits to the Vernon Facility to better understand ongoing environmental compliance activities and process improvements, (iii) review of communications between the Debtor and the EPA, the SCAQMD and the DTSC, (iv) weekly teleconferences with Tom Strang, Exide V.P. Environmental Health & Safety, (v) communication with Geosyntec and Sierra Research, the Committee's environmental consultants, (vi) attendance of meetings with the DTSC in Sacramento, California, and (vii) attendance at Los Angeles County Health Department meeting in Los Angeles, California.

15) Project Code 15: Alternative DIP Financing (0.4 hours)

This category includes researching and analyzing materials related to the Debtor's pursuit of an alternative DIP provider as well as the search process conducted by the Committee's advisors to obtain alternative DIP financing. Time spent under this category is specific to obtaining a new DIP financing package and is exclusive of analysis on the Debtor's existing DIP financing arrangement billed under Project Code 6: "Liquidity, Cash Management and DIP Analysis".

**Summary of Services Provided During the Final Period**

26. Summarized below is a description of the services provided by ZC to the Committee during the Final Period in each significant service area. The primary focus of ZC was centered around the following areas:

1) *Project Code 1: Planning and Coordination (262.5 hours)*

Includes engagement scoping, resource planning, and engagement execution strategy.

2) *Project Code 2: Meetings with Committee Members and/or Professionals (1,916.7 hours)*

Primarily includes time spent advising and communicating with the Creditors' Committee regarding the status of and developments in the case. In addition, discussion with and analysis completed with other professionals representing the Creditors' Committee is included in this matter category. Multiple in-person Committee meetings were conducted in New York, New York during the Final Period.

3) *Project Code 3: Corporate and Operations Site Visits (763.7 hours)*

Time spent on site at the Company's plants and facilities as well as meetings and discussions held with the Debtor's management. Also includes time spent preparing for, documenting findings and creating analysis of topics covered at these meetings as well as reviewing materials prepared by other Committee advisors. Domestic site visits included several trips to the Company's headquarters in Milton, Georgia; battery recycling facilities located in Vernon, California and Muncie, Indiana as well as trips to battery production facilities in Salina, Kansas, Kansas City, Missouri, and Columbus, Georgia. International management meetings and related site visits included multiple trips to the Debtor's European headquarters in Paris, France and trips to European battery production facilities in Manzanares, Spain; Castanheira, Portugal; Romano, Italy; Poznan, Poland; and Bűdingen, Germany.

4) *Project Code 4: Exide Employee Compensation and Advisor Retention Matters (657.1 hours)*

Includes research and analysis related to Debtor employee matters including assessment of the management team, employee compensation and management incentive plans. Time was spent reviewing and analyzing KIEP, KERP and AIP plans on an individual and aggregate basis. Additionally, time spent reviewing Korn Ferry's, an executive recruiting firm, CEO and

board member search process. Additionally, time spent reviewing the qualifications of recently retained senior level Exide employees (e.g., newly hired V.P. of Environmental Health & Safety and V.P. of Recycling). Activities also include time spent reviewing the proposed retention of Alvarez and Marsal and Robert Caruso, including providing support to the Committee's objections thereto, as well as time reviewing the Debtor's professionals' monthly fee statements to determine reasonableness of costs incurred and areas of focus.

5) *Project Code 5: Other Due Diligence (1,215.5 hours)*

Time spent researching and analyzing relevant information regarding the Debtor's financial and operational state of affairs from public and nonpublic sources, including, but not limited to SEC filings, filings on the electronic court docket, press releases, and management documents and schedules provided in the virtual data room. Additionally, time spent diligencing the Debtor's claims analysis, analyzing pre-petition payments and potential preference actions, insurance premium finance agreements, reviewing monthly operating reports and motions to appoint an equity committee.

6) *Project Code 6: Liquidity, Cash Management and DIP Analysis (1,129.0 hours)*

Activities related to analyzing future funding requirements, time spent analyzing and reviewing weekly cash flow reporting including variances from forecasted amounts, time spent reviewing updated thirteen week cash flow forecasts, and time spent reviewing the Debtor's updated and projected liquidity position in new forecasts and scenarios. Also includes activities related to analyzing the original DIP motion and all proposed amendments, including providing support of the Committee's various objections thereto as well as time spent reviewing or preparing materials for various DIP financing hearings in Wilmington, Delaware.

