

Exide Technologies

Fiscal 2009 Second Quarter Results

November 7, 2008

Gordon A. Ulsh

President & Chief Executive Officer

E.J. O'Leary

Executive Vice President & Chief Operating Officer

Phillip Damaska

Executive Vice President & Chief Financial Officer

Nicholas Iuanow

Vice President & Corporate Treasurer

Barbara Hatcher

Executive Vice President & General Counsel

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Forward-Looking Statements

Except for historical information, this press release may be deemed to contain “forward-looking” statements. The Company desires to avail itself of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the “Act”) and is including this cautionary statement for the express purpose of availing itself of the protection afforded by the Act. The Company undertakes no obligation to publicly update or revise any forward-looking statement in this or any prior forward-looking statements whether as a result of new information, future developments or otherwise.

Examples of forward-looking statements include, but are not limited to, (a) projections of revenues, cost of raw materials, income or loss, earnings or loss per share, capital expenditures, growth prospects, dividends, the effect of currency translations, capital structure and other financial items, (b) statements of plans and objectives of the Company or its management or Board of Directors, including the introduction of new products, or estimates or predictions of actions by customers, suppliers, competitors or regulating authorities, (c) statements of future economic performance and (d) statements of assumptions, such as the prevailing weather conditions in the Company’s market areas, underlying other statements and statements about the Company or its business.

Factors that could cause actual results to differ materially from these forward-looking statements include, but are not limited to, the following general factors such as: (i) the Company’s ability to implement and fund based on current liquidity business strategies and restructuring plans, (ii) unseasonable weather (warm winters and cool summers) which adversely affects demand for automotive and some industrial batteries, (iii) the Company’s substantial debt and debt service requirements which may restrict the Company’s operational and financial flexibility, as well as imposing significant interest and financing costs, (iv) the litigation proceedings to which the Company is subject, the results of which could have a material adverse effect on the Company and its business, (v) the realization of the tax benefits of the Company’s net operating loss carry forwards, which is dependent upon future taxable income, (vi) the fact that lead, a major constituent in most of the Company’s products, experiences significant fluctuations in market price and is a hazardous material that may give rise to costly environmental and safety claims, (vii) competitiveness of the battery markets in North America and Europe, (viii) risks involved in foreign operations such as disruption of markets, changes in import and export laws, currency restrictions, currency exchange rate fluctuations and possible terrorist attacks against U.S. interests, (ix) general economic conditions, (x) the ability to acquire goods and services and/or fulfill labor needs at budgeted costs, (xi) the Company’s reliance on a single supplier for its polyethylene battery separators, (xii) the Company’s ability to successfully pass along increased material costs to its customers, (xiii) the loss of one or more of the Company’s major customers for its industrial and transportation products; (xiv) recently adopted U.S. lead emissions standards and the implementation of such standards by applicable states; and (xv) the ability of the Company’s customers to pay for products and services in light of liquidity constraints resulting from global economic conditions and restrictive credit markets.

Therefore, the Company cautions each reader of this press release carefully to consider those factors set forth above and those factors described in the Company’s Form 10-K filed on June 9, 2008 and its Form 10-Q filed on November 6, 2008, because such factors have, in some instances, affected and in the future could affect, the ability of the Company to achieve its projected results and may cause actual results to differ materially from those expressed herein.

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Opening Remarks

Gordon A. Ulsh

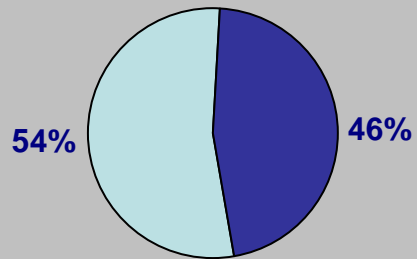
President and Chief Executive Officer

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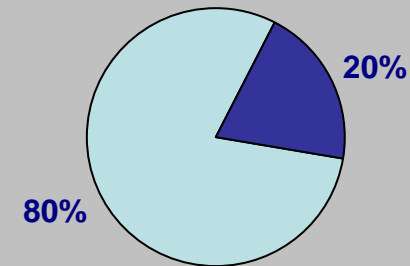
Revenues by Market

Transportation Revenues YTD



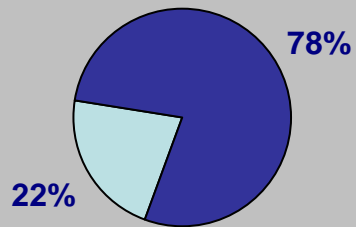
Americas Europe/RoW

Transportation Revenues YTD



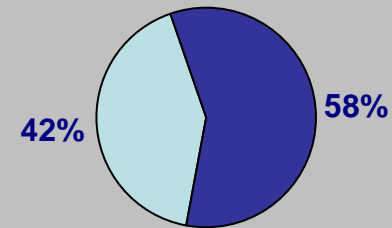
Aftermarket OEM

Industrial Energy Revenues YTD



Americas Europe/RoW

Industrial Energy Revenues YTD



Network Power Motive Power

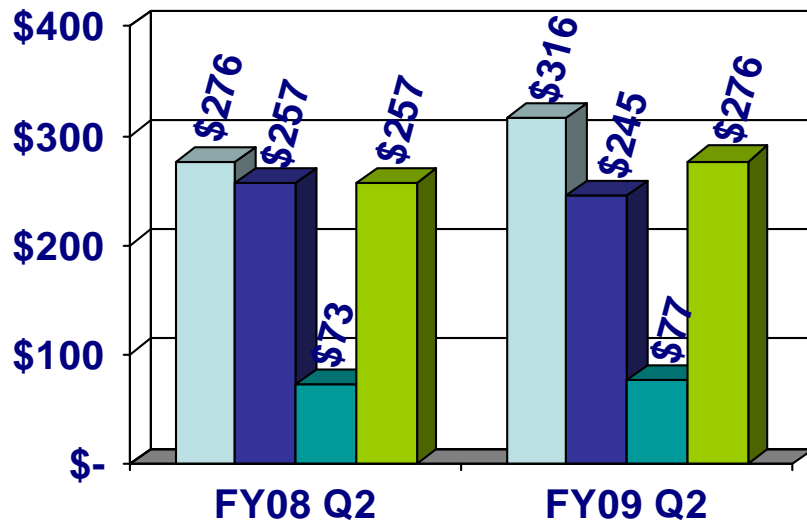
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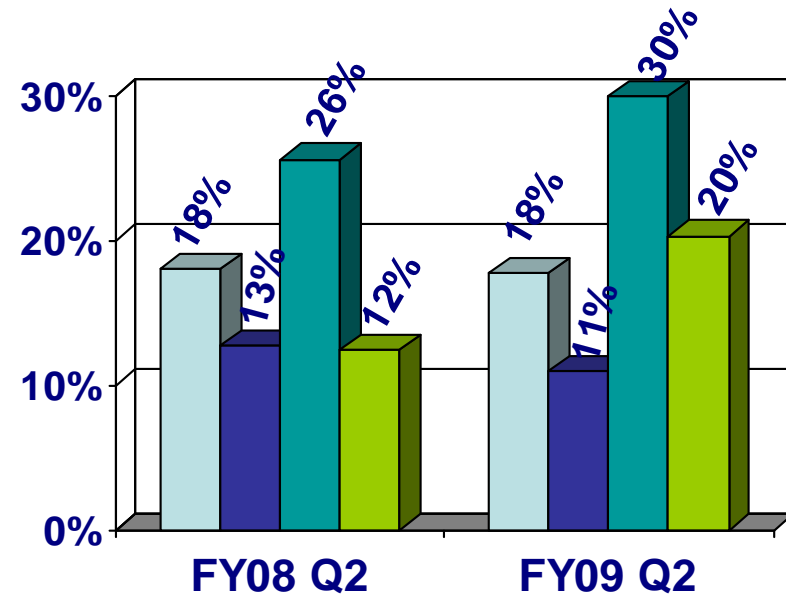
Division Update

Net Sales

In millions



Gross Margin %



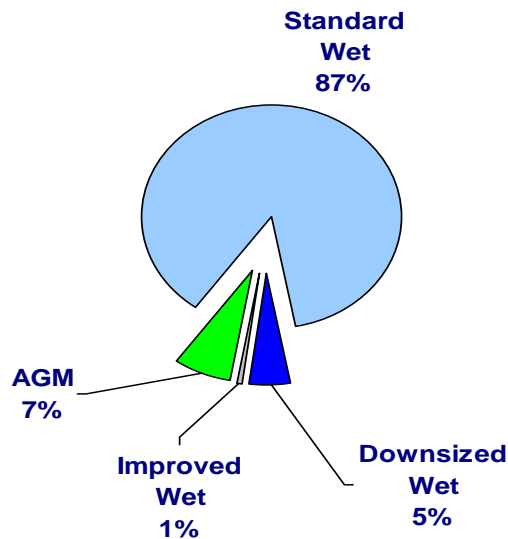
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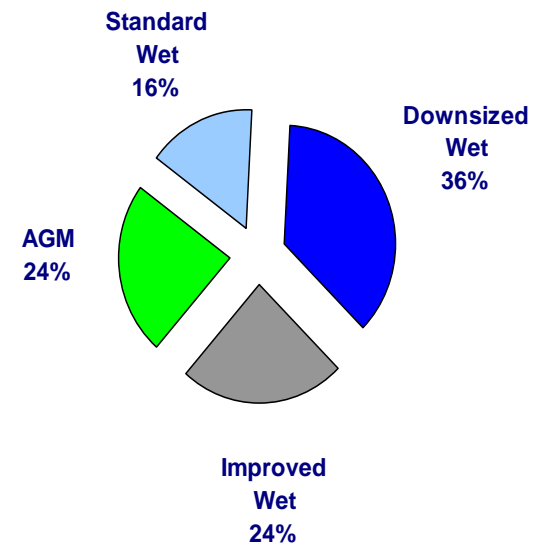
AGM Technology

- European legislation to reduce CO₂ by 2012
- Micro-hybrids with Start / Stop technology
- Demand to support increased capacity at our European facilities
- OE battery technologies are changing

OE Battery Technologies - Today



Expected OE Battery Technology - 2012



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Asset Acquisition – Lithium-Ion Technology

- **Aligns with strategy to accelerate development of other battery chemistries**
 - **Expands Exide's portfolio of products**

