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)
Debtors.	)	(Jointly Administered)

CERTIFICATION OF COUNSEL

The undersigned hereby certifies that:

1. On August 29, 2003, the undersigned counsel to above-captioned debtors and debtors in possession (collectively, the "Debtors") received a draft proposed report from counsel to The Bank of New York, indenture trustee with respect to the Debtors' senior bonds and a member of the Creditors Committee (the "Bank of New York").

2. In an effort to resolve any disputes regarding the form of the recommendation letter, on September 2, 2003 at 11:43 a.m. Chicago time, the undersigned sent counsel to Bank of New York an email detailing the Debtors concerns with the form of report and attaching a form of revised report. A true and correct copy of the email and attachment are attached as Exhibit A hereto.

3. In a telephone conference later that afternoon, counsel to Bank of New York agreed to identify any provisions of the indenture or the Trust Indenture Act which supported Bank of New York's right to send an advocacy piece to bondholders. At 2:25 p.m.

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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.; RBD Liquidation L.L.C.; Dixie Metals Company; and Refined Metals Corporation.

Chicago time the undersigned received an email from counsel to Bank of New York containing an excerpt from the Trust Indenture Act.

4. In an effort to resolve any disputes regarding the form of the recommendation letter, at 3:50 p.m. Chicago time, the undersigned sent counsel to Bank of New York a second email further clarifying the Debtors' position along with a new compromise proposal. A true and correct copy of the second email are attached as Exhibit B hereto.

5. Counsel to Bank of New York subsequently contacted the undersigned and stated that Bank of New York would not accept any of the Debtors' proposed changes and requested that the Court address the disputed items at the Court's previously scheduled September 3, 2003 telephonic hearing.

6. Pursuant to the Court's direction at the August 25, 2003 disclosure statement hearing, the undersigned is submitting this Certification for consideration in connection with that telephonic hearing.

Dated: Chicago, Illinois
September 2, 2003

KIRKLAND & ELLIS LLP

Matthew N. Kleiman
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Chicago, IL 60601
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Facsimile: (312) 861-2200

-and-

PACHULSKI, STANG, ZIEHL, YOUNG, JONES & WEINTRAUB P.C.
Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
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Co-Counsel for the Debtors and Debtors in Possession

Exhibit A

Matthew Kleiman
09/02/2003 11:43 AM

To: glenn.siegel@dechert.com
cc: fhodara@AkinGump.com, mmasella@AkinGump.com, Ross Kwasteniet/Chicago/Kirkland-Ellis@K&E, "Irene Siegel (E-mail)" <isiegel@bankofny.com>, "Baer, Henry" <henry.baer@dechert.com>

Subject: RE: Exide Letters

Glenn -

Attached please find a revised form of the notice you sent me, which would be acceptable to the Debtors. At the hearing, you requested an opportunity to send a notice to bondholders, and the Debtors agreed to that concept. The Debtors never consented to, nor did the Judge permit, an advocacy piece. Moreover, the language in your "notice" that has been striken is already stated (or could be stated) in the Committee's letter, especially since you are a member of the Committee.

Please confirm that these changes are acceptable. Thank you.

Exide -- 3d notice to bondholders - K&E Comments

Matthew N. Kleiman
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August [28], 2003

NOTICE OF DISCLOSURE STATEMENT AND CHAPTER 11 PLAN TO REGISTERED HOLDERS OF EXIDE CORPORATION'S $300,000,000 SENIOR NOTES DUE 2005 (CUSIP NO. _____)[1]

The Bank of New York acts as the trustee under the indenture (the "Indenture"), dated as of April 28, 1995, between Exide Corporation and The Bank of New York, governing the above-referenced notes (the "Notes"), under which Exide Corporation is the obligor.

On April 15, 2002 (the "Petition Date"), Exide Corporation and certain of its affiliates (collectively, the "Debtors") filed petitions for relief in the United States Bankruptcy Court for the District of Delaware (the "Court") pursuant to Chapter 11 of the United States Bankruptcy Code. By virtue of these filings, no principal or interest will be paid on the Notes for the foreseeable future. The Bank of New York has been appointed to serve on the Official Committee of Unsecured Creditors (the "Committee") appointed in the Debtors' Chapter 11 cases, Case No. 02-11125 (JCA).

On or about [September 16], 2002, The Bank of New York sent a Notice of Bankruptcy Filing to Registered Holders of the Notes (collectively, the "Noteholders"). On or about [February 20], 2003, The Bank of New York sent a Second Notice to Noteholders. Since the mailing of the second Notice, the Debtors have filed their First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (the "Plan"), and the Disclosure Statement describing such Plan (the "Disclosure Statement"). A copy of the Disclosure Statement, approved by an order of the Court dated [August __], 2003,[2] is enclosed herewith.

