

BRUNSWICK CORP  
Form 10-K  
February 23, 2012

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

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR  
15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2011

or

TRANSITION REPORT PURSUANT TO SECTION  
13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
Commission file number 1-1043

Brunswick Corporation  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

36-0848180  
(I.R.S. Employer  
Identification No.)

1 N. Field Court, Lake Forest,  
Illinois  
(Address of principal executive  
offices)

60045-4811  
(Zip Code)

(847) 735-4700  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock (\$0.75 par	New York and Chicago

value)

Stock Exchanges

Securities registered pursuant to Section 12(g) of the Act: None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in the definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one): Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of June 30, 2011, the aggregate market value of the voting stock of the registrant held by non-affiliates was \$1,797,945,334. Such number excludes stock beneficially owned by officers and directors. This does not constitute an admission that they are affiliates.

The number of shares of Common Stock (\$0.75 par value) of the registrant outstanding as of February 16, 2012 was 89,192,252.

DOCUMENTS INCORPORATED BY REFERENCE

Part III of this Report on Form 10-K incorporates by reference certain information that will be set forth in the Company's definitive Proxy Statement for the Annual Meeting of Shareholders scheduled to be held on May 2, 2012.



BRUNSWICK CORPORATION  
INDEX TO ANNUAL REPORT ON FORM 10-K  
December 31, 2011

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## PART I

### Item 1. Business

Brunswick Corporation (Brunswick or the Company) is a Delaware corporation, incorporated on December 31, 1907. Brunswick is a leading global designer, manufacturer and marketer of recreation products including marine engines, boats, fitness equipment and bowling and billiards equipment. Brunswick's engine products include: outboard, sterndrive and inboard engines; trolling motors; propellers; engine control systems; and marine parts and accessories. The Company's boat offerings include: fiberglass pleasure boats; luxury sportfishing convertibles and motoryachts; offshore fishing boats; aluminum fishing boats; and pontoon and deck boats. Brunswick's fitness products include both cardiovascular and strength training equipment for the commercial and consumer markets. Brunswick's bowling products include capital equipment, aftermarket and consumer goods. The Company also sells a complete line of billiards tables and other gaming tables and accessories. In addition, the Company owns and operates Brunswick bowling family entertainment centers in the United States and other countries.

In 2011, Brunswick's primary focus was growing revenue, improving earnings, generating positive free cash flow and gaining market share throughout each of its business segments. In 2012, Brunswick will remain disciplined and focused on maintaining its favorable cost position and generating growth through the continuation of market share gains and the execution of organic growth initiatives. In the longer term, Brunswick's strategy remains consistent: to design, develop and introduce high quality products featuring innovative technology and styling; to distribute products through a model that benefits its partners – dealers and distributors – and provide world-class service to its customers; to develop and maintain low-cost manufacturing processes and to continually improve productivity and efficiency; to manufacture and distribute products globally with local and regional styling; and to attract and retain skilled and knowledgeable people. These strategic objectives support the Company's plans to grow by expanding its existing core businesses. The Company's primary objective is to enhance shareholder value by achieving returns on investments that exceed its cost of capital.

Refer to Note 4 - Segment Information in the Notes to Consolidated Financial Statements for additional information regarding the Company's segments, including net sales, operating earnings and total assets by segment for 2011, 2010 and 2009.

#### Marine Engine Segment

The Marine Engine segment, which had net sales of \$1,979.5 million in 2011, consists of the Mercury Marine Group (Mercury Marine). The Company believes its Marine Engine segment has the largest dollar sales volume of recreational marine engines in the world, along with a leading marine parts and accessories business.

Mercury Marine manufactures and markets a full range of sterndrive propulsion systems, inboard engines and outboard engines under the Mercury, Mercury MerCruiser, Mariner, Mercury Racing, Mercury SportJet and Mercury Jet Drive, MotorGuide, Axius and Zeus brand names. In addition, Mercury Marine manufactures and markets marine parts and accessories under the Quicksilver, Mercury Precision Parts, Mercury Propellers, Attwood, Land 'N' Sea, Kellogg Marine Supply, Diversified Marine Products, Sea Choice and MotorGuide brand names, including marine electronics and control integration systems, steering systems, instruments, controls, propellers, trolling motors, service parts and marine lubricants. Mercury Marine's sterndrive engines, inboard engines and outboard engines are sold to independent boat builders, local, state and foreign governments, and to the Company's Boat segment. In addition, Mercury Marine's outboard engines are sold to end-users through a global network of more than 4,000 marine dealers and distributors, specialty marine retailers and marine service centers.



Mercury Marine, through Cummins MerCruiser Diesel Marine LLC (CMD), a joint venture between Brunswick's Mercury Marine division and Cummins Marine, a division of Cummins Inc., supplies integrated diesel propulsion systems to the worldwide recreational and commercial marine markets, including the Company's Boat segment. During the fourth quarter of 2011, the Company announced that Mercury Marine and Cummins would be dissolving the CMD joint venture and transitioning to a strategic supply agreement between the two companies. It is anticipated that this transition will be completed during the second quarter of 2012. As part of the transition, CMD's high speed diesel line will shift to Mercury Marine, which will integrate the high speed diesel range into its product portfolio and will sell, service and support these products through its global sales and distribution network.

Mercury Marine manufactures two-stroke OptiMax outboard engines ranging from 75 to 300 horsepower, all of which feature Mercury's direct fuel injection (DFI) technology, and four-stroke outboard engine models ranging from 2.5 to 350 horsepower. All of these low-emission engines are in compliance with U.S. Environmental Protection Agency (EPA) requirements for 2010, 2011 and 2012. Mercury Marine's four-stroke outboard engines include Verado, a collection of supercharged outboards ranging from 150 to 350 horsepower, and Mercury Marine's naturally aspirated four-stroke outboards, ranging from 2.5 to 150 horsepower including the 2011 introduction of the 150 FourStroke, which is quickly becoming known for its light weight, fuel efficiency and performance. In addition, most of Mercury's sterndrive and inboard engines are now available with catalyst exhaust monitoring and treatment systems, and all are compliant with environmental regulations adopted by the State of California, effective January 1, 2008, and by the EPA, effective January 1, 2010.

To promote advanced propulsion systems with improved handling, performance and efficiency, Mercury Marine manufactures and markets advanced boat steering and engine control systems under the brand names of Zeus and Axius.

Mercury Marine's sterndrive and outboard engines are produced domestically in Fond du Lac, Wisconsin, with outboard engines also produced internationally in China and Japan. During the third quarter of 2009, the Company announced plans to consolidate engine production by transferring sterndrive engine manufacturing operations from its Stillwater, Oklahoma plant to its Fond du Lac, Wisconsin plant. This plant transfer was completed in the fourth quarter of 2011 and production commenced in late fourth quarter of 2011. Mercury Marine manufactures 40, 50 and 60 horsepower four-stroke outboard engines in a facility in China, and produces smaller outboard engines in Japan pursuant to a joint venture with its partner, Tohatsu Corporation. Mercury Marine sources certain engine components from a global supply base of Asian, European and Latin American suppliers and manufactures additional engine component parts at plants in Florida and Mexico. CMD manufactures diesel marine propulsion systems in South Carolina. Mercury Marine also operates a remanufacturing business for engines and service parts in Wisconsin.

In addition to its marine engine operations, Mercury Marine serves markets outside the United States with a wide range of aluminum, fiberglass and inflatable boats produced either by, or for, Mercury Marine in Ohio, China, New Zealand, Poland, Portugal and Vietnam. These boats, which are marketed under the brand names Quicksilver, Arvor, Uttern, Legend, Mercury Inflatables, Valiant RIB, Rayglass (Protector and Legend), Barracuda, Blue Fin, Beluga, Victory, Hurricane and Tornado, are typically equipped with engines manufactured by Mercury Marine and often include other parts and accessories supplied by Mercury Marine. Mercury Marine also has an equity ownership interest in a company that manufactures boats under the brand names Bella, Flipper and Aquador in Finland. In the first quarter of 2011, Mercury Marine relocated its distribution facility in Australia and sold the real estate related to the former facility, and in the second quarter of 2011, Mercury Marine completed the sales of its former remanufactured engine facility in Oshkosh, Wisconsin and a parcel of vacant land in Fond du Lac, Wisconsin.

Mercury Marine's parts and accessories distribution businesses include: Land 'N' Sea, Kellogg Marine Supply and Diversified Marine Products. These businesses are the leading distributors of marine parts and accessories throughout North America, offering same-day or next-day delivery service to a broad array of marine service facilities.

Inter-company sales to the Company's Boat segment represented approximately 10 percent of Mercury Marine's sales in 2011. Domestic demand for the Marine Engine segment's products is seasonal, with sales generally highest in the second calendar quarter of the year.

#### Boat Segment

The Boat segment consists of the Brunswick Boat Group (Boat Group), which manufactures and markets the following products: fiberglass pleasure boats; luxury sportfishing convertibles and motoryachts; offshore fishing boats; aluminum fishing boats; and pontoon and deck boats. The Company believes that its Boat Group, which had net sales of \$1,016.3 million during 2011, has the largest dollar sales and unit volume of pleasure motorboats in the world.

The Boat Group manages most of Brunswick's boat brands; evaluates and optimizes the Boat segment's boat portfolio; promotes recreational boating services and activities to enhance the consumer experience and dealer profitability; and speeds the introduction of new technologies into boat manufacturing processes.

The Boat Group is comprised of the following boat brands: Cabo sportfishing express boats and convertibles; Hatteras luxury sportfishing convertibles and motoryachts; Sea Ray yachts, sport yachts, sport cruisers and runabouts; Bayliner sport cruisers and runabouts; Meridian motoryachts; Boston Whaler, Lund and Trophy fiberglass fishing boats; and Crestliner, Cypress Cay, Harris FloteBote, Lowe, Lund, Princecraft, Suncruiser and Triton aluminum fishing, utility, pontoon and deck boats. The Boat Group also includes a commercial and governmental sales unit that sells products to commercial customers, as well as the United States government and state, local and foreign governments. The Boat Group procures most of its outboard engines, gasoline sterndrive engines and gasoline inboard engines from Brunswick's Marine Engine segment.

The Boat Group has active manufacturing facilities in Florida, Indiana, Minnesota, Missouri, North Carolina, Tennessee, Canada, Mexico and Portugal, as well as additional inactive manufacturing facilities in Florida, Maryland, North Carolina and Tennessee. The Boat Group also utilizes contract manufacturing facilities in Poland and has an agreement with a local boat builder to manufacture boats in Argentina. In Brazil, the Boat Group has entered into an agreement to construct a manufacturing plant located in Santa Catarina, Brazil, which is planned to have nearly 150,000 square feet of manufacturing space. This new facility, which will be leased, will eventually employ up to 150 people and will produce several Bayliner and Sea Ray sport boat and cruiser models, which will be sold through a network of local dealers along with other Brunswick boat brands and models.

During 2011, the Boat Group continued its restructuring activities by reducing its workforce, consolidating manufacturing operations and disposing of non-strategic assets. In the third quarter of 2011, the Company sold its equity interest in Sealine International Limited, the entity that holds the Sealine brand of boats, based in Kidderminster, United Kingdom. Also in 2011, the Company continued transitioning its manufacturing facilities from a brand-based platform to multi-brand production locations. As a result, the Company completed the consolidation of its Adelanto, California boat plant operation into its manufacturing facility in New Bern, North Carolina, and its aluminum boat production operations from Little Falls, Minnesota and Ashland City, Tennessee into its New York Mills, Minnesota and Lebanon, Missouri facilities. Finally, in 2011, the Boat Group divested several facilities including former operating facilities and other real property holdings in Little Falls, Minnesota, Zhuhai, China, Merritt Island, Florida, Knoxville, Tennessee and Arlington, Washington.



The Boat Group's products are sold to end-users through a global network of approximately 2,000 dealers and distributors, each of which carries one or more of Brunswick's boat brands. Sales to the Boat Group's largest dealer, MarineMax Inc., which has multiple locations and carries a number of the Boat Group's product lines, represented approximately 20 percent of Boat Group sales in 2011. Domestic demand for pleasure boats is seasonal, with sales generally highest in the second calendar quarter of the year.

## Fitness Segment

Brunswick's Fitness segment is comprised of its Life Fitness division (Life Fitness), which designs, manufactures and markets a full line of reliable, high-quality cardiovascular fitness equipment (including treadmills, total body cross-trainers, stair climbers and stationary exercise bicycles) and strength-training equipment under the Life Fitness and Hammer Strength brands.

The Company believes that its Fitness segment, which had net sales of \$635.2 million during 2011, is the world's largest manufacturer of commercial fitness equipment and a leading manufacturer of high-quality consumer fitness equipment. Life Fitness' commercial sales customers include health clubs, fitness facilities operated by professional sports teams, the military, governmental agencies, corporations, hotels, schools and universities. Commercial sales are made to customers through Life Fitness' direct sales force, domestic dealers, and international distributors. Consumer products are available at specialty retailers, select mass merchants, sporting goods stores, through international distributors, and on Life Fitness' Web site.

The Fitness segment's principal manufacturing facilities are located in Illinois, Kentucky, Minnesota and Hungary. Life Fitness distributes its products worldwide from regional warehouses and production facilities. Demand for Life Fitness products is seasonal, with sales generally highest in the fourth quarter of the year.

## Bowling & Billiards Segment

The Bowling & Billiards segment is comprised of the Brunswick Bowling & Billiards division (BB&B), which had net sales of \$325.2 million during 2011. The Company believes BB&B is a leading worldwide full-line designer, manufacturer and marketer of bowling products. BB&B also designs and markets a full line of high-quality consumer billiards tables, Air Hockey table games, foosball tables, other gaming tables and related accessories. In addition, BB&B operates 99 bowling centers in the United States, Canada and Europe.

BB&B's bowling products business designs, manufactures and markets a wide variety of bowling products, including capital equipment (such as automatic pinsetters and scoring devices), bowling balls and aftermarket products. Through licensing arrangements, BB&B also offers a wide array of bowling consumer products, including bowling shoes, bags and accessories.

BB&B retail bowling centers offer bowling and, depending on size and location, may also offer the following activities and facilities: billiards, video games, redemption, laser tag, pro shops, meeting and party rooms, snack bars, restaurants and lounges. Of the Company's 99 bowling centers, 44 have been converted into Brunswick Zones, which are modernized bowling centers that offer an array of family-oriented entertainment activities. BB&B has further enhanced the Brunswick Zone concept with expanded Brunswick Zone family entertainment centers, branded Brunswick Zone XL, which are larger than typical Brunswick Zones and feature multiple-venue entertainment offerings. BB&B operates 12 Brunswick Zone XL centers.

BB&B's billiards business was established in 1845 and is Brunswick's heritage business. BB&B designs and/or markets billiards tables, Air Hockey table games, foosball tables, balls, cues and other gaming tables, as well as game room furniture and related accessories, under the Brunswick and Contender brands. The Company believes it is a leading designer and marketer of billiards tables. These products are sold worldwide in both commercial and consumer billiards markets.

BB&B's primary manufacturing and distribution facilities are located in Michigan, Wisconsin, Hungary and Mexico.

Brunswick's bowling and billiards products are sold through a variety of channels, including distributors, dealers, mass merchandisers, bowling centers and retailers, and directly to consumers on the Internet and through other outlets. BB&B's sales are seasonal with sales generally highest in the first and fourth calendar quarters of the year.

#### Financial Services

The Company, through its Brunswick Financial Services Corporation (BFS) subsidiary, owns a 49 percent interest in a joint venture, Brunswick Acceptance Company, LLC (BAC). CDF Ventures, LLC (CDFV), a subsidiary of GE Capital Corporation, owns the remaining 51 percent. Under the terms of the joint venture agreement, BAC provides secured wholesale inventory floorplan financing to the Company's engine and boat dealers. Prior to May 2009, BAC also purchased and serviced a portion of Mercury Marine's domestic accounts receivable relating to its boat builder and dealer customers. In May 2009, the Company replaced this program with the Mercury Receivables ABL Facility, which was subsequently terminated in March 2011, as discussed in Note 14 – Debt in the Notes to Consolidated Financial Statements.

The term of the BAC joint venture extends through June 30, 2014. The joint venture agreement contains provisions allowing for the renewal of the agreement or purchase of the joint venture by either of the parties at the end of this term. Alternatively, either partner may allow the agreement to terminate at the end of its term.

Additionally, Brunswick offers financial services through Brunswick Product Protection Corporation, which provides marine dealers the opportunity to offer extended product warranties to retail customers, and through Blue Water Dealer Services, Inc., which provides retail financial services to marine dealers. Each company allows Brunswick to offer a more complete line of financial services to its boat and marine engine dealers and their customers.

Refer to Note 8 – Financial Services in the Notes to Consolidated Financial Statements for more information about the Company's financial services.

## Distribution

Brunswick utilizes distributors, dealers and retailers (Dealers) for the majority of its boat sales and significant portions of its sales of marine engine, fitness and bowling and billiards products. Brunswick has over 16,000 Dealers serving its business segments worldwide. Brunswick's marine Dealers typically carry boats, engines and related parts and accessories.

Brunswick owns Land 'N' Sea, Kellogg Marine Supply and Diversified Marine Products, which are the primary parts and accessories distribution platforms for the Company's Marine Engine segment. These businesses are the leading distributors of marine parts and accessories throughout North America, with 13 distribution warehouses located throughout the United States and Canada offering same-day or next-day delivery service to a broad array of marine service facilities.

Brunswick's Dealers are independent companies or proprietors that range in size from small, family-owned businesses to a large, publicly-traded corporation with substantial revenues and multiple locations. Some Dealers sell Brunswick's products exclusively, while others also carry competitors' products. Brunswick partners with its boat dealer network to improve quality, service, distribution and delivery of parts and accessories to enhance the boating customer's experience.

Demand for a significant portion of Brunswick's products is seasonal, and a number of Brunswick's Dealers are relatively small or highly-leveraged. As a result, many Dealers require financial assistance to support their businesses, allowing them to provide stable channels for Brunswick's products. In addition to the financing offered by BAC, the Company provides its Dealers with assistance, including incentive programs, loans, loan guarantees and inventory repurchase commitments, under which the Company is obligated to repurchase inventory from a finance company in the event of a Dealer's default. The Company believes that these arrangements are in its best interest; however, the financial support that the Company provides to its Dealers exposes the Company to credit and business risk. Brunswick's business units, along with BAC, maintain active credit operations to manage this financial exposure, and the Company continually seeks opportunities to sustain and improve the financial health of its various distribution channel partners. Refer to Note 11 – Commitments and Contingencies in the Notes to Consolidated Financial Statements for further discussion of these arrangements.

## International Operations

Brunswick's sales to customers in markets other than the United States were \$1,494.8 million (40 percent of net sales), \$1,403.3 million (41 percent of net sales) and \$1,168.7 million (42 percent of net sales) in 2011, 2010 and 2009, respectively. The Company transacts most of its sales in non-U.S. markets in local currencies, and the cost of its products is generally denominated in U.S. dollars. Strengthening or weakening of the U.S. dollar affects the financial results of Brunswick's non-U.S. operations.

Non-U.S. sales are set forth in Note 4 – Segment Information in the Notes to Consolidated Financial Statements and are also included in the table below, which details Brunswick's non-U.S. sales by region:

(in millions)	2011	2010	2009
Europe	\$ 597.3	\$ 601.2	\$ 518.1
Canada	303.9	246.8	178.1
Pacific Rim	290.7	268.4	235.8
Latin America	198.2	194.6	157.9
Africa & Middle East	104.7	92.3	78.8

Total	\$ 1,494.8	\$ 1,403.3	\$ 1,168.7
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Marine Engine segment non-U.S. sales represented approximately 50 percent of Brunswick's non-U.S. sales in 2011. The segment's primary non-U.S. operations include the following:

Sales, service and applications engineering offices in Australia, Belgium, Brazil, Canada, China, Malaysia, Mexico, New Zealand and Singapore;

- Sales or representative offices in Dubai, Finland, France, Italy, Norway, Russia, Sweden and Switzerland;

Boat manufacturing plants in New Zealand and Portugal, and boat plants in Poland and Vietnam that perform contract manufacturing for the Company;

- An outboard engine assembly plant in Suzhou, China; and
- An outboard engine assembly plant joint venture in Japan.

Boat segment non-U.S. sales comprised approximately 24 percent of Brunswick's non-U.S. sales in 2011. The Boat Group's products are manufactured or assembled in the United States, Canada, Mexico, and Portugal, as well as boat plants in Argentina and Poland that perform contract manufacturing for the Company, and are sold worldwide through dealers. The Boat Group has sales or import offices in Brazil, France, Italy, Mexico, the Netherlands and Singapore.

Fitness segment non-U.S. sales comprised approximately 21 percent of Brunswick's non-U.S. sales in 2011. Life Fitness sells its products worldwide and has sales and distribution centers in Brazil, Germany, Hong Kong, Japan, the Netherlands, Spain and the United Kingdom. The Fitness segment also manufactures strength-training equipment and select lines of cardiovascular equipment in Hungary for its international markets.

Bowling & Billiards segment non-U.S. sales comprised approximately 5 percent of Brunswick's non-U.S. sales in 2011. BB&B sells its products worldwide, has sales offices in Germany and Tokyo, and operates plants that manufacture automatic pinsetters in Hungary and bowling balls in Mexico. BB&B operates retail bowling centers in Austria, Canada and Germany.

#### Raw Materials and Supplies

Brunswick purchases a wide variety of raw materials from its supplier base, including oil, aluminum, steel and resins, as well as product parts and components, such as engine blocks and boat windshields. The prices for these raw materials, parts and components fluctuate depending on market conditions. Significant increases in the cost of such materials would raise the Company's production costs, which could reduce the Company's profitability if the Company cannot recoup the increased costs through higher product prices.

As Brunswick's manufacturing operations raised production levels in 2011, the Company's need for raw materials and supplies increased. As production increases in 2012, Brunswick's suppliers must be prepared to increase their manufacturing operations to meet the heightened demand for their products and, in many cases, may need to recall or hire additional workers in order to fulfill the orders placed by Brunswick and other customers. During 2011, the Company experienced some shortages, and delayed delivery, of certain materials, parts and supplies essential to its manufacturing operations. The Company has addressed and will continue to address this issue by identifying alternative suppliers, working to secure adequate inventories of critical supplies and continually monitoring its supplier base.

Additionally, some components used in Brunswick's manufacturing processes, including engine blocks and boat windshields, are available from a sole supplier or a limited number of suppliers. Operational and financial difficulties that these or other suppliers currently face or may face in the future could adversely affect their ability to supply Brunswick with the parts and components it needs, which could significantly disrupt Brunswick's operations.

The Company also continues to expand its global procurement operations to better leverage its purchasing power across its divisions and to improve supply chain and cost efficiencies. The Company mitigates its commodity price risk on certain raw material purchases by using derivatives to hedge exposure related to changes in commodity prices.

## Intellectual Property

Brunswick has, and continues to obtain, patent rights covering certain features of its products and processes. By law, Brunswick's patent rights, which consist of patents and patent licenses, have limited lives and expire periodically. The Company believes that its patent rights are important to its competitive position in all of its business segments.

In the Marine Engine segment, patent rights principally relate to features of outboard engines and inboard-outboard drives, hybrid drives and pod drives, including: die-cast powerheads; cooling and exhaust systems; drivetrain, clutch and gearshift mechanisms; boat/engine mountings; shock-absorbing tilt mechanisms; ignition systems; propellers; marine vessel control systems; fuel and oil injection systems; supercharged engines; outboard mid-section structures; segmented cowls; hydraulic trim, tilt and steering; screw compressor charge air cooling systems; and airflow silencers.

In the Boat segment, patent rights principally relate to processes for manufacturing fiberglass hulls, decks and components for boat products, as well as patent rights related to interiors and other boat features and components.

In the Fitness segment, patent rights principally relate to fitness equipment designs and components, including patents covering internal processes, programming functions, displays, design features and styling.

In the Bowling & Billiards segment, patent rights principally relate to computerized bowling scorers and bowling center management systems, bowling center furniture, bowling lanes, lane conditioning machines and bowling center equipment, bowling balls, and billiards table designs and components.

The following are Brunswick's primary trademarks:

Marine Engine Segment: Attwood, Axius, Diversified Marine Products, Kellogg Marine Supply, Land 'N' Sea, Mariner, MercNET, MerCruiser, Mercury, Mercury Marine, Mercury Parts Express, Mercury Precision Parts, Mercury Propellers, Mercury Racing, MotorGuide, OptiMax, Quicksilver, Rayglass, Seachoice, SeaPro, SmartCraft, SportJet, Swivl-Eze, Valiant, Verado and Zeus.

Boat Segment: Aquapalooza, Bayliner, Boston Whaler, Cabo, Crestliner, Cypress Cay, FloteBote, Harris, Hatteras, Lowe, Lund, Master Dealer, Meridian, Princecraft, Sea Ray and Trophy.

Fitness Segment: Flex Deck, Hammer Strength, Lifecycle and Life Fitness.

Bowling & Billiards Segment: Air Hockey, Ballworx, Brunswick, Brunswick Pavilion, Brunswick Zone, Brunswick Zone XL, Centennial, Contender, Cosmic Bowling, Frameworx, Gold Crown, Lightworx, Pro Lane, Vector, Viz-A-Ball and Zone.

Brunswick's trademark rights have indefinite lives, and many are well known to the public and are considered to be valuable assets.



### Competitive Conditions and Position

The Company believes that it has a reputation for quality in each of its highly competitive lines of business. Brunswick competes in its various markets by: utilizing efficient production techniques; developing and promoting innovative technological advancements; undertaking effective marketing, advertising and sales efforts; providing high-quality products at competitive prices; and offering extensive aftermarket services.

Strong competition exists in each of Brunswick's product groups, but no single enterprise competes with Brunswick in all product groups. In each product area, competitors range in size from large, highly-diversified companies to small, single-product businesses. Brunswick also competes with businesses that offer alternative leisure products or activities, but do not compete directly with Brunswick's products.

The following summarizes Brunswick's competitive position in each segment:

**Marine Engine Segment:** The Company believes it has the largest dollar sales volume of recreational marine engines in the world, along with a leading parts and accessories business. The marine engine market is highly competitive among several major international companies that comprise the majority of the market, as well as several smaller companies. Competitive advantage in this segment is a function of product features, technological leadership, quality, service, pricing, performance and durability, along with effective promotion and distribution.

**Boat Segment:** The Company believes it has the largest dollar sales and unit volume of pleasure motorboats in the world. There are several major manufacturers of pleasure and offshore fishing boats, along with hundreds of smaller manufacturers. Consequently, this business is both highly competitive and highly fragmented. The Company believes it has the broadest range of boat product offerings in the world, with boats ranging in size from 10 to 105 feet. In all of its boat operations, Brunswick competes on the basis of product features, technology, quality, dealer service, pricing, performance, value, durability and styling, along with effective promotion and distribution.

**Fitness Segment:** The Company believes it is the world's largest manufacturer of commercial fitness equipment and a leading manufacturer of high-quality consumer fitness equipment. There are a few large manufacturers of fitness equipment and hundreds of small manufacturers, which creates a highly fragmented, competitive landscape. Many of Brunswick's fitness equipment offerings feature industry-leading product innovations, and the Company places significant emphasis on introducing new fitness equipment to the market. Competitive focus is also placed on product quality, service, pricing, state-of-the-art biomechanics, and effective promotional activities.

**Bowling & Billiards Segment:** The Company believes it is a leading worldwide full-line designer, manufacturer and marketer of bowling products and billiards tables. There are other manufacturers of bowling products and competitive emphasis is placed on product innovation, quality, service, marketing activities and pricing. The billiards industry continues to experience competitive pressure from low-cost billiards manufacturers outside the United States. The bowling retail market, in which the Company's bowling centers compete, is highly fragmented. Brunswick is one of the two largest competitors in the North American bowling retail market, with an emphasis on larger, upscale, full-service family entertainment centers. The bowling retail business emphasizes the bowling and entertainment experience, maintaining quality facilities and providing excellent customer service.

## Research and Development

The Company strives to improve its competitive position in all of its segments by continuously investing in research and development to drive innovation in its products and manufacturing technologies. Brunswick's research and development investments support the introduction of new products and enhancements to existing products. Research and development expenses as a percentage of net sales were 2.6 percent, 2.7 percent and 3.2 percent in 2011, 2010 and 2009, respectively. In light of the prolonged downturn in recreational marine industry demand, the Company has undertaken significant efforts to reduce its fixed and variable expenses to adjust its cost structure to current market conditions. In implementing these cost reductions, the Company reduced selective research and development expenses. The Company believes that the implementation of these actions has not materially limited its ability to successfully execute its long-term strategies, particularly as market conditions improve. Research and development expenses by segment are shown below:

(in millions)	2011	2010	2009
Marine Engine	\$ 59.1	\$ 53.7	\$ 50.1
Boat	17.1	17.8	19.6
Fitness	17.6	16.7	14.9
Bowling & Billiards	4.1	3.8	3.9
Total	\$ 97.9	\$ 92.0	\$ 88.5

## Number of Employees

The number of employees worldwide is shown below by segment:

	December 31, 2011		December 31, 2010	
	Total	Union (domestic)	Total	Union (domestic)
Marine Engine	4,886	1,396	4,612	975
Boat	3,923	—	4,143	—
Fitness	1,756	138	1,668	132
Bowling & Billiards	4,632	24	4,707	24
Corporate	159	—	160	—
Total	15,356	1,558	15,290	1,131

The Company believes that the relationships between its employees, the labor unions and the Company remain stable.

## Environmental Requirements

Refer to Note 11 – Commitments and Contingencies in the Notes to Consolidated Financial Statements for a description of certain environmental proceedings.

Available Information

Brunswick maintains an Internet Web site at <http://www.brunswick.com> that includes links to Brunswick's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to those reports (SEC Reports). The SEC Reports are available without charge as soon as reasonably practicable following the time that they are filed with, or furnished to, the SEC. Shareholders and other interested parties may request email notification of the posting of these documents through the Investors section of Brunswick's Web site.

## Item 1A. Risk Factors

The Company's operations and financial results are subject to various risks and uncertainties, including those described below, that could adversely affect the Company's business, financial condition, results of operations, cash flows and the trading price of the Company's common stock.

Worldwide economic conditions, particularly in the United States and Europe, have adversely affected the Company's industries, businesses and results of operations and may continue to do so.

In 2008, general worldwide economic conditions, particularly in the United States and Europe, experienced a downturn due to the effects of the subprime lending crisis, general credit market crisis, collateral effects on the finance and banking industries, increased energy costs, concerns about inflation, slower economic activity, decreased consumer confidence, reduced corporate profits and capital spending, adverse business conditions and liquidity concerns. In times of economic uncertainty and contraction, consumers tend to have less discretionary income and to defer expenditures for discretionary items, which adversely affects the Company's financial performance, especially in its marine businesses. A majority of the Company's businesses are cyclical in nature and are highly sensitive to personal discretionary spending levels, and their success is dependent upon favorable economic conditions, the overall level of consumer confidence and personal income levels. Other factors negatively affecting the Company's financial results, which may continue to do so, include: the impact of weak consumer and corporate credit markets; depressed marine industry demand; corporate restructurings; declines in the value of investments and residential real estate, especially in large boating markets such as Florida and California; and higher fuel prices.

Demand for the Company's marine products has been significantly influenced by weak economic conditions, low consumer confidence, high unemployment and increased market volatility worldwide, especially in the United States and Europe. The Company estimates that retail unit sales of powerboats in the United States were relatively flat during 2011 and down significantly from historical highs. Any deterioration in general economic conditions that further diminishes consumer confidence or discretionary income may further reduce the Company's sales and adversely affect its financial results, including increasing the potential for future impairment charges. The Company cannot predict the timing or strength of economic recovery, either worldwide or in the specific markets where it competes.

Fiscal concerns in the United States and Europe, including the downgrade of the U.S. government's credit rating, may negatively impact the worldwide economy, and could have an adverse effect on the Company's industries, businesses and financial condition.

Concerns regarding the U.S. debt ceiling and budget deficit, as well as the European debt crisis, could have an adverse effect on worldwide economic conditions. These concerns also include the potential impact of credit agency downgrades, including Standard & Poor's decision to downgrade the U.S. government's credit rating from AAA to AA+ in August 2011, and the possibility that other credit-rating agencies could similarly elect to downgrade the U.S. government's credit rating. Such fiscal concerns and the resulting downgrade of the U.S. government's credit rating could have a material adverse impact on worldwide economic conditions, the financial markets and the availability of credit and, consequently, may negatively affect the Company's industries, businesses and overall financial condition.

Although consumer credit markets have improved, tight consumer credit markets continue to influence demand, especially for marine products, and may continue to do so.

Customers often finance purchases of the Company's marine products, particularly boats. Credit market conditions improved during 2011, but remained less favorable overall than those experienced prior to the decline in marine retail demand. While interest rates are generally lower, there continues to be fewer lenders, tighter underwriting and loan approval criteria and greater down payment requirements. If credit conditions worsen, and adversely affect the ability of customers to finance potential purchases at acceptable terms and interest rates, it could result in a decrease in sales of the Company's products or delay any improvement in its sales.

The inability of the Company's dealers and distributors to secure adequate access to capital could adversely affect the Company's sales.

The Company's dealers require adequate liquidity to finance their operations, including purchases of the Company's products. Dealers are subject to numerous risks and uncertainties that could unfavorably affect their liquidity positions, including, among other things, continued access to adequate financing sources on a timely basis on reasonable terms. These sources of financing are vital to the Company's ability to sell products through the Company's distribution network, particularly to its boat and engine dealers. During the recent credit crisis, several third-party floorplan lenders ceased their lending operations or materially reduced their exposure. A significant portion of the Company's domestic and international boat and engine sales to dealers are financed through entities affiliated with GE Capital Corporation (GECC), including BAC (the Company's 49 percent owned joint venture, with the other 51 percent being owned by CDFV, a subsidiary of GECC), which provides floorplan financing to domestic marine dealers.

The availability and terms of financing offered by the Company's dealer floorplan financing providers will continue to be influenced by: their ability to access certain capital markets, including the securitization and the commercial paper markets, and to fund their operations in a cost effective manner; the performance of their overall credit portfolios; their willingness to accept the risks associated with lending to marine dealers; and the overall creditworthiness of those dealers. The Company's sales could be adversely affected if BAC were to be terminated, if further declines in floorplan financing availability occur, or if financing terms become more adverse. This could require the Company to find alternative sources of financing, including the Company providing this financing directly to dealers, which could require additional capital to fund the associated receivables.

The Company's financial results may be adversely affected if it is unable to maintain effective distribution.

The Company relies on third-party dealers and distributors to sell the majority of its products, particularly in the marine business. The ability to maintain a reliable network of dealers is essential to the Company's success. The Company faces competition from other boat manufacturers in attracting and retaining distributors and independent boat dealers. A significant deterioration in the number or effectiveness of the Company's dealers and distributors could have a material adverse effect on the Company's financial results.

Weak demand for marine products has adversely affected and could continue to adversely affect the financial performance of the Company's dealers. In particular, reduced cash flow from additional decreases in sales and tighter credit markets may impair a dealer's ability to fund operations. Inability to fund operations can force dealers to cease business, and the Company may not be able to obtain alternate distribution in the vacated market. An inability to obtain alternate distribution could unfavorably affect the Company's net sales through lower market exposure. If conditions worsen, the Company anticipates that dealer failures or voluntary market exits could increase in future periods, especially if overall retail demand for boats declines.



The Company's financial results may be adversely affected due to the dissolution of the CMD joint venture.

During the fourth quarter of 2011, the Company announced that Mercury Marine and Cummins would dissolve the CMD joint venture and enter into a strategic supply agreement between the two companies. As part of the transition, CMD's high speed diesel line will be integrated into Mercury Marine's product portfolio and it will sell, service and support these products through its global sales and distribution network. Although the Company is prepared for the transition and will continue to work with Cummins to develop, manufacture, sell, distribute and service diesel engines, drives, pods and related parts, accessories and services, the inability to successfully implement the transition could adversely affect the Company's ability to meet customer demand for products, which could have an adverse impact on operating and financial results.

Adverse economic, credit and capital market conditions could have a negative impact on the Company's financial results.

The Company does not frequently rely on short-term capital markets to meet its working capital requirements, fund capital expenditures, pay dividends, or fund employee benefit programs; however, the Company does maintain short-term borrowing facilities which can be used to meet these capital requirements. In addition, over the long term, the Company may determine that it is necessary to access the capital markets to refinance existing long-term indebtedness or for other initiatives.

Adverse global economic conditions, market volatility and heightened governmental regulation could lead to volatility and disruptions in the capital and credit markets. This could adversely affect the Company's ability to access capital and credit markets or increase the cost to do so, which could have a negative impact on its business, financial results and competitive position.

Inventory reductions by major dealers, retailers and independent boat builders could adversely affect the Company's financial results.

In response to higher than desired dealer inventory levels or dealer inventory being aged beyond preferred levels, the Company could decide to implement a pipeline reduction strategy to reduce the number of units held by its dealers. Such efforts, combined with retail discounting, would likely result in lower production levels of the Company's products, thus resulting in lower rates of absorption of fixed costs in the Company's manufacturing facilities and lower margins. While actions taken have returned dealer inventories to more appropriate levels, the potential need for future inventory reductions by dealers and independent boatbuilder customers could impair the Company's future sales and results of operations.

The Company may be required to repurchase inventory or accounts of certain dealers.

The Company has agreements with certain third-party finance companies to provide financing to the Company's customers to enable the purchase of its products. In connection with these agreements, the Company either may have obligations to repurchase the Company's products from the finance company, or may have recourse obligations to the finance company on the dealer's receivables. These obligations are triggered if the Company's dealers default on their debt obligations to the finance companies.

The Company's maximum contingent obligation to repurchase inventory and its maximum contingent recourse obligations on customer receivables are less than the total balances of dealer financings outstanding under these programs, as the Company's obligations under certain of these arrangements are subject to caps, or are limited based on the age of product. The Company's risk related to these arrangements is mitigated by the proceeds it receives on the resale of repurchased product to other dealers, or by recoveries on receivables purchased under the recourse obligations.

The Company's inventory repurchase obligations relate primarily to the inventory floorplan credit facilities of the Company's boat and engine dealers. The Company's actual historical repurchase experience related to these arrangements has been substantially less than the Company's maximum contractual obligations. If dealers file for bankruptcy or cease operations, losses associated with the repurchase of the Company's products could be incurred. The Company's net sales and earnings may be unfavorably affected as a result of reduced market coverage and the associated decline in sales.

Declines in marine industry demand could cause an increase in future repurchase activity, or could require the Company to incur losses in excess of established reserves. In addition, the Company's cash flow and loss experience could be adversely affected if inventory is not successfully distributed to other dealers in a timely manner, or if the recovery rate on the resale of the product declines. In addition, the finance companies could require changes in repurchase or recourse terms that would result in an increase in the Company's contractual contingent obligations.

The loss of key accounts or critical suppliers could harm the Company's business.

If the Company were to experience the loss of a key account, its business could be negatively affected in a significant way. Similarly, if one of the Company's most critical suppliers were to close its operations, cease manufacturing or otherwise fail to deliver an essential component necessary to the Company's manufacturing operations, it could have a detrimental effect on the Company's ability to manufacture and sell its products, resulting in an interruption in business operations and/or a loss of sales. In an effort to mitigate the risk associated with the Company's reliance on such accounts and suppliers, it continually works to monitor such relationships, maintain a complete and competitive product lineup and identify alternative suppliers for key components.

The Company's success depends upon the continued strength of its brands.

The Company believes that its brands, including Brunswick, Mercury, Sea Ray, Boston Whaler, Hatteras and Life Fitness, are significant contributors to the success of the Company's business and that maintaining and enhancing the brands are important to expanding the Company's customer base. Failure to continue to promote and protect the Company's brands may adversely affect the Company's business and results of operations.

The Company's businesses have a large fixed cost base that can affect its profitability in a declining sales environment.

The high fixed cost levels of operating marine production plants can put pressure on profit margins when sales and production decline. The Company's profitability is dependent, in part, on its ability to spread fixed costs over an increasing number of products sold and shipped, and if the Company makes a decision to reduce its rate of production, gross margins could be negatively affected. Consequently, decreased demand or the need to reduce inventories can lower the Company's ability to absorb fixed costs and materially impact its results of operations.



Successfully establishing a smaller manufacturing footprint is critical to the Company's operating and financial results.

A significant component of the Company's cost-reduction efforts has been a focus on reducing its manufacturing footprint by consolidating boat and engine production into fewer plants. The Company completed the consolidation of engine production by transferring sterndrive engine manufacturing operations from its Stillwater, Oklahoma plant to its Fond du Lac, Wisconsin plant in the fourth quarter of 2011 and production commenced later in the fourth quarter of 2011. This plant transition is expected to conclude in 2012.

Moving production to a different plant involves risks, including the inability to start up production within the cost and timeframe estimated, supply product to customers when expected and attract a sufficient number of skilled workers to handle the additional production demands. The inability to successfully implement the Company's manufacturing footprint initiatives could adversely affect its ability to meet customer demand for products and could increase the cost of production versus projections, both of which could result in a significant adverse impact on operating and financial results. Additionally, expenses associated with plant consolidation, including severance costs and loss of trained employees with knowledge of the Company's business and operations, could exceed projections and negatively impact financial results.

The Company relies on third-party suppliers for the supply of the raw materials, parts and components necessary to manufacture its products. The Company's financial results may be adversely affected by an increase in cost, disruption of supply or shortage of or defect in raw materials, parts or product components.

Outside suppliers and contract manufacturers provide the Company with raw materials used in its manufacturing processes including oil, aluminum, copper, steel and resins, as well as product parts and components, such as engine blocks and boat windshields. The prices for these raw materials, parts and components fluctuate depending on market conditions and in some instances, commodity prices. Substantial increases in the prices of the Company's raw materials, parts and components would increase the Company's operating costs, and could reduce its profitability if the Company cannot recoup the increased costs through increased product prices.

In addition, some components used in the Company's manufacturing processes, including engine blocks and boat windshields, are available from a sole supplier or a limited number of suppliers. Operational and financial difficulties that these or other suppliers currently face or may face in the future could adversely affect their ability to supply the Company with the parts and components it needs, which could significantly disrupt the Company's operations. It may be difficult to find a replacement supplier for a limited or sole source raw material, part or component without significant delay or on commercially reasonable terms. In addition, an uncorrected defect or supplier's variation in a raw material, part or component, either unknown to the Company or incompatible with the Company's manufacturing process, could harm the Company's ability to manufacture products.

Some of the risks that could disrupt the Company's operations, impair the Company's ability to deliver products to the Company's customers and negatively affect the Company's financial results include: an increase in the cost of, defects in or a sustained interruption in the supply or shortage of some of these raw materials, parts or products that may be caused by delayed start-up periods experienced by the Company's suppliers as they increase production efforts; financial pressures on the Company's suppliers due to the weakening economy; and a deterioration of the Company's relationships with suppliers or by events such as natural disasters, power outages or labor strikes. In addition to the risks described above regarding interruption of supplies, which are exacerbated in the case of single-source suppliers, the exclusive supplier of a key component potentially could exert significant bargaining power over price, quality, warranty claims, or other terms relating to a component.



The Company's manufacturing operations have increased production in 2011 and are expected continue to do so in 2012, and consequently, the Company's need for raw materials and supplies will increase. The Company's suppliers must be prepared to ramp up operations and, in many cases, must recall or hire additional workers in order to fulfill the orders placed by the Company and other customers. The Company experienced supply shortages in 2010 and 2011. The Company continues to work to address this issue by identifying alternative suppliers, working to secure adequate inventories of critical supplies and continually monitoring its supplier base. In the future, however, the Company may continue to experience shortages of, delayed delivery of and/or increased prices for key materials, parts and supplies that are essential to its manufacturing operations.

The Company's pension funding requirements and expenses are affected by certain factors outside its control, including the performance of plan assets, the discount rate used to value liabilities, actuarial data and experience and legal and regulatory changes.

The Company's funding obligations and pension expense for its four qualified pension plans are driven by the performance of assets set aside in trusts for these plans, the discount rate used to value the plans' liabilities, actuarial data and experience and legal and regulatory funding requirements. Changes in these factors could have an adverse impact on the Company's results of operations, liquidity or shareholders' equity. In addition, a portion of the Company's pension plan assets are invested in equity securities which can experience significant declines if financial markets weaken. The level of the Company's funding of its qualified pension plan liabilities was approximately 62 percent as of December 31, 2011. The Company's future pension expenses and funding requirements could increase significantly due to the effect of adverse changes in the discount rate and asset levels along with a decline in the estimated return on plan assets. In addition, the Company could be legally required to make increased contributions to the pension plans, and these contributions could be material and negatively affect the Company's cash flow.

Higher energy costs can adversely affect the Company's results, especially in the marine and retail bowling center businesses.

Higher energy and fuel costs result in increases in operating expenses at the Company's manufacturing facilities and in the cost of shipping products to customers. In addition, increases in energy costs can adversely affect the pricing and availability of petroleum-based raw materials such as resins and foam that are used in many of the Company's marine products. Also, higher fuel prices may have an adverse effect on demand for marine retail products as they increase the cost of boat ownership, and may have a negative impact on operating margins, particularly in the Fitness segment, as transportation costs increase. Finally, because heating and air conditioning comprise a significant part of the cost of operating a bowling center, any increase in the price of energy could adversely affect the operating margins of the Company's bowling centers.

The Company's profitability may suffer as a result of competitive pricing and other pressures.

The introduction of lower-priced alternative products by other companies can hurt the Company's competitive position in all of its businesses. The Company is constantly subject to competitive pressures, particularly in the outboard engine market, in which predominantly Asian manufacturers often have pursued a strategy of aggressive pricing particularly during periods when the Japanese yen weakens versus the U.S. dollar. Such pricing pressure may limit the Company's ability to increase prices for its products in response to raw material and other cost increases and negatively affect the Company's profit margins.

In addition, the Company's independent boat builder customers may react negatively to potential competition for their products from Brunswick's own boat brands, which can lead them to purchase marine engines and marine engine supplies from competing marine engine manufacturers and may negatively affect demand for the Company's products.



The Company's ability to remain competitive depends on the successful introduction of new product offerings and the ability to meet our customers' expectations.

The Company believes that its customers rigorously evaluate their suppliers on the basis of product quality, new product innovation and development capability. The Company's ability to remain competitive may be adversely affected by difficulties or delays in product development, such as an inability to develop viable new products, gain market acceptance of new products, generate sufficient capital to fund new product development or obtain adequate intellectual property protection for new products. To meet ever-changing consumer demands, the timing of market entry and pricing of new products are critical. As a result, the Company may not be able to introduce new products necessary to remain competitive in all markets that it serves. Furthermore, the Company must deliver quality products that meet or exceed its customers' expectations regarding product quality and after-sales service.

The Company competes with a variety of other activities for consumers' scarce discretionary income and leisure time.

The vast majority of the Company's products are used for recreational purposes, and demand for the Company's products can be adversely affected by competition from other activities that occupy consumers' time, including other forms of recreation as well as religious, cultural and community activities. Additionally, the decrease in consumers' discretionary income as a result of the recent economic environment has influenced consumers' willingness to purchase and enjoy the Company's products.

The Company manufactures and sells products that create exposure to potential product liability, warranty liability, personal injury and property damage claims and litigation.

The Company's products may expose it to potential product liability, warranty liability, personal injury or property damage claims relating to the use of those products. The Company's manufacturing consolidation efforts could result in product quality issues, thereby increasing the risk of litigation and potential liability. To address this risk, the Company has established a global, enterprise-wide organization charged with the responsibility of reviewing and addressing product quality issues. Historically, the resolution of such claims has not materially adversely affected the Company's business, and the Company maintains insurance coverage to mitigate a portion of these risks, which it believes to be adequate. However, the Company may experience material losses in the future, incur significant costs to defend claims or experience claims in excess of its insurance coverage or claims that will not be covered by insurance. Furthermore, the Company's reputation may be adversely affected by such claims, whether or not successful, including potential negative publicity about its products. The Company records reserves for known potential liabilities, but there is the possibility that actual losses may exceed these reserves and therefore negatively impact earnings.

Environmental laws and zoning and other requirements can inhibit the Company's ability to grow its marine businesses.

Environmental restrictions, boat plant emission restrictions and permitting and zoning requirements can limit access to water for boating, as well as marina and storage space. In addition, certain jurisdictions both inside and outside the United States require or are considering requiring a license to operate a recreational boat. While such licensing requirements are not expected to be unduly restrictive, they may deter potential customers, thereby reducing the Company's sales. Furthermore, regulations allowing the sale of fuel containing higher levels of ethanol for automobiles, which is not approved or intended for use in marine engines, may nonetheless result in increased warranty, service and other claims against the Company if boaters mistakenly use this fuel in marine engines, causing damage to and the degradation of components in their marine engines.

Compliance with environmental regulations affecting marine engines will increase costs and may reduce demand for the Company's products.

The U.S. Environmental Protection Agency's emission regulations require certain gasoline sterndrive and inboard engines to be equipped with a catalyst exhaust monitoring and treatment system. It is possible that environmental regulatory bodies may impose higher emissions standards in the future for marine engines. Compliance with these standards would increase the cost to manufacture and the price to the customer for the Company's engines, which could in turn reduce consumer demand for the Company's marine products and potentially reduce operating margins. An increase in the cost of marine engines, an increase in the retail price to consumers or unforeseen delays in compliance with environmental regulations affecting these products could have an adverse effect on the Company's results of operations.

The Company's businesses may be adversely affected by compliance obligations and liabilities under various laws and regulations.

The Company is subject to federal, state, local and foreign laws and regulations, including product safety, environmental, health and safety laws and other regulations. While the Company believes that it maintains all requisite licenses and permits and that it is in material compliance with all applicable laws and regulations, a failure to satisfy these and other regulatory requirements could cause the Company to incur fines or penalties, and compliance could increase its cost of operations. The adoption of additional laws, rules and regulations could also increase the Company's capital or operating costs.

The Company's manufacturing processes involve the use, handling, storage and contracting for recycling or disposal of hazardous or toxic substances or wastes. Accordingly, the Company is subject to regulations regarding these substances, and the misuse or mishandling of such substances could expose it to liabilities, including claims for property or natural resources damages or personal injury, or fines. The Company is also subject to laws requiring the cleanup of contaminated property. If a release of hazardous substances occurs at or from any of the Company's current or former properties or another location where it has disposed of hazardous materials, the Company may be held liable for the contamination, regardless of knowledge or whether it was at fault in connection with the release, and the amount of such liability could be material.

Additionally, the Company is subject to laws governing its relationship with its employees, including, but not limited to, employee wage, hour and benefit issues, such as pension funding and health care benefits. Changes to such legislation could increase the cost of the Company's operations. Specifically, the effects of The Patient Protection and Affordable Care Act, once ultimately determined, may have an adverse effect on the financial operations of the Company, primarily in the bowling retail business.



Increases in income tax rates or changes in income tax laws could have a material adverse impact on our financial results.

Changes in domestic and international tax legislation could expose the Company to additional tax liability. Although the Company carefully monitors changes in tax laws and works to mitigate the impact of proposed changes, such changes may negatively impact the Company's financial results. In addition, any increase in individual income tax rates would negatively affect our potential customers' discretionary income and could decrease the demand for the Company's products.

If the Company's intellectual property protection is inadequate, others may be able to use its technologies and thereby reduce the Company's ability to compete, which could have a material adverse effect on the Company, its financial condition and results of operations.

The Company regards much of the technology underlying its products as proprietary. The steps the Company takes to protect its proprietary technology may be inadequate to prevent misappropriation of the Company's technology, or third parties may independently develop similar technology. The Company relies on a combination of patents, trademark, copyright and trade secret laws; employee and third-party non-disclosure agreements; and other contracts to establish and protect its technology and other intellectual property rights. The agreements may be breached or terminated, the Company may not have adequate remedies for any such breach, and existing patent, trademark, copyright and trade secret laws afford it limited protection. Policing unauthorized use of the Company's intellectual property is difficult, particularly in many regions outside the United States. A third party could copy or otherwise obtain and use the Company's products or technology without authorization. Litigation may be necessary for the Company to defend against claims of infringement or to protect its intellectual property rights and could result in substantial cost. Further, the Company might not prevail in such litigation, which could harm its business.

Some of the Company's operations are conducted by joint ventures that are not operated solely for its benefit.

Some of the Company's operations are carried on through jointly owned companies such as BAC, Tohatsu Marine Corporation or CMD. With respect to these joint ventures, the Company shares ownership and management of these companies with one or more parties who may not have the same goals, strategies, priorities or resources as the Company. These joint ventures are intended to be operated for the equal benefit of all co-owners, rather than for the Company's exclusive benefit.

Changes in currency exchange rates can adversely affect the Company's results.

The Company derives a portion of its revenues from outside the United States (40 percent in 2011). The Company manufactures its products primarily in the United States and the costs of the Company's products are generally denominated in U.S. dollars, although the increase in manufacturing and sourcing of products and materials outside the United States continues to be a strategic focus. The Company sells a portion of these products in currencies other than the U.S. dollar. Consequently, a strong U.S. dollar can make the Company's products less price-competitive relative to local products outside the United States, and can adversely affect its financial performance.

Although the Company enters into currency exchange contracts to reduce its risk related to currency exchange fluctuations, it is impossible to hedge against all currency risk, especially over the long term, and changes in the relative values of currencies may occur from time to time and, in some instances, affect the Company's results of operations. The Company is also exposed to the risk that its counterparties to hedging contracts could default on their obligations, which may have an adverse effect on the Company.





A growing portion of the Company's revenue may be derived from international sources, which exposes it to additional uncertainty.

Approximately 40 percent of the Company's 2011 sales were derived from sources outside the United States and the Company intends to continue to expand its international operations and customer base. Sales outside the United States, especially in emerging markets, are subject to various risks including government embargoes or foreign trade restrictions, tariffs, fuel duties, inflation, difficulties in enforcing agreements and collecting receivables through foreign legal systems, compliance with international laws, treaties and regulations and unexpected changes in regulatory environments, disruptions in distribution, dependence on foreign personnel and unions, as well as economic and social instability. In addition, there may be tax inefficiencies in repatriating cash from non-U.S. subsidiaries. If the Company continues to expand its business globally, its success will depend, in part, on the Company's ability to anticipate and effectively manage these and other risks. These and other factors may have a material impact on the Company's international operations or its business as a whole.

An impairment in the carrying value of goodwill, trade names and other long-lived assets could negatively affect the Company's consolidated results of operations and net worth.

Goodwill and indefinite-lived intangible assets, such as the Company's trade names, are recorded at fair value at the time of acquisition and are not amortized, but are reviewed for impairment at least annually or more frequently if impairment indicators arise. In evaluating the potential for impairment of goodwill and trade names, the Company makes assumptions regarding future operating performance, business trends and market and economic conditions. Such analyses further require the Company to make certain assumptions about sales, operating margins, growth rates and discount rates. There are inherent uncertainties related to these factors and in applying these factors to the assessment of goodwill and trade name recoverability. Goodwill reviews are prepared using estimates of the fair value of reporting units based on the estimated present value of future discounted cash flows. The Company could be required to evaluate the recoverability of goodwill or trade names prior to the annual assessment if it experiences disruptions to the business, unexpected significant declines in operating results, a divestiture of a significant component of the Company's business or market capitalization declines.

The Company also continually evaluates whether events or circumstances have occurred that indicate the remaining estimated useful lives of its definite-lived intangible assets, excluding goodwill, and other long-lived assets may warrant revision or whether the remaining balance of such assets may not be recoverable. The Company uses an estimate of the related undiscounted cash flow over the remaining life of the asset in measuring whether the asset is recoverable.

If the future operating performance of the Company's reporting units is not consistent with the Company's assumptions, the Company could be required to record additional non-cash impairment charges. Impairment charges could substantially affect the Company's reported earnings in the periods such charges are recorded. In addition, impairment charges could indicate a reduction in business value which could limit the Company's ability to obtain adequate financing in the future. As of December 31, 2011, goodwill was approximately 12 percent of total assets and included \$269.9 million of goodwill related to the Life Fitness segment and \$20.4 million of goodwill related to the Marine Engine segment.

Adverse weather conditions can have a negative effect on marine and retail bowling center revenues.

Weather conditions can have a significant effect on the Company's operating and financial results, especially in the marine and retail bowling center businesses. Sales of the Company's marine products are generally stronger just before and during spring and summer, and favorable weather during these months generally has a positive effect on consumer demand. Conversely, unseasonably cool weather, excessive rainfall or drought conditions during these periods can reduce demand. Hurricanes and other storms can result in the disruption of the Company's distribution channel. In addition, severely inclement weather on weekends and holidays, particularly during the winter months, can adversely affect patronage of the Company's bowling centers and, therefore, revenues in the retail bowling center business. Additionally, in the event that climate change occurs, which could result in environmental changes including, but not limited to, severe weather, rising sea levels or reduced access to water, the Company's business could be disrupted and negatively affected.

Instability in locations where the Company maintains a significant presence could adversely impact the Company's business operations.

The Company has established a global presence, with manufacturing, sales, distribution and retail locations around the world. Changing conditions in those locations, including, but not limited to, political instability, civil unrest and an increase in criminal activity, could have a negative impact on the Company's local manufacturing and other business operations. Decreased stability in those regions where the Company conducts business poses a risk of business interruption and delays in shipments of materials, components and finished goods, as well as a risk of decreased local retail demand for the Company's products in those regions.

Catastrophic events, including natural and environmental disasters, could have a negative effect on the Company's operations and financial results.

The occurrence of natural and environmental disasters, including hurricanes, floods, earthquakes and environmental spills, could decrease consumer demand for and sales of the Company's products. In the event that such an occurrence takes place in one of Brunswick's major sales markets, the Company could experience a decrease in sales. Additionally, if such an event occurs near the Company's business, manufacturing facilities or key suppliers' facilities, the affected locations could experience an interruption in business operations and/or their operating systems.

The Company's operations are dependent upon the services of key individuals, the loss of whom may have an adverse effect.

The Company's operations depend, in part, on the efforts of the Company's executive officers and other key employees. In addition, the Company's future success will depend on, among other factors, its ability to attract and retain other qualified personnel. The loss of the services of any of the Company's key employees or the failure to attract or retain employees could have an adverse effect on the Company. The Company's restructuring activities, which have resulted in substantial employee terminations, may make it more difficult for the Company to attract or retain employees and it may be adversely affected for some time by the loss of trained employees with knowledge of the Company's business and industries. If the Company is unable to attract and retain qualified individuals, or the Company's costs to do so increase significantly, the Company's operations could be adversely affected.

The Company's business operations could be negatively impacted by the failure of its information technology systems.

The Company's global business operations are managed through a variety of information technology (IT) systems, some of which are legacy systems with a minimal level of support, which the Company plans to replace over a period of years. If one of these legacy systems, or another of the Company's key IT systems were to suffer a failure, or if the Company's IT systems were unable to communicate effectively, this could result in missed or delayed sales, or lost opportunities for cost reduction or efficient cash management.

#### Item 1B. Unresolved Staff Comments

None.

#### Item 2. Properties

Brunswick's headquarters are located in Lake Forest, Illinois. Brunswick has numerous manufacturing plants, distribution warehouses, bowling family entertainment centers, sales offices and product test sites around the world. Research and development facilities are primarily located at manufacturing sites.

The Company believes its facilities are suitable and adequate for its current needs and are well maintained and in good operating condition. Most plants and warehouses are of modern, single-story construction, providing efficient manufacturing and distribution operations. The Company believes its manufacturing facilities have the capacity to meet current and anticipated demand. Brunswick owns its Lake Forest, Illinois headquarters and most of its principal plants.

The primary facilities used in Brunswick's operations are in the following locations:

Marine Engine Segment: Fresno, California; Old Lyme, Connecticut; Miramar, Panama City, Pompano Beach and St. Cloud, Florida; Atlanta, Georgia; Lowell, Michigan; Brookfield and Fond du Lac, Wisconsin; Melbourne, Australia; Petit Rechain, Belgium; Toronto, Ontario, Canada; Suzhou, China; Kuala Lumpur, Malaysia; Juarez, Mexico; Auckland, New Zealand; Vila Nova de Cerveira, Portugal; and Singapore. The Fresno, California; Old Lyme, Connecticut; Miramar and Pompano Beach, Florida; Lowell, Michigan; Toronto, Ontario, Canada; Singapore; and Auckland, New Zealand facilities are leased. The remaining facilities are owned by Brunswick.

Boat Segment: Edgewater, Merritt Island (Sykes Creek) and Palm Coast, Florida; Fort Wayne, Indiana; New York Mills, Minnesota; Lebanon, Missouri; New Bern, North Carolina; Vila Nova de Cerveira, Portugal; Knoxville and Vonore, Tennessee; Princeville, Quebec, Canada; and Reynosa, Mexico. Brunswick owns all of these facilities. Brunswick Commercial and Government Products leases a facility in Edgewater, Florida.

Fitness Segment: Franklin Park and Schiller Park, Illinois; Falmouth, Kentucky; Ramsey, Minnesota; and Kiskoros and Szekesfehervar, Hungary. The Schiller Park office and a portion of the Franklin Park facility are leased. The remaining facilities are owned by Brunswick or, in the case of the Kiskoros, Hungary facility, by a company in which Brunswick is the majority owner.

Bowling & Billiards Segment: Lake Forest, Illinois; Muskegon, Michigan; Bristol, Wisconsin; Szekesfehervar, Hungary; Reynosa, Mexico; and 99 bowling recreation centers in the United States, Canada and Europe. The Reynosa manufacturing facility and 35 percent of BB&B's bowling centers are leased. The remaining facilities are owned by Brunswick.



Item 3. Legal Proceedings

Refer to Note 11 – Commitments and Contingencies in the Notes to Consolidated Financial Statements for information about the Company’s legal proceedings.

Item 4. Mine Safety Disclosures

Not applicable.

## Executive Officers of the Registrant

Brunswick's Executive Officers are listed in the following table:

Officer	Present Position	Age
Dustan E. McCoy	Chairman and Chief Executive Officer	62
Peter B. Hamilton	Senior Vice President and Chief Financial Officer	65
Christopher E. Clawson	Vice President and President – Life Fitness	48
Kristin M. Coleman	Vice President, General Counsel and Secretary	43
Andrew E. Graves	Vice President and President – Brunswick Boat Group	52
Kevin S. Grodzki	Vice President and President – Mercury Marine Sales, Marketing and Commercial Operations	56
B . R u s s e l l Lockridge	Vice President and Chief Human Resources Officer	62
Alan L. Lowe	Vice President and Controller	60
John C. Pfeifer	Vice President, President – Brunswick Marine in EMEA and President –Asia Pacific Group	46
M a r k D . Schwabero	Vice President and President – Mercury Marine	59

There are no familial relationships among these officers. The term of office of all Executive Officers expires May 2, 2012. The Executive Officers are elected by the Board of Directors each year.

Dustan E. McCoy was named Chairman and Chief Executive Officer of Brunswick in December 2005. He was Vice President of Brunswick and President – Brunswick Boat Group from 2000 to 2005. From 1999 to 2000, he was Vice President, General Counsel and Secretary of Brunswick.

Peter B. Hamilton was named Senior Vice President and Chief Financial Officer of Brunswick in September 2008. He served as Vice Chairman of the Board of Brunswick from 2000 until his retirement in 2007; Executive Vice President and Chief Financial Officer of Brunswick from 1998 to 2000; and Senior Vice President and Chief Financial Officer of Brunswick from 1995 to 1998.

Christopher E. Clawson was named Vice President and President – Life Fitness in August of 2010. Prior to this appointment, Mr. Clawson served as Chief Executive Officer and President of Johnson Health Tech - North America, a fitness equipment designer and manufacturer. Previously, Mr. Clawson had been with Life Fitness from 1994 to 2004, where he held a number of positions of increasing responsibility in product development and marketing, eventually serving as Vice President Sales and Marketing - Consumer.

Kristin M. Coleman was named Vice President, General Counsel and Secretary of Brunswick in May 2009. Prior to her appointment, she was Vice President and Associate General Counsel for Mead Johnson Nutrition Company, a

producer of infant and children's nutritional products. She had previously been with Brunswick Corporation from 2003 to 2008, serving in a number of positions of increasing responsibility.

Andrew E. Graves was named Vice President and President – Brunswick Boat Group in October 2009. Previously, he was Vice President and President – US Marine and Outboard Boats from 2008 to 2009; and President – Brunswick Boat Group Freshwater Group from 2005 to 2008. From 2003 to 2005, Mr. Graves was President of Dresser Flow Solutions, a global energy infrastructure company.

Kevin S. Grodzki was named Vice President and President – Mercury Marine Sales, Marketing and Commercial Operations in November of 2008. He has been with Mercury since 2005. Prior to that assignment, he was President of Brunswick's Life Fitness Division.



B. Russell Lockridge has been Vice President and Chief Human Resources Officer of Brunswick since 1999.

Alan L. Lowe has been Vice President and Controller of Brunswick since September 2003.

John C. Pfeifer was named Vice President and President – Brunswick Marine in EMEA in February 2008 and also serves as President – Brunswick Asia-Pacific Group. Previously, Mr. Pfeifer, who joined Brunswick in 2006, was President – Brunswick Global Structure. Prior to joining Brunswick, Mr. Pfeifer held executive positions with ITT Corporation, a high-technology engineering and manufacturing company, from 2000 to 2006.

Mark D. Schwabero was named Vice President and President – Mercury Marine in December 2008. Previously, he was President – Mercury Outboards from 2004 to 2008.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Brunswick's common stock is traded on the New York and Chicago Stock Exchanges. Quarterly information with respect to the high and low prices for the common stock and the dividends declared on the common stock is set forth in Note 19 – Quarterly Data (unaudited) in the Notes to Consolidated Financial Statements. As of February 16, 2012, there were 11,448 shareholders of record of the Company's common stock.

In October 2011 and October 2010, Brunswick announced its annual dividend on its common stock of \$0.05 per share, payable in December 2011 and December 2010, respectively. Brunswick expects to continue to pay annual dividends at the discretion of the Board of Directors, subject to continued capital availability and a determination that cash dividends continue to be in the best interest of the Company's shareholders.

In the second quarter of 2005, Brunswick's Board of Directors authorized and announced a \$200.0 million share repurchase program, to be funded with available cash. On April 27, 2006, the Board of Directors increased the Company's remaining share repurchase authorization of \$62.2 million to \$500.0 million. As of December 31, 2011, the Company had repurchased approximately 11.7 million shares for \$397.4 million since the program's inception, with a remaining authorization of \$240.4 million. The Company did not repurchase any shares during 2011, 2010 or 2009 as the plan has been suspended.

Brunswick's dividend and share repurchase policies may be affected by, among other things, the Company's views on future liquidity, potential future capital requirements and restrictions contained in certain credit agreements.

## Performance Graph

Comparison of Five-Year Cumulative Total Return among Brunswick, S&P 500 Index and S&P 500 Global Industry Classification Standard (GICS) Consumer Discretionary Index

	2006	2007	2008	2009	2010	2011
Brunswick	100.00	54.76	13.58	41.25	61.02	58.97
S&P 500 Index	100.00	103.53	63.69	78.62	88.67	88.67
S&P 500 GICS Consumer Discretionary Index	100.00	85.68	55.93	76.48	97.54	101.76

The basis of comparison is a \$100 investment at December 31, 2006, in each of: (i) Brunswick; (ii) the S&P 500 Index; and (iii) the S&P 500 GICS Consumer Discretionary Index. All dividends are assumed to be reinvested. The S&P 500 GICS Consumer Discretionary Index encompasses industries including automotive, household durable goods, textiles and apparel, and leisure equipment. Brunswick believes the companies included in this index provide the most representative sample of enterprises that are in primary lines of business that are similar to Brunswick's.

## Item 6. Selected Financial Data

The selected historical financial data presented below as of and for the years ended December 31, 2011, 2010 and 2009 has been derived from, and should be read in conjunction with, the historical consolidated financial statements of the Company, including the notes thereto, and Item 7 of this report, including the Matters Affecting Comparability section. The selected historical financial data presented below as of and for the years ended December 31, 2008 and 2007 has been derived from the consolidated financial statements of the Company for the years that are not included herein.

(in millions, except per share data)	2011	2010	2009	2008	2007
<b>Results of operations data</b>					
Net sales	\$ 3,748.0	\$ 3,403.3	\$ 2,776.1	\$ 4,708.7	\$ 5,671.2
Operating earnings (loss) (A)	192.4	16.3	(570.5 )	(611.6 )	107.2
Earnings (loss) before interest, loss on early extinguishment of debt and income taxes (A)	187.0	11.8	(588.7 )	(584.7 )	136.3
Earnings (loss) before income taxes (A)	89.3	(84.7 )	(684.7 )	(632.2 )	92.7
Net earnings (loss) from continuing operations (A)	71.9	(110.6 )	(586.2 )	(788.1 )	79.6
Discontinued operations:					
Earnings from discontinued operations, net of tax (B)	—	—	—	—	32.0
Net earnings (loss) (A) (B)	\$ 71.9	\$ (110.6 )	\$ (586.2 )	\$ (788.1 )	\$ 111.6
<b>Basic earnings (loss) per common share:</b>					
Earnings (loss) from continuing operations (A)	\$ 0.81	\$ (1.25 )	\$ (6.63 )	\$ (8.93 )	\$ 0.88
Earnings from discontinued operations, net of tax (B)	—	—	—	—	0.36
Net earnings (loss) (A) (B)	\$ 0.81	\$ (1.25 )	\$ (6.63 )	\$ (8.93 )	\$ 1.24
<b>Average shares used for computation of basic earnings (loss) per share</b>					
	89.3	88.7	88.4	88.3	89.8
<b>Diluted earnings (loss) per common share:</b>					
Earnings (loss) from continuing operations (A)	\$ 0.78	\$ (1.25 )	\$ (6.63 )	\$ (8.93 )	\$ 0.88

## Discontinued operations:

Earnings from discontinued operations, net of tax (B)	—	—	—	—	0.36
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Net earnings (loss) (A) (B)	\$ 0.78	\$ (1.25 )	\$ (6.63 )	\$ (8.93 )	\$ 1.24
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Average shares used for computation of diluted earnings (loss) per share	92.2	88.7	88.4	88.3	90.2
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(A) 2011 results include \$22.7 million of pretax restructuring, exit and impairment charges. 2010 results include \$62.3 million of pretax trade name impairment charges and restructuring, exit and impairment charges. 2009 results include \$172.5 million of pretax restructuring, exit and impairment charges. 2008 results include \$688.4 million of pretax goodwill impairment charges, trade name impairment charges and restructuring, exit and impairment charges. 2007 results include \$88.6 million of pretax trade name impairment charges and restructuring, exit and impairment charges.

(B) Earnings from discontinued operations in 2007 include net gains of \$29.8 million related to the sales of its Brunswick New Technologies discontinued businesses.

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(in millions, except per share and other data)

	2011	2010	2009	2008	2007
<b>Balance sheet data</b>					
Total assets of continuing operations	\$ 2,494.0	\$ 2,678.0	\$ 2,709.4	\$ 3,223.9	\$ 4,365.6
<b>Debt</b>					
Short-term	\$ 2.4	\$ 2.2	\$ 11.5	\$ 3.2	\$ 0.8
Long-term	690.4	828.4	839.4	728.5	727.4
Total debt	692.8	830.6	850.9	731.7	728.2
Common shareholders' equity (A)	30.9	70.4	210.3	729.9	1,892.9
Total capitalization (A)	\$ 723.7	\$ 901.0	\$ 1,061.2	\$ 1,461.6	\$ 2,621.1
<b>Cash flow data</b>					
Net cash provided by (used for) operating activities of continuing operations	\$ 89.1	\$ 205.4	\$ 125.5	\$ (12.1 )	\$ 344.1
Depreciation and amortization	104.5	129.3	157.3	177.2	180.1
Capital expenditures	90.0	57.2	33.3	102.0	207.7
Acquisitions of businesses	—	—	—	—	6.2
Investments	0.9	7.2	(6.2 )	(20.0 )	(4.1 )
Stock repurchases	—	—	—	—	125.8
Cash dividends paid	4.5	4.4	4.4	4.4	52.6
<b>Other data</b>					
Dividends declared per share	\$ 0.05	\$ 0.05	\$ 0.05	\$ 0.05	\$ 0.60
Book value per share (A)	0.35	0.79	2.38	8.27	20.99
Return on beginning shareholders' equity (A)	102.1 %	(52.6 )%	(80.3 )%	(41.6 )%	6.0 %
Effective tax rate	19.5 %	(30.6 )%	14.4 %	(24.7 )%	14.1 %
Debt-to-capitalization rate (A)	95.7 %	92.2 %	80.2 %	50.1 %	27.8 %
Number of employees	15,356	15,290	15,003	19,760	27,050
Number of shareholders of record	11,550	12,134	12,602	12,842	13,052
<b>Common stock price (NYSE)</b>					
High	\$ 26.93	\$ 22.62	\$ 13.11	\$ 19.28	\$ 34.80
Low	13.46	10.34	2.18	2.01	17.05
Close (last trading day)	18.06	18.74	12.71	4.21	17.05

(A) 2011 results include \$22.7 million of pretax restructuring, exit and impairment charges. 2010 results include \$62.3 million of pretax trade name impairment charges and restructuring, exit and impairment charges. 2009 results include \$172.5 million of pretax restructuring, exit and impairment charges. 2008 results include \$688.4 million of pretax goodwill impairment charges, trade name impairment

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charges and restructuring, exit and impairment charges. 2007 results include \$88.6 million of pretax trade name impairment charges and restructuring, exit and impairment charges.

The Notes to Consolidated Financial Statements should be read in conjunction with the above summary.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Certain statements in Management's Discussion and Analysis are based on non-GAAP financial measures. Specifically, the discussion of the Company's cash flows includes an analysis of free cash flows, net debt and total liquidity. GAAP refers to generally accepted accounting principles in the United States. A "non-GAAP financial measure" is a numerical measure of a registrant's historical or future financial performance, financial position or cash flows that; excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statement of operations, balance sheet or statement of cash flows of the issuer; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. Non-GAAP financial measures do not include operating and statistical measures.

The Company includes non-GAAP financial measures in Management's Discussion and Analysis, as Brunswick's management believes that these measures and the information they provide are useful to investors because they permit investors to view Brunswick's performance using the same tools that management uses, and to better evaluate the Company's ongoing business performance.

Certain other statements in Management's Discussion and Analysis are forward-looking as defined in the Private Securities Litigation Reform Act of 1995. These statements are based on current expectations that are subject to risks and uncertainties. Actual results may differ materially from expectations as of the date of this filing because of factors discussed in Item 1A – Risk Factors of this Annual Report on Form 10-K.

### Overview and Outlook

#### General

In 2011, despite global economic challenges and a relatively flat marine market, Brunswick increased its revenues and improved its earnings, while positioning itself to take advantage of market opportunities as they evolve and solidifying its leadership position in the marine, fitness and bowling and billiards industries, by:

- Generating positive free cash flow;
- Demonstrating outstanding operating leverage; and
- Performing better than the markets in which it competes.

Actions taken in support of the Company's strategic objectives in 2011 include:

#### Generating Positive Free Cash Flow:

- Ended the year with \$507.8 million of cash and marketable securities;
- Cash flows from operations totaled \$89.1 million during 2011, supported by improved operating results, partially offset by cash used for changes in certain current assets and current liabilities and \$79.6 million of contributions to the Company's defined benefit pension plans; and
- Selectively increased capital expenditures for profit-maintaining investments.





Demonstrating Outstanding Operating Leverage:

- Reported operating earnings of \$192.4 million in 2011 compared with operating earnings of \$16.3 million in 2010 and operating losses of \$570.5 million in 2009;
- Reported restructuring, exit and impairment charges of \$22.7 million, \$62.3 million and \$172.5 million in 2011, 2010 and 2009, respectively;
- Operating leverage, defined as the change in Operating earnings (loss) divided by the change in Net sales, was 51 percent on a sales increase of 10 percent; and
- Operating earnings, excluding restructuring, exit and impairment charges, were \$215.1 million and \$78.6 million in 2011 and 2010, respectively. This increase of \$136.5 million was realized on an increase in sales of \$344.7 million in 2011.

Performing Better than the Markets in Which it Competes:

- Sales improved \$344.7 million or 10 percent during 2011. The Company experienced an increase in sales at each of its operating segments. The Marine Engine, Boat, Fitness and Bowling & Billiards segments reported sales increases of 10 percent, 11 percent, 17 percent and 1 percent, respectively; and
- Improved market share across all segments.

Brunswick reported net earnings in 2011 for the first time since 2007 despite a relatively flat marine market. Net sales increased to \$3,748.0 million from \$3,403.3 million in 2010. The overall increase in sales was mainly due to market share gains achieved across each of the Company's segments. Marine Engine and Boat segment sales increased during 2011, due primarily to higher wholesale shipments, which were supported by solid retail growth at the Company's dealers. Fitness segment sales grew in 2011, reflecting increased purchases of new equipment by global commercial customers, including a large order in one of the segment's major customer categories. Higher sales in the Bowling & Billiards segment during 2011 resulted from improved capital equipment sales in the bowling products business and slightly improved equivalent-center sales in the bowling retail business. The Company also experienced international sales growth in its Marine Engine, Fitness and Boat segments.

Operating earnings during 2011 were \$192.4 million, with operating margins of 5.1 percent. Operating earnings in 2010 were \$16.3 million, with operating margins of 0.5 percent. The 2011 results included \$22.7 million of restructuring, exit and impairment charges, while the 2010 results included \$62.3 million of restructuring, exit and impairment charges. Improved operating earnings during 2011 mainly resulted from higher sales across each of the Company's segments, combined with improved production and operating efficiencies, as well as lower restructuring, exit and impairment charges.

## Restructuring Activities

In November 2006, Brunswick announced restructuring initiatives to improve the Company's cost structure, better utilize overall capacity and improve general operating efficiencies. These initiatives reflected the Company's response to a difficult marine market, which continued to decline through 2010 and led to expanded restructuring activities between 2007 and 2011 in order to improve performance and better position the Company for current market conditions and longer-term profitable growth. These initiatives have resulted in the recognition of restructuring, exit and impairment charges in the Consolidated Statements of Operations during 2011, 2010 and 2009.

Total restructuring, exit and impairment charges recorded during 2011, 2010 and 2009 for each of the Company's reportable segments are summarized below:

(in millions)	2011	2010	2009
Marine Engine	\$ 12.0	\$ 13.6	\$ 48.3
Boat	8.7	46.0	107.8
Fitness	0.1	0.2	2.1
Bowling & Billiards	1.9	1.8	5.3
Corporate	—	0.7	9.0
<b>Total</b>	<b>\$ 22.7</b>	<b>\$ 62.3</b>	<b>\$ 172.5</b>

See Note 2 – Restructuring Activities in the Notes to Consolidated Financial Statements for further details. The Company anticipates it will incur approximately \$10 million of additional charges in 2012 related to known restructuring activities initiated in 2011, 2010 and 2009.

## Outlook for 2012

The Company expects that 2012 revenues will achieve mid-single digit growth when compared with 2011, despite comparable global economic and marine markets. The Company will focus on delivering growth by designing and introducing new products to expand our current portfolios and by increasing the focus on the marketing and sales of products in markets where the opportunity for growth is highest. As a result, revenue growth in the Marine Engine and Boat segments will be largely dependent on marine retail demand, supplemented by the Company's focus on organic growth opportunities in its marine operations.

The Company expects to have higher earnings per share in 2012 resulting from increased revenues and improvements in operating earnings resulting from its restructured manufacturing footprint and cost structure. The Company expects net earnings in 2012 to benefit from previously announced marine plant consolidation activities, and lower restructuring, exit and impairment charges, net interest, depreciation, variable compensation and pension expenses.

### Matters Affecting Comparability

The following events have occurred during 2011, 2010 and 2009, which the Company believes affect the comparability of the results of operations:

**Restructuring, exit and impairment charges.** The Company implemented initiatives to improve its cost structure, better utilize overall capacity and improve general operating efficiencies. During 2011, the Company recorded charges of \$22.7 million related to these restructuring activities as compared with \$62.3 million during 2010 and \$172.5 million during 2009. See Note 2 – Restructuring Activities in the Notes to Consolidated Financial Statements for further details.

**Gain on sale of distribution facility.** In the first quarter of 2011, the Company recognized a \$6.8 million gain on the sale of a distribution facility in Australia in Selling, general and administrative expense on the Consolidated Statement of Operations. There was no comparable gain in 2010 or 2009.

**Dissolution of joint venture.** In December 2011, the Company announced plans to dissolve its Cummins MerCruiser Diesel Marine LLC joint venture between Brunswick's Mercury Marine division and Cummins Marine, a division of Cummins Inc., by the end of the second quarter of 2012. This announcement resulted in a \$3.8 million charge to Equity loss in the Consolidated Statements of Operations during the year ended December 31, 2011. There was no comparable charge in 2010 or 2009.

**Interest expense and loss on early extinguishment of debt.** The Company recorded interest expense of \$81.8 million, \$94.4 million and \$86.1 million during 2011, 2010 and 2009, respectively. Interest expense decreased \$12.6 million in 2011 compared with 2010, primarily as a result of lower average outstanding debt levels in 2011. Interest expense increased \$8.3 million in 2010 compared with 2009, predominantly as a result of higher average outstanding debt levels in 2010 and increased borrowing rates resulting from debt refinancing activities in the third quarter of 2009.

The Company repurchased \$142.8 million, \$36.2 million and \$246.4 million of notes during 2011, 2010 and 2009, respectively. In connection with these retirements, the Company recorded losses on early extinguishment of debt of \$19.8 million, \$5.7 million and \$13.1 million during 2011, 2010 and 2009, respectively. See Note 14 – Debt in the Notes to Consolidated Financial Statements for further details.

**Tax items.** The Company recognized an income tax provision of \$17.4 million during 2011, which generally relates to foreign and state jurisdictions where the Company is in a tax paying position. In addition, the tax provision during 2011 includes a benefit of \$6.2 million, primarily related to the reassessment of tax reserves. The effective tax rate, which is calculated as the income tax provision as a percentage of pretax income, was 19.5 percent.

The Company recognized an income tax provision of \$25.9 million during 2010, which generally related to foreign and state jurisdictions where the Company was in a tax paying position. In addition, the tax provision during 2010 included a charge of \$1.8 million, primarily related to the reassessment of unrecognized tax benefits.

During 2009, the Company recognized a tax benefit of \$98.5 million on a Loss before income taxes of \$684.7 million for an effective tax rate of 14.4 percent. In November 2009, legislation was enacted that allowed the Company to carryback its 2009 domestic tax losses up to five years. As a result, the Company reduced its tax valuation allowances by \$109.5 million during 2009 related to anticipated tax refunds, which were received during the first quarter of 2010. Additionally, when maintaining a deferred tax asset valuation allowance in periods in which there is a pretax operating loss and pretax income in Other comprehensive income, the pretax income in Other comprehensive income is considered a source of income and reduces a corresponding portion of the valuation allowance. The reduction in the valuation allowance, as a result of Other comprehensive income, was a \$29.9 million income tax benefit during 2009.

The Company also filed its 2008 federal income tax return in the third quarter of 2009, which generated an additional \$10.3 million income tax benefit in 2009. Partially offsetting these tax benefits was the recording of a \$36.6 million tax valuation allowance in the first quarter of 2009 to reduce certain state and foreign net deferred tax assets to their anticipated realizable value. The remaining realizable value was determined by evaluating the potential to recover the value of these assets through the utilization of loss carrybacks.

See Note 10 – Income Taxes in the Notes to Consolidated Financial Statements for further details.

## Results of Operations

## Consolidated

The following table sets forth certain amounts, ratios and relationships calculated from the Consolidated Statements of Operations for the years ended December 31, 2011, 2010 and 2009:

(in millions, except per share data)	2011	2010	2009	2011 vs. 2010 Increase/(Decrease)		2010 vs. 2009 Increase/(Decrease)	
				\$	%	\$	%
Net sales	\$ 3,748.0	\$ 3,403.3	\$ 2,776.1	\$ 344.7	10.1 %	\$ 627.2	22.6 %
Gross margin (A)	875.4	720.0	315.6	155.4	21.6 %	404.4	NM
Restructuring, exit and impairment charges	22.7	62.3	172.5	(39.6 )	(63.6 %)	(110.2)	(63.9) %
Operating earnings (loss)	192.4	16.3	(570.5 )	176.1	NM	586.8	NM
Net earnings (loss)	71.9	(110.6 )	(586.2 )	182.5	NM	(475.6)	(81.1) %
Diluted earnings (loss) per share	\$ 0.78	\$ (1.25 )	\$ (6.63 )	\$ 2.03	NM	\$ (5.38 )	NM
Expressed as a percentage of Net sales							
Gross margin	23.4 %	21.2 %	11.4 %			220 bpts	980 bpts
Selling, general and administrative expense	15.0 %	16.1 %	22.5 %			(110) bpts	(640) bpts
Research & development expense	2.6 %	2.7 %	3.2 %			(10) bpts	(50) bpts
Restructuring, exit and impairment charges	0.6 %	1.8 %	6.2 %			(120) bpts	(440) bpts
Operating margin	5.1 %	0.5 %	(20.6 ) %			460 bpts	NM

bpts = basis points

NM = not meaningful

(A)Gross margin is defined as Net sales less Cost of sales as presented in the Consolidated Statements of Operations.

2011 vs. 2010

The increase in net sales mainly resulted from higher marine wholesale shipments in the Company's Marine Engine and Boat segments. This increase in net sales was due to market share gains as overall retail demand for the marine industry was relatively flat. The Company's Fitness segment also experienced higher sales volumes as global commercial customers increased purchases of new equipment, including a large order in one of its major customer categories. Net sales in the Bowling & Billiards segment remained relatively flat as higher sales in its bowling products and bowling retail businesses were mostly offset by declines in its billiards business. International sales for the Company increased 7 percent when compared with 2010. In addition, favorable foreign currency translation contributed to the increase in net sales in 2011. Increases in international sales were realized by the Marine Engine, Fitness and Boat segments.

The increase in gross margin percentage in 2011 compared with 2010 was mainly due to lower warranty expense and discounts required to facilitate retail boat and engine sales, higher fixed-cost absorption and greater efficiencies resulting from increased production rates required by greater wholesale demand in the marine businesses. The gross margin percentage in 2011 also benefited from lower depreciation and pension expense and the realization of successful cost-reduction efforts, partially offset by higher material costs.

Selling, general and administrative expense increased by \$13.0 million to \$562.4 million in 2011; however, the expense decreased as a percentage of sales to 15.0 percent from 16.1 percent. The improvement in Selling, general and administrative expense as a percentage of sales resulted mainly from successful cost-reduction efforts, reduced pension and bad debt expense. Additionally, the Company recognized a gain on the sale of a distribution facility in Australia and favorable settlements of insurance policies in 2011, which were almost fully offset by higher variable compensation expense and a favorable insurance policy settlement recognized in 2010.

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During 2011, the Company incurred lower restructuring, exit and impairment charges than in 2010. Restructuring charges in 2011 included a loss on the divestiture of the Company's Sealine boat brand, as well as charges recorded for the continued consolidation of the Company's marine engine production from its Stillwater, Oklahoma plant to its Fond du Lac, Wisconsin plant, partially offset by gains on the sale of certain idle properties in its Marine Engine and Boat segments. Restructuring activities in 2010 included impairments and additional charges associated with the Company's decisions to sell its Triton fiberglass boat brand produced in Ashland City, Tennessee, to evaluate strategic alternatives for its Trophy boat brand and the relocation of its Cabo Yachts production from Adelanto, California to the existing Hatteras facility in New Bern, North Carolina. Charges in 2010 were also recorded for the continued consolidation of the Company's marine engine production discussed above. See Note 2 – Restructuring Activities in the Notes to Consolidated Financial Statements for further details.

The improvement in operating earnings (loss) was mainly due to the factors discussed above.

Equity loss increased \$1.7 million to a loss of \$4.7 million in 2011, from a loss of \$3.0 million in 2010. The increase in equity loss primarily resulted from a \$3.8 million charge associated with the announced plans to dissolve its Cummins MerCruiser Diesel Marine LLC joint venture between Brunswick's Mercury Marine division and Cummins Marine, a division of Cummins Inc., by the end of the second quarter of 2012. Partially offsetting this charge were improved financial results of the Company's existing joint ventures.

Interest expense decreased \$12.6 million to \$81.8 million in 2011 compared with 2010, predominantly as a result of lower average outstanding debt levels in 2011. The Company also realized a \$19.8 million loss on the early extinguishment of debt during 2011 on the retirement of \$142.8 million of long-term debt. The loss on early extinguishment of debt during 2010 totaled \$5.7 million on the retirement of \$36.2 million of debt.

The Company recognized an income tax provision of \$17.4 million during 2011, which included a benefit of \$6.2 million, primarily related to the reassessment of unrecognized tax benefits. Due to the Company's three years of cumulative book losses in certain jurisdictions and the uncertainty of the realization of certain deferred tax assets, the Company continues to adjust its valuation allowances as deferred tax assets increase or decrease, resulting in effectively no recorded tax benefit for those jurisdictions with operating losses, or no tax expense for those jurisdictions with operating income and loss carryforwards. The tax provision recognized in 2011 generally relates to foreign and state jurisdictions where the Company is in a tax paying position.

The Company recognized an income tax provision of \$25.9 million during 2010, which generally related to foreign and state jurisdictions where the Company is in a tax paying position. In addition, the tax provision during 2010 includes a charge of \$1.8 million, primarily related to the reassessment of unrecognized tax benefits.

Net earnings (loss) and Diluted earnings (loss) per common share improved in 2011 when compared with 2010 due to all the factors discussed above.

Weighted average common shares outstanding used to calculate Diluted earnings (loss) per common share increased to 92.2 million in 2011 from 88.7 million in 2010. Common stock equivalents had an anti-dilutive effect on the net losses recognized in 2010 and were not included in the calculation of Diluted earnings (loss) per common share. No shares were repurchased during 2011 or 2010.



2010 vs. 2009

In 2009, the Company's Boat and Marine Engine segments executed an inventory pipeline correction, which required production levels in its marine businesses to be at levels below actual retail demand. The Company did not experience such a correction in 2010, nor did it offer the same levels of discounts to facilitate boat sales. As a result, the increase in 2010 net sales was mainly due to greater wholesale shipments resulting from the absence of a marine pipeline inventory correction, as well as reduced discounts. The Company's Fitness segment also experienced higher sales volumes as global commercial and consumer customers in international markets increased purchases of new equipment. Net sales in the Bowling & Billiards segment decreased by approximately 4 percent when compared with 2009, as customers across the Bowling & Billiards businesses reduced spending. International sales for the Company increased 20 percent when compared with 2009. Increases in international sales were realized by each of the Company's segments.

The increase in gross margin percentage in 2010 compared with 2009 was mainly due to lower discounts required to facilitate retail boat sales, higher fixed-cost absorption and greater efficiencies resulting from increased production rates required by greater wholesale demand in the marine businesses, as well as lower pension expense and the realization of successful cost-reduction efforts.

Selling, general and administrative expense decreased by \$75.7 million to \$549.4 million in 2010. The decrease was mainly a result of reduced pension and bad debt expense and successful cost-reduction efforts.

During 2010, the Company continued its restructuring activities by disposing of non-strategic assets, consolidating manufacturing operations and reducing the Company's global workforce. During the second quarter of 2010, the Company finalized plans to divest its Triton fiberglass boat brand and completed an asset sale transaction in the third quarter of 2010. The Company also began to consolidate its Cabo Yachts production into its Hatteras facility in New Bern, North Carolina. The Company further recorded impairment charges for its Ashland City, Tennessee, facility in connection with the divestiture of its Triton fiberglass boat brand. In the fourth quarter of 2010, the Company recognized exit charges related to the closure of a marine electronics business. See Note 2 – Restructuring Activities in the Notes to Consolidated Financial Statements for further details.

The improvement in operating earnings (loss) was mainly due to the factors discussed above.

Equity loss decreased \$12.7 million to a loss of \$3.0 million in 2010, from a loss of \$15.7 million in 2009. The decrease in equity loss primarily resulted from improved financial results of the Company's marine joint ventures.

Interest expense increased \$8.3 million to \$94.4 million in 2010 compared with 2009, predominantly as a result of higher average outstanding debt levels in 2010 and increased borrowing rates resulting from debt refinancing activities in the third quarter of 2009. The Company also realized a \$5.7 million loss on the early extinguishment of debt during 2010 on the retirement of \$36.2 million of its 11.75 percent Senior notes due 2013. The loss on early extinguishment of debt during 2009 totaled \$13.1 million.

The Company recognized an income tax provision of \$25.9 million during 2010, which generally related to foreign and state jurisdictions where the Company was in a tax paying position. In addition, the tax provision during 2010 included a charge of \$1.8 million, primarily related to the reassessment of unrecognized tax benefits.

During 2009, the Company recognized a tax benefit of \$98.5 million on losses before income taxes of \$684.7 million for an effective tax rate of 14.4 percent. In November 2009, legislation was enacted that allowed the Company to carryback its 2009 domestic tax losses up to five years. As a result, the Company reduced its tax valuation allowances by \$109.5 million during 2009 related to anticipated tax refunds, which were received during the first quarter of 2010. Additionally, when maintaining a deferred tax asset valuation allowance in periods in which there is a pretax operating loss and pretax income in Other comprehensive income, the pretax income in Other comprehensive income is considered a source of income and reduces a corresponding portion of the valuation allowance. The reduction in the valuation allowance, as a result of Other comprehensive income, was a \$29.9 million income tax benefit during 2009. The Company also filed its 2008 federal income tax return in the third quarter of 2009, which generated an additional \$10.3 million income tax benefit in 2009. Partially offsetting these tax benefits was the recording of a \$36.6 million tax valuation allowance in the first quarter of 2009 to reduce certain state and foreign net deferred tax assets to their anticipated realizable value. The remaining realizable value was determined by evaluating the potential to recover the value of these assets through the utilization of loss carrybacks.

Net loss and Diluted loss per common share improved in 2010 when compared with 2009 due to all the factors discussed above.

Weighted average common shares outstanding used to calculate Diluted loss per common share increased to 88.7 million in 2010 from 88.4 million in 2009. No shares were repurchased during 2010 or 2009.

#### Segments

The Company operates in four reportable segments: Marine Engine, Boat, Fitness and Bowling & Billiards. Refer to Note 4 – Segment Information in the Notes to Consolidated Financial Statements for details on the operations of these segments.

## Marine Engine Segment

The following table sets forth Marine Engine segment results for the years ended December 31, 2011, 2010 and 2009:

(in millions)	2011	2010	2009	2011 vs. 2010		2010 vs. 2009	
				Increase/(Decrease) \$	%	Increase/(Decrease) \$	%
Net sales	\$ 1,979.5	\$ 1,807.4	\$ 1,425.0	\$ 172.1	9.5 %	\$ 382.4	26.8 %
Restructuring, exit and impairment charges	12.0	13.6	48.3	(1.6 )	(11.8) %	(34.7 )	(71.8) %
Operating earnings (loss)	189.3	147.3	(131.2 )	42.0	28.5 %	278.5	NM
Operating margin	9.6 %	8.1 %	(9.2 ) %		150 bpts		NM
Capital expenditures	\$ 46.3	\$ 30.8	\$ 12.3	\$ 15.5	50.3 %	\$ 18.5	NM

bpts = basis points

NM = not meaningful

## 2011 vs. 2010

Net sales recorded by the Marine Engine segment increased by 9.5 percent to \$1,979.5 million in 2011 when compared with 2010. The increase was mainly due to greater wholesale shipments across all of the segment's operations and reflected market share gains in each of the segment's businesses, as well as favorable foreign currency translation. The greatest rate of growth was experienced in outboard engines. The marine service, parts and accessories business, which represented 40 percent of the segment's sales in 2011, increased by 8 percent. International sales, representing 42 percent of the segment's sales during 2011, experienced a 6 percent increase when compared with 2010.

Restructuring, exit and impairment charges recognized during 2011 and 2010 were primarily related to restructuring activities associated with the Company's consolidation of its engine production as discussed in Note 2 – Restructuring Activities in the Notes to Consolidated Financial Statements.

Marine Engine segment operating earnings of \$189.3 million increased by \$42.0 million compared with 2010 performance as a result of higher sales volumes, lower warranty, depreciation and pension expense, fixed-cost savings from successful cost reduction efforts and improved fixed-cost absorption on higher production. In addition, Marine Engine segment operating earnings increased due to a gain recognized on the sale of a distribution facility in Australia and favorable settlements of insurance policies in 2011. These gains were partially offset by higher material costs, higher variable compensation expense and a favorable insurance policy settlement recognized in 2010.

Capital expenditures in 2011 and 2010 were generally related to tooling for new product introductions, plant consolidation activities and profit-maintaining investments.

2010 vs. 2009

Net sales recorded by the Marine Engine segment increased by 26.8 percent to \$1,807.4 million in 2010 when compared with 2009. The increase was mainly due to greater wholesale shipments that were required to meet customer demand across all of the segment's operations. The greatest rate of growth was experienced in sterndrive engines. The domestic marine service, parts and accessories business, which represented 26 percent of the segment's sales in 2010, increased by 8 percent. International sales, representing 44 percent of the segment's sales during 2010, experienced a 22 percent increase when compared with 2009.

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Restructuring, exit and impairment charges recognized during 2010 and 2009 were primarily related to restructuring activities associated with the Company's consolidation of its engine production as discussed in Note 2 – Restructuring Activities in the Notes to Consolidated Financial Statements.

Marine Engine segment operating earnings of \$147.3 million increased by \$278.5 million compared with 2009 performance as a result of higher sales volumes, lower bad debt expense, lower restructuring, exit and impairment charges, lower pension expense, fixed-cost savings from successful cost reduction efforts and improved fixed-cost absorption on higher production.

Capital expenditures in 2010 were generally related to tooling, plant consolidation activities and profit-maintaining investments. Capital expenditures in 2009 were primarily related to profit-maintaining investments.

## Boat Segment

The following table sets forth Boat segment results for the years ended December 31, 2011, 2010 and 2009:

(in millions)	2011	2010	2009	2011 vs. 2010		2010 vs. 2009	
				Increase/(Decrease)	Increase/(Decrease)	Increase/(Decrease)	Increase/(Decrease)
				\$	%	\$	%
Net sales	\$ 1,016.3	\$ 913.0	\$ 615.7	\$ 103.3	11.3 %	\$ 297.3	48.3 %
Restructuring, exit and impairment charges	8.7	46.0	107.8	(37.3 )	(81.1) %	(61.8 )	(57.3) %
Operating loss	(40.7 )	(145.9)	(398.5)	(105.2)	(72.1) %	(252.6)	(63.4) %
Operating margin	(4.0 ) %	(16.0 ) %	(64.7 ) %		NM		NM
Capital expenditures	\$ 26.5	\$ 17.2	\$ 15.5	\$ 9.3	54.1 %	\$ 1.7	11.0 %

NM = not meaningful

## 2011 vs. 2010

The increase in Boat segment net sales was mainly due to market share gains and higher wholesale unit sales volumes of boats in response to increased retail demand for the Company's products, partially offset by the impact of a greater mix of smaller boat sales and the divestiture of the Company's Sealine boat brand in August 2011. International sales, which represented 35 percent of the segment's sales during 2011, experienced a 4 percent increase in 2011 when compared with 2010.

The restructuring, exit and impairment charges recognized during 2011 decreased when compared with 2010 mainly due to gains recognized on the sales of definite-lived assets and lower definite-lived asset impairment charges in 2011. During 2011, the Boat segment also recognized charges associated with the divestiture of the Company's Sealine boat brand. During 2010, the Boat segment recognized restructuring, exit and impairment charges associated with the Company's decisions to sell its Triton fiberglass boat brand and to move its Cabo Yachts production from Adelanto, California to its existing Hatteras facility in New Bern, North Carolina. Charges recognized in 2011 and 2010 also related to additional costs associated with consolidation of the Company's manufacturing footprint, costs for termination benefits and other restructuring activities initiated between 2008 and 2011. Refer to Note 2 – Restructuring Activities in the Notes to Consolidated Financial Statements for further discussion.

The Boat segment's operating loss decreased from 2010 mainly as a result of lower restructuring, exit and impairment charges, reduced retail incentive programs, higher sales volumes, lower depreciation higher fixed-cost absorption and successful cost reduction initiatives, partially offset by the unfavorable effect of a change in sales mix towards smaller boats from larger, higher margin boats, and higher variable compensation costs.

Capital expenditures in 2011 and 2010 were largely related to tooling costs for the production of new models and profit-maintaining investments.



## 2010 vs. 2009

The increase in Boat segment net sales was largely the result of the absence of a pipeline inventory correction in 2010. In 2009, the Company significantly reduced wholesale shipments to boat dealers below retail sales levels in order to reduce overall pipeline inventory. As a result, net sales in 2010 increased significantly as wholesale sales volumes were more closely aligned with retail sales levels. The Boat segment also reduced retail incentives during 2010 when compared with 2009. International sales, which represented 37 percent of the segment's sales during 2010, experienced a 29 percent increase in 2010 when compared with 2009.

The restructuring, exit and impairment charges recognized during 2010 decreased when compared with 2009 mainly due to lower definite-lived asset impairment charges in 2010. During 2010, the Boat segment recognized restructuring, exit and impairment charges associated with the Company's decisions to sell its Triton fiberglass boat brand and to move its Cabo Yachts production from Adelanto, California to its existing Hatteras facility in New Bern, North Carolina. Charges recognized in 2010 and 2009 also related to additional costs associated with consolidation of the Company's manufacturing footprint, costs for termination benefits and other restructuring activities initiated in 2010, 2009 and 2008. Refer to Note 2 – Restructuring Activities in the Notes to Consolidated Financial Statements for further discussion.

The Boat segment's operating loss decreased from 2009 mainly as a result of higher sales volumes, reduced retail incentive programs, lower restructuring, exit and impairment charges, higher fixed-cost absorption and successful cost reduction initiatives.

Capital expenditures in 2010 and 2009 were largely related to tooling costs for the production of new models and profit-maintaining investments.

## Fitness Segment

The following table sets forth Fitness segment results for the years ended December 31, 2011, 2010 and 2009:

(in millions)	2011	2010	2009	2011 vs. 2010			2010 vs. 2009		
				Increase/(Decrease)			Increase/(Decrease)		
				\$	%		\$	%	
Net sales	\$ 635.2	\$ 541.9	\$ 496.8	\$ 93.3	17.2 %		\$ 45.1	9.1 %	
Restructuring, exit and impairment charges	0.1	0.2	2.1	(0.1 )	(50.0 ) %		(1.9 )	(90.5 ) %	
Operating earnings	93.4	59.6	33.5	33.8	56.7 %		26.1	77.9 %	
Operating margin	14.7 %	11.0 %	6.7 %			370 bpts			430 bpts
Capital expenditures	\$ 6.9	\$ 3.7	\$ 2.2	\$ 3.2	86.5 %		\$ 1.5	68.2 %	

bpts = basis points

## 2011 vs. 2010



Fitness segment net sales increased in 2011 when compared to 2010 mainly due to increased sales to global commercial customers, including a large order in one of the segment's major customer categories, a more favorable product mix and favorable foreign currency translation. International sales, representing 50 percent of the Fitness segment's sales during 2011, experienced a 14 percent increase when compared with 2010.

The Fitness segment's operating earnings were positively affected in 2011 by higher sales, favorable product mix, higher fixed-cost absorption and lower warranty expense, partially offset by higher variable compensation and material costs.

Capital expenditures in 2011 and 2010 were mainly limited to profit-maintaining investments and new product introductions.

2010 vs. 2009

Fitness segment net sales increased in 2010 when compared to 2009 primarily due to increased purchases of new equipment by global commercial customers and consumer customers in international markets. International sales, representing 52 percent of the Fitness segment's sales during 2010, experienced a 13 percent increase when compared with 2009.

The Fitness segment's operating earnings were positively affected in 2010 by higher sales, favorable product and customer mix, lower material costs, higher fixed-cost absorption and lower restructuring, exit and impairment charges.

Capital expenditures in 2010 and 2009 were primarily limited to profit-maintaining investments.

## Bowling &amp; Billiards Segment

The following table sets forth Bowling & Billiards segment results for the years ended December 31, 2011, 2010 and 2009:

(in millions)	2011	2010	2009	2011 vs. 2010			2010 vs. 2009		
				Increase/(Decrease)			Increase/(Decrease)		
				\$	%		\$	%	
Net sales	\$ 325.2	\$ 323.3	\$ 337.0	\$ 1.9	0.6 %		\$ (13.7 )	(4.1 ) %	
Restructuring, exit and impairment charges	1.9	1.8	5.3	0.1	5.6 %		(3.5 )	(66.0 ) %	
Operating earnings	19.5	12.5	3.1	7.0	56.0 %		9.4	NM	
Operating margin	6.0 %	3.9 %	0.9 %			210 bpts		300 bpts	
Capital expenditures	\$ 9.9	\$ 4.9	\$ 3.3	\$ 5.0		NM	\$ 1.6	48.5 %	

bpts = basis points

NM = not meaningful

## 2011 vs. 2010

Bowling & Billiards segment net sales improved slightly in 2011 when compared with 2010 as higher sales from its bowling products and bowling retail businesses were partially offset by lower sales in the billiards business. International sales, representing 23 percent of the segment's sales during 2011, experienced a one percent decrease when compared with 2010.

Operating earnings improved by \$7.0 million during 2011 as a result of lower bad debt, depreciation and pension expense.

Capital expenditures in 2011 and 2010 were mainly related to profit-maintaining investments for existing bowling retail centers.

## 2010 vs. 2009

Net sales decreased in 2010 when compared with 2009 mainly due to lower bowling retail equivalent-center sales and reduced billiards business volumes. The bowling products business remained relatively flat in 2010 when compared with 2009. International sales, representing 23 percent of the segment's sales during 2010, experienced a one percent increase when compared with 2009.

Restructuring, exit and impairment charges decreased in 2010 when compared with 2009 primarily as a result of the completion of the sale of the Company's Valley-Dynamo coin-operated commercial billiards business in 2009. The Company incurred approximately \$4 million of exit costs related to the sale of the Valley-Dynamo business in 2009.

Operating earnings improved by \$9.4 million during 2010 as a result of lower pension expense, incremental savings from successful cost-reduction efforts, lower restructuring, exit and impairment charges and lower bad debt expense, partially offset by lower bowling retail equivalent-center sales volumes and other definite-lived asset impairments recorded during 2010.

Capital expenditures in 2010 and 2009 were related to profit-maintaining investments for existing bowling retail centers.

## Corporate

The following table sets forth charges for restructuring activities undertaken at Corporate for the years ended December 31, 2011, 2010 and 2009:

(in millions)	2011	2010	2009	2011 vs. 2010		2010 vs. 2009	
				Increase/(Decrease)	%	Increase/(Decrease)	%
Restructuring, exit and impairment charges	\$ —	\$ 0.7	\$ 9.0	\$ (0.7 )	(100.0)%	\$ (8.3 )	(92.2 )%
Operating loss	(69.1 )	(57.2 )	(77.4 )	11.9	20.8 %	(20.2 )	(26.1 )%

The restructuring, exit and impairment charges recognized during 2010 and 2009 were related to write-downs and disposals of non-strategic assets and severance charges. See Note 2 – Restructuring Activities in the Notes to Consolidated Financial Statements for further details.

Operating loss increased by \$11.9 million in 2011 when compared with 2010 mainly due to higher group insurance and variable compensation costs. Operating loss decreased \$20.2 million in 2010 when compared with 2009 primarily due to lower pension costs.

## Cash Flow, Liquidity and Capital Resources

The following table sets forth an analysis of free cash flow for the years ended December 31, 2011, 2010 and 2009:

(in millions)	2011	2010	2009
Net cash provided by operating activities	\$ 89.1	\$ 205.4	\$ 125.5
Net cash provided by (used for):			
Capital expenditures	(90.0 )	(57.2 )	(33.3 )
Proceeds from the sale of property, plant and equipment	30.8	6.7	13.0
Other, net	13.2	8.3	1.8
Free cash flow*	\$ 43.1	\$ 163.2	\$ 107.0

\* The Company defines “Free cash flow” as cash flow from operating and investing activities (excluding cash provided by (used for) acquisitions, investments, transfers to restricted cash and purchases or sales of marketable securities). Free cash flow is not intended as an alternative measure of cash flow from operations, as determined in accordance with generally accepted accounting principles (GAAP) in the United States. The Company uses this financial measure, both in presenting its results to shareholders and the investment community and in its internal evaluation of and management of its businesses. Management believes that this financial measure and the information it provides are useful to investors because it permits investors to view Brunswick’s performance using the same tool that management uses to gauge progress in achieving its goals. Management believes that the non-GAAP financial measure “Free cash flow” is also useful to investors because it is an indication of cash flow that may be available to fund investments in future growth initiatives.

Brunswick’s major sources of funds for investments, acquisitions, debt retirements and dividend payments are cash generated from operating activities, available cash and marketable securities balances and selected borrowings. The Company evaluates potential acquisitions, divestitures and joint ventures in the ordinary course of business.

## 2011 Cash Flow

In 2011, net cash provided by operating activities totaled \$89.1 million. The most significant source of cash provided by operating activities resulted from earnings adjusted for non-cash expenses. Net cash provided by operating activities also included unfavorable changes in working capital. Working capital is defined as Accounts and notes receivable, Inventories and Prepaid expenses and other, net of Accounts payable and Accrued expenses as presented in the Consolidated Balance Sheets. Accrued expenses decreased by \$29.2 million, driven mainly by the payment of dealer allowances and favorable warranty experience. Inventories increased by \$25.9 million as the Marine Engine segment built higher levels of inventory in advance of the retail selling season as well as from increased demand across the Fitness and Bowling & Billiards segments. Accounts and notes receivable increased \$17.4 million as a result of higher sales across all of the Company's segments and the timing of customer payments.

Net cash used for investing activities in 2011 totaled \$134.4 million, which included capital expenditures of \$90.0 million. The Company's capital spending is focused on high priority, profit-maintaining investments and investments to reduce operating costs, or for new product introductions. The Company also completed net purchases of marketable securities of \$67.5 million. See Note 7 – Investments in the Notes to the Consolidated Financial Statements for further discussion. Investing activities during 2011 also included a transfer of \$20.0 million to restricted cash to collateralize a portion of the Company's obligations related to certain workers' compensation obligations. See Note 11 – Commitments and Contingencies in Notes to Consolidated Financial Statements for further discussion. Also included in cash used for investing activities was \$30.8 million in proceeds from the sale of property, plant and equipment in the normal course of business, including a Marine Engine distribution facility in Australia and idle Marine Engine and Boat properties.

Cash used for financing activities was \$167.9 million in 2011. The cash outflow was primarily the result of retirements of long-term debt, as discussed in Note 14 – Debt in Notes to Consolidated Financial Statements, and dividends paid to common shareholders, partially offset by net proceeds from stock compensation activity.

## 2010 Cash Flow

In 2010, net cash provided by operating activities totaled \$205.4 million. The most significant source of cash provided by operating activities resulted from income tax refunds of \$113.6 million, which included a \$109.5 million refund received as a result of legislation enacted in November 2009 that allowed the Company to carryback its 2009 federal tax losses up to five years. Total taxes paid in 2010 were \$21.1 million, which resulted in net income tax refunds of \$92.5 million for the period. Cash provided by operating activities also benefited from the Company's net loss adjusted for non-cash expenses and changes in certain current assets and current liabilities. Accrued expenses increased during 2010 mainly due to increases in the Company's warranty obligations and dealer rebate accruals as a result of higher sales. Accounts payable increased as a result of increased capital spending, production and related spending activity in the Company's Marine Engine and Boat segments. Net inventories increased during the year due mostly to increased demand in the Marine Engine and Fitness segments.

Net cash used for investing activities in 2010 totaled \$155.2 million, which included purchases of marketable securities of \$105.8 million in the fourth quarter to expand the Company's cash investment program to include marketable securities with a maturity beyond 90 days. The new program is designed to increase earnings on a portion of the Company's cash reserves. The investments include high-grade corporate commercial paper and government securities with maturities of two years or less. See Note 7 - Investments in the Notes to the Consolidated Financial Statements for further discussion. The Company spent \$57.2 million for capital expenditures, continuing to limit its capital spending by focusing on high priority, profit-maintaining investments and investments required to reduce operating costs or for new product introductions. The Company also invested \$7.2 million in equity investments, the majority of which related to an existing Marine Engine joint venture, partially offset by a return of a portion of the

Company's investment in its Brunswick Acceptance Company, LLC joint venture. Partially offsetting these expenditures were \$6.7 million of proceeds received during the year from the sale of property, plant and equipment in the normal course of business. The Company also received \$8.3 million of cash from other investing activities, mainly related to the sale of a marina operation in China.

Cash used for financing activities was \$25.4 million in 2010. Financing activities included long-term debt repayments of \$38.2 million, premiums paid to retire long-term debt of \$5.6 million, short-term debt payments of \$8.6 million and dividends of \$4.4 million. Partially offsetting these items were \$30.0 million in proceeds received from the Fond du Lac County Economic Development Council in the form of partially forgivable debt, which the Company received in connection with the consolidation of its Marine Engine segment's domestic engine production facilities in Fond du Lac, Wisconsin, as discussed in Note 14 - Debt.

#### 2009 Cash Flow

In 2009, net cash provided by operating activities totaled \$125.5 million. The most significant source of cash provided by operating activities was from a reduction in certain current assets and current liabilities of \$400.8 million. Inventory balances decreased primarily due to decreased production and procurement across the Company, especially in the Marine Engine and Boat segments, which produced less inventory than was sold at wholesale. Decreases in accounts receivable of \$159.9 million resulted from lower sales and continued collection activities on outstanding receivables. Accrued expenses and accounts payable decreased primarily as a result of the reduced level of the Company's business activities in 2009 compared with 2008. The Company also received net tax refunds of \$90.6 million during the year, primarily related to its 2008 taxable losses. Partially offsetting these factors were the Company's net loss from operations adjusted for non-cash charges and the Company's repurchase of \$84.2 million of accounts receivable from Brunswick Acceptance Company, LLC in May 2009, in connection with a new asset-based lending facility (Mercury Receivable ABL Facility). See Note 8 – Financial Services in the Notes to Consolidated Financial Statements for more details on the Company's sale of accounts receivable program and Mercury Receivables ABL Facility, respectively.



In 2009, net cash used for investing activities totaled \$12.3 million, which included capital expenditures of \$33.3 million. The Company significantly reduced its capital spending from 2008 by focusing on non-discretionary, profit-maintaining investments and investments required for the introduction of new products. Cash provided from investments primarily represented a return of capital from the Company's investment in its Brunswick Acceptance Company, LLC joint venture. The Company also received \$13.0 million of proceeds during the year from the sale of property, plant and equipment in the normal course of business.

Cash flows from financing activities provided net cash of \$95.9 million in 2009. The cash inflow was primarily the result of issuing \$350.0 million of notes due in 2016 to pay down substantially all of the Company's notes due in 2011 and a portion of notes due in 2013. The Company received net proceeds of \$353.7 million during 2009 primarily from the issuance of the 2016 notes and another \$20.0 million from the Fond du Lac County Economic Development Council in the form of partially forgivable debt associated with the Company's efforts to consolidate its Marine Engine segment's engine production facilities in its Fond du Lac, Wisconsin plant. As discussed above, the Company made payments to retire long-term debt in 2009 of \$247.9 million, primarily related to the retirement of 2011 and 2013 notes, and also paid a premium of \$13.2 million to repurchase a portion of the Company's outstanding 2013 notes.

#### Liquidity and Capital Resources

The Company views its highly liquid assets as of December 31, 2011 and 2010 as:

(in millions)	2011	2010
Cash and cash equivalents	\$ 338.2	\$ 551.4
Short-term investments in marketable securities	76.7	84.7
Long-term investments in marketable securities	92.9	21.0
<b>Total cash, cash equivalents and marketable securities</b>	<b>\$ 507.8</b>	<b>\$ 657.1</b>

The following table sets forth an analysis of net debt as of December 31, 2011 and 2010:

(in millions)	2011	2010
Short-term debt, including current maturities of long-term debt	\$ 2.4	\$ 2.2
Long-term debt	690.4	828.4
Total debt	692.8	830.6
Less: Cash, cash equivalents and marketable securities	507.8	657.1
Net debt (A)	\$ 185.0	\$ 173.5

(A) The Company defines Net debt as Short-term and long-term Debt, less Cash and cash equivalents, Short-term investments in marketable securities and Long-term investments in marketable securities, as presented in the Consolidated Balance Sheets. Net debt is not intended as an alternative measure to debt, as determined in accordance with GAAP in the United States. The Company uses this financial measure, both in presenting its results to shareholders and the investment community and in its internal evaluation of and management of its businesses. Management believes that this financial measure and the information it provides are useful to investors because it permits investors to view the Company's performance using the same tool that management uses to gauge progress in achieving its goals. Management believes that the non-GAAP financial measure "Net debt" is also useful to investors because it is an indication of the Company's ability to repay its outstanding debt using its current cash, cash equivalents and marketable securities.

The following table sets forth an analysis of total liquidity as of December 31, 2011 and 2010:

(in millions)	2011	2010
Cash, cash equivalents and marketable securities	\$ 507.8	\$ 657.1
Amounts available under its asset-based lending facilities (B)	231.5	162.1
Total liquidity (A)	\$ 739.3	\$ 819.2

(A) The Company defines Total liquidity as Cash and cash equivalents, Short-term investments in marketable securities and Long-term investments in marketable securities as presented in the Consolidated Balance Sheets, plus amounts available for borrowing under its asset-based lending facilities. Total liquidity is not intended as an alternative measure to Cash and cash equivalents, Short-term investments in marketable securities and Long-term investments in marketable securities as determined in accordance with GAAP in the United States. The Company uses this financial measure, both in presenting its results to shareholders and the investment community and in its internal evaluation of and management of its businesses. Management believes that this financial measure and the information it provides are useful to investors because it permits investors to view the Company's performance using the same tool that management used to gauge progress in achieving its goals. Management believes that the non-GAAP financial measure "Total liquidity" is also useful to investors because it is an indication of the Company's available highly liquid assets and immediate sources of financing.

- (B) Represents the available borrowing capacity as of December 31, 2011 under the Company's Facility discussed below. Amounts as of December 31, 2010 include the sum of (1) \$129.8 million of unused borrowing capacity under the Company's Revolving Credit Facility, which was terminated in 2011, discussed below, and (2) the available borrowing capacity of \$32.3 million under the Company's Mercury Receivables ABL Facility, which was terminated in 2011, as described below.

Cash, cash equivalents and marketable securities totaled \$507.8 million as of December 31, 2011, a decrease of \$149.3 million from \$657.1 million as of December 31, 2010. Total debt as of December 31, 2011 and December 31, 2010, was \$692.8 million and \$830.6 million, respectively. As a result, the Company's Net debt increased \$11.5 million in 2011 to \$185.0 million from \$173.5 million in 2010. Brunswick's debt-to-capitalization ratio increased to 95.7 percent as of December 31, 2011, from 92.2 percent as of December 31, 2010, mainly resulting from a decline in shareholders' equity caused by increased Accumulated other comprehensive losses from remeasurement of the Company's defined benefit plan obligations at December 31, 2011, partially offset by current year net earnings and reduced debt levels.

In March 2011, the Company entered into a five-year, \$300.0 million secured, asset-based borrowing facility (Facility). Borrowings under the Facility are subject to the value of the borrowing base, consisting of certain accounts receivable and inventory of the Company's domestic subsidiaries. As of December 31, 2011, the borrowing base totaled \$254.4 million and available capacity totaled \$231.5 million, net of \$22.9 million of letters of credit outstanding under the Facility. The Company has the ability to issue up to \$125.0 million in letters of credit under the Facility. The Company had no borrowings under the Facility as of December 31, 2011. The Company pays a facility fee of 25.0 to 62.5 basis points per annum, which is adjusted based on a leverage ratio. The facility fee was 37.5 basis points per annum as of December 31, 2011. Under the terms of the Facility, the Company has multiple borrowing options, including borrowing at a rate tied to adjusted LIBOR plus a spread of 225 to 300 basis points, which is adjusted based on a leverage ratio. The borrowing spread was 250 basis points as of December 31, 2011. The Company may also borrow at the highest of the following, plus a spread of 125 to 200 basis points, which is adjusted based on a leverage ratio (150 basis points as of December 31, 2011); the Federal Funds rate plus 0.50 percent; the Prime Rate established by JPMorgan Chase Bank, N.A.; or the one month adjusted LIBOR rate plus 1.00 percent.

The Company's borrowing capacity may also be affected by the fixed charge covenant included in the Facility. The covenant requires that the Company maintain a fixed charge coverage ratio, as defined in the agreement, of greater than 1.0, whenever unused borrowing capacity plus certain cash balances (together representing Availability) falls below \$37.5 million. As of December 31, 2011, the Company had a fixed charge coverage ratio in excess of 1.0, and therefore had full access to borrowing capacity available under the Facility. When the fixed charge covenant ratio is below 1.0, the Company is required to maintain at least \$37.5 million of Availability in order to be in compliance with the covenant. Consequently, the borrowing capacity is effectively reduced by \$37.5 million whenever the fixed charge covenant ratio falls below 1.0.

In May 2009, the Company entered into the Mercury Receivables ABL Facility with GE Commercial Distribution Finance Corporation (GECDF). This facility was terminated in 2011 in connection with entering into the new Facility, described above. At December 31, 2010, the Company had no borrowings under this facility. The amount of borrowing capacity available under this facility at December 31, 2010 was \$32.3 million.

Prior to March 2011, the Company had a \$400.0 million secured, asset-based revolving credit facility (Revolving Credit Facility) in place with a group of banks through May 2012. This facility was terminated in 2011 in connection with entering into the new Facility, described above. There were no loan borrowings under the Revolving Credit Facility as of December 31, 2010. The amount of borrowing capacity under the Revolving Credit Facility was \$129.8 million as of December 31, 2010.

Management believes that the Company has adequate sources of liquidity to meet the Company's short-term and long-term needs. During 2011, the Company has continued to reduce its outstanding debt and will continue to identify ways to opportunistically retire debt in 2012. The Company's 2013 notes, which totaled \$73.0 million at December 31, 2011, represent the only significant long-term debt maturity until 2016. Management expects that the Company's near-term operating cash requirements will be met out of existing cash and marketable securities balances and free cash flow. Specifically, the Company expects to increase net earnings in 2012 when compared with net earnings in 2011 as a result of increasing sales. The Company plans to increase capital expenditures in 2012 to approximately \$120 million compared with \$90.0 million in 2011, in an effort to develop and introduce new products to its current portfolio and to capitalize on immediate growth opportunities, while funding future growth initiatives. Based on the factors described above, the Company believes it will end 2012 with net debt levels comparable to the end of 2011.



The aggregate funded status of the Company's qualified pension plans, measured as a percentage of the projected benefit obligation, was approximately 62 percent at December 31, 2011 compared with approximately 63 percent at December 31, 2010. As of December 31, 2011, the Company's qualified pension plans were underfunded on an aggregate projected benefit obligation basis by \$480.5 million. See Note 15 – Postretirement Benefits in the Notes to Consolidated Financial Statements for more details.

The Company contributed \$76.1 million to its qualified pension plans in 2011 compared with \$34.1 million of contributions in 2010. The Company also contributed \$3.5 million and \$3.3 million to fund benefit payments in its nonqualified pension plan in 2011 and 2010, respectively. The Company anticipates contributing approximately \$75 million to the qualified pension plans and approximately \$4 million to cover benefit payments in the unfunded, nonqualified pension plans in 2012. Company contributions are subject to change based on market conditions, pension funding regulations and Company discretion.

#### Financial Services

The Company, through its Brunswick Financial Services Corporation (BFS) subsidiary, owns a 49 percent interest in a joint venture, Brunswick Acceptance Company, LLC (BAC). CDF Ventures, LLC (CDFV), a subsidiary of GE Capital Corporation (GECC), owns the remaining 51 percent. BAC commenced operations in 2003 and provides secured wholesale inventory floor-plan financing to Brunswick's boat and engine dealers. BAC also purchased and serviced a portion of Mercury Marine's domestic accounts receivable relating to its boat builder and dealer customers, but this program was terminated in May 2009.

The term of the BAC joint venture extends through June 30, 2014. The joint venture agreement contains provisions allowing for the renewal of the agreement or the purchase of the other party's interest in the joint venture at the end of its term. Alternatively, either partner may terminate the agreement at the end of its term. In March 2011, the Company and CDFV amended the joint venture agreement to conform the financial covenant contained in that agreement to the minimum fixed-charge coverage ratio test contained in the Facility, as described above. Compliance with the fixed-charge coverage ratio test under the joint venture agreement is only required when the Company's Availability under the Facility, as described above, is below \$37.5 million. As of December 31, 2011, the Company was in compliance with the fixed-charge coverage ratio covenant under both the joint venture agreement and the Facility.

BAC is funded in part through a \$1.0 billion secured borrowing facility from GE Commercial Distribution Finance Corporation (GECDF), which is in place through the term of the joint venture, and with equity contributions from both partners. BAC also sells a portion of its receivables to a securitization facility, the GE Dealer Floorplan Master Note Trust, which is arranged by GECC. The sales of these receivables meet the requirements of a "true sale" and are therefore not retained on the financial statements of BAC. The indebtedness of BAC is not guaranteed by the Company or any of its subsidiaries. In addition, BAC is not responsible for any continuing servicing costs or obligations with respect to the securitized receivables. BFS and GECDF have an income sharing arrangement related to income generated from the receivables sold by BAC to the securitization facility. The Company records this income in Other expense, net, in the Consolidated Statements of Operations.

The Company considers BFS's investment in BAC as an investment in a variable interest entity of which the Company is not the primary beneficiary. To be considered as the primary beneficiary, the Company must have the power to direct the activities of BAC that most significantly impact BAC's economic performance and the Company must have the obligation to absorb losses or the right to receive benefits from BAC that could potentially be significant to BAC. Based on a qualitative analysis performed by the Company, BFS did not meet the definition of a primary beneficiary. As a result, BFS's investment in BAC is accounted for by the Company under the equity method and is recorded as a component of Equity investments in its Consolidated Balance Sheets. The Company records BFS's share of income or loss in BAC based on its ownership percentage in the joint venture in Equity loss in its Consolidated Statements of Operations. BFS's equity investment is adjusted monthly to maintain a 49 percent interest in accordance with the capital provisions of the joint venture agreement. The Company funds its investment in BAC through cash contributions and reinvested earnings. BFS's total investment in BAC at December 31, 2011 and 2010 was \$10.6 million and \$10.3 million, respectively.

BFS recorded income related to the operations of BAC of \$4.6 million, \$2.7 million and \$3.1 million for the years ended December 31, 2011, 2010 and 2009, respectively. This income includes amounts earned by BFS under the aforementioned income sharing agreement, but excludes the discount expense paid by the Company in 2009 on the sale of Mercury Marine's accounts receivable to the joint venture as discussed in Note 8 – Financial Services in the Notes to Consolidated Financial Statements.

#### Off-Balance Sheet Arrangements

Guarantees. The Company has reserves to cover potential losses associated with guarantees and repurchase obligations based on historical experience and current facts and circumstances. Historical cash requirements and losses associated with these obligations have not been significant. See Note 11 – Commitments and Contingencies in the Notes to Consolidated Financial Statements for a description of these arrangements.

## Contractual Obligations

The following table sets forth a summary of the Company's contractual cash obligations as of December 31, 2011:

(in millions)	Total	Payments due by period			
		Less than 1 year	1-3 years	3-5 years	More than 5 years
<b>Contractual Obligations</b>					
Debt (1)	\$ 706.9	\$ 2.4	\$ 90.8	\$ 305.0	\$ 308.7
Interest payments on long-term debt	487.0	68.0	117.2	108.3	193.5
Operating leases (2)	121.0	32.3	42.3	23.0	23.4
Capital leases (2)	12.6	0.5	1.9	2.3	7.9
Purchase obligations (3)	117.5	116.5	1.0	—	—
Deferred management compensation (4)	45.0	8.0	13.2	5.2	18.6
Other tax liabilities (5)	3.4	3.4	—	—	—
Other long-term liabilities (6)	256.2	101.4	96.6	27.5	30.7
<b>Total contractual obligations</b>	<b>\$ 1,749.6</b>	<b>\$ 332.5</b>	<b>\$ 363.0</b>	<b>\$ 471.3</b>	<b>\$ 582.8</b>

- (1) See Note 14 – Debt in the Notes to Consolidated Financial Statements for additional information on the Company's debt. "Debt" refers to future cash principal payments.
- (2) See Note 18 – Leases in the Notes to Consolidated Financial Statements for additional information on the Company's operating and capital leases.
- (3) Purchase obligations represent agreements with suppliers and vendors at the end of 2011 for raw materials and other supplies as part of the normal course of business.
- (4) Amounts primarily represent long-term deferred compensation plans for Company management. Payments are assumed to be equal to the remaining liability.
- (5) Represents the expected cash obligations related to the Company's liability for uncertain income tax positions. As of December 31, 2011, the Company's total liability for uncertain tax positions including interest was \$26.9 million. Due to the high degree of uncertainty regarding the timing of potential future cash outflows associated with these liabilities, other than the items included in the table above, the Company was unable to make a reasonably reliable estimate of the amount and period in which these remaining liabilities might be paid.
- (6) Other long-term liabilities include amounts recorded as secured obligations for lease and other long-term receivables originated by the Company and assigned to third parties where the transfer of assets do not meet the conditions for a sale as a result of the Company's contingent obligation to repurchase the receivables in the event of customer non-payment. Amounts above also include obligations under deferred revenue arrangements and future projected payments related to the Company's nonqualified pension plans. Other long-term liabilities also include \$75.0 million of required qualified pension plan contributions to be paid in 2012, as well as \$9.2 million



of scheduled retiree health care and life insurance benefit plan payments. Due to the high degree of uncertainty regarding the potential future cash outflows associated with these plans, the Company is unable to provide a reasonably reliable estimate of the amounts and periods in which any additional liabilities might be paid.

## Legal Proceedings

See Note 11 – Commitments and Contingencies in the Notes to Consolidated Financial Statements for disclosure related to certain legal and environmental proceedings.

## Environmental Regulations

In its Marine Engine segment, Brunswick continues to develop engine technologies to reduce engine emissions to comply with current and future emissions requirements. The costs associated with these activities may have an adverse effect on Marine Engine segment operating margins and may affect short-term operating results. The State of California adopted regulations that required catalyst exhaust monitoring and treatment systems on sterndrive and inboard engines that became effective on January 1, 2008. The EPA adopted similar environmental regulations governing engine sales, effective January 1, 2010. Other environmental regulatory bodies in the United States and other countries may also impose higher emissions standards than are currently in effect for those regions. The Company complies with current regulations regarding emissions and expects to comply fully with any new regulations, but compliance will increase the cost of these products for the Company and the industry. The Boat segment continues to pursue fiberglass boat manufacturing technologies and techniques to reduce air emissions at its boat manufacturing facilities. The Company does not believe that compliance with federal, state and local environmental laws will have a material adverse effect on Brunswick's competitive position.

## Critical Accounting Policies

The preparation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States requires management to make certain estimates and assumptions that affect the amount of reported assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and revenues and expenses during the periods reported. Actual results may differ from those estimates. If current estimates for the cost of resolving any specific matters are later determined to be inadequate, results of operations could be adversely affected in the period in which additional provisions are required. The Company records a reserve when it is probable that a loss has been incurred and the loss can be reasonably estimated. The Company establishes its reserve based on its best estimate within a range of losses. If the Company is unable to identify the best estimate, the Company records the minimum amount in the range. The Company has discussed the development and selection of the critical accounting policies with the Audit Committee of the Board of Directors and believes the following are the most critical accounting policies that could have an effect on Brunswick's reported results.

**Revenue Recognition and Sales Incentives.** Brunswick's revenue is derived primarily from the sale of boats, marine engines, marine parts and accessories, fitness equipment, bowling products, bowling retail activities and billiards tables. Revenue is recognized in accordance with the terms of the sale, primarily upon shipment to customers, once the sales price is fixed or determinable and collectability is reasonably assured. Brunswick offers discounts and sales incentives that include retail promotions, rebates and manufacturer coupons that are recorded as reductions of revenues in Net sales in the Consolidated Statements of Operations. The estimated liability for sales incentives is recorded at the later of when the program has been communicated to the customer or at the time of sale. Revenues from freight are included as a part of Net sales in the Consolidated Statements of Operations, whereas shipping, freight and handling costs are included in Cost of sales.

**Allowances for Doubtful Accounts.** The Company records an allowance for uncollectible trade receivables based upon currently known bad debt risks and provides reserves based on loss history, customer payment practices and economic conditions. Actual collection experience may differ from the current estimate of reserves. The Company also provides a reserve based on historical, current and estimated future purchasing levels in connection with its long-term notes receivable for Brunswick's supply agreements. These assumptions are re-evaluated considering the customer's financial

position and product purchase volumes. Changes to the allowance for doubtful accounts may be required if a future event or other circumstance results in a change in the estimate of the ultimate collectability of a specific account or note.

**Reserve for Excess and Obsolete Inventories.** The Company records a reserve for excess and obsolete inventories in order to ensure inventories are carried at the lower of cost or fair market value. Fair market value can be affected by assumptions about market demand and conditions, historical usage rates, model changes and new product introductions. If model changes or new product introductions create more or less than favorable market conditions, the reserve for excess and obsolete inventories may need to be adjusted.

**Warranty Reserves.** The Company records a liability for standard product warranties at the time revenue is recognized. The liability is recorded using historical warranty experience to estimate projected claim rates and expected costs per claim. If necessary, the Company adjusts its liability for specific warranty matters when they become known and are reasonably estimable. The Company's warranty reserves are affected by product failure rates and material usage and labor costs incurred in correcting a product failure. If these estimated costs differ from actual product failure rates and actual material usage and labor costs, a revision to the warranty reserve would be required.

**Restructuring and Exit Activities.** From time to time, the Company engages in actions associated with cost reduction initiatives. The Company's restructuring actions require significant estimates including: (a) expenses for severance and other employee separation costs; (b) remaining lease obligations, including sublease income; and (c) other exit costs. The Company has accrued amounts that it believes are its best estimates of the obligations it expects to incur in connection with these actions, but these estimates are subject to change due to market conditions and final negotiations. Should the actual amounts differ from the originally estimated amounts, the Company's earnings could decrease.

The Company recognized \$22.7 million, \$62.3 million and \$172.5 million in restructuring, exit and impairment charges in 2011, 2010 and 2009, respectively, which are discussed in more detail in Note 2 - Restructuring Activities in the Notes to Consolidated Financial Statements.

**Goodwill and Indefinite-lived Intangible Assets.** Goodwill and other intangible assets primarily result from business acquisitions. The excess of cost over net assets of businesses acquired is recorded as goodwill. The Company reviews these assets for impairment at least annually and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. The reporting units with goodwill balances are the Company's Fitness and Marine Engine segments.

During 2011, the Company early adopted an amendment to the Intangibles – Goodwill and Other topic of the Accounting Standards Codification (ASC). The Company determined through its qualitative assessment that it is not "more likely than not" that the fair values of its reporting units are less than their carrying values. As a result, the Company was not required to perform the two-step impairment test described below.

For 2010 and 2009, the impairment test for goodwill was a two-step process. The first step compares the fair value of a reporting unit with its carrying amount. If the fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is not considered impaired. If the carrying amount of the reporting unit exceeds its fair value, the second step is performed to measure the amount of the impairment loss, if any. In this second step, the implied fair value of the reporting unit's goodwill is compared with the carrying amount of the goodwill. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess, not to exceed the carrying amount of the goodwill.

The Company calculates the fair value of its reporting units considering both the income approach and the guideline public company method. The income approach calculates the fair value of the reporting unit using a discounted cash flow approach utilizing a Gordon Growth model. Internally forecasted future cash flows, which the Company believes reasonably approximate market participant assumptions, are discounted using a weighted average cost of capital (Discount Rate) developed for each reporting unit. The Discount Rate is developed using market observable inputs, as well as considering whether or not there is a measure of risk related to the specific reporting unit's forecasted performance. Fair value under the guideline public company method is determined by applying market multiples for that reporting unit's comparable public companies to the unit's financial results. The key uncertainties in these calculations are the assumptions used in a reporting unit's forecasted future performance, including revenue growth and operating margins, as well as the perceived risk associated with those forecasts, and selecting representative market multiples.

The Company's primary intangible assets are customer relationships and trade names acquired in business combinations. The costs of amortizable intangible assets are amortized over their expected useful lives, typically between three and fifteen years, to their estimated residual values using the straight-line method. Intangible assets that are subject to amortization are evaluated for impairment using a process similar to that used to evaluate long-lived assets described below. Intangible assets not subject to amortization are assessed for impairment at least annually and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. The impairment test for indefinite-lived intangible assets consists of a comparison of the fair value of the intangible asset with its carrying amount. An impairment loss is recognized for the amount by which the carrying value exceeds the fair value of the asset. The fair value of trade names is measured using a relief-from-royalty approach, which assumes the value of the trade name is the discounted cash flows of the amount that would be paid to third parties had the Company not owned the trade name and instead licensed the trade name from another company. Higher royalty rates are assigned to premium brands within the marketplace based on name recognition and profitability, while other brands receive lower royalty rates. The basis for future cash flow projections is internal revenue forecasts by brand, which the Company believes represent reasonable market participant assumptions, to which the selected royalty rate is applied. These future cash flows are discounted using the applicable Discount Rate, which considers the annual goodwill impairment testing process noted above, as well as any potential risk premium to reflect the inherent risk of holding a standalone intangible asset. The key uncertainties in this calculation are the selection of an appropriate royalty rate and assumptions used in developing internal revenue growth forecasts, as well as the perceived risk associated with those forecasts in developing the Discount Rate.

**Long-Lived Assets.** The Company continually evaluates whether events and circumstances have occurred that indicate the remaining estimated useful lives of its definite-lived intangible assets, excluding goodwill and indefinite-lived trade names, and other long-lived assets may warrant revision or that the remaining balance of such assets may not be recoverable. Once an impairment indicator is identified, the Company tests for recoverability of the related asset group using an estimate of undiscounted cash flows over the remaining asset group's life. In the event that an asset group's carrying value is not recoverable, the Company records an impairment loss based on the excess of the carrying value of the asset group over the long-lived asset group's fair value. Fair value is determined using observable inputs, including the use of appraisals from independent third parties, when available, and, when observable inputs are not available, based on the Company's assumptions of the data that market participants would use in pricing the asset or liability, based on the best information available in the circumstances. Specifically, the Company used discounted cash flows to determine the fair value of the asset when observable inputs were unavailable. The Company tested its long-lived asset balances for impairment as indicators presented themselves during 2011, 2010 and 2009, resulting in impairment charges of \$5.0 million, \$21.6 million and \$68.1 million, respectively, which are recognized in Restructuring, exit and impairment charges and Selling, general and administrative expense in the Consolidated Statements of Operations.



**Litigation.** In the normal course of business, the Company is subject to claims and litigation, including obligations assumed or retained as part of acquisitions and divestitures. The Company accrues for litigation exposure based upon its assessment, made in consultation with counsel, of the likely range of exposure stemming from the claim. In light of existing reserves, the Company's litigation claims, when finally resolved, will not, in the opinion of management, have a material adverse effect on the Company's consolidated financial position.

**Environmental.** The Company accrues for environmental remediation-related activities for which commitments or clean-up plans have been developed and for which costs can be reasonably estimated. Accrued amounts are generally determined in coordination with third-party experts on an undiscounted basis and do not consider recoveries from third parties until such recoveries are realized. In light of existing reserves, the Company's environmental claims, when finally resolved, will not, in the opinion of management, have a material adverse effect on the Company's consolidated financial position or results of operations.

**Self-Insurance Reserves.** The Company records a liability for self-insurance obligations, which include employee-related health care benefits and claims for workers' compensation, product liability, general liability and auto liability. In estimating the obligations associated with self-insurance reserves, the Company primarily uses loss development factors based on historical claim experience, which incorporate anticipated exposure for losses incurred, but not yet reported. These loss development factors are used to estimate ultimate losses on incurred claims. Actual costs associated with a specific claim can vary from an earlier estimate. If the facts were to change, the liability recorded for expected costs associated with a specific claim may need to be revised.

**Postretirement Benefit Reserves.** Postretirement costs and obligations are actuarially determined and are affected by assumptions, including the discount rate, the estimated future return on plan assets, the increase in costs of health care benefits and other factors. The Company evaluates assumptions used on a periodic basis and makes adjustments to these liabilities as necessary.

**Income Taxes.** Deferred taxes are recognized for the future tax effects of temporary differences between financial and income tax reporting using tax rates in effect for the years in which the differences are expected to reverse. The Company evaluates the realizability of net deferred tax assets and, as necessary, records valuation allowances against them. The Company estimates its tax obligations based on historical experience and current tax laws and litigation. The judgments made at any point in time may change based on the outcome of tax audits and settlements of tax litigation, as well as changes due to new tax laws and regulations and the Company's application of those laws and regulations. These factors may cause the Company's tax rate and deferred tax balances to increase or decrease.

## Recent Accounting Pronouncements

The Company evaluates the pronouncements of various authoritative accounting organizations, primarily the Financial Accounting Standards Board (FASB), the Securities and Exchange Commission (SEC), and the Emerging Issues Task Force (EITF), to determine the impact of new pronouncements on GAAP and the impact on the Company. The following are recent accounting pronouncements that have been adopted during 2011 or have not yet been adopted:

**Revenue Recognition:** In October 2009, the FASB amended the Accounting Standards Codification (ASC) to address the accounting for multiple-deliverable arrangements to enable vendors to account for products or services (deliverables) separately rather than as a combined unit. The amendment is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with early adoption permitted. The adoption of this amendment on January 1, 2011 did not have a material impact on the Company's consolidated results of operations and financial condition.

**Receivables:** In July 2010, the FASB amended the ASC to include additional disclosure requirements related to the Company's financing receivables and associated credit risk. The disclosure requirements presented as of the end of a reporting period are effective for interim and annual periods ending on or after December 15, 2010 and were first included in the Company's 2010 Form 10-K. The disclosure requirements about activity that occurs during a reporting period are effective for interim and annual reporting periods beginning on or after December 15, 2010, and are included in expanded disclosures in Note 6 – Financing Receivables.

In April 2011, the FASB amended the ASC to clarify the guidance regarding when a restructuring of a receivable constitutes a troubled debt restructuring. The amendment is effective for the first interim or annual period beginning on or after June 15, 2011. The amendment must be applied retrospectively to restructurings occurring on or after the beginning of the fiscal year of adoption. Information regarding the Company's troubled debt restructurings is included in Note 6 – Financing Receivables.

**Fair Value Measurements:** In May 2011, the FASB amended the ASC to develop common requirements for measuring fair value and for disclosing information about fair value measurements in accordance with GAAP and International Financial Reporting Standards. The amendment is effective for the first interim or annual period beginning on or after December 15, 2011. The Company is currently evaluating the impact that the adoption of the ASC amendment may have on the Company's consolidated financial statements.

**Comprehensive Income:** In June 2011 and December 2011, the FASB amended the ASC to increase the prominence of the items reported in other comprehensive income. Specifically, the amendment to the ASC eliminates the option to present the components of other comprehensive income as part of the Statement of Shareholders' Equity. The amendment must be applied retrospectively and is effective for fiscal years, and the interim periods within those years, beginning after December 15, 2011. The Company is currently evaluating the impact that the adoption of the ASC amendment will have on the Company's consolidated financial statements.

**Intangibles – Goodwill and Other:** In September 2011, the FASB amended the ASC to simplify how entities test goodwill for impairment. The amendment to the ASC permits entities to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The amendment is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. The Company elected to early adopt the ASC amendment and has included the related disclosures in Note 1 – Significant Accounting Policies.



Compensation – Retirement Benefits – Multiemployer Plans: In September 2011, the FASB amended the ASC to require additional qualitative and quantitative disclosures for employers that participate in multiemployer pension plans. The amendment to the ASC requires that employers disclose the significant multiemployer plans in which the employer participates, the level of participation in the plans, the financial health of the plans and the nature of the employer’s commitments to the plans. The amendment is effective for annual periods ending after December 15, 2011. The adoption of this ASC amendment during the fourth quarter of 2011 had no impact on the Company’s disclosures as its multiemployer plans are not significant individually or in the aggregate.

## Forward-Looking Statements

Certain statements in this Annual Report on Form 10-K (Annual Report) are forward-looking as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements in this Annual Report may include words such as “expect,” “anticipate,” “believe,” “may,” “should,” “could” or “estimate.” These statements involve certain risks and uncertainties that may cause actual results to differ materially from expectations as of the date of this filing. These risks include, but are not limited to, those set forth under Item 1A of this Annual Report.

Placing undue reliance on the Company’s forward-looking statements should be avoided, as the forward-looking statements represent the Company’s views only as of the date this Annual Report is filed. The Company undertakes no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

## Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The Company is exposed to market risk from changes in foreign currency exchange rates, commodity prices and interest rates. The Company enters into various hedging transactions to mitigate these risks in accordance with guidelines established by the Company’s management. The Company does not use financial instruments for trading or speculative purposes.

The Company uses foreign currency forward and option contracts to manage foreign exchange rate exposure related to anticipated transactions, and assets and liabilities that are subject to risk from foreign currency rate changes. The Company’s principal currency exposures relate to the Euro, Canadian dollar, Japanese yen, Mexican peso, British pound, Australian dollar, Swedish krona, Norwegian krone, New Zealand dollar and Hungarian forint. The Company hedges anticipated transactions with financial instruments whose maturity date, along with the realized gain or loss, occurs on or near the execution of the anticipated transaction. The Company manages foreign currency exposure of assets or liabilities through the use of derivative financial instruments such that the gain or loss on the derivative financial instrument offsets the loss or gain recognized on the asset or liability, respectively.

Raw materials used by the Company are exposed to the effect of changing commodity prices. Accordingly, the Company uses commodity swap agreements, futures contracts and supplier agreements to manage fluctuations in prices of anticipated purchases of certain raw materials, including aluminum, copper and natural gas.

In the third quarter of 2011, the Company entered into forward starting interest rate swaps with a combined notional value of \$50.0 million to hedge the interest rate risk associated with an anticipated debt issuance in 2013 to refinance the Company’s senior notes due in 2016.

The following analyses provide quantitative information regarding the Company's exposure to foreign currency exchange rate risk, commodity price risk and interest rate risk as it relates to its derivative financial instruments. The Company uses a model to evaluate the sensitivity of the fair value of financial instruments with exposure to market risk that assumes instantaneous, parallel shifts in exchange rates and commodity prices. For options and instruments with nonlinear returns, models appropriate to the instrument are utilized to determine the impact of market shifts. There are certain shortcomings inherent in the sensitivity analyses presented, primarily due to the assumption that exchange rates change in a parallel fashion.

The amounts shown below represent the estimated reduction in fair market value that the Company would incur on its derivative financial instruments from a 10 percent adverse change in quoted foreign currency rates, commodity prices and interest rates.

(in millions)	2011	2010
Risk Category		
Foreign exchange	\$ 19.4	\$ 15.4
Commodity prices	\$ 2.1	\$ 1.4
Interest rates	\$ 1.1	\$ —

#### Item 8. Financial Statements and Supplementary Data

See Index to Financial Statements and Financial Statement Schedule on page 66.

#### Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

#### Item 9A. Controls and Procedures

##### Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer of the Company (its principal executive officer and principal financial officer, respectively), the Company has evaluated its disclosure controls and procedures (as defined in Securities Exchange Act Rules 13a -15(e) and 15d -15(e)) as of the end of the period covered by this Annual Report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective.

##### Management's Report on Internal Control Over Financial Reporting

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, the Company included a report of management's assessment of the effectiveness of its internal controls as part of this Annual Report for the fiscal year ended December 31, 2011. Management's report is included in the Company's 2011 Financial Statements under the captions entitled "Report of Management on Internal Control Over Financial Reporting" and is incorporated herein by reference.

The Audit Committee of the Board of Directors, comprised entirely of independent directors, meets regularly with the independent public accountants, management and internal auditors to review accounting, reporting, internal control and other financial matters. The Committee regularly meets with both the internal and external auditors without members of management present.

#### Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the quarter ended December 31, 2011, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

#### Item 9B. Other Information

None.

### PART III

#### Item 10. Directors, Executive Officers and Corporate Governance

Information pursuant to this Item with respect to the Directors of the Company is incorporated by reference from the discussion under the headings Proposal No. 1: Election of Directors and Corporate Governance in the Company's proxy statement for the 2012 Annual Meeting of Stockholders (Proxy Statement). Information pursuant to this Item with respect to the Company's Audit Committee and the Company's code of ethics is incorporated by reference from the discussion under the heading Corporate Governance in the Proxy Statement. Information pursuant to this Item with respect to compliance with Section 16(a) of the Securities Exchange Act of 1934 is incorporated by reference from the discussion under the heading Section 16(a) Beneficial Ownership Reporting Requirements in the Proxy Statement.

The information required by Item 401 of Regulation S-K regarding executive officers is included under "Executive Officers of the Registrant" following Item 4 in Part I of this Annual Report.

#### Item 11. Executive Compensation

Information pursuant to this Item with respect to compensation paid to Directors of the Company is incorporated by reference from the discussion under the heading Director Compensation in the Proxy Statement. Information pursuant to this Item with respect to executive compensation is incorporated by reference from the discussion under the heading Executive Compensation in the Proxy Statement.

#### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information pursuant to this Item with respect to the securities of the Company owned by the Directors and certain officers of the Company, by the Directors and officers of the Company as a group and by the persons known to the Company to own beneficially more than 5 percent of the outstanding voting securities of the Company is incorporated by reference from the discussion under the heading Stock Held by Directors, Executive Officers and Principal Shareholders in the Proxy Statement. Information pursuant to this Item with respect to securities authorized for issuance under the Company's equity compensation plans is hereby incorporated by reference from the discussion under the heading Equity Compensation Plan Information in the Proxy Statement.

#### Item 13. Certain Relationships and Related Transactions, and Director Independence

Information pursuant to this Item with respect to certain relationships and related transactions is incorporated from the discussion under the heading Corporate Governance in the Proxy Statement.

#### Item 14. Principal Accounting Fees and Services

Information pursuant to this Item with respect to fees for professional services rendered by the Company's independent registered public accounting firm and the Audit Committee's policy on pre-approval of audit and permissible non-audit services of the Company's independent registered public accounting firm is incorporated by reference from the discussion in the Proxy Statement under the headings Ratification of Independent Registered Public Accounting Firm—Fees Incurred for Services of Ernst & Young and Ratification of Independent Registered Public Accounting Firm—Approval of Services Provided by Independent Registered Public Accounting Firm.



PART IV

Item 15. Exhibits and Financial Statement Schedules

The financial statements and schedule filed as part of this Annual Report are listed in the accompanying Index to Financial Statements and Financial Statement Schedule on page 64. The exhibits filed as a part of this Annual Report are listed in the accompanying Exhibit Index on page 134.

Index to Financial Statements and Financial Statement Schedule

Brunswick Corporation

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BRUNSWICK CORPORATION

REPORT OF MANAGEMENT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's management is responsible for the preparation, integrity and objectivity of the financial statements and other financial information presented in this Annual Report. The financial statements have been prepared in conformity with accounting principles generally accepted in the United States and reflect the effects of certain estimates and judgments made by management.

The Company's management is also responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Securities Exchange Act Rule 13a-15(f). Under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and the Chief Financial Officer, the Company conducted an evaluation of the effectiveness of its internal control over financial reporting based on the framework in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on the Company's evaluation under the framework in Internal Control – Integrated Framework, management concluded that internal control over financial reporting was effective as of December 31, 2011. The effectiveness of internal control over financial reporting as of December 31, 2011, has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their attestation report, which is included herein.

Brunswick Corporation  
Lake Forest, Illinois  
February 23, 2012

/s/ DUSTAN E. McCOY  
Dustan E. McCoy  
Chairman and Chief Executive  
Officer

/s/ PETER B. HAMILTON  
Peter B. Hamilton  
Senior Vice President and Chief  
Financial Officer

BRUNSWICK CORPORATION

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL  
CONTROL OVER FINANCIAL REPORTING

Board of Directors and Shareholders  
Brunswick Corporation

We have audited Brunswick Corporation's internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Brunswick Corporation's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report of Management on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Brunswick Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Brunswick Corporation as of December 31, 2011 and 2010, and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2011, of Brunswick Corporation and our report dated February 23, 2012, expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Chicago, Illinois  
February 23, 2012

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BRUNSWICK CORPORATION

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders  
Brunswick Corporation

We have audited the accompanying consolidated balance sheets of Brunswick Corporation as of December 31, 2011 and 2010, and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2011. Our audits also included the financial statement schedule listed in the Index at Item 15. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). 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, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Brunswick Corporation at December 31, 2011 and 2010, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Brunswick Corporation's internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 23, 2012 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Chicago, Illinois  
February 23, 2012

**BRUNSWICK CORPORATION**  
Consolidated Statements of Operations

(in millions, except per share data)	For the Years Ended December 31		
	2011	2010	2009
Net sales	\$ 3,748.0	\$ 3,403.3	\$ 2,776.1
Cost of sales	2,872.6	2,683.3	2,460.5
Selling, general and administrative expense	562.4	549.4	625.1
Research and development expense	97.9	92.0	88.5
Restructuring, exit and impairment charges	22.7	62.3	172.5
Operating earnings (loss)	192.4	16.3	(570.5 )
Equity loss	(4.7 )	(3.0 )	(15.7 )
Other expense, net	(0.7 )	(1.5 )	(2.5 )
Earnings (loss) before interest, loss on early extinguishment of debt and income taxes	187.0	11.8	(588.7 )
Interest expense	(81.8 )	(94.4 )	(86.1 )
Interest income	3.9	3.6	3.2
Loss on early extinguishment of debt	(19.8 )	(5.7 )	(13.1 )
Earnings (loss) before income taxes	89.3	(84.7 )	(684.7 )
Income tax provision (benefit)	17.4	25.9	(98.5 )
Net earnings (loss)	\$ 71.9	\$ (110.6 )	\$ (586.2 )
<b>Earnings (loss) per common share:</b>			
Basic	\$ 0.81	\$ (1.25 )	\$ (6.63 )
Diluted	\$ 0.78	\$ (1.25 )	\$ (6.63 )
<b>Weighted average shares used for computation of:</b>			
Basic earnings (loss) per common share	89.3	88.7	88.4
Diluted earnings (loss) per common share	92.2	88.7	88.4
<b>Cash dividends declared per common share</b>			
	\$ 0.05	\$ 0.05	\$ 0.05

The Notes to Consolidated Financial Statements are an integral part of these consolidated statements.

BRUNSWICK CORPORATION  
Consolidated Balance Sheets

(in millions)	As of December 31	
	2011	2010
<b>Assets</b>		
Current assets		
Cash and cash equivalents, at cost, which approximates market	\$ 338.2	\$ 551.4
Short-term investments in marketable securities	76.7	84.7
Total cash, cash equivalents and short-term investments in marketable securities	414.9	636.1
Restricted cash	20.0	—
Accounts and notes receivable, less allowances of \$31.0 and \$38.0	346.2	327.3
Inventories		
Finished goods	292.0	276.9
Work-in-process	167.2	164.0
Raw materials	73.4	86.6
Net inventories	532.6	527.5
Deferred income taxes	14.8	17.0
Prepaid expenses and other	27.6	27.9
Current assets	1,356.1	1,535.8
Property		
Land	83.6	88.9
Buildings and improvements	606.8	651.3
Equipment	1,055.1	1,079.3
Total land, buildings and improvements and equipment	1,745.5	1,819.5
Accumulated depreciation	(1,229.0 )	(1,250.3 )
Net land, buildings and improvements and equipment	516.5	569.2
Unamortized product tooling costs	69.0	61.0
Net property	585.5	630.2
Other assets		
Goodwill	290.3	290.9
Other intangibles, net	49.2	56.7
Long-term investments in marketable securities		
Equity investments	47.7	53.7
Other long-term assets	72.3	89.7
Other assets	552.4	512.0

Total assets	\$	2,494.0	\$	2,678.0
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The Notes to Consolidated Financial Statements are an integral part of these consolidated statements.

BRUNSWICK CORPORATION  
Consolidated Balance Sheets

(in millions, except share data)	As of December 31	
	2011	2010
<b>Liabilities and shareholders' equity</b>		
Current liabilities		
Short-term debt, including \$1.5 and \$1.7 of current maturities of long-term debt	\$ 2.4	\$ 2.2
Accounts payable	282.0	288.2
Accrued expenses	623.7	661.2
Current liabilities	908.1	951.6
Long-term liabilities		
Debt	690.4	828.4
Deferred income taxes	81.8	71.6
Postretirement benefits	592.6	548.9
Other	190.2	207.1
Long-term liabilities	1,555.0	1,656.0
Shareholders' equity		
Common stock; authorized: 200,000,000 shares,		
\$0.75 par value; issued: 102,538,000 shares	76.9	76.9
Additional paid-in capital	434.6	424.6
Retained earnings	457.7	390.3
Treasury stock, at cost: 13,434,000 and 13,877,000 shares	(397.5 )	(405.9 )
Accumulated other comprehensive income (loss), net of tax:		
Foreign currency translation	12.0	32.4
Defined benefit plans:		
Prior service credits	11.7	11.5
Net actuarial losses	(560.1 )	(459.8 )
Unrealized investment gains (losses)	(0.1 )	0.7
Unrealized losses on derivatives	(4.3 )	(0.3 )
Total accumulated other comprehensive loss	(540.8 )	(415.5 )
Shareholders' equity	30.9	70.4
Total liabilities and shareholders' equity	\$ 2,494.0	\$ 2,678.0

The Notes to Consolidated Financial Statements are an integral part of these consolidated statements.





BRUNSWICK CORPORATION  
Consolidated Statements of Cash Flows

(in millions)	For the Years Ended December 31		
	2011	2010	2009
<b>Cash flows from operating activities</b>			
Net earnings (loss)	\$ 71.9	\$ (110.6 )	\$ (586.2 )
Depreciation and amortization	104.5	129.3	157.3
Pension expense (contributions), net	(47.4 )	1.7	74.6
Losses (gains) on sale of property, plant and equipment, net	(12.7 )	1.4	7.3
Other long-lived asset impairment charges	1.5	23.2	63.0
Provision for doubtful accounts	(3.2 )	3.3	49.7
Deferred income taxes	(3.3 )	5.6	(99.2 )
Equity in losses of unconsolidated affiliates, net of dividends	5.1	5.4	16.0
Loss on early extinguishment of debt	19.8	5.7	13.1
<b>Changes in certain current assets and current liabilities:</b>			
Change in accounts and notes receivable	(17.4 )	2.4	159.9
Change in inventory	(25.9 )	(49.2 )	325.1
Change in prepaid expenses and other	(1.3 )	6.9	12.5
Change in accounts payable	(3.7 )	27.0	(39.9 )
Change in accrued expenses	(29.2 )	27.4	(56.8 )
Income taxes	4.1	112.8	91.2
Repurchase of accounts receivable	—	—	(84.2 )
Other, net	26.3	13.1	22.1
Net cash provided by operating activities	89.1	205.4	125.5
<b>Cash flows from investing activities</b>			
Capital expenditures	(90.0 )	(57.2 )	(33.3 )
Purchases of marketable securities	(264.4 )	(105.8 )	—
Sales or maturities of marketable securities	196.9	—	—
Investments	(0.9 )	(7.2 )	6.2
Transfers to restricted cash	(20.0 )	—	—
Proceeds from sale of property, plant and equipment	30.8	6.7	13.0
Other, net	13.2	8.3	1.8
Net cash used for investing activities	(134.4 )	(155.2 )	(12.3 )
<b>Cash flows from financing activities</b>			
Net issuances (payments) of short-term debt	0.5	(8.6 )	7.7

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Net proceeds from issuance of long-term debt	—	30.1	353.7
Payments of long-term debt including current maturities	(146.0 )	(38.2 )	(247.9 )
Net premium paid on early extinguishment of debt	(17.3 )	(5.6 )	(13.2 )
Cash dividends paid	(4.5 )	(4.4 )	(4.4 )
Net proceeds from stock compensation activity	4.0	1.3	—
Other, net	(4.6 )	—	—
Net cash provided by (used for) financing activities	(167.9 )	(25.4 )	95.9
Net increase (decrease) in cash and cash equivalents	(213.2 )	24.8	209.1
Cash and cash equivalents at January 1	551.4	526.6	317.5
Cash and cash equivalents at December 31	\$ 338.2	\$ 551.4	\$ 526.6
Supplemental cash flow disclosures:			
Interest paid	\$ 106.7	\$ 102.0	\$ 96.3
Income taxes paid (received), net	\$ 16.6	\$ (92.5 )	\$ (90.6 )

The Notes to Consolidated Financial Statements are an integral part of these consolidated statements.

BRUNSWICK CORPORATION  
Consolidated Statements of Shareholders' Equity

Additional

Accumulated  
Other