IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

JOINT MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS AND R² INVESTMENTS, LDC, PURSUANT TO RULE 2004 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE, FOR THE ENTRY OF AN ORDER AUTHORIZING THE EXAMINATION OF THE PRE-PETITION ADMINISTRATIVE AGENT AND DIRECTING DOCUMENT PRODUCTION CONCERNING NON-DEBTOR FOREIGN SUBSIDIARIES

The Official Committee of Unsecured Creditors ("Committee") and R² Investments, LDC ("R²"), the holder of approximately $127,292,000 or 42.4% of the 10% Senior Notes and approximately $20,277,000 or 5% of the 2.9% Convertible Senior Subordinated Notes issued by Exide Technologies ("Exide Technologies" and together with its affiliated debtors, the "Debtors"[1]) and as such, the Debtors' largest single unsecured creditor[2], by and through their undersigned counsel, hereby submit this motion (the "Motion") for the entry of an order, pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing them to obtain selected documents, deposition testimony, and other information from: the Pre-Petition Administrative Agent, Credit Suisse First Boston ("CSFB") concerning (A) the value of the Debtors' foreign subsidiaries, which are perhaps the Debtors' most valuable assets,

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1 Exide Technologies is the ultimate parent of all Exide entities worldwide. Collectively, it, together with all of its direct and indirect subsidiaries and other affiliates, are referred to herein as the "Exide Group".

2 An affiliate of R^2, R^2 Top Hat, Ltd. also holds or has entered into purchase commitments for approximately $81,111,483 of the approximately $700,000,000 of loans outstanding under the Pre-Petition Credit Facility. R^2 Top Hat, Ltd. does not sit on the Pre-Petition Bank Steering Committee and limits its participation in bank group meetings.

for plan purposes and (B) to analyze whether substantive consolidation of such subsidiaries is warranted under existing law[3]. In support of the Motion, the Committee and R^2 respectfully represent as follows:

PRELIMINARY STATEMENT

1. Exide Technologies' non-debtor foreign subsidiaries accounted for more than half of the Exide Group's net sales in the fiscal year immediately prior to its bankruptcy filing and constitute, perhaps, the Debtors' most significant asset. However, the Debtors have not made them the subject of these (or any other) insolvency proceedings and maintain that those assets and liabilities should be dealt with outside of these proceedings. Through this Motion, the Committee and R^2 seek narrowly tailored discovery to determine the value of the foreign subsidiaries and ascertain whether the unsecured creditors can equitably be afforded a fair share of that value.

2. Since April 15, 2002, (the "Petition Date"), the Committee's professional advisors have attempted to obtain necessary due diligence regarding the foreign non-debtor subsidiaries' business operations, capital structure and corporate structure through informal means. Recently, after notifying the Debtors that they wish to conduct a Bankruptcy Rule 2004 examination of them in respect to the foreign subsidiaries, the Debtors agreed to provide such information consensually. R^2, the Committee and the Debtor are presently working through the details of this consensual production and R^2 and the Committee reserve their respective rights to file a Rule 2004 examination

[3] R^2 and the Committee are concerned that the Debtor, with the encouragement of the Pre-Petition Banks, may have intentionally increased its working capital in the hope that this would result in substantial benefit to the Pre-Petition Banks and the Debtor to the detriment of the unsecured creditors and the former equity holders. In addition to the areas of inquiry raised by this Rule 2004 examination, R^2 and the Committee are presently analyzing whether additional 2004 discovery requests or other relief (including the possible appointment of a trustee or examiner) would be appropriate in light of such issues and the prepetition misconduct set forth in the adversary proceeding R^2 and the Committee have filed against the Pre-Petition Banks. In filing this motion, R^2 and the Committee respectfully reserve the right to conduct supplemental 2004 examinations or seek other relief related to the working capital or other relevant issues.

request in respect to the Debtors if a consensual arrangement can not ultimately be reached. However, the Committee and R^2 believe that CSFB may have additional information relevant to the foreign subsidiaries. Prior to filing this Motion, the Committee attempted to obtain many of the relevant documents from CSFB consensually but CSFB refused to provide them voluntarily. Accordingly, the Committee and R^2 have no choice but to request a Court order compelling CSFB's cooperation now – before plan negotiations reach a more critical phase.

3. The Committee and R^2 also seek discovery focusing on the specific issue of whether the non-debtor foreign subsidiaries should be made parties to the Debtors' Chapter 11 case through substantive consolidation or otherwise. Since these subsidiaries and the Debtors appear to have been operated as a single, financially and operationally integrated, enterprise, many of the factors justifying consolidation exist here.

4. As detailed in the Claims and Defenses Reports submitted to the Court in November 2002 by R^2 and the Committee, the guarantees, stock pledges and liens granted by the non-debtor foreign subsidiaries in favor of CSFB and the Pre-Petition Banks in the months leading up to (and even after) the Petition Date could potentially be avoided if the non-debtor foreign subsidiaries are consolidated into the Debtors' estates. Obviously, if these liens or indebtedness were avoided, more value would be available to the Debtors' estates, and the general unsecured creditors of Exide Technologies. Similarly, creditors of the existing Debtors might receive more value under any plan if the assets and liabilities of the Debtors and the Foreign Subsidiaries were pooled.

