

5.25. Asbestos Claims.

(a) **EIS Liabilities.** To the extent that Buyer or its applicable Affiliate is not fully indemnified by Standard Motor Products Company or its successors for Adverse Consequences arising from Asbestos Claims due to products manufactured or sold prior to March 28, 1998, by Standard Motor Products Company, its Affiliates, and their Predecessors in accordance with that certain Asset Exchange Agreement, dated as of March 28, 1998, among SMP Motor Products, Ltd., Standard Motor Products, Inc., Cooper Industries (Canada) Inc., Moog Automotive Company, and Moog Automotive Products, Inc. and for Adverse Consequences arising from Asbestos Claims due to products manufactured by Seller or its Affiliates after March 28, 1998, through the Closing Date that are sold under the tradenames formerly used by Standard Motor Products Company, Seller shall indemnify, defend and hold Buyer and its Affiliates harmless from and against such Adverse Consequences.

(b) **Insurance Claims.** Seller shall make available (and shall cause its Affiliates to make available) to Buyer and the Champion Companies the rights of Seller and its Affiliates to any benefits, including insurance proceeds, of or arising out of any insurance policy that covers Asbestos Claims. Buyer shall (or shall cause its Affiliates to) promptly notify Seller and submit any Asbestos Claims to the relevant insurance company or companies on behalf of and in the name of either Pneumo Abex Corporation or Moog Automotive Products, Inc., as successor by merger with Wagner Electric Corporation. Buyer acknowledges that certain Insurance Agreement that is Exhibit 2.6 (b) (iii) to the Asset Purchase Agreement dated as of November 21, 1994, by and between Pneumo Abex Corporation and Wagner Electric Corporation and agrees to abide by its terms.

(c) **Indemnity for Denied Claims under Working Layer Policies.**

(i) Subject to Section 5.25(c)(ii) and (e), to the extent that an insurance carrier (a "Denying Carrier") denies Buyer or the Champion Companies access to an