



**The M. W. Kellogg Company and
STI Manufacturing, Inc.
Joint Management Commitment**

This document establishes the commitment of The M. W. Kellogg Company and STI Manufacturing, Inc. to seek, develop, and maintain a long term operational relationship that ensures the delivery of cost-competitive quality products and services meeting the intended use and providing customer satisfaction.

This long term operational relationship will be guided by the following objectives and focused on achieving the classification of Certified Vendor:

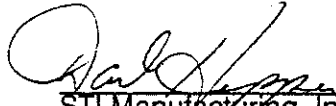
- To be judged first in customer satisfaction and excellence.
- Deliver products and services which meet customer expectations.
- Consistently meet our commitments.
- Foster trust and cooperative effort to meet mutual performance goals.
- Maintain lines of communication that permit rapid resolution of problems.

The relationship will be developed using the guidelines embodied in Kellogg's Vendor Quality Management System which includes the performance goals for classification as a Certified Vendor and the VQM Expectations and Requirements for Temperature Elements.

In recognition of these objectives and performance goals, the undersigned acknowledge on behalf of their respective enterprises commitment to developing a relationship that will meet the objectives of this document, meeting periodically to review the status and effectiveness of the relationship, and establishing interim performance goals that will drive the Vendor Quality Management Process.



The M. W. Kellogg Company
Matthew J. DiTeresa
Vice President, Procurement Operations



STI Manufacturing, Inc.
Darl Hopper
President

24 May 1994

Date