

SIGNATURE

TITLE

DATE

* ----- Ronald O. Perelman	Chairman of the Board of Directors	March 31, 1997
* ----- Theo W. Folz	Vice Chairman of the Board of Directors, and Chief Executive Officer	March 31, 1997
* ----- Howard Gittis	Director	March 31, 1997

* The undersigned by signing his name hereto does hereby execute this Form 10-K pursuant to powers of attorney filed as exhibits to this Form 10-K.

By: /s/ Peter W. Grace

Peter W. Grace
Attorney-in-Fact

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PNEUMO ABEX CORPORATION AND SUBSIDIARIES

ITEM 8, ITEM 14 (A)(1) AND (2) AND (D)
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND
FINANCIAL STATEMENT SCHEDULE
YEAR ENDED DECEMBER 31, 1996

The following consolidated financial statements of Pneumo Abex Corporation are included in Item 8:

As of December 31, 1996 and 1995 and for the years ended December 31, 1996, 1995 and 1994.

Report of Independent Auditors.....	F-2
Consolidated Balance Sheets.....	F-3
Consolidated Statements of Income.....	F-4
Consolidated Statements of Stockholder's Equity (Deficit).....	F-5
Consolidated Statements of Cash Flows.....	F-6