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.		**Objections due by: November 13, 2003 at 4:00 p.m. (Eastern)**
		Hearing Date: November 24, 2003 at 4:00 p.m. (Eastern)

DEBTORS' MOTION FOR ORDER PURSUANT TO BANKRUPTCY CODE SECTION 1121(d) EXTENDING THE TIME PERIOD DURING WHICH THE DEBTORS HAVE THE EXCLUSIVE RIGHT TO SOLICIT ACCEPTANCES OF A PLAN OF REORGANIZATION

The above-captioned debtors and debtors in possession (the "Debtors") hereby move (the "Motion") this Court for the entry of an order, pursuant to section 1121(d) of title 11 of the United States Code (the "Bankruptcy Code"), extending the time period during which the Debtors have the exclusive right to solicit acceptances of a plan of reorganization. Because the Debtors have already timely filed a plan of reorganization in this case, the Debtors are only seeking to extend the exclusive period for soliciting acceptances of a plan under section 1121(c)(3) of the Bankruptcy Code. In support of this Motion, the Debtors respectfully represent as follows:

Jurisdiction

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (L).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

[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.

3. Section 1121(d) of the Bankruptcy Code provides the basis for the relief sought in this Motion.

Background

4. On April 15, 2002 (the "Original Petition Date"), Exide Technologies a/k/a/ Exide Corporation, Exide Delaware, L.L.C., Exide Illinois and RBD Liquidation, L.L.C. (the "Original Debtors") filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. On November 21, 2002 (the "Additional Petition Date"), Dixie Metals Company and Refined Metals Corporation each an affiliate of the Original Debtors, (the "Additional Debtors") filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. An order consolidating the cases for the Original Debtors and Additional Debtors (collectively, the "Debtors") (collectively, the "Chapter 11 Cases") was entered by the Court on November 29, 2002.

5. The Debtors continue in possession of their properties and are operating and managing their businesses as debtors and debtors in possession pursuant to Bankruptcy Code §§ 1107(a) and 1108. No trustee or examiner has been appointed in the Chapter 11 Cases.

6. The Office of the United States Trustee has appointed an Official Committee of Unsecured Creditors (the "Committee") and an Official Committee of Equity Security Holders (the "Equity Committee") in these cases (collectively, the "Official Committees").

7. The Debtors' filed their Chapter 11 Plan of Reorganization on July 7, 2003. The Debtors' filed their Third Amended Plan of Reorganization on September 8, 2003 (as

further amended, the "Plan"). The Court entered an order approving the Debtors' Second Amended Disclosure Statement (the "Disclosure Statement") on September 10, 2003.

8. The Debtors' are scheduled to have a hearing on the Plan on October 21 and 22, 2003 (as continued to additional dates or postponed, the "Confirmation Hearing").

9. The Debtors' exclusive period to solicit acceptances for the Plan pursuant to Bankruptcy Code section 1121(c) will expire on October 7, 2003 (the "Solicitation Period"). The Debtors sought and obtained three earlier extensions of the Solicitation Period.

Relief Requested

10. By this Motion, the Debtors seek the entry of an order pursuant to section 1121(d) of the Bankruptcy Code extending the Solicitation Period through and including December 18, 2003. The extension is sought in order to allow the Debtors to conclude the Confirmation Hearing and to address any matters that might arise during the Confirmation Hearing.

Basis for Relief

A. Plan Exclusivity is Integral to the Congressional Policy of Rehabilitation through Consensual Plans.

11. The principal goal of chapter 11 is the successful rehabilitation of a debtor's business, which serves to, among other things, increase the pool of assets available for distribution to creditors. NLRB v. Bildisco & Bildisco, 465 U.S. 513, 527 (1984); United States v. Whiting Pools, Inc., 462 U.S. 198, 203 (1983). See also H.R. Rep. No. 595, 95th Cong., 1st Sess. 220 (1977) (hereinafter, "House Report"). The interwoven provisions of chapter 11 reflect Congressional intent that the principal means of successful rehabilitation should be a considered

and consensual plan. See, e.g., Gains v. Perkins (In re Perkins), 71 B.R. 294, 297 (W.D.Tenn. 1987). Such plans reduce the administrative burden imposed upon the bankruptcy court, avoid lengthy and costly litigation, and increase the overall distribution to creditors and equity security holders. See Fortgang & Mayer, Valuation in Bankruptcy, 32 U.C.L.A. L. Rev. 1061, 1106-7 (1985).

