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)**
Debtors.	)	**(Jointly Administered)**
	)	

SECOND SUPPLEMENTAL AFFIDAVIT OF MATTHEW N. KLEIMAN
UNDER 11 U.S.C. 327(a) AND FED. R. BANKR. P. 2014

STATE OF ILLINOIS)
)
COUNTY OF COOK)

MATTHEW N. KLEIMAN, ESQUIRE, being duly sworn, deposes and says:

1. I am a partner in the firm of Kirkland & Ellis ("K&E" or the "Firm"), 200 East Randolph Drive, Chicago, Illinois 60601. I am admitted to practice in the Supreme Court of Illinois, the United States District Court for the Northern District of Illinois and the United States District Court for the Eastern District of Michigan. I am authorized to make this supplemental affdavit (the "Supplemental Affidavit") on K&E's behalf. This Supplemental Affidavit is submitted pursuant to FED. R. BANKR. P. 2014(a) in support of the application of the debtors and debtors in possession (collectively, the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases") for an order pursuant to section 327(a) of title 11 of the United States Code (the "Bankruptcy Code") authorizing the employment and retention of K&E as attorneys for the Debtors (the "Application").

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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. On April 15, 2002 (the "Petition Date"), the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") (collectively, the "Chapter 11 Cases"). On or about April 17, 2002, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The official committee of unsecured creditors of Exide Technologies (the "Committee") was appointed by the United States Trustee on April 29, 2002.

3. On April 15, 2002, K&E filed an application to be retained as attorneys for the Debtors (the "Application") in the Chapter 11 Cases. Notice of the Application was sent out on April 18, 2002, with a deadline date for objections of May 3, 2002. The following affidavits in support of the Application have been filed on behalf of K&E:

a. Affidavit of Matthew N. Kleiman in Support of Application for Entry of an Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing Employment and Retention of Kirkland & Ellis as Attorneys for the Debtors and Statement of Kirkland & Ellis Pursuant to Federal Rule of Bankruptcy Procedure 2016(b) and Section 329(a) of the Bankruptcy Code (the "Original Affidavit").

b. First Supplemental Affidavit of Matthew N. Kleiman Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014. (the "First Supplemental Affidavit").

4. This supplement to the Original Affidavit is made pursuant to Fed. R. Bankr. P. 2014(a). K&E will continue to report, upon identification, its connection to any of the entities listed on the exhibits attached to the Original Affidavit, members of the Committee and the professionals appointed by the Committee (when and if appointed) and any other entities where a potential conflict of interest may arise.

5. As disclosed in the Original Affidavit, K&E represents Citicorp and related companies in various matters unrelated to these Chapter 11 Cases. In addition to the representations of Citicorp disclosed in the Original Affidavit, K&E is also performing services for Citicorp in connection with the offering of debtor in possession financing to troubled companies. This representation does not represent an interest adverse to the Debtors in the Chapter 11 Cases.

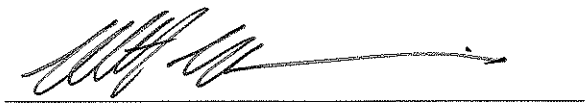
6. As disclosed in the Original Affidavit, K&E has represented Exide Technologies and its debtor and non-debtor affiliates for many years preceding the commencement of the Chapter 11 Cases. K&E has represented and will continue to represent during these Chapter 11 Cases certain non-debtor affiliates of Exide in connection with the joint financing between and among the Debtors and non-debtor affiliates and with the European securitization component of that financing, as well as other matters. This representation does not represent an interest adverse to the Debtors in the Chapter 11 Cases.

7. These additional representations by K&E have come to my attention since the Original Affidavit and First Supplemental Affidavit were filed. As demonstrated above, K&E remains disinterested within the meaning of 11 U.S.C. § 101(14), as modified by 11 U.S.C. § 1107(b), and neither holds nor represents interests adverse to the Debtors or to the Debtors' estates.

8. K&E will continue to periodically review its files during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, K&E will use reasonable efforts to identify such further developments and will promptly file a supplemental affidavit as Fed. R. Bankr. P.2014(a) requires.

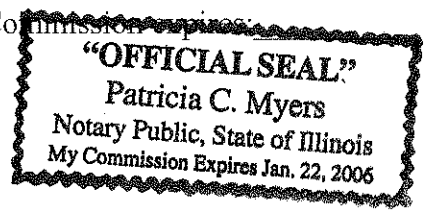
Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 30, 2002



Matthew N. Kleiman, Esq.
KIRKLAND & ELLIS
200 East Randolph Drive
Chicago, Illinois 60601
312/861-2000
312/861-2200 (fax)

Subscribed and sworn to before me
this 30 day of May 2002

Notary Public

My Commission expires: