interest in the following properties, assets and other rights, but excluding the Retained Assets (collectively, the "Assets"):

(a) the Owned Real Property (directly or through the transfer of the Canadian Shares);

(b) the leases (the "Leases") with respect to the real property listed on Schedule 2.1(b), including Seller's interest as of the Closing in all improvements and structures located on the real property covered by such leases and fixtures and appurtenances thereto (the "Leased Real Property" and, together with the Owned Real Property, the "Real Property");

(c) all machinery, equipment, furniture, furnishings, office equipment, computers and other electronic data processing equipment, motor vehicles, tools, dies, molds, parts and other tangible personal property located at the Real Property or the Mahwah Facility Site (or elsewhere if used primarily in connection with the Business);

(d) all inventories of raw materials, supplies, work-in-process, finished products and replacement and component parts that are manufactured by the Business or located at the Real Property (or elsewhere if used primarily in connection with the Business) (collectively, the "Inventory");

(e) all license agreements, leases of personal property, purchase orders for raw materials, supplies, parts or