UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. 3)*

BORG-WARNER AUTOMOTIVE, INC. (Name of Issuer)

Common Stock, par value \$.01 per share (Title Of Class of Securities)

099724106 (CUSIP Number)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUS:	IP NO. 099724106 13G
 1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
	Merrill Lynch & Co., Inc.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing (a) [] (b) []
3	SEC USE ONLY
4	Delaware
	5 SOLE VOTING POWER None
NU	JMBER OF

SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY 5,333,654 EACH REPORTING _____ PERSON WITH 7 SOLE DISPOSITIVE POWER None _____ 8 SHARED DISPOSITIVE POWER 5,333,654 _____ 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,333,654 _____ 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] _____ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 22.67% _____ 12 TYPE OF REPORTING PERSON* HC, CO _____ *SEE INSTRUCTION BEFORE FILLING OUT! - ------CUSIP NO. 099724106 13G _ _____ _____ NAME OF REPORTING PERSON 1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Merrill Lynch Group, Inc. _ _____ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* 2 Joint Filing (a) [] (b) [] . _____ SEC USE ONLY 3 _ _____ 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware _ _____ 5 SOLE VOTING POWER None SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED DY NUMBER OF -----OWNED BY 5,333,654 EACH REPORTING _____ 7 SOLE DISPOSITIVE POWER PERSON WITH None _____ SHARED DISPOSITIVE POWER 8 5,333,654

_____ 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] -----11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 22.67% - -----12 TYPE OF REPORTING PERSON* HC, CO _____ *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP NO. 099724106 13G -----NAME OF REPORTING PERSON 1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Merrill Lynch Capital Partners, Inc. _ _____ 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing (a) [] (b) [] _____ 3 SEC USE ONLY _____ CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware ------ -----5 SOLE VOTING POWER None NUMBER OF -----SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY 5,333,654 EACH REPORTING ------PERSON WITH 7 SOLE DISPOSITIVE POWER None _____ SHARED DISPOSITIVE POWER 8 5,333,654 _____ 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,333,654 _ _____ 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] _ _____ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 22.67% _____ 12 TYPE OF REPORTING PERSON*

5,333,654

_____ _____ *SEE INSTRUCTION BEFORE FILLING OUT! - ------CUSIP NO. 099724106 13G - ------_____ 1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Merrill Lynch LBO Partners No. II, L.P. _ _____ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* 2 Joint Filing (a) [] (b) [] _____ _____ 3 SEC USE ONLY _ _____ 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware _____ _____ 5 SOLE VOTING POWER None NUMBER OF -----SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY 5,333,654 EACH REPORTING _____ 7 SOLE DISPOSITIVE POWER PERSON WITH None -----8 SHARED DISPOSITIVE POWER 5,333,654 _____ 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,333,654 _ _____ 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] _____ _____ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 22.67% _____ 12 TYPE OF REPORTING PERSON* ΡN _____ *SEE INSTRUCTION BEFORE FILLING OUT! _____ CUSIP NO. 099724106 13G _____ _____ 1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Merrill Lynch Capital Appreciation Partnership No. VIII,

	L.P.									
2	CHECK THE Joint Fil	-								
		(a) [] (b) []								
 3	SEC USE ONLY									
 4	CITIZENSHIP OR PLACE OF ORGANIZATION									
	Delaware									
		5 SOLE VOTING POWER								
		None								
		6 SHARED VOTING POWER								
OWN	FICIALLY ED BY	5,333,654								
REP	ACH ORTING ON WITH	7 SOLE DISPOSITIVE POWER								
		None								
		8 SHARED DISPOSITIVE POWER								
		5, 333, 654								
9	AGGREGATE 5,333,654	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON								
10	CHECK BOX CERTAIN S									
		[]								
 11	PERCENT O	F CLASS REPRESENTED BY AMOUNT IN ROW 9								
	22.67%									
 12	TYPE OF R	EPORTING PERSON*								
	PN									
		*SEE INSTRUCTION BEFORE FILLING OUT!								
 CUSI	P NO. 0997									
1	NAME OF R	EPORTING PERSON .R.S. IDENTIFICATION NO. OF ABOVE PERSON								
	ML Offsho	re LBO Partners No. VIII								
 2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP*								
	Joint Fil	ing (a) [] (b) []								
3	SEC USE O									
4	CITIZENSH	IP OR PLACE OF ORGANIZATION								
	Cayman Is	lands								

