

Related Companies ending on or before the Closing Date in which Champion, the Champion Subsidiaries or the Related Companies filed a consolidated, combined or unitary tax return with Seller or its Affiliates. Buyer, on its own behalf and on behalf of its Affiliates, hereby waives any right to use or apply any net operating loss, net capital loss, charitable contribution or other item of Champion, the Champion Subsidiaries or the Related Companies for any taxable period ending on any date following the Closing Date to part or all of the period prior to the Closing Date and any refund of Taxes relating to a carry back of such items to part or all of a taxable period prior to the Closing Date shall be retained by Seller. Nothing in this Section 7.2(g) shall be construed to preclude Buyer from utilizing the foreign tax credits described in Section 7.2(d)(iv).

(h) Buyer agrees that it will not pay a dividend or cause or allow a dividend to be paid by the Champion Subsidiaries or Related Companies until after the close of the taxable year of each of the Champion Subsidiaries or Related Companies in which the Closing occurs.

(i) Buyer shall cause Champion Automotive (U.K.) Ltd. to remain at all times in a "group" as such term is defined by the Inland Revenue.

(j) Buyer and Seller agree that any obligation to prepare 1998 personal returns for any Employee of the Champion Companies working outside of the United States shall be an obligation of the Buyer.

7.3. Section 338 Elections. Except for the CFC Section 338 Elections as defined and described in the immediately succeeding sentence, Buyer or its Affiliates shall not make an election to have the provisions of Section 338 of the Internal Revenue Code or similar provisions of state law (collectively "Section 338 Elections") apply to the acquisition of Champion, the Champion Subsidiaries or the Related Companies. Nothing in the immediately preceding sentence shall be construed to preclude Buyer from making Section 338 Elections (to the extent otherwise allowed under applicable law) in respect of the following entities: Cooper Automotive Pty. Ltd., Cooper Automotive Electrical do Brasil Ltda., Champion Automotive (U.K.) Ltd. (the "CFC Section 338