"Products" shall have the meaning set forth in Section 3.19.

"Purchased Intellectual Property" shall mean all items of Intellectual Property owned by Seller and its Affiliates which are (i) used primarily in connection with the Business as presently conducted by the Division, together with the goodwill represented thereby or pertaining thereto in connection with the Business (including Seller's "Abex" trademark registrations or portions thereof which relate to products of the Business in the United States and Canada and Seller's interest in the trade name and trademark "Abex" in the United States and Canada to the extent relating to the Business) and (ii) the "Abex" trademark registrations (including numbers 41761 and 150797) which relate to products of the Business in Mexico and Seller's interest in the tradename and trade mark "Abex" in Mexico to the extent relating to the Business, but excluding the "Abex" trade name and trademark registrations in any other jurisdictions, which shall (subject to Seller's obligations in Section 5.18) be licensed to Buyer on the terms set forth in the Trademark License Agreement.

"Purchase Price" shall have the meaning set forth in Section 2.5(a).

"Real Property" shall have the meaning set forth in Section 2.1(b).

"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