7) *Project Code 7: Business Plan Analysis and Assessment (3,031.3 hours)*

Time spent reviewing written presentations by the Debtor's management team and its advisors on the Company's five year base-case business plan and revised business plans as well as analyzing and diligencing the business plan supporting documents and other documents germane to the business plan, including the assessment of its reasonableness based upon historical performance, the competitive environment, industry and market conditions,



capital expenditure trends and forecasts, and technology roadmaps and with respect to a successful emergence from chapter 11. ZC spent a considerable amount of time identifying upside opportunities and numerous adjustments<sup>7</sup> to the Debtor's base case business plan. Also includes time spent preparing for, documenting findings and creating analysis of topics covered at these meetings for communication to the Committee. Zolfo Cooper also spent substantial time analyzing the Debtor's restated FY15 6+6 forecast including comparisons to the originally provided FY15 6+6 forecast and the FY15 4+8 forecast. Analysis on the business plan included an assessment of the impact of losing a significant customer in the North American transportation segment.

8) Project Code 8: Plan of Reorganization and Disclosure Statement (332.1 hours)

Activities captured under this matter code include the creation and analysis of draft plan terms sheets to be utilized for negotiation with the Debtor and the UNC on a plan of reorganization. Also includes time spent participating in teleconferences with other Committee professionals to discuss draft terms sheets as well as participating in meetings with the UNC advisors regarding same. Additional activity captured in this matter code include reviewing and participating in discussions regarding the Debtor's draft disclosure statement, plan support agreement, and backstop commitment agreement as well as reviewing documents and participating in discussions regarding the Debtor's sale process. Time included here also incorporates attendance at Disclosure Statement and Plan Confirmation hearings.

9) Project Code 9: Retention, Fee Statements and Fee Applications (742.6 hours)

Time billed under this category was for the necessary time that ZC professionals and paraprofessionals spent preparing the monthly fee statements as well as the interim fee applications. Appropriate staffing levels, including an emphasis on paraprofessionals, were utilized to minimize the cost associated with these activities.

10) Project Code 10: Non-Working Travel Time (796.3 hours)

This category includes all non-working travel time, and is billed at 50% of ZC's regular hourly rates. Trips conducted during the Final Period included multiple in-person meetings

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<sup>7</sup> ZC presented the Debtor with a list of 42 adjustments to improve its base case business plan.

with the Committee held in New York, New York, multiple trips to the Debtor's corporate offices in Alpharetta, Georgia, multiple trips to the Vernon Facility, multiple trips to the Debtor's European headquarters as well as trips to production and recycling facilities located in various European countries, numerous meetings with the DTSC and California Environmental Protection Agency ("CalEPA") held in Sacramento, California, a meeting held in Los Angeles, California with the Los Angeles County Health Department, multiple meetings with the SCAQMD held in Diamond Bar, California, and travel to Wilmington, Delaware to attend various hearings and status conferences with the Court.

11) Project Code 11: Other (375.8 hours)

Time billed under this category was for the necessary time that ZC professionals spent performing tasks and activities that do not fall under the other project categories and include matters related to analysis surrounding pricing trends, reviewing documents and participating in meetings related to tax matters, reviewing publicly available information on the Debtor's competitors and industry, providing fee related information to the Debtor's financial advisor, reviewing documents pertaining to the lead investigation and discussion and review of non-bankruptcy legal and other documents pertaining to environmental matters (e.g., settlement term sheet with the City of Frisco). Time also includes researching and analyzing the NOX emission credits sales agreements.

12) Project Code 12: Responding to Fee Examiner (456.3 hours)

Time billed under this category was for the necessary time and activities that ZC professionals and paraprofessionals spent reviewing preliminary reports issued by the Fee Examiner regarding interim fee applications and preparing highly detailed (involving significant analysis) responses thereto. Activities performed in response to the Fee Examiner preliminary reports include telephonic discussions with the Fee Examiner as well as related email correspondence. Appropriate staffing levels, including an emphasis on paraprofessionals, were utilized to minimize the cost associated with these activities.

13) Project Code 13: M-CAM / IP (81.4 hours)

Time spent attending and reviewing presentations by M-CAM on the monetization of the Debtor's intellectual property assets as well as analyzing and diligencing the presentations and other documents connected to M-CAM's analysis and related services.