- **Lithium-ion technology**
 - **Multiple applications**

- **Battery management system**
 - **Hardware and software**

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Capital Investments

- Expected capital investment for fiscal 2009 full year of approximately \$100 million
- Capital investment for fiscal 2009 second quarter of \$24 million
- Fast formation and continuous casting manufacturing technologies
- AGM product technologies

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Restructuring Investments

- **Restructuring investments of \$12 million year to date**
- **Expect to accelerate operational improvement**
- **Targeting approximately 600 position eliminations in fiscal 2009**
- **Targeting shop floor reductions as well as back office and selling and marketing**

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Industry Events

- **U.S. Environmental Protection Agency**
 - **Lowers the National Ambient Air Quality Standard for lead from 1.5 to 0.15 $\mu\text{g}/\text{m}^3$ micrograms of lead per cubic meter of air**
 - **States are required to meet the standard no later than January 2017**
 - **States can accelerate the timeline for compliance**

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Financial Discussion

Phillip A. Damaska

*Executive Vice President &
Chief Financial Officer*

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Use of Non-GAAP Financial Measures

Exide uses Adjusted EBITDA as the key measure of its operational and financial performance. We continue to believe it provides a more useful measure for Exide at the present time than does net income.

We define Adjusted EBITDA as earnings before interest, taxes, depreciation, amortization and restructuring charges. Our Adjusted EBITDA definition also adjusts reported earnings for the effect of non-cash currency remeasurement gains or losses, the non-cash gain or loss from revaluation of the Company's warrants liability, as well as impairment charges, gains or losses on asset sales and the one-time debt extinguishment charge incurred in the fiscal 2008 first quarter.

The Company calculates Adjusted Earnings Per Share by excluding from net income (loss) per share certain items, such as non-cash tax valuation allowances, reorganization items related to the Company's bankruptcy proceedings, unrealized loss resulting from the revaluation of the Company's warrants, restructuring charges, and currency remeasurement gains and losses.

Please refer to the press release and the tables at the end of the presentation for our reconciliation of Adjusted EBITDA, EBIT and Adjusted Net Income to the income or loss; Adjusted Earnings Per Share to the income or loss reported under Generally Accepted Accounting Principles, and for a breakdown of net sales and Adjusted EBITDA by segment.

The Company also defines Free Cash Flow as cash from operating activities and cash from investing activities, both as measured in accordance with Generally Accepted Accounting Principles.

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Executed Operating Plan

Fiscal 2009 Q2 and YTD Highlights

<i>(in millions)</i>	Three Months Ended September 30,		Six Months Ended September 30,	
	2008	2007	2008	2007
Revenues	\$ 914.2	\$ 861.9	\$ 1,885.4	\$ 1,624.3
Gross Profit	\$ 161.9	\$ 130.3	\$ 331.4	\$ 249.0
<i>% Margin</i>	17.7%	15.1%	17.6%	15.3%
Adjusted EBITDA	\$ 68.2	\$ 50.0	\$ 139.3	\$ 89.0
<i>% Margin</i>	7.5%	5.8%	7.4%	5.5%
Free Cash Flow	\$ 45.9	\$ (40.8)	\$ 90.7	\$ (107.6)
Capital Expenditures	\$ 24.4	\$ 13.2	\$ 36.2	\$ 24.0

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Reconciliation of Net Income to EBIT and EBITDA

<i>In millions</i>	<u>FY 2009 Q2</u>	<u>FY 2008 Q2</u>
Net income	\$ (10.2)	\$ (14.8)
Interest expense, net	18.4	21.2
Income tax provision (benefit)	<u>3.4</u>	<u>22.7</u>
EBIT	\$ 11.6	\$ 29.1
Depreciation & amortization	\$ 25.4	\$ 24.3
Currency remeasurement loss (gain)	27.7	(9.6)
Unrealized gain on warrants	(9.2)	(1.5)
Restructuring	9.7	4.3
Reorganization items	0.5	0.8
Other, net	<u>2.5</u>	<u>2.6</u>
Adjusted EBITDA	\$ 68.2	\$ 50.0

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Income Tax Effect

	Three Months Ended		Six Months Ended	
	<u>Sept. 30, 2008</u>	<u>Sept. 30, 2007</u>	<u>Sept. 30, 2008</u>	<u>Sept. 30, 2007</u>
Federal statutory rate	35.0%	35.0%	35.0%	35.0%
Local tax provision	-14.0%	-4.0%	39.5%	0.9%
Change in valuation allowances	-160.3%	106.3%	392.0%	-96.7%
Revaluation of warrants	49.7%	-6.1%	2.3%	1.6%
Rate difference on foreign subsidiaries	41.4%	-70.1%	-89.6%	38.3%
Change in tax rate	0.0%	199.6%	0.0%	-60.2%
Other, net	-4.3%	10.7%	-7.2%	-4.8%
Effective tax rate	<u>-52.5%</u>	<u>271.4%</u>	<u>372.0%</u>	<u>-85.9%</u>