5. The discovery sought here focuses on issues independent from those asserted in the Complaint brought by R^2 and the Committee against CSFB and the Pre-Petition Banks (the "Complaint"). The Complaint focuses on the Pre-Petition Bank's

inequitable and wrongful conduct, beginning with the risk investment they made to finance Exide Technologies' ill-fated acquisition of Pacific Dunlop's GNB Corporation in the fall of 2000 and continuing through their manipulation of the timing of the Debtor's bankruptcy filing, and their self-interested efforts to dictate which of Exide Technologies' subsidiaries were to be made Debtors. The relief sought is the disallowance or equitable subordination of the Debtors' obligations to CSFB and the Pre-Petition Banks and the avoidance of their liens on the Debtor's assets. However, because the Debtors' foreign subsidiaries are not parties to these bankruptcy cases, the Complaint did not challenge either the $261,900,000 owed directly by the Foreign Subsidiaries (as defined in Schedule A hereto) to the Pre-Petition Banks or the guarantees, stock pledges and liens granted by the non-debtor foreign subsidiaries securing that indebtedness.

FACTUAL BACKGROUND

Exide's Business and Corporate Structure

6. On the Petition Date, Exide Technologies and certain of its domestic subsidiaries filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). Pursuant to an Order of this Court, the Debtors' Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors have continued to operate and manage their businesses as debtors-in-possession. No trustee or examiner has been appointed in these cases. None of Exide Technologies more than 85 direct or indirect Foreign Subsidiaries are debtors in these or any other insolvency proceedings.

7. Exide Technologies, together with its foreign and domestic subsidiaries, is the largest producer of lead acid industrial and automotive batteries in the world.

Industrial batteries manufactured by the Exide Group consist of motor power batteries such as those used in forklift trucks and other electric vehicles, as well as network power batteries for back-up power applications such as those used for telecommunications systems. Automotive batteries manufactured by the Exide Group are generally used in automobiles and are marketed to a broad range of original equipment manufacturers as well as retailers and distributors of replacement batteries.

8. The Exide Group's operations are worldwide, with battery manufacturing facilities in North America, Europe, the Middle East, India, Australia and New Zealand. Exide Technologies is the parent corporation of several U.S. operating subsidiaries as well as numerous Foreign Subsidiaries who are organized in multiple tiers. Appended as Exhibit A to the Complaint is a schedule of all of the Domestic and Foreign Subsidiaries showing their relationship to Exide Technologies, the ultimate corporate parent of the global Exide Group.

9. Exide Technologies is also the parent corporation of two foreign first-tier holding companies – Exide Holding Europe, S.A. (France) ("Exide Europe") and Exide Holding Asia PTE Limited (Singapore) ("Exide Asia") – which together own (directly or indirectly) all or substantially all of the capital stock or other equity interests of the other Foreign Subsidiaries. Exide Europe, directly or indirectly, owns all of the European Foreign Subsidiaries, and Exide Asia, directly or indirectly, owns all of the Asian Foreign Subsidiaries. According to Exide Technologies' SEC Form 10-K FYE March 31, 2002, the European, North American and Pacific Rim operations of the Exide Group represented approximately 48%, 47% and 5%, respectively, of the Exide Group's fiscal 2002 net sales. Thus, collectively, the European and Pacific Rim operations accounted for over half, or 53%, of the Exide Group's fiscal 2002 net sales.

10. Accordingly, these entities constitute, perhaps, the Debtors' most significant assets and the source of much of the Debtors' enterprise value to be allocated to creditors under any reorganization plan.

11. The Exide Group appears to operate as a single, integrated worldwide enterprise. All income from subsidiaries, regardless of where located, is ultimately consolidated at the Exide Technologies' level. Exide Technologies files consolidated financial reports, which describe the Exide Group – including its financial and operational results – as a single entity with the SEC. The Exide Group also has a centralized cash management system. Finally, Exide Technologies and many of its foreign subsidiaries are borrowers or guarantors under the same Pre-Petition Credit Facility and the DIP Facility (defined below).

Exide's Pre-Petition Bank Debt

12. Exide Technologies and certain of the other Debtors as well as most of the Exide Group's significant foreign subsidiaries are parties to the Pre-Petition Credit Facility under which approximately $700,000,000 was outstanding as of the Petition Date. As of the Petition Date, there were approximately $261,900,000 in direct borrowings made to the foreign subsidiaries and approximately $431,100,000 in borrowings made to Exide Technologies and other domestic subsidiaries. The Debtors and CSFB have consistently taken the position throughout this case that the foreign subsidiaries' liability for the more than $261,900,000 in direct borrowings is unaffected by the Debtors' Chapter 11 cases and such liabilities are not subject to compromise. Rather, they contend that this debt and all other indebtedness of the foreign subsidiaries must be paid in full.

13. The Pre-Petition Credit Facility was initially entered into on December 19, 1997 (the "1997 Credit Agreement"). Shortly thereafter, the Exide Group's financial performance began to rapidly decline with losses increasing each year until the Exide Group became insolvent on a balance sheet basis from and after the quarter ended March 31, 2000. The Pre-Petition Banks thereupon embarked upon a scheme to acquire further collateral for their own benefit, to the detriment of unsecured creditors, and without providing reasonably equivalent value to the Debtors in exchange for such additional collateral.

14. This scheme included encumbering the assets of the Foreign Subsidiaries. For example, on October 31, 2001, Exide Technologies and the Pre-Petition Banks entered into a Second Amendment to the 1997 Credit Agreement pursuant to which Exide Technologies agreed to cause its Foreign Subsidiaries to grant liens on all of their respective assets and to pledge all of their capital stock of the Foreign Subsidiaries. In addition, on December 28, 2001, Exide Technologies, together with its Borrowing Subsidiaries that are direct borrowers and/or guarantors, and the Pre-Petition Banks entered into a Third Amendment under which Exide Technologies and its subsidiaries, including foreign subsidiaries, granted additional collateral and guarantees to the Pre-Petition Banks.

15. Following the granting of such liens and security interests, the Pre-Petition Banks, upon information and belief, exercised their economic leverage to ensure that the foreign subsidiaries' liens were not avoided by causing Exide Technologies to keep the foreign subsidiaries out of these Chapter 11 cases or any analogous proceedings.

The Pre-Petition and DIP Financing Facilities Demonstrate that the Interests of the Debtors and the Non-Debtor Foreign Subsidiaries are Intertwined

16. A simple examination of the Pre-Petition and DIP Financing facilities reveals that the interests of the Debtors and the Foreign Subsidiaries are closely intertwined.

17. Under the Pre-Petition Credit Facility, advances could be made either to Exide Technologies directly (and readvanced to a subsidiary, including, specifically, a foreign subsidiary,) or directly to certain designated foreign borrowing subsidiaries. While Exide Technologies guaranteed all loans made under the Pre-Petition Credit Facility, including, but not limited to, those borrowings made directly to the foreign subsidiaries, the foreign borrowing subsidiaries and guarantees are liable only for advances made directly to foreign entities and do not guarantee loans made directly to Exide Technologies – even in instances where such funds ultimately were transferred to or benefited the foreign subsidiaries.

18. On the Petition Date, Exide Technologies, certain of the other debtors, and many of the foreign subsidiaries entered into a debtor in possession financing facility ("DIP Facility"). Upon information and belief, a substantial portion of the borrowings under the DIP Facility have either been advanced directly to the non-Debtor foreign subsidiaries or readvanced from Exide Technologies to the non-debtor foreign subsidiaries.

19. On or about the Petition Date, CSFB, the Pre-Petition Banks, and Exide Technologies, as well as certain of the other Debtors and many of the non-debtor foreign subsidiaries entered into a Standstill Agreement and Fifth Amendment to the Credit Agreement ("Standstill Agreement"). Under this agreement, the Pre-Petition

Banks agreed to forbear from initiating collection and other enforcement activity against the non-debtor foreign subsidiaries who were borrowers or guarantors. In return, such entities agreed to, among other things, grant the Pre-Petition Banks additional perfected security interests in assets of the non-debtor Foreign Subsidiaries securing up to $115,000,000 of the indebtedness.

Grant of Liens and Guarantees by Foreign Subsidiaries

20. As is detailed in the Claims and Defenses Reports, in the months leading up to the Petition Date, the foreign subsidiaries granted CSFB and the Pre-Petition Banks liens on significant portions of their assets and guarantees of the bank debt in an effort by CSFB and the Pre-Petition Banks to insure that they alone, amongst all of the Debtors' creditors, would benefit from the value of the non-Debtor foreign subsidiaries. None of these subsidiaries have been placed in these or any other insolvency proceedings where these collateral grants and liens could be scrutinized and potentially avoided.

RELIEF REQUESTED

I. Legal Authority

A) Scope of 2004 Exam

21. Bankruptcy Rule 2004(a) provides, in relevant part, that "on motion of any party in interest, the court may order the examination of any entity." Rule 2004(b) states that the examination may relate to, among other things, "the acts, conduct, or property or to the liabilities and financial condition of the debtor, or to any matter which may affect the administration of the debtor's estate." Rule 2004(c) provides that "the production of documentary evidence be compelled in the manner provided in Rule 9016," which permits the issuance of a subpoena. Fed. R. Bankr. P. 2004.

22. The term "entity" is defined as including "any person, estate, trust, governmental unit, and United States Trustee." 11. U.S.C. § 101(15). Section 1109(b) of the Bankruptcy Code provides that "a party in interest . . . may raise and may appear and be heard on any issue in a case under Chapter 11." 11 U.S.C. § 1109(b). Accordingly, both the Committee and R², which are parties in interest in these cases, have standing to obtain the document and information production sought by this Motion.

