

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP  
30 Rockefeller Plaza  
New York, New York 10112  
Telephone: (212) 653-8700  
Facsimile: (212) 653-8701  
Carren B. Shulman, Esq.

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP  
333 S. Hope Street, 43<sup>rd</sup> Floor  
Los Angeles, CA 90071  
Telephone: (213)-620-1780  
Facsimile: (213)-443-2839  
Randolph C. Visser, Esq.  
Richard W. Brunette, Esq.

*Special Counsel to the Debtor*

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

-----	X
	:
<i>In re</i>	: <b>Chapter 11</b>
	:
<b>EXIDE TECHNOLOGIES</b>	: <b>Case No. 13-11482 (KJC)</b>
	:
<b>Debtor.</b>	: <b>Obj. Due: Nov. 15, 2013 at 4:00 p.m.</b>
	: <b>(Eastern)</b>
-----	X

**MONTHLY FEE APPLICATION OF  
SHEPPARD, MULLIN, RICHTER & HAMPTON LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT  
OF EXPENSES INCURRED AS SPECIAL COUNSEL TO THE DEBTOR  
FOR THE PERIOD FROM SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013**

Sheppard, Mullin, Richter & Hampton LLP ("**Applicant**"), special counsel for Exide Technologies (the "**Debtor**"), submits this monthly application covering the period of time from September 1, 2013 through September 30, 2013 (the "**Monthly Application Period**"), pursuant to the *Order Pursuant to 11 U.S.C. §§ 105(a) and 33, Bankruptcy Rule 2016, and Local Bankruptcy Rule 2012-2 Establishing Interim Compensation Procedures*, entered on July 11, 2013 [Docket No. 330].

**Name of Applicant:** Sheppard, Mullin, Richter & Hampton LLP

**Role of Applicant:** Special Counsel to the Debtor

**Date of Retention:** July 9, 2013 [Dk. No. 280]  
(*Nunc Pro Tunc* to June 10, 2013)

**Period for Which Compensation and Expense Reimbursement is Sought:** September 1, 2013 through September 30, 2013

**Total Fees Incurred:** \$234,613.00

**Holdback (20%):** (\$46,922.60)

**Total Fees Due for Monthly Application Period:** \$187,690.40

**Total Expenses Incurred:** \$1,423.27

**Total Fees and Expenses Due for Monthly Application Period:** **\$189,113.67**

This is a Monthly Fee Application

<b><u>SUMMARY OF FEES AND EXPENSES BY MATTER</u></b>					
<b><u>Matter Name</u></b>	<b><u>Matter Number</u></b>	<b><u>Total Hours</u></b>	<b><u>Total Fees</u></b>	<b><u>Total Expenses</u></b>	<b><u>Exhibit<sup>1</sup></u></b>
California Environmental Litigation	179651	287.5	\$150,038.50	\$1,187.52	A
Proposition 65 Claim	179665	2.5	\$1,255.50	\$0.00	B
Regulatory Compliance and Permitting	179728	173.8	\$83,319.00	\$235.75	C
<b>TOTAL</b>		<b>463.8</b>	<b>\$234,613.00</b>	<b>\$1,423.27</b>	

<sup>1</sup> The bills attached as exhibits here have been modified to remove privileged and confidential information. All requests for original bills shall be made to Carren Shulman at the contact information provided in this application.

<b>SUMMARY OF PROFESSIONALS AND PARAPROFESSIONALS PROVIDING SERVICES</b>				
<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Billing Rate</u><sup>2</sup></b>	<b><u>Total Hours</u></b>	<b><u>Total Fees</u></b>
Carren B. Shulman	Partner	\$665.00	3.8	\$2,527.00
Richard W. Brunette	Partner	\$595.00	1.0	\$595.00
Randolph C. Visser	Partner	\$575.00	142.2	\$81,765.00
Stephen J. O'Neil	Partner	\$575.00	56.3	\$32,372.50
Jeffrey J. Parker	Partner	\$575.00	24.6	\$14,145.00
Olivier F. Theard	Partner	\$445.00	142.8	\$63,546.00
Steven O. Kramer	Partner	\$625.00	14.4	\$9,000.00
Robert H. Philibosian	Of Counsel	\$725.00	4.9	\$3,552.50
Alison N. Kleaver	Associate	\$455.00	30.9	\$14,059.50
Shawn K. Watts	Associate	\$295.00	33.8	\$9,971.00
Mercedes A. Cook	Associate	\$265.00	4.7	\$1,245.50
Jeffrey A. Kaye	Contract Attorney	\$510.00	3.4	\$1,734.00
Claudia M. Luna	Paralegal	\$100.00	1.0	\$100.00
<b>TOTAL</b>			<b>463.8</b>	<b>\$234,613.00</b>

<sup>2</sup> These rates reflect an aggregate discount of 15.87% off of Applicant's standard rates.

<b><u>SUMMARY OF EXPENSES BY CATEGORY</u></b>	
<b><u>Description of Expense</u></b>	<b><u>Total Amount Incurred</u></b>
Delivery Charges	\$36.00
PACER	\$12.70
Copies	\$404.85
Phone Charges	\$0.17
Court Fees	\$60.00
Food	\$67.75
Parking	\$59.00
Taxi	\$63.50
Airfare	\$498.80
Hotel	\$220.50
<b>TOTAL</b>	<b>\$1,423.27</b>

Dated: Wilmington, Delaware  
October 25, 2013

SHEPPARD, MULLIN, RICHTER &  
HAMPTON LLP

          /s/Carren Shulman            
By: Carren Shulman, Admitted Pro Hac  
Vice  
30 Rockefeller Plaza  
New York, New York 10112  
Telephone: (212) 653-8700  
Facsimile: (212) 653-8701

- and-

Randolph C. Visser, Esq.  
Richard W. Brunette, Esq.  
333 S. Hope Street, 43rd Floor  
Los Angeles, CA 90071  
Telephone: (213)-620-1780  
Facsimile: (213)-443-2839

**CERTIFICATE OF SERVICE**

I hereby certify that on October 25, 2013, I caused a copy of the foregoing *Monthly Fee Application of Sheppard, Mullin, Richter and Hampton LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Special Counsel to the Debtor for the Period from September 1, 2013 through September 30, 2013* to be sent by overnight delivery to the parties listed below.

By: /s/ Randolph C. Visser  
Randolph C. Visser

Exide Technologies  
Attn: Phillip A. Damaska  
1300 Deerfield Parkway  
Building 200  
Milton, GA 30004

Kenneth S. Ziman, Esq.  
J. Eric Ivester, Esq.  
Skadden Arps Slate Meagher & Flom LLP  
Four Times Square  
New York, NY 10036

Anthony W. Clark, Esq.  
Skadden Arps Slate Meagher & Flom LLP  
One Rodney Square  
P.O. Box 636  
Wilmington, DE 19899-0636

James J. Mazza, Jr., Esq.  
Skadden Arps Slate Meagher & Flom, LLP  
155 North Wacker Drive  
Chicago, IL 60606-1720

Damian S. Schaible, Esq.  
Davis, Polk & Wardwell LLP  
450 Lexington Avenue  
New York, NY 10017

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

David B. Kurzweil, Esq.  
Greenberg Traurig, LLP  
3333 Piedmont Road NE  
Suite 2500  
Atlanta, GA 30305

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

Wells Fargo Bank, N.A.  
Attn: Corporate Trust Service – Exide  
Technologies  
7000 Central Parkway NE  
Suite 550  
Atlanta, GA 30328

Cindy Woodward  
U.S. Bank Corporate Trust Services  
Global Corporate Trust Services  
60 Livingston Avenue  
EP-MN-WS1D  
St. Paul, MN 55107

Alice Belisle Eaton, Esq.  
Paul, Weiss, Rifkind, Wharton & Garrison LLP  
1285 Avenue of the Americas  
New York, NY 10019

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

Office of the United States Trustee for the  
District of Delaware  
Attn: Mark Kenney, Esq.  
Room 2207, Lockbox 35  
844 North King Street  
Wilmington, DE 19801

Sharon L. Levine, Esq.  
Creditors' Committee  
Lowenstein Sandler LLP  
65 Livingston Avenue  
Roseland, NJ 07068

Robert J. Dehney, Esq.  
Morris, Nichols, Arsht & Tunnell LLP  
1201 N. Market Street  
Suite 1600  
Wilmington, DE 19801

**Exhibit A**

**Remittance Copy*****Please return this page with your payment.***Exide Technologies  
< **This is an e-Billing matter.** >SMRH Tax ID 95-1463164  
October 9, 2013  
Invoice 223099138Our Matter No. 18NJ-179651  
Exide DIP - California Environmental Litigation  
Billing Atty: Randolph C. Visser**Your Reference No.** 201400020**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH SEPTEMBER 30, 2013

Current Fees \$ 150,038.50  
Current Disbursements \$ 1,187.52

Total Current Activity \$ 151,226.02

Total Due for This Invoice \$ 151,226.02**SUMMARY OF TIMEKEEPER FEES**

<u>Tkpr</u> <u>Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg.</u> <u>Rate/Hr</u>	<u>Dollars</u>
2614	Steven O. Kramer	12.80	\$ 625.00	\$ 8,000.00
0077	Richard W. Brunette	1.00	\$ 595.00	\$ 595.00
0515	Stephen J. O'Neil	56.30	\$ 575.00	\$ 32,372.50
0734	Jeffrey J. Parker	23.50	\$ 575.00	\$ 13,512.50
0536	Carren Shulman	3.80	\$ 665.00	\$ 2,527.00
0364	Randolph C. Visser	96.00	\$ 575.00	\$ 55,200.00
2078	Olivier F. Theard	18.00	\$ 445.00	\$ 8,010.00
0126	Robert H. Philibosian	4.90	\$ 725.00	\$ 3,552.50
2471	Alison N. Kleaver	30.10	\$ 455.00	\$ 13,695.50
2772	Shawn K. Watts	33.80	\$ 295.00	\$ 9,971.00
2747	Mercedes A. Cook	2.90	\$ 265.00	\$ 768.50
0946	Jeffrey A. Kaye	3.40	\$ 510.00	\$ 1,734.00
0342	Claudia M. Luna	1.00	\$ 100.00	\$ 100.00

Payment Terms: Balance due upon receipt of this statement.



Exide Technologies  
 < This is an e-Billing matter. >

SMRH Tax ID 95-1463164  
 October 9, 2013  
 Invoice 223099138

Our Matter No. 18NJ-179651  
 Exide DIP - California Environmental Litigation  
 Billing Atty: Randolph C. Visser

Your Reference No. 201400020

**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH SEPTEMBER 30, 2013

Current Fees \$ 150,038.50  
 Current Disbursements \$ 1,187.52

Total Current Activity \$ 151,226.02  
 Total Due for This Invoice \$ 151,226.02

**SUMMARY OF TIMEKEEPER FEES**

<u>Tkpr Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg. Rate/Hr</u>	<u>Dollars</u>
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0364	Randolph C. Visser	96.00	\$ 575.00	\$ 55,200.00
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2471	Alison N. Kleaver	30.10	\$ 455.00	\$ 13,695.50
2772	Shawn K. Watts	33.80	\$ 295.00	\$ 9,971.00
2747	Mercedes A. Cook	2.90	\$ 265.00	\$ 768.50
0946	Jeffrey A. Kaye	3.40	\$ 510.00	\$ 1,734.00
0342	Claudia M. Luna	1.00	\$ 100.00	\$ 100.00

Payment Terms: Balance due upon receipt of this statement.

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 Randolph C. Visser

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FOR PROFESSIONAL SERVICES THROUGH 09/30/13

**FEE DETAIL**

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
<b>Fee/Employment Applications</b>				
09/03/13	B160	Analyzed Post-petition fee information.	0077	.60 hrs.
09/05/13	B160	Address client requests regarding applications.	0536	.40 hrs.
09/06/13	B160	Analyzed fee application question.	0077	.40 hrs.
09/09/13	B160	Review August 2013 portion of Monthly Fee Application.	2772	3.10 hrs.
09/10/13	B160	Review August 2013 portion of Monthly Fee Application.	2772	2.20 hrs.
09/11/13	B160	Review August 2013 portion of Monthly Fee Application.	2772	3.10 hrs.
09/12/13	B160	Review August 2013 portion of Monthly Fee Application.	2772	4.10 hrs.
09/13/13	B160	Review August 2013 portion of Monthly Fee Application.	2772	4.40 hrs.
09/16/13	B160	Review August 2013 portion of Monthly Fee Application (3.4). Begin drafting August 2013 Monthly Fee Application (2.4).	2772	5.80 hrs.
09/17/13	B160	Draft, review, and revise Certificate of No Objection for July Monthly Fee Application (1.2). Draft August Monthly Fee Application (3.9).	2772	5.10 hrs.
09/18/13	B160	Prepare and submit final draft of fee application and invoices.	2772	1.40 hrs.
09/19/13	B160	Prepare and file final Certificate of No Objection for July Fee Application (.6). Correspond with claims agent (.3).	2772	.90 hrs.

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 Randolph C. Visser

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**FEE DETAIL**

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
09/23/13	B160	Revise August Monthly Fee Application.	2772	.60 hrs.
09/24/13	B160	Review application procedures (0.7); edit application (1.3); correspond with team (0.4).	0536	2.40 hrs.
09/24/13	B160	Review and revise August Monthly Fee Application.	2772	1.10 hrs.
09/25/13	B160	Final revision to August Monthly Fee Application.	2772	.80 hrs.
09/26/13	B160	Review and approve fee application for filing.	0536	.40 hrs.
09/26/13	B160	Emails and phone conferences re filing and billing procedures.	2772	.60 hrs.
09/27/13	B160	Review and file August Monthly Fee Application.	2772	.60 hrs.

*Timekeeper Summary of: Fee/Employment Applications*

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
0077	Richard W. Brunette	1.00	\$ 595.00	\$595.00
0536	Carren Shulman	3.20	\$ 665.00	\$2,128.00
2772	Shawn K. Watts	33.80	\$ 295.00	\$9,971.00
	<i>Totals</i>	<u>38.00</u>	<u>\$ 334.05</u>	<u>\$ 12,694.00</u>

**Fact Gathering**

09/24/13	C100	Conferred with team about client.	2747	1.00 hrs.
09/27/13	C100	Research and forward proposed environmental consultants for creditors' committee.	0364	.90 hrs.

