

suppliers. The information would also permit Exide's competitors to gain a detailed understanding of Exide's business, which they could exploit to Exide's detriment.

The Commission provided in camera treatment for information of this kind in *E. I DuPont de Nemours & Co.*, 97 F.T.C. 116 (1991). The Commission protected data concerning "trends of profits, earnings, unit costs and sales volume" that "might enable competitors to extrapolate an accurate model of [the company's] current business." 97 F.T.C. at 116. It also protected "certain comparisons of costs of production by plant" and price lists that contained "indexed averages of actual discount prices which are secret and which would assist its competitors if released." *Ibid.*

Exide requests in camera treatment for these documents for a period of one year.

Strategic Planning Documents

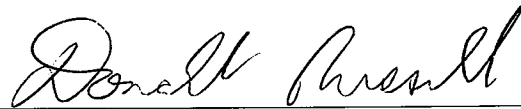
Three of the documents are strategic planning documents that disclose sales opportunities, product plans, strategies for dealing with specific customers, price and volume information, evaluations of specific suppliers, potential business partners and opportunities, and more. For obvious reasons, disclosure of this information to Exide's suppliers, competitors, or customers would place the company at a competitive disadvantage and cause commercial or competitive harm. Menon Declaration ¶¶ 18-19. Exide requests in camera treatment for these documents for a period of two years, to permit the company to execute and benefit from its plans before they are disclosed to competitors and others.

CONCLUSION

For the foregoing reasons, Exide Technologies' Motion For In Camera Treatment Of Certain Material Designated As Trial Exhibits should be granted.

Dated: April 9, 2009

Respectfully submitted,



Donald J. Russell

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Counsel for Exide Technologies

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

In the Matter of)

Docket No. 9327

Polypore International, Inc.)
a corporation)

PROPOSED ORDER

Upon the motion of non-party Exide Technologies, and for good cause shown, it is hereby ORDERED:

The following confidential documents, designated as proposed trial exhibits, shall be placed in camera, for the period of time indicated below:

Exhibit No.	Beginning Bates Number	Redactions Requested	Duration
PX1007	EX005853	EX005856	1 year
PX1014	EX000118	EX000118	1 year
PX1026	EX000984		1 year
PX1027	EX002384		3 years
PX1028	EX001134		3 years
PX1029	EX003241		3 years
PX1030	EX002452		3 years
PX1033	EX005442		3 years
PX1034	EX002688		3 years
PX1035	EX005445		3 years
PX1036	EX005497		3 years
PX1037	EX003659		3 years
PX1039	EX005489		3 years
PX1040	EX004795		3 years
PX1046	EX000259		3 years
PX1049	EX002390	Passim	1 year
PX1050	EX011938		3 years
PX1053	EX001057		1 year
PX1054	EX008649	EX008649	1 year

Exhibit No.	Beginning Bates Number	Redactions Requested	Duration
PX1063	EX011811		3 years
PX1064	EX012123		1 year
PX1069	EX008239		1 year
PX1076	EX009960		1 year
PX1077	EX002386		3 years
PX1078	EX009961		1 year
PX1082	EX010838		3 years
PX1097	EX021597	EX021599-600	1 year
PX1900	ETI_0005322	ETI_0005322	1 year
PX1901	ETI_0006605		1 year
PX1902	ETI_0000009		3 years
RX00144	EX004554; 4405		1 year
RX00301	ETI_0059099		2 years
RX00303	ETI_0019983		2 years
RX00309	ETI_0040844		1 year
RX00313	ETI_0073695		2 years
RX00317	ETI_0006548		3 years
RX00017	ETIHC_0001712	Passim	1 year
RX00264	ETIHC_0000017		1 year
RX00265	ETIHC_0000042		1 year
RX00267	ETIHC_0000050		1 year
RX00269	ETIHC_0000070		3 years
RX00360	ETIHC_0000004		1 year
RX00012	EX000269		3 years
RX00145	EX003662		3 years

ORDERED:

D. Michael Chappell
Administrative Law Judge

Date:

CERTIFICATE OF SERVICE

I hereby certify that on April 9, 2009, I caused to be filed via hand delivery and electronic mail delivery an original and two copies of the foregoing Exide Technologies' Motion For In Camera Treatment Of Certain Material Designated As Trial Exhibits, and that the electronic copy is a true and correct copy of the paper original and that a paper copy with an original signature is being filed with:

Donald S. Clark, Secretary
Office of the Secretary
Federal Trade Commission
600 Pennsylvania Avenue, N.W., Rm H-135
Washington, D.C. 20580
secretary@ftc.gov

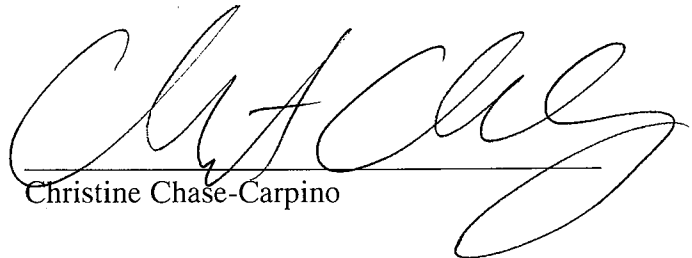
I hereby certify that on April 9, 2009, I caused to be served one copy via electronic mail delivery and two copies via hand delivery of the foregoing Exide Technologies' Motion For In Camera Treatment Of Certain Material Designated As Trial Exhibits upon:

The Honorable D. Michael Chappell
Administrative Law Judge
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580
oalj@ftc.gov

I hereby certify that on April 9, 2009, I caused to be served by first class mail delivery and electronic mail delivery a copy of the foregoing Exide Technologies' Motion For In Camera Treatment Of Certain Material Designated As Trial Exhibits upon:

William L. Rikard, Jr.
Eric D. Welsh
Three Wachovia Center
401 South Tryon Street, Suite
3000
Charlotte, N.C. 28202
williamrikard@parkerpoe.com
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J. Robert Robertson
Steven Dahm
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
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sdahm@ftc.gov


Christine Chase-Carpino

TAB

A

DECLARATION OF PRADEEP MENON

1. I, Pradeep Menon, submit this declaration in support of Exide Technologies' Motion For In Camera Treatment Of Certain Material Designated As Trial Exhibits, submitted in *In the Matter of Polypore International, Inc.*, FTC Docket No. 9327. I have reviewed the documents listed in the Appendix to this declaration. For the reasons explained below, I have concluded that Exide will suffer serious commercial or competitive harm if this material is publicly released.

