

Borg-Warner Corporation

South Michigan Avenue
Chicago, Illinois 60604
Phone 312/322-8500

Department

PLAINTIFF'S EXHIBIT

BW-46

July 10, 1981

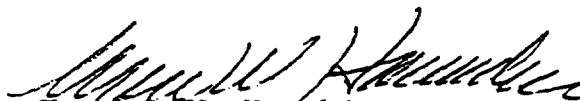
Re Echlin Manufacturing Company
75 North Branford Road
Branford, Connecticut 06405

Gentlemen:

This letter will constitute an undertaking and obligation on the part of Borg-Warner Corporation to procure and deliver to you within twenty (20) days from July 14, 1981 the resignation as a director of the following named companies of any employee of Borg-Warner Corporation who is serving as a director of any one of the following:

- (a) B-W Automotive of Puerto Rico, Inc.;
- (b) Borg-Warner International GmbH; and
- (c) APD Automotive Inc.

Very truly yours,


Charles W. Houchins
Associate General Counsel

CWH/st

E00243

As of 7-9-81

Borg-Warner employees on Board of Directors and/or Officer
of B-W Automotive of Puerto Rico, Inc.

Maria L. Cesario-DeNicolo	Director & Secretary
Carl A. Kenninger	Director
Louis R. Merz	Director
Ernest Rodriguez	Director

Jan Terris