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Other Expense (Income), Net

	Three Months Ended		Six Months Ended	
	09/30/08	9/30/2007	09/30/08	9/30/2007
Net loss on asset sales / impairments \$	1,040	\$ 702	\$ 1,135	\$ 103
Equity income	(1,276)	(126)	(1,427)	(309)
Currency loss (gain)	27,690	(9,599)	25,884	(12,117)
(Gain) loss on revaluation of warrants	(9,214)	(1,457)	471	(1,192)
Other	(1,548)	(40)	(1,548)	(546)
	<u>\$ 16,692</u>	<u>\$ (10,520)</u>	<u>\$ 24,515</u>	<u>\$ (14,061)</u>

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Transportation Americas

- Net Sales increased 14% in fiscal 2009 Q2 over the prior year period
- Gross profit increased due to effective pricing adjustments although margins in percentage terms declined slightly
- Adjusted EBITDA up 27% in fiscal 2009 Q2 over the prior year period

<u>In millions</u>	<u>FY 2009</u> <u>Q2</u>	<u>FY 2008</u> <u>Q2</u>	<u>%</u> <u>Change</u>	<u>FY 2009</u> <u>YTD</u>	<u>FY 2008</u> <u>YTD</u>	<u>%</u> <u>Change</u>
Net Sales	\$315.6	\$275.8	14%	\$621.9	\$526.8	18%
Gross Profit	\$55.7	\$49.5	13%	\$115.2	\$97.2	19%
Gross Margin	17.7%	18.0%	(2%)	18.5%	18.5%	-
Adjusted EBITDA	\$32.8	\$25.9	27%	\$66.8	\$52.1	28%

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Transportation Europe and ROW

- Net Sales down 11.5% excluding favorable currency exchange
- Decreased unit volumes in the OE and aftermarket channels
- Adjusted EBITDA down 80% for the second quarter

<u>In millions</u>	FY 2009 <u>Q2</u>	FY 2008 <u>Q2</u>	% <u>Change</u>	FY 2009 <u>YTD</u>	FY 2008 <u>YTD</u>	% <u>Change</u>
Net Sales	\$245.4	\$256.6	(4%)	\$521.2	\$469.3	11%
Gross Profit	\$27.0	\$32.6	(17%)	\$57.4	\$54.7	5%
Gross Margin	11.0%	12.7%	(13%)	11.0%	11.7%	(6%)
Adjusted EBITDA	\$3.4	\$16.3	(80%)	\$10.6	\$21.4	(50%)

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Industrial Energy Americas

- Net Sales up 5% for the second fiscal quarter
- Network Power had a strong second quarter
- Plant productivity continued to improve due to Take Charge!
- Adjusted EBITDA up 27% for the second quarter

<u>In millions</u>	<u>FY 2009</u> <u>Q2</u>	<u>FY 2008</u> <u>Q2</u>	<u>%</u> <u>Change</u>	<u>FY 2009</u> <u>YTD</u>	<u>FY 2008</u> <u>YTD</u>	<u>%</u> <u>Change</u>
Net Sales	\$76.8	\$73.0	5%	\$166.0	\$138.2	20%
Gross Profit	\$23.0	\$18.7	23%	\$46.8	\$34.8	34%
Gross Margin	29.9%	25.6%	17%	28.2%	25.2%	12%
Adjusted EBITDA	\$15.5	\$12.2	27%	\$31.5	\$22.1	43%

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Industrial Energy Europe and ROW

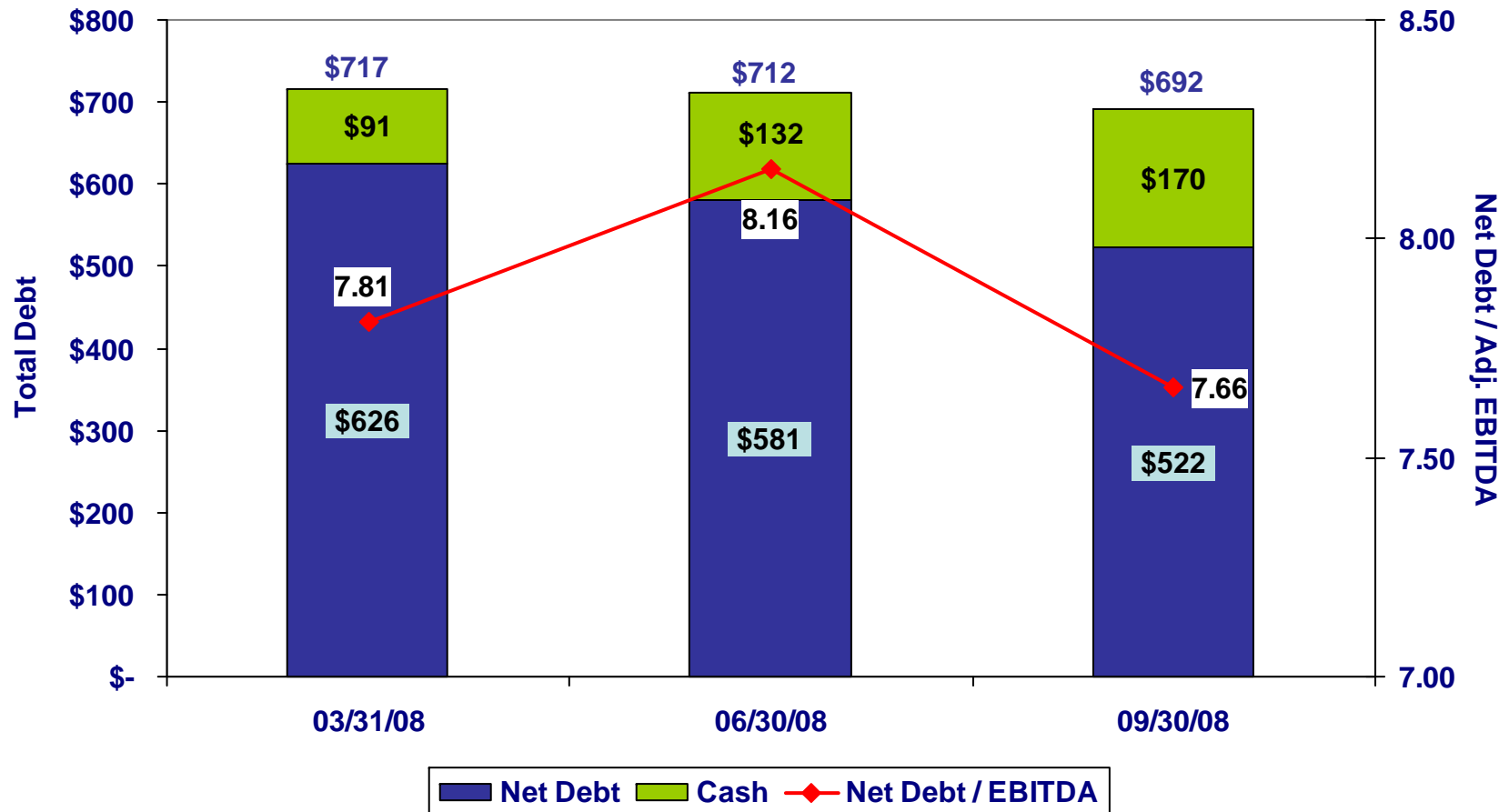
- Net Sales decreased 0.7% over prior year second quarter, excluding favorable currency exchange
- Strong network power sales
- Adjusted EBITDA increased 400+% over prior year second quarter