23. The scope of a Rule 2004 examination is "unfettered and broad," as the wording of the rule indicates. See 9 Collier on Bankruptcy ¶ 2004.02[1] at 2004-6 (15th ed. Rev. 1997) (quoting In re Table Talk, Inc., 51 B.R. 143, 145 (Bankr. D. Mass. 1985)). Indeed, the scope of a Rule 2004 examination is far broader than the scope of discovery under Rule 26 of the Federal Rules of Civil Procedure. Moore v. Lang (In re Lang), 107 B.R. 130, 132 (Bankr. N.D. Ohio 1989). Examinations under Rule 2004 may include within their scope, among many other things, any matter which may affect "the administration of the debtor's estate," and, in a Chapter 11 case, any matter relevant to the case or to the formulation of a plan. Moore v. Eason (In re Bazemore), 216 B.R. 1020, 1023 (Bankr. S.D.Ga. 1998). In fact, the well-settled scope of discovery conducted under Rule 2004 is so fundamental to the process and permissibly broad that courts have gone so far as to use with approval words and phrases such as "fishing expedition," "exploratory and groping," and "inquisition." See, e.g., Keene Corp. v. Johns-Manville Corp. (In re Johns-Manville Corp.), 42 B.R. 362, 364 (S.D.N.Y. 1984); In re Drexel Burnham Lambert Group, 123 B.R. 702, 711 (Bankr. S.D.N.Y. 1991).

B) Discovery In Aid Of Valuation

24. Here, the discovery requested concerning the value of the foreign subsidiaries is warranted in that it (a) relates to the Debtors' acts, conduct, property,

liabilities and financial condition; and (b) directly affects the administration of the Debtors' bankruptcy estates. For example, the foreign subsidiaries are significant assets of the Debtors' estates and a determination of their value is necessary for creditors to evaluate any reorganization plan which may be proposed.

C) 2004 Discovery In Aid Of Substantive Consolidation

25. Although the Bankruptcy Code contains no express provision providing for the substantive consolidation of separate corporate entities, partnerships or limited liability companies, bankruptcy courts have frequently ordered substantive consolidation in appropriate circumstances in furtherance of their general equitable powers. See 11 U.S.C. § 105; Meyer v. Hammes (In re Meyer), 187 B.R. 281, 284 n.2 (S.D. Ind. 1995); In re Creditors Serv. Corp., 195 B.R. 680, 688 (Bankr. S.D. Ohio 1996).

26. While several courts have developed a multi-faceted test to determine whether substantive consolidation is justified, see, e.g., In re Vecco Constr. Indus., Inc., 4 B.R. 407, 410 (Bankr. E.D. Va. 1980), at least the Second Circuit has stated that these factors are merely variants on two fundamental factors: (i) whether creditors dealt with the entities as a single economic unit and did not rely on their separate identities in extending credit; or (ii) whether the affairs of the entities are so entangled that consolidation will benefit all creditors. In re Augie/Restivo Baking Co., 860 F.2d 515, 518 (2d Cir. 1988). Other courts have looked to substantially the same factors but framed the test as whether there was a substantial identity between the entities being consolidated and a finding that consolidation is necessary to avoid some harm or realize some benefit for creditors of such entities. In re Hemingway Transp., 954 F.2d 1 (1st Cir. 1992); In re Auto-Train Corp., 810 F.2d 270 (D.C.Cir. 1987); Eastgroup Properties v.

Southern Motel Assoc. Ltd., 935 F.2d 245, 248-50 (11th Cir. 1991); In re GC Cos., 274 B.R. 663, 672 (Bankr. D. Del. 2002).

27. Other recent decisions focus on whether all creditors would benefit by consolidation without undue prejudice to any particular group. E.g., FDIC v. Colonial Realty Corp., 966 F.2d 57, 61 (2d Cir. 1992); In re Hemingway Transp., 954 F.2d at 1.

28. With regard to the pre-bankruptcy interrelationship between the entities which potentially may be consolidated, many federal courts have articulated a list of factors to be applied in substantive consolidation cases. See, e.g., Fish v. East, 114 F.2d 177, 191 (10th Cir. 1940) (ten factors). The court in Vecco, 4 B.R. at 410, revised the Fish list into seven criteria for determining whether consolidation is appropriate:

a. The degree of difficulty in segregating and ascertaining individual assets and liabilities;

b. The presence or absence of consolidated financial statements;

c. The profitability of consolidation at a single physical location;

d. The commingling of assets and business functions;

e. The unity of interests and ownership between the various corporate entities;

f. The existence of parent and intercorporate guarantees on loans; and

g. The transfer of assets without observance of corporate formalities.

In re Murray Indus., 119 B.R. 820, 830 (Bankr. M.D. Fla. 1990); In re Mortgage Inv. Co., 111 B.R. 604, 610 (Bankr. W.D. Tex. 1990); Holywell Corp. v. Bank of New York, 59 B.R. 340, 347 (S.D. Fla. 1986); see also Fish v. East, 114 F.2d at 191 (setting forth list of ten substantially similar factors).

29. In this case, many of the factors justifying consolidation in Vecco and the other cases exist. For example, based on the information R^2 and/or the Committee currently possess, at least four of the Vecco factors appear to be present:

a. consolidated financial statements;

b. unity of interests and ownership;

c. parent and intercorporate guarantees of loans; and

d. commingling of business functions.