12. To promote balanced and successful reorganizations under chapter 11, Congress gave the debtor the exclusive right for a reasonable time to propose a plan. Section 1121(b) of the Bankruptcy Code establishes an initial period of one-hundred and twenty (120) days after the order for relief during which only the debtor may file a plan. 11 U.S.C. § 1121(b). If the debtor files a plan within the one-hundred and twenty (120) day period, section 1121(c)(3) extends the exclusivity period to one-hundred and eighty (180) days after the order for relief to permit the debtor to seek acceptances of such plan. 11 U.S.C. § 1121(c)(3). Section 1121(d) permits the bankruptcy court to extend these exclusivity periods "for cause". 11 U.S.C. § 1121(d).

13. While the Bankruptcy Code does not define "cause" for an extension of the exclusivity periods, Congress contemplated that bankruptcy courts would apply the exclusivity provisions flexibly so as to promote the orderly, consensual and successful reorganization of a debtor's affairs. See House Report, at 232; In re Cramer, Inc., 105 B.R. 433, 434 (Bankr. W.D.Tenn. 1989) ("the hallmark of § 1121 is flexibility"); Rosin v. RCN, (In re RCN), 118 B.R. 461 (W.D.Mich. 1990) (exclusivity period extended to provide maximum

flexibility in reorganization proceedings); In re Texaco, Inc., 76 B.R. 322 (Bankr. S.D.N.Y. 1987).

B. Cause Exists to Extend the Solicitation Period in this Case.

14. The decision to extend a debtor's exclusive periods is committed to the sound discretion of the bankruptcy court, based upon the facts and circumstances of each particular case. See, e.g., First American Bank of New York v. Southwest Gloves and Safety Equip., Inc., 64 B.R. 963, 965 (D. Del. 1986).

15. In determining whether cause exists for an extension of a debtor's exclusive periods, courts have relied on a variety of factors, each of which may provide sufficient grounds for extending the periods. These factors include (a) the size and complexity of the case, (b) the debtor's progress in resolving issues facing the estate, and (c) whether an extension of time will harm the debtor's creditors. See, e.g., In re Gibson & Cushman Dredging Corp., 101 B.R. 405-409-10 (E.D.N.Y. 1989)(listing the above-referenced factors); In re Grand Traverse Dev'p Co. Ltd. Partnership, 147 B.R. 418, 420 (Bankr. W.D. Mich. 1992); In re General Bearing Corp., 136 B.R. 361, 367 (Bankr. S.D.N.Y. 1992).

16. The Debtors and their professionals have worked to ensure that these cases proceed at a rapid rate in order to maximize the best interest of the Debtors, their estates and their creditors and are "on-track" with such goals. Since the Petition Date, among other things, the Debtors have continued business operations, have prepared and filed their Summary of Schedules and Statement of Financial Affairs and finalized amendments to the Schedules and Statements of Financial Affairs, are continuing to develop a comprehensive analysis of the

Debtors' leases and other executory contracts (including a recharacterization analysis of certain equipment leases), negotiated and implemented a court-approved key employee retention program which creates incentive milestones for a prompt and consensual conclusion of these chapter 11 cases, in particular by December 2003 when the Prepetition Lenders' Standstill Agreement expires, cooperating with the Equity Committee and responding to due diligence, negotiated with their lending constituencies and the Committee a number of issues related to the Cybergenics decision, and researching and filing a complaint that seeks to recharacterize certain agreements between the Debtors and various parties. Importantly, the Debtors have filed a Plan and the Court has approved their Disclosure Statement.