<u>In millions</u>	<u>FY 2009</u> <u>Q2</u>	<u>FY 2008</u> <u>Q2</u>	<u>%</u> <u>Change</u>	<u>FY 2009</u> <u>YTD</u>	<u>FY 2008</u> <u>YTD</u>	<u>%</u> <u>Change</u>
Net Sales	\$276.4	\$256.6	8%	\$576.2	\$490.0	18%
Gross Profit	\$56.1	\$31.9	76%	\$112.0	\$64.6	73%
Gross Margin	20.3%	12.4%	64%	19.4%	13.2%	47%
Adjusted EBITDA	\$24.1	\$4.6	424%	\$44.5	\$11.6	284%

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Liquidity & Debt Update



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Gordon Ulsh *President & Chief Executive Officer*

- Focus on continued improvement
- Q & A



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Statements of Operations

(Unaudited, in thousands, except per-share data)

	For the Three Months Ended		For the Six Months Ended	
	Sept. 30, 2008	Sept. 30, 2007	Sept. 30, 2008	Sept. 30, 2007
NET SALES	\$ 914,174	\$ 861,942	\$ 1,885,449	\$ 1,624,329
COST OF SALES	752,290	731,594	1,554,085	1,375,313
Gross profit	161,884	130,348	331,364	249,016
EXPENSES:				
Selling, marketing and advertising	79,670	68,299	158,526	136,633
General and administrative	43,488	39,617	90,659	83,266
Restructuring	9,655	2,550	11,878	4,682
Other expense (income), net	16,692	(10,520)	24,515	(14,061)
Interest expense, net	18,401	21,271	37,626	42,623
Loss on early extinguishment of debt	-	-	-	21,342
	167,906	121,217	323,204	274,485
Income (loss) before reorganization items, income taxes, and minority interest	(6,022)	9,131	8,160	(25,469)
REORGANIZATION ITEMS, NET	472	769	935	1,211
INCOME TAX PROVISION	3,408	22,696	26,878	22,913
MINORITY INTEREST	334	495	894	918
Net loss	\$ (10,236)	\$ (14,829)	\$ (20,547)	\$ (50,511)
LOSS PER SHARE				
Basic and Diluted	\$ (0.14)	\$ (0.24)	\$ (0.27)	\$ (0.82)
WEIGHTED AVERAGE SHARES				
Basic and Diluted	75,455	61,717	75,416	61,496

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Consolidated Balance Sheets

(Unaudited, in thousands, except per-share data)

	<u>September 30, 2008</u>	<u>March 31, 2008</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 169,899	\$ 90,547
Receivables, net of allowance for doubtful accounts of \$32,378 and \$33,630	601,504	782,944
Inventories	534,504	583,593
Prepaid expenses and other	18,067	17,829
Deferred financing costs, net	5,014	5,215
Deferred income taxes	37,280	36,853
Total current assets	<u>1,366,268</u>	<u>1,516,981</u>
Property, plant and equipment, net	<u>593,391</u>	<u>649,526</u>
Other assets:		
Other intangibles, net	186,896	206,283
Investments in affiliates	4,652	6,523
Deferred financing costs, net	14,899	18,071
Deferred income taxes	41,969	51,238
Other	46,345	42,774
	<u>294,761</u>	<u>324,889</u>
Total assets	<u><u>\$ 2,254,420</u></u>	<u><u>\$ 2,491,396</u></u>

