

Adverse Effect, and (ii) the Champion Companies hold all Permits necessary to conduct the Business as currently conducted, except where the failure to hold such Permits would not be reasonably likely to have a Material Adverse Effect.

3.11. Environmental Matters.

(a) Except as set forth in Disclosure Schedule 3.11(a), the Champion Companies are now in compliance in all material respects with all Environmental Laws, and have been in compliance with Environmental Laws except where the failure to be in compliance is not reasonably likely to have a Material Adverse Effect.

(b) Except as set forth in Disclosure Schedule 3.11(b), the Champion Companies have made all material filings and possess all material Environmental Permits necessary to conduct the Business as it is presently being conducted and in compliance with all applicable Environmental Laws, such Environmental Permits are in full force and effect, and the Champion Companies are in compliance in all material respects with all of the terms, conditions and requirements of such Environmental Permits.

(c) [Intentionally omitted]

(d) Except as set forth in Disclosure Schedule 3.11(d), (i) none of the Champion Companies has received any formal complaint or notice from any Governmental Authority or any other Person alleging any past or present violation of any Environmental Law in connection with the operation of the Business and which is currently unresolved, (ii) as of the date hereof, there is no investigative proceeding against the Champion Companies by any Governmental Authority in connection with the past or present operation of the Business, and (iii) there are no pending Environmental Claims involving the Champion Companies or the Business.