

term disability, short term disability, accidental death and dismemberment, and severance benefits ("Cooper's Welfare Benefit Plans"). Effective as of the Closing Date, subject to the paragraph immediately below, Employees and Former Employees, and all eligible beneficiaries and dependents of the Employees and Former Employees, shall cease to be covered under Cooper's Welfare Benefit Plans and shall be covered under welfare benefit plans maintained by Buyer ("Buyer's Welfare Benefit Plans"). Buyer's Welfare Benefit Plans shall provide Employees and Former Employees with welfare benefits substantially similar to those provided to them immediately prior to the Closing Date under Cooper's Welfare Benefit Plans. Buyer shall retain the right to amend or terminate Buyer's Welfare Benefit Plans as they pertain to said Employees and Former Employees; *provided, however*, Buyer shall provide the Employees listed on Disclosure Schedule 6.4(e) with up to five years of coverage (depending on their years of service as set forth in such Disclosure Schedule 6.4(e)) for retiree medical benefits under Buyer's Welfare Benefit Plans on terms substantially similar to those available to Buyer's active employees.

At the request of Buyer, Seller shall continue to provide coverage under Cooper's Welfare Benefit Plans which are self-insured and which are specified by Buyer at least fifteen days prior to the Closing Date, including the administration of claims and payment of benefits, as appropriate, on behalf of the Employees and Former Employees and their beneficiaries and dependents for a period ending on the later of December 31, 1998 or the day which is 60 days after the Closing Date in order to allow Buyer time to install or establish welfare benefit plans for such employees. Buyer shall reimburse Seller for all payments relating to claims which are paid pursuant to this Section 6.4(e) and for all out-of-pocket costs and administrative expenses incurred by Seller in connection with such claim administration services within thirty (30) days after an invoice for such reimbursement is mailed to Buyer.

(f) **Champion Benefit Arrangements.** Certain Employees and Former Employees are covered by certain Champion Benefit Arrangements providing the benefits described in Disclosure Schedule 6.3(b) ("Employee Benefits"). Effective as of the Closing Date or as soon