

Date, the Debtors have requested that their chapter 11 cases be consolidated for procedural purposes only and administered jointly.

2. The Debtors develop, test, and manufacture ignition, engine management, and data acquisition products. The Debtors operate in the small and niche markets such as enthusiasts and professional racers and have been recognized as leaders in the performance ignition systems market for over 40 years. The Debtors currently lead the North American aftermarket for high performance ignition systems and maintain commanding market share positions across all of their product categories. For the trailing twelve months period ending July 31, 2013, the Debtors generated approximately \$82.3 million in net revenue.

3. As described in the Declaration of Ron Turcotte in Support of First-Day Pleadings, the Debtors have commenced these chapter 11 cases to conduct a sale of their business assets with the goal of preserving and maximizing value for stakeholders.

Legal Basis for Relief Requested

4. The Debtors' officers and management regularly call upon a wide variety of Ordinary Course Professionals, including attorneys, accountants and certain consultants, to assist the Debtors in carrying out their assigned duties and responsibilities. These Ordinary Course Professionals provide valuable — often critical — assistance in addressing issues of importance to the Debtors and their business. Exhibit A attached hereto and incorporated herein by reference is a nonexclusive list of the Ordinary Course Professionals identified by the Debtors as of the Petition Date (the "OCP List").

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² This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue for this matter is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

5. It is essential that the employment of the Ordinary Course Professionals, many of whom are already familiar with the Debtors' business and affairs, be continued in order to avoid disruption of the Debtors' normal business operations. The Debtors submit that the proposed employment of the Ordinary Course Professionals and the payment of monthly compensation on the basis set forth below are in the best interest of their estates and their creditors. The relief requested herein will save the Debtors' estates the substantial expense associated with applying separately for the retention of each professional, as well as avoid the incurrence of additional fees related to the preparation and prosecution of interim fee applications. Likewise, the procedure outlined below will relieve the Court, the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") and any official committee of creditors (the "Committees") and counsel to the agent for the first lien lenders (the "Agent", and together with the U.S. Trustee, and the Committees, the "Interested Parties") of the burden of reviewing numerous fee applications involving relatively small amounts of fees and expenses.

6. The Debtors propose that they be permitted to pay each Ordinary Course Professional, without prior application to the Court, 100% of the fees and disbursements incurred by such professional, upon the submission to, and approval by, the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and disbursements actually incurred after the Petition Date, up to the greater of (i) \$50,000 per month per Ordinary Course Professional or (ii) \$250,000, in the aggregate, per Ordinary Course Professional over the duration of these chapter 11 cases (collectively, the "OCP Fee Limits").

7. To the extent that an Ordinary Course Professional seeks compensation in excess of the OCP Fee Limits (the "Excess Fees"), the Ordinary Course Professional shall submit a Notice of Fees in Excess of the OCP Fee Limits (the "Notice of Excess Fees") and an invoice

setting forth, in reasonable detail, the nature of the services rendered and disbursements actually incurred. Interested Parties shall then have 15 days to object to the Notice of Excess Fees. If after 15 days no objection is filed, the Excess Fees shall be deemed approved, and the Ordinary Course Professional may be paid 100% of its fees and 100% of its expenses without the need to file a fee application.

8. Moreover, beginning 15 days after the end of the first calendar quarter following the Petition Date, and 15 days after the end of each quarter thereafter (each, a "Quarter") in which these chapter 11 cases are pending, the Debtors will file with the Court and serve on the Interested Parties a statement with respect to the immediately preceding Quarter which shall include the following information with respect to each Ordinary Course Professional: (i) the name of the Ordinary Course Professional; (ii) the aggregate amounts of fees paid as compensation for services rendered and reimbursement of expenses incurred by such Ordinary Course Professional during the reported Quarter; and (iii) a general description of the services rendered by each Ordinary Course Professional during the reported Quarter.