	5	SOLE VOTING POWER
		7
	1	None
NUMBER OF		
SHARES BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		5,333,654
EACH		
REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER
i bitoott wittii	, ,	
	1	None
	8	SHARED DISPOSITIVE POWER
		E 222 (E4
		5,333,654
9 AGGREGATE	AMOUN	I BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,333,654		
		E AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN S		
	[]
11 PERCENT (F CLAS	S REPRESENTED BY AMOUNT IN ROW 9
22.67%		
22.070		
 12 TYPE OF F		
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PN		
	אמדים דו	NSTRUCTION BEFORE FILLING OUT!
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CUSIP NO. 0997	24106	13G
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CUSIP NO. 0997	24106	13G
CUSIP NO. 0997 	24106 	13G
CUSIP NO. 0997 1 NAME OF F S.S. OR 1	24106 EPORTII .R.S.	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON
CUSIP NO. 0997 	24106 EPORTII .R.S.	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON
CUSIP NO. 0997 1 NAME OF F S.S. OR D ML IBK PC	24106 EPORTIN .R.S.	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON s, Inc.
CUSIP NO. 0997 1 NAME OF F S.S. OR D ML IBK PC 2 CHECK THE	24106 EPORTII .R.S. sition:	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON s, Inc.
CUSIP NO. 0997 1 NAME OF F S.S. OR D ML IBK PC	24106 EPORTII .R.S. sition:	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON s, Inc.
CUSIP NO. 0997 1 NAME OF F S.S. OR D ML IBK PC 2 CHECK THE	24106 EPORTII .R.S. sition:	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON s, Inc. PRIATE BOX IF A MEMBER OF A GROUP*
CUSIP NO. 0997 1 NAME OF F S.S. OR D ML IBK PC 2 CHECK THE	24106 EPORTII .R.S. sition APPRO ing	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON s, Inc. PRIATE BOX IF A MEMBER OF A GROUP* (a) []
CUSIP NO. 0997 1 NAME OF F S.S. OR D ML IBK PC 2 CHECK THE	24106 EPORTII .R.S. sition APPRO ing	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON s, Inc. PRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []
CUSIP NO. 0997 1 NAME OF F S.S. OR D ML IBK PC 2 CHECK THE Joint Fil 3 SEC USE C	24106 EPORTIN Sition APPRO ing	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON 5, Inc. PRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []
CUSIP NO. 0997 1 NAME OF F S.S. OR D ML IBK PC 2 CHECK THE Joint Fil 3 SEC USE C	24106 EPORTIN Sition APPRO ing	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON s, Inc. PRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []
CUSIP NO. 0997 1 NAME OF F S.S. OR D ML IBK PC 2 CHECK THE Joint Fil 3 SEC USE C	24106 EPORTIN Sition APPRO ing	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON 5, Inc. PRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []
CUSIP NO. 0997 1 NAME OF F S.S. OR D ML IBK PC 2 CHECK THE Joint Fil 3 SEC USE C	24106 EPORTIN Sition APPRO ing	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON s, Inc. PRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []
CUSIP NO. 0997 1 NAME OF F S.S. OR J ML IBK PC 2 CHECK THE Joint Fil 3 SEC USE C 4 CITIZENSE	24106 EPORTIN Sition APPRO ing	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON s, Inc. PRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []
CUSIP NO. 0997 1 NAME OF F S.S. OR J ML IBK PC 2 CHECK THE Joint Fil 3 SEC USE C 4 CITIZENSE	24106 EPORTII R.S. sition APPRO ing	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON s, Inc. PRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] PLACE OF ORGANIZATION
CUSIP NO. 0997 1 NAME OF F S.S. OR J ML IBK PC 2 CHECK THE Joint Fil 3 SEC USE C 4 CITIZENSE	24106 EPORTIN .R.S. sition : APPRO ing NLY	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON 5, Inc. PRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] PLACE OF ORGANIZATION SOLE VOTING POWER
CUSIP NO. 0997 1 NAME OF F S.S. OR J ML IBK PC 2 CHECK THE Joint Fil 3 SEC USE C 4 CITIZENSE	24106 EPORTIN .R.S. sition : APPRO ing NLY	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON s, Inc. PRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] PLACE OF ORGANIZATION
CUSIP NO. 0997 1 NAME OF F S.S. OR J ML IBK PC 2 CHECK THE Joint Fil 3 SEC USE C 4 CITIZENSE Delaware 	24106 EPPORTII .R.S. sition APPRO ing NLY	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON s, Inc. PRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] PLACE OF ORGANIZATION SOLE VOTING POWER None
CUSIP NO. 0997 1 NAME OF F S.S. OR J ML IBK PC 2 CHECK THE Joint Fil 3 SEC USE C 4 CITIZENSE Delaware 	24106 EPPORTII .R.S. sition APPRO ing NLY	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON s, Inc. PRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] PLACE OF ORGANIZATION SOLE VOTING POWER None
CUSIP NO. 0997 1 NAME OF F S.S. OR J ML IBK PC 2 CHECK THE Joint Fil 3 SEC USE C 4 CITIZENSE Delaware 	24106 EPORTII R.S. sition: APPRO: ing NLY IIP OR 5 1 6	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON s, Inc. PRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] PLACE OF ORGANIZATION SOLE VOTING POWER None
CUSIP NO. 0997 	24106 EPORTII R.S. sition: APPRO: ing NLY IIP OR 5 1 6	I 13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON s, Inc. PRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] PLACE OF ORGANIZATION SOLE VOTING POWER None SHARED VOTING POWER 5,333,654
CUSIP NO. 0997 	24106 EPORTII R.S. sition: APPRO ing NLY IIP OR 5	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON s, Inc. PRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] PLACE OF ORGANIZATION SOLE VOTING POWER None SHARED VOTING POWER 5, 333, 654
CUSIP NO. 0997 	24106 EPORTII R.S. sition: APPRO ing NLY IIP OR 5	I 13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON s, Inc. PRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] PLACE OF ORGANIZATION SOLE VOTING POWER None SHARED VOTING POWER 5,333,654
CUSIP NO. 0997 	24106 	13G NG PERSON IDENTIFICATION NO. OF ABOVE PERSON s, Inc. PRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] PLACE OF ORGANIZATION SOLE VOTING POWER None SHARED VOTING POWER 5, 333, 654

