

"Abex" shall mean Abex, Inc., a Delaware corporation.

"Accounting Arbitrator" shall mean a mutually acceptable office of the accounting firm, Coopers & Lybrand.

"Action" shall mean any actual or threatened action, claim, suit, arbitration, proceeding or investigation.

"Additional Measures" shall have the meaning set forth in Section 8.5(c).

"Adjusted Closing Balance Sheet" shall mean Column (iv) of the unaudited combined statement of net assets of the Division as of the Closing Date, prepared in accordance with Section 2.7.

"Adjusted December Balance Sheet" shall mean the unaudited combined statement of net assets of the Division as of December 31, 1993, as set forth in Column (iv) of Exhibit 2.7.

"Adjusted Net Worth" shall mean, in the case of the Adjusted December Balance Sheet, the dollar amount of the excess of the assets over the liabilities of the Division as of December 31, 1993, as reflected under the caption "Division Equity" on the Adjusted December Balance Sheet and, in the case of the Adjusted Closing Balance Sheet, the dollar amount of the excess of the assets over the liabilities of the Division as of: