IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
EXIDE TECHNOLOGIES, et al. [1],	)	Case No. 02-11125 (JCA)
	)	(Jointly Administered)
Debtors.	)	

Objection Deadline: May 3, 2002 at 4:00 PM
Hearing Date: May 9, 2002 at 1:30 PM (only if necessary)

NOTICE OF DEBTORS' APPLICATION FOR ORDER UNDER SECTION 327(A) OF THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT OF PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C. AS COUNSEL FOR DEBTORS AND DEBTORS IN POSSESSION

TO: The Office of the United States Trustee; Debtors' (40) largest Unsecured Creditors; the counsel for Pre-Petition Lenders; the counsel for the Post Petition Lenders; counsel for the Informal Committee of Noteholders; and Parties requesting notice pursuant to Bankruptcy Rule 2002.

The debtors and debtors in possession (the "Debtors") in the above-captioned cases have filed the *Debtors' Application for Order Under Section 327(a) of the Bankruptcy Code Authorizing the Employment of Pachulski, Stang, Ziehl, Young & Jones P.C. as Counsel for Debtors and Debtors in Possession* (the "Application") which seeks the entry of an order authorizing the Debtors to employ Pachulski, Stang, Ziehl, Young & Jones P.C. as counsel to the Debtors pursuant to 11 U.S.C. §§ 327(a) and 328(a). A copy of the Application is attached hereto.

Any response or objection to the Application must be filed on or before May 3, 2002 at 4:00 P.M. Eastern Time.

[1] The Debtors in these proceedings are: Exide Technologies f/k/a Exide Corporation; Exide Delaware, L.L.C.; Exide Illinois, Inc. and RBD Liquidation, L.L.C.

At the same time, you must also serve a copy of the response or objection upon counsel for the Debtors: (i) Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, Delaware 19899-8705 (courier 19801); (ii) Matthew N. Kleiman, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, IL 60601 and (iii) the Office of the United States Trustee, Attn: Mark S. Kenney, Esquire, 844 King Street, Suite 2313, Lockbox 35, Wilmington, Delaware 19801.

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

IF OBJECTIONS OR RESPONSES ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, A HEARING ON THE APPLICATION WILL BE

HELD ON **MAY 9, 2002 AT 1:30 P.M. EASTERN TIME** BEFORE THE HONORABLE JOHN C. AKARD, IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, LOCATED AT THE J. CALEB BOGGS FEDERAL BUILDING, 844 KING STREET, COURTROOM 2B, WILMINGTON, DE 19801.

Dated: April 18, 2002

KIRKLAND & ELLIS
Matthew N. Kleiman
200 East Randolph Drive
Chicago, IL 60601
Telephone: (312) 861-2000
Facsimile: (312) 861-2200

-and-

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.

Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Christopher J. Lhulier (Bar No. 3850)
Kathleen Marshall DePhillips (Bar No. 4173)
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P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

[Proposed] Co-Counsel for the
Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
EXIDE TECHNOLOGIES, et al.,[1]	)	Case No. 02-11125 (JK)
	)	(Jointly Administered)
Debtors.	)	

DEBTORS' APPLICATION FOR ORDER UNDER SECTION 327(a) OF THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT OF PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C. AS COUNSEL FOR DEBTORS AND DEBTORS IN POSSESSION

Exide Technologies and certain of its domestic subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), in the above captioned cases hereby submit this motion to employ Pachulski, Stang, Ziehl, Young & Jones P.C. as general bankruptcy counsel ("Application"). Pachulski, Stang, Ziehl, Young & Jones P.C. ("PSZY&J" or the "Firm") is located at North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705. This Application is brought pursuant to Bankruptcy Code sections 327(a), 328 and 329, Bankruptcy Rules 2014, 2016 and 5002, and the Guidelines of the Office of the United States Trustee ("UST Guidelines"). In support of this Application, the Debtors respectfully state as follows:[2]

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1 The Debtors in these proceedings are: Exide Technologies f/k/a Exide Corporation; Exide Delaware, L.L.C.; Exide Illinois, Inc. and RBD Liquidation, L.L.C.

2 The facts and circumstances supporting this Motion are set forth in the Declaration of Lisa Donahue, Chief Financial Officer and Chief Restructuring Officer, of Exide Technologies in Support of First Day Motions, filed contemporaneously herewith (hereinafter, the "Donahue Affidavit").

Jurisdiction

1. This Court has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A), (M) and (O).

2. Venue of these proceedings and this Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief requested herein are sections 327(a) and 328(a) of title 11 of the United States Code (the "Bankruptcy Code").

4. As there are no novel issues of law presented herein, the Debtors waive their right to file a brief in support of the Motion pursuant to D. DEL. LR 7.1.2(A), incorporated by reference into the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware by DEL. BANKR. LR 1001-(B). Because of the nature of the relief requested in this Motion, the Debtors assert that no briefing is required.

Background

5. On April 15, 2002 (the "Petition Date"), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the "Chapter 11 Cases"). The Debtors continue in possession of their properties and are operating and managing their businesses as debtors and debtors in possession pursuant to Bankruptcy Code §§ 1107(a) and 1108.

6. No request has been made for the appointment of a trustee or examiner, and no official committee of creditors has been established in these cases.

Description of the Debtors

7. The Debtors and their non-debtor subsidiaries and affiliates[3] (collectively, "Exide") are the world-wide leading manufacturer and distributor of lead acid batteries and other related electrical energy storage products. Exide manufactures and distributes industrial and transportation batteries in North America, Europe, Asia, the Middle East, India, Australia, and New Zealand. As a result of recent acquisitions discussed below, Exide Technologies (formerly known as Exide Corporation) is the largest lead battery manufacturer in the world.

8. Exide's industrial batteries consist of motive power batteries, such as those for use in fork-lift trucks and other electrical vehicles, and network power batteries used for back-up power applications primarily for telecommunications and computer data centers. Exide distributes and markets its transportation batteries to a broad range of retailers, distributors of replacement or after-market batteries, and automotive original equipment manufacturers.

9. The Debtors have nineteen (19) manufacturing facilities in the United States and employ approximately 6,500 persons as of the Petition Date.

10. As of March 31, 2001, the Debtors, together with their non-debtor subsidiaries and affiliates, had consolidated assets with a net-book value of $2.1 billion and consolidated liabilities with a net-book value of $2.5 billion. Exide's net sales for fiscal year ending March 31, 2001, were approximately $2.4 billion and are projected to be $2.5 billion for fiscal year ending March 31, 2002.

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[3] Debtor Exide Technologies has European, Asian, Australian and New Zealand subsidiaries that are non-debtors and that conduct their operations throughout the world. None of Exide's direct or indirect foreign subsidiaries are debtors in the Chapter 11 Cases or in any related bankruptcy, reorganization, or liquidation proceeding.

Corporate History and Structure of the Debtors

11. A chart setting forth the Debtors' corporate structure is annexed as Exhibit "A" to the Affidavit of Lisa Donahue, Chief Financial Officer and Chief Restructuring Officer of Exide Technologies, in Support of First Day Motions (the "Donahue Affidavit").

12. Debtor Exide Technologies is a Delaware corporation organized in 1966 and is a successor in interest to a New Jersey corporation originally founded in 1888. Exide's principal executive offices are located in Princeton, New Jersey. On August 10, 2001, Exide Technologies changed its name from Exide Corporation. Exide Technologies is the parent corporation of seven (7) direct North American subsidiaries three of which are also Chapter 11 debtors. Exide Technologies' common stock was historically traded on the New York Stock Exchange until February 15, 2002, when it was delisted. At present, the stock is now trading on the OTC Bulletin Board under the symbol "EXDT."

13. Three of the Debtors have little or no operations: (a) Exide Illinois, Inc., (b) Exide Delaware, L.L.C. and (c) RBD Liquidation, L.L.C.

14. On April 9, 2002, Exide Technologies and RBD Liquidation, L.L.C. f/k/a Royal Battery Distributors, L.L.C. ("RBD") completed the sale of all RBD's assets to an unrelated third party for $1,670,117.00 in cash paid at closing. In connection with the closing of the transaction, RBD filed a certificate of amendment with the Delaware Secretary of State changing its name to RBD Liquidation, L.L.C.

