

Edgar Filing: EXIDE TECHNOLOGIES - Form SC 13D/A

EXIDE TECHNOLOGIES
Form SC 13D/A
August 30, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(a) *

(Amendment No. 2)

EXIDE TECHNOLOGIES
(Name of Issuer)

Common Stock
(Title of Class of Securities)

302051206
(CUSIP Number)

Jeffrey L. Gendell
55 Railroad Avenue
Greenwich, Connecticut 06830
(Name, address and telephone number of person authorized to
receive notices and communications)

August 28, 2007
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

(Continued on following pages)

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CUSIP No. 302051206

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| | | |
|--------------------------|--|---------------------------|
| 1 | NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY) | Tontine Capital |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS: | WC |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: | |
| NUMBER OF SHARES | 7 | SOLE VOTING POWER: |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER: |
| EACH REPORTING | 9 | SOLE DISPOSITIVE POWER: |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER: |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | |
| 14 | TYPE OF REPORTING PERSON: | PN |

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| 1 | NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY) | Tontine Capital |
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| 4 | SOURCE OF FUNDS: | WC |

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| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) : |
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| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: |
| ----- | |
| 7 | SOLE VOTING POWER: |
| 8 | SHARED VOTING POWER: |
| 9 | SOLE DISPOSITIVE POWER: |
| 10 | SHARED DISPOSITIVE POWER: |
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| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: |
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| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: |
| ----- | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) : |
| ----- | |
| 14 | TYPE OF REPORTING PERSON: OO |
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|-------|---|
| 1 | NAMES OF REPORTING PERSONS. Tontine Partner I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY) |
| ----- | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: |
| ----- | |
| 3 | SEC USE ONLY |
| ----- | |
| 4 | SOURCE OF FUNDS: WC |
| ----- | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) : |
| ----- | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: |
| ----- | |
| 7 | SOLE VOTING POWER: |
| 8 | SHARED VOTING POWER: |
| 9 | SOLE DISPOSITIVE POWER: |
| 10 | SHARED DISPOSITIVE POWER: |
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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14 TYPE OF REPORTING PERSON: PN

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1 NAMES OF REPORTING PERSONS. Tontine Management
I.R.S. IDENTIFICATION NOS.
OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

NUMBER OF 7 SOLE VOTING POWER:
SHARES

BENEFICIALLY 8 SHARED VOTING POWER:
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER:
REPORTING

PERSON WITH 10 SHARED DISPOSITIVE POWER:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14 TYPE OF REPORTING PERSON: OO

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|--------------------------|--|---------------------------|
| 1 | NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY) | Tontine Oversea |
| ----- | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: | |
| ----- | | |
| 3 | SEC USE ONLY | |
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| 4 | SOURCE OF FUNDS: | WC |
| ----- | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): | |
| ----- | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: | |
| ----- | | |
| NUMBER OF SHARES | 7 | SOLE VOTING POWER: |
| ----- | | |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER: |
| ----- | | |
| EACH REPORTING | 9 | SOLE DISPOSITIVE POWER: |
| ----- | | |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER: |
| ----- | | |
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| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | |
| ----- | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | |
| ----- | | |
| 14 | TYPE OF REPORTING PERSON: | IA, OO |
| ----- | | |

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| | | |
|-------|--|-----------------|
| 1 | NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY) | Tontine Capital |
| ----- | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: | |
| ----- | | |
| 3 | SEC USE ONLY | |
| ----- | | |
| 4 | SOURCE OF FUNDS: | WC |
| ----- | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): | |
| ----- | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: | |
| ----- | | |
| 7 | SOLE VOTING POWER: | |

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| | | |
|--------------------------|--|---------------------------|
| NUMBER OF SHARES | ----- | ----- |
| | 8 | SHARED VOTING POWER: |
| BENEFICIALLY OWNED BY | ----- | ----- |
| | 9 | SOLE DISPOSITIVE POWER: |
| EACH REPORTING | ----- | ----- |
| | 10 | SHARED DISPOSITIVE POWER: |
| PERSON WITH | ----- | ----- |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: | |
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| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | |
| 14 | TYPE OF REPORTING PERSON: | OO |

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| 1 | NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY) | Tontine Capital |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS: | WC |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: | |
| | 7 | SOLE VOTING POWER: |
| NUMBER OF SHARES | ----- | ----- |
| | 8 | SHARED VOTING POWER: |
| BENEFICIALLY OWNED BY | ----- | ----- |
| | 9 | SOLE DISPOSITIVE POWER: |
| EACH REPORTING | ----- | ----- |
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| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | |

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| | | |
|--------------------------|--|---------------------------|
| 14 | TYPE OF REPORTING PERSON: | IA, OO |
| ----- | | |
| CUSIP No. 302051206 | 13D | |
| ----- | | |
| 1 | NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY) | Jeffrey L. Gend |
| ----- | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: | |
| ----- | | |
| 3 | SEC USE ONLY | |
| ----- | | |
| 4 | SOURCE OF FUNDS: | WC |
| ----- | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): | |
| ----- | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION: | |
| ----- | | |
| | 7 | SOLE VOTING POWER: |
| NUMBER OF SHARES | ----- | |
| | 8 | SHARED VOTING POWER: |
| BENEFICIALLY OWNED BY | ----- | |
| | 9 | SOLE DISPOSITIVE POWER: |
| EACH REPORTING | ----- | |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER: |
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| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: | |
| ----- | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): | |
| ----- | | |
| 14 | TYPE OF REPORTING PERSON: | IN |
| ----- | | |

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This Amendment No. 2 to Schedule 13D with respect to Exide Technologies is being filed by Tontine Capital Partners, L.P., Tontine Capital Management, L.L.C., Tontine Partners, L.P., Tontine Management, L.L.C., Tontine Overseas Associates, L.L.C., Tontine Capital Overseas GP, L.L.C., Tontine Capital Overseas Master Fund, L.P., and Jeffrey L. Gendell (collectively, the "Reporting Persons") to amend the Schedule 13D originally filed by certain of the Reporting Persons on June 29, 2006, as amended (the "Schedule 13D"). Capitalized terms used but not defined herein have the meanings assigned to such terms in the Schedule 13D.

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ITEM 1. SECURITY AND ISSUER.

This statement relates to the common stock, par value of \$.01 per share (the "Common Stock"), of Exide Technologies (the "Company"). The principal executive office of the Company is 13000 Deerfield Parkway, Building 200 Alpharetta, Georgia 30004.

ITEM 2. IDENTITY AND BACKGROUND.

- (a) This statement is filed by:
 - (i) Tontine Capital Partners, L.P., a Delaware limited partnership ("TCP"), with respect to the shares of Common Stock directly owned by it;
 - (ii) Tontine Capital Management, L.L.C., a limited liability company organized under the laws of the State of Delaware ("TCM"), with respect to the shares of Common Stock directly owned by TCP;
 - (iii) Tontine Partners, L.P., a Delaware limited partnership ("TP"), with respect to the shares of Common Stock directly owned by it;
 - (iv) Tontine Management, L.L.C., a limited liability company organized under the laws of the State of Delaware ("TM"), with respect to the shares of Common Stock directly owned by TP;
 - (v) Tontine Overseas Associates, L.L.C., a limited liability company organized under the laws of the State of Delaware ("TOA"), which serves as investment manager to Tontine Overseas Fund, Ltd., a company organized under the laws of the Cayman Islands ("TOF"), and certain separately managed accounts, with respect to the shares of Common Stock owned by TOF and the separately managed accounts;
 - (vi) Tontine Capital Overseas Master Fund, L.P., a Cayman Islands limited partnership ("TMF"), with respect to the shares of Common Stock directly owned by it;
 - (vii) Tontine Capital Overseas GP, L.L.C., a limited liability company organized under the laws of the State of Delaware ("TCO"), with respect to the shares of Common Stock owned by TMF; and
 - (viii) Jeffrey L. Gendell ("Mr. Gendell"), with respect to the shares of Common Stock owned directly by TCP, TP, TOF, TMF and the separately managed accounts.

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The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

(b) The address of the principal business and principal office of each of Reporting Person is 55 Railroad Avenue, Greenwich, Connecticut 06830.

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(c) The principal business of each of TCP, TP and TMF is serving as a private investment limited partnership. The principal business of TCM is serving as the general partner of TCP. The principal business of TM is serving as the general partner of TP. The principal business of TCO is serving as the general partner of TMF. The principal business of TOA is that of an investment advisor engaging in the purchase and sale of securities on behalf of its clients. Mr. Gendell serves as the managing member of TCM, TM, TOA and TCO.

(d) None of the Reporting Persons, has during the last five years been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was, or is subject to, a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) TCP is a limited partnership organized under the laws of the State of Delaware. TCM is a limited liability company organized under the laws of the State of Delaware. TP is a limited partnership organized under the laws of the State of Delaware. TM is a limited liability company organized under the laws of the State of Delaware. TOA is a limited liability company organized under the laws of the State of Delaware. TMF is a limited partnership organized under the laws of the Cayman Islands. TCO is a limited liability company organized under the laws of the State of Delaware. Mr. Gendell is a United States citizen.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The Reporting Persons have not acquired any additional shares of Common Stock since their last reported acquisitions.

ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Persons acquired the shares of Common Stock for investment purposes. The Reporting Persons may acquire additional securities of the Company or dispose of securities of the Company at any time and from time to time in the open market or otherwise. One of the members of the board of directors of the Company is an employee of Tontine Associates, LLC, an affiliate of the Reporting Persons. Pursuant to the Standby Purchase Agreement (as defined below), if the rights offering contemplated therein is consummated, the Reporting Persons will acquire additional shares of Common Stock.

