

"Allocation Agreement" shall have the meaning set forth in Section 2.12(a).

"Assumed Liabilities" shall have the meaning set forth in Section 2.3(c).

"Auditors" shall have the meaning set forth in Section 2.8(a).

"Australian Company" shall mean Warner Electric Australia Pty Ltd. ACN 000 780 941, a company incorporated under the laws of the State of New South Wales, Australia, whose registered office is at Unit 1, 11 Pachard Avenue, Castle Hill, New South Wales, 2154.

"Balance Sheet" shall have the meaning set forth in Section 3.8(a).

"Balance Sheet Date" shall have the meaning set forth in Section 3.8(a).

"Base-Line Net Working Assets" shall have the meaning set forth in Section 2.8(a).

"Benefit Plans" shall have the meaning set forth in Section 3.14(a).

"Business" shall have the meaning set forth in the recitals hereto.

"Cash Adjustment" shall have the meaning set forth in Section 2.8(b).

"CERCLA" shall have the meaning set forth in Section 3.20(b).

"Chinese Company" shall mean Shui Hing Manufacturing Co. Ltd., a company organized under the laws of Hong Kong.

"Chosen Court" shall have the meaning set forth in Section 10.13.

"Claim Notice" shall have the meaning set forth in Section 8.4.

"Closing" shall mean the closing of the transactions contemplated by this Agreement.

"Closing Balance Sheet" shall have the meaning set forth in Section 2.8(a).

"Closing Date" shall have the meaning set forth in Section 2.4.

"Closing Documents" shall mean the Sellers' Closing Documents and the Purchaser's Closing Documents, collectively.

"Closing Net Working Assets" shall have the meaning set forth in Section 2.8(a).

"COBRA" shall mean the provisions of Code section 4980B and Part 6 of Title I of ERISA, as amended, and any applicable similar state law.

"Code" shall mean the United States Internal Revenue Code of 1986, as amended.

"Competition Law" shall mean statutes, rules, regulations, orders, decrees, administrative and judicial doctrines and other laws outside the United States that are designed or intended to prohibit, restrict or regulate actions having the purpose or effect of monopolization or restraint of trade.

"Confidentiality Agreement" shall mean the agreement, dated August 16, 1999 between Purchaser and Dana.