Schedule 3.1

Assumed Liabilities

1. All liabilities and obligations (including Environmental Costs and Liabilities) arising out of or accruing in connection with the operation of the Business or the ownership of the Transferred Assets (other than those with respect to Employer or FMLC) by Buyer from and after the Closing Date under any Assigned Contract or Lease;

2. Other than liabilities for fines, damages and penalties to the extent arising or accruing in, or to the extent relating to, periods prior to the Closing Date, all liabilities and obligations (including Environmental Costs and Liabilities) arising out of or accruing in connection with the operation of the Business or the ownership of the Transferred Assets by Buyer from and after the Closing Date; and

3. All liabilities and obligations of Seller to provide any surety bonds and other financial assurance arrangements set forth in Schedule 1.1(a)(viii) if required by the Transferred Assets.