

EXHIBIT I
CERTAIN DEFINITIONS

"Abex Products" has the meaning set forth in Section 5.25.

"Abex Termination Date" has the meaning set forth in Section 5.25.

"Accounting Arbitrator" has the meaning set forth in Section 2.7.

"Additional FX Contracts" has the meaning set forth in Section 5.16.

"Adverse Consequences" means all actions, suits, proceedings, investigations, charges, complaints, claims, demands, injunctions, judgments, orders, decrees, directives, notices of violation or non-compliance, rulings, damages, penalties, fines, costs, liabilities, obligations, Taxes, liens, losses, expenses, and fees, including court costs and reasonable fees and expenses of attorneys, accountants, consultants and experts.

"Affiliate" means, with respect to any Person, any other Person that directly or indirectly controls or is controlled by or is under common control with such first Person. Unless otherwise specified, the term "Affiliate", when used with respect to Seller, shall not include the Champion Companies. Unless otherwise specified, the term "Affiliate", when used with respect to Buyer, shall include the Champion Companies and any designee of Buyer which acquires the Canadian Division.

"AlliedSignal Lawsuit" has the meaning set forth in Section 5.21(a).

"Asbestos Claim" means a claim arising from personal injury, including death, resulting from exposure to asbestos-containing products manufactured or sold prior to the Closing Date by (a) Pneumo Abex Corporation ("Pneumo") (provided the products were manufactured or sold prior to December 30, 1994), (b) Wagner Electric Corporation ("WEC"), (c) each of Pneumo and WEC's Predecessors and successors as of the Closing Date, and (d) for the purpose of Section 5.25(a) and 5.25(g) only: Standard Motor Products Company ("SMPC"), SMPC's Affiliates, and SMPC's and its Affiliates' Predecessors.

"Automotive Hourly Plans" has the meaning set forth in Section 6.4(a).

"Benefit Plan" has the meaning set forth in Section 6.1(a).

"Bosch Infringement Claim" has the meaning set forth in Section 5.21.

"Business" means the business, activity, and operations historically or currently conducted by the Champion Companies.

"Buyer" means Federal-Mogul Corporation, a corporation organized under the laws of Michigan.