between Abex Friction Products Division and certain members of management listed on Schedule 2.4(c);

(d) all Environmental Liabilities and Costs arising out of or relating to the real properties operated by Seller or its predecessors in Mahwah, New Jersey (except to the extent such liabilities and costs arise out of or relate to the Mahwah Facility Site, as to which the provisions of Article VIII shall apply) and Lindsay, Ontario;

(e) all liabilities and obligations arising out of the Consulting Services Agreements dated as of September 15, 1983 for James Hurst and Arnold Salt;

(f) other than the Guaranties, all liabilities and obligations of Seller or any Affiliate of Seller with respect to guaranties, letters of credit, letters of comfort, bid bonds and performance bonds, and all indemnification obligations of Seller under the agreements listed on Schedule 2.4(f) or any other agreements providing for the sale or spin-off of businesses previously conducted by Seller or its Affiliates;

(g) all liabilities and obligations of Seller to Whitman under the Whitman Agreements;

(h) all liabilities and obligations to the extent relating to or arising out of the operations or businesses of Seller, any Continuing Affiliate or any predecessor of any of