

- 4.1 Indenture by and between Consolidated Cigar and Continental Bank, National Association, as trustee, relating to the Senior Subordinated Notes due 2003 (incorporated by reference to Exhibit 10.2(j) to Amendment No. 2 to Cigar Holdings Registration Statement on Form S- 1 (No 333-6819) as filed July 30, 1996 (the "1996 Cigar S-1).
- 4 2 Value Support Rights Agreement dated November 20, 1996 between MC Group and American Stock Transfer & Trust Company, as the trustee (incorporated by reference to Exhibit 4.1 of MC Group's Form 8- K dated November 25, 1996).
- 4.3 Amendment No. 1 to the Value Support Rights Agreement, dated as of December 20, 1996, between MC Group and American Stock Transfer & Trust Company (incorporated by reference to Exhibit 4.1(b) of MC Group's Form S-1 Registration Statement dated December 26, 1996 (No. 333-15257) (the "VSR Registration Statement")).
- 4 4 Form of Indenture for the VSR Notes (incorporated by reference to Exhibit 4.2 of the VSR Registration Statement).
- 10.1 Credit Agreement between Consolidated Cigar and The Chase Manhattan Bank, N.A , dated as of February 23, 1993 (incorporated by reference to Exhibit 10.2 to Amendment No. 2 of Consolidated Cigar Corporation's Registration Statement on Form S-1 (Registration No. 33- 56902)).
- 10 2(a) Amendment No. 1 to the Credit Agreement, dated as of March 2, 1993 (incorporated by reference to Exhibit 10.2(a) to Consolidated Cigar's Annual Report on Form 10-K for the fiscal year ended December 31, 1993)
- 10 2(b) Amendment No. 2 to the Credit Agreement, dated as of March 12, 1993 (incorporated by reference to Exhibit 10.2(b) to Consolidated Cigar's Annual Report on Form 10-K for the fiscal year ended December 31, 1993).
- 10.2(c) Amendment No. 3 to the Credit Agreement, dated as of March 17, 1993 (incorporated by reference to Exhibit 10.2(c) to Consolidated Cigar's Annual Report on Form 10-K for the fiscal year ended December 31, 1993).

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- 10.2(d) Amendment No. 4 to the Credit Agreement, dated as of April 5, 1993 (incorporated by reference to Exhibit 10.2(d) to Consolidated Cigar's Annual Report on Form 10-K for the fiscal year ended December 31, 1993).
 - 10 2(e) Amendment No 5 to the Credit Agreement, dated as of June 15, 1993 (incorporated by reference to Exhibit 10 2(e) to Consolidated Cigar's Annual Report on Form 10-K for the fiscal year ended December 31, 1993).