2. I am currently the Vice President of Commodities and Strategic Supplier Development at Exide. In that capacity, I am responsible for developing and managing supply relationships with producers of critical commodities and components used to manufacture batteries. I have had substantial involvement in Exide's procurement of polyethylene separators and in the company's efforts to negotiate new separator supply arrangements that will take effect when the company's contract with Daramic expires, at the end of 2009.

3. Exide has been notified by the FTC and by Polypore that a large number of Exide documents may be introduced into evidence during the trial of this case. Some of those documents are highly confidential; the public disclosure of those documents would seriously harm Exide's commercial and competitive interests. For that reason, Exide requests that this material be given in camera treatment until such time as disclosure will not cause this harm.

4. Exide requests in camera treatment for material that falls into three categories. First, many of the documents relate to Exide's ongoing negotiations for new supply arrangements for separators. Second, Exide also requests in camera treatment for material that reveals specific information about prices, costs, volumes, and contract terms. Third, Exide requests in camera treatment of strategic plans.

5. All of this material is treated by the company as highly confidential. The material is distributed within the company only to those who have a specific need for the material. Those individuals are typically bound by confidentiality agreements that would prohibit them from disclosing the information if they left the company. The material is not disclosed to others outside of the company and, in particular, is not disclosed to Exide's competitors or suppliers. Such disclosure would be harmful to Exide for the reasons explained below.

Ongoing Contract Negotiations

6. Documents relating to Exide's ongoing negotiations for new separator supply arrangements constitutes much of the material for which in camera treatment is necessary. Exide currently purchases separators pursuant to a long-term agreement with Daramic, which ends in December 2009. Negotiating a new supply arrangement requires an extended period of time. A new supplier must complete a lengthy testing and qualification process; some potential suppliers must also invest in new production facilities and equipment. Because of the long lead time, Exide discussed the possibility of a contract extension with Daramic in late 2006. When those discussions failed to yield agreement on a contract extension, Exide began preparing an elaborate RFP, which was issued in the summer of 2007. After receiving proposals from separator manufacturers, Exide embarked on a lengthy process of evaluation, product testing, and negotiation.

7. In February 2008, Exide intended and expected to enter into a supply agreement with Microporous Products, L.P. Daramic's acquisition eliminated Microporous as an independent competitor in the market, and caused a major setback in Exide's efforts to negotiate new supply arrangements. Exide has not yet been able to negotiate arrangements for separator supply after the expiration of the Daramic contract. The negotiations for new supply arrangements which began in late 2006 are ongoing today.

8. The documents identified in the Appendix by the designation "Contract Negotiations" relate directly to those ongoing negotiations. That material includes

contract proposals, or discussions about such proposals, from potential suppliers. It also includes Exide's communications with potential suppliers, Exide's assessments of its contracting options, and Exide's strategies for achieving the best possible contract.

9. All of this material is regarded as highly confidential by Exide. If one potential supplier were to learn details of the proposals submitted by another potential supplier, that information could dramatically alter the terms of the bidding, to Exide's detriment. Similarly, if a potential supplier were to learn details of Exide's negotiating strategies, Exide's negotiating position would be severely compromised. Such harm could result from the disclosure of *any* of the terms that are the subject of the negotiations, including but not limited to price, volume, and payment terms.

10. It is not yet clear when Exide will complete negotiations for new supply arrangements. One possible outcome of this legal proceeding will be the creation of a new competitor that will restore the competition lost as a result of Daramic's acquisition of Microporous. Because of that possibility, Exide may choose to negotiate an interim supply arrangement beginning in January 2010, in the hope of negotiating a long term arrangement at a later time, when this litigation has restored competition to the market. If Exide adopts this approach, the need to prevent disclosure of contract negotiation material will continue through the signing of those "permanent" supply agreements. For this reason, I believe that all material related to the current negotiations should continue to receive in camera treatment for a period of three years, and that any shorter period would risk substantial competitive and commercial harm to Exide.

Detailed Price, Cost, and Volume Information

11. Exide also requests in camera treatment of documents that reveal detailed information about prices, costs, and volumes, and information about specific terms in contracts that are confidential. This material is identified in the Appendix by the designation "P/C/V." I believe that public release of this information would cause serious commercial and competitive harm to Exide.

12. Some of this information concerns specific price increases proposed or implemented under Exide's current contract with Daramic, or specific nonpublic terms of that contract. This information, like the information concerning Exide's current negotiations, could adversely affect Exide's negotiating position. The information will permit Daramic's competitors to more accurately gauge the current terms on which Exide purchases separators. That knowledge would likely affect the terms that would be offered by those competitors for a new supply arrangement.

13. Detailed information concerning prices, costs, and volume would also be extremely valuable to Exide's competitors. They could use such information to develop a detailed understanding of Exide's business, identifying Exide's strengths and weaknesses, and potential vulnerability to competitive inroads.

14. In many cases, the harm to Exide from the release of documents containing this material can be avoided by redacting specific numbers, without redacting the text surrounding the numbers. The Appendix identifies those documents for which redaction is appropriate. (If a document is not so identified, in camera treatment of the entire document is needed.) The information to be redacted is indicated by highlighting in the attached documents. Exide has attempted to limit its proposed redactions so that they will not conceal the meaning and significance of the document, but will merely prevent unnecessary disclosure of highly sensitive information that has little bearing on the issues in this case.

