

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:) Chapter 11
)
CELLNET DATA SYSTEMS, INC.,) Case No. 00-00844 (PJW)
et al.) (Jointly Administered)
)

SUPPLEMENTAL ORDER

This order supplements the Court's orders of May 4, 2000 (Doc. # 284) and August 25, 2004 (Doc. # 743) in the above captioned matter, and is entered following a hearing on Schlumbergersema, Inc.'s ("SLB") motion (Doc. # 746) to further enforce this Court's May 4, 2000 order as against Northern States Power Company ("NSP"). The hearing was held on June 2, 2005.

At the conclusion of the June 2, 2005 hearing, in light of the highly technical and complex facts in dispute in the pending arbitration, the Court expressed reservations about its ability to grant the specific and detailed relief requested by SLB in the absence of an evidentiary hearing. In response, SLB requested such a hearing. NSP opposed such a hearing and expressed the view that the arbitration panel could, as part of a rather extensive arbitration proceeding, discern what matters are barred by the May 4, 2000 injunction order. This issue implicates what was intended by the District Court judge who directed that this Court decide "what's in and what's out" of the arbitration proceeding by reason of the May 4, 2000 injunction order. This Court believes that the

decretal paragraphs set forth below are likely to be sufficient to apprise the arbitrators as to what NSP claims or defenses are barred from consideration by the panel. If SLB believes that this supplemental order is insufficient to give proper guidance to the arbitration panel to specify and quantify the matters as to which NSP is barred from seeking relief, SLB may make an application to this Court to request an evidentiary hearing to establish a detailed factual record upon which the Court can rule with more specificity in identifying the matters presently before the arbitrators that are barred from consideration by the May 4, 2000 order. Any such application should be served and filed within 30 days from this date and NSP may serve and file a response thereto within an additional 30 days. The Court will then determine whether it is appropriate to conduct an evidentiary hearing to further amplify the rulings to date, including those set forth below.

Based on the motion papers and the arguments of counsel at the June 2, 2005 hearing, the Court further decrees as follows:

1. The Court incorporates by reference its Memorandum Opinion of August 25, 2004 (Doc. # 742) and in particular restates as part of this supplemental order the following:

NSP is barred from asserting claims against CellNet based on acts or omissions that occurred prior to May 2000. Likewise, NSP is barred from asserting claims against SLB based upon those same acts or omissions. Obviously, since SLB and NSP had no dealings prior to May

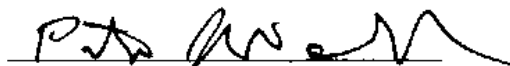
2000 (other than the unrelated amendments designed to take effect upon assumption) there is no basis for NSP to assert a claim against SLB based on SLB acts or omissions prior to that date.

2. The res judicata effect of this Court's May 4, 2000 order is that no pre-May 2000 act or omission by CellNet Data Systems, Inc. ("CellNet") can be deemed to constitute or result in a default by CellNet in its performance under the 1996 Data Service Agreement (including all exhibits and amendments thereto) (the "DSA").

3. In connection with SLB's performance under the DSA:

(a) NSP is barred from asserting any claim or defense against SLB that is based, in whole or in part, on any pre-May 2000 act or omission (including, but not limited to, any act or omission resulting in design or performance defects) by CellNet which act or omission could have been a basis for NSP to assert a breach of contract against CellNet.

(b) Any such pre-May 2000 act or omission by CellNet shall not be deemed to support, in whole or in part, any finding of a post-May 2000 breach of contract by SLB, and NSP shall not assert any such act or omission as part of any assertion of breach of contract by SLB.



Peter J. Walsh
United States Bankruptcy Judge

Dated: June 6, 2005