

Corporation, the Banks (as defined in the Credit Agreement and The Chase Manhattan Bank, as agent (incorporated by reference to Power Control Technologies Corporation's Form 10K filed on March 24, 1997).

- 4.8 Assumption Agreement, dated as of November 25, 1996, made by Pneumo Abex Corporation in favor of the Banks (as defined in the Assumption Agreement and The Chase Manhattan Bank (successor by merger to The Chase Manhattan Bank, N.A.) as agent (incorporated by reference to Power Control Technologies Corporation's Form 10K filed on March 24, 1997).
- 10.1 Transfer Agreement among the Company, MCG Intermediate Holdings Inc., Pneumo Abex and PCT International Holdings Inc. (incorporated by reference to Exhibit 10.1 to PCT's Current Report on Form 8-K dated June 28, 1995).
- 10.2 Stock Purchase Agreement, dated April 28, 1988, between Pneumo Abex and Whitman Corporation (incorporated by reference to Exhibit 2.1 to Pneumo Abex's Registration Statement on Form S-1, Commission File No. 33-22725) as amended by an Amendment, dated as of August 29, 1988, and a Second Amendment and related Settlement Agreement, dated September 23, 1991 (incorporated by reference to exhibit 10.4 to Abex Inc.'s Annual Report on Form 10-K for 1992).
- 10.3 Asset Purchase Agreement, dated as of May 15, 1993, between Pneumo Abex and The BF Goodrich Company (incorporated by reference to Exhibit 2.1 to Abex Inc.'s Current Report on Form 8-K dated June 10, 1993).
- 10.4 Asset Purchase Agreement, dated as of November 21, 1994, by and between Pneumo Abex and Wagner Electric Corporation (incorporated by reference to Exhibit 1 to Abex Inc.'s Current Report on Form 8-K dated November 21, 1994).
- 10.5 Lease dated as of December 26, 1989, between MacAndrews & Forbes Group, Inc. and Fulton Bottom Associates, L.P., as amended on May 14, 1990, and as further amended on October 15, 1991.

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- 10.6 Contract dated as of May 31, 1994 between the Company and the Licorice and Paper Employees Association of Camden, NJ,.
- 10.7 Agreement dated January 1, 1994 between M.F. Neal & Co. and Local Union No. 309T. Pages 137 to 155.
- 10.8 Form of Reimbursement Agreement between the Company and Holdings.
- 10.9 Form of License Agreement between the Company and Holdings.
- 10.10* Employment Contracts dated as of September 1, 1996, between the Company and Mr. Taub, Mr. Vora, and Mr. Grace.
- 10.11 Form of Lease to be dated March 31, 1993 between the Company and H.W.R. Corporation.
- 11.00* Tax Sharing Agreement between the Company and PCT dated as of November 14, 1996.