Company's tax returns or such Champion Employee Plan's and trust's returns are open to audit, the plan has satisfied in all material respects, in form and operation, the qualification requirements of Section 401(a) of the Internal Revenue Code, and no action which has been taken or not taken with respect to such plan subsequent to such date has had or will have any adverse impact on the continued qualification of such plan through the Closing Date. Each such Champion Employee Plan is in compliance in all material respects with the special nondiscrimination rules under sections 401(k)(3) and (m) of the Internal Revenue Code, if applicable. The IRS has not revoked any letter of determination or opinion letter to which reference is made above, nor has the IRS threatened any such revocation.

(i) Funding Status.

(1) No "accumulated funding deficiency" within the meaning of either Section 412 of the Internal Revenue Code or ERISA Section 302 exists with respect to any Champion Employee Plan nor would there exist any such deficiency but for the application of an alternative minimum funding standard. No waiver of the minimum funding standards imposed by the Code with respect to any such plan has been issued.

(2) Except for the liabilities associated with the employment continuity agreements listed on Disclosure Schedule 5.12(i), the actuarial present values of all accrued deferred compensation entitlements of Employees and Former Employees of Seller or any Champion Company and their respective beneficiaries, other than entitlements accrued pursuant to funded retirement plans subject to the provisions of Section 412 of the Internal Revenue Code or Section 302 of ERISA, have been fully reflected on the Financial Statements of Seller and the Champion Companies. Such entitlements include, without limitation, any entitlements under any executive compensation or supplemental retirement agreement.