

Uncompensated Claims, Buyer shall indemnify and hold harmless the Subsequent Layer Claim Assignee from that amount of the Subsequent Layer Uncompensated Claim that the Buyer would have paid on the claim had the insurance not been denied. In other words, Buyer shall indemnify and hold harmless the Subsequent Layer Claim Assignee for that portion of the Subsequent Layer Uncompensated Claim that the Denying Carrier would not have paid even if the claim were accepted.

(e) **Limitations.** Seller's obligation to indemnify, defend and hold Buyer and the Champion Companies harmless against Adverse Consequences for Asbestos Claims:

(i) shall not apply (A) with respect to Asbestos Claims for products manufactured or sold by Pneumo Abex Corporation or its Predecessors prior to December 30, 1994 (the "Abex Products"), unless the Seller is notified of the specific Asbestos Claim on or before the date twelve years and six months after the Closing Date (the "Abex Termination Date") and (B) with respect to all other Asbestos Claims, unless the Seller is notified of the specific Asbestos Claim on or before the tenth anniversary of the Closing Date, and

(ii) shall cease with respect to any Denying Carrier or Subsequent Layer Denying Carrier, upon such Denying Carrier or Subsequent Layer Denying Carrier acknowledging the right of Buyer or the applicable Champion Company to access to the applicable policies under which coverage for Asbestos Claims may be made.

Seller's obligations pursuant to Section 5.25(d) and the Subsequent Layer Claim Assignee's obligation to assume liability upon the exercises of the option shall cease when the Adverse Consequences (A) indemnified by Seller and its Affiliates, (B) assumed by the Subsequent Layer Claim Assignee (for which the Subsequent Layer Claim Assignee is not indemnified by Buyer), and (C) paid by any and all carriers under the Subsequent Layer Policies, in the aggregate after totaling the amounts in subsections (A), (B) and (C) immediately above, reaches \$50,000,000 (the "Stop Loss Point").