30. However, the Court must undertake a multi-faceted, factually intensive analysis before consolidation may be ordered. The Committee and R^2 seek limited document production and depositions in order to obtain sufficient facts for this analysis. These requests fall squarely within the scope of Rule 2004 because the substantive consolidation analysis is directly relevant to the administration of this case and plan negotiations. Among other things, some or all of the guarantees, liens and pledges granted by the foreign subsidiaries on the eve of, and subsequent to, the Debtors' bankruptcy filings may be avoidable as preferential transfers and/or fraudulent conveyances if they could be made subject to this proceeding. Consolidation would also result in a pooling of the subsidiaries' assets and liabilities with the Debtors, placing the subsidiaries' debts on equal priority with those of the Debtors. In either case, there would be substantially more assets available to satisfy the claims of the unsecured creditors of Exide Technologies.

II. Document Production and Depositions Sought

31. Schedule A, attached hereto, set forth the information requested from the Pre-Petition Banks, through their agent CSFB.[4] These requests are narrowly tailored to seek the information needed to determine the foreign subsidiaries' value and the factors relevant to a substantive consolidation analysis.

32. The Committee has requested much of this information since the outset of the case, but has received little in response. In fact, the Committee's general efforts to obtain information through informal means of investigation have been generally unsuccessful due to a lack of cooperation by the Debtors, and the Pre-Petition Banks. (See Excerpt from the Committee's Preliminary Report of Claims and Defenses attached as Exhibit A hereto). Prior to filing this Motion, the Committee and R^2 have requested that the Debtors and Pre-Petition Banks provide this information consensually. The Debtors have indicated that they wish to produce responsive documents consensually, and R^2, the Committee, and the Debtors are attempting to reach such a consensual arrangement. However, R^2 and the Committee reserve their rights to file a Rule 2004 examination request in respect to the Debtors concerning the foreign subsidiaries.

[4] The Committee and R^2 reserve their rights to supplement its requests for additional information as such is deemed necessary.

Depositions

33. Schedule B, attached hereto, lists the topics that the Committee and R^2 seek to cover in depositions of the persons at CSFB most knowledgeable regarding the foreign subsidiaries. These topics relate to the foreign subsidiaries' value, and the relevant factors in conducting a substantive consolidation analysis.

34. The Committee and R^2 have asked counsel for the Debtors and CSFB to schedule these examinations. This request has been rejected.

Notice

35. Notice of this Motion has been sent by electronic mail to (i) the Debtor; (ii) the United States Trustee; (iii) the Official Equity Committee; (iv) CSFB and (v) all other parties on the regular service list in this case.

No Prior Relief

36. R^2 and the Committee have not previously sought the relief requested in this Motion.

CONCLUSION

WHEREFORE, for the reasons stated herein, the Committee and R^2 respectfully request that the Court enter an Order, in the annexed form, requiring CSFB to: (i) produce all documents in its possession, custody or control responsive to the requests contained on Schedules A no later than thirty days after entry of an order approving this Motion; and (ii) appear for deposition, commencing on a date no sooner then fifteen days after the date of the document production, at the New York office of Brown Rudnick Berlack Israels LLP, or such other place as the Court may designate or the parties may agree.

Date: March 28, 2003

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	:	Chapter 11
Exide Technologies, *et al.*,	:	Case No. 02-11125 (KJC)
Debtors.	:	Jointly Administered
	:	**Hearing Date: April 22, 2003 at 11:00 a.m.** **Objection Deadline: April 15, 2003 at 4:00 p.m.**

NOTICE OF JOINT MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS AND R² INVESTMENTS, LDC, PURSUANT TO RULE 2004 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE, FOR THE ENTRY OF AN ORDER AUTHORIZING THE EXAMINATION OF THE PRE-PETITION ADMINISTRATIVE AGENT AND DIRECTING DOCUMENT PRODUCTION CONCERNING NON-DEBTOR FOREIGN SUBSIDIARIES

TO: THE ATTACHED SERVICE LIST

PLEASE TAKE NOTICE that the Official Committee of Unsecured Creditors (the "Committee") and R² Investments, LDC ("R²"), by and through their undersigned counsel, hereby submit this motion (the "Motion") for the entry of an order, pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure, authorizing the examination of the pre-petition administrative agent and directing document production concerning the non-Debtor foreign subsidiaries of Exide Technologies.

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Motion shall be convened in the United States District Court for the District of Delaware, Courtroom 2B, 844 King Street, Wilmington, Delaware 19801 on April 22, 2003, at 11:00 a.m.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be made in writing filed with the Bankruptcy Court and served on the

undersigned counsel to R² so that such responses or objections are both filed and received on or before April 15, 2003, at 4 p.m. Only timely filed and received responses or objections to the Motion will be considered at the hearing on the Motion.

Dated: March 28, 2003

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SCHEDULE A

DOCUMENT REQUEST TO CREDIT SUISSE FIRST BOSTON

DEFINITIONS

"All" and **"Each"** shall be each construed as all and each.

