

(incorporated by reference to Exhibit 10.1 to Consolidated Cigar's Annual Report on Form 10-K for the fiscal year ended December 31, 1995).

- 21* List of Subsidiaries
- 23* Consent of Independent Auditors
- 24* Powers of Attorney executed by Messrs Perelman, Beekman, Folz, Gittis, LaFontant-Mankarious, Maher and Lewis.
- 27* Financial Data Schedule

*Filed herewith

(b) Reports on Form 8-K filed during the quarter ended December 31, 1996:

Form 8-K filed on November 27, 1996 (Items 2 and 7).

Form 8-K/A filed on December 23, 1996 (Item 7).

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized

MAFCO CONSOLIDATED GROUP INC.
(Registrant)

Dated: March 28, 1997

By: James R. Maher*

James R. Maher
President and Chief Executive Officer

Dated. March 28, 1997

By /s/ Irwin Engelman

Irwin Engelman
Executive Vice President and
Chief Financial Officer

Dated. March 28, 1997

By:/s/ Laurence Winoker

Laurence Winoker
Vice President and Controller
(Chief Accounting Officer)