

"Canadian Subsidiary" shall mean Abex Industries Ltd., a corporation organized under the laws of the Province of Ontario.

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

"Change Period" shall have the meaning set forth in Section 2.7.

"Closing" shall have the meaning set forth in Section 2.6.

"Closing Date" shall have the meaning set forth in Section 2.6.

"Closing Date NOL" shall have the meaning set forth in Section 7.2(a).

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

"Code" shall mean the Internal Revenue Code of 1986, as amended, and any successor thereto.

"Confidentiality Agreement" shall mean the Confidentiality Agreement dated as of April 28, 1994, between Buyer and Seller, as the same may be amended from time to time.