12

directly or indirectly by the corporation or other business entity in question, and the term "affiliate" shall mean and include any corporation or other business entity directly or indirectly controlling, controlled by or under common control with the corporation or other business entity in question

13

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written

MAFCO WORLDWIDE CORPORATION

By /s/ Theo W. Folz

Theo W Folz
Chief Executive Officer

/s/ Peter W Grace

Peter W Grace

14

Employment Agreement

EMPLOYMENT AGREEMENT, dated as of September 1, 1996, between