

- Hannifin, without exhibits and schedules (incorporated by reference to Exhibit 2.1 to PCT's Form 10-K dated December 31, 1995).
- 2.2 Closing Agreement, dated as of April 15, 1996, by and among PCT, Pneumo Abex and Parker Hannifin (incorporated by reference to Exhibit 2.2 to PCT's Form 8-K dated April 30, 1996).
- 2.3 Stock and VSR Purchase Agreement, dated as of October 23, 1996, by and among Mafco Consolidated Group, Inc., Power Control Technologies, Inc. and PCT International Holdings Inc. (incorporated by reference from Exhibit 7 of the Mafco Consolidated Group Inc.'s Schedule 13D, dated October 25, 1996, filed with respect to Power Control Technologies, Inc.)
- 3.1 Certificate of Incorporation of the Company.
- 3.2 By-laws of the Company.
- 4.1 Form of Indenture, together with form of Senior Subordinated Note (incorporated by reference to Amendment No. 1 to Mafco Worldwide's Registration Statement on Form S-1 (33-48904) (the "1992 S-1")).
- 4.2 First Supplemental Indenture, dated as of November 25, 1996, between Pneumo Abex Corporation and First Trust of New York, National Association, pursuant to the Indenture dated as of November 12, 1992 between Mafco Worldwide Corporation and First Trust of New York, National Association (successor to Security Pacific National Trust Company (New York), as trustee).
- 4.3 Form of Purchase Agreement among Mafco Worldwide, Flavors Holdings Inc. and the institutional sellers party thereto (incorporated by reference to Amendment No. 2 to the 1992 S-1).
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- 4.4 Credit Agreement dated as of June 29, 1994 between the Company and the Banks (as defined in the Credit Agreement) and Chase Manhattan Bank, N.A., as agent (incorporated by reference to Mafco Worldwide Form 10-Q filed August 16, 1994).
- 4.5 Consent Number 5 and First Amendment, dated as of November 11, 1996, to the Credit Agreement dated as of June 29, 1994 among Mafco Worldwide, the Banks (as defined in the Credit Agreement) and The Chase Manhattan Bank, N.A., as agent (incorporated by reference to Power Control Technologies Corporation's Form 10K filed on March 24, 1997).
- 4.6 Consent Number 6 and Second Amendment, dated as of December 12, 1996, to the Credit Agreement, dated as of June 29, 1994 among Pneumo Abex 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).
- 4.7 Third Amendment dated as of February 5, 1997, to the Credit Agreement, dated as of June 29, 1994 among Pneumo Abex