

MEMORANDUM OF UNDERSTANDING

between

THE STATE OF MICHIGAN - MJC

and

**BADEN-WÜRTTEMBERG AGENCY FOR INTERNATIONAL
ECONOMIC COOPERATION - GWZ**

On the basis of the below mentioned activities the State of Michigan - MJC - and GWZ have agreed to assist company activities in a bilateral manner in order to contribute to the positive economic relations between Germany and Michigan.

Areas of Cooperation

- GWZ and MJC will use their best efforts to assist in the preparation and organization of business delegations to each respective state.
- GWZ and MJC will create a process for submitting specific company inquiries, i.e., joint venture searches, licensing agreements, technology transfers, to the partners' organization. A common „form of interest“ will be created for use by both GWZ and MJC.
- GWZ and MJC will both commit to publishing, and making known by various methods specific opportunities for our respective businesses.
- This memorandum does not preclude any undertaking that both parties may agree to as mutually beneficial.

This Memorandum of Understanding will come into effect as from the date of signature by both parties and will continue until three months notice is given by either side.

Stuttgart,

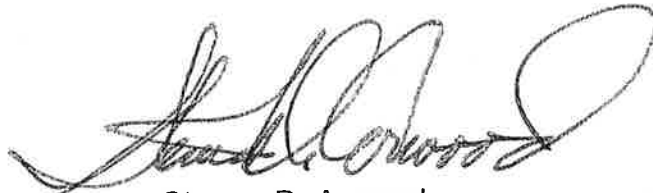
5 February 1997

On behalf of BADEN-WÜRTTEMBERG
AGENCY FOR INTERNATIONAL
ECONOMIC COOPERATION - GWZ -



Dr. Michael Hagenmeyer
Managing Director

On behalf of the STATE OF
MICHIGAN - MJC -



Steven D. Arwood
Director of International and
National Business Development