~~**The Committee and the Bank of New York have raised objections to the Plan**~~

~~In connection with consideration of the Disclosure Statement, The Bank of New York and the Committee asserted that the Plan (i) distributes disproportionate value to certain stakeholders due to a substantial undervaluation of the Debtors' assets; (ii) provides for no meaningful distribution to Noteholders on account of their claims, (iii) unfairly discriminates against Noteholder claimants because certain other unsecured creditors will receive cash on account of their claims, and (iv) fails to recognize the rights of the Noteholders as senior creditors to turnover of the distribution which would otherwise be made to the holders of the 2.9% Convertible Notes. The Court indicated it would consider these objections at the Confirmation Hearing.~~

~~**Enclosed herewith is a letter from the Committee recommending that you reject the Plan. The Bank of New York also recommends that you reject the Plan.**~~

1. The CUSIP number provided herein is for reference purposes only and The Bank of New York makes no assurance that such CUSIP number is the correct CUSIP numbers for the Notes.

2 ~~While the Court has approved the Disclosure Statement, it has not considered or expressed any opinion regarding the Plan.~~

By order of the Court, the Debtors have until October 7, 2003, to solicit acceptances to the Plan. After that date, unless extended by the Court, other parties in interest would be entitled to file an alternative plan of reorganization.

In its role as trustee, The Bank of New York will continue to monitor the Debtors' bankruptcy proceedings and take all actions consistent with its obligations under the Indenture. If you have any questions in connection with the Notes you should contact Irene Siegel, Corporate Trust Administration Department in writing at The Bank of New York, 101 Barclay Street, 8W, New York, NY 10286, or by telephone at (212) 815-5081.

The Bank of New York, as Indenture Trustee

Exhibit B

Matthew Kleiman
09/02/2003 03:50 PM

To: glenn.siegel@dechert.com
cc:

Subject: Re: Exide - Bank of New York Issues

Glenn -

Thank you for finally forwarding me a copy of the provision of the Trust Indenture Act (TIA) that you believe justifies the advocacy piece you sent me on Friday. However, reviewing subsection (8) below, upon which you stated you are relying, it appears that the TIA only calls for a "report" from the trustee. I believe it would strain any reasonable interpretation to suggest that such a provision could be read to encompass the first draft of the so-called "notice" you sent me. Indeed, I think a more reasonable interpretation is that the trustee's report should set forth the facts as they relate to bondholders, which is precisely what my revisions from my earlier email were intended to accomplish.

I know from our prior phone call that you refused to consider any alternative to your language. However, in the spirit of compromise, and in the hope of avoiding having to bring this issue before the Court, I urge you to consider the following: in lieu of the language which I proposed to delete from your notice, the notice could include a statement to the effect "The Bank of New York, as a member of the Committee, does not support the Plan for the reasons set forth in the letter from counsel to the Committee included herewith." I believe this is a reasonable approach, and I ask you to give due consideration thereto.

Finally, I am still at a loss to understand your reluctance to have the trustee's fees subject to Court review. Given that such fees will directly reduce the recoveries available to bondholder creditors, it seems only reasonable that bondholders, as creditors in these cases, should be given an opportunity to review the trustee's fees. Please reconsider your opposition to this matter.

I look forward to your favorable response on these items. Thank you.

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mkleiman@kirkland.com

glenn.siegel@dechert.com on 09/02/2003 02:25:07 PM

glenn.siegel@dechert.com on 09/02/2003 02:25:07 PM

To: Matthew Kleiman/Chicago/Kirkland-Ellis@K&E
cc:

Subject: TIA Provisions

This is the provision:

15 USC § 77mmm. Reports by indenture trustee
(a) Report to security holders; time; contents

The indenture trustee shall transmit to the indenture security holders as hereinafter provided, at stated intervals of not more than 12 months, a brief report with respect to any of the following events which may have occurred within the previous 12 months (but if no such event has occurred within such period no report need be transmitted):--

(1) any change to its eligibility and its qualifications under section 77jjj of this title;

(2) the creation of or any material change to a relationship specified in paragraph (1) through (10) of section 77jjj(b) of this title;

(3) the character and amount of any advances made by it, as indenture trustee, which remain unpaid on the date of such report, and for the reimbursement of which it claims or may claim a lien or charge, prior to that of the indenture securities, on the trust estate or on property or funds held or collected by it as such trustee, if such advances so remaining unpaid aggregate more than one- half of 1 per centum of the principal amount of the indenture securities outstanding on such date;

(4) any change to the amount, interest rate, and maturity date of all other indebtedness owing to it in its individual capacity, on the date of such report, by the obligor upon the indenture securities, with a brief description of any property held as collateral security therefor, except an indebtedness based upon a creditor relationship arising in any manner described in paragraphs (2), (3), (4), or (6) of subsection (b) of section 77kkk of this title;

(5) any change to the property and funds physically in its possession as indenture trustee on the date of such report;

(6) any release, or release and substitution, of property subject to the lien of the indenture (and the consideration therefor, if any) which it has not previously reported;

(7) any additional issue of indenture securities which it has not previously reported; and

(8) any action taken by it in the performance of its duties under the indenture which it has not previously reported and which in its opinion materially affects the indenture securities or the trust estate, except action in respect of a default, notice of which has been or is to be withheld by it in accordance with an indenture provision authorized by subsection (b) of section 77ooo of this title.

Glenn E. Siegel
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