15. One document, at Tab 29 (PX1901) (ETI_0006605), contains brief references to separators, but extensive and detailed information about costs for a wide array of other commodities and components. It would be especially unfortunate if this highly confidential information were disclosed, because it is entirely unrelated to competition in the production and sale of separators.

16 The risk of harm to Exide from the disclosure of price, cost, and volume information will diminish more rapidly than the risk of harm from disclosure of contract negotiation information. Protection from disclosure of the former for a period of one year will prevent the most serious harm to Exide.

Strategic Planning Documents

17. Finally, Exide requests information for three strategic planning documents. The documents are identified in the Appendix by the designation "Strategic Plan." Disclosure of these documents to Exide's separator suppliers and/or Exide's competitors would cause serious commercial and competitive harm.

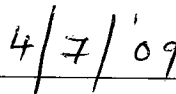
18. These documents reveal, among other things, sales opportunities, product plans, strategies for dealing with specific customers, detailed price and volume information (both historical and projected), evaluations of specific suppliers, and potential business partners and opportunities. Exide's competitors and suppliers could more effectively counter Exide's competitive and procurement initiatives if they had access to these highly confidential plans.

19. The plans identify certain strategies to be implemented over a period of years. To the best of my knowledge, Exide's competitors and suppliers do not yet know about, or have only vague and limited knowledge about, these strategies and plans. In camera treatment for a period of two years would protect Exide's ability to execute and benefit from these plans. Disclosure prior to that time would risk serious competitive and commercial harm.

I declare under penalty of perjury that the foregoing is true and correct.



Pradeep Menon



Date

TAB

B



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Bureau of Competition

Direct Dial
(202) 326-2192

March 25, 2009

via Express Mail

Donald J. Russell, Esq.
Robbins, Russell, Englert, Orseck, Untereiner & Sauber LLP
1801 K Street N.W., Suite 411L
Washington, D.C. 20006

Re: *Polypore International, Inc.*
FTC Docket No. 9327

Dear Mr. Russell:

We are contacting you to provide you and your client formal notice, pursuant to 16 C.F.R. § 3.45(b), that Complaint Counsel has placed documents from Exide on its exhibit list and intends to offer these documents into evidence in the administrative trial in this matter. The administrative trial is scheduled to begin on May 12, 2009. All exhibits admitted into evidence become part of the public record unless *in camera* status is granted by the Administrative Law Judge, D. Michael Chappell. Enclosed with this letter is a list identifying the documents from Exide that are included on Complaint Counsel's exhibit list and a CD containing a copy of those documents.

For documents that include sensitive or confidential information that you do not want on the public record, you must file a motion addressed to Judge Chappell seeking *in camera* status or other confidentiality protections for the information pursuant to 16 C.F.R. § 4.10(g). Judge Chappell may order that materials, whether admitted or rejected as evidence, be placed *in camera* only after finding that their public disclosure will likely result in a clearly defined, serious injury to the person, partnership or corporation requesting *in camera* treatment.

Motions for *in camera* treatment for evidence to be introduced at trial must meet the strict standards set forth in 16 C.F.R. § 3.45 and explained in *In re Dura Lube Corp.*, 1999 FTC LEXIS 255 (Dec. 23, 1999); *In re Hoechst Marion Roussel, Inc.*, 2000 FTC LEXIS 157 (Nov. 22, 2000) and 2000 FTC LEXIS 138 (Sept. 19, 2000); *In re Basic Research, Inc.*, 2006 FTC LEXIS 14 (Jan. 25, 2006). Motions also must be supported by a declaration or affidavit by a person qualified to explain the confidential nature of the documents. *In re North Texas Specialty Physicians*, 2004 FTC LEXIS 66 (April 23, 2004). Each party or non-party that files a motion

for *in camera* treatment shall provide one copy of the documents for which *in camera* treatment is sought to Judge Chapell. Finally, examples of motions requesting *in camera* treatment can be found by searching the FTC website (*i.e.*, www.ftc.gov).

Please be aware that under the current Scheduling Order, the deadline for filing motions seeking *in camera* status is April 9, 2009. By that date, an original and two copies of your motion should be filed with the Office of the Secretary, Room H135 at 600 Pennsylvania Avenue, N.W., Washington D.C. 20580. Also, serve copies of your motion as follows: (1) send two copies by first class mail and e-mail a copy to Honorable D. Michael Chappell, Administrative Law Judge, Federal Trade Commission, 600 Pennsylvania Avenue, NW, H-106, Washington, DC 20580 (ocalj@ftc.gov); (2) Send copies by first class mail and e-mail a copy to counsel for Respondent Polypore International, Inc: William L. Rikard, Jr. and Eric D. Welsh at Parker, Poe, Adams & Bernstein, LLP, Three Wachovia Center, 401 South Tryon Street, Suite 3000, Charlotte, North Carolina 28202; williamrikard@parkerpoe.com and ericwelsh@parkerpoe.com ; and (3) Send copies by first class mail and e-mail a copy to Complaint Counsel: J. Robert Robertson and Steven A. Dahm at Federal Trade Commission, 600 Pennsylvania Ave., NW, Washington, DC 20580 (rrobertson@ftc.gov and sdahm@ftc.gov).

If you have any questions, please call me at 202-326-2192.

