

material adverse consequences to Cigar Holdings. In addition, the Holders will have the right to participate in registrations by Cigar Holdings of its Class A Common Stock (a "Piggyback Registration") Cigar Holdings will pay any expenses incurred in connection with any Demand Registration or Piggyback Registration, except for underwriting discounts, commissions and certain expenses attributable to the shares of Class A Common Stock sold by such Holders

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENTS AND REPORTS ON FORM 8-K

(a) (1 and 2) Financial statements and financial statement schedules. See Index to Consolidated Financial Statements and Schedules which appear on page F-1 herein

All other schedules for which provision is made in the applicable accounting regulation of the SEC are not required under the related instructions or are inapplicable and therefore have been omitted.

(3) Exhibits

EXHIBIT NO. -----	DESCRIPTION -----
2 1	Stock and VSR Purchase Agreement, dated as of October 23, 1996, by and among MC Group, PCT and PCT International Holdings Inc. (incorporated by reference to Exhibit 7 of MC Group's Schedule 13D, dated October 25, 1996, filed with respect to PCT). The Company agrees to furnish supplementally a copy of any omitted schedule to the Securities and Exchange Commission upon request.
2.2	Agreement and Plan of Merger, dated as of February 20, 1997, among MC Group, Mafco Consolidated Holdings and MCG Acquisition Inc. (incorporated by reference to Exhibit 6 of Amendment No. 4 to Schedule 13D dated February 24, 1997, filed by Mafco Holdings and Mafco Consolidated Holdings with respect to MC Group).
3 1	Restated Certificate of Incorporation of MC Group (incorporated by reference to Exhibit 4 1 to the Form 8-K of MC Group filed on June 15, 1995 (the "June 8-K")).

3 2	Amendment dated May 13, 1996 to the Company's Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to MC Group's Form 10-Q dated March 31, 1996).
3 3	By-Laws of MC Group (incorporated by reference to Exhibit 4.2 to the June 8-K)