

EXHIBIT I (CONTINUED)

any regulatory, taxing, importing, exporting, or other governmental or quasi-governmental function or any arbitrator.

"Hart-Scott-Rodino Act" means the Hart-Scott-Rodino Antitrust Improvements Act of 1976 or any successor law, and regulations and rules issued pursuant to that Act or any successor law.

"Hourly Full Funding Liabilities" has the meaning set forth in Section 6.4(a).

"Indemnified Party" means the Person who is entitled to the benefits of any indemnity provision under this Agreement.

"Indemnifying Party" means the party to the Agreement who is obligated to indemnify the Buyer Indemnified Parties or Seller Indemnified Parties, as the case may be, pursuant to any provision under this Agreement.

"Intellectual Property" means all domestic and foreign patents, copyrights, trade names, trademarks, service marks and registrations and applications for any of the foregoing (together with the goodwill associated with such trade names, trademarks and service marks), trade secrets, inventions, proprietary processes, research and development information, designs, confidential and technical information, engineering and technical drawings, specifications, know-how, formulae and other proprietary property, rights and interests

"Internal Revenue Code" or **"Code"** means the Internal Revenue Code of 1986, the regulations thereunder, any amendments thereto and any successor law.

"Knowledge" means actual knowledge, after due inquiry, and shall not include any constructive or imputed knowledge. Any reference to Seller's Knowledge shall be limited to the actual knowledge of the persons set forth on Exhibit VIII.

"Laws" means all laws; statutes; regulations; by-laws, codes; ordinances; decrees; rules; judicial, arbitral, administrative, ministerial, departmental or regulatory judgments, orders, decisions, rulings, injunctions, or awards; policies; voluntary restraints; guidelines; directives; agreements with, requirements of, or instructions by any Governmental Authority; general principles of common or civil law; and equity.

"Leased Real Property" has the meaning set forth in Section 3.14(b).

"Material Adverse Effect" means a material and adverse effect on the business, operations or financial condition of the Champion Companies taken as a whole.

"Material Contracts" has the meaning set forth in Section 3.12

"Moog Common Stock" has the meaning set forth in Section 2.10.