

33-36118), as amended by Termination and Amendment Agreement, dated as of December 31, 1991, among Henley, Koll, WTI and RHI (incorporated by reference to Exhibit 10.39 to Henley's Annual Report on Form 10-K for 1991, Commission File No. 0-18004).

- 10.37 Environmental Expenditures Agreement, dated as of July 28, 1989, among Koll, WTI, New Hampshire Oak, Inc. ("New Hampshire Oak") and Fisher Scientific Group Inc. ("Fisher Group") (incorporated by reference to Exhibit 10(a) to Henley Properties' Quarterly Report on Form 10-Q for the quarter ended June 30, 1989, Commission File No. 0-17189), as amended by Assignment and Assumption Agreement, dated as of January 1, 1990, among Koll, Henley, New Hampshire Oak, Fisher Group, WTI and Henley Holdings, Inc. (incorporated by reference to Exhibit 10.34 to Henley's Annual Report on Form 10-K for 1989, Commission File No. 0-18004).
- 10.38 Restated Environmental Matters Agreement, dated as of July 28, 1989, among Allied-Signal, Koll, WTI, New Hampshire Oak and Fisher Group (incorporated by reference to Exhibit 10(b) to Henley Properties' Quarterly Report on Form 10-Q for the quarter ended June 30, 1989, Commission File No. 0-17189), amended by the Assignment, Assumption and Indemnification Agreement, dated as of December 21, 1989, among Henley, Henley Properties, New Hampshire Oak, Fisher Group, WTI and Allied-Signal (incorporated by reference to Exhibit 10.35 to Henley's Annual Report on Form 10-K for 1989, Commission File No. 0-18004).
- 10.39 Tax Sharing Agreement, dated as of February 26, 1986, between Allied-Signal and WTI (incorporated by reference to Exhibit 10E to WTI's Registration Statement on Form 10, Commission File No. 0-114246)

50

-
- 10 40 Guarantee Agreement, dated as of June 10, 1993, between Abex and BF Goodrich (incorporated by reference to Exhibit 2.2 to Abex's Current Report on Form 8-K dated June 10, 1993).
- 10.41 Mutual Guaranty Agreement, dated as of December 30, 1994, between Abex and Cooper Industries Inc (incorporated by reference to Exhibit 10.29 to Abex's Registration Statement on Form S-4, Commission File No. 33-92188)
- 10 42* Mutual release and Settlement Agreement, dated as of March 11, 1997, among MC Group, New Abco Holdings Inc., Koll, Henley and New Henley Holdings Inc
- MANAGEMENT CONTRACTS AND COMPENSATORY PLANS
- 10.43 Employment Agreement by and between MC Group and James R. Maher effective as of July 1, 1995 (incorporated by reference to Exhibit 10.33 to MC Group's Form 10-K dated