IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

THE GILLETTE COMPANY, Plaintiff, v. ENERGIZER HOLDINGS, INC., SCHICK MANUFACTURING, INC., EVEREADY BATTERY COMPANY, INC., and ENERGIZER BATTERY, INC., Defendants.	Civil Action No. 03-12455 DPW

STIPULATION AND ORDER OF DISMISSAL WITH PREJUDICE

Pursuant to Fed. R. Civ. P. 41(a)(1), and as a result of an agreement reached between the parties concerning this and other pending actions, the parties hereby stipulate, subject to approval of the Court:

1. Plaintiff's Complaint filed December 5, 2003 be dismissed with prejudice. It is expressly agreed that Plaintiff shall be entitled to file in this Court a new action concerning any product manufactured or sold by or on behalf of any of the Defendants based on one or more other patents in the same or different family as those involved in this Civil Action No. 03-12455. Defendants expressly agree they will not object to said filing based on this Stipulation and Order of Dismissal or assert that this Stipulation and Order of Dismissal in any way provides a defense to any such filing or bars any such filing. Plaintiff expressly agrees it will not object on the basis of this Stipulation and Order of Dismissal to any counterclaims and/or defenses raised by Defendants in such a future litigation, or assert that this Stipulation and Order of

Dismissal in any way bars Defendants from raising any such counterclaims and/or defenses.

2. Defendants' counterclaims as set forth in the February 26, 2004 Answer To Complaint And Counterclaims be dismissed with prejudice.

3. Defendants' July 8, 2004 Motion For Sanctions Pursuant To Rule 11(c) And Request For Oral Argument is hereby expressly withdrawn with prejudice and that the motion be dismissed with prejudice.

4. Each party shall bear its own attorneys' fees, costs and expenses incurred in this action.

Dated: October 28, 2004

_____s/Jane E. Willis_____
William L. Patton (BBO No. 391640)
Jane E. Willis (BBO No. 568024)
Dalila Argaez Wendlandt (BBO No. 639280)
ROPES & GRAY LLP
One International Place
Boston, Massachusetts 02110-2624
Telephone: 617-951-7000
Facsimile: 617-951-7050

John E. Nathan (admitted *pro hac vice*)
Lewis R. Clayton (admitted *pro hac vice*)
Catherine Nyarady (admitted *pro hac vice*)
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019-6064
Telephone: 212-373-3000
Facsimile: 212-757-3990

Attorneys for Plaintiff, The Gillette Company

Dated: October 28, 2004

_____s/_Maia Harris_____
Richard D. Rochford (BBO No. 423950)
Jason C. Kravitz (BBO No. 565904)
Maia H. Harris (BBO No. 648208)
NIXON PEABODY LLP
100 Summer Street
Boston, Massachusetts 02110
Telephone: 617-345-1000
Facsimile: 617-345-1300

Randall G. Litton (admitted *pro hac vice*)
Matthew J. Gipson (admitted *pro hac vice*)
Ginta D. Kukainis (admitted *pro hac vice*)
PRICE, HENEVELD, COOPER, DEWITT & LITTON, LLP
695 Kenmoor, S.E.
P.O. Box 2567
Grand Rapids, Michigan 49501-2567
Telephone: 616-949-9610
Facsimile: 616-957-8196

Attorneys for Defendants, Energizer Holdings, Inc., Schick Manufacturing, Inc., Eveready Battery Company, Inc., and Energizer Battery, Inc.

SO ORDERED:

Dated: October __, 2004

_____
United States District Judge