

"Current U.S. Employee" shall have the meaning set forth in Section 6.2(a).

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

"December Net Worth" shall mean the Adjusted Net Worth as reflected on the Adjusted December Balance Sheet.

"Determination" shall have the meaning set forth in Section 7.9(a).

"Dispute" shall have the meaning set forth in Section 13.2(b).

"Division" shall mean Seller with respect to its Friction Products Division and, for all purposes of this Agreement other than Article VII, the Canadian Subsidiary, but in all events excluding the Indian Venture.

"Encumbrances" shall mean mortgages, liens, encumbrances, security interests, easements, encroachments and any other encumbrances affecting title.

"Environment" shall have the meaning set forth in Section 8.1.

"Environmental Indemnification Period" shall have the meaning set forth in Section 8.3.