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 [Fee Required]

For the fiscal year ended December 31, 1994

Commission file number 1-1043

Brunswick Corporation
(Exact name of registrant in its charter)

Delaware	36-0848180
(State of Incorporation)	(I.R.S. Employer Identification No.)

1 N. Field Ct.	60045-4811
Lake Forest, Illinois	(zip code)
(Address of principal executive offices)	

Registrant's telephone number, including area code: (708) 735-4700

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

Title of each class	Name of each exchange on which registered
Common Stock ($.75 par value)	New York, Chicago, Pacific, Tokyo and London Stock Exchanges

Securities Registered pursuant to Section 12(g) of the Act:

None

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 the registrant was required to file such reports) and (2) has been subject to such filing requirements the past 90 days.
Yes X . 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 the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

As of March 14, 1995, the aggregate market value of the voting stock of the registrant held by non-affiliates of the registrant was $1,877,974,003. 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($.75 par value) of the registrant outstanding as of March 14, 1995, was 95,722,505.

Documents Incorporated by Reference

Part III of this Report on Form 10-K incorporates by reference certain information from the Company's definitive Proxy Statement for the Annual Meeting of Stockholders scheduled to be held on April 26, 1995.

Part I

Item 1. Business

Brunswick Corporation (the "Company") is organized into seven divisions with operations in two industry segments: Marine and Recreation. Segment information is contained in Note 9 on page 34.

Marine

The Marine industry segment consists of the Mercury Marine Division, which manufactures and sells marine propulsion systems, and the US Marine, Sea Ray and Fishing Boat Divisions, which manufacture and sell pleasure and fishing boats. The Company believes it has the largest dollar volume of sales of recreational marine engines and pleasure boats in the world.

The Mercury Marine Division manufactures and sells Mercury, Mariner and Force outboard motors, MerCruiser gasoline and diesel inboard and stern drive engines, and the Sport-Jet water-jet system. Outboard motors are sold through marine dealers for pleasure craft and commercial use and to the Company's US Marine, Sea Ray and Fishing Boat Divisions. The MerCruiser engines and the water-jet systems are sold principally to boatbuilders, including the Company's US Marine, Sea Ray and Fishing Boat Divisions.

New Environmental Protection Agency guidelines that become effective in mid-1997 call for reduced hydrocarbon emissions in marine engines over a nine-year period. Two cycle outboard engines are the principal engines which do not meet the proposed EPA guidelines. Stern drive engines are four cycle engines, which with only minor modifications will satisfy the EPA guidelines. Mercury Marine expects to meet or exceed the proposed emission standards.

Four stroke outboard engines in the 5 to 100 horsepower range which meet the EPA guidelines can be developed with existing technology. In 1994, in anticipation of the impending EPA requirements, Mercury Marine introduced a four-cycle 9.9 horsepower outboard and in early 1995 began production of a 50 horsepower four cycle outboard which will satisfy the EPA guidelines. Mercury Marine has an agreement with Yamaha Motors Co., Ltd. to co-develop additional four stroke outboard engines. Also, in early 1995 Mercury formed a joint venture with Orbital Engine Corporation, Ltd., of Australia to design, manufacture and market fuel systems for low emission, two cycle outboard engines. Called SEFIS (Small Engine Fuel Injection Systems), this new technology will be employed on a significant range of Mercury Marine outboards. Another direct fuel injection method to lower hydrocarbon emissions in two cycle outboard engines is also being evaluated.

The Mercury Marine Division also manufactures and sells replacement parts for engines and outboard motors and marine accessories, including steering systems, instruments, controls, propellers, service aids and marine lubricants. These products are marketed through marinas, dealers and boatbuilders under the Quicksilver brand name.

Mercury Marine products are manufactured in North America and Europe for global distribution. International assembly facilities are located in Belgium and Mexico, and offshore distribution centers are in Belgium, Japan and Australia. Trademarks for Mercury Marine products include MerCruiser, Mercury, Mariner, Force and Quicksilver.

The US Marine Division builds and sells several brands of fiberglass pleasure and fishing boats, ranging in size from 14 to 47 feet. Bayliner is the Division's oldest and most well known brand, with offerings that include jet powered boats, family runabouts, cabin cruisers, sport fishing boats and luxury motor yachts. Other brands include Maxum (runabouts and cabin cruisers), Trophy and Robalo (sport fishing boats), and Quantum (freshwater fishing boats).