14) Project Code 14: Vernon Observer (503.4 hours)

Activities related to the Committee professionals' role as Vernon Observers regarding the Vernon Facility. Time billed under this matter category include: (i) performing an assessment of the Vernon Facility management team and related corporate reporting structure, (ii) site visits to the Vernon facility to better understand ongoing environmental compliance activities and process improvements, (iii) review of communications between the Debtor and the EPA, SCAQMD and the DTSC, (iv) weekly teleconferences with Tom Strang, Exide V.P. Environmental Health & Safety, (v) communication with Geosyntec and Sierra Research, Research, the Committee's environmental consultants, (vi) attendance at meetings with the DTSC and CalEPA in Sacramento, California, (vii) attendance at Community Advisory Committee meetings in Boyle Heights, California, a Los Angeles County Health Department meeting in Los Angeles, California, and (viii) attendance at meetings with the SCAQMD in Diamond Bar, California, and (ix) reviewing files in the environmental virtual data room. Also includes time spent preparing analysis and summaries of environmental issues and topics related to Vernon for communication to the Committee.

16) Project Code 15: Alternative DIP Financing (9.7 hours)

This category includes researching and analyzing materials related to the Debtor's pursuit of an alternative DIP provider as well as the search process conducted by the Committee's advisors to attain alternative DIP financing. Time spent under this category is specific to obtaining a new DIP financing package and is exclusive of analysis on the Debtor's existing DIP financing arrangement billed under Project Code 6: "Liquidity, Cash Management and DIP Analysis".

**Requested Relief**

27. By this Application, ZC requests that the Court approve: (i) the interim allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by ZC during the Seventh Interim Period from December 1, 2014 through March 27, 2015 and (ii) the final allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by ZC during the Final Period from June 24, 2013 through March 27, 2015 . As stated above, the full scope of the services provided and the related expenses incurred during the Seventh Interim Period are fully described in the monthly fee applications for the Prior Monthly Fee Periods that have been previously filed with the Court.

28. ZC has extensive experience in the areas of insolvency, workouts and corporate reorganizations. ZC's services on behalf of the Creditors' Committee have been rendered in a highly efficient manner by professionals who have achieved a high degree of expertise in these areas. The skill and competency of the ZC professionals who have represented the Creditors' Committee have ensured that this case has been administered in the most efficient and expeditious manner.

29. The professional services rendered by ZC have required the continuous expenditure of substantial time and effort, under time pressures which sometimes required the performance of services late into the evening and, on a number of occasions, over weekends and holidays. The services rendered required a high degree of professional competence and expertise in order to be administered with skill and dispatch. During the Seventh Interim Period and Final Period, approximately 1,001.3 and 12,273.4 recorded hours, respectively, were expended by ZC personnel in providing the requested professional services.

30. This Chapter 11 Case is generally regarded as a complex bankruptcy case and novel and complex issues arose during the course of the case. In this Chapter 11 Case, as in many

others in which the firm is involved, ZC's creative approach to problem solving has helped clarify and resolve difficult issues. Indeed, many of the complex issues regarding the Debtor are issues of first impression, with far reaching ramifications. As detailed above, the services ZC provided to the Creditors' Committee were necessary to the case.

31. ZC's involvement in the case during the Final Period was instrumental in: (i) assisting the Creditors' Committee in understanding the Debtor's complex cash management function, (ii) negotiating and ultimately improving the Debtor's terms under its DIP financing loan including improved covenants related to the Debtor's capital expenditure thresholds as well as a three-month extension of time for the DIP milestone deadline for the Debtor to develop its business plan, (iii) negotiating improved and more challenging financial metrics to be utilized by the Debtor in evaluating the Company's performance for purposes of providing employee compensation awards under the Debtor's management incentive plans, (iv) conducting site visits to important manufacturing and recycling locations, both domestically and internationally, to better understand the Debtor's operations and to identify opportunities for improvement, (v) supporting counsel in its investigation of potential causes of action, (vi) formation and serving as one of the Vernon Observers and reporting critical information and updates to the Creditors' Committee related to the Debtors pending negotiations with the DTSC, CalEPA, EPA and SCAQMD, (vii) diligencing, analyzing and preparing adjustments to the Debtor's base case and revised business plans to illustrate and improve additional possible outcomes for the Committee, (viii) assisting the Committee in understanding the presentations and documents connected to M-CAM's analysis of the monetization of the Debtor's intellectual property assets, (ix) continued analysis of the Debtor's liquidity position and projected liquidity needs, (x) analyzing key performance data and occurrences related to the Debtor's operations, (xi) diligencing the Debtor's claims analysis, analyzing pre-petition payments and potential preference actions, (xii) establishing preliminary negotiations with the UNC and (xiii)

creating and analyzing draft plan term sheets to be utilized for negotiations with the Debtor and the UNC on a plan of reorganization.

