

DATED: _____, 1996.

BORG-WARNER AUTOMOTIVE

BY:: _____

ITS: _____

STATE OF MICHIGAN)
) ss
COUNTY OF _____)

The foregoing instrument was acknowledged before me this ____ day of ____
_____, 1996, by _____ the _____ of Borg-Warner
Automotive, a Michigan corporation, on behalf of the corporation.

(SEAL)

Notary Public

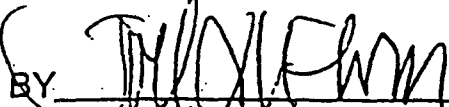
County, Michigan

My Commission Expires:

AS TO ANY AND ALL OBJECTIONS:

DATED: 12/2, 1996.

JEFFRIES, OLSON, FLOM & BULLIS, PA

BY: 

Joel A. Flom

51422

P. O. Box 9

Moorhead, MN 56561-0009

Telephone: (701) 280-2300

ATTORNEYS FOR DEFENDANT
BORG-WARNER AUTOMOTIVE