Description of Debtors' Indebtedness

15. As of March 31, 2001, the Debtors owed approximately $1,345 million to creditors including but not limited to: (a) not less than $430.4 million of secured debt owed to certain pre-petition lenders (excluding issued and undrawn letters of credit and the obligations of the non-debtor foreign subsidiaries of Exide in respect of which Exide and certain of its Debtor subsidiaries have issued secured guarantees), (b) $149 million of ordinary course trade payables, (c) $178 million under capitalized and operating leases, and (d) approximately $620 million of general unsecured debt excluding the amount described in clause (b) above which includes (i) $300 million of Senior Notes issued by Exide Technologies and (ii) approximately $318 million (accreted value) of 2.9% Convertible Senior Subordinated Notes issued by Exide Technologies.

A. The Secured Bank Debt

16. On December 19, 1997, Exide entered into a Credit and Guarantee Agreement with a group of banks including Credit Suisse First Boston as administrative agent (collectively, the "Pre-Petition Lenders"). On September 29, 2000, the Credit and Guarantee Agreement was amended for the primary purpose of providing additional financing for the purchase price to be paid by Exide in connection with the acquisition of GNB. The Credit and Guarantee Agreement was subsequently amended from time to time (together, the Credit and Guarantee Agreement and all amendments are referred to as the "Pre-Petition Credit Agreement").

17. The Pre-Petition Credit Agreement has three borrowing tranches: (a) a $150 million Term A loan; (b) a $500 million Term B loan; and (c) a $250 million revolving credit facility (the "Revolving Facility"). The Revolving Facility includes a sub-facility for the issuance of up to $50 million of letters of credit. Debtor Exide Technologies is a borrower under the Pre-Petition Credit Agreement. Certain foreign, non-debtor subsidiaries of Exide are also borrowers under the Pre-Petition Credit Agreement. In addition, Debtor Exide Technologies and its subsidiaries, Debtors Exide Delaware, L.L.C. and RBD Liquidation, L.L.C. (together the "Domestic Debtor Subsidiaries") and non-debtor GNB Battery Technologies Japan, L.L.C. (together with the Domestic Debtor Subsidiaries, the "Domestic Subsidiary Guarantors") have guaranteed, subject in the case of the Domestic Subsidiary Guarantors to certain limitations set forth in Section 10.1 of the Pre-Petition Credit Agreement, all of the borrowings and other obligations of certain foreign, non-debtor subsidiaries of Exide Technologies which are also borrowers under the Pre-Petition Credit Agreement. The Domestic Subsidiary Guarantors have also guaranteed, subject to certain limitations set forth in Section 10.1 of the Pre-Petition Credit Agreement, all of the borrowings and other obligations of Debtor Exide Technologies under the Pre-Petition Credit Agreement.

18. The indebtedness under the Pre-Petition Credit Agreement and all related obligations (the "Pre-Petition Bank Obligations") are secured by: (i) substantially all the assets of Exide Technologies and the Domestic Subsidiary Guarantors; (ii) limited assets of certain foreign subsidiaries; and (iii) pledged stock of certain foreign subsidiaries of Exide Technologies. As of the Petition Date, the outstanding aggregate principal amount of the Pre-

Petition Bank Obligations was not less than approximately $692.6 million and issued and undrawn letters of credit having an aggregate maximum exposure of approximately $31.95 million.

19. The Pre-Petition Credit Agreement contains certain financial covenants. Exide has obtained waivers from the Pre-Petition Lenders with respect to non-compliance with certain of these covenants as described more fully below.

B. The Unsecured Bond Debt

20. The Debtors' general unsecured debt includes (a) $300 million of 10% Senior Notes issued by Exide Technologies in April 1995 (the "Senior Notes") and (b) 2.9% Convertible Senior Subordinated Notes issued by Exide Technologies with an original face amount of approximately $397 million issued in December 1995 (the "Subordinated Notes").

