IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

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

Objection Deadline: May 12, 2003 at 4:00 p.m.
Hearing Date: Only if necessary

CERTIFICATION OF COUNSEL
REGARDING AFFIDAVIT OF PROPOSED
PROFESSIONAL AND DISCLOSURE STATEMENT

The undersigned hereby certifies that:

1. On April 15, 2002 the above-captioned debtors and debtors in possession (the "Debtors") filed their Motion for Order Authorizing Debtors to Employ and Compensate Certain Professionals Utilized in the Ordinary Course of Debtors' Business (the "Motion"), which is Docket No. 16.

2. A copy of the Affidavit of Proposed Professional and Disclosure Statement filed by the following professionals are attached hereto: Skadden, Arps, Slate, Meagher & Flom LLP.

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

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CERTIFICATE OF SERVICE

I, Kathleen Marshall DePhillips , certify that on the 30th day of April 2003, I caused a copy of the following document(s) to be served on the individuals on the attached service list in the manner indicated:

Certification of Counsel Regarding
Affidavit Of Proposed Professional And Disclosure Statement

Kathleen Marshall DePhillips (#4173)
Kathleen Marshall DePhillips

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

Exide Technologies Core Service List
Case No. 02-11125 (KJC)
Document No. 44881
05 - Hand Delivery
01 – Overnight Delivery
05 – First Class Mail

(Counsel to Debtors)
Laura Davis Jones, Esquire
Pachulski, Stang, Ziehl, Young & Jones P.C.
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705

Hand Delivery
(U.S. Trustee)
Mark Kenney, Esquire
Office of the United States Trustee
844 King Street, Room 2313
Lockbox 35
Wilmington, DE 19801

Hand Delivery
(Counsel to Prepetition Secured Lenders, Credit Suisse First Boston)
Mark D. Collins, Esquire
Richards, Layton & Finger, P.A.
One Rodney Square
P.O. Box 551
Wilmington, DE 19899

Hand Delivery
(Counsel to Post Petition Secured Lenders, Citicorp USA, Inc.)
Richard S. Cobb, Esquire
Klett Rooney Lieber & Schorling
1000 West Street, Suite 1410
P.O. Box 1397
Wilmington, DE 19801

Hand Delivery
(Counsel to Official Committee of Unsecured Creditors)
David B. Stratton, Esquire
David M. Fournier, Esquire
Pepper Hamilton LLP
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Wilmington, DE 19899-1709

Hand Delivery
(Counsel to Official Committee of Equity Security Holders)
William A. Hazeltine, Esquire
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Overnight Delivery
(Counsel to Debtors)
Matthew N. Kleiman, Esquire
Kirkland & Ellis
200 East Randolph Drive
Chicago, Illinois 60601

First Class Mail
(Counsel to Prepetition Secured Lenders, Credit Suisse First Boston)
Douglas P. Bartner, Esquire
Marc Hankin, Esquire
Shearman & Sterling
599 Lexington Avenue
New York, NY 10022

First Class Mail
(Counsel to Post Petition Secured Lenders, Citicorp USA, Inc.)
Marcia Landweber Goldstein, Esquire
Troy L. Cady, Esquire
Weil, Gotshal & Manges LLP
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First Class Mail
(Counsel to Official Committee of
Unsecured Creditors)
Fred Hodara, Esquire
Mary R. Masella, Esquire
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
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New York, NY 10022

First Class Mail
(Debtors)
Stuart Kupinsky
General Counsel
Exide Technologies
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Princeton, NJ 08040

First Class Mail
(Counsel to Official Committee of Equity
Security Holders)
Mark L. Metz, Esquire
Joshua A. Blakely, Esquire
Reinhart Boerner Van Deuren s.c.
1000 North Water Street, Suite 2100
Milwaukee, WI 53202

3. In accordance with the terms of the Motion and the Order entered on the Motion, objections to the proposed professionals are to be filed within ten (10) days of filing of the Affidavit or by May 12, 2003.

Dated: April 30, 2003

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

-and-

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

Kathleen Marshall DePhillips

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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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.	Case No.02-11125 (KJC)
	Jointly Administered
Debtors.	

DECLARATION OF PROPOSED PROFESSIONAL AND DISCLOSURE STATEMENT

I, Robert B. Pincus, hereby declare pursuant to 28 U.S.C. § 1746 that the following is true to the best of my knowledge, information and belief:

1. I am a partner with the law firm of Skadden, Arps, Slate, Meagher & Flom LLP (togther with its affiliated law practices, "Skadden, Arps"), which maintains an office for the practice of law in this district at One Rodney Square, Wilmington, Delaware.

2. The above-captioned debtors (the "Debtors") have requested, and Skadden, Arps has agreed, to represent and advise the Debtors with respect to a lawsuit filed in the Court of Chancery of the State of Delaware in and for New Castle County, styled State of Wisconsin Investment Board, et al. v. Exide Technologies, C.A. No. 20255-NC (the

"Chancery Court Litigation"), and any related matters that may arise in connection with such lawsuit.

3. My current customary hourly rates, subject to change from time to time, are $710. My partner, Edward P. Welch, will direct Skadden, Arps' representation of the Debtors in connection with the Chancery Court Litigation. Mr. Welch's current customary hourly rates, subject to change from time to time, are $685. In the normal course of business, Skadden, Arps revises our regular hourly rates annually; accordingly, the aforementioned rates will be revised at such time to the regular hourly rates then in effect.

4. Except as set forth herein, no promises have been received by Skadden or any partner, associate or other professional thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of Bankruptcy Practice and Procedure of the United State Bankruptcy Court for the District of Delaware, and orders of this Court.

5. Skadden, Arps has no agreement with any entity to share with such entity any compensation received by Skadden, Arps.

6. Neither I nor any partner, associate or other professional of Skadden, Arps insofar as I have been able to ascertain, has any connection with the Debtors, their creditors, or any other party in interest, or their attorneys or accountants, the United States trustee, or any person employed in the office thereof, except as set forth in this Declaration.

7. Skadden, Arps represented Exide Corporation in connection with certain environmental matters prior to the commencement of the Debtors' chapter 11 cases but holds no prepetition claims against the Debtors.

8. Except as otherwise noted herein, neither I, Skadden, Arps nor any partner, associate or other professional thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Skadden, Arps is to be engaged. Skadden, Arps does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys or accountants that would be adverse to the Debtors or their estates. Skadden, Arps will continue to review its conflict databases and will supplement this Declaration if additional disclosures are required.

9. Skadden, Arps and its partners, associates and other professionals may have in the past represented, currently represent, and may in the future represent entities that are, or are affiliates of, creditors of the Debtors in matters totally unrelated to these pending chapter 11 cases, including Agere Systems, Arch Chemicals, Bank of America, Bank of America Securities LLC, Bank of Montreal, Bank One NA, Bankers Trust Company, Black Diamond Capital, BNP Paribas, Brown Brothers Harriman & Company, Charles Schwab & Co., Inc., Chase Manhattan Bank USA, N.A., Citibank, Credit Suisse First Boston, Dai-Ichi Kangyo Bank, Daimler Chrysler AG, Deere & Company, Deutsche Bank, AG, Deutsche Bank Securities, Inc., Dresdner Bank AG, Dresdner Kleinwort Wasserstein, Eaton Vance, Edison Mission Power/Energy, EDS Corp., Enron Corp., Fleet National Bank, Ford Motor Company, Goldman, Sachs & Co., HSBC Bank USA, J.P. Morgan Chase Bank, Loomis Sayles & Co., Morgan Stanley & Co., Societe Generale, Toronto Dominion Bank, UBS, and Wachovia Bank.

10. The State of Wisconsin Investment Board ("SWIB") is a plaintiff in the Chancery Court Litigation. Skadden, Arps previously represented SWIB in matters totally unrelated to these pending chapter 11 cases. Skadden, Arps also previously represented the Trustees of SWIB in matters

totally unrelated to these pending chapter 11 cases. Both SWIB and the Trustees of SWIB are former clients of Skadden, Arps. Skadden, Arps has no connection with the other plaintiffs in the Chancery Court Litigation.

11. Skadden, Arps has represented in the past an entity that acquired certain overseas assets from a non-debtor affiliate of the Debtors.

12. In addition, Skadden, Arps is representing an entity in connection with the possible future acquisition of certain assets from the Debtors or their affiliates. Skadden, Arps will utilize an ethical wall in such event to ensure that attorneys and other professionals working on the Chancery Court Litigation do not share any confidential or other information concerning the Debtors with attorneys and other professionals that may work on any such other matter.

13. The foregoing constitutes Skadden Arps's statement pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: April 23, 2003

By: _____
Name: Robert B. Pincus