8 SHARED DISPOSITIVE POWER

5,333,654

9	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	5,333,654	
10	CHECK BOX CERTAIN S	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES HARES* []
 11	PERCENT O	F CLASS REPRESENTED BY AMOUNT IN ROW 9
	22.67%	
12	TYPE OF R	EPORTING PERSON*
	CO	
		*SEE INSTRUCTION BEFORE FILLING OUT!
	P NO. 0997	24106 13G
	NAME OF R	EPORTING PERSON .R.S. IDENTIFICATION NO. OF ABOVE PERSON
	KECALP In	с.
 2	CHECK THE Joint Fil	APPROPRIATE BOX IF A MEMBER OF A GROUP*
	001110 111	(a) [] (b) []
3	SEC USE O	
4	CITIZENSH	IP OR PLACE OF ORGANIZATION
	Delaware	
		5 SOLE VOTING POWER
		None
	MBER OF HARES	6 SHARED VOTING POWER
OWN	FICIALLY ED BY ACH	5,333,654
	ORTING ON WITH	7 SOLE DISPOSITIVE POWER
		None
		8 SHARED DISPOSITIVE POWER
		5, 333, 654
		5,555,054
9	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	5,333,654	
10	CHECK BOX CERTAIN S	[]
 11	PERCENT O	F CLASS REPRESENTED BY AMOUNT IN ROW 9

22.67%

	СО	
	*SEE INSTRUCTION BEFORE FILLING OUT!	
 cusi	IP NO. 099724106 13G	
	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Merrill Lynch KECALP L.P. 1986	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing	
	(a) [] (b) []	
 3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	5 SOLE VOTING POWER	·
	None	
S BENE OWN	JMBER OF SHARES 6 SHARED VOTING POWER EFICIALLY NED BY 5,333,654 EACH	
REE	PORTING SON WITH 7 SOLE DISPOSITIVE POWER	
	None	
	8 SHARED DISPOSITIVE POWER	
	5,333,654	
 9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING E	PERSO
	5,333,654	
 10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []	
 11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	22.67%	
 12	TYPE OF REPORTING PERSON*	
	PN *SEE INSTRUCTION BEFORE FILLING OUT!	
 CUSI	IP NO. 099724106 13G	

NAME OF REPORTING PERSON 1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Merrill Lynch KECALP L.P. 1987 _____ 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing (a) [] (b) [] -----3 SEC USE ONLY _____ CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware - -----5 SOLE VOTING POWER None NUMBER OF ------SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY 5,333,654 EACH REPORTING -----PERSON WITH 7 SOLE DISPOSITIVE POWER None _____ 8 SHARED DISPOSITIVE POWER 5,333,654 _____ 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,333,654 - -----CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES* [] _____ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 22.67% _____ 12 TYPE OF REPORTING PERSON* ΡN *SEE INSTRUCTION BEFORE FILLING OUT! -----CUSIP NO. 099724106 13G ------------NAME OF REPORTING PERSON 1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Merrill Lynch MBP Inc. _ _____ 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing (a) [] (b) [] _____ _____ 3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