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*Timekeeper Summary of: Fact Gathering*

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
0364	Randolph C. Visser	0.90	\$ 575.00	\$517.50
2747	Mercedes A. Cook	1.00	\$ 265.00	\$265.00
	<i>Totals</i>	<u>1.90</u>	<u>\$ 411.84</u>	<u>\$ 782.50</u>

**Analysis and Advice**

09/06/13	C300	Email and advise Exide team.	0126	.30 hrs.
09/09/13	C300	Participated in conference with Exide team.	0126	1.00 hrs.
09/12/13	C300	Read and analyzed public notice (0.2); Exchanged emails re public notice Exide team (0.2).	0126	.40 hrs.
09/27/13	C300	Reviewed and analyzed the documents.	0126	2.10 hrs.
09/27/13	C300	Review and evaluation of documents.	0364	.70 hrs.
09/30/13	C300	Read website publication from California State Senator DeLeon; Conferred with client.	0126	.30 hrs.
09/30/13	C300	Review and analysis of legal issues and related review work plan.	0364	1.20 hrs.

*Timekeeper Summary of: Analysis and Advice*

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
0126	Robert H. Philibosian	4.10	\$ 725.00	\$2,972.50
0364	Randolph C. Visser	1.90	\$ 575.00	\$1,092.50
	<i>Totals</i>	<u>6.00</u>	<u>\$ 677.50</u>	<u>\$ 4,065.00</u>

**Third Party Communication**

09/04/13	C400	Telephone conference (.5); Exchanged emails (.3).	0126	.80 hrs.
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 Randolph C. Visser

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09/26/13 C400 Review and respond to numerous emails. 0364 1.10 hrs.

*Timekeeper Summary of: Third Party Communication*

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
0126	Robert H. Philibosian	0.80	\$ 725.00	\$580.00
0364	Randolph C. Visser	1.10	\$ 575.00	\$632.50
<i>Totals</i>		<u>1.90</u>	<u>\$ 638.16</u>	<u>\$ 1,212.50</u>

**Fact Investigation/Development**

09/13/13 L110 Reviewed data (1.1). 0515 1.10 hrs.  
 09/13/13 L110 Reviewed data and related correspondence from  
 consultants. 0734 .30 hrs.

*Timekeeper Summary of: Fact Investigation/Development*

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
0515	Stephen J. O'Neil	1.10	\$ 575.00	\$632.50
0734	Jeffrey J. Parker	0.30	\$ 575.00	\$172.50
<i>Totals</i>		<u>1.40</u>	<u>\$ 575.00</u>	<u>\$ 805.00</u>

**Analysis/Strategy**

09/03/13 L120 Reviewed press stories (0.1) and conferred (0.1). 0515 .20 hrs.  
 09/16/13 L120 Strategized. 2471 .20 hrs.  
 09/18/13 L120 Researched and analyzed authority. 2471 3.70 hrs.  
 09/19/13 L120 Reviewed media reports and exchanged  
 correspondence with clients (1.8). Conferred re  
 strategy (0.6). 0734 2.40 hrs.

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 Randolph C. Visser

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09/19/13	L120	Researched and analyzed legal matters.	2471	4.30 hrs.
09/23/13	L120	Reviewed correspondence and analysis of draft regulations (0.6). Reviewed draft declaration and outline of opposition brief (0.3).	0734	.90 hrs.
09/23/13	L120	Review legal issues.	0536	.60 hrs.
09/24/13	L120	Telephone conference re strategy.	0734	.80 hrs.
09/24/13	L120	Conferred with team re status and strategy.	0364	.80 hrs.
09/24/13	L120	Prepared for and participated in meeting with litigation team to strategize concerning upcoming filings.	2078	1.10 hrs.
09/24/13	L120	Strategized re upcoming litigation.	2471	1.10 hrs.
09/25/13	L120	Reviewed notice and facts re bankruptcy bar date and related correspondence (0.3). Reviewed press reports (0.3).	0734	.60 hrs.
09/25/13	L120	Analyzed discussion for bankruptcy filing	2078	.40 hrs.
09/26/13	L120	Review of draft stipulation to court.	0364	.60 hrs.
09/26/13	L120	Engaged in conference call.	2078	.50 hrs.
09/30/13	L120	Researched and analyzed California law.	2747	1.50 hrs.
<b>Review/Analyze</b>				
09/27/13	L120	Reviewed e-mails.	2614	.20 hrs.

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 Randolph C. Visser

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*Timekeeper Summary of: Analysis/Strategy*

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
0364	Randolph C. Visser	1.40	\$ 575.00	\$805.00
0515	Stephen J. O'Neil	0.20	\$ 575.00	\$115.00
0536	Carren Shulman	0.60	\$ 665.00	\$399.00
0734	Jeffrey J. Parker	4.70	\$ 575.00	\$2,702.50
2078	Olivier F. Theard	2.00	\$ 445.00	\$890.00
2471	Alison N. Kleaver	9.30	\$ 455.00	\$4,231.50
2614	Steven O. Kramer	0.20	\$ 625.00	\$125.00
2747	Mercedes A. Cook	1.50	\$ 265.00	\$397.50
	<i>Totals</i>	<u>19.90</u>	<u>\$ 485.70</u>	<u>\$ 9,665.50</u>

**Document/File Management**

09/10/13	L140	Reviewed pleadings and assembled selective pleadings containing case history.	0342	.40 hrs.
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**Manage data/files**

09/26/13	L140	Reviewed in-house files and Court's docket.	0342	.40 hrs.
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*Timekeeper Summary of: Document/File Management*

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
0342	Claudia M. Luna	0.80	\$ 100.00	\$80.00
	<i>Totals</i>	<u>0.80</u>	<u>\$ 100.00</u>	<u>\$ 80.00</u>

**Settlement/Non-Binding ADR**

08/28/13	L160	Reviewed draft legal documents.	0515	.50 hrs.
09/03/13	L160	Telephone conferences and emails Exide re status and strategy (1.4).	0364	1.40 hrs.

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 Randolph C. Visser

October 9, 2013  
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09/05/13	L160	Review and respond to numerous emails from client (0.8). Preparation of email to client (0.3).	0364	1.10 hrs.
09/06/13	L160	Telephone conferences and emails re status and strategy (1.3).	0364	1.30 hrs.
09/09/13	L160	Telephone conferences and emails with Exide re legal status and related review of documents (0.8). Telephone conferences and emails re bankruptcy and creditors' committee briefing and related review of documents (0.6).	0364	1.40 hrs.
09/10/13	L160	Telephone conferences and emails with Exide (1.2). Preparation of legal documents (1.6). Review and revision legal documents (0.6). Telephone conferences and emails with other counsel (0.6). Continued preparation of legal presentation for Exide and related review of numerous client documents (0.8). Review and respond to emails from other counsel and Exide (0.8). Research, obtain and forward key legal documents to other counsel (0.7). Numerous telephone conferences and emails and related review of draft agreements (0.8).	0364	7.10 hrs.
09/10/13	L160	Drafted summary legal documents.	0946	.80 hrs.
09/11/13	L160	Reviewed latest draft of legal documents.	0734	1.00 hrs.
09/11/13	L160	Numerous telephone conferences and emails Exide (2.1). Teleconference other counsel and Exide (0.6). Teleconference other counsel and Creditors Committee (1.0). Continued preparation of summary and status report for Exide and related review of documents (1.7).	0364	5.40 hrs.
09/11/13	L160	Reviewed latest documents.	2078	.50 hrs.
09/12/13	L160	Telephone conferences and emails Exide, Skadden and DTSC.	0364	.80 hrs.
09/13/13	L160	Reviewed draft legal documents.	0515	.60 hrs.



