

"Material Adverse Effect" shall mean any material adverse effect on (i) the Assets, Assumed Liabilities, financial condition, Business or operations of the Division taken as a whole, or (ii) the ability of the Division to meet its obligations under this Agreement.

"Memorandum" shall mean the Summary Descriptive Memorandum, dated April 1994, relating to the Division prepared by Salomon Brothers Inc and Merrill, Lynch & Co.

"Mutual Guaranty Agreement" shall mean the agreement of even date herewith between Abex and Cooper Industries, Inc. in the form of Exhibit 2.6(a) to this Agreement.

"NJDEPE" shall mean the New Jersey Department of Environmental Protection and Energy.

"Other Buyer Agreements" shall have the meaning set forth in Section 4.1.

"Other Seller Agreements" shall have the meaning set forth in Section 3.1(c).

"Owned Real Property" shall mean the U.S. Owned Real Property and the Canadian Owned Real Property.

"Permitted Liens" shall mean Encumbrances (i) for Taxes or governmental assessments, charges or claims the payment of which is not yet due, or for Taxes the validity of