

As filed with the Securities and Exchange Commission on December 24, 1996
Registration No. _____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

UNITED TECHNOLOGIES CORPORATION
(Exact name of issuer as specified in its charter)

Delaware 06-0570975
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

United Technologies Building, Hartford, Connecticut 06101
(Address of principal executive offices, including Zip Code)

UT AUTOMOTIVE SAVINGS PLAN
FOR HOURLY MANAGEMENT REPRESENTED EMPLOYEES
(Full title of the Plan)

WILLIAM H. TRACHSEL, Esq.
Secretary
United Technologies Building
Hartford, Connecticut 06101
(860) 728-7000
(Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price (1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock (2)	10,000 shares (3)	\$66.25	\$662,500	\$201.00

(1) Estimated solely for the purpose of calculating the registration fee, based, in accordance with Rule 457(h)(i), on the average of the high and low prices reported on the New York Stock Exchange, Inc. on December 19, 1996.

(2) Includes an indeterminate number of participation units in the UT Automotive Savings Plan For Hourly Management Represented Employees (the "Plan") which pursuant to Rule 457(h)(2) are being registered hereby at no additional fee.

(3) Pursuant to Rule 416 the number of shares registered hereunder includes such additional number of shares of Common Stock and Rights as are required to prevent dilution resulting from stock splits, stock dividends or similar transactions affecting the Common Stock of the Registrant.

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents are hereby incorporated by reference:

(1) the Annual Report on Form 10-K of United Technologies Corporation (the "Corporation") filed with the Securities and Exchange Commission (the "Commission") for the year ended December 31, 1995;

(2) the Quarterly Reports on Form 10-Q of the Corporation filed with the Commission for the quarters ended March 31, June 30 and September 30, 1996;

(3) all other reports filed by the Corporation with the Commission pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 since the end of the period covered by the Annual Report on Form 10-K referred to in (1) above.

(4) the description of the Corporation's Common Stock contained in registration statements and reports filed under the Securities Exchange Act of 1934.

All documents subsequently filed by the Corporation or the Plan pursuant to Sections 13(a), 13(c), 14 or 15 of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES

The securities registered hereby consist of participation interests ("Units") in the Plan and shares of Common Stock, \$5.00 par value of the United Technologies Corporation, to be issued who direct that Plan contributions be invested in the Corporation's Common Stock. Shares of the Corporation's Common Stock will be acquired, held and sold or distributed by the Plan Trustee in accordance with the terms of the Plan.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The financial statements incorporated by reference to the Annual Report on Form 10-K of the Corporation for the year ended December 31, 1995 have been so incorporated in reliance on the reports of Price Waterhouse, LLP independent accountants, given on the authority of said firm as experts in auditing and accounting.

The legality of the securities offered pursuant to this Registration Statement has been passed on by Richard M. Kaplan, Esq. Mr. Kaplan, Associate General Counsel of the Corporation, is a shareowner of Common Stock.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Pursuant to Section 102 of the General Corporation Law of Delaware, the Corporation has adopted a provision in its Certificate of Incorporation eliminating or limiting the personal liability of its directors for monetary damages to the Corporation or its stockholders for any breach of their fiduciary duties as directors of the Corporation, except for their liability due to (1) breach of loyalty to the Corporation, (2) acts or omissions not in good faith or which involve international misconduct or a knowing violation of law, (3) any transaction from which the director derived an improper personal benefit or (4) any payment of unlawful dividends or unlawful stock repurchases or redemptions.

Section 145 of the Delaware General Corporation Law permits a Delaware corporation to indemnify any person who is or was a party to any actual or threatened legal action, whether criminal or civil, because of his service as an officer, director or agent of the corporation against judgments, fines, settlement payments, and expenses reasonably and actually incurred by him, if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation and, with respect to any criminal action, had no reasonable cause to believe was unlawful, and, with respect to any legal action in the right of the corporation itself, if the court in which the legal action is brought (or the Delaware Court of Chancery) determines that despite the adjudication of liability, he is fairly and reasonably entitled to such indemnity as the court may deem proper. Section 7.5 of the Corporation's Bylaws provides that the Corporation shall indemnify its officers, directors, employees, fiduciaries and agents (and their heirs and legal representatives) to the full extent permitted by Delaware law.

ITEM 8. EXHIBITS

See Exhibit Index

ITEM 9. UNDERTAKINGS

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by section 10(a)(3) of the Securities Act of 1933; (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

Provided, however, that clauses (i) and (ii) of this section do not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 and each filing of the annual report of the Plan pursuant to Section 15(d) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hartford, and State of Connecticut, on this 24th day of December, 1996.

UNITED TECHNOLOGIES CORPORATION

By s\Stephen F. Page\
(Stephen F. Page, Executive Vice President
and Chief Financial Officer)

By s\Jay L. Haberland\
(Jay L. Haberland, Vice President-Controller)

Pursuant to the requirements of the Securities Act of 1933, the Registration Statement has been signed below by the following persons in the capacities indicated on this 24th day of December, 1996.

Signature	Title
ROBERT F. DANIELL* (Robert F. Daniell)	Chairman and Director
GEORGE DAVID * (George David)	President and Chief Executive Officer and Director
HOWARD H. BAKER, JR.* (Howard H. Baker, Jr.)	Director
ANTONIA HANDLER CHAYES* (Antonia Handler Chayes)	Director
ROBERT F. DEE* (Robert F. Dee)	Director
CHARLES W. DUNCAN, JR.* (Charles W. Duncan, Jr.)	Director
PEHR G. GYLLENHAMMAR* (Pehr G. Gyllenhammar)	Director

CHARLES R. LEE*

Director

(Charles R. Lee)

ROBERT H. MALOTT*
(Robert H. Malott) Director

FRANK P. POPOFF*
(Frank P. Popoff) Director

H. A. WAGNER*
(H. A. Wagner) Director

JACQUELINE G. WEXLER*
(Jacqueline G. Wexler) Director

* By s/William H. Trachsel/s
WILLIAM H. TRACHSEL, AS ATTORNEY-IN-FACT
FOR THE DIRECTORS AND OFFICERS AFTER
WHOSE NAMES APPEARS AN ASTERISK

Pursuant to the requirements of the Securities Act of 1933, the Pension Administration Committee of United Technologies Corporation has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hartford, State of Connecticut, on December 24, 1996.

UT AUTOMOTIVE SAVINGS PLAN FOR HOURLY
MANAGEMENT REPRESENTED EMPLOYEES

By s/Daniel P. O'Connell/s
Daniel P. O'Connell (Corporate Director,
Employee Benefits and Human Resource Systems)

EXHIBIT INDEX

		Page
5	--Opinion of Counsel as to the legality of the securities to be registered.	
24(a)	--Consent of Price Waterhouse, LLP.	
24(b)	--The consent of counsel is contained in Exhibit 5.	
25	--Powers of Attorney.	

December 24, 1996

The Board of Directors
United Technologies Corporation
United Technologies Building
One Financial Plaza
Hartford, CT 06101

Re: S-8 Registration Statement for the UT Automotive Savings Plan for
Hourly Management Represented Employees

Ladies and Gentlemen:

This opinion is furnished in connection with the proposed filing with the Securities and Exchange Commission on December 24, 1996 of a Registration Statement on Form S-8 under the Securities Act of 1933, as amended, in connection with the offering of 10,000 shares of Common Stock, par value \$5 per share (the "Shares") and participation interests (the "Units") to be issued under the Corporation's UT Automotive Savings Plan for Hourly Management Represented Employees (the "Plan").

I have acted as Counsel to the Corporation in connection with certain matters relating to the Plan. I am familiar with the Corporate proceedings relating thereto and have examined such documents and considered such matters of law as I have deemed necessary in giving this opinion.

It is my opinion that all Shares to be offered and sold pursuant to the Plan will be purchased by the Plan Trustee in the open market and do not constitute original issue Shares. It is my opinion that Units will be credited to the accounts of participants in accordance with the provisions of the Plan. The Plan will be timely filed with the Internal Revenue Service for a determination letter that the Plan constitutes a "tax qualified" Plan under the Internal Revenue Code and ERISA. I hereby consent to the filing of this opinion as an Exhibit to the aforementioned Registration Statement.

Very truly yours,

Richard M. Kaplan
Associate General Counsel

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 for the UT Automotive Savings Plan for Hourly Management Represented Employees of our report dated January 24, 1996, which appears on Page 28 of the 1995 Annual Report to Shareowners of United Technologies Corporation, which is incorporated by reference in United Technologies Corporation's Annual Report on Form 10-K for the year ended December 31, 1995. We also consent to the incorporation by reference of our report on the Financial Statement Schedule, which appears on page S-1 of such Annual Report on Form 10-K. We also consent to the references to us under the heading "Interests of Named Experts and Counsel" in the Form S-8.

Price Waterhouse LLP
Hartford, Connecticut
December 23, 1996

POWER OF ATTORNEY

The undersigned, CHARLES R. LEE constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the UT Automotive Savings Plan for Hourly, Management-Represented Employees as in effect on the date hereof and as it may be amended from time to time (the "Plan") and, specifically, in connection with the offer to Plan participants of the right to acquire shares of Common Stock under the Plan, and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Charles R. Lee/s
Charles R. Lee

Date: December 3, 1996

POWER OF ATTORNEY

The undersigned, ROBERT F. DEE constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the UT Automotive Savings Plan for Hourly, Management-Represented Employees as in effect on the date hereof and as it may be amended from time to time (the "Plan") and, specifically, in connection with the offer to Plan participants of the right to acquire shares of Common Stock under the Plan, and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Robert F. Dee/s
Robert F. Dee

Date: December 3, 1996

POWER OF ATTORNEY

The undersigned, PEHR G. GYLLENHAMMAR constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the UT Automotive Savings Plan for Hourly, Management-Represented Employees as in effect on the date hereof and as it may be amended from time to time (the "Plan") and, specifically, in connection with the offer to Plan participants of the right to acquire shares of Common Stock under the Plan, and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Pehr G. Gyllenhammar/s
Pehr G. Gyllenhammar

Date: December 3, 1996

POWER OF ATTORNEY

The undersigned, CHARLES W. DUNCAN, JR. constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the UT Automotive Savings Plan for Hourly, Management-Represented Employees as in effect on the date hereof and as it may be amended from time to time (the "Plan") and, specifically, in connection with the offer to Plan participants of the right to acquire shares of Common Stock under the Plan, and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Charles W. Duncan, Jr./s
Charles W. Duncan, Jr.

Date: December 3, 1996

POWER OF ATTORNEY

The undersigned, ROBERT F. DANIELL constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the UT Automotive Savings Plan for Hourly, Management-Represented Employees as in effect on the date hereof and as it may be amended from time to time (the "Plan") and, specifically, in connection with the offer to Plan participants of the right to acquire shares of Common Stock under the Plan, and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Robert F. Daniell/s
Robert F. Daniell

Date: December 3, 1996

POWER OF ATTORNEY

The undersigned, ANTONIA HANDLER CHAYES constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as her true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for her in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the UT Automotive Savings Plan for Hourly, Management-Represented Employees as in effect on the date hereof and as it may be amended from time to time (the "Plan") and, specifically, in connection with the offer to Plan participants of the right to acquire shares of Common Stock under the Plan, and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Antonia Handler Chayes/s
Antonia Handler Chayes

Date: December 3, 1996

POWER OF ATTORNEY

The undersigned, FRANK P. POPOFF constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the UT Automotive Savings Plan for Hourly, Management-Represented Employees as in effect on the date hereof and as it may be amended from time to time (the "Plan") and, specifically, in connection with the offer to Plan participants of the right to acquire shares of Common Stock under the Plan, and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Frank P. Popoff/s
Frank P. Popoff

Date: December 3, 1996

POWER OF ATTORNEY

The undersigned, HOWARD H. BAKER constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the UT Automotive Savings Plan for Hourly, Management-Represented Employees as in effect on the date hereof and as it may be amended from time to time (the "Plan") and, specifically, in connection with the offer to Plan participants of the right to acquire shares of Common Stock under the Plan, and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Howard H. Baker/s
Howard H. Baker

Date: December 3, 1996

POWER OF ATTORNEY

The undersigned, GEORGE DAVID constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the UT Automotive Savings Plan for Hourly, Management-Represented Employees as in effect on the date hereof and as it may be amended from time to time (the "Plan") and, specifically, in connection with the offer to Plan participants of the right to acquire shares of Common Stock under the Plan, and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/George David/s
George David

Date: December 3, 1996

POWER OF ATTORNEY

The undersigned, H. A. WAGNER constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the UT Automotive Savings Plan for Hourly, Management-Represented Employees as in effect on the date hereof and as it may be amended from time to time (the "Plan") and, specifically, in connection with the offer to Plan participants of the right to acquire shares of Common Stock under the Plan, and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/H. A. Wagner/s
H. A. Wagner

Date: December 3, 1996

POWER OF ATTORNEY

The undersigned, JACQUELINE G. WEXLER constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as her true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for her in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the UT Automotive Savings Plan for Hourly, Management-Represented Employees as in effect on the date hereof and as it may be amended from time to time (the "Plan") and, specifically, in connection with the offer to Plan participants of the right to acquire shares of Common Stock under the Plan, and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Jacqueline G. Wexler/s
Jacqueline G. Wexler

Date: December 3, 1996

POWER OF ATTORNEY

The undersigned, ROBERT H. MALOTT constitutes and appoints STEPHEN F. PAGE, IRVING B. YOSKOWITZ, WILLIAM H. TRACHSEL, and JAY L. HABERLAND, and each of them, as his true and lawful attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him in any and all capacities, to sign a Registration Statement under the Securities Act of 1933, as amended, with respect to the offer and sale of securities pursuant to the terms of the UT Automotive Savings Plan for Hourly, Management-Represented Employees as in effect on the date hereof and as it may be amended from time to time (the "Plan") and, specifically, in connection with the offer to Plan participants of the right to acquire shares of Common Stock under the Plan, and any related notices, consents to service or other documents or instruments, including all amendments thereto, and to file the same, and all other documents in connection therewith, with the Securities and Exchange Commission, and with any regulatory authority of any State that is responsible for the regulation of the offer and sale of securities, granting unto said attorneys-in-fact and agents, and each of them, full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming that which each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

s/Robert H. Malott/s
Robert H. Malott

Date: December 3, 1996