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Consolidated Balance Sheets

(Continued)**(Unaudited, in thousands, except per-share data)**

LIABILITIES AND STOCKHOLDERS' EQUITY	September 30, 2008	March 31, 2008
Current liabilities:		
Short-term borrowings	\$ 18,836	\$ 22,719
Current maturities of long-term debt	9,056	9,875
Accounts payable	386,095	468,240
Accrued expenses	302,380	333,092
Warrants liability	8,743	8,272
Total current liabilities	<u>725,110</u>	<u>842,198</u>
Long-term debt	664,322	683,601
Noncurrent retirement obligations	180,700	212,438
Deferred income taxes	44,253	44,407
Other noncurrent liabilities	137,085	145,642
Total liabilities	<u>1,751,470</u>	<u>1,928,286</u>
Commitments and contingencies		
Minority interest	<u>17,542</u>	<u>18,772</u>
STOCKHOLDERS' EQUITY		
Preferred stock, \$0.01 par value, 1,000 shares authorized, 0 shares issued and outstanding	<u>—</u>	<u>—</u>
Common stock, \$0.01 par value, 200,000 shares authorized, 75,426 and 75,278 shares issued and outstanding	754	753
Additional paid-in capital	1,107,688	1,104,939
Accumulated deficit	(738,209)	(717,662)
Accumulated other comprehensive income	115,175	156,308
Total stockholders' equity	<u>485,408</u>	<u>544,338</u>
Total liabilities and stockholders' equity	<u>\$ 2,254,420</u>	<u>\$ 2,491,396</u>

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Consolidated Statements of Cash Flows

(Unaudited, in thousands)

	For the Six Months Ended	
	<u>Sept. 30, 2008</u>	<u>Sept. 30, 2007</u>
Cash Flows From Operating Activities:		
Net loss	\$ (20,547)	\$ (50,511)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities—		
Depreciation and amortization	51,295	50,713
Unrealized loss on warrants	471	(1,192)
Net loss (gain) on asset sales / impairments	1,135	103
Deferred income taxes	7,606	11,798
Provision for doubtful accounts	3,641	2,715
Non-cash stock compensation	2,506	2,719
Reorganization items, net	935	1,211
Minority interest	894	918
Amortization of deferred financing costs	2,612	2,270
Loss on early extinguishment of debt	-	21,342
Currency loss (gain)	25,884	(12,117)
Changes in assets and liabilities —		
Receivables	108,960	(20,529)
Inventories	9,599	(129,202)
Prepaid expenses and other	(1,248)	2,629
Payables	(53,098)	48,847
Accrued expenses	(7,756)	5,401
Noncurrent liabilities	(17,759)	(26,266)
Other, net	(4,546)	1,875
Net cash provided by (used in) operating activities	<u>110,584</u>	<u>(87,276)</u>

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Consolidated Statements of Cash Flows

(Continued)**(Unaudited, in thousands)**

	For the Three Months Ended	
	September 30, 2008	September 30, 2007
Cash Flows From Investing Activities:		
Capital expenditures	(36,154)	(23,986)
Proceeds from sales of assets	16,265	3,658
Net cash used in investing activities	<u>(19,889)</u>	<u>(20,328)</u>
Cash Flows From Financing Activities:		
(Decrease) increase in short-term borrowings	(1,937)	4,432
(Decrease) increase in borrowings under Senior Secured Credit Facility	(1,662)	94,387
(Decrease) increase in other debt	(3,183)	3,784
Financing costs and other	-	(31,649)
Net proceeds from rights offering and common stock issuance	244	49,528
Net cash (used in) provided by financing activities	<u>(6,538)</u>	<u>120,482</u>
Effect of Exchange Rate Changes on Cash and Cash Equivalents	<u>(4,805)</u>	<u>2,517</u>
Net Increase In Cash and Cash Equivalents	79,352	15,395
Cash and Cash Equivalents, Beginning of Period	90,547	76,211
Cash and Cash Equivalents, End of Period	<u>\$ 169,899</u>	<u>\$ 91,606</u>
Supplemental Disclosures of Cash Flow Information:		
Cash paid during the period -		
Interest	\$ 33,502	\$ 34,806
Income taxes (net of refunds)	\$ 4,797	\$ 8,173
Supplemental Disclosures of Non-Cash Financing Activities:		
Receivable from rights offering	-	41,400

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Adjusted EBITDA Reconciliation By Segment

For the Three Months Ended September 30, 2008

(in millions)	<u>Transportation</u>		<u>Industrial Energy</u>		<u>Other</u>	<u>TOTAL</u>
	<u>Americas</u>	<u>Europe and ROW</u>	<u>Americas</u>	<u>Europe and ROW</u>		
Net income (loss)	\$23.8	(\$6.6)	\$12.9	\$10.6	(\$50.9)	(\$10.2)
Interest expense, net					18.4	18.4
Income tax provision					3.4	3.4
EBIT	23.8	(6.6)	12.9	10.6	(29.1)	11.6
Depreciation and amortization	7.7	7.1	2.2	6.5	1.9	25.4
Reorganization items, net	-	-	-	-	0.5	0.5
Restructuring	0.4	2.3	0.1	6.7	0.2	9.7
Currency remeasurement loss (gain)	0.9	0.3	(0.3)	-	26.8	27.7
Minority interest	-	-	-	-	0.3	0.3
Unrealized gain on revaluation of	-	-	-	-	(9.2)	(9.2)
Loss on sale/impairment of assets	-	0.1	0.7	0.2	-	1.0
Other, principally non cash stock compensation expense	-	0.2	(0.1)	0.1	1.0	1.2
Adjusted EBITDA	\$ 32.8	\$ 3.4	\$ 15.5	\$ 24.1	\$ (7.6)	\$ 68.2

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Adjusted EBITDA Reconciliation By Segment

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2007

(in millions)	<u>Transportation</u>		<u>Industrial Energy</u>		<u>Other</u>	<u>TOTAL</u>
	<u>Americas</u>	<u>Europe and ROW</u>	<u>Americas</u>	<u>Europe and ROW</u>		
Net income (loss)	\$17.0	\$7.6	\$9.6	(\$2.8)	(\$46.2)	(\$14.8)
Interest expense, net	-	-	-	-	21.2	21.2
Income tax provision	-	-	-	-	22.7	22.7
EBIT	17.0	7.6	9.6	(2.8)	(2.3)	29.1
Depreciation and amortization	7.1	6.5	2.2	6.9	1.6	24.3
Take Charge	0.8	1.0	-	-	(0.1)	1.7
Reorganization items, net	-	-	-	-	0.8	0.8
Restructuring	0.4	1.6	-	0.4	0.2	2.6
Currency remeasurement loss (gain)	0.2	(0.6)	0.5	-	(9.7)	(9.6)
Minority interest	-	-	-	-	0.5	0.5
Unrealized gain on revaluation of warrants	-	-	-	-	(1.5)	(1.5)
Loss (gain) on sale/impairment of assets	0.6	0.2	(0.1)	0.1	(0.1)	0.7
Other, principally non cash stock compensation	(0.2)	-	-	-	1.6	1.4
Adjusted EBITDA	\$25.9	\$16.3	\$12.2	\$ 4.6	\$ (9.0)	\$50.0

Q2**Fiscal 2009**

Adjusted EBITDA Reconciliation By Segment

For the Six Months Ended September 30, 2008

(in millions)	<u>Transportation</u>		<u>Industrial Energy</u>		<u>Other</u>	<u>TOTAL</u>
	<u>Americas</u>	<u>Europe and ROW</u>	<u>Americas</u>	<u>Europe and ROW</u>		
Net income (loss)	\$50.5	(\$7.2)	\$26.7	\$22.4	(\$112.9)	(\$20.5)
Interest expense, net					37.6	37.6
Income tax provision					26.9	26.9
EBIT	50.5	(7.2)	26.7	22.4	(48.4)	44.0
Depreciation and amortization	15.3	14.3	4.4	13.5	3.8	51.3
Take Charge	-	0.3	-	-	-	0.3
Reorganization items, net	-	-	-	-	1.0	1.0
Restructuring	0.7	3.0	-	8.0	0.2	11.9
Currency remeasurement loss (gain)	0.3	-	(0.2)	-	25.8	25.9
Minority interest	-	-	-	-	0.9	0.9
Unrealized loss on revaluation of	-	-	-	-	0.5	0.5
(Gain) loss on sale/impairment of assets	-	(0.1)	0.7	0.5	-	1.1
Other, principally non cash stock compensation expense	-	0.3	(0.1)	0.1	2.1	2.4
Adjusted EBITDA	\$ 66.8	\$ 10.6	\$ 31.5	\$ 44.5	\$ (14.1)	\$139.3

Q2**Fiscal 2009**

Adjusted EBITDA Reconciliation By Segment

For the Six Months Ended September 30, 2007

(in millions)	<u>Transportation</u>		<u>Industrial Energy</u>		<u>Other</u>	<u>TOTAL</u>
	<u>Americas</u>	<u>Europe and ROW</u>	<u>Americas</u>	<u>Europe and ROW</u>		
Net income (loss)	\$33.7	\$3.9	\$15.6	(\$4.2)	(\$99.5)	(\$50.5)
Interest expense, net					42.6	42.6
Income tax provision					22.9	22.9
EBIT	33.7	3.9	15.6	(4.2)	(34.0)	15.0
Depreciation and amortization	14.7	13.7	4.5	14.5	3.3	50.7
Loss on early extinguishment of debt	-	-	-	-	21.3	21.3
Take Charge	2.2	1.9	-	1.5	-	5.6
Reorganization items, net	-	-	-	-	1.2	1.2
Restructuring	0.9	2.3	(0.1)	1.4	0.2	4.7
Currency remeasurement (gain) loss	(0.1)	(0.5)	1.1	(0.1)	(12.5)	(12.1)
Minority interest	-	-	-	-	0.9	0.9
Unrealized gain on revaluation of	-	-	-	-	(1.2)	(1.2)
Loss (gain) on sale/impairment of assets	0.6	0.1	1.0	(1.5)	(0.1)	0.1
Other, principally non cash stock compensation expense	0.1	-	-	-	2.7	2.8
Adjusted EBITDA	\$ 52.1	\$ 21.4	\$ 22.1	\$ 11.6	\$(18.2)	\$ 89.0