Regards,



Steven A. Dahm
Attorney

COMPLAINT COUNSEL'S FINAL PROPOSED EXHIBIT LIST

<u>EXHIBIT NO.</u>	<u>EXHIBIT TITLE</u>	<u>DATE</u>	<u>BEGDOC</u>	<u>ENDDOC</u>
PX0005	Declaration of Douglas Gillespie (Exide)	8/9/2008	FTC-ETI-000648	FTC-ETI-000651
PX1000	Letter to Roe from Gillespie re: Proposed Price Adjustment	6/27/2005	EX000258	EX000263
PX1003	Letter to Roe from Gillespie re: Response to your proposal dated September 19th	9/22/2005	EX005730	EX005731
PX1006	Email to Gillespie from Bregman re: Audit	7/27/2005	EX000953	EX000954
PX1007	Email to Sherrick from Hatcher re: Proposed Price increase w/Attach.	1/25/2007	EX005853	EX005856
PX1009	Email to Gillespie from Smith re: Special Industrial Separators	3/14/2008	EX006106	EX006109
PX1010	Email to Miller from Berger re: Technical Conf. Call Agenda	4/16/2007	EX005380	EX005382
PX1012	Email to Perez from McDonald re: Global Separator Conference in Paris	1/2/2008	EX000110	EX000116
PX1013	Email to Smith from Berger re: Emailing Exide 2007 w/Attach.	1/2/2008	EX000117	EX000117
PX1014	Email to Perez from Berger re: Exide Pricing	12/26/2007	EX000118	EX000118
PX1016	Email to Perez from Berger re: Global Separator Conference in Paris w/Attach.	1/2/2008	EX000120	EX000126
PX1017	Email to Perez from Berger re: Rubber w/Attach.	12/19/2007	EX000127	EX000128
PX1018	Email to Perez from Berger re: Global Separator Conference in Paris w/Attach.	1/2/2008	EX000129	EX000135
PX1020	Email to Perez from Gilchrist re: Rubber	12/22/2007	EX000137	EX000138
PX1021	Email to Menon from Gilchrist re: Exide MOU Extension w/Attach.	2/18/2008	EX000139	EX000139
PX1022	Email to Perez from Gilchrist re: Rubber	12/20/2007	EX000140	EX000143
PX1023	Presentation: Battery Separator Capabilities Microporous Products L.P. - Paris Separator Supplier Conference	1/11/2008	EX000144	EX000257
PX1024	Email to Wimberly, Berger, et al. from Miller re: Amerace Material Characteristic Results	1/8/2008	EX005536	EX005536
PX1025	Email to Wimberly from Miller re: Amerace Bristol Trials	1/25/2008	EX005574	EX005576
PX1026	Email to Gillespie from Roe re: Contract Proposal	2/3/2007	EX000984	EX000985

COMPLAINT COUNSEL'S FINAL PROPOSED EXHIBIT LIST

<u>EXHIBIT NO.</u>	<u>EXHIBIT TITLE</u>	<u>DATE</u>	<u>BEGDOC</u>	<u>ENDDOC</u>
PX1027	Email to O'Leary from Menon re: Daramic w/Attach.	6/5/2007	EX002384	EX002389
PX1028	Email to Gillespie from Roe re: RFP Response w/Attach.	6/13/2007	EX001134	EX001193
PX1029	Email to Menon from Roe re: Global Supply Quote	8/29/2007	EX003241	EX003244
PX1030	Email to Gillespie from Roe re: Daramic/Exide Analysis w/Attach.	11/19/2007	EX002452	EX002453
PX1031	Email to Menon from Gilchrist re: Arbitration with Daramic	9/24/2007	EX002380	EX002380
PX1032	Letter to Gilchrist from Menon re: Extending non-binding MOU	2/14/2008	EX002503	EX002503
PX1033	Email to Menon from Simon re: Summary of our meeting with Entek on Feb 28th w/Attach.	3/1/2007	EX005442	EX005444
PX1034	Email to Menon from Smith re: Separator RFP	6/18/2007	EX002688	EX002704
PX1035	Email to Smith from Lembree re: Amer-Sil special separator proposal w/Attach.	7/24/2007	EX005445	EX005470
PX1036	Email to Gillespie from Smith re: V2 Global Separator RFP Summary 9-05-07	9/6/2007	EX005497	EX005506
PX1037	Email to Menon from Smith re: Separator Benefits w/Attach.	8/29/2007	EX003659	EX003660
PX1038	Email to Menon from Gillespie re: Reasons for Option 2	8/29/2007	EX003432	EX003432
PX1039	Email to Menon from Smith re: V2 Global Separator RFP Summary w/Attach.	8/29/2007	EX005489	EX005496
PX1040	Email to Menon from Smith re: Separator Sourcing w/Attach.	7/24/2007	EX004795	EX004797
PX1041	Email to Gillespie from Menon re: Updated: Global Separator Strategy Team Meeting w/Attach.	3/1/2007	EX003428	EX003429
PX1043	Email to Wilson from Miller re: Global Separators Minutes - 04/12/07 w/Attach.	4/18/2007	EX003226	EX003240
PX1044	Email to Menon from Smith re: Global Separator RFQ Technical Specification	4/30/2007	EX002528	EX002664
PX1045	Email to Gillespie, Menon et al. from Smith re: Timeline w/Attach.	9/6/2007	EX005383	EX005385
PX1046	Letter to Roe from Gillespie re: Contract Extension Proposal	12/1/2006	EX000259	EX000260

COMPLAINT COUNSEL'S FINAL PROPOSED EXHIBIT LIST

<u>EXHIBIT NO.</u>	<u>EXHIBIT TITLE</u>	<u>DATE</u>	<u>BEGDOC</u>	<u>ENDDOC</u>
PX1047	Letter to Roe from Menon re: Exide Technologies RFP for Global Separator Purchases w/Attach.	5/2/2007	EX005900	EX006003
PX1048	Letter to Gillespie from Roe re: Declaration of Force Majeure for Daramic LLC and its subsidiaries	10/6/2006	EX005850	EX005850
PX1049	Email to Menon from Gillespie re: Daramic Contracts w/Attach.	2/15/2007	EX002390	EX002451
PX1050	Email to Bregman from Bregman re: Daramic note to file	2/3/2007	EX011938	EX011938
PX1051	Email to Roe from Perez re: Amerace Product;	3/11/2008	EX010588	EX010590
PX1052	Email to Perez from McDonald re: Preparation for Feb 27 meeting	2/14/2008	EX000027	EX000027
PX1053	Email to Gillespie from Roe re: Freight calculation from China/HP 200	4/3/2007	EX001057	EX001059
PX1054	Email to Perez from Roe re: Follow Up	4/9/2008	EX008649	EX008650
PX1055	Email to Perez from McDonald re: Quote	2/11/2008	EX000057	EX000057
PX1056	Email to Menon from Gilchrist re: Arbitration with Daramic	9/24/2007	EX002380	EX002380
PX1057	Amerace Agenda	2/27/2008	EX0033290	EX0033290
PX1059	Email to Menon from Smith re: Meeting Follow-up	3/8/2006	EX024550	EX024551
PX1060	Email to Smith from Berger re: Discussions	3/17/2006	EX022213	EX022214
PX1061	Email to Perez from Wihjelm re: Outstanding A/R	3/7/2008	EX011414	EX011415
PX1062	Email to Perez from Smith re: Amerace/Daramic	3/10/2008	EX010718	EX010718
PX1063	Email to Ulsh from Bregman re: Daramic summary	1/15/2007	EX011811	EX011812
PX1064	Email to Gillespie from Berger re: Amendment	8/16/2005	EX012123	EX012125
PX1065	Email to Gillespie from Bregman re: Amerace	7/2/2005	ETI_0008324	ETI_0008324
PX1066	Email to Bregman, Gillespie from Shaw re: Daramic: Darak	8/4/2005	ETI_0007003	ETI_0007003
PX1067	Global Separator Strategy Implementation Timeline TBG-Americas	1/16/2008	ETIHC_0000058	ETIHC_0000059
PX1068	Email to Gilchrist from Ulsh re: Exide/Microporous Supply Agreement	3/12/2006	ETI_0019234	ETI_0019235

COMPLAINT COUNSEL'S FINAL PROPOSED EXHIBIT LIST

<u>EXHIBIT NO.</u>	<u>EXHIBIT TITLE</u>	<u>DATE</u>	<u>BEGDOC</u>	<u>ENDDOC</u>
PX1069	Email to Perez from McDonald re: Pricing w/Attach.	2/19/2008	EX008239	EX008246
PX1070	Email to Gillespie from Bergman re: Follow-up	4/26/2006	ETI_0006746	ETI_0006747
PX1071	Email to Rombeiro, Gillespie, et al. from Brown re: Golf Cart Market	6/1/2006	ETI_0006718	ETI_0006719
PX1072	Email to Gillespie from Bregman re: Daramic Response to Industrial Profile w/Attach.	7/3/2006	ETI_0006695	ETI_0006696
PX1073	Email to Gillespie, Menon, et al. from Platz re: Thank you	7/10/2006	ETI_0019101	ETI_0019102
PX1074	Email to Gillespie from Bregman re: Amerace	12/17/2006	ETI_0007425	ETI_0007425
PX1075	Chart: GC110 w/Amerace Flex-Sil/.020 Glass Mat		EX27511	EX27513
PX1076	Email to Perez from Bass re: Pricing: Amerace vs. Daramic w/Attach.		EX009960	EX009968
PX1077	Letter to Gillespie from Roe re: contract extension	6/1/2007	EX002386	EX002389
PX1078	Chart: PE Separators		EX009961	EX009968
PX1079	Email to Menon, Smith from Platz re: Special Industrial Separators w/Attach.	7/6/2007	EX023070	EX023073
PX1080	Non-Binding Memorandum of Understanding	7/20/2007	EX006359	EX006365
PX1081	Amerace Agenda	2/27/2008	ETIHC_0000828	ETIHC_0000831
PX1082	Email to Perez, Miller et al. from Graeme re: ENTEK International tooling quotation w/Attach.	3/15/2008	EX010838	EX010839
PX1083	Email to Gillespie from Bregman re: Daramic	7/21/2008	ETI_0006298	ETI_0006298
PX1084	Email to Berger from Miller re: Exide PE Separator Sample Request for European Product	10/3/2007	ETIHC_0001190	ETIHC_0001192
PX1085	Weekly Report, Exide Technologies FY08 Purchasing Dashboard YTD	10/22/2007	ETI_0005532	ETI_0005541
PX1086	Email to Perez from Miller re: Global Sep. Project - TBG - North America Status	12/13/2007	EX010100	EX010100
PX1087	Email to McDonald from Perez re: Global Separator Conference in Paris	1/2/2008	EX010452	EX010459
PX1088	Presentation: PE Separator Activities Transportation Americas	1/10/2008	EX007054	EX007074

COMPLAINT COUNSEL'S FINAL PROPOSED EXHIBIT LIST

<u>EXHIBIT NO.</u>	<u>EXHIBIT TITLE</u>	<u>DATE</u>	<u>BEGDOC</u>	<u>ENDDOC</u>
PX1089	Email to Menon from Smith re: Amersil	7/23/2008	ETI_0026243	ETI_0026243
PX1090	Chart: Global Separator Strategy Implementation Timeline TBG-Americas	1/16/2008	ETIHC_0000127	ETIHC_0000130
PX1091	Memo to Stephenson, Quintana, et al. re: Global Separator Project Update		EX010483	EX010485
PX1092	Email to Perez, Hoogestraat from Berger re: Project Tracking Sheet w/Attach.	1/23/2008	EX010220	EX010233
PX1093	Email to Menon from Perez re: Amerace Possible Locations w/Attach.	1/24/2008	EX010601	EX010603
PX1094	Email to Perez from Graeme re: Global Separator Conference Action Items	1/25/2008	EX010855	EX010856
PX1095	Email to Wimberly from Miller re: MPLP Material Characteristics w/Attach.	1/28/2008	EX005566	EX005566
PX1096	Email to Berger from Miller re: Separator RFP: questions related to US applications w/Attach.	1/29/2008	EX010018	EX010019
PX1097	Email to McDonald from Perez re: Pricing	2/5/2007	EX021597	EX021605
PX1098	Email to Perez from Miller re: Updated: Global Separator Strategy Team Meeting	2/6/2008	ETIHC_0000120	ETIHC_0000120
PX1099	Email to Bregman from Gillespie re: Answers to questions	7/24/2008	ETI_0005144	ETI_0005144
PX1900	Email to Bruce, Bregman, et al. from Gillespie re: Exide Cost Documentation	10/24/2008	ETI_0005322	ETI_0005323
PX1901	Exide - Global Procurement	10/29/2008	ETI_0006605	ETI_0006635
PX1902	Email to Gillespie from Fraser-Bell re: ENTEK International supply availability;	11/7/2008	ETI_0000009	ETI_0000013

TAB

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March 27, 2009

VIA ELECTRONIC MAIL AND FIRST CLASS MAIL

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Re: In the Matter of Polypore International, Inc.
Docket No. 9327

Ladies and Gentlemen:

My firm represents Polypore International, Inc. ("Polypore") in connection with a matter pending before the Federal Trade Commission entitled In the Matter of Polypore International, Inc., Docket No. 9327 (the "Matter"). The hearing of this Matter is set to begin on May 12, 2009.