9. Within 30 days after the later of the entry of a final order granting this Motion or the date on which the Ordinary Course Professional commences services for the Debtors, each lawyer, law firm or other party that is an Ordinary Course Professional shall provide the Debtors' attorneys an affidavit (an "Ordinary Course Professional Affidavit"), substantially in the form annexed hereto as Exhibit B, certifying that the legal professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the professional is to be employed.³

³ Although certain of the Ordinary Course Professionals may hold unsecured claims against the Debtors for prepetition services rendered to the Debtors, the Debtors do not believe that any of the Ordinary Course Professionals have an interest adverse to the Debtors, their creditors or other parties-in-interest on the

10. The Debtors' attorneys shall then file the Ordinary Course Professional Affidavit with the Court and serve it upon the Interested Parties. The Interested Parties shall have 15 days following service of an Ordinary Course Professional Affidavit to notify the Debtors in writing of any objection to the retention stemming from the contents of the Ordinary Course Professional Affidavit. If after 15 days no objection is filed, the retention of such Ordinary Course Professional shall be deemed approved without the need of a hearing or further order, and the Ordinary Course Professional may be paid 100% of its fees and 100% of its expenses without the need to file fee applications, based upon the submission of an appropriate invoice setting forth, in reasonable detail, the nature of the services rendered and disbursements actually incurred. No such Ordinary Course Professional shall be paid any fees or expenses until its Ordinary Course Professional Affidavit has been filed with the Court or, if an objection is filed, the objection is resolved consensually or by order of the Court.

11. Other than Ordinary Course Professionals, all professionals employed by the Debtors to assist in the prosecution of these chapter 11 cases will be retained by the Debtors pursuant to separate retention applications. These professionals shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules") and other orders of this Court.

12. Relief similar to that requested herein routinely has been granted by courts in this District. See, e.g., In re Highway Tech., Inc., et al., Case No. 13-11540 (KJC) (Bankr. D.

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matters for which they would be employed, and thus all of the Ordinary Course Professionals whom the Debtors propose to retain meet the requirements for retention of special counsel set forth at section 327(e) of the Bankruptcy Code.

Del. June 27, 2013); In re AFA Investment Inc., et al., Case No. 12-11127 (MFW) (Bankr. D. Del. Apr. 20, 2012); In re Chef Solutions Holdings, LLC, et al., Case No. 11-13139 (KG) (Bankr. D. Del. Oct. 26, 2011); In re Harry & David Holdings, Inc., et al., Case No. 11-10884 (MFW) (Bankr. D. Del. Apr. 26, 2011).

Consent to Jurisdiction

13. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final judgment or order with respect to this Motion if it is determined that the Court would lack Article III jurisdiction to enter such final order or judgment absent consent of the parties.

Notice

14. Notice of this Motion shall be provided to: (a) the Office of the United States Trustee for the District of Delaware; (b) counsel to the agent for the first lien lenders: Latham & Watkins, LLP, Attn: Douglas Bacon; (c) counsel to the majority first lien lenders: Klee, Tuchin, Bogdanoff & Stern, LLP, Attn: Lee Bogdanoff; (d) counsel to the minority first lien lenders: Goldberg Kohn, Ltd., Attn: Randall Klein; (e) the parties included on the Debtors' consolidated list of twenty (20) largest unsecured creditors, as identified in their chapter 11 petitions; and (f) all parties entitled to notice pursuant to Bankruptcy Rule 2002. Due to the nature of the relief requested herein, the Debtors respectfully submit that no further notice of this Motion is necessary.

No Prior Request

15. No previous request for relief sought herein has been made to this Court or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as Exhibit C: (i) granting the relief sought herein; and (ii) granting to the Debtors such other and further relief as the Court may deem proper.

Dated: September 10, 2013
Wilmington, Delaware

Respectfully submitted,

/s/ Amanda R. Steele

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PROPOSED ATTORNEYS FOR DEBTORS
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