21. The Senior Notes have an aggregate outstanding principal amount equal to $300 million. Interest on the Senior Notes is payable in cash on April 15 and October 15 of each year. The Senior Notes are unsecured senior obligations of Exide Technologies and are not guaranteed by any domestic or foreign subsidiaries.

22. As of December 31, 2001, the Subordinated Notes have an aggregate, accreted, outstanding amount equal to $318 million. Cash interest on the Subordinated Notes is payable on June 15 and December 15 of each year. The Subordinated Notes are subordinated obligations of Exide Technologies and are not guaranteed by any domestic or foreign subsidiaries, and rank junior to the Pre-Petition Bank Obligations and the Senior Notes and are senior to, or *pari passu* with, all other indebtedness of the Debtors.

23. In 2001, the Debtors began preliminary discussions concerning the status of the company with an ad hoc committee of certain large holders of the Senior and Subordinated Notes (the "Informal Committee of Noteholders"). The Informal Committee of Noteholders has retained counsel and financial advisers and Exide has been cooperating with due diligence requests from this constituency.

C. The U.S. Securitization

24. In addition to its secured credit and unsecured debt facilities, the Debtors also participate in a securitization facility with respect to its domestic receivables (the "U.S. Securitization Facility").[4] Under this facility, Exide sells certain receivables on a continuous basis to Exide U.S. Funding Corportion, a non-debtor affiliate. Exide U.S. Funding resells such receivables to a third-party. The maximum amount that may be outstanding under the U.S. Securitization Facility at any point in time is $200 million.

25. In the month preceding the Petition Date, because the Debtors are fully drawn on their other credit facilities, the U.S. Securitization Facility has been the only material source of liquidity for the Debtors' operations.

Factors Leading to the Commencement of the Debtors' Chapter 11 Cases

26. Lead acid batteries are manufactured, distributed and marketed in a highly competitive environment. Beginning in mid-2001, the Debtors experienced increased competitive pressures and a downturn in general economic conditions, shrinking sales in the

[4] Exide has also established a separate $175 million securitization facility for its foreign subsidiaries.

battery manufacturing industry, and raw material price increases. These factors, combined with an overhead structure that was not adjusted to reflect declining trends, created downward pressure on earnings.

27. As a result, during the fourth calendar quarter of 2001, the Debtors determined that they would not be able to comply with certain financial covenants in the Pre-Petition Credit Agreement. To address these problems, the Debtor Exide negotiated with the Pre-Petition Secured Lenders the Third Amendment and Waiver to the Pre-Petition Credit Agreement and other loan documents dated December 28, 2001. In the Third Amendment, the Pre-Petition Secured Lenders waived Exide's compliance with certain covenants and any defaults resulting from such non-compliance through April 12, 2002.

28. During March of 2002, the Debtors determined that they would not be able to make the payments of principal and interest due on March 28 and April 4, 2002 respectively. To address these problems, the Debtors negotiated with the Pre-Petition Lenders the Fourth Amendment and Waiver to the Pre-Petition Credit Agreement dated March 28, 2002. In the Fourth Amendment, the Pre-Petition Lenders extended the due date for such payments to April 15, 2002. The Pre-Petition Lenders' waiver of Debtors' compliance with certain covenants and any defaults resulting from such non-compliance was extended through April 15, 2002.

29. Moreover, an approximately $15 million interest payment on the Senior Notes was due on April 15, 2002. Notwithstanding the Debtors' efforts to improve liquidity, the Debtors did not have sufficient funds to make this interest payment. The Debtors' default on the

Senior Notes would result in cross-default in the U.S. Securitization Facility, effectively eliminating the Debtors' last source of cash to operate.

30. After consideration of all reasonably available alternatives, and in light of the Debtors' liquidity crisis, the Debtors determined that the voluntary commencement of these Chapter 11 Cases would provide them with sufficient breathing space to enable them to restructure their financial affairs and reorganize their businesses for the benefit of all their creditors.

Relief Requested

31. By this Application, the Debtors seek to employ and retain the Firm as their bankruptcy counsel with regard to the filing and prosecution of their Chapter 11 Cases. Accordingly, the Debtors respectfully request the entry of an order pursuant to Bankruptcy Code § 327(a) authorizing them to employ and retain PSZY&J as their attorneys under a general retainer to perform the legal services that will be necessary during these Chapter 11 Cases.

32. The Debtors seek to retain PSZY&J as their attorneys because of PSZY&J's extensive experience and knowledge in the field of debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code and because of the Firm's expertise, experience and knowledge practicing before this Court. In preparing for its representation of the Debtors in these cases, PSZY&J has become familiar with the Debtors' business and affairs and many of the potential legal issues that may arise in the context of these Chapter 11 Cases.

33. Subject to Court approval in accordance with Bankruptcy Code § 330(a), compensation will be payable to PSZY&J on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by PSZY&J. The principal attorneys and paralegals presently designated to represent the Debtors and their current standard hourly rates are:

a.	Laura Davis Jones	$550.00 per hour
b.	James E. O'Neill	$370.00 per hour
c.	Christopher J. Lhulier	$260.00 per hour
d.	Kathleen M. DePhillips	$225.00 per hour
e.	Karina Yee	$125.00 per hour

34. The hourly rates set forth above for attorneys and paralegals are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Debtors in connection with the matters herein described.

35. The hourly rates set forth above are PSZY&J's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate PSZY&J for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is PSZY&J's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, facsimile charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by PSZY&J to outside copying services for use in mass mailings,

travel expenses, expenses for "working meals," computerized research, transcription costs, charges related to conference calls hosted by the Firm, as well as non-ordinary overhead expenses such as secretarial and other overtime. PSZY&J will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to PSZY&J's other clients. PSZY&J believes that it is more fair to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients. PSZY&J does not charge its clients for long distance telephone charges made from the Firm's offices or cellular telephones.

36. The professional services that PSZY&J will render to the Debtors include, but shall not be limited to, the following:

a. to provide legal advice with respect to their powers and duties as debtors in possession in the operation and reorganization of their businesses and their properties;

b. to prepare and pursue confirmation of a reorganization plan and approval of a disclosure statement;

c. to prepare on behalf of the Debtors necessary applications, motions, answers, orders, reports and other legal papers;

d. to appear in Court and to protect the interests of the Debtors before the Court; and

e. to perform all other legal services for the Debtors which may be necessary and proper in these proceedings.

37. To the best of the Debtors' knowledge, and except as disclosed in the annexed affidavit of Laura Davis Jones, Esquire (the "Jones Affidavit"), PSZY&J has not represented the Debtors, their creditors, equity security holders, or any other parties in interest, or their respective attorneys, in any matter relating to the Debtors or their estates.

38. To the best of the Debtors' knowledge and except as otherwise disclosed in the Jones Affidavit, PSZY&J does not hold or represent any interest adverse to the Debtors' estates, PSZY&J is a "disinterested person" as that phrase is defined in Bankrutpcy Code § 101(14) of the Bankruptcy Code, and PSZY&J's employment is necessary and in the best interests of the Debtors and their estates.

39. PSZY&J has received $100,000.00 from the Debtors as a general retainer for pre- and postpetition services. In addition the Firm has received $3,320.00 from the Debtors to filing fees for these cases. The Firm is current as of the Petition Date, and will apply the unused retainer to post petition fees and expenses.

Notice

40. Notice of this Application has been given to (a) the Office of the United States Trustee, (b) the counsel for the Pre-Petition Lenders, (c) the counsel for the post petition lenders and (d) counsel for the Informal Committee of Noteholders. Following the initial hearing in these cases, notice of this Application will be given to (i) the Debtors' forty (40) largest unsecured creditors and (ii) those persons who have requested notice pursuant to Federal Rule of Bankruptcy Procedure 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need to be given.

No Prior Request

41. No previous application for the relief sought herein has been made to this Court or any other court.

WHEREFORE, the Debtors request entry of an Order, substantially in the form attached hereto, authorizing the Debtors to employ and retain PSZY&J as counsel, and granting such other and further relief as is just and proper.

