

"Reference Rate" shall mean the per annum rate of interest publicly announced from time to time by Chemical Bank as its prime rate. Any change in the Reference Rate shall take effect at the opening of business on the day specified in the public announcement of such change.

"Related Person" shall have the meaning set forth in Section 6.1(c).

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

"Remedial Action" shall have the meaning set forth in Section 8.1.

"Repayment Date" shall have the meaning set forth in Section 5.20(d).

"Resolution of Pre-Closing Environmental Issues" shall have the meaning set forth in Section 8.9(a).

"Retained Asbestos Product Liabilities" shall mean all liabilities and obligations relating to claims or causes of action to the extent related to presence of asbestos in any product shipped (i) by the Business prior to August 29, 1988 that are subject to indemnification under Section 12(b)(iii) or (v) of the Whitman Stock Purchase Agreement and as to which claims or causes of action Seller shall have given Whitman notice under the Whitman Agreements prior to the close of