Delaware	
	5 SOLE VOTING POWER
	None
NUMBER OF	
SHARES BENEFICIALLY	6 SHARED VOTING POWER
OWNED BY EACH	5,333,654
REPORTING PERSON WITH	7 SOLE DISPOSITIVE POWER
	None
	8 SHARED DISPOSITIVE POWER
	5,333,654
9 AGGREGATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,333,65	
	·
	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERIAIN .	[]
	ALL OF A CO. DEDDECTIONED DV. ANOLNEE IN DOM A
	OF CLASS REPRESENTED BY AMOUNT IN ROW 9
22.67%	
12 TYPE OF 1	REPORTING PERSON*
CO	
CO CUSIP NO. 099'	REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT!
CO CUSIP NO. 099	REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! 724106 13G
CO CUSIP NO. 099 L 1 NAME OF 1	*SEE INSTRUCTION BEFORE FILLING OUT! 724106 13G
CO CUSIP NO. 099 1 NAME OF 1 S.S. OR	REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! 724106 13G REPORTING PERSON
CO CUSIP NO. 099 NAME OF 1 S.S. OR Merchant 2 CHECK THI	REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! 724106 13G REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Banking L.P. I E APPROPRIATE BOX IF A MEMBER OF A GROUP*
CO CUSIP NO. 099 NAME OF 1 S.S. OR Merchant	REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! 724106 13G 724106 13G REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Banking L.P. I E APPROPRIATE BOX IF A MEMBER OF A GROUP* ling
CO CUSIP NO. 099 NAME OF 1 S.S. OR Merchant 2 CHECK THI	REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! 724106 13G REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Banking L.P. I E APPROPRIATE BOX IF A MEMBER OF A GROUP*
CO CUSIP NO. 099 NAME OF I S.S. OR Merchant CHECK THI Joint Fi	REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! 724106 13G 724106 13G REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Banking L.P. I E APPROPRIATE BOX IF A MEMBER OF A GROUP* ling (a) [] (b) []
CO CUSIP NO. 099 NAME OF 1 S.S. OR Merchant CHECK THI Joint Fi.	REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! 724106 13G 724106 13G REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Banking L.P. I E APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [] ONLY
CO CUSIP NO. 099 NAME OF 1 S.S. OR Merchant CHECK THI Joint Fi 3 SEC USE 0	REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! 724106 13G 724106 13G REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Banking L.P. I E APPROPRIATE BOX IF A MEMBER OF A GROUP* ling (a) [] (b) []
CO CUSIP NO. 099 NAME OF 1 S.S. OR Merchant CHECK THI Joint Fi 3 SEC USE 0	REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! 724106 13G 724106 13G REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Banking L.P. I E APPROPRIATE BOX IF A MEMBER OF A GROUP* ling (a) [] (b) [] ONLY
CO CUSIP NO. 0997 NAME OF I S.S. OR Merchant CHECK THI Joint Fi 3 SEC USE 0 4 CITIZENSI Delaware	REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! 724106 13G 724106 13G REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Banking L.P. I E APPROPRIATE BOX IF A MEMBER OF A GROUP* ling (a) [] (b) [] DNLY HIP OR PLACE OF ORGANIZATION
CO CUSIP NO. 0997 NAME OF I S.S. OR Merchant CHECK THI Joint Fi 3 SEC USE 0 4 CITIZENSI Delaware	*SEE INSTRUCTION BEFORE FILLING OUT! *SEE INSTRUCTION BEFORE FILLING OUT! 724106 13G 724106 13G REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Banking L.P. I E APPROPRIATE BOX IF A MEMBER OF A GROUP* ing (a) [] (b) [] ONLY HIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER
CO CUSIP NO. 0997 NAME OF I S.S. OR Merchant CHECK THI Joint Fi 3 SEC USE O CITIZENSI Delaware	REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! 724106 13G 7241000000000000000000000000000000000000
CO CUSIP NO. 099 NAME OF I S.S. OR Merchant CHECK THI Joint Fi CHECK THI Joint Fi CHECK THI Delaware	REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! 724106 13G 724106 13G 724106 13G REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Banking L.P. I E APPROPRIATE BOX IF A MEMBER OF A GROUP* ling (a) [] (b) [] ONLY I (b) [] S SOLE VOTING POWER None G SHARED VOTING POWER
CO CUSIP NO. 099 NAME OF I S.S. OR Merchant CHECK THI Joint Fi SEC USE CHECK THI Delaware	REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! 724106 13G 724106 13G 724106 13G REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Banking L.P. I E APPROPRIATE BOX IF A MEMBER OF A GROUP* ling (a) [] (b) [] ONLY I (b) [] S SOLE VOTING POWER None G SHARED VOTING POWER
CO CUSIP NO. 0997 NAME OF I S.S. OR Merchant CHECK THI Joint Fi CHECK THI Joint Fi CHECK THI Delaware CITIZENSI Delaware	REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! T24106 13G T24106 13G T24106 13G T24106 13G T24106 13G TABLE TABLE TO THE TABL

None -----8 SHARED DISPOSITIVE POWER 5,333,654 _____ 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,333,654 _ _____ 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] - -----11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 22.67% - -----12 TYPE OF REPORTING PERSON* ΡN _____ *SEE INSTRUCTION BEFORE FILLING OUT! - ------CUSIP NO. 099724106 13G _____ _ _____ 1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON ML Employees LBO Managers, Inc. _ _____ 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing (a) [] (b) [] _____ 3 SEC USE ONLY _ _____ 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 SOLE VOTING POWER None NUMBER OF -----SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY 5,333,654 EACH REPORTING -----PERSON WITH 7 SOLE DISPOSITIVE POWER None _____ 8 SHARED DISPOSITIVE POWER 5,333,654 _____ 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,333,654

CERTAIN SHARES* [] _____ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 22.67% -----12 TYPE OF REPORTING PERSON* CO _____ *SEE INSTRUCTION BEFORE FILLING OUT! - ------CUSIP NO. 099724106 13G -----_____ NAME OF REPORTING PERSON 1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON ML Employees LBO Partnership No. I, L.P. _____ 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing (a) [] (b) [] _____ 3 SEC USE ONLY _____ CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware _ _____ SOLE VOTING POWER 5 None NUMBER OF -----6 SHARED VOTING POWER SHARES BENEFICIALLY OWNED BY 5,333,654 EACH REPORTING _____ PERSON WITH 7 SOLE DISPOSITIVE POWER None -----8 SHARED DISPOSITIVE POWER 5,333,654 _____ 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,333,654 _____ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES* [] _____ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 22.67% _____ 12 TYPE OF REPORTING PERSON* ΡN _____ *SEE INSTRUCTION BEFORE FILLING OUT!

NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON ML Leasing Equipment Corp. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing (a) [] (b) []
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON ML Leasing Equipment Corp. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing (a) []
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing (a) []
Joint Filing (a) []
(a) []
3 SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
5 SOLE VOTING POWER
None
NUMBER OF
SHARES 6 SHARED VOTING POWER BENEFICIALLY
OWNED BY 5,333,654 EACH
REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER
None
8 SHARED DISPOSITIVE POWER
5, 333, 654
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PER
5,333,654
LO CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []
1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
22.67%
L2 TYPE OF REPORTING PERSON*
со
*SEE INSTRUCTION BEFORE FILLING OUT!
CUSIP NO. 099724106 13G
1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
ML Venture Capital, Inc.
in voncare ouprear, inc.

Joint 1	Fil	ing
---------	-----	-----

	Joint Fil:	ing	
			(a) [] (b) []
3	SEC USE OI	NLY	
4		IP OR	PLACE OF ORGANIZATION
	Delaware		
		5	SOLE VOTING POWER
			None
NUMBER OF SHARES BENEFICIALLY OWNED BY		6	SHARED VOTING POWER 5,333,654
REPO	ACH DRTING		
PERSON WITH		/	SOLE DISPOSITIVE POWER None
		8	SHARED DISPOSITIVE POWER
			5,333,654
9	AGGREGATE	AMOUI	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	5,333,654		

10	CHECK	BOX	ΙF	THE	AGGREGATE	AMOUNT	IN	ROW	(9)	EXCLUDES	
	CERTAI	EN SH	IARE	ES*							
				[]]						

11	PERCENT	OF	CLASS	REPRESENTED	ΒҮ	AMOUNT	IN	ROW	9

22.67%

12	TYPE	OF	REPORTING	PERSON*

СО

*SEE	INSTRUCTION	BEFORE	FILLING	OUT !

13G -----

-----NAME OF REPORTING PERSON 1 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MLVP II Co., L.P.

_ _____ 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing

(a)	[]	
(b)	[]	

3 SEC USE ONLY

_ _____ 4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

_ _____ 5 SOLE VOTING POWER

			None
	UMBER OF		
BEN	SHARES EFICIALLY	0	SHARED VOTING POWER
1	NED BY EACH PORTING		5,333,654
		7	SOLE DISPOSITIVE POWER
			None
		8	SHARED DISPOSITIVE POWER
			5,333,654
9			UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	5,333,654	ł	
10	CHECK BOX CERTAIN S		THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES S* []
 11	PERCENT (DE CL	ASS REPRESENTED BY AMOUNT IN ROW 9
	22.67%	,1 01	
12	TYPE OF F	REPOR'	TING PERSON*
	PN		
 1 2	S.S. OR D	R.S Re Par E APPI	TING PERSON . IDENTIFICATION NO. OF ABOVE PERSON rtners II, L.P. ROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []
3			
_	SEC USE (
 4			R PLACE OF ORGANIZATION
4			
 4	CITIZENSH Delaware	HIP O	
· 4	CITIZENSF Delaware	HIP O	R PLACE OF ORGANIZATION
 N	CITIZENSH Delaware	HIP O	R PLACE OF ORGANIZATION SOLE VOTING POWER None
 NI BENI	CITIZENSH Delaware UMBER OF SHARES EFICIALLY	HIP O	R PLACE OF ORGANIZATION SOLE VOTING POWER None SHARED VOTING POWER
 BENI OWI	CITIZENSH Delaware UMBER OF SHARES EFICIALLY NED BY EACH	HIP 01	R PLACE OF ORGANIZATION SOLE VOTING POWER None SHARED VOTING POWER 5,333,654
 BENI OWI I RE:	CITIZENSH Delaware UMBER OF SHARES EFICIALLY NED BY EACH PORTING	HIP 01	R PLACE OF ORGANIZATION SOLE VOTING POWER None SHARED VOTING POWER
 BENI OWI I RE:	CITIZENSH Delaware UMBER OF SHARES EFICIALLY NED BY EACH PORTING	HIP 01	R PLACE OF ORGANIZATION SOLE VOTING POWER None SHARED VOTING POWER 5,333,654
 BENI OWI I RE:	CITIZENSH Delaware UMBER OF SHARES EFICIALLY NED BY EACH PORTING	HIP 01	R PLACE OF ORGANIZATION SOLE VOTING POWER None SHARED VOTING POWER 5,333,654 SOLE DISPOSITIVE POWER

 9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	5,333,654
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []
 11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	22.67%
12	TYPE OF REPORTING PERSON*
	PN
	*SEE INSTRUCTION BEFORE FILLING OUT!
	SCHEDULE 13G
Item	1 (a) Name of Issuer:
	Borg-Warner Automotive, Inc.
	(b) Address of Issuer's Principal Executive ces:
	200 South Michigan Avenue Chicago, IL 60604
Item	2 (a) Names of Persons Filing:
	<pre>Merrill Lynch & Co., Inc. Merrill Lynch Group, Inc. Merrill Lynch Capital Partners, Inc. Merrill Lynch LBO Partners No. II, L.P. Merrill Lynch Capital Appreciation Partnership No. VIII, ML Offshore LBO Partnership No. VIII ML IBK Positions, Inc. KECALP Inc. Merrill Lynch KECALP L.P. 1986 Merrill Lynch KECALP L.P. 1987 Merrill Lynch KECALP L.P. 1987 Merrill Lynch MBP Inc. Merchant Banking L.P. No. I ML Employees LBO Managers, Inc. ML Employees LBO Partnership No. I, L.P. ML Leasing Equipment Corp. Merrill Lynch Venture Capital, Inc. MLVP II Co., L.P. ML Venture Partners II, L.P.</pre>
Item	2 (b) Address of Principal Business Office, or, if none, Residence:
	<pre>Merrill Lynch & Co., Inc. Merrill Lynch Group, Inc. ML IBK Positions, Inc. 250 Vesey Street World Financial Center, North Tower New York, New York 10281 Merrill Lynch Capital Partners, Inc. Merrill Lynch LBO Partners No. II, L.P. Merrill Lynch Capital Appreciation Partnership No. VIII, L.P. KECALP Inc. Merrill Lynch KECALP L.P. 1986 Merrill Lynch KECALP L.P. 1987</pre>
	Merrill Lynch MBP Inc. Merchant Banking L.P. No. I ML Employees LBO Managers, Inc. ML Employees LBO Partnership No. I. L.P.

	ML Leasing Equipment Corp. ML Venture Capital, Inc. MLVP II Co., L.P. ML Venture Partners II, L.P. 225 Liberty Street New York, NY 10080
	ML Offshore LBO Partnership No. B-II, L.P. P.O. Box 25, Roseneath The Grange, St. Peter Port Guernsey, Channel Islands
Item 2 (c)	Citizenship: Delaware, except ML Offshore LBO Partners No.
	VIII, which is a Cayman Islands partnership.
Item 2 (d)	Title of Class of Securities:
	Common Stock, par value \$.01 per share
Item 2 (e)	CUSIP Number 099724106
Item 3	If this statement is filed pursuant to Rules 13d-1
	<pre>(b), or 13d-2(b), check whether the person filing is a </pre>
	(a) [] Broker or Dealer registered under Section 16 of the Act
	<pre>(b) [] Bank as defined in section 3(a)(6) of the Act</pre>
	<pre>(c) [] Insurance Company as defined in section 3(a)(19) of the Act</pre>
	(d) [] Investment Company registered under section 8 of the Investment Company Act
	(e) [] Investment Adviser registered under section 203 of the Investment Advisers Act of 1940
	 (f) [] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Sec. 240.13d- 1(b)(1)(ii)(F)
	<pre>(g) [] Parent Holding Company, in accordance with Sec. 240.13d-1(b)(ii)(G) (Note: See Item 7)</pre>
	(h) [] Group, in accordance with Sec. 240.13d- 1(b)(1)(ii)(H)
Item 4	Ownership

(a) Amount Beneficially Owned:

See Item 9 of Cover Pages. Pursuant to Section 240.13d-4, Merrill Lynch & Co.,Inc., Merrill Lynch Group, Inc., Merrill Lynch Capital Partners, Inc., Merrill Lynch LBO Partners No. II, L.P., KECALP Inc., Merrill Lynch MBP Inc., ML Employees Managers, Inc., ML Leasng Equipment Corp., Merrill Lynch Venture Capital, Inc., MLVP II Co, L.P. (the "Reporting Companies") disclaim beneficial ownership of the securities of Borg-Warner Automotive, Inc. referred to herein, and the filing of this Schedule 13G shall not be construed as an admission that the Reporting Companies are, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934 (the "Act"), the beneficial owner of any securities of Borg-Warner Automotive, Inc. covered by this statement.

b) Percent of Class:

See Item 11 of Cover Pages

(c) Number of shares as to which such person has:

sole power to vote or to direct the vote: See Item 5 of Cover Pages (ii) shared power to vote or to direct the vote: See Item 6 of Cover Pages (iii) sole power to dispose or to direct the disposition of: See Item 7 of Cover Pages (iv) shared power to dispose or to direct disposition of: See Item 8 of Cover Pages Item 5 Ownership Five Percent or Less of a Class. ------Not applicable Item 6 Ownership of More than Five Percent on Behalf of _____ Another Person. _____

(i)

Certain wholly-owned subsidiaries of Merrill Lynch & Co., Inc., and Merrill Lynch Group, Inc., either directly or as general partner of various limited partnerships have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the class of securities reported herein. See Exhibit A.

Item 7	Identification and Classification of the Subsidiary
	Which Acquired the Security Being Reported on by the
	Parent Holding Company.

See Exhibit A

Item 8 Identification and Classification of Members of the Group. _____

See Exhibit B

Item 9

Notice of Dissolution of Group. -----

Not Applicable

Certification. Item 10 _____

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature.

_ ____

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

> MERRILL LYNCH & CO., INC. MERRILL LYNCH GROUP, INC. ML IBK POSITIONS, INC. KECALP INC.

	MERRILL LYNCH MBP INC.
Date: February 12, 1997	By: /s/ Marcia L. Tu
	Marcia L. Tu Attorney-in-Fact*
	MERRILL LYNCH CAPITAL PARTNERS, INC.
Date: February 12, 1997	By: /s/ Marcia L. Tu Marcia L. Tu
	Vice President & Secretary
	MERRILL LYNCH LBO PARTNERS NO II, L.P. By: Merrill Lynch Capital
	Partners, Inc. its general partner
Date: February 12, 1997	By: /s/ Marcia L. Tu
	Marcia L. Tu Vice President & Secretary
	MERRILL LYNCH CAPITAL APPRECIATION PARTNERSHIP NO. VIII, L.P.
	By: Merrill Lynch LBO Partners No. II, its general partner
	By: Merrill Lynch Capital Partners, Inc., its general partner
Date: February 12, 1997	By: /s/ Marcia L. Tu
	Marcia L. Tu Vice President & Secretary
	ML OFFSHORE LBO PARTNERS NO.
	VIII By: Merrill Lynch LBO Partners No. II, its investment general
	partner By: Merrill Lynch Capital Partners, Inc., its general partner
Date: February 12, 1997	By: /s/ Marcia L. Tu
	Marcia L. Tu Vice President & Secretary
	MERCHANT BANKING L.P. No. I By: Merrill Lynch MBP, Inc. its general partner
Date: February 12, 1997	By: /s/ Marcia L. Tu
	Marcia L. Tu Attorney-in-Fact*
	MERRILL LYNCH KECALP L.P. 1986 By: KECALP Inc., its general partner
Date: February 12, 1997	By: /s/ Marcia L. Tu
	Marcia L. Tu Attorney-in-Fact*

					ILL LYNCH KECALP L.P. 1987 KECALP Inc., its general partner
Date:	February	12,	1997	Ву:	/s/ Marcia L. Tu Marcia L. Tu Attorney-in-Fact*
				ML E	MPLOYEES LBO MANAGERS,INC.
Date:	February	12,	1997	By:	/s/ Marcia L. Tu
					Marcia L.Tu Attorney-in-Fact*
				NO. By:	MPLOYEES LBO PARTNERSHIP I, L.P. ML Employees LBO gers, Inc. its general partner
Date:	February	12,	1997	By:	/s/ Marcia L. Tu
					Marcia L. Tu Attorney-in-Fact*
				ML I	EASING EQUIPMENT CORP.
Date:	February	12,	1997	By:	/s/ James Rossi
					James Rossi Attorney-in-Fact*
				MERR INC.	ILL LYNCH VENTURE CAPITAL,
Date:	February	12,	1997	By:	/s/ Robert F. Aufenanger
					Robert F. Aufenanger Executive Vice President
				By:	II CO., L.P. Merrill Lynch Venture tal, Inc. its general partner
Date:	February	12,	1997	By:	/s/ Robert F. Aufenanger
					Robert F. Aufenanger Executive Vice President
				ву: ву:	ENTURE PARTNERS II, L.P. MLVP II Co., L.P. its general partner Merrill Lynch Venture tal, Inc. its general partner
Date:	February	12,	1997	By:	/s/ Robert F. Aufenanger
					Robert F. Aufenanger

* See Powers of Attorney attached.

Two of the persons filing this report, Merrill Lynch & Co., Inc., a Delaware corporation with its principal place of business at World Financial Center, North Tower, 250 Vesey Street, New York, New York ("ML&Co."), and Merrill Lynch Group, Inc., a Delaware corporation with its principal place of business at World Financial Center, North Tower, 250 Vesey Street, New York, New York ("ML Group"), are parent holding companies pursuant to Rule 13d-1(b)(1)(ii)(G). Pursuant to the instructions in Item 7 of Schedule 13G, the relevant subsidiaries of ML&Co. are ML Group, Merrill Lynch Capital Partners, Inc. ("MLCP"), KECALP Inc. ("KECALP"), Merrill Lynch MBP Inc. ("MLMBP"), ML IBK Positions, Inc. ("MLIBK"), ML Employees LBO Managers, Inc.("LBO"), ML Leasing Equipment Corp.("Leasing") and Merrill Lynch Venture Capital, Inc.("Venture"). The relevant subsidiaries of ML Group are MLCP, KECALP, MLMBP, MLIBK, LBO, Leasing and Venture.

ML Group, a wholly-owned direct subsidiary of ML&Co. may be deemed to be the beneficial owner of 22.67% of the securities of Borg-Warner Automotive, Inc. (the "Securities") by virtue of its control of its wholly-owned subsidiaries MLCP, KECALP, MLMBP, MLIBK, LBO, Leasing and Venture.

MLCP, a Delaware corporation, may be deemed to be the beneficial owner of 15.74% Securities by virtue of (i) its whollyowned subsidiary LBO, which is the general partner of ML Employees LBO Partnership No. I, L.P. and (ii) its being the general partner of a limited partnership, Merrill Lynch LBO Partners No. II, L.P., that acts as general partner of Merrill Lynch Capital Appreciation Partnership No. VIII, which is the record owner of 15.00% of the Securities, and ML Offshore LBO Partners No. VIII, which is the record owner of .34% of the Securities.

