books, stock ledgers, minute books and corporate seals of Champion, the Champion Subsidiaries and the Related Companies (including stock certificates representing the shares of the Champion Subsidiaries and subsidiaries of the Related Companies); provided that any of the foregoing items shall be deemed to have been delivered to Buyer if delivered to or otherwise located at the offices of Champion, the Champion Subsidiaries or the Related Companies or at the offices of their foreign legal counsel and Seller provides Buyer with an affidavit setting forth the location of such items (provided that at Buyer's reasonable request, Seller will provide any of the foregoing items at Closing except for those items relating to joint venture companies in which the Champion Companies have an equity interest); (vii) the various certificates, agreements, instruments and documents referred to in Section 8.1; (viii) the Other Agreements duly executed by Seller or its appropriate Affiliate, and (ix) all other instruments, agreements and documents required to be delivered by Seller or its Affiliates at or before the Closing pursuant to this Agreement or the Other Agreements.

(c) Deliveries by Buyer. At the Closing, Buyer will deliver to Seller: (i) the closing payment pursuant to Section 2.2(a); (ii) the various certificates, agreements, instruments and other documents referred to in Section 8.2; (iii) the Other Agreements duly executed by Buyer or its appropriate Affiliate, and (iv) such other instruments, agreements and documents required to be delivered by Buyer or its Affiliates at or before the Closing pursuant to this Agreement or the Other Agreements.

2.10. Allocation of Purchase Price. The parties shall allocate the aggregate purchase price described in Section 2.3 among the Champion Common Stock, the common stock of Moog Automotive Products, Inc (the "**Moog Common Stock**"), the stock of the Related Companies (other than the Moog Common Stock), and the assets of the Canadian Division in accordance with the relative fair market values of such stock and such assets. For purposes of this allocation, the relative fair market values of the stock and the assets described in the immediately preceding sentence shall be determined by reference to an appraisal (the "**Appraisal**") prepared by a nationally recognized accounting firm, investment bank, or other valuation professional (the "**Appraiser**"), which Appraiser