

5.7. "Purchaser Defined Contribution Plan" shall have the meaning set forth in Section

"Purchase Rights" shall have the meaning set forth in Section 3.2(b).

"Purchaser Indemnified Parties" shall have the meaning set forth in Section 8.3(a).

"Purchaser Retirement Plans" shall have the meaning set forth in Section 5.6(e).

"Purchaser's Closing Documents" shall have the meaning set forth in Section 4.2.

"Purchaser Welfare Plans" shall have the meaning set forth in Section 5.6(e).

"Qualified Plans" shall have the meaning set forth in Section 3.14(d).

"Real Property Leases" shall have the meaning set forth in Section 3.19(c).

"Related to the Business" shall mean primarily related to or used primarily in connection with the operation of the Business as conducted immediately prior to the Closing.

"Retained Employees" shall have the meaning set forth in Section 5.6(a).

"Retained Environmental Liabilities" shall mean (i) all obligations and liabilities arising from any offsite disposal of Hazardous Substances on or prior to the Closing Date in connection with the Business, any Transferred Company or any Transferred Joint Venture, (ii) all contractual commitments entered into prior to the Closing Date relating to environmental matters, or any Environmental Claims arising from any facts, circumstances or conditions existing, initiated or occurring prior to the Closing Date, in each case relating to Leased Real Properties, and (iii) all costs and expenses relating to compliance with state environmental transfer laws in connection with the transfer of the Hurffville, New Jersey, Bristol, Connecticut and Roscoe, Illinois Facilities under this Agreement.

"Review Period" shall have the meaning set forth in Section 2.8(a).

"Securities Act" shall mean the Securities Act of 1933, as amended.

"Sellers" shall mean Dana, Dana Spicer Europe Ltd., a company organized under the laws of England and Wales, Dana S.A., a company organized under the laws of France, Dana Europe Holdings B.V., a company organized under the laws of the Netherlands, Dana Equipamientos S.A., a company organized under the laws of Spain, Warner Electric AB, a company organized under the laws of Sweden, Dana Italia S.p.A., a company organized under the laws of Italy, Dana Holdings GmbH, a company organized under the laws of Germany and Dana Asia (Singapore) Pte. Ltd., a company organized under the laws of Singapore.

"Sellers' Closing Documents" shall have the meaning set forth in Section 3.3.

"Separate Income Tax Return" shall mean any Income Tax Return other than a Consolidated Income Tax Return.

"State" shall mean any State of the United States (including any political subdivision thereof) and the District of Columbia.