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.	)	

STIPULATION AND CONSENT ORDER EXTENDING DEADLINE TO COMMENCE ACTIONS TO CHALLENGE PREPETITION OBLIGATIONS AND RESOLVING RELATED MATTERS

The Pre-Petition Agent (as defined in the Final DIP Order (as defined below)), on behalf of the Pre-Petition Lenders (as defined in the Final DIP Order), the Official Committee of Unsecured Creditors (the "Committee") of Exide Technologies and its related debtors and debtors-in-possession in the above captioned cases (collectively, the "Debtors"), R^2 Investments, LDC, a party in interest in these proceedings ("R^2"), and the Debtors, by and through their respective undersigned counsel, hereby stipulate and agree as follows:

WHEREAS, on May 10, 2002, this Court entered the Final Order Authorizing Debtors in Possession to Enter into Post-Petition Credit Agreement and Obtain Post-Petition Financing Pursuant to Sections 363 and 364 of the Bankruptcy Code, Providing Adequate Assurance, and Granting Liens, Security Interests and Super-Priority Claims (the "Final DIP Order"); and

WHEREAS, pursuant to Paragraph 17 of the Final DIP Order, any statutory committee or other person or entity was granted the right to investigate any Claims and Defenses (as defined in the Final DIP Order) and to assert any such Claims and Defenses in an action commenced in this Court on or before September 12, 2002 (the "Initial Deadline"); and

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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.

WHEREAS, on September 10, 2002, this Court entered the Stipulation and Consent Order Regarding Extension of Deadline For Filing Challenges to Pre-Petition Obligations, which extended the Initial Deadline until November 18, 2002; and

WHEREAS, on November 5, 2002, this Court entered the Order (I) Establishing Deadline By Which the Official Committee of Unsecured Creditors Shall File Report Regarding Investigation of Certain Potential Claims and Defenses Against Debtors' Pre-Petition Lenders and (II) Extending Period During Which the Official Committee of Unsecured Creditors May Commence Actions and/or Object to Claims of Debtors' Pre-Petition Lenders (the "Scheduling Order"); and

WHEREAS, on or about November 8, 2002, R^2 filed a motion seeking specific Cybergenics related relief ("R^2 Cybergenics Motion") which, at the request of the Debtor, was filed under seal; and

WHEREAS, on November 18, 2002, the Committee and R^2 each filed a preliminary report detailing potential Claims and Defenses (as defined in the Final DIP Order and as modified by the Scheduling Order) that may be asserted against the Pre-Petition Agent and the Pre-Petition Lenders pursuant to the Scheduling Order (a "Preliminary Report"); and

WHEREAS, the Committee is in the process of retaining special litigation counsel to assist the Committee with the prosecution of the Claims and Defenses set forth in the Preliminary Report; and

WHEREAS, pursuant to the Scheduling Order, on or before November 25, 2002 any party in interest may submit to the Court a memorandum with proposals for addressing the issues presented by Official Committee of Unsecured Creditors of Cybergenics Corp. v. Chinery

(In re Cybergenics Corp.), 304 F.3d 316 (3rd Cir. 2002) ("Cybergenics"), in connection with pursuing any Claims and Defenses (a "Cybergenics Position Paper"); and

WHEREAS, on or about November 19, 2002, the Third Circuit Court of Appeals ordered a rehearing en banc of Cybergenics and vacated its earlier opinion and order; and

WHEREAS, on or about November 20, 2002, following such order of the Third Circuit, R^2 withdrew the R^2 Cybergenics Motion without prejudice; and

WHEREAS, pursuant to the Scheduling Order, the deadline for each statutory committee, person or entity to file a complaint or other pleading asserting any Claims and Defenses set forth in a Preliminary Report is November 28, 2002; and

WHEREAS, the parties wish to memorialize their agreements relating to the foregoing matters.