Dated: April 15, 2002

Exide Technologies f/k/a Exide Corporation, Exide Delaware, L.L.C., Exide Illinois, Inc. and RBD Liquidation, L.L.C.

By: _____
Craig H. Muhlhauser
President and Chief Executive Officer

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
EXIDE TECHNOLOGIES, et al.,[1]	)	Case No. 02-11125 (JCA)
	)	(Jointly Administered)
Debtors.	)	

AFFIDAVIT OF LAURA DAVIS JONES IN SUPPORT OF DEBTORS' APPLICATION FOR ORDER UNDER SECTION 327(a) OF THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT OF PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C. AS COUNSEL FOR DEBTORS AND DEBTORS IN POSSESSION

LAURA DAVIS JONES, ESQUIRE, being duly sworn, deposes and says:

1. I am a shareholder in the Firm of Pachulski, Stang, Ziehl, Young & Jones P.C. ("PSZY&J" or the "Firm"), located at 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 9899-8705, and have been duly admitted to practice law in the State of Delaware, the United States District Court for the District of Delaware, the United States Court of Appeals for the Third Circuit, and the Supreme Court of the United States. This Affidavit is submitted in support of the Application for Order Under Section 327(a) of the Bankruptcy Code Authorizing the Employment and Retention of Pachulski, Stang, Ziehl, Young & Jones P.C. as Counsel for the Debtors and Debtors in Possession (the "Application").

2. Neither I, the Firm, nor any shareholder, counsel or associate thereof, insofar as I have been able to ascertain, has any connection with the captioned debtors (the "Debtors"), their creditors or any other parties in interest herein, or their respective attorneys except as set forth below:

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[1] The Debtors in these proceedings are: Exide Technologies f/k/a Exide Corporation; Exide Delaware, L.L.C.; Exide Illinois, Inc. and RBD Liquidation, L.L.C.

a. Until December 31, 1999, I was a partner at the law firm of Young Conaway Stargatt & Taylor, LLP ("Young Conaway"). Young Conaway had a broad client list and may, at some time, have represented one or more creditors of or parties interested in the Debtors' bankruptcy estates. I am not aware of any such representation. I do not, however, currently have access to Young Conaway's client or conflict data bases. Accordingly, it is possible that Young Conaway may have represented a party with interests adverse to the Debtors' bankruptcy estates while I was a partner at Young Conaway, and that such representation is not known to me or specifically disclosed herein. If, upon access to Young Conaway's client and conflict data bases, I discover that such an adverse representation exists, I will disclose such representation to the Court and all parties receiving copies of this Affidavit in a supplementary affidavit.

b. The Debtors have and will retain various professionals during the pendency of these cases. The following are professionals the Debtors have and will or may retain after the Petition Date: PSZY&J, Kirkland & Ellis, The Blackstone Group, PricewaterhouseCoopers, the Bankruptcy Management Corporation, Gavin Anderson & Company, and JA&A Services LLC. PSZY&J has previously worked with these professionals on numerous representations, at times representing the same parties and at other times representing parties with similar interests or parties with adverse interests.

c. The Firm represents many committees, whose members may be creditors in these chapter 11 cases. However, the Firm will not represent any members of these committees in any claims that they may have collectively or individually against the Debtors.

d. The Firm currently represents Federal-Mogul Global, Inc. and related debtors ("Federal-Mogul") in their chapter 11 proceedings pending in the United States Bankruptcy Court for the District of Delaware, at Bankruptcy Case No. 01-10578 (AMW). The Firm has not and will not represent Federal-Mogul in any way in connection with these bankruptcy cases and will not represent the Debtors in any matter involving Federal-Mogul.