The US Marine Division is vertically integrated, producing many of the parts and accessories which make up the boats. Escort boat trailers are also produced by the Division and sold with smaller boats as part of boat-motor-trailer packages. Outboard motors and stern drive and inboard engines are purchased from the Mercury

Marine Division.

The US Marine Division's boats, Escort boat trailers, and parts and accessories are sold through dealers. Trademarks for US Marine products include Bayliner, Maxum, Cobra, Quantum, Robalo, Ciera, Trophy, Jazz, Escort and US Marine.

The Sea Ray Division builds and sells Sea Ray fiberglass boats from 13 to 65 feet in length, including luxury motor yachts, cabin cruisers, sport fishing boats, sport boats, runabouts, water skiing boats, and jet powered boats. Sea Ray boats use and are sold with outboard motors, stern drive engines and gasoline or diesel inboard engines. The Division purchases its outboard motors and most of its stern drive and gasoline inboard engines from the Mercury Marine Division.

Sea Ray boats are sold through dealers under the Sea Ray, Laguna, Ski Ray and Sea Rayder trademarks.

The Fishing Boat Division manufactures and sells fiberglass and aluminum boats for the sport fishing and recreational boating markets. Some of these boats are equipped with Mercury, Mariner or Force outboard motors at the factory and are sold in boat-motor-trailer packages by marine dealers. The Fishing Boat Division's boats are sold through dealers under the Astro, Fisher, MonArk, Procraft, Starcraft, Spectrum and Wahoo! trademarks. The Company has a minority interest in Tracker Marine, L.P., a limited partnership, which manufactures and markets boats, motors, trailers and accessories. The Company has various agreements with Tracker Marine, L.P., including contracts to supply outboard motors, trolling motors and various other Brunswick products for Tracker Marine boats.

The Company's Marine segment sales to unaffiliated customers include sales of the following principal products for the three years ended December 31, 1994, 1993, and 1992:

(in millions, unaudited)	1994	1993	1992
Boats	$ 956.6	$ 754.5	$ 751.0
Engines	1,034.1	816.7	765.1
	$1,990.7	$1,571.2	$1,516.1

Boat sales include the value of engines when such engines are sold as a component of a finished boat. Engine sales include sales to boat manufacturers which are not Company-owned, marine dealers and others, when the engine is not sold with a Company-manufactured boat.

Recreation

There are three divisions in the Recreation industry segment: Zebco, Brunswick, and Brunswick Recreation Centers.

The Zebco Division manufactures, assembles, purchases and sells spincast, spinning and baitcast fishing reels, rods, reel/rod combinations, Martin fly reels and reel/rod combinations, and accessories. The Division also manufactures and sells electric trolling motors for fishermen and for use by boat manufacturers, including Marine segment operations. In August 1994 the Zebco Division acquired Swivl-Eze Marine Products, Inc. which manufactures fishing pedestals and ski tows and pylons.

The Brunswick Division manufactures and sells products for the bowling industry, including bowling lanes, automatic pinsetters, ball returns, computerized scoring equipment and business systems, and BowlerVision, a computer software bowling system which allows pins to be set up in a variety of configurations, creating new games for bowlers to play. BowlerVision also is able to analyze and display ball path, ball speed and entry angle. In addition, the Division manufactures and sells seating and locker units for bowling centers; bowling pins, lane finishes and supplies; and bowling balls and bags.

The Brunswick Division also manufactures and sells golf club shafts and golf bags and sells billiards tables which are manufactured for the Company to its specifications.
The Brunswick Division has a 50% interest in Nippon Brunswick K. K., which sells bowling equipment and operates bowling centers in Japan. In 1994, the Division entered into joint ventures to build, own and operate bowling centers in China and Korea and to sell bowling equipment in China. The Division has other joint ventures (i) to build, own and operate bowling centers in Brazil and Thailand; (ii) to sell bowling equipment in Thailand; and (iii) to build, own and operate recreation centers containing the Q-Zar laser tag game and to sell Q-Zar laser tag equipment in Brazil and Mexico. The Division also has the rights to sell Q-Zar laser game equipment in Korea and Taiwan.

The Brunswick Recreation Centers Division operates 126 recreation centers worldwide. Recreation centers are bowling centers which offer, in varying degrees depending on size and location, the following additional activities and services: billiards and other family games, children's playrooms, restaurants and cocktail lounges. The Company owns most of its recreation centers.

