

Closing Date from Cooper Italia S.p.A. to Champion Automotive S.p.A. relating to the Italian law spinoff (which shall hereafter be referred to as the "scissione") of Cooper Italia S.p.A. from Champion Automotive S.p.A. (formerly known as Cooper Industries Italia S.p.A.) and representing the increase from January 1, 1998 until the effective date of the scissione in the net assets of the non-automotive business transferred to Cooper Italia S.p.A. based on the statutory books, or (ii) a payable for the amount due, if any, as of the Closing Date from Champion Automotive S.p.A. to Cooper Italia S.p.A. relating to the scissione and representing the decrease from January 1, 1998 until the effective date of the scissione of the net assets of the non-automotive business transferred to Cooper Italia S.p.A. based on the statutory books.

(j) Subject to paragraph (k) below, the Peg Statement of Net Assets does not, and the Preliminary and Final Closing Statements of Net Assets will not, include any assets or liabilities with respect to the qualified employee defined benefit plans and qualified employee defined contribution plans listed on Disclosure Schedule 6.3(a). The Peg Statement of Net Assets does, and the Preliminary and Final Closing Statements of Net Assets will, include accruals for retiree medical and other benefits under employee welfare benefit plans and accruals for tax withholding and employer matching contributions under the Cooper Industries, Inc. Savings and Stock Ownership Plan.

(k) The Peg Statement of Net Assets includes an accrual of \$2,589,068 for, and the Preliminary and Final Closing Statements of Net Assets will include an accrual for, the total cash withholdings collected by the Champion Companies from ESPP Participants pursuant to the 1997 ESPP plus related accrued interest.

(l) The Peg Statement of Net Assets does not, and the Preliminary and Final Closing Statements of Net Assets will not, include any reserve or accrual for the AlliedSignal Lawsuit or any reserves, accruals or other amounts relating to items that Seller is obligated to indemnify or reimburse Buyer pursuant to Section 5.21.