

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re: : Chapter 11

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EXIDE TECHNOLOGIES, : Case No. 13-11482 (KJC)

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Debtor.¹ :

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**FIFTH SUPPLEMENTAL DECLARATION OF KENNETH S. ZIMAN UNDER
FED. R. BANKR. P. 2014 AND DEL. BANKR. L.R. 2014-1**

I, Kenneth S. Ziman, hereby declare that the following is true and correct to the best of my knowledge, information, and belief:

1. I am a partner of the firm of Skadden, Arps, Slate, Meagher & Flom LLP (“Skadden” or the “Firm”), which maintains offices for the practice of law at, among other places, Four Times Square, New York, New York 10036 and One Rodney Square, 920 N. King Street, Wilmington, Delaware 19801. I am admitted in, practicing in, and a member in good standing of the bars of the States of New York and California.

2. On June 19, 2013, I executed and filed a Declaration (the “Original Declaration”) in Support of Debtor’s Application For Order Under Bankruptcy Code Sections 327(a) and 329, Bankruptcy Rules 2014 and 2016 and Local Bankruptcy Rules 2014-1 and 2016-1 Authorizing Employment and Retention of Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates as Bankruptcy Counsel, Nunc Pro Tunc to the Petition Date (Docket No. 145) (the

¹ The last four digits of the Debtor’s taxpayer identification number are 2730. The Debtor’s corporate headquarters are 13000 Deerfield Parkway, Building 200, Milton, Georgia 30004.

“Application”).² On July 11, 2013, this Court entered an Order Under Bankruptcy Code Sections 327(a) and 329, Bankruptcy Rules 2014 and 2016 and Local Bankruptcy Rules 2014-1 and 2016-1 Authorizing Employment and Retention of Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates as Bankruptcy Counsel Nunc Pro Tunc to the Petition Date (Docket No. 158).

3. On July 30, 2013, I executed and filed a First Supplemental Declaration under Fed. R. Bankr. P. 2013 and Del. Bankr. L.R. 2014-1 in support of the Application (the “First Supplemental Declaration”).

4. On October 17, 2013, I executed and filed a Second Supplemental Declaration under Fed. R. Bankr. P. 2013 and Del. Bankr. L.R. 2014-1 in support of the Application (the “Second Supplemental Declaration”).

5. On January 29, 2014, I executed and filed a Third Supplemental Declaration under Fed. R. Bankr. P. 2013 and Del. Bankr. L.R. 2014-1 in support of the Application (the “Third Supplemental Declaration”).

6. On February 18, 2014, I executed and filed a Fourth Supplemental Declaration under Fed. R. Bankr. P. 2013 and Del. Bankr. L.R. 2014-1 in support of the Application (the “Fourth Supplemental Declaration,” and together with the Original Declaration and First, Second, and Third Supplemental Declarations, the “Prior Declarations”).

7. I hereby submit this supplemental declaration (the “Fifth Supplemental Declaration”) in further support of the Application. Except as otherwise indicated herein, I have

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application or the Original Declaration.

personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.³

Supplemental Due Diligence and Disclosures

8. Since the filing of the Prior Declarations, Skadden has engaged in further inquiry of its partners, counsel, and associates with respect to the matters contained in the Prior Declarations. In particular, Skadden has performed additional searches of its client databases for parties who have filed a notice of appearance since January 7, 2014, retained professionals, and certain other parties-in-interest. Based on such subsequent client database queries, Skadden has determined that it represents or has represented (in addition to those entities previously disclosed in the Prior Declarations) the following entities or their affiliates in matters unrelated to the Debtor, the Debtor's cases, or such entities claims against and interests in the Debtor:⁴

9. **Landlords.** Prologis, Inc.

10. **Litigation Parties.** Howden Buffalo.

11. **Major Vendors and Contract Parties.** Constellation NewEnergy, Inc.

12. **Major Customers.** Toyota Engineering & Manufacturing, Inc.

13. **Ordinary Course Professionals.** *AON Hewitt*; Deloitte Tax LLP; Duff & Phelps LLC.

14. **Shippers.** YRC Roadway LLC.

15. **Surety Providers and Insurance Carriers.** ACE American Insurance Company; ACE Insurance Company; ACE Property & Casualty Insurance Company.

³ Certain of the disclosures herein, however, relate to matters within the knowledge of other attorneys at Skadden and are based on information provided by them.

⁴ Entities in italics represent parties in interest that are former Skadden clients or whose affiliates are former Skadden clients. The identification and classification of an entity or individual within a specified category is not intended and should not be deemed to be an admission of the legal rights or status of such entity or individual.

16. **Utilities.** *Chemical Waste Management, Inc*; Public Service Electric and Gas Co.

17. **Beneficial Owners.** In addition to those entities previously disclosed in the Prior Declarations, certain of the Firm's clients are beneficial owners of certain parties in interest identified to date in the Chapter 11 Cases, as reported in a Schedule 13D or other Securities and Exchange Commission filing, including: YRC Roadway LLC.

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Further Due Diligence

18. Skadden will continue to conduct further inquiries of its attorneys and due diligence and research of its client databases and will file additional supplemental declarations regarding its retention, including periodic supplemental declarations anticipated to be filed at or about the time that future fee applications are filed in these cases, to the extent necessary.

I declare under penalty of perjury under the laws of the United States of America that, to the best of my knowledge, information and belief, and after reasonable inquiry, the foregoing is true and correct.

Dated: New York, New York
May 1, 2014

/s/ Kenneth S. Ziman
Kenneth S. Ziman
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