The Division also operates seven Circus World Pizza facilities which contain children's play and entertainment areas and restaurants which serve pizza.

Among the Company's trademarks in the recreation field are Zebco, Quantum, Pro Staff, Classic and Martin fishing equipment, Motorguide, Stealth and Thruster electric trolling motors, Swivl-Eze fishing pedestals and ski tows and pylons, Brunswick Recreation Centers, Circus World Pizza, Leiserv, Brunswick, AS-90, Armor Plate 3000, Anvilane, Ballwall, Guardian, Perry-Austen, Rhino, GS-10, Systems 2000, BowlerVision and Colorvision bowling equipment, and Brunswick Golf and Precision FM golf club shafts. Browning S.A. has licensed the Zebco Division to manufacture and sell Browning fishing equipment. Recreation products are distributed, mainly under these trademarks, to mass merchants, distributors, dealers, bowling centers, and retailers by the Company's salesmen and manufacturers' representatives and to the recreation centers operated by the Company. Recreation products are distributed worldwide from regional warehouses, sales offices and factory stocks of merchandise.

Discontinued operations

On December 1, 1994, the Company announced it had executed a contract for the sale of substantially all the assets of the Technical Group. The transaction is expected to be closed in the first half of 1995. The Company and the buyer have settled with the government all issues related to the Federal Grand Jury investigation of the Company's Marion, Virginia facility. Excluded from the transaction are the assets associated with the Company's facility in Costa Mesa, California. Negotiations for the sale of these assets are continuing. The Technical Group operations are considered and have been accounted for as discontinued operations. The Technical Group manufactures and sells composite structures for aircraft, helicopters, spacecraft, propulsion systems, missiles, ships, automobiles, trucks, buses, oil and gas wells and offshore platforms; radomes; space qualified products including fire detection systems, filters and extendable robotic arms; camouflage; infrared optical surveillance systems; tactical weapons; flight decoys and target training systems; relocatable and mobile shelter systems; and chemical protective detectors/alarms. These products are sold to the U.S. Department of Defense; major defense prime contractors; electronics, aerospace and commercial aircraft manufacturers; and machinery, automotive and oil and gas manufacturers and distributors.

Raw materials

Many different raw materials are purchased from various sources. At the present time, no critical raw material shortages are anticipated in either of the Company's industry segments. General Motors Corporation is a significant supplier of the gasoline engine blocks used to manufacture the Company's gasoline stern drives.

Patents, trademarks and licenses

The Company has and continues to obtain patent rights, consisting of patents and patent licenses, covering certain features of the Company's products and processes. The Company's patents, by law, have a limited life, and rights expire periodically.

In the Marine segment, patent rights principally relate to boats and features of outboard motors and inboard-outboard drives including die-cast powerheads, cooling and exhaust systems, drive train, clutch and gearshift mechanisms, boat/engine mountings, shock absorbing tilt mechanisms, ignition systems, propellers, spark plugs, and fuel and oil injection systems.

In the Recreation segment, patent rights principally relate to computerized bowling scorers and business systems, bowling lanes and related equipment, lightweight golf club shafts, game tables, fishing reels and electric trolling motors.

Although the Company has important patent and patent license positions, the Company believes that its performance is mainly dependent upon its engineering, manufacturing, and marketing capabilities.

The Company has many trademarks associated with its various divisions and applied to its products. Many of these trademarks are well known to the public and are considered valuable assets of the Company. Significant trademarks are listed on pages 2-4 herein.

Order backlog

Order backlog is not considered to be a significant factor in the businesses of the Company, except for bowling capital equipment. The backlog of bowling capital equipment at December 31, 1994 was $35 million, and the Company expects to fill all of such orders during 1995. The backlog of bowling capital equipment at December 31, 1993 was $47 million.

Competitive conditions and position

The Company believes that it has a reputation for quality in its highly competitive lines of business. The Company competes in its various markets by utilizing efficient production techniques and innovative marketing, advertising and sales efforts, and by providing high quality products at competitive prices.

Strong competition exists with respect to each of the Company's product groups, but no single manufacturer competes with the Company in all product groups. In each product area, competitors range in size from large, highly diversified companies to small producers. The following paragraphs summarize what the Company believes its position is in each area.

Marine. The Company believes it has the largest dollar volume of sales of recreational marine engines and pleasure boats in the world. The domestic marine engine market includes relatively few major competitors. There are 10-12 competitors in outboard engine markets worldwide, and foreign competition continues in the domestic marine engine market. The marine engine markets are experiencing pricing pressures. The marine accessories business is highly competitive.

There are many manufacturers of pleasure and fishing boats, and consequently, this business is highly competitive. The Company competes on the basis of quality, value, performance, durability, styling and price. Demand for pleasure and fishing boats and marine engines is dependent on a number of factors, including economic conditions, the availability of fuel and marine dockage and, to some extent, prevailing interest rates and consumer confidence in spending discretionary dollars.

Recreation. The Company competes directly with many manufacturers of recreation products. In view of the diversity of its recreation products, the Company cannot identify the number of its competitors. The Company believes, however, that in the United States, it is one of the largest manufacturers of bowling equipment and fishing reels.
Certain bowling equipment, such as BowlerVision, automatic scorers and computerized management systems, represents innovative developments in the market. For other recreation products, competitive emphasis is placed on pricing and the ability to meet delivery and performance requirements.

The Company maintains a number of specialized sales forces that sell equipment to distributors and dealers and also, in some cases, to retail outlets.

The Company operates 126 recreation centers worldwide. Each center competes directly with centers owned by other parties in its immediate geographic area; so, competitive emphasis is placed on customer service, quality facilities and personnel, prices and promotional programs.

Research and development

Company-sponsored research activities, relating to the development of new products or to the improvement of existing products, are shown below:

(in millions)	1994	1993	1992
Marine	$67.0	$59.3	$47.2
Recreation Products	12.5	10.5	9.1
	$79.5	$69.8	$56.3

Number of employees

The number of employees at December 31, 1994 is shown below by industry segment:

Marine	13,600
Recreation	7,000
Corporate	200
	20,800

There are approximately 900 employees in the Recreation segment and 2,500 employees in the Marine segment who are represented by labor unions. The Company believes that relations with the labor unions are good.

Environmental requirements

The Company is involved in certain legal and administrative proceedings under the Comprehensive Environmental Response, Compensation and Liability Act of 1980 and other federal and state legislation governing the generation and disposition of certain hazardous wastes. These proceedings, which involve both on and off site waste disposal, in many instances seek compensation from the Company as a waste generator under Superfund legislation which authorizes action regardless of fault, legality of original disposition or ownership of a disposal site. The Company believes that it has established adequate reserves to cover all known claims.

Item 2. Properties

The Company's headquarters are located in Lake Forest, Illinois. The Company has numerous manufacturing plants, distribution warehouses, sales offices and test sites. Research and development facilities are division-related, and most are located at individual manufacturing sites.

The Company's plants are deemed to be suitable and adequate for the Company's present needs. The Company believes that all of its properties 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's plants currently are operating at approximately 77 percent of capacity, excluding the 13 closed plants in the Marine segment. Ten of these closed plants are being offered for sale. The other three closed plants are not being offered for sale, but the Company has no plans to reopen them in the near future.

The Company's headquarters and all of its principal plants are owned by the Company. Some bowling recreation centers, three small plants, two test facilities and an overseas distribution center are leased.

The Company's primary facilities are in the following locations:

Mercury Marine Division

Fond du Lac and Milwaukee, Wisconsin; Stillwater, Oklahoma; St. Cloud, Florida; Juarez, Mexico; and Petit Rechain, Belgium.

US Marine Division

Arlington and Spokane, Washington; Roseburg, Oregon; Miami and Claremore, Oklahoma; Pipestone, Minnesota; Cumberland and Salisbury, Maryland; Dandridge, Tennessee; Valdosta, Georgia; and Tallahassee, Florida.

Sea Ray Division

Knoxville, Riverview and Vonore, Tennessee; Merritt Island, Sykes Creek and Palm Coast, Florida; Phoenix, Arizona; and Cork, Ireland.
Fishing Boat Division

Topeka and Nappanee, Indiana; West Point, Mississippi; Murfreesboro, Tennessee; and Lincoln, Alabama.

Zebco Division

Tulsa, Oklahoma; Starkville, Mississippi; and Lancaster, Texas.

Brunswick Recreation Centers

Deerfield, Illinois headquarters; 126 bowling centers in the United States, Canada and Europe; and seven Circus World Pizza theme restaurants in the United States.