Although the foregoing represents the range of activities presently contemplated by the Reporting Persons with respect to the Company, it should be noted that the possible activities of the Reporting Persons are subject to change at any time. Except as set forth above, none of the Reporting Persons has

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any present plans or proposals which relate to or would result in any of the actions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The responses of the Reporting Persons to Rows (11) through (13) of the cover pages of this Schedule 13D are incorporated herein by reference. The Reporting Persons beneficially own the number of shares of the Common Stock listed below, representing approximately the percentage of the outstanding

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shares of Common Stock set forth opposite such number. The percentages used herein are calculated based upon 61,266,562 shares of Common Stock outstanding as disclosed in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007.

| Name | Number of Shares | Percent of Class |
|--|------------------|------------------|
| Tontine Capital Partners, L.P. | 8,002,971 | 13.1% |
| Tontine Capital Management L.L.C. | 8,002,971 | 13.1% |
| Tontine Partners, L.P. | 5,798,717 | 9.5% |
| Tontine Management, L.L.C. | 5,798,717 | 9.5% |
| Tontine Overseas Associates, L.L.C. | 2,482,182 | 4.1% |
| Tontine Capital Overseas Master Fund, L.P. | 900,000 | 1.5% |
| Tontine Capital Overseas GP, L.L.C. | 900,000 | 1.5% |
| Jeffrey L. Gendell | 17,183,870 | 28.0% |

(b) The responses of the Reporting Persons to (i) Rows (7) through (10) of the cover pages of this statement on Schedule 13D and (ii) Item 5(a) hereof are incorporated herein by reference.

(c) Except for the transaction described in Item 4 hereof, none of the Reporting Persons has effected any transactions in the Common Stock of the Company during the past 60 days.

(d) TCM, the general partner of TCP, has the power to direct the affairs of TCP, including decisions respecting the receipt of dividends from, and the disposition of the proceeds from the sale of, the shares. TM, the general partner of TP, has the power to direct the affairs of TP, including decisions respecting the receipt of dividends from, and the disposition of the proceeds from the sale of, the shares. TCO, the general partner of TMF, has the power to direct the affairs of TMF, including decisions respecting the receipt of dividends from, and the disposition of the proceeds from the sale of, the shares. Mr. Gendell is the Managing Member of TCM, TM and TCO and in that capacity directs each of their operations. Each of the clients of TOA has the power to direct the receipt of dividends from or the proceeds of the sale of such shares.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

As provided under the standby purchase agreement (the "Standby Purchase Agreement") entered into by and among TCP, Legg Mason Investment Trust, Inc. ("Legg Mason" and together with certain affiliates of TCP, "Holders") and the Company, dated as of August 28, 2007, the Holders will participate in a rights offering whereby the Company's stockholders will receive rights to purchase shares of Common Stock (the "Rights Offering"). To the extent that shares are not purchased by the Company's stockholders under the Rights Offering (the "Unsubscribed Shares"), the Holders agree to purchase from the Company any and

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all Unsubscribed Shares, in percentages as determined under the Standby Purchase Agreement. Under the terms of the Standby Purchase Agreement, the Holders have agreed to a maximum ownership limitation which restricts the Holders from owning in the aggregate shares of Common Stock on the closing date of the transactions contemplated by the Standby Purchase Agreement in an amount that exceeds 49.9% (or 40% as to each Holder individually) of the total issued and outstanding shares of Common Stock on such closing date. The shares of Common Stock to be purchased by the Holders pursuant to the Standby Purchase Agreement shall constitute "Registrable Securities" as that term is defined in the Registration Rights Agreement, dated as of September 18, 2006, by and among the between the Company, TCP, TP, TOA, TMF, Arklow Capital, LLC and Legg Mason. The foregoing summary of the Standby Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to Exhibit 1, which is incorporated by reference herein.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

1. Standby Purchase Agreement, dated August 28, 2007, by and among Tontine Capital Partners, L.P., Legg Mason Investment Trust, Inc and Exide Technologies (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated August 28, 2007).

2. Registration Rights Agreement dated September 18, 2006, between Exide Technologies, Tontine Capital Partners, L.P., Tontine Partners, L.P., Tontine Overseas Associates, L.L.C., Tontine Capital Overseas Master Fund, L.P., Arklow Capital, LLC and Legg Mason Investment Trust, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K dated September 19, 2006).

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SIGNATURES

After due inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: August 30, 2007

/s/ Jeffrey L. Gendell

Jeffrey L. Gendell, individually, and as
managing member of Tontine Capital Management, L.L.C.,
general partner of Tontine Capital Partners, L.P.,
and as managing member of Tontine Management, L.L.C.,
general partner of Tontine Partners, L.P.,
and as managing member of Tontine Overseas Associates, L.L.C.,
and as managing member of Tontine Capital Overseas GP, L.L.C.,
general partner of Tontine Capital Overseas Master Fund, L.P

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EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
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| Exhibit 2 | Registration Rights Agreement dated September 18, 2006, between Exide Technologies, Tontine Capital Partners, L.P., Tontine Partners, L.P., Tontine Overseas Associates, L.L.C., Tontine Capital Overseas Master Fund, L.P., Arklow Capital, LLC and Legg Mason Investment Trust, Inc. (incorporated by reference to Exhibit 10.1 to the Company's Report on Form 8-K dated September 19, 2006). |