3. PSZY&J is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code in that said firm, its shareholders, counsel and associates:

a. are not creditors, equity security holders or insiders of the Debtors;

b. are not and were not investment bankers for any outstanding security of the Debtors;

c. have not been, within three (3) years before the date of the filing of the Debtors' chapter 11 petitions, (i) investment bankers for a security of the Debtors, or (ii) an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the Debtors; and

d. are not and were not within two (2) years before the date of the filing of the Debtors' chapter 11 petitions, a director, officer, or employee of the Debtors or of any investment banker as specified in subparagraph (b) or (c) of this paragraph.

e. PSZY&J has received $100,000.00 from the Debtors as a general retainer. The Firm has also received $3,320.00 from the Debtors for payment of filing fees in these cases. The Firm is current as of the Petition Date, and will apply the unused retainer to post-petition fees and expenses.

f. This Firm and certain of its shareholders, counsel and associates may have in the past represented, and may currently represent and likely in the future will represent creditors of the Debtors in connection with matters unrelated to the Debtors and these cases. At this time, PSZY&J is not aware of such representations except as noted above. If the Firm identifies any further such representations, the Firm shall make further disclosures as may be appropriate at that time.

4. The Firm intends to apply for compensation for professional services rendered in connection with these chapter 11 cases subject to approval of this Court and compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. The principal attorneys and paralegals designated to represent the Debtors and their current standard hourly rates are:

a.	Laura Davis Jones	$550.00 per hour
b.	James E. O'Neill	$370.00 per hour
c.	Christopher J. Lhulier	$260.00 per hour
d.	Kathleen M. DePhillips	$225.00 per hour
e.	Karina Yee	$125.00 per hour

The hourly rates set forth above for attorneys and paralegals are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Debtors in connection with the matters herein described.

5. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, facsimile charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for "working meals," computerized research, transcription costs, charges related to conference calls hosted by the Firm, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients. The Firm believes that it is more fair to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients. PSZY&J does not charge its clients for long distance telephone charges made from the Firm's offices or cellular telephones.

6. No promises have been received by the Firm or by any shareholder, counsel or associate thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these chapter 11 cases, except among the shareholders, of counsel and associates of the Firm.

Dated: April 15, 2002

Laura Davis Jones

SWORN TO AND SUBSCRIBED before me this 15th day of April, 2002.

Notary Public

My Commission Expires: 02/11/04

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
EXIDE TECHNOLOGIES, et al.,[1]	)	Case No. 02- 1125 (JCA)
	)	(Jointly Administered)
Debtors.	)	

STATEMENT UNDER RULE 2016 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND SECTION 329 OF THE BANKRUPTCY CODE

Pachulski, Stang, Ziehl, Young & Jones P.C. ("PSZYJ" or the "Firm"), pursuant to Federal Rule of Bankruptcy Procedure 2016 (the "Bankruptcy Rules") and section 329 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), states that the undersigned is proposed counsel for the above-captioned debtor and debtor in possession (the "Debtor") in this case.

1. Compensation agreed to be paid by the Debtor to PSZYJ is for legal services to be rendered in connection with this case. The Debtor has agreed to pay PSZYJ for the legal services rendered or to be rendered by its various attorneys and paralegals in connection with these cases on the Debtor's behalf. The Debtor also has agreed to reimburse PSZYJ for its actual and necessary expenses incurred in connection with this case.

2. PSZYJ has received $100,000.00 from the Debtors as a general retainer. The Firm has also received $3,320.00 from the Debtors for payment of filing fees in these cases. The Firm is current as of the Petition Date, and will apply the unused retainer to post-petition fees and expenses.

[1] The Debtors in these proceedings are: Exide Technologies f/k/a Exide Corporation; Exide Delaware, L.L.C.; Exide Illinois, Inc. and RBD Liquidation, L.L.C.

3. PSZYJ will seek approval of payment of compensation upon the filing of appropriate applications for allowance of interim or final compensation pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, and this Court's Local Rules and Orders.

4. The entire filing fee in this case has been paid.

5. The services to be rendered include all those services set forth in the Application Pursuant to Fed. R. Bankr. P. 2014(a) for Order Under to Section 327(a) of the Bankruptcy Code Authorizing the Employment and Retention of Pachulski, Stang, Ziehl, Young & Jones P.C. as Counsel for the Debtor and Debtor in Possession.

6. PSZYJ further states that it has not shared, nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the shareholders, counsel and associates of PSZYJ, or (b) any compensation another person or party has received or may received

Dated: April 15, 2002

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.