32. At all relevant times, ZC has been a “disinterested person” as that term is defined in §101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interests of the Creditors' Committee.

33. All services for which compensation is requested by ZC were performed for or on behalf of the Creditors' Committee and not on behalf of the Debtor or any other creditor or other person.


34. ZC has received no payment and no promises for payment from any source other than the Creditors' Committee for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between ZC and any other person other than the partners of ZC for the sharing of compensation to be received for services rendered in this case.

35. The professional services and related expenses for which ZC requests interim and final allowance of compensation and reimbursement of expenses were rendered and incurred in connection with this case in the discharge of ZC's professional responsibilities as bankruptcy consultants and financial advisors to the Creditors' Committee in this Chapter 11 Case. ZC's services have been necessary and beneficial to the Creditors' Committee and other parties in interest.

36. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by ZC is fair and reasonable given: (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, ZC has reviewed the requirements of the Local Rules and the Administrative Order and believes that this Application complies with such Rule and Order.

WHEREFORE, ZC respectfully requests that the Court enter an order providing that ZC be awarded and paid: (i) for the Seventh Interim Period of December 1, 2014 through March 27, 2015, an interim allowance be made to ZC in the sum of \$551,344.50 as compensation for reasonable and necessary professional services rendered, and in the sum of \$4,881.24 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$448,131.72; (ii) for the Final Period of June 24, 2013 through March 27, 2015, a final allowance be made to ZC in the sum of \$6,347,640.30 as compensation for reasonable and necessary professional services rendered, and in the sum of \$167,005.92 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$6,514,646.22; (iii) that the Debtor be authorized and directed to pay to ZC the outstanding amount of such sums; and (iv) for such other and further relief as this Court deems proper.

Dated: June 29, 2015  
New York, New York

  
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David MacGreevey  
Managing Director  
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\_\_\_\_\_  
Notary Public

**ANDREW T GETTLER**  
**NOTARY PUBLIC-STATE OF NEW YORK**  
**No. 01GE6254819**  
**Qualified in Bronx County**  
**My Commission Expires January 23, 2016**



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

In re:

EXIDE TECHNOLOGIES,<sup>1</sup>

Debtor.

Chapter 11

Case No. 13-11482 (KJC)

Hearing Date: TBD

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

**NOTICE OF ZOLFO COOPER LLC'S JOINT: (I) SEVENTH INTERIM  
APPLICATION FOR THE PERIOD OF DECEMBER 1, 2014 THROUGH  
MARCH 27, 2015 AND (II) FINAL FEE APPLICATION FOR THE PERIOD  
FROM JUNE 24, 2013 THROUGH MARCH 27, 2015 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**

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 **Zolfo Cooper LLC's Joint: (I) Seventh Interim Application For The Period Of December 1, 2014 Through March 27, 2015 And (II) Final Fee Application For The Period From June 24, 2013 Through March 27, 2015 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** (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, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801, by **July 20, 2015 at 4:00 p.m. (Eastern Time)** (the "Objection Deadline");<sup>2</sup> and (b) be served so as to be received on or before the Objection Deadline by:

(i) the Applicant: Zolfo Cooper LLC, 1114 Avenue of the Americas, 41<sup>st</sup> Floor, New York, NY 10036, Attn: Jonathan A. Mitchell;

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

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



(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.;

(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 42<sup>nd</sup> Street, 40<sup>th</sup> Floor, New York, NY 10017, Attn: James R. Lewis and Foley & Lardner LLP, 321 North Clark Street, Suite 2800, Chicago, IL 60654, Attn: Mark F. Hebbeln;

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

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

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

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

FILED A TIMELY OBJECTION WILL BE HEARD AT THE HEARING.

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

Dated: June 29, 2015  
Wilmington, Delaware

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**CERTIFICATE OF SERVICE**

I, Erin R. Fay, certify that I am not less than 18 years of age, and that service of the foregoing **Zolfo Cooper LLC's Joint: (I) Seventh Interim Application For The Period Of December 1, 2014 Through March 27, 2015 And (II) Final Fee Application For The Period From June 24, 2013 Through March 27, 2015 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** was caused to be made on June 29, 2015, in the manner indicated, upon the entities identified below and on the attached service list.

Date: June 29, 2015

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

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