"And" or **"or"** as used herein are terms of inclusion and not exclusion, and shall be construed disjunctively or conjunctively as necessary to bring within the scope of these requests any information that otherwise might be construed to be outside their scope.

"Communication" shall mean, without limitation, any exchange or transfer of information or Document, transmitted by whatever means, whether oral, written, electronic or by any other method.

"CSFB" shall refer to Credit Suiss First Boston.

"DIP Facility" shall mean Secured Super-Priority Debtor-in-Possession Revolving Credit Agreement dated as of April 15, 2002, as amended, supplemented or otherwise modified from time to time and all documents, instruments or agreements executed in connection herewith.

"Document" shall have as full a meaning as permissible pursuant to Federal Rule of Civil Procedure 34, and shall include all written or graphic matter or any other means of preserving thought or expression of every type and description, including but not limited to originals, drafts, computer-sorted and computer retrieval information, copies or duplicates that are marked with any notation or annotation, copies or duplicates that are marked with any notation or annotation, copies or duplicates that

differ in any way from the original, correspondence, memoranda, reports, notes, minutes, contracts, agreements, books, records, vouchers, invoices, purchase orders, ledgers, diaries, logs, calendar notes, computer printouts, computer disks and programs, records, card files, press clippings, manuals, lists, audit paperwork, financial analyses, tables, advertisements or other promotional material, audited or unaudited, financial statements, newspapers or newsletters, diagrams, photographs, telegrams, statements recorded in any way, drawings, specifications, property surveys, summaries, inter-office or intra-office communications, notations of any sort of conversations, and other writings or recordings. A draft or non-identical copy is a separate document within the meaning of this term. "Document" also includes any removable "Post-it" notes or other attachments affixed to any of the foregoing.

"Domestic Subsidiaries" shall refer to all of Exide Technologies' direct or indirect subsidiaries organized under the laws of the States of the United States.

"Exide" shall mean Exide Technologies, and all of its affiliates, direct and indirect subsidiaries, and all of their respective predecessors.

"Exide Technologies" shall mean Exide Technologies.

"Financial Statements" shall mean all internally or externally prepared Documents recording or stating the results of any of Exide Technologies, its Domestic Subsidiary or Foreign Subsidiary operations for the relevant period, including, but not limited to, balance sheets, income statements, cash flow statements and any other Document which identifies the financial condition or results of operations of any Exide entity.

"Foreign Subsidiaries" shall refer to all of Exide Technologies' direct or indirect subsidiaries organized under the laws of a foreign country.

"To Identify", when referring to people, shall mean to give, to the extent known, the person's full name, present or last known address, and when referring to a natural person, additionally, the present or last known place of employment. Once a person has been identified in accordance with this subparagraph, only the name of that person need be listed in response to subsequent discovery requesting the identification of that person.

"To Identify", when referring to documents, shall mean to give, to the extent known, the (i) type of document; (ii) general subject matter; (iii) date of the document; and (iv) author(s), addressee(s) and recipient(s).

"Person" shall mean any natural person or any business, legal, or governmental entity, association or partnership.

"Petition Date" shall mean April 15, 2002.

"Pre-Petition Credit Facility" shall mean the Amended and Restated Credit and Guarantee Agreement dated as of September 29, 2000, as such agreement may have been or may be amended, restated or supplemented and all other documents, instruments and agreements executed in connection herewith.

"Relating to" shall mean concerning, constituting, reflecting, discussing, describing, referring to, pertaining to, containing, analyzing, reporting on, commenting on or evidencing in whole or in any part.

"Standstill Agreement" shall mean the Standstill Agreement and Fifth Amendment to the Credit Agreement dated as of April 15, 2002, as amended, supplemented or otherwise modified from time to time and all documents, instruments or agreements executed in connection herewith.

INSTRUCTIONS

1. All requests for documents and information cover the period from January 1, 1997, through the present, unless otherwise indicated. The document requests seek all documents and information concerning this period, regardless of when any materials reflecting such information were prepared or published.

2. Documents shall be produced either in such a manner as to indicate the particular request or requests to which they are responsive or in the manner in which they are kept in the usual course of business; in either event, file folders or other materials holding responsive documents must be produced.

3. Any document request or part thereof that requests that CSFB, Exide or the Domestic and Foreign Subsidiaries produce one or more documents refers to documents that are or were in any or all of CSFB's, Exide's and the Domestic and Foreign Subsidiaries' possession or custody or subject to any of their control.

4. Where a document responsive to a document request is withheld on a claim of privilege, the following information shall be provided in the objection, unless divulgence of such information would cause disclosure of the allegedly privileged information:

(A) the nature of the privilege (including work product) being claimed and, if the privilege is governed by State law, indicate the State's privilege rule being invoked; and

(B) for documents:

(1) the author(s);

(2) the addressee(s) and other recipient(s);

(3) where not apparent, the relationship of the author(s), addressee(s), and recipient(s) to each other;

(4) the type of document, (e.g., letter or memorandum);

(5) the general subject matter of the document;

(6) the date of the document; and

(7) such other information as is sufficient to identify the document;

(C) for oral communications:

(1) name(s) of any person making the communication;

(2) name(s) of any person(s) present while the communication was made;

(3) where not apparent, the relationship of any person present to any person making the communication;

(4) the date and place of communication; and

(5) the general subject matter of the communication.

