"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 the Closing Date, as reflected under the caption "Division Equity" in the Adjusted Closing Balance Sheet.

"Adjustment Amount" shall have the meaning set forth in Section 2.9(b).

"Affiliate" shall mean, with respect to any Person, any other Person that directly, or through one or more intermediaries, controls or is controlled by or is under common control with such first Person, and, if such a Person is an individual, any member of the immediate family (including parents, spouse and children) of such individual and any trust whose principal beneficiary is such individual or one or more members of such immediate family and any Person who is controlled by any such member or trust. As used in this definition, "control" (including, with correlative meanings, "controlled by" and "under common control with") shall mean possession, directly or indirectly, of power to direct or cause the direction of management or policies (whether through ownership of securities or partnership or other ownership interests, by contract or otherwise). Unless otherwise specified, the term "Affiliate", when used with respect to Seller, shall include the Canadian Subsidiary.

"Agreement" shall have the meaning set forth in the first paragraph hereof.

"Allocation Statement" shall have the meaning set forth in Section 2.5(b).

"Antitrust Laws" shall mean and include the Sherman Act, as amended, the Clayton Act, as amended, the HSR Act, the Federal Trade Commission Act, as amended, and all other federal, state, foreign and multinational (including European Community) statutes, rules, regulations, orders, decrees, administrative and judicial doctrines, and other laws that are designed or intended to prohibit, restrict or regulate actions having the purpose or effect of monopolization or restraint of trade.

"Approval" shall mean any approval, consent, order, qualification, filing, application, authorization, license, permit, franchise or waiver.