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 Randolph C. Visser

October 9, 2013  
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09/13/13	L160	Numerous telephone conferences and emails Exide re review and analysis of legal documents (1.6). Review and respond to numerous emails from Exide re legal issues and related review of documents (1.1).	0364	2.70 hrs.
09/13/13	L160	Reviewed and analyzed DTSC revisions to legal documents (0.8); Engaged in conference call with client (1.7).	2078	2.50 hrs.
09/14/13	L160	Review and respond to numerous emails from Exide and consultants.	0364	.90 hrs.
09/14/13	L160	Reviewed correspondence.	2078	.70 hrs.
09/15/13	L160	Revised revisions to legal documents.	0946	.30 hrs.
09/16/13	L160	Reviewed current draft of legal documents and proposed changes.	0734	1.10 hrs.
09/16/13	L160	Teleconference Exide, other counsel and consultants re strategy and review of documents (1.3). Review, analysis and evaluation of proposed changes (2.3). Telephone conferences and emails other counsel and Exide re legal issues (1.2). Preparation of summary list of key issues and related review of documents (1.1). Telephone conferences and emails re technical issues (0.6). Telephone conferences and emails Exide re status and strategy (0.6). Preparation of summary list of significant and important issues and history (1.8).	0364	8.90 hrs.
09/16/13	L160	Reviewed and analyzed settlement revisions and correspondence re revisions (1.0); Participated in conference call with client regarding revisions (.6).	2078	1.60 hrs.
09/16/13	L160	Analysis of changes to legal documents.	0946	.70 hrs.
09/17/13	L160	Analyzed summary of key issues, draft legal documents and proposed changes.	0734	1.70 hrs.
09/17/13	L160	Review and respond to numerous emails from Exide (0.9). Teleconference Exide re status and strategy (1.1). Preparation for continued legal actions (1.1).	0364	3.10 hrs.

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09/17/13	L160	Conferred re changes.	0946	.30 hrs.
09/18/13	L160	Conference and reviewed documents and e-mails.	2614	.60 hrs.
09/18/13	L160	Attended meeting with Exide issues.	0515	.50 hrs.
09/18/13	L160	Analyzed draft legal document, proposed revisions, and comments (1.8). Conferred re key points (0.4).	0734	2.20 hrs.
09/18/13	L160	Telephone conference and exchanged correspondence with Exide counsel re strategy (1.6). Conferred re media inquiries.	0734	1.60 hrs.
09/18/13	L160	Review and evaluation of proposed draft documents and preparation for continued legal actions (2.2). Attend meeting with Exide in preparation (0.9). Teleconference DTSC and Exide (1.8). Attend meetings and telephone conferences and emailed Exide re status and strategy (1.8). Research re law (1.7). Review and evaluation of SCAQMD meeting.	0364	8.40 hrs.
09/18/13	L160	Reviewed the revised documents and notes thereto.	2078	.60 hrs.
09/19/13	L160	Drafted revised version of legal documents.	2614	.50 hrs.
09/19/13	L160	Reviewed and revised recent drafts of legal documents.	2614	3.60 hrs.
09/19/13	L160	Met and strategized.	2614	1.30 hrs.
09/19/13	L160	Review and revise draft proposed legal documents and related review of client documents (4.5). Review and respond to numerous emails from client, Skadden and UCC (1.2). Research re legal issues (1.1). Telephone conferences and emails DTSC (0.6). Continue revision of proposed draft legal documents. Numerous telephone conferences re legal issues (1.3).	0364	8.70 hrs.
09/19/13	L160	Revised Stipulation.	0946	.90 hrs.
09/20/13	L160	Teleconference with bankruptcy lender counsel and Skadden re AQMD issues.	0364	.80 hrs.

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09/20/13	L160	Numerous telephone conferences and emails Exide re legal issues and related review of documents (1.9). Review and respond to emails from Skadden (0.6). Review and revision of proposed legal documents (0.8). Telephone conferences and emails DTSC re legal issues (0.6). Telephone conferences and emails obtaining new documents (0.6). Teleconference Exide, other counsel, in review and revision of proposed documents, strategy and issues (1.6). Review and revision of proposed legal documents (1.3). Preparation of email and telephone conference with DTSC (0.4).	0364	7.80 hrs.
09/20/13	L160	Reviewed and revised bankruptcy court filing documents and motion.	2078	.90 hrs.
09/22/13	L160	Telephone conferences and emails Exide re review of issues and schedule (0.8). Research re law(1.3).	0364	2.10 hrs.
09/22/13	L160	Read and reviewed bankruptcy motion (.9); Read and analyzed CBE's request for intervention (.8).	2078	1.70 hrs.
09/23/13	L160	E-mails regarding legal issues.	2614	.30 hrs.
09/23/13	L160	Telephone conferences and emails Exide and other counsel (1.2). Review and revision of motion and related review of documents (1.3). Preparation of email to Exide (0.4). Telephone conference with team re status and strategy (0.4).	0364	3.30 hrs.
09/23/13	L160	Reviewed and revised motion.	2078	.70 hrs.
09/24/13	L160	Telephone conferences and emails Exide in review of issues and strategy (2.6). Preparation of emails to Exide re status (0.4). Review and evaluation of legal issues (0.6). Review and respond to emails from Skadden re legal issues (0.4). Review and revision of summary for Exide (0.5). Conferred with team re issues and related revision to legal documents (0.4). Teleconference with Exide re status and strategy of all issues (0.8). Preparation of emails to DTSC and Skadden (0.4).	0364	6.10 hrs.
09/25/13	L160	Reviewed e-mails.	2614	.20 hrs.

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09/25/13	L160	Reviewed legal document revisions by DTSC.	2614	.50 hrs.
09/25/13	L160	Review and respond to numerous emails from Skadden and DTSC (1.3). Telephone conferences and emails and review and respond to emails from Exide re legal issues and related review of documents (1.4).	0364	2.70 hrs.
09/26/13	L160	Meeting with team and reviewed documents.	2614	.60 hrs.
09/26/13	L160	Post conference calls with Exide and reviewed documents.	2614	1.30 hrs.
09/26/13	L160	Conference call with DTSC and reviewed documents.	2614	2.20 hrs.
09/26/13	L160	Reviewed and revised legal documents.	2614	.80 hrs.
09/26/13	L160	Reviewed e-mails with proposed edits and comments.	2614	.70 hrs.
09/26/13	L160	Reviewed latest draft of legal documents and summary of disputed issues.	0734	.90 hrs.
09/26/13	L160	Review and analysis of DTSC proposed draft revisions and related review of documents (1.6). Teleconference Exide re status and strategy and preparation for continued legal action (1.2). Teleconference DTSC, Exide (2.1). Review and revision of proposed draft legal documents to incorporate changes and agreements from DTSC (2.6). Conferred with and telephone conference with Exide re results (0.8).	0364	8.30 hrs.
09/26/13	L160	Reviewed settlement terms and emails.	2078	.40 hrs.
09/27/13	L160	Review and respond to numerous emails from Exide, re status and strategy (0.9). Telephone conferences and emails with DTSC.	0364	1.20 hrs.
09/29/13	L160	Reviewed legal documents.	0946	.40 hrs.

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09/30/13	L160	Telephone conferences and emails with Exide re status and strategy (0.8). Review and revision of proposed draft legal documents (0.7). Review and respond to emails from Exide re legal issues (0.4). Preparation of potential provisions and related review of proposed draft documents (0.5).	0364	2.40 hrs.
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*Timekeeper Summary of: Settlement/Non-Binding ADR*

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
0364	Randolph C. Visser	85.90	\$ 575.00	\$49,392.50
0515	Stephen J. O'Neil	1.60	\$ 575.00	\$920.00
0734	Jeffrey J. Parker	8.50	\$ 575.00	\$4,887.50
0946	Jeffrey A. Kaye	3.40	\$ 510.00	\$1,734.00
2078	Olivier F. Theard	9.60	\$ 445.00	\$4,272.00
2614	Steven O. Kramer	12.60	\$ 625.00	\$7,875.00
	<i>Totals</i>	121.60	\$ 568.10	\$ 69,081.00

**Other Case Assessment**

09/09/13	L190	Telephone conferences and emails Exide re case status and strategy and related research.	0364	.80 hrs.
09/10/13	L190	Review of amended securities class action complaint (0.6). Telephone conferences and emails Exide re class action complaint (0.3).	0364	.90 hrs.
09/10/13	L190	Reviewed material and prepared summary of litigation for client's Board of Directors (6.2); Reviewed documents and correspondence re terms (.2).	2078	6.40 hrs.
09/16/13	L190	Reviewed materials on data (2.7). Reviewed risk reduction plan (.1).	0515	2.80 hrs.
09/18/13	L190	Conferred with client re issues.	0515	.40 hrs.
09/25/13	L190	Reviewed data (.7). Reviewed communications (.2).	0515	.90 hrs.
09/25/13	L190	Reviewed pleadings file.	0342	.20 hrs.

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*Timekeeper Summary of: Other Case Assessment*

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
0342	Claudia M. Luna	0.20	\$ 100.00	\$20.00
0364	Randolph C. Visser	1.70	\$ 575.00	\$977.50
0515	Stephen J. O'Neil	4.10	\$ 575.00	\$2,357.50
2078	Olivier F. Theard	6.40	\$ 445.00	\$2,848.00
	<i>Totals</i>	12.40	\$ 500.24	\$ 6,203.00

**Pleadings**

08/28/13	L210	Prepared stipulation and order to continue date of administrative hearing (1.8); Conferred multiple times with DTSC (1.3); Conferred re stipulation terms (.7); Conferred with client (.4); Revised stipulation multiple times (1.0).	0515	5.20 hrs.
08/29/13	L210	Negotiated and discussed stipulation terms with DTSC (2.6). Conferred re stipulation to continue hearing (.9). Conferred with Exide clients (.5). Negotiated additional terms of stipulation to continue hearing and revised stipulation. (1.1)	0515	5.10 hrs.
09/17/13	L210	Reviewed Order to Show Cause and reviewed data to prepare response.	0515	1.70 hrs.
09/18/13	L210	Reviewed Preliminary Injunction Order to prepare Opposition to Order (.6). Prepared outline of response to Order to Show Cause (2.1). Corresponded with Exide on Order to Show Cause (.7).	0515	3.40 hrs.
09/23/13	L210	Prepared legal documents (7.30). Reviewed documents (.4). Prepared opposition (.5).	0515	8.20 hrs.
09/24/13	L210	Prepared legal documents (5.3). Prepared opposition to order to show cause (1.0).	0515	6.30 hrs.

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09/25/13	L210	Prepared draft and revisions of legal documents (7.2). Reviewed motion (.3). Participated in call with team to discuss documents (.2).	0515	7.70 hrs.
09/25/13	L210	Reviewed and analyzed motion.	2471	1.50 hrs.
09/26/13	L210	Conferred with other counsel re potential issues (.10). Reviewed motion (1.0).	0515	1.10 hrs.
09/26/13	L210	Participated in multiple telephone calls with counsel for DTSC and counsel for CBE (.30). Prepared ex parte application to continue hearing date and conferred re same (2.10). Conducted conference call (1.0). Conferred multiple times re stipulation to continue hearing date (.20). Conferred regarding ex parte notice (.10). Corresponded with client re stipulation (.20). Prepared stipulation (.80). Provided written ex parte notice (.20). Reviewed exhibits (1.60). Revised legal documents (4.10).	0515	10.60 hrs.

*Timekeeper Summary of: Pleadings*

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
0515	Stephen J. O'Neil	49.30	\$ 575.00	\$28,347.50
2471	Alison N. Kleaver	1.50	\$ 455.00	\$682.50
	<i>Totals</i>	50.80	\$ 571.46	\$ 29,030.00

**Written Motions/Submissions**

09/17/13	L250	Reviewed Superior Court order to show cause re injunction and conferred re same.	0734	.40 hrs.
09/20/13	L250	Reviewed CBE motion to intervene in Superior Court case.	0734	.80 hrs.
09/20/13	L250	Review and revise proposed draft motion and documents (1.2). Review and respond to emails (0.6).	0364	1.80 hrs.
09/20/13	L250	Reviewed and analyzed CBE's motion to intervene.	2471	.70 hrs.

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09/23/13	L250	Review and revise proposed draft motion.	0364	.50 hrs.
09/25/13	L250	Conferred re strategy (0.4). Reviewed correspondence and updates from consultants (0.6). Worked on technical sections of legal documents (0.9). Reviewed workplan and related DTSC correspondence (0.8). Reviewed DTSC public statements (0.7).	0734	3.40 hrs.
09/25/13	L250	Reviewed Motion in preparation for drafting opposition to motion.	2747	.40 hrs.
09/26/13	L250	Reviewed and revised legal documents (0.6). Telephone conference re data (0.4). Prepared correspondence to Exide legal team re call and plan (0.4).	0734	1.40 hrs.
09/26/13	L250	Prepared opposition to CBE's motion to intervene.	2471	3.90 hrs.
09/26/13	L250	Prepared ex parte application for continuation of hearing dates.	2471	3.20 hrs.
09/27/13	L250	Reviewed correspondence re outcome of ex parte hearing, Judge's comments, and plan for declaration (0.4). Reviewed update from consultant (0.3).	0734	.70 hrs.
09/27/13	L250	Attended ex parte hearing on application for continuance of hearing dates.	2471	1.40 hrs.
09/27/13	L250	Prepared notice of entry of order granting continuance of hearing dates.	2471	.60 hrs.
09/27/13	L250	Drafted opposition to CBE's motion to intervene.	2471	5.50 hrs.
09/28/13	L250	Prepared opposition to CBE's motion to intervene.	2471	2.60 hrs.
09/30/13	L250	Telephone conference re strategy re opposition to OSC (0.3). Reviewed draft legal documents and data for possible use in brief (0.9). Prepared outline and draft of opposition (2.1).	0734	3.30 hrs.
09/30/13	L250	Emails and telephone conferences re preparation of response to OSC and review of documents.	0364	.80 hrs.



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09/30/13 L250 Prepared opposition to CBE's motion. 2471 1.40 hrs.

