



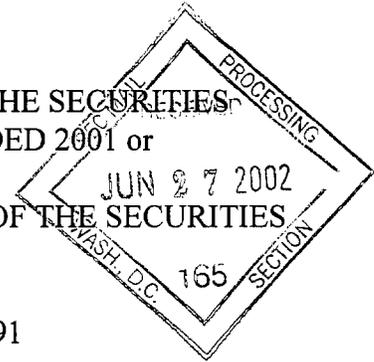
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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

ORIGINAL

FORM 11-K

- ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED 2001 or
- TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.



COMMISSION FILE NUMBER 33-92432, 333-85303, 333-45491

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

BorgWarner Westran Savings Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

BorgWarner Inc.  
200 South Michigan Avenue  
Chicago, Illinois 60604

REQUIRED INFORMATION

ITEM 4.

Financial Statements as of October 30, 2001 and December 31, 2000 and for the period January 1, 2001 to October 30, 2001 and Independent Auditors' Report

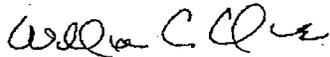
PROCESSED  
JUL 17 2002  
THOMSON  
FINANCIAL

Pursuant to the requirements of the Securities Exchange Act of 1934, the committee has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized.

BORGWARNER WESTRAN SAVINGS PLAN

Date: June 26, 2002 SIGNATURE

TITLE



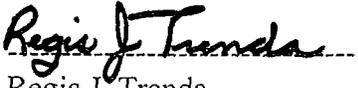
Retirement Savings Plan Committee Member

William C. Cline



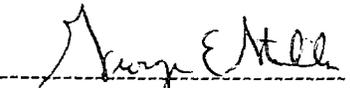
Retirement Savings Plan Committee Member

Kimberly Dickens



Retirement Savings Plan Committee Member

Regis J. Trendera



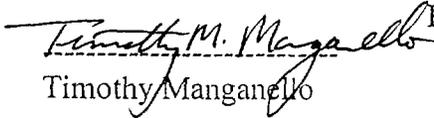
Retirement Savings Plan Committee Member

George E. Strickler



Retirement Savings Plan Committee Member

John F. Fiedler



Retirement Savings Plan Committee Member

Timothy Manganello

## EXHIBIT INDEX

Exhibit Number

(23.1) Consent of Deloitte & Touche LLP

***BorgWarner  
Westran Savings Plan***

*Financial Statements as of  
October 30, 2001 and December 31, 2000 and for  
the Period January 1, 2001 to October 30, 2001  
and Independent Auditors' Report*

# BORGWARNER WESTRAN SAVINGS PLAN

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Supplemental schedules not listed are omitted due to the absence of conditions under which they are required.

## INDEPENDENT AUDITORS' REPORT

BorgWarner Westran Savings Plan:

We have audited the accompanying financial statements of the BorgWarner Westran Savings Plan (the "Plan") as of October 30, 2001 and December 31, 2000, and for the period January 1, 2001 to October 30, 2001, as listed in the table of contents. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits as of October 30, 2001 and December 31, 2000, and the changes in net assets available for benefits for the period January 1, 2001 to October 30, 2001 in conformity with accounting principles generally accepted in the United States of America.

*Deloitte & Touche LLP*

June 7, 2002

# BORGWARNER WESTRAN SAVINGS PLAN

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS OCTOBER 30, 2001 AND DECEMBER 31, 2000 (In Thousands)

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	2001	2000
ASSETS:		
Investment in Master Trust (Notes 4 and 6)	\$ <u>          </u>	\$ <u>1,904</u>
NET ASSETS AVAILABLE FOR BENEFITS	\$ <u>          </u>	\$ <u>1,904</u>

See notes to financial statements.

# BORGWARNER WESTRAN SAVINGS PLAN

## STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS PERIOD JANUARY 1, 2001 TO OCTOBER 30, 2001 (In Thousands)

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### ADDITIONS TO NET ASSETS:

Investment income (loss) from the Master Trust:	
Net realized/unrealized depreciation in fair value of investments (Note 4)	\$ (183)
Dividend income	<u>25</u>
Total investment loss	(158)

### DEDUCTIONS FROM NET ASSETS:

Participants' withdrawals	562
Net transfers to other BorgWarner Inc. plans	43
Transfer of assets due to plan merger (Note 1)	1,135
Miscellaneous expense (Note 5)	<u>6</u>
Total deductions	<u>1,746</u>

NET DECREASE (1,904)

NET ASSETS AVAILABLE FOR BENEFITS - Beginning of year 1,904

NET ASSETS AVAILABLE FOR BENEFITS - End of year \$

See notes to financial statements.