Pursuant to the terms of the Protective Order Governing Discovery Material ("Protective Order")(a copy is enclosed) and Rule 3.45(b) of the Rules of Practice for Adjudicative Proceedings before the United States Federal Trade Commission ("Rule 3.45(b)"), you are hereby notified that Polypore's Counsel intends to introduce evidence containing Confidential Material, as that term is defined in the Protective Order, at the May 12, 2009 hearing of this Matter. The Confidential Material may be in the form of documents Exide has produced to Polypore's Counsel, documents Exide has produced to the Federal Trade Commission, documents used in depositions of Exide witnesses, and/or the deposition testimony or transcripts of Exide witnesses.

The Confidential Material introduced into evidence at the hearing of this Matter will continue to be subject to the Protective Order, which safeguards against the use or disclosure of

CHARLESTON, SC
COLUMBIA, SC
MYRTLE BEACH, SC
RALEIGH, NC
SPARTANBURG, SC

March 27, 2009
Page 2

confidential information submitted or produced in connection with this Matter. However, please be aware that all exhibits entered into evidence become part of the public record unless *in camera* status is granted by Administrative Law Judge Chappell. Please let this letter serve as formal notice that pursuant to the terms of the Protective Order and Rule 3.45(b), you may obtain *in camera* treatment for such Confidential Material, or any portion thereof, only by appropriate motion to the Administrative Law Judge. If you have any questions regarding the foregoing, please feel free to contact me.

Sincerely yours,

Handwritten signature of Eric D. Welsh, appearing as "E - Welsh / BRW".

Eric D. Welsh

EDW/brw

Enclosure

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March 31, 2009

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Re: In the Matter of Polypore International, Inc.

Docket No. 9327

Ladies and Gentlemen:

Following up on my letter of March 27, 2009, below please find a list identifying evidence Polypore International, Inc. ("Polypore") may introduce at the May 12, 2009 hearing of the above-referenced matter. This list specifies the Exide documents on Polypore's trial exhibit list and the designation of testimony from Exide witness depositions. Please be advised that pursuant to the terms of the Protective Order and Rule 3.45(b), you may obtain *in camera* treatment for such evidence, or any portion thereof, only by appropriate motion to the Administrative Law Judge. If you have any questions regarding the foregoing, please feel free to contact me.

Deponent/Date	Designations
Douglas Gillespie – Deposition Date 1/21/2009	p. 1, line 1 – p.3, line 19 p. 7, line 2 – p. 8, line 3 p. 52, line 13 – p. 53, line 2 p. 54, line 6 – p. 54, line 11 p. 56, line 16 – p. 56, line 23 p. 57, line 1 – p. 57, line 8 p. 57, line 12 – p. 57, line 20

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Deposition/Date	Designations
	<p>p. 60, line 17 – p. 61, line 9 p. 66, line 1 – p. 66, line 12 p. 66, line 23 – p. 67, line 25 p. 68, line 20 – p. 69, line 21 p. 72, line 10 – p. 73, line 2 p. 83, line 13 – 22 p. 88, line 6 - 16 p. 95, line 8 – p. 95, line 21 p. 97, line 20 – p. 98, line 5 p. 98, line 24 – p. 99, line 5 p. 99, line 22 – p. 103, line 7 p. 104, line 9 - 21 p. 106, line 15 – p. 106, line 25 p. 109, line 21 – p. 114, line 13 p. 112, line 16 – p. 113, line 9 p. 113, line 12 – p. 114, line 13 p. 114, line 17 - 23 p. 121, line 14 – p. 121, line 19 p. 122, line 3 – p. 122, line 20 p. 125, line 23 – p. 127, line 13</p>
<p>Douglas Gillespie – Deposition Date 1/22/2009</p>	<p>p. 145, line 1 - 25 p. 149, line 9 – p. 150, line 3 p. 159, line 17 – p. 160, line 2 p. 165, line 19 – p. 164, line 6 p. 169, line 14 – p. 170, line 23 p. 171, line 20 – p. 172, line 7 p. 174, line 17 – p. 177, line 5 p. 177, line 11 – p. 178, line 1 p. 189, line 11 – p. 191, line 8 p. 225, line 4 – p. 225, line 11</p>
<p>Douglas Gillespie – Deposition Date 3/10/2009</p>	<p>p. 11, line 4 – 13 p. 11, line 15 p - 12, line 16 p. 12, line 19 – p. 14, line 19 p. 16, line 15 – 18 p. 16, line 22 – p. 18, line 24 p. 19, line 14 – p. 20, line 9 p. 25, line 17 – p. 27, line 15 p. 28, line 6 – p. 29, line 24 p. 30, line 19 – p. 32, line 11 p. 32, line 24 – p. 34, line 2 p. 35, line 8 – p. 36, line 3 p. 37, line 8 – p. 38, line 24 p. 39, line 5 – p. 40, line 16</p>