NOW THEREFORE, it is hereby stipulated and agreed that:

1. The Committee and R^2, either individually or jointly, shall have the right and standing to commence and prosecute an action asserting Claims and Defenses against the Pre-Petition Agent and/or the Pre-Petition Lenders in accordance with Paragraph 17 of the Final DIP Order, on behalf of and in the name of the Debtors and their estates, and no further order of Court shall be required for the Committee, R^2 or any other party to commence and prosecute such an action. The Debtors (i) confirm that in the Final DIP Order they waived and released all Claims and Defenses against the Pre-Petition Agent and Pre-Petition Lenders as well as the right to commence an action asserting such Claims and Defenses against them; and (ii) hereby consent to the Committee's or R^2's being granted standing to commence and prosecute such Claims and Defenses in the name of and on behalf of the Debtors and their estates.

2. The deadline set forth in the Scheduling Order for the Committee, R^2 or any other person or entity to file a complaint or other pleading or claims objection asserting any Claims and Defenses against the Pre-Petition Agent and/or the Pre-Petition Lenders (collectively, a "Complaint") is hereby extended from November 28, 2002 to December 30, 2002, and so long as a Reinstatement (as defined below) does not occur prior to December 30, 2002, no further extension of such deadline shall be granted.

3. In light of the fact that Cybergenics has been vacated pending rehearing en banc by the United States Court of Appeals for the Third Circuit (the "Third Circuit") and notwithstanding the requirements of the Scheduling Order pertaining to the filing of Cybergenics Position Papers, no party in interest in these proceedings need file at this time a Cybergenics Position Paper or any other pleading or motion seeking a solution to the issues raised by the vacated Cybergenics decision that would permit all of the Claims and Defenses to be fully and properly asserted (a "Cybergenics Remedy").

4. Pending the en banc decision of the Third Circuit or a decision by the United States Supreme Court in the Cybergenics litigation or any decision by the Third Circuit or the United States Supreme Court in any other case presenting the same or similar issues, all parties hereto shall be deemed to have reserved all of their respective rights as to the effect of such a future decision on a Complaint asserting Claims or Defenses against the Pre-Petition Agent or Pre-Petition Lenders. Without limitation of the generality of the foregoing, pending a future decision in Cybergenics, following the filing of a Complaint, the Pre-Petition Agent and Pre-Petition Lenders need not file a motion to dismiss or other similar motion in regard to the issues raised by the vacated Cybergenics decision, but shall be deemed to have preserved their right to file such a motion or raise such an argument if the vacated Cybergenics decision is reinstated by

the Third Circuit or the United States Supreme Court or any similar decision is rendered that limits or prohibits the Committee, R^2 or any other party in interest from prosecuting its or their Complaint against the Pre-Petition Agent and/or the Pre-Petition Lenders (a "Reinstatement").

5. Following a Reinstatement, the parties hereto will work together in good faith to find a resolution to such issues at that time (which could include any Cybergenics Remedy). if the parties are unable to reach a consensual resolution, it will not be untimely for the Committee, R^2 or any other party hereto to seek any Cybergenics Remedy at such time, and the failure to pursue a Cybergenics Remedy now or at any time prior to a Reinstatement shall be wholly without prejudice to the Committee's, R^2's or any other party's right or ability to seek any Cybergenics Remedy and or the Pre-Petition Agent's and Pre-Petition Lender's or any other party's right or ability to object to any such remedy and such failure shall not be deemed to be a waiver of the Committee's, R^2's or such other parties' right to pursue such a remedy or the Pre-Petition Agent's, Pre-Petition Lender's or such other party's right to object thereto.

This stipulation and agreement shall be effective upon execution by counsel for the Pre-Petition Agent, the Committee, R^2 and the Debtors.

Dated: Wilmington, Delaware
November 25, 2002

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November __, 2002

APPROVED and SO ORDERED

_____
UNITED STATES BANKRUPTCY JUDGE

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