

EXHIBIT I (CONTINUED)

Release or threatened Release of, or conditions or non-compliance relating to, Regulated Materials in the environment.

"Environmental Liabilities" means any and all Adverse Consequences arising under any Environmental Law, whether direct or indirect, known or unknown, joint or several, and whenever arising (including after Closing), including all fees; forms of financial assurance; fines; penalties, judgments; capital costs; wetlands mitigation, response, cleanup, removal, treatment, monitoring, operating and maintenance costs; investigation, remedial and inspection costs; disbursements; and expenses of counsel, experts, contractors and consultants, based on, arising out of or otherwise in respect to: (i) the Champion Companies or property (whether real or personal) or assets currently or formerly owned, operated, used or leased (including the Owned Real Property and the Leased Real Property) by the Champion Companies (including off-site locations); (ii) conditions or Regulated Materials existing, generated, used, treated, stored, recovered, recycled or Released on, at or under, transported to or from, or originating from any such property or operation of the Business (including off-site locations); or (iii) expenditures to cause any such property, off-site locations, or natural resources affected in any way by such conditions or Regulated Materials, or any other aspect of the Business to be in compliance with any requirements of Environmental Laws.

"Environmental Permit" means any Permit, registration, consent, waiver, exception, variance, exemption, or filing relating in any way to or required by any Environmental Law.

"ERISA" means the Employee Retirement Income Security Act of 1974 or any successor law, and regulations and rules issued pursuant to that Act or any successor law.

"ESPP Participants" has the meaning set forth in Section 6.5.

"1997 ESPP" has the meaning set forth in Section 6.5.

"Final Closing Statement of Net Assets" has the meaning set forth in Section 2.3.

"Financial Statements" has the meaning set forth in Section 3.6.

"Former Employee" has the meaning set forth in Section 6.1(f).

"Full Funding Liabilities" has the meaning set forth in Section 6.4(a).

"GAAP" means generally accepted United States accounting principles.

"Governmental Authority" means the United States, any other country, any national body (including the European Union), any state, province, municipality, or subdivision of any of the foregoing, any agency, governmental department, court, entity, commission, board, ministry, bureau, locality or authority of any of the foregoing, or any quasi-governmental or private body exercising