

7.7. Cooperation and Exchange of Information.

(a) Seller and Buyer shall each (i) provide the other party with such information and assistance as may be reasonably requested by the other party in connection with the preparation and filing of any Tax Returns (including Buyer's completion of Seller's federal, state and foreign tax information packages prepared in a manner consistent with the packages customarily prepared for periods ending prior to the Closing), any audit or examination by any taxing authority, any judicial or administrative proceeding, or any other reasonable business purpose relating to liability for Taxes with respect to the Champion Companies; (ii) retain for the applicable statute of limitations period (including any extensions) such material records or information as may be relevant to such Tax Returns, audits, examinations or proceedings including without limitation all Tax Returns and related schedules and work papers; (iii) provide the other party with reasonable access to, and allow the other party to make copies of such records or information, and prior to disposing of any such records or information allow the other party the right to obtain the originals of such records or information; (iv) provide the other party with a copy of any final determination of any audit, examination or proceeding that affects the amount required to be shown on any Tax Return of the other party for any period. Buyer agrees to cause the Champion Companies to provide Seller with all information reasonably necessary for Seller to compute and defend research and development tax credits, transaction-by-transaction foreign sales corporation commissions, and transfer pricing for periods for which Seller has responsibility; (v) provide such documentation, information or other materials currently in Seller's possession necessary to determine, (A) the tax basis of the Champion Companies and the Related Companies assets, (B) the current and accumulated earnings and profits of each of the Champion Companies; (C) tax pools related to the earnings and profits of the Champion Companies and the Related Companies; and (vi) copies of all Forms 8832 filed for the Champion Companies and the Related Companies.

(b) Subject to the final sentence in this paragraph, in the case of any audit, examination, judicial or administrative proceeding, or other proceeding with respect to Taxes ("Tax