*Timekeeper Summary of: Written Motions/Submissions*

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
0364	Randolph C. Visser	3.10	\$ 575.00	\$1,782.50
0734	Jeffrey J. Parker	10.00	\$ 575.00	\$5,750.00
2471	Alison N. Kleaver	19.30	\$ 455.00	\$8,781.50
2747	Mercedes A. Cook	0.40	\$ 265.00	\$106.00
	<i>Totals</i>	32.80	\$ 500.61	\$ 16,420.00

**SUMMARY OF TIMEKEEPER FEES**

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
0077	Richard W. Brunette	1.00	\$ 595.00	\$ 595.00
2614	Steven O. Kramer	12.80	\$ 625.00	\$ 8,000.00
0515	Stephen J. O'Neil	56.30	\$ 575.00	\$ 32,372.50
0734	Jeffrey J. Parker	23.50	\$ 575.00	\$ 13,512.50
0536	Carren Shulman	3.80	\$ 665.00	\$ 2,527.00
2078	Olivier F. Theard	18.00	\$ 445.00	\$ 8,010.00
0364	Randolph C. Visser	96.00	\$ 575.00	\$ 55,200.00
0126	Robert H. Philibosian	4.90	\$ 725.00	\$ 3,552.50
2747	Mercedes A. Cook	2.90	\$ 265.00	\$ 768.50
2471	Alison N. Kleaver	30.10	\$ 455.00	\$ 13,695.50
2772	Shawn K. Watts	33.80	\$ 295.00	\$ 9,971.00
0946	Jeffrey A. Kaye	3.40	\$ 510.00	\$ 1,734.00
0342	Claudia M. Luna	1.00	\$ 100.00	\$ 100.00

**Total Fees for Professional Services**

**\$ 150,038.50**

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### SUMMARY OF DISBURSEMENTS

#### Delivery Services/Messengers

09/27/13	E107	Pro Courier on 09/27/13	27.00
09/27/13	E107	Pro Courier on 09/27/13	9.00
<b>Total Delivery Services/Messengers</b>			<b>36.00</b>

#### Local Travel

09/11/13	E109	Cab Home from Office - Worked late - 6/7/13	11.50
<b>Total Local Travel</b>			<b>11.50</b>

#### Out-of-Town Travel

09/03/13	E110	Airfare to/from Sacramento - Followup mtg. at Gov's Office - 8/28/13	498.80
09/03/13	E110	Hotel - Followup mtg. at Gov's Office - 8/29/13	220.50
09/03/13	E110	Cab fare (Airport to Hotel) - Followup mtg. at Gov's Office - 8/28/13	52.00
09/03/13	E110	LAX Airport Parking - Followup mtg. at Gov's Office - 8/29/13	59.00
09/03/13	E110	LAX and Hotel (beverage and snack) - Followup mtg. at Gov's Office - 8/28/13	45.68
<b>Total Out-of-Town Travel</b>			<b>875.98</b>

#### Meals

09/26/13	E111	Trimana of Hope Street - Refreshments	22.07
<b>Total Meals</b>			<b>22.07</b>

#### Court Fees

09/26/13	E112	LA Superior Court Clerk - Fee for Sept 27, 2013 Ex Parte Hearing	60.00
09/24/13	E112	PACER (Public Access to Court Electronic Records). Customer Number: SM0064. Statement Date: 09/01/13 - 09/30/13.	12.70
<b>Total Court Fees</b>			<b>72.70</b>

#### Outside Printing

09/26/13	E102	Color Copies	148.50
<b>Total Outside Printing</b>			<b>148.50</b>

#### Copying

09/25/13	E101	Duplication	20.60
<b>Total Copying</b>			<b>20.60</b>

#### Telephone

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**SUMMARY OF DISBURSEMENTS**

09/25/13	E105	Telephone	0.17
<b>Total Telephone</b>			0.17
<b>Total Disbursements</b>			<b>\$ 1187.52</b>

18NJ-179651 Exide DIP - California Environmental Lit  
 Randolph C. Visser

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**ACCOUNTS RECEIVABLE SUMMARY**

<b>Invoice Date</b>	<b>Invoice Number</b>	<b>Invoice Amount</b>	<b>Fees</b>	<b>Disbs</b>	<b>Payments &amp; Credits</b>	<b>Total</b>
07/23/13	223073343	298,076.98	291,215.00	6,861.98	-239,833.98	\$ 58,243.00
08/19/13	223079728	185,429.77	183,289.50	2,140.27	0.00	185,429.77
09/23/13	223091770	180,409.97	180,202.50	207.47	0.00	180,409.97
Total Outstanding Fees and Disbursements						\$ 424,082.74
Interest on Outstanding A/R						0.00
Fees and Disbursements Due for this Invoice						151,226.02
<b>Total Due For This Matter</b>						<b>\$ 575,308.76</b>

**Exhibit B**

**Remittance Copy**  
***Please return this page with your payment.***

Exide Technologies  
 < **This is an e-Billing matter.** >

SMRH Tax ID 95-1463164  
 October 9, 2013  
 Invoice 223099136

Our Matter No. 18NJ-179665  
 Exide DIP - Proposition 65 Claim  
 Billing Atty: Randolph C. Visser

**Your Reference No.** 201400019

**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH SEPTEMBER 30, 2013

Current Fees	\$ 1,255.50
Total Current Activity	<u>\$ 1,255.50</u>
Total Due for This Invoice	<u><u>\$ 1,255.50</u></u>

**SUMMARY OF TIMEKEEPER FEES**

<u>Tkpr</u> <u>Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg.</u> <u>Rate/Hr</u>	<u>Dollars</u>
0734	Jeffrey J. Parker	1.10	\$ 575.00	\$ 632.50
2078	Olivier F. Theard	1.40	\$ 445.00	\$ 623.00

Payment Terms: Balance due upon receipt of this statement.

Exide Technologies  
 < **This is an e-Billing matter.** >

SMRH Tax ID 95-1463164  
 October 9, 2013  
 Invoice 223099136

Our Matter No. 18NJ-179665  
 Exide DIP - Proposition 65 Claim  
 Billing Atty: Randolph C. Visser

**Your Reference No.** 201400019

**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH SEPTEMBER 30, 2013

Current Fees \$ 1,255.50

Total Current Activity \$ 1,255.50

Total Due for This Invoice \$ 1,255.50

**SUMMARY OF TIMEKEEPER FEES**

<u>Tkpr</u> <u>Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg.</u> <u>Rate/Hr</u>	<u>Dollars</u>
0734	Jeffrey J. Parker	1.10	\$ 575.00	\$ 632.50
2078	Olivier F. Theard	1.40	\$ 445.00	\$ 623.00

18NJ-179665 Exide DIP - Proposition 65 Claim  
 Randolph C. Visser

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FOR PROFESSIONAL SERVICES THROUGH 09/30/13

**FEE DETAIL**

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
<b>Fact Investigation/Development</b>				
09/05/13	L110	Reviewed emails and correspondence regarding notifications.	2078	.40 hrs.

*Timekeeper Summary of: Fact Investigation/Development*

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
2078	Olivier F. Theard	0.40	\$ 445.00	\$178.00
<i>Totals</i>		<u>0.40</u>	<u>\$ 445.00</u>	<u>\$ 178.00</u>

**Analysis/Strategy**

09/03/13	L120	Reviewed notices, prior consent judgment, and related correspondence.	0734	.90 hrs.
09/03/13	L120	Assessed current Proposition 65 warnings and provided recommendations to client.	2078	1.00 hrs.