KECALP and MLMBP are wholly-owned subsidiaries of ML Group and each act as general partners of limited partnerships that are record owners of the Securities. No one limited partnership is the record holder of more than 5% of the Securities.

MLIBK, a wholly-owned subsidiary of ML Group, is the record owner of less than 5% of the Securities.

Leasing is a wholly-owned subsidiary of ML Group and may be deemed to be the beneficial owner of less than 5% of the Securities by virtue of is wholly-owned subsidiary, Venture, which is the general partner of MLVP II Co., L.P., which is the general partner of ML Venture Partners II, L.P., the record owner of less than 5% of the Securities.

Those partnerships that are the record owners of the Securities and MLIBK may be deemed to be members of a group and therefore may be deemed to beneficially own all the Securities held by the group. In addition, the general partners and the parent corporations may be deemed to beneficially own all of the shares deemed beneficially owned by members of the group. Each entity disclaims beneficial ownership of the Securities not held of record by it.

EXHIBIT B

The following entities may be deemed to be members of a group. All of such entities disclaim membership in such group, except Merrill Lynch Capital Appreciation Partnership No. VIII, L.P. and ML Offshore LBO Partners No. VIII. See Exhibit A.

Merrill Lynch Capital Appreciation Partnership No. VIII, L.P. ML Offshore LBO Partnership No. VIII, L.P. ML IBK Positions, Inc. Merrill Lynch KECALP L.P. 1986 Merrill Lynch KECALP L.P. 1987 Merchant Banking L.P. No. I ML Employees LBO Partnership No. I, L.P. ML Venture Partners II, L.P.

EXHIBIT C

POWER OF ATTORNEY

TO PREPARE AND EXECUTE DOCUMENTS PURSUANT TO SECTIONS 13 AND 16 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND RULES THEREUNDER, BY AND ON BEHALF OF

MERRILL LYNCH & CO., INC.

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints MARCIA L. TU its true and lawfully attorney-in-fact to:

(1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to Merrill Lynch & Co., Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneyin-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of November 1994.

MERRILL LYNCH & CO., INC.

By /s/Barry S.Friedberg

Barry S. Friedberg Executive VicePresident

POWER OF ATTORNEY

TO PREPARE AND EXECUTE DOCUMENTS PURSUANT TO SECTIONS 13 AND 16 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND RULES THEREUNDER, BY AND ON BEHALF OF

MERRILL LYNCH GROUP, INC.

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints MARCIA L. TU its true and lawful attorney-in-fact to:

(1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to Merrill Lynch Group, Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in- fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneyin-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of December 1994.

MERRILL LYNCH GROUP, INC.

By: /s/Rosemary T. Berkery Rosemary T. Berkery Vice President

POWER OF ATTORNEY

TO PREPARE AND EXECUTE DOCUMENTS PURSUANT TO SECTIONS 13 AND 16 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND RULES THEREUNDER, BY AND ON BEHALF OF

ML IBK POSITIONS, INC.

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints MARCIA L. TU its true and lawfully attorney-in-fact to:

(1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to ML IBK Positions, Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneyin-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of November 1994.

ML IBK POSITIONS, INC.

By: /s/James V. Caruso

James V. Caruso Vice President

POWER OF ATTORNEY

TO PREPARE AND EXECUTE DOCUMENTS PURSUANT TO SECTIONS 13 AND 16 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND RULES THEREUNDER, BY AND ON BEHALF OF

KECALP INC.

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints MARCIA L. TU its true and lawfully attorney-in-fact to:

(1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to KECALP Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneyin-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of November 1994.

KECALP INC.

By: /s/James V. Caruso James V. Caruso Vice President

POWER OF ATTORNEY TO PREPARE AND EXECUTE DOCUMENTS PURSUANT TO SECTIONS 13 AND 16 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND RULES THEREUNDER, BY AND ON BEHALF OF

MERRILL LYNCH MBP INC.

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints MARCIA L. TU its true and lawfully attorney-in-fact to:

(1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to Merrill Lynch MBP Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneyin-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of November 1994.

MERRILL LYNCH MBP INC.

By: /s/ James V. Caruso James V. Caruso Vice President

POWER OF ATTORNEY TO PREPARE AND EXECUTE DOCUMENTS PURSUANT TO SECTIONS 13 AND 16 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND RULES THEREUNDER, BY AND ON BEHALF OF

ML EMPLOYEES LBO MANAGERS, INC.

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints MARCIA L. TU its true and lawfully attorney-in-fact to:

(1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to ML Employees LBO Managers, Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder(collectively, the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneyin-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of November 1994.

ML EMPLOYEES LBO MANAGERS, INC.

By: /s/James V. Caruso James V. Caruso Vice President

POWER OF ATTORNEY To Prepare and Execute Documents Pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as Amended, and Rules Thereunder, by and on Behalf of

ML Leasing Equipment Corp.

Know all by these presents, that the undersigned hereby constitutes and appoints James Rossi its true and lawfully attorney-in-fact to:

(1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to ML Leasing Equipment Corp.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneyin-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of January 1997.

ML Leasing Equipment Corp.

By: /s/Robert L. Marcotte Robert L. Marcotte Senior Vice President