MAFCO WORLDWIDE CORPORATION

By /s/ Glenn Dickes

Pneumo Abex Corporation hereby agrees that upon consummation of the Merger it will succeed to Mafco Worldwide Corporation's rights and obligations hereunder.

PNEUMO ABEX CORPORATION

By. /s/ Glenn Dickes

EXHIBIT 22

PNEUMO ABEX CORPORATION
List of Subsidiaries

EVD Holdings Inc (Delaware)*
Choube Shiren Export Company Ltd (inactive) (Iran)
Rishmac Produce & Export Co (Iran)
Boam Produce (Europe) Est (inactive) (Liechtenstein)
Mafco Establishment (Liechtenstein)
Jensen-Kelly Corporation (Delaware)
American Brake Shoe Company (Delaware)
NWL Control Systems, Inc (Michigan)
Stanray Corporation (Delaware)
NWL Service Corp (Delaware)

* Subsidiaries of EVD Holdings,
EVD Holdings S A (France)
Extraits Vegetaux et Derives S A (France)

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Glenn P Dickes, Peter W Grace and Joram C Salig or any of them, each acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, in connection with the PNEUMO ABEX CORPORATION (the "Corporation") Annual Report on Form 10-K for the year ended Decem- ber 31, 1996 under the Securities Exchange Act of 1934, as amended, including, without limiting the generality of the foregoing, to sign the Form 10-K in the name and on behalf of the Corporation or on behalf of the undersigned as a director or officer of the Corporation, and any amendments to the Form 10-K and any instrument, contract, document or other writing, of or in connection with the Form 10-K or amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith,