

- 10 6 Agreement and Plan of Merger, dated as of January 6, 1995, as amended, between Abex and Mafco Holdings, without disclosure schedules (incorporated by reference to
- 10.7 Separation Agreement, dated as of June 15, 1995, by and between Fisher Scientific International Inc. ("Fisher Scientific") and C&F (incorporated by reference to Exhibit 10.1 to the June 8-K)
- 10 8 Transfer Agreement, dated as of June 15, 1995, among PCT, MCG Intermediate Holdings Inc , Pneumo Abex and PCT International Holdings Inc. (incorporated by reference to Exhibit 10 2 to the June 8-K)
- 10.9 Securities Purchase Agreement, dated as of June 26, 1995 between Libra and the Registrant (incorporated by reference to Exhibit 10.3 to MC Group's Current Report on Form 8-K dated June 30, 1995).
- 10.10 Letter Agreement, dated as of June 26, 1995, between MC Group and PCT (incorporated by reference to Exhibit 10 4 to the June 8-K).
- 10 11 Letter Agreement, dated as of February 5, 1996, between MC Group and PCT (incorporated by reference to Exhibit 6 to Amendment No. 2 to the Schedule 13D dated February 8, 1996 filed by Mafco Holdings, C&F (Parent) Holdings Inc. and MC Group in connection with PCT's capital stock).
- 10.12 Tax Sharing Agreement between Abex and PCT dated June 15, 1995 (incorporated by reference to Exhibit 10.5 to MC Group's Form 10-K dated December 31, 1995).
- 10.13 Tax Sharing Agreement between MC Group and Mafco Holdings dated June 15, 1995 (incorporated by reference to Exhibit 10 6 to MC Group's Form 10-K dated December 31, 1995)

47

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- 10.14 Amended and Restated Tax Sharing Agreement by and among Mafco Holdings, MC Group, Cigar Holdings and Consolidated Cigar (incorporated by reference to Exhibit 10 7 to Mafco's Form 10-K dated December 31, 1995)
 - 10.15 Second Amended and Restated Tax Allocation Agreement by and among Mafco Holdings, MC Group, Flavors (Parent) Holdings Inc., Flavors and Mafco Worldwide Corporation (incorporated by reference to Exhibit 10 8 to Mafco's Form 10-K dated December 31, 1995)
 - 10 16 Registration Rights Agreement, dated as of August 21, 1996, between MC Group and Cigar Holdings (incorporated by reference to Exhibit 10 22 of the VSR Registration Statement).
 - 10 17 Registration Rights Agreement between MC Group and PCT (incorporated by reference to Exhibit 2 to the Schedule