# BORGWARNER WESTRAN SAVINGS PLAN

## NOTES TO FINANCIAL STATEMENTS OCTOBER 30, 2001 AND DECEMBER 31, 2000 AND PERIOD JANUARY 1, 2001 TO OCTOBER 30, 2001

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### 1. DESCRIPTION OF PLAN

The following description of the BorgWarner Westran Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

**General** - The Plan was established on March 1, 1995 and was a participating plan under the BorgWarner Inc. Retirement Savings Master Trust (the "Master Trust"). The Plan sponsor was BorgWarner Turbo Systems Inc. (the "Company"), a wholly owned subsidiary of BorgWarner Inc. (the "Corporation").

The Plan was established as a defined contribution plan under Section 401(a) of the Internal Revenue Code, designed to provide eligible employees of the Company with systematic savings and tax-advantaged long-term savings for retirement. The Corporation has assigned the Retirement Savings Plan Committee (the "Committee") to oversee the Plan and the Master Trust. The Committee has appointed Putnam Investor Services, Inc. and Putnam Fiduciary Trust to perform the administrative, investment, and trustee services for the Plan and the Master Trust. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective December 4, 2000, BorgWarner Inc. sold all the assets of the Westran plant, and active participation in the Plan ceased. No new participants were accepted to the Plan, and no further contributions were allowed to be made subsequent to this date.

**Plan Merger** - Effective October 30, 2001, the Plan was merged into the BorgWarner Morse TEC Inc., Ithaca Retirement Savings Plan (the "Morse TEC Plan"). On this date, all plan assets were appropriately transferred from the Plan to the Morse TEC Plan.

**Eligibility** - Employees of the Company's Westran plant were eligible to participate in the Plan after completing six consecutive months of service with the Company or a related employer of the Company.

**Participants' Accounts** - The participants' accounts consist of the following:

**Savings Account** - Participants made voluntarily contribute from one to 15 percent of their compensation to this account. No Company contributions were made to this account.

**Investment Options** - Participants elect to invest their Savings Account in one or more of the following funds of the Master Trust maintained by Putnam Fiduciary Trust, other than the Pending Account and Loan Fund, which are not fund elections available to participants: Barclays Mid Cap Equity Index Fund, Barclays Russell 2000 Index Fund, Barclays US Debt Index Fund, Barclays Equity Index, which are all collective trust funds; One Group Mid Cap Value Fund, The George Putnam Fund of Boston, Putnam Voyager Fund, Putnam Small Cap Value Fund, Putnam OTC Emerging Growth Fund, Putnam

International Growth Fund, Putnam Vista Fund, and Global Growth Fund, which are all mutual funds; Investment Contracts Fund, BorgWarner Inc. Stock Fund, Loan Fund, and Pending Account.

The BorgWarner Inc. Stock Fund invests solely in the common stock of BorgWarner Inc. All purchases of BorgWarner Inc. stock are made on the open market.

**Vesting** - Fund assets attributable to voluntary participant contributions are fully vested at all times.

**Withdrawals** - Withdrawals may be made from the Savings Account at the participants' option subject to certain limitations. Upon termination of employment, participants may elect an immediate or future distribution of their vested account balances as permitted by the Plan and by ERISA regulations.

**Loans** - Participants may borrow up to 50 percent of their Savings Account balance with a minimum of \$500 and a maximum of \$50,000, limited to a single loan outstanding at any time. Loan terms range from six months to five years, with interest charged at the rate established by the Trustee for similar loans on the origination date. Loans are secured by the remaining balance in the participant's Savings Account.

**Priorities Upon Termination** - Although the Company has not expressed any intent to discontinue the Plan, it has the right to do so at any time, subject to the provisions set forth in ERISA. In the event of termination, the interests of the affected participants shall become fully vested. The Plan assets then remaining shall be used to pay administrative expenses and benefits equal to the balance in the participants' accounts.

**Payment of Benefits** - Distribution of benefits is made upon retirement, death or other termination of employment. Participants may elect to receive distributions in the form of installments or a lump sum.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Investments** - The Investment Contracts Fund of the Master Trust is stated at cost plus interest earned to date (i.e., contract value) as reported by the Trustee. The contract value of the Investment Contracts Fund approximates the fair value. The average yield for the Investment Contracts Fund was 6.75 percent for the year ended December 31, 2001. The Investment Contracts Fund is fully benefit-responsive. The Loan Fund is valued at cost plus accrued interest which approximates fair value. Investments in all other funds are stated at market value as reported by the Trustee.

**Estimates** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits as of the date of the financial statements, and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

**Miscellaneous Expenses** - Transfer taxes and brokerage expenses attributable to the Master Trust assets are charged to the applicable fund as a reduction of the return on that fund. Any other expenses incurred with respect to Master Trust income or property are charged to the accounts of the participants, where applicable, or are paid in such manner as the Company determines.

*Payment of Benefits* - Benefits are recorded when paid.

### 3. TAX STATUS

The Plan obtained a determination letter dated March 28, 1997 in which the Internal Revenue Service stated that the Plan, as amended through August 18, 1995, was in compliance with applicable requirements of the Internal Revenue Code. The Plan's management believes the Plan is currently designed and being operated in accordance with the applicable rules and regulations of the Internal Revenue Code; therefore, no provision for income taxes has been made in the Plan's financial statements.

### 4. INVESTMENTS

The Plan's investments which exceeded five percent of net assets available for benefits as of October 30, 2001 and December 31, 2000 are as follows:

	2001	2000
	(In thousands)	
Investment in Master Trust	\$ -	\$ 1,904

During the period ended October 30, 2001 the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value by \$183,000 as follows:

	(In thousands)
Mutual funds	\$ (157)
Collective trust funds	(37)
BorgWarner Inc. Stock Fund	<u>11</u>
Total	<u>\$ (183)</u>

### 5. RELATED-PARTY TRANSACTIONS

The Plan invests in BorgWarner Inc. common stock, which is a permitted party in interest transaction. Certain Master Trust investments are shares of mutual funds and other investments managed by Putnam Fiduciary Trust Company. Putnam Fiduciary Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services amounted to \$6,000 for the period January 1, 2001 to October 30, 2001, and are included in miscellaneous expense.

### 6. MASTER TRUST INFORMATION

Use of the Master Trust permits commingling of the trust assets of a number of defined contribution plans of the Corporation for investment and administrative purposes. Although assets are commingled in the Master Trust, Putnam Fiduciary Trust maintains supporting records for the purpose of allocating the net gain (loss) of the investment account to the various participating plans.

At January 1, 2001, the Master Trust consisted of fourteen defined contribution plans sponsored by entities of BorgWarner Inc. By October 30, 2001, the number of defined contribution plans had been reduced to twelve, as a result of plan mergers. The investment account of the Master Trust is valued at fair value at the end of each business day. The net gain (loss) in the account is allocated by the Trustee to each participating plan based on the relationship of the interest of each plan to the total of the interests of all participating plans.

At October 30, 2001 and December 31, 2000, the Plan's interest in the net assets of the Master Trust was approximately 0.00 percent and 0.28 percent, respectively.

The following tables present the carrying value of investments of the Master Trust as of October 30, 2001 and December 31, 2000 and the components of investment income for the Master Trust for the period January 1, 2001 to October 30, 2001:

	October 30 2001	December 31 2000
Carrying value of investments (in thousands):		
Mutual funds	\$ 294,177	\$ 506,096
Collective trust funds	110,555	
BorgWarner Inc. Stock Fund	42,076	47,083
Investment Contracts Fund	125,374	118,566
Loan Fund	6,375	6,905
Cash and cash equivalents	<u>781</u>	<u>886</u>
Total	<u>\$ 579,338</u>	<u>\$ 679,536</u>
		Year Ended December 31, 2001
Investment income (loss) (in thousands):		
Net realized/unrealized appreciation (depreciation) in fair value of investments:		
Mutual funds		\$ (77,692)
Collective trust funds		(20,481)
BorgWarner Inc. Stock Fund		<u>3,354</u>
Total net realized/unrealized appreciation (depreciation)		(94,819)
Interest income		464
Dividend income		<u>9,969</u>
Total		<u>\$ (84,386)</u>

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