

OR COMPLETENESS OF ANY STATEMENTS, DOCUMENTS OR REPORTS REGARDING ENVIRONMENTAL MATTERS RECEIVED FROM SELLER; HOWEVER, TO SELLER'S KNOWLEDGE, NO SUCH STATEMENT, DOCUMENT OR REPORT REGARDING ENVIRONMENTAL MATTERS IS MATERIALLY INACCURATE OR INCOMPLETE.

5.21. Indemnification for AlliedSignal Lawsuit and Bosch Infringement Claim.

(a) Cooper Automotive Company is a defendant in a lawsuit known as AlliedSignal, Inc. v. Cooper Automotive, Inc., Case No. 96-540 SLR (United States District Court, District of Delaware) involving a patent infringement claim relating to the process of manufacturing platinum-tipped spark plugs ("AlliedSignal Lawsuit"). Seller shall use commercially reasonable efforts to obtain and deliver to Buyer at Closing a license agreement, in a form reasonably acceptable to Buyer, granting Cooper Automotive Company the right to make, use, sell, offer for sale or import any product, process or invention of whatever nature covered by the patent(s) that are the basis of AlliedSignal's claim. If Seller is able to deliver such license agreement to Buyer (whether on or after Closing), Seller shall indemnify the Buyer Indemnified Parties for any royalties or other amounts due under such license agreement. If Seller is not able to deliver such license agreement to Buyer (whether on or after Closing), Seller shall, for the remaining term of the patent(s)' life, indemnify, defend and hold harmless the Buyer Indemnified Parties from and against all Adverse Consequences relating to the AlliedSignal Lawsuit.

(b) Robert Bosch GmbH has accused certain Champion Companies of infringing Bosch's European Patent No. EP523062 relating to a glow plug having a ferro-cobalt alloy (the "Bosch Infringement Claim"). Seller shall use commercially reasonable efforts to obtain and deliver to Buyer at Closing a license agreement, in a form reasonably acceptable to Buyer, granting Champion Automotive (U.K.) Ltd and Champion Automotive S.p.A. the right to make, use, sell, offer for sale or import any product, process or invention of whatever nature covered by the patent(s) that are the basis of Bosch's claim. If Seller is not able to deliver such license agreement to Buyer