PLAINTIFF'S EXHIBIT
BW-43

THE ECHLIN MANUFACTURING CO.

175 NORTH BRANFORD ROAD · BRANFORD · CONNECTICUT 06405

DAVID H SPILLER
VICE PRESIDENT
SECRETARY & GENERAL COUNSEL

June 4, 1981

Securities & Exchange
Commission
500 North Capitol Street
Washington, D.C. 20549

Gentlemen:

We have filed as of today a revised preliminary proxy statement in connection with the meeting of stockholders of The Echlin Manufacturing Company to be held on July 7, 1981.

In our transmittal letter we had indicated that we were enclosing a copy of a letter from Peat, Marwick, Mitchell & Co., certified public accountants for Borg-Warner Corporation, giving justification for our request for relief under Rule 4950. Unfortunately, the Peat, Marwick, Mitchell & Co. letter was not included in our filing.

We are, therefore, submitting that letter to be attached to our letter request for relief under Rule 4950. We hope that this will be a satisfactory procedure.

Very truly yours,

David H Spiller

DHS:dc
Enclosure

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Peat, Marwick, Mitchell & Co.

Certified Public Accountants

Peat Marwick Plaza
303 East Wacker Drive
Chicago, Illinois 60601
(312) 938-1000

May 28, 1981

Mr. Robert F. Tobey,
Manager Special Projects
The Echlin Manufacturing Company
175 North Branford Road
Branford, Connecticut 06405

Dear Mr. Tobey:

Audits of the financial statements of the Automotive Aftermarket Operations of Borg-Warner Corporation for periods prior to January 1, 1980 have not been undertaken at this time. We have, however, considered the problems which would exist if such audits were requested. You have sought information relating to your request for exemption from the requirements of Regulation 14A under the Securities Exchange Act of 1934 to the extent they would require certified financial statements for the Automotive Aftermarket Operations of Borg-Warner Corporation for years ended prior to January 1, 1980.

At this time there can be no assurance that sufficient records exist for each of the units comprising the Automotive Aftermarket Operations to permit the completion of the auditing procedures required under Generally Accepted Auditing Standards. The following paragraphs describe the major reasons why there can be no such assurance.

Background

The Automotive Aftermarket Operations consist of five operating divisions of Borg-Warner Corporation. These units have been subjected to audit coverage as five individual parts of Borg-Warner Corporation by Peat, Marwick, Mitchell & Co. on a rotational basis. Due to the materiality of the operations to Borg-Warner Corporation, only very limited scope audit examinations had been conducted during 1978 and 1979.

Physical Inventory Observations

Peat, Marwick, Mitchell & Co. has not observed the physical inventory taking at any of the five units which comprise the Automotive Aftermarket Operations for any period prior to 1980 with the exception of one interim observation at one division during 1979.

Detailed Inventory Records

Detailed Inventory Records do not exist at four of the five units of the Automotive Aftermarket Operations for years prior to 1980. While records could possibly be recreated through review of customer order files, invoice records, etc., such an effort would be difficult and cumbersome. Furthermore, the completeness of records so developed would be extremely difficult to verify.

Inventory Cost Systems

During the subject period, two of the five units underwent inventory cost system conversions. The Ottawa operation changed from a manual average cost system to an automated standard cost system during 1978. Prior to October, 1979, no inventory costing system existed at the Ballwin/Washington unit. Verification of inventory values, and therefore the results of operations of these units would be impracticable for periods prior to these conversions.

Conclusion

The factors described above represent the major uncertainties as to the feasability of successfully completing an audit of the financial statements of the Automotive Aftermarket Operations for the periods in question. Essentially, since physical inventories were not observed, the verification of inventory levels and cut-offs would have to be accomplished via alternative methods, such as the testing of a roll-back through detailed accounting records. As has been discussed above, these records would have to be recreated from other sources to permit such testing. These factors, together with certain other less significant matters that we have discussed, suggest certification of the financial statements of the Automotive Aftermarket Operations of Borg-Warner-Corporation for years ending prior to January 1, 1980 would be impracticable.

We would be pleased to clarify any of these points for you or explain further the rationale behind our conclusions.

Very truly yours,

PEAT, MARWICK, MITCHELL & CO.

Michael E. Lavin

Michael E. Lavin, Partner

MEL:cmm

Exhibit D

Leased Real Properties

(1) Franklin Park Warehouse and Adjacent Vacant Property

Parcel A, B, and C (as more fully described at page 3 of the lease) located in the County of Cook, State of Illinois commonly known as 11045 Gage Avenue, Franklin Park, Illinois.

Lessor: Stephen J. Nardi, as agent for Tri-State Industrial Park

Annual Net Rent: One Hundred Forty-Six Thousand One Hundred Nine Dollars and Fifty-Three Cents ($146,109.53), payable in equal monthly installments in advance on or before the first day of each calendar month.

Terms: The lease expires on March 31, 1991. It may be extended at lessees written request for a period of 5 years, at a rental payment to be agreed upon by the parties. Lessee has the right of first refusal pursuant to paragraph three of Lease. Supplement No. 1 executed by the parties on January 5, 1971.

(2) Elkridge, Maryland Distribution Center

That portion of the building located on Parcels E and F of Block D, Route One Hundred Business Park, Howard County, Maryland, as detailed in the plat attached to the lease as Exhibit A.

Lessor: Elkridge Development Company, Inc.

Monthly Installment on Annual Rent: Eleven Thousand One Hundred and Sixty-One Dollars and Sixty Seven Cents ($11,161.67).

Terms: The lease expires August 31, 1987. The tenant has the right to renew the lease for an additional five (5) year term running to August 31, 1992 at an annual rent of $148,420.00, payable in equal monthly installments or Twelve Thousand Three Hundred Sixty Eight Dollars and Thirty Four Cents ($12,368.34). The tenant has the further right to renew the lease for an additional 5 year term to run till August 31, 1997 at an annual rent of ($162,900.00), payable in equal monthly installments of Thirteen Thousand Five Hundred Seventy Five Dollars ($13,575.00).

(3) Jackson, Tennessee Distribution Center

The premises, together with the building and improvements erected thereon, located in the Seventh Ward of the City of Jackson, Madison County, Tennessee, being more particularly described at page one of the Lease Agreement.

Lessor: National Development Company, a joint venture composed of Dave W. Baggett, Jr., James E. Cambell, F. W. Hamilton, Roy Johnson, S. M. Lawrence, Jr., and William S. Lawrence.

Monthly Rent: Four Thousand Five Hundred Dollars ($4,500.00), payable on the first day of each month.

Terms: The lease expires September 30, 1990. The lessee has the right to extend the lease for a period of five (5) years at terms stated in the lease. If the lessee exercises said option, the lessee shall then be granted the additional right to extend to lease for another successive five (5) year period at terms stated in the lease.

(4) Marietta, Georgia Distribution Center

The parcel of property located at Land Lots 947 and 998 of the 16th District, 2nd Section, Cobb County, Georgia, being Lots 3-D and 2-D (designated "Lot 2-D"), as shown on "General Plan, Cobb-Marietta Industrial Parks," attached as Exhibits A and B of the lease.

Lessor: The Georgia Marietta Company, Inc.

Monthly Rent: Five Thousand One Hundred Eighty Five Dollars ($5,185.00), payable on the first day of each month.

Terms: The lease expires on July 31, 1989. The tenant has two successive options to renew the lease for an additional five (5) year period at terms stated in the lease.

(5) Milwaukie, Oregon Distribution Center:

43,200 square feet of space located at 5505 International Way, Milwaukie, Oregon, County of Clackamus.

Lessor: Lincoln Property Company N.C., Inc.

Monthly Rent: Five Thousand One Hundred and Eighty Four Dollars ($5,184.00), payable on the first day of each month.

Terms: The lease expires on May 31, 1981. The tenant has the right, upon written notice 90 days prior to May 31, 1981, to renew the lease for a period of five years effective June 1, 1981 at the prevailing market rate. Tenant has the right of first refusal to lease the adjacent 21,600 square feet within 30 days after notification by the landlord of a bona fide offer by a third party.

(6) Pico Rivera, California Distribution Center

Premises located at the 4700 Block on Gregg Road, County of Los Angeles, State of California, more particularly described in Exhibit A of the lease.

Lessor: ABCO Investment Co.

Monthly Rent: Three Thousand Seven Hundred Forty Dollars ($3,740.00), payable on the first day of each month.

Terms: The lease expires on April 30, 1986. The tenant has the option to extend the lease for an additional five (5) year period, provided the tenant gives the lessor (six) 6 months written notice of its election to exercise the option. The terms of such extension are set forth at Article 34 of the lease.