Q2

Fiscal 2009

Comparative FY09 VS. FY08 Q2 Net Sales and Adjusted EBITDA By Segment

(in millions)

	<u>Transportation</u>		<u>Industrial Energy</u>		<u>Unallocated Corporate</u>	<u>Consolidated</u>
	<u>Americas</u>	<u>Europe and ROW</u>	<u>Americas</u>	<u>Europe and ROW</u>		
<u>Q2 FY 09</u>						
Net sales	\$ 315.6	\$ 245.4	\$ 76.8	\$ 276.4	\$ -	\$ 914.2
Adjusted EBITDA	\$ 32.8	\$ 3.4	\$ 15.5	\$ 24.1	\$ (7.6)	\$ 68.2
<u>Q2 FY08</u>						
Net sales	\$ 275.8	\$ 256.6	\$ 73.0	\$ 256.6	\$ -	\$ 862.0
Adjusted EBITDA	\$ 25.9	\$ 16.3	\$ 12.2	\$ 4.6	\$ (9.0)	\$ 50.0

Comparative YTD FY09 VS. FY08 Q2 Net Sales and Adjusted EBITDA By Segment

(in millions)

	<u>Transportation</u>		<u>Industrial Energy</u>		<u>Unallocated Corporate</u>	<u>Consolidated</u>
	<u>Americas</u>	<u>Europe and ROW</u>	<u>Americas</u>	<u>Europe and ROW</u>		
<u>Q2 YTD FY 09</u>						
Net Sales	\$ 622.0	\$ 521.2	\$ 166.0	\$ 576.2	\$ -	\$ 1,885.4
Adjusted EBITDA	\$ 66.8	\$ 10.6	\$ 31.5	\$ 44.5	\$ (14.1)	\$ 139.3
<u>Q2 YTD FY 08</u>						
Net Sales	\$ 526.8	\$ 469.3	\$ 138.2	\$ 490.0	\$ -	\$ 1,624.3
Adjusted EBITDA	\$ 52.1	\$ 21.4	\$ 22.1	\$ 11.6	\$ (18.2)	\$ 89.0

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Fiscal 2009

Computation of Free Cash Flow (in millions)

	For the Three Months Ended		For the Six Months Ended	
	September 30, 2008	September 30, 2007	September 30, 2008	September 30, 2007
Net cash provided by (used in) operating activities	\$ 70.4	\$ (27.9)	\$ 110.6	\$ (87.3)
Net cash provided by (used in) investing activities	(24.5)	(12.9)	(19.9)	(20.3)
Free Cash Flow	<u>\$ 45.9</u>	<u>\$ (40.8)</u>	<u>\$ 90.7</u>	<u>\$ (107.6)</u>

Q2**Fiscal 2009**

Adjusted Earnings (Loss) Per Share Reconciliation

(in millions, except per-share data)

	For The Three Months Ended			
	September 30, 2009		September 30, 2008	
	Dollars	Per Share *	Dollars	Per Share *
Net Loss	\$ (10.2)	\$ (0.14)	\$ (14.8)	\$ (0.24)
Increase in valuation allowances	10.5	0.14	2.1	0.03
Decrease in German income tax rate	-	-	16.7	0.27
Reorganization items, net	0.3	-	0.8	0.01
Restructuring	9.2	0.12	2.5	0.04
Currency remeasurement loss (gain)	17.9	0.24	(8.9)	(0.14)
Unrealized gain on revaluation of warrants	(9.2)	(0.12)	(1.5)	(0.02)
Adjusted Net Income (Loss) / EPS	\$ 18.5	\$ 0.24	\$ (3.1)	\$ (0.05)

	For The Six Months Ended			
	September 30, 2009		September 30, 2008	
	Dollars	Per Share *	Dollars	Per Share *
Net Loss	\$ (20.5)	\$ (0.27)	\$ (50.5)	\$ (0.82)
Increase in valuation allowances	23.7	0.31	13.1	0.21
Decrease in German income tax rate	-	-	16.7	0.27
Reorganization items, net	0.6	0.01	1.2	0.02
Restructuring	11.1	0.15	4.6	0.07
Currency remeasurement loss (gain)	16.1	0.21	(11.4)	(0.18)
Unrealized loss (gain) on revaluation of warrants	0.5	0.01	(1.2)	(0.02)
Loss on early extinguishment of debt	-	-	20.4	0.33
Non-GAAP Adjusted Net Income (Loss) / EPS	\$ 31.5	\$ 0.42	\$ (7.0)	\$ (0.11)

* Per share amounts above are based on the Company's GAAP-based weighted average shares outstanding, which, because of the Company's net loss, amount to 75.4 million shares for both basic and diluted EPS. These shares excluded approximately 5.9 million potentially dilutive shares because their effect would be anti-dilutive. The inclusion of those shares in the computation of Adjusted EPS would have resulted in an amount of \$0.16 per share.

Q2

Fiscal 2009

**As a reminder, today's call is available for telephonic
replay until November 21, 2008.**

Domestic dial-in: 800-642-1687

International dial-in: 706-645-9291

Passcode: 67739550