

Plans listed on Disclosure Schedule 6.4(c) to be transferred in kind to the trustee or trustees designated by Buyer.

Certain Former Employees participate or have participated in the Temperature Control Division 401(k) Plan. Prior to the Closing Date, Seller shall cause Champion to assume sponsorship and maintain the Temperature Control Division 401(k) Plan for the benefit of such Former Employees and accept the transfer of the insurance contract by which the plan is funded.

(d) Supplemental Pension Plans. Certain Employees and Former Employees participate in either or both of the Cooper Industries, Inc. Supplemental Excess Defined Benefit Plan (the "Cooper Supplemental DB Plan") and the Cooper Industries, Inc. Supplemental Excess Defined Contribution Plan (the "Cooper Supplemental DC Plan"), both of which are non-qualified and unfunded pension plans. Such plans are designed to provide benefits that cannot be paid from the Cooper Salaried Plan or the Cooper Retirement Savings Plan due to provisions of the Internal Revenue Code. Effective as of the Closing Date, Seller shall cause Champion to adopt two new supplemental plans which shall be substantially similar to the Cooper Supplemental DB Plan and the Cooper Supplemental DC Plan, respectively. These two new pension plans (the "Champion Supplemental DB Plan" and the "Champion Supplemental DC Plan") shall recognize all service previously credited under the Cooper Supplemental DB Plan and the Cooper Supplemental DC Plan, respectively, as in effect immediately prior to the Closing Date, and assume all obligations to provide benefits to the eligible Employees and Former Employees and their eligible beneficiaries and dependents. Thereafter, the Cooper Supplemental DB Plan, the Cooper Supplemental DC Plan and the Seller shall not have any further obligation to provide any benefits to any Employee or Former Employee.

(e) Welfare Benefit Plans. Certain Employees and Former Employees are covered by welfare benefit plans maintained by Seller providing medical, dental, life insurance, long