Disposal Date	Designations
	<p>p. 42, line 2 – 10 p. 43, line 3 – p. 44, line 14 p. 44, line 18 – p. 46, line 7 p. 47, line 24 – p. 50, line 1 p. 51, line 20 – p. 52, line 23 p. 53, line 6 – p. 54, line 22 p. 55, line 5 – 16 p. 57, line 1 – 15 p. 57, line 19 – p. 58, line 6 p. 63, line 19 – p. 64, line 13 p. 64, line 11 – p. 66, line 20 p. 67, line 13 – p. 70, line 16 p. 71, line 6 – 12 p. 73, line 9 – p. 74, line 1 p. 74, line 10 – 15 p. 74, line 25 – p. 75, line 14 p. 75, line 23 – p. 78, line 11 p. 79, line 7 – p. 81, line 5 p. 81, line 14 – 16 p. 83, line 2 – 14 p. 85, line 22 – p. 86, line 5 p. 86, line 22 – p. 87, line 8 p. 88, line 2 – 11 p. 88, line 21 – p. 90, line 7 p. 91, line 2 – 10 p. 92, line 6 – 8 p. 92, line 16 – p. 93, line 15 p. 93, line 25 – p. 95, line 8 p. 98, line 17 – p. 99, line 1 p. 100, line 22 – p. 101, line 22 p. 104, line 24 – p. 105, line 7 p. 106, line 8 – p. 108, line 8 p. 109, line 11 – p. 112, line 13 p. 114, line 8 – 11 p. 116, line 8 – 11 p. 117, line 3 – 10 p. 118, line 4 – p. 119, line 13 p. 119, line 25 – p. 120, line 5 p. 120, line 25 – p. 121, line 17 p. 123, line 22 – p. 125, line 18 p. 125, line 22 – p. 127, line 5 p. 127, line 14 – 16 p. 127, line 20 – 24 p. 130, line 7 – p. 131, line 6 p. 132, line 3 – p. 134, line 25</p>

Deposition/Date	Exhibits/Exhibits
	<p>p. 135, line 6 – p. 137, line 5 p. 138, line 15 – p. 139, line 25 p. 140, line 17 - 22</p>
<p>Pradeep Menon - Deposition Date 1/22/09</p>	<p>p. 1, line 1 – 25 p. 3, line 1 - 25 p. 5, line 17 – p. 6, line 5 p. 6, line 21 – p. 7, line 16 p. 7, line 21 – p. 9, line 13 p. 14, line 14 – p. 15, line 3 p. 16, line 20 – 24 p. 18, line 5 – p. 19 line 12 p. 20, line 10 – 19 p. 21, line 13 – 14 p. 24, line 14 – 19 p. 26, lines 3 – 6 p. 28, line 22 – p. 29, line 21 p. 36, lines 8 – 21 p. 39, lines 8 – 11 p. 40, lines 10 – 15 p. 40, line 21 – p. 41 line 7 p. 55, lines 15 – 20 p. 56, lines 3 – 13 p. 63, line 14 – p. 64, line 10 p. 66, line 18 – p. 67, line 3 p. 81, line 17 – p. 82, line 11 p. 84, lines 16 – 23 p. 85, line 17 – p. 86, line 14 p. 87, line 25 – p. 88, line 18 p. 93, line 19 – p. 94, line 3 p. 95, line 20 – p. 97, line 2 p. 98, lines 1 – 5 p. 98, lines 16 – 18 p. 101, lines 4 – 20 p. 103, line 20 – p. 104 line 9 p. 105, lines 10 – 17 p. 110, line 18 – p. 111, line 24 p. 113, lines 5 - 15</p>
<p>Alberto Perez – Deposition Date 1/23/2009</p>	<p>p. 1, line 1 – p. 3, line 12 p. 52, line 13 – p. 53, line 2 p. 54, line 6 – p. 54, line 11 p. 57, line 1 – p. 57, line 8 p. 66, line 1 – p. 66, line 12 p. 66, line 23 – pl 67, line 25 p. 68, line 20 – p. 69, line 21</p>

Deponent/Date	Description
	<p>p. 112, line 16 – p. 113, line 9 p. 113, line 13 – p. 114, line 13 p. 121, line 14 – p. 121, line 19 p. 122, line 3 – p. 122, line 20</p>
<p>Gordon Ulsh – Deposition Date 1/21/2009</p>	<p>p. 8, line 20 – p. 9, line 10 p. 12, line 4 – p. 13, line 3 p. 13, line 21 – p. 14, line 11 p. 18, line 14 – p. 19, line 12 p. 20, line 20 – p. 22, line 21 p. 23, line 13 – p. 24, line 9 p. 27, line 16 – p. 28, line 8 p. 30, line 17 – p. 31, line 2 p. 32, lines 8 – 13 p. 42, line 7 – p. 47, line 23 p. 48, line 21 – p. 50, line 3 p. 50, line 5 – p. 55, line 21 p. 61, line 8 – 25 p. 64, line 3 – p. 65, line 22 p. 67, line 9 – p. 68, line 4 p. 68, line 15 – 23 p. 82, line 23 – p. 83, line 18 p. 85, line 14 – p. 87, line 3 p. 92, line 6 – p. 99, line 4 p. 105, line 4 – p. 110, line 18 p. 112, line 6 – p. 114, line 23 p. 115, line 8 – p. 118, line 6 p. 124, line 1 – p. 126, line 12 p. 126, line 21 – p. 129, line 5 p. 138, line 9 – 19</p>
<p>Douglas Gillespie – Investigational Hearing Date 5/8/2008</p>	<p>Entire Transcript</p>

Trial Ex. No.	Description	Date	Begin Doc. No.	End Doc. No.
RX00002	Email from Bell re: Entek Supply availability	11/07/08	ETI_0000009	ETI_0000013
RX00006	E-mail string Re Separator Inventory	11/03/08	ETI_0000018	ETI_0000018
RX00014	Email re: Supply from Europe	06/22/07	ETI_0000267	ETI_0000277