Laura Davis Jones

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[Proposed] Co-Counsel for the
Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
EXIDE TECHNOLOGIES, et al.,[1]	)	Case No. 02-11125 (___)
	)	(Jointly Administered)
Debtors.	)	

ORDER PURSUANT TO SECTION 327(a) OF THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT AND RETENTION OF PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C. AS COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION

Upon consideration of the Application filed by the debtors and debtors in possession (the "Debtors") in the captioned chapter 11 cases for an order pursuant to section 327(a) of title 11, United States Code (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure authorizing the Debtors to employ and retain the law firm of Pachulski, Stang, Ziehl, Young & Jones P.C. ("PSZY&J" or the "Firm") as their bankruptcy counsel (the "Application")[2]; and upon the affidavit of Laura Davis Jones, Esquire, a shareholder of the Firm, in support thereof (the "Jones Affidavit"); and the Court being satisfied based on the representations made in the Application and in the Jones Affidavit that said attorneys represent no interest adverse to the Debtors' estates with respect to the matters upon which they are to be engaged, that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code, as modified by Bankruptcy Code § 1107(b), and that their employment is necessary and would be in the best interests of the Debtors' estates, and considering the Affidavit

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1 The Debtors in these proceedings are: Exide Technologies f/k/a Exide Corporation; Exide Delaware, L.L.C.; Exide Illinois, Inc. and RBD Liquidation, L.L.C.

2 Capitalized terms used but not defined herein shall have the same meaning as in the Application.

of Lisa Donahue in Support of First Day Motions, and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is granted; and it is further

ORDERED that in accordance with Bankruptcy Code § 327(a), the Debtors are authorized to employ and retain the Firm as counsel on the terms set forth in the Application and the Affidavit; and it is further

ORDERED that the Firm shall be entitled to allowance of compensation and reimbursement of expenses, upon the filing and approval of interim and final applications pursuant to the Federal Rules of Bankruptcy Procedure, the Local Rules of this Court and such other orders as the Court may direct.

Dated: April ___, 2002

United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
EXIDE TECHNOLOGIES, et al.,[1]	)	Case No. 02-11125 (JCA)
	)	(Jointly Administered)
Debtors.	)	

CERTIFICATE OF SERVICE

I, James E. O'Neill, hereby certify that on the 18th day of April, 2002, I caused a copy of the following document(s) to be served on the individuals on the attached service list(s) in the manner indicated:

Notice of Debtors' Application for Order Under Section 327(a) of the Bankruptcy Code Authorizing the Employment of Pachulski, Stang, Ziehl, Young & Jones P.C. as Counsel for the Debtors and Debtors in Possession

Debtors' Application for Order Under Section 327(a) of the Bankruptcy Code Authorizing the Employment of Pachulski, Stang, Ziehl, Young & Jones P.C. as Counsel for the Debtors and Debtors in Possession

Application of Laura Davis Jones in Support of Debtors' Application for Order Under Section 327(a) of the Bankruptcy Code Authorizing the Employment of Pachulski, Stang, Ziehl, Young & Jones P.C. as Counsel for the Debtors and Debtors in Possession

Statement Under Rule 2016 of the Federal Rules of Bankruptcy Procedure and Section 329 of the Bankruptcy Code

[Proposed] Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Employment and Retention of Pachulski, Stang, Ziehl, Young & Jones P.C. as Counsel for the Debtors and Debtors in Possession

James E. O'Neill (Bar No. 4042)

[1] The Debtors in these proceedings are: Exide Technologies f/k/a Exide Corporation; Exide Delaware, L.L.C.; Exide Illinois, Inc. and RBD Liquidation, L.L.C.

Exide Technologies 2002 Service List
Case No. 02-11125 (JCA)
April 18, 2002
Document No. 44763
04 - Hand Delivery
01- Overnight Delivery
45 – First Class Mail
04 - Foreign First Class Mail

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White Bear Lake, MN 55110

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Atlanta, GA 30384-1935

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New York, NY 10036

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RM No. 5F-1 No. 212
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