(7) Mesquite, Texas Distribution Center

Located in Skyline Industrial Village, City of Mesquite, County of Dallas, State of Texas, and described in Exhibit A of the lease.

Lessor: McFadden and Miller Construction Company

Monthly Rental: Three Thousand Three Hundred Five Dollars ($3,305.00), payable on the first day of the month.

Terms: The lease expires on January 31, 1987.

(8) Virginia Beach, Virginia Warehouse:

51,000 square feet, industrial building located at Diamond Springs Road, Virginia Beach, Virginia.

Lessor: C.P.I. Associates VII

Monthly Rent: Eight Thousand Seventy Five Dollars ($8,075.00).

Terms: The lease expires on March 31, 1985.

(9) Office Space, Philadelphia, PA

Units 964-66, Public Ledger Building, City of Philadelphia, PA.

Lessor: Massachusettes Mutual Life Insurance Company doing business as the Public Ledger Building.

Monthly Payment: Five Hundred Eighty-One Dollars ($581.00).

Terms: The lease expires on August 31, 1981.

(10) Washington, Missouri Manufacturing Plant

Part of Sections 8, 9, and 16, Township 44 North, Range 1 West of the 5th P.M., in Franklin County, Missouri, more fully described in the lease agreement.

Lessor: City of Washington

Yearly Payment: Such amounts as Lessor shall require in order to pay the principal amount of the bonds issued by Lessor as they become due, those amounts being more specifically set forth in the Schedule of Principal and Interest Required.

Terms: The original term of the lease and the options to renew the rights thereunder, may continue for a period not to exceed 79 years. The Lessee has the option to purchase the property at any time during the term of the agreement pursuant to the relevant provisions contained therein.

Other Leased Properties

The following lease commitments require aggregate monthly paymen at exceed $10,000 per year or commit the Automotive Aftermarket Ope ons to perform thereunder for a period of time in excess of one yea

essor	Description and Location of Leased Property	Term of Lease	Monthly Payment
(1) Automotive Parts Division International			
erox	Xerox 2600 Copier Virginia Beach facility	2 years	$ 127.5
ontgomery Leasing Company	Sharp-811 Copier Philadelphia facility	3 years	320.0
Honeywell	Security/Burglary and Sprinkler System Virginia Beach facility	2 years	86.5
(2) Automotive Parts Division			
NSCC Leasing Peotone Bank & Trust Peotone, Illinois	MIS Computer	5 years	11,050.0
B-W Leasing Schaumburg, Illinois	Xerox Copier	5 years	860.0
Leasemark Corp. Schaumburg, Illinois	Rolm Telephone System-	7 years	1,815.0
BWAC	Tapes (3)	7 years	1,353.0
BWAC	Disk Controller (1)	7 years	2,256.0
BWAC	Disks (3)	7 years	↓
BWAC	CPU	7 years	13,116.0 (estimate
BWAC	Printer	7 years	554.0
BWAC	Air Conditioner	7 years	709.0
Memorex	1270 Comm. Control	2 years	1,035.0
Memorex	1377 Terminal	5 years	60.0

*Does not include lease payments for employee automobiles described i Exhibit G(d) hereof.

Lessor	Description and Location of Leased Property	Term of Lease	Monthly Payment
(3) Ballwin/Washington Division			
BWAC	Two Xerox 7000 copiers located at Ballwin and Washington facilities	5 years	$ 1,123.35
BWAC	IBM 370/125 Computer located at Ballwin facility	5 years	2,531.80
IBM	IBM Computer 4331 located at Ballwin facility	2 years	2,697.00
BWAC	Executone Phone System located at the Washington facility	5 years	665.15
Ryder Truck Rental	International Harvester Tractor located at the Ballwin facility	5 years	337.31 per week plus $.08 per mile
BWAC	Wang System located at Ballwin facility	3 years	3,611.97
(4) Ottawa Division			
BWAC	Xerox 3100 Copier	5 years	216.59
Bell-Mill Distributors	Core Storage Warehouse facility located at Commercial Street, Marseilles, Illinois	3 years	550.00
(5) Automotive Parts Division (Canada)			
Xerox	Xerox 2600 copier located at the Mississauga facility	2 years	47.25
Hyster Credit Limited	Fork-lift truck located at the Mississauga facility	5 years	720.58