RX00305	PE Separator Supplier Info	00/00/00	ETI_0001965	ETI_0001965
RX00016	Email re: Samples of Special Separators	08/16/08	ETI_0002765	ETI_0002766
RX00308	Email from Gillespie re: Answers to questions	07/24/08	ETI_0005144	ETI_0005144
RX00304	Battery Separator Supplier List	00/00/00	ETI_0005149/1	ETI_0005149/4
RX00318	Global Separator Conference	01/00/07	ETI_0005743	ETI_0005746
RX00314	Amerace Executive Overview	03/14/06	ETI_0006173	ETI_0006177
RX00317	Email from Bregman re: Letter to Daramic	02/08/07	ETI_0006548	ETI_0006548
RX00311	Email from Menon re: Industrial Project Review Meeting	10/22/08	ETI_0006640	ETI_0006641
RX00319	Email from Bregman re: Exide Cost Documentation	11/02/08	ETI_0006671	ETI_0006672
RX00302	Emaol from Gonzalez re: Exide Industrialplex	05/09/08	ETI_0017868	ETI_0017869
RX00303	PE Separator Strategy	07/10/08	ETI_0019983	ETI_0019990
RX00320	Engineering Work Request	06/28/06	ETI_0036479	ETI_0036483
RX00309	Market Overview	10/29/08	ETI_0040844	ETI_0040847
RX00324	Email from Gillespie re: Golf Cart Separator Availability	10/10/08	ETI_0043458	ETI_0043461
RX00312	Email from Gillespie re: Nippon Sheet Glass AGM Separator	08/13/08	ETI_0044036	ETI_0044036
RX00306	Supplier Profile	10/22/07	ETI_0057658	ETI_0057662
RX00307	Supplier Profile	10/25/07	ETI_0057663	ETI_0057667
RX00310	Email from Perez re: Entek tooling quotation	03/15/08	ETI_0058576	ETI_0058577
RX00300	Global Separators Strategy Outlook	02/27/08	ETI_0059088	ETI_0059098

RX00301	Global Procurement FY09 Plan	00/00/09	ETI_0059099	ETI_0059106
RX00315	Exide Supplier Excellence Program	00/00/00	ETI_0059128	ETI_0059142
RX00316	Email from Miller re: Exide PE Separator Sample Request for European Product	10/01/07	ETI_0063244	ETI_0063246
RX00322	Engineering Work Request	11/28/07	ETI_0072382	ETI_0072389
RX00313	North America Sales Outlook Opportunities & Current Projects	10/07/08	ETI_0073695	ETI_0073734
RX00321	Engineering Work Request	04/14/08	ETI_0080262	ETI_0080263
RX00323	Exide Highlights	01/04/08	ETI_0081738	ETI_0081746
RX00359	Email from Kathie Perzee	11/03/08	ETI-0000018	ETI_0000018
RX00020	Email re: High Cyder Separator	09/25/08	ETI0004208	ETI0004210
RX00003	Emails re: Serrated Separator	02/21/08	ETIHC_0000004	ETIHC_0000005
RX00360	Email from Berger to Perez	02/21/08	ETIHC_0000004	ETIHC_0000009
RX00263	Email McDonald to Perez re Pricing	02/06/08	ETIHC_0000010	ETIHC_0000016
RX00264	Email Simon to Perez	02/25/08	ETIHC_0000017	ETIHC_0000041
RX00265	Email Mennon to Simon Contract for supplies	12/20/07	ETIHC_0000042	ETIHC_0000047
RX00266	Email Miller to Perez re Entek	12/11/07	ETIHC_0000048	ETIHC_0000048
RX00267	Email Miller to Perez re Entek	12/11/07	ETIHC_0000050	ETIHC_0000054
RX00268	Email Berger to Perez	02/26/08	ETIHC_0000055	ETIHC_0000069
RX00269	Letter to Gillespie re Global Supply Contract	12/21/07	ETIHC_0000070	ETIHC_0000078
RX00009	E-mail string re Roll Separator	02/18/08	ETIHC_0000079	ETIHC_0000081
RX00011	Amerace Agenda	02/27/08	ETIHC_0000828	ETIHC_0000830
RX00017	North American Supply Agreement	12/15/99	ETIHC_0001712	ETIHC_0001758

RX00015	Email re: Pricing	02/05/08	EX 021597	EX021605
RX00012	Daramic Current Situation	00/00/00	EX000269	EX000269
RX00361	Email Bregman to Gillespie re Tudor India	07/27/05	EX000774	EX001108
RX00019	Email re: Supporting Documentation	04/08/08	EX001075	EX001083
RX00008	E-mail, Weerts to Menon	03/24/08	EX002501	EX002501
RX00013	Global Poly Separator RFQ Technical Requirements	04/30/07	EX002532	EX002544
RX00145	Email from Weerts re: Separator RFP	06/15/07	EX003662	EX003677
RX00362	Global Poly Separator RFP Commercial Requirements	00/00/00	EX004405	EX004406
RX00144	Letter from Menon re: Exide RFP for Global separator	06/00/07	EX004554	ENTEK_004535
RX00010	E-mail string re MOU	02/14/08	EX009775	EX009776
RX00004	Email re: Global Sep. Project	12/13/07	EX010100	EX010100
RX00007	E-mail string re Global Conference Notes	01/16/08	EX010166	EX010167
RX00018	Email re: Possible Chinese Separator Suppliers	02/25/08	EX010363	EX010364
RX00001	Emails re: Global Separator Conference Action Items	01/25/08	EX010855	EX010856
RX00110	Email re Eurpoe and India Agreements	04/16/08	EX011386	EX011388
RX00005	Subpoena Ad Testificandum to Exide Technologies	12/10/08		
RX01186	Exide Form 10-K	Filed 6/09/08		
RX00899	Letter from Diasio to Nasisi re: Corydon	12/16/98	WACH/EXIDE1235	WACH/EXIDE1239

March 31, 2009
Page 9

	Facility			
RX01505	Fax to J. Kenney from v. Hollingsworth	04/01/199	WACH/EXIDE2241	WACH/EXIDE2243

Sincerely yours,

E. Welsh / BRW

Eric D. Welsh

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