17. In addition, the Debtors have been dealing aggressively with the various litigation matters that have arisen since the Petition Date. The Debtors believe that in light of the size and complexity of the Debtors' business and the outstanding litigation matters, an extension of the Solicitation Period is justified.

18. The Debtors seek the requested extension in good faith, and submit that there is no risk of harm to the Debtors' creditors if this Court grants such an extension. The Debtors have moved these cases forward while working with key constituencies including the Official Committees and the Prepetition lenders and the Debtors' have filed what they strongly feel is a viable plan of reorganization. These cases do not bear characteristics that would justify the denial of an extension of the Solicitation Period. See e.g., In re Gagel & Gagel, 24 B.R. 674 (Bankr. S.D. Ohio 1982)(denying extension of exclusivity period because extension would be fruitless); Dow Corning, 208 B.R. 661, 670 (Bankr. E.D. Mich. 1997)(stating that an extension

of the exclusive period should be denied if debtor appeared to be attempting to delay the administration of the bankruptcy case). The Debtors are not seeking the extension to delay administration of their cases or to pressure creditors to accept unsatisfactory plan. On the contrary, this request is intended to facilitate an orderly, efficient and cost-effective solicitation process for the benefit of all creditors. Accordingly, granting the extension of the Solicitation Period requested by the Debtors is reasonable and appropriate under the circumstances of these cases. [2]

19. Moreover, the Debtors' request is well below the range of extensions granted by this and other courts in large reorganization cases. See, e.g., In re Montgomery Ward Holding Corp., No. 97-1409 (PJW) (Bankr. D. Del.)(exclusivity extended for 21 months); In re Trans World Airlines, Inc., No. 92-115 (HSB) (Bankr. D. Del.)(exclusivity extended for approximately 20 months); In re Federated Dep't Stores, Inc., No. 1-90-00130 (Bankr. S.D. Ohio)(exclusivity extended for approximately two years); In re Phar-Mor, Inc., No. 92-41599 (Bankr. N.D. Ohio)(exclusivity extended for approximately three years). In fact, as already stated herein, the Debtors' have filed a plan and are merely seeking an extension of the time in which they have to solicit votes on the Plan

20. The Debtors believe that the additional time requested to solicit votes on the Plan will result in a more efficient use of estate assets and resources. The Debtors anticipate that no further extensions will be necessary.

[2] The request to extend the Solicitation Period after a plan is already filed and the granting by the Court of such request is not uncommon in the District of Delaware. *See* TCW/Camil Holdings L.L.C. (Case No. 03-10717(MFW)).

21. The relief requested in this Motion will not prejudice the rights of interested parties. Any interested party can move this Court, on appropriate notice, to alter the proposed Solicitation Period for cause shown. This remedy is more than sufficient to protect the claims of creditors from any undue delay upon the part of the Debtors.

Notice

22. Notice of this Motion has been given to: (i) the Office of the United States Trustee; (ii) counsel to the Official Committee of Unsecured Creditors; (iii) counsel to the Debtors' Prepetition Lenders; (iv) counsel to the Postpetition Lenders; (v) counsel to the Official Committee of Equity Security Holders and (vi) all parties requesting notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is required.

No Prior Request

23. No previous Motion for the exact relief sought herein has been made by the Debtors to this or any other court. Three previous 120 day extensions of the Solicitation Period have been granted by this Court.

WHEREFORE, the Debtors respectfully request the entry of an order, substantially in the form attached hereto, granting the relief requested herein and such other and further relief as is just and proper.

Dated: October 7, 2003

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-and-

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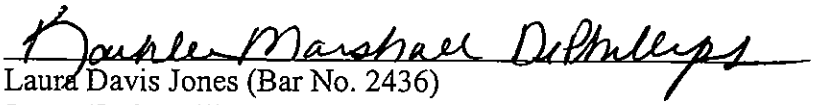

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