

"Tax Laws" shall have the meaning set forth in Section 7.9(e).

"Tax" or "Taxes" shall have the meaning set forth in Section 7.9(d).

"Taxing Authority" shall have the meaning set forth in Section 7.9(f).

"Terminated Plans" shall have the meaning set forth in Section 6.1(f).

"Top-Up Obligation" shall have the meaning set forth in Section 5.20(a).

"Trademark License Agreement" shall mean the license agreement between Seller and Buyer substantially in the form of Exhibit 5.11 to this Agreement.

"Transferred U.S. Employee" shall have the meaning set forth in Section 6.2(a).

"Unresolved Changes" shall have the meaning set forth in Section 2.8(d).

"U.S. Employees" shall have the meaning set forth in Section 6.1(a).

"U.S. Owned Real Property" means the real property listed in Schedule 1.1(b), including Seller's interest as of the Closing in all improvements and structures thereon and fixtures and appurtenances thereto.

"U.S. Plans" shall have the meaning set forth in Section 6.1(a).

"Whitman" shall mean Whitman Corporation (formerly IC Industries, Inc.), a Delaware corporation, and any successor thereto.

"Whitman Agreements" shall mean (i) the Whitman Stock Purchase Agreement, and (ii) the Settlement Agreement between Whitman Corporation and Pneumo Abex Corporation dated as of September 23, 1991.

"Whitman Event" shall mean the earlier of the commencement of any proceeding with respect to Whitman under any bankruptcy, insolvency, bankruptcy reorganization or other similar law which has not been dismissed within 60 days or the approval by the stockholders of Whitman of any liquidation, dissolution or winding up of the affairs of Whitman.