*Timekeeper Summary of: Analysis/Strategy*

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
0734	Jeffrey J. Parker	0.90	\$ 575.00	\$517.50
2078	Olivier F. Theard	1.00	\$ 445.00	\$445.00
<i>Totals</i>		<u>1.90</u>	<u>\$ 506.58</u>	<u>\$ 962.50</u>

**Pleadings**

09/03/13	L210	Reviewed plaintiff's proof of claim.	0734	.20 hrs.
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*Timekeeper Summary of: Pleadings*

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
0734	Jeffrey J. Parker	0.20	\$ 575.00	\$115.00
	<i>Totals</i>	0.20	\$ 575.00	\$ 115.00

**SUMMARY OF TIMEKEEPER FEES**

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
0734	Jeffrey J. Parker	1.10	\$ 575.00	\$ 632.50
2078	Olivier F. Theard	1.40	\$ 445.00	\$ 623.00
<b>Total Fees for Professional Services</b>				<b>\$ 1,255.50</b>

18NJ-179665 Exide DIP - Proposition 65 Claim  
 Randolph C. Visser

October 9, 2013  
 Invoice 223099136  
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**ACCOUNTS RECEIVABLE SUMMARY**

<b>Invoice Date</b>	<b>Invoice Number</b>	<b>Invoice Amount</b>	<b>Fees</b>	<b>Disbs</b>	<b>Payments &amp; Credits</b>	<b>Total</b>
07/23/13	223073342	5,406.60	5,079.00	327.60	-4,390.80	\$ 1,015.80
08/19/13	223079727	267.00	267.00	0.00	0.00	267.00
09/23/13	223091769	7,175.50	7,175.50	0.00	0.00	7,175.50
Total Outstanding Fees and Disbursements						\$ 8,458.30
Interest on Outstanding A/R						0.00
Fees and Disbursements Due for this Invoice						1,255.50
<b>Total Due For This Matter</b>						<b>\$ 9,713.80</b>

**Exhibit C**

**Remittance Copy**  
***Please return this page with your payment.***

Exide Technologies  
 < **This is an e-Billing matter.** >

SMRH Tax ID 95-1463164  
 October 9, 2013  
 Invoice 223099135

Our Matter No. 18NJ-179728  
 Exide DIP - Regulatory Compliance and Permitting  
 Billing Atty: Randolph C. Visser

**Your Reference No.** 201400021

**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH SEPTEMBER 30, 2013

Current Fees	\$ 83,319.00
Current Disbursements	\$ 235.75

Total Current Activity	\$ 83,554.75
Total Due for This Invoice	\$ 83,554.75

**SUMMARY OF TIMEKEEPER FEES**

<u>Tkpr</u> <u>Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg.</u> <u>Rate/Hr</u>	<u>Dollars</u>
2614	Steven O. Kramer	1.60	\$ 625.00	\$ 1,000.00
0364	Randolph C. Visser	46.20	\$ 575.00	\$ 26,565.00
2078	Olivier F. Theard	123.40	\$ 445.00	\$ 54,913.00
2471	Alison N. Kleaver	.80	\$ 455.00	\$ 364.00
2747	Mercedes A. Cook	1.80	\$ 265.00	\$ 477.00

Payment Terms: Balance due upon receipt of this statement.

Exide Technologies  
 < This is an e-Billing matter. >

SMRH Tax ID 95-1463164  
 October 9, 2013  
 Invoice 223099135

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FOR PROFESSIONAL SERVICES THROUGH 09/30/13

**FEE DETAIL**

<u>Date</u>	<u>Phase</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
<b>Fact Gathering</b>				
09/09/13	C100	Researched law regarding RCRA issues.	2078	.50 hrs.
09/13/13	C100	Reviewed data (1.0), permitting spreadsheet (.4), and operational permitting materials (.6).	2078	2.00 hrs.
09/16/13	C100	Conferred re documents requested.	2747	.10 hrs.
09/19/13	C100	Searched for copy of DTSC's procedures. Searched for DTSC's procedures and policies.	2747	1.20 hrs.
09/24/13	C100	Reviewed materials.	2614	1.60 hrs.
09/29/13	C100	Researched law (1.8) and worked on rulemaking materials (0.7).	2078	2.50 hrs.
09/30/13	C100	Conferred re conducting research.	2747	.50 hrs.

*Timekeeper Summary of: Fact Gathering*

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
2078	Olivier F. Theard	5.00	\$ 445.00	\$2,225.00
2614	Steven O. Kramer	1.60	\$ 625.00	\$1,000.00
2747	Mercedes A. Cook	1.80	\$ 265.00	\$477.00
	<i>Totals</i>	8.40	\$ 440.71	\$ 3,702.00

**Analysis and Advice**

09/03/13	C300	Telephone conferences and emails with Exide re meetings (0.5); related review of documents (0.2).	0364	.70 hrs.
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09/03/13	C300	Reviewed project schedules, descriptions and matrices (2.0); Reviewed and revised access agreement (0.9); Engaged in conference call with client and environmental consultant (0.7).	2078	3.60 hrs.
09/04/13	C300	Review and respond to numerous emails from Exide.	0364	.80 hrs.
09/04/13	C300	Exchanged emails and telephone calls with client (2.1); Read, review and assess emails (.7); Work on letter (.8).	2078	3.60 hrs.
09/05/13	C300	Review and respond to numerous emails from client (0.8). Review and analysis of regulatory analysis by environmental consultant and related review of documents (0.5). Review/respond to emails re same (0.4).	0364	1.70 hrs.
09/05/13	C300	Analyzed report and plan and responded to client and AQMD about plans (3.7); Prepared for and participated in conference call with consultant and client (.8); Worked on letter (.9).	2078	5.40 hrs.
09/06/13	C300	Telephone conferences and emails with Exide (0.6). Telephone conferences and emails (0.7). Numerous telephone conferences and emails re legal issues (1.1). Numerous telephone conferences and emails about related review of proposed notice and documents (1.4).	0364	3.80 hrs.
09/06/13	C300	Exchanged emails, phone calls and messages with client (5.1); Engaged in conference calls with various representatives regarding case (2.0); Worked on research & templates for client (1.4).	2078	8.50 hrs.
09/07/13	C300	Worked on correspondence on client's behalf to AQMD (6.5); Worked on future notification templates (1.9).	2078	8.40 hrs.
09/09/13	C300	Review of proposed draft agreement and related documents.	0364	.90 hrs.

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09/09/13	C300	Engaged in conference call with client (1.1); Engaged in conference call with client and consultant (.7); Reviewed material and prepared for conference call (.8); Reviewed and approved notice (.3); Discussed law with client (.3); Finalized letter and exhibits to District (1.1); Analyzed and reviewed correspondence (.3); conferred with consultant regarding preparation of plan (.2).	2078	4.80 hrs.
09/10/13	C300	Review and evaluation of proposed draft letter to AQMD.	0364	.80 hrs.
09/10/13	C300	Conferred with client (.6); Reviewed materials and correspondence (.4); reviewed regulations (.2).	2078	1.20 hrs.
09/11/13	C300	Telephone conference (0.6).	0364	.60 hrs.
09/11/13	C300	Reviewed correspondence and analyzed issues (1.7); Participated in meeting with Exide (2.9).	2078	4.60 hrs.
09/12/13	C300	Numerous telephone conferences and emails Exide and District Counsel (1.6). Telephone conference with District Counsel and review of AQMD letter (0.7).	0364	2.30 hrs.
09/12/13	C300	Engaged in telephone conferences and email exchanges with client (2.6); Analyzed compliance plan and regulations (1.0); Prepared argument and request (5.8); Prepared correspondence to client (.9).	2078	10.30 hrs.
09/13/13	C300	Review and respond to numerous emails.	0364	.90 hrs.
09/13/13	C300	Reviewed and revised proposed talking points for client (1.2); Conferred with client regarding upcoming work (.4); reviewed correspondence (.8).	2078	2.40 hrs.
09/14/13	C300	Review and respond to numerous emails from Exide and consultants.	0364	.90 hrs.
09/14/13	C300	Prepared summary legal issue for client (1.2); reviewed meeting preparation materials for AQMD (.6).	2078	1.80 hrs.



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09/16/13	C300	Telephone conferences and emails Skadden and VCC (0.8). Preparation for meeting with AQMD (1.1).	0364	1.90 hrs.
09/16/13	C300	Reviewed facts (.3); Engaged in conference call with client and consultant (.8); Prepared public notice (1.6); Reviewed and assessed regulation (.8); Prepared summary of all Exide issues and organized materials in preparation for meeting with AQMD (5.6).	2078	9.10 hrs.
09/17/13	C300	Preparation for meeting with AQMD (1.1). Travel to and attend meetings at Exide in preparation for meeting at AQMD (3.6). Travel to AQMD and attend AQMD meeting about issues (4.7).	0364	9.40 hrs.
09/17/13	C300	Prepared with client for meeting with District and engaged in discussions after the District meeting (5.8); Participated in conference call with client regarding regulation (.8); Participated in meeting with AQMD (2.0).	2078	8.60 hrs.
09/18/13	C300	Review and respond to numerous emails with Exide (1.1). Review and evaluation of meeting minutes (0.4). Review and evaluation of evidence (0.8).	0364	2.30 hrs.
09/18/13	C300	Reviewed and revised public notices (.8); Prepared summary of meeting with AQMD officials (2.2); Reviewed material regulation (.2).	2078	3.20 hrs.
09/19/13	C300	Review and respond to numerous emails from Exide and SCAQMD (1.4). Telephone conferences and emails AQMD (0.6). Numerous telephone conferences and emails Exide (1.2).	0364	3.20 hrs.
09/19/13	C300	Worked on public notice and conferred with prosecutor re same (.8); Engaged in conference calls with client (3.4); prepared materials for public notice facility (1.4); Analyzed facts (.4).	2078	6.00 hrs.
09/20/13	C300	Research and preparation of facility background materials (1.1). Teleconference Exide (1.3). Telephone conference with (0.4). Numerous telephone conferences and emails Exide and AQMD (1.4).	0364	4.20 hrs.

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09/20/13	C300	Reviewed material, researched issues and analyzed situation (3.0); Engaged in conference calls with client (1.9); Worked on legal issues (.8); Reviewed press recommendations (.9).	2078	6.60 hrs.
09/22/13	C300	Read and reviewed proposed regulations and staff report.	2078	.60 hrs.
09/23/13	C300	Conferred with other counsel.	0364	.60 hrs.
09/23/13	C300	Reviewed rulemaking report, draft rule and researched and analyzed same (1.4); Engaged in conference calls with client (.8); Prepared summary and documents for client (3.5); Prepared documents; Worked on plan documents (.8); Reviewed workplan (.4).	2078	6.90 hrs.
09/24/13	C300	Review and analysis of legal materials and staff report and related client materials (1.4). Review and revision of Exide public notice and related review of documents (0.9).	0364	2.30 hrs.
09/24/13	C300	Engaged in conference call (2.0); Exchanged communication with client (.8); Revised documents (1.5); Prepared document (1.1); Revised plan letter (.4).	2078	5.80 hrs.
09/25/13	C300	Review and respond to numerous emails (1.1). Research law (1.6). Teleconference Exide (1.1). Corresponded in emails with Exide (0.6).	0364	4.40 hrs.
09/25/13	C300	Engaged in conference calls and communication with client (2.9); Worked on materials for communications (1.1); Worked on letter from Exide to AQMD (1.2).	2078	5.20 hrs.
09/26/13	C300	Numerous telephone conferences and emails with Exide (1.3). Review and respond to numerous emails re plans (0.9).	0364	2.20 hrs.
09/26/13	C300	Prepared summary document (.8); Reviewed and revised letter (1.2).	2078	2.00 hrs.

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09/27/13	C300	Preparation for conference call with bankruptcy local debtholders and related review of numerous client documents (0.8). Teleconference Exide, Skadden with P. Weiss (1.5).	0364	2.30 hrs.
09/27/13	C300	Finalized plan letter (1.2); Engaged in discussion and correspondence (2.8).	2078	4.00 hrs.
09/28/13	C300	Worked on comments (.4); Reviewed documents (1.5).	2078	1.90 hrs.
09/30/13	C300	Prepared for conference call (.4); Engaged in conference call with client (.6); Prepared public notice (.7); Reviewed facts (.4); Exchanged correspondence (.6); Prepared for meeting with consultant (.4); Meeting with associates to discuss matter (.8).	2078	3.90 hrs.
09/30/13	C300	Strategized re research.	2471	.70 hrs.

*Timekeeper Summary of: Analysis and Advice*

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
0364	Randolph C. Visser	46.20	\$ 575.00	\$26,565.00
2078	Olivier F. Theard	118.40	\$ 445.00	\$52,688.00
2471	Alison N. Kleaver	0.70	\$ 455.00	\$318.50
	<i>Totals</i>	<u>165.30</u>	<u>\$ 481.38</u>	<u>\$ 79,571.50</u>

**Analysis/Strategy**

09/09/13	L120	Strategized regarding regulations.	2471	.10 hrs.
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*Timekeeper Summary of: Analysis/Strategy*

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
2471	Alison N. Kleaver	0.10	\$ 455.00	\$45.50
	<i>Totals</i>	0.10	\$ 455.00	\$ 45.50

**SUMMARY OF TIMEKEEPER FEES**

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Average Rate/Hr</u>	<u>Dollars</u>
2614	Steven O. Kramer	1.60	\$ 625.00	\$ 1,000.00
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2471	Alison N. Kleaver	.80	\$ 455.00	\$ 364.00

**Total Fees for Professional Services**

**\$ 83,319.00**

**SUMMARY OF DISBURSEMENTS**

**Outside Printing**

09/09/13	E102	Color Copies	186.75
<b>Total Outside Printing</b>			<b>186.75</b>

**Copying**

09/09/13	E101	Duplication	49.00
<b>Total Copying</b>			<b>49.00</b>

**Total Disbursements**

**\$ 235.75**

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**ACCOUNTS RECEIVABLE SUMMARY**

<b>Invoice Date</b>	<b>Invoice Number</b>	<b>Invoice Amount</b>	<b>Fees</b>	<b>Disbs</b>	<b>Payments &amp; Credits</b>	<b>Total</b>
07/24/13	223073341	12,920.10	11,391.00	1,529.10	-10,641.90	\$ 2,278.20
08/19/13	223079726	49,543.00	49,543.00	0.00	0.00	49,543.00
09/23/13	223091768	43,398.55	43,389.50	9.05	0.00	43,398.55
Total Outstanding Fees and Disbursements						\$ 95,219.75
Interest on Outstanding A/R						0.00
Fees and Disbursements Due for this Invoice						83,554.75
<b>Total Due For This Matter</b>						<b>\$ 178,774.50</b>