5. These document requests are continuing in nature, and prompt, supplemental answers are required if CSFB, Exide or the Domestic and Foreign Subsidiaries obtain additional, responsive documents or information after the time of their responses hereto.

6. If any document requested herein was at one time in existence, but is no longer in existence, please so state, and separately specify for each such document:

(a) the type of document (e.g., record, letter, statement, tape);

(b) the type of information contained therein;

(c) the date(s) on which it was created;

(d) the sender(s) and recipient(s), if applicable;

(e) the date on which it ceased to exist; and

(f) the circumstances under which it ceased to exist; and the identity of all persons having knowledge of the contents of or relating to such document.

DOCUMENT REQUESTS

1. Documents sufficient to identify the banking accounts of Exide and the Domestic and Foreign Subsidiaries that were maintained at CSFB or any other financial institution which was or is a Pre-Petition Bank under the Pre-Petition Credit Facility.

2. Documents describing the Foreign Subsidiaries' cash management systems and receipt and repayment of loans under the Pre-Petition Credit Facility.

3. All Documents concerning communications between CSFB on the one hand, and the Foreign Subsidiaries on the other.

4. Financial Statements for each of the last five years as well as quarterly statements for the last year and the most recent interim period for each of the Foreign Subsidiaries, whether prepared internally or externally.

5. Internal audit reports for each of the years 1997 to 2003 for the Foreign Subsidiaries, whether prepared internally or externally, and work sheets, including, but not limited to, any work papers or other internal financial reports reflecting the

performance of any of the Foreign Subsidiaries, which were prepared in conjunction with the preparation of Exide Technologies consolidated Financial Statements.

6. Documents which identify all intercompany transactions, including all intercompany payables, receivables, loans, dividend payments and any other intercompany payments, transfers and transactions, and the reason for each such intercompany transaction.

7. Documents sufficient to show any obligation which exists, or may have existed, on the part of Exide Technologies, any of the Domestic Subsidiaries or any Foreign Subsidiaries to contribute capital to any other Exide entity.

8. Documents sufficient to show any guarantee or joint liability of any of Exide Technologies, the Domestic Subsidiaries or any of the Foreign Subsidiaries in respect to any obligation or liability of any, other Exide entity other than liabilities or obligations arising in respect to the Pre-Petition Credit Facility or DIP Facility.

9. A schedule, as of the Petition Date, of the outstanding balances by lender, borrower and tranche due by each Foreign Subsidiary under the Pre-Petition Credit Facility.

10. Schedules of any liens granted by any Foreign Subsidiary as security for the Pre-Petition Credit Facility, including the dates when granted and including liens granted on a post-petition basis.

11. A list of the intercompany promissory notes pledged by the Foreign Subsidiaries to the Pre-Petition Banks as security for the Pre-Petition Credit Facility and copies of each such promissory note.

12. Documents sufficient to identify the capital structure of each of the Domestic and Foreign Subsidiaries at all times since January 1, 1997.

13. Documents which identify the accounting policies and procedures, recordkeeping procedures, and informal and internal controls of each of the Foreign Subsidiaries.

14. All appraisals and other valuations of the assets and liabilities of the Foreign Subsidiaries.

15. All Documents relating to the receipt by any of the Foreign Subsidiaries of proceeds of loans under Pre-Petition Credit Facility or DIP Facility or the repayment of any amounts owed under the Pre-Petition Credit Facility or DIP Facility or by any Foreign Subsidiary or from the assets of any Foreign Subsidiaries, including, but not limited to, loans made to Exide Technologies.

16. Documents which identify the receipt by Exide Technologies or any of the Domestic Subsidiaries of proceeds of a loan made under the Pre-Petition Credit Facility or DIP Facility to a Foreign Subsidiary or receipt by a Foreign Subsidiary of proceeds of a loan made to Exide Technologies under the Pre-Petition Credit Facility or DIP Facility.

17. All Documents relating to the guaranty by any of the Foreign Subsidiaries of the liabilities of Exide Technologies or another Exide entity under the Pre-Petition Credit Facility or DIP Facility or the pledge by any of the Foreign Subsidiaries of any of its assets and security for loans under the Pre-Petition Credit Facility or DIP Facility.

18. All Documents relating to any of the Foreign Subsidiaries becoming or being a borrower, guarantor or pledgor of collateral in respect to the Pre-Petition Credit

Facility or DIP Facility or otherwise relating to such Foreign Subsidiaries involvement in the Pre-Petition Credit Facility or DIP Facility.

19. All Documents relating to any Foreign Subsidiaries' decision to enter into to the Standstill Agreement.

20. All Documents relating to the decision by CSFB to extend credit to any Foreign Subsidiaries pursuant to the Pre-Petition Credit Agreement or otherwise.

21. Documents sufficient to identify the assets and liabilities jointly held by Exide Technologies, any Domestic Subsidiaries or any of the Foreign Subsidiaries.

