or Current Canadian Employee at a time when he or she is employed by Buyer or any of Buyer's Subsidiaries in connection with the operation of the Business.

ARTICLE VII

Tax Matters

Section 7.1 Tax Return Filings by Seller. (a) Seller represents and warrants that, except as set forth on Schedule 7.1(a) all Tax Returns required to be filed on or prior to the Closing Date by the Canadian Subsidiary or by Seller with respect to any activities of the Division, have been or will be filed in accordance with all applicable laws, and all Taxes shown to be due on any such Returns have been or will be paid prior to the Closing Date.

(b) Except as set forth on Schedule 7.1(b), no claim for Tax has been proposed in writing or assessed (i) against Seller with respect to the Division, or (ii) against the Canadian Subsidiary. For Tax periods beginning on or after January 1, 1990 or, to the extent that an audit is ongoing, any earlier period, Schedule 7.1(b) identifies (x) the Tax Returns of Seller with respect to the Division, and (y) the Tax Returns of the Canadian Subsidiary, which have been audited and, where applicable, accepted by the relevant taxing authorities for the fiscal years indicated in such Schedule, and, except as indicated therein, for all taxable periods there is no ongoing audit, litigation, or similar proceeding concerning any Tax Returns of Seller with respect to the Division or of the Canadian Subsidiary nor does there exist any waiver or agreement for the extension of time for the assessment of any Tax by Seller, with respect to the Division, or by the Canadian Subsidiary.

(c) Seller represents and warrants that, to Seller's Knowledge, there are no Encumbrances on any of the Assets or the assets of the Canadian Subsidiary that arose in connection with any failure (or alleged failure) to pay any Tax, and there are no material claims for Taxes which might result in any such Encumbrances.

(d) The income attributable to the Division while the same was owned by Seller will, to the extent permitted by law, be included in the consolidated Federal income tax returns of Seller (and, to the extent permitted by law and consistent with prior practice, in the consolidated, combined or unitary state tax returns of Seller).