22. Documents sufficient to describe any business or overhead functions which were shared between any of the Foreign Subsidiaries and another Exide entity and to identify how the cost of any such "shared" overhead or common business functions were allocated as between the applicable Foreign Subsidiary and other Exide entities.

23. A schedule, as of the Petition Date, of the outstanding balances by lender, borrower and tranche due by each Foreign Subsidiary under the Pre-Petition Credit Facility.

24. An overview of current senior management of each Foreign Subsidiary, including the date that each person assumed his/her current position for each of the Foreign Subsidiaries.

SCHEDULE B

The scope of R²'s and the Committee's examination shall include the following topics:

1. Information and facts related to the relationship between Exide Technologies and each of the Domestic and Foreign Subsidiaries and the manner in which funds were transferred amongst Exide entities.

2. Information and facts related to the cash management system utilized by Exide and each of the Domestic and Foreign Subsidiaries.

3. Information and facts related to the accounting policies and procedures, record-keeping procedures and formal and informal internal controls of Exide and each of the Domestic and Foreign Subsidiaries.

4. Information and facts related to all of Exide's and the Domestic and Foreign Subsidiaries' organizational documents, and all amendments thereto, including, but not limited to, all certificates of incorporation, by-laws and corporate minutes.

5. Information and facts related to all of Exide's and the Domestic and Foreign Subsidiaries' executive officers and directors, including, but not limited to, the scope of responsibilities for each of those executive officers and directors.

6. Information and facts related to any and all communications between SSB, CSFB and the Foreign Subsidiaries.

7. Information concerning intercompany transactions and agreement, including intercompany payables, receivables, loans, dividend payments and other intercompany payments, transfers, or transactions and agreements.

8. Information concerning borrowings by any of the Foreign Subsidiaries under the Pre-Petition Credit Facility or DIP Facility or the repayment by them of amounts owed under either of such facilities.

9. Information concerning the decisions by the various Foreign Subsidiaries to become borrowing subsidiaries, guarantors or pledgors of assets in connection of the Pre-Petition Credit Facility or DIP Facility or to implement the Standstill Agreement.

10. The assets and liabilities of each Foreign Subsidiary.

11. Any guaranty or joint liability of a Foreign Subsidiary of the debt of another Exide entity.

12. Payment by Exide Technologies, any Domestic Subsidiary or any of the Foreign Subsidiaries of another Foreign Subsidiaries' liability or guaranty or joint liability of another Exide entity or the debt of the debt of a Foreign Subsidiary, and any jointly held assets.

11. Any transfers outside of the ordinary course of business of cash or other assets by or to a Foreign Subsidiaries and whether corporate formalities were observed in connection with such transfers.

12. Information concerning whether each of the Foreign Subsidiaries conducted business solely in its own name and through its own officers and agents.

13. Any and all issues raised in Schedules A & B hereof.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	:	Chapter 11
Exide Technologies, *et al.*,	:	Case No. 02-11125 (KJC)
Debtors.	:	Jointly Administered
	:	**Hearing Date: April 22, 2003 at 11:00 a.m.** **Objection Deadline: April 15, 2003 at 4:00 p.m.**

ORDER AUTHORIZING THE EXAMINATION OF THE PRE-PETITION ADMINISTRATIVE AGENT AND DIRECTING DOCUMENT PRODUCTION CONCERNING NON-DEBTOR FOREIGN SUBSIDIARIES

THIS MATTER having been opened to the Court by the Official Committee of Unsecured Creditors (the "Committee") and R² Investments, LDC ("R²"), for the entry of an order pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure, authorizing the examination of Credit Suisse First Boston ("CSFB"), the pre-petition administrative agent, and directing document production concerning non-Debtor foreign subsidiaries of Exide Technologies; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and the consideration of the Motion and the relief requested therein being a core proceeding in accordance with 28 U.S.C. § 157(b); and the Court having considered the papers filed in support of the Motion and all responses or objections to the Motion; and notice of the Motion being adequate and sufficient; and after due deliberation and sufficient cause appearing therefore;

IT IS on this _____ day of April, 2003

ORDERED as follows:

1. The Motion is hereby granted.

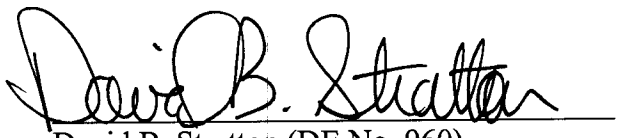
2. CSFB is hereby required to: (i) produce all documents in its possession, custody or control responsive to the requests contained on Schedules A attached to the Motion no later than thirty days after entry of this order; and (ii) appear for deposition, commencing on a date no sooner than fifteen days after the date of the document production, at the New York office of Brown Rudnick Berlack Israels LLP, or such other place as the Court may designate or the parties may agree.

HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

124273.1

CERTIFICATE OF SERVICE

I, David B. Stratton, hereby certify that on the 28th day of March, 2003 I caused one copy of the foregoing to be served on the persons on the attached service list by first class, United States mail, postage prepaid, unless otherwise indicated.



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