Brunswick Division

Muskegon, Michigan; Eminence, Kentucky; Bristol, Wisconsin; Torrington, Connecticut; Des Moines, Iowa; and Stockach, Germany.

Item 3. Legal Proceedings

Genmar Industries, Inc. v. Brunswick Corporation, et al. Genmar industries brought an action against the Company and certain of its subsidiaries in the United States District Court for the District of Minnesota on June 23, 1992, alleging that the Company (i) has monopolized or attempted to monopolize the sale of recreational marine engines and boats, (ii) has unlawfully coerced engine purchasers to buy the Company's boats, (iii) has breached its contract with Genmar, (iv) has not dealt in good faith with Genmar, and (v) has interfered with Genmar's existing and prospective business relationships. The Company and Genmar have settled this lawsuit, and a judgment of dismissal with prejudice and on the merits was entered on February 6, 1995.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Executive Officers of the Company

The Company's executive officers are listed in the following table:

Officer	Present Position	Age
J. F. Reichert	Chairman of the Board, President and Chief Executive Officer	64
J. M. Charvat	Executive Vice President and Brunswick Marine Group President	64
J. W. Dawson	Vice President and Zebco Division President	60
F. J. Florjancic, Jr.	Vice President and Brunswick Division President	48
W. R. McManaman	Vice President-Finance	47
D. M. Yaconetti	Vice President Adminis- tration and Secretary	48
T. K. Erwin	Controller	45
R. T. McNaney	General Counsel	60
R. S. O'Brien	Treasurer	45
W. J. Barrington	Sea Ray Division President	44
A. D. Fogel	BRC Division President	59
D. D. Jones	Mercury Marine Division President	51
J. A. Schenk	Corporate Director of Planning and Development	52
R. C. Sigrist	Technical Group President	61
R. C. Steinway	US Marine Division President	43

There are no family relationships among these officers. The term of office of all elected officers expires April 26, 1995. The Division Presidents are appointed from time to time at the discretion of the Chief Executive Officer.

Jack F. Reichert has been Chairman of the Board since 1983, Chief Executive Officer since 1982, and President since 1994 and from 1977 to 1993.

John M. Charvat has been Executive Vice President of the Company since 1989.

Jim W. Dawson has been Vice President of the Company since 1994 and Zebco Division President since 1989.

Frederick J. Florjancic, Jr. has been Vice President of the Company and President of the Brunswick Division since 1988.

William R. McManaman has been Vice President-Finance since 1988. Dianne M. Yaconetti has been Vice President-Administration since 1988, Corporate Secretary since 1986 and Manager of the Office of the Chairman since 1985.

Thomas K. Erwin has been Controller since 1988.

Robert T. McNaney has been General Counsel since 1985.

Richard S. O'Brien has been Treasurer since 1988.

William J. Barrington has been Sea Ray Division President and President of Ray Industries, Inc. since 1989.

Arnold D. Fogel has been Brunswick Recreation Centers Division President since 1984.

David D. Jones has been Mercury Marine Division President since

1989.

James A. Schenk has been Corporate Director of Planning and Development since 1988.

Robert C. Sigrist has been President of the Technical Group (known as the Defense Division prior to 1991) since 1988.

Robert C. Steinway has been US Marine Division President since 1994. From 1992 to 1994 he was Senior Vice President-Marketing of the US Marine Division. From 1989 to 1992 he was General Manager of the Aluminium Fishing Boat Operating Unit.

Part II

Item 5. Market for the Registrant's Common Equity and Related Stockholder Matters

The Company's common stock is traded on the New York, Chicago, Pacific, London, and Tokyo Stock Exchanges. Quarterly information with respect to the high and low sales prices for the common stock and the dividends declared on the common stock is set forth in Note 23 on page 49. As of December 31, 1994, there were approximately 25,800 shareholders of record of the Company's common stock.

Item 6. Selected Financial Data

Net sales, net earnings, earnings per common share, cash dividends declared per common share, total assets, and long-term debt are shown in the Five Year Financial Summary on page 52.

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

Management's Discussion and Analysis is presented on pages 19 to 24.

Item 8. Financial Statements and Supplementary Data

The Company's Consolidated Financial Statements are set forth on pages 25 to 27 and are listed in the index on page 18.

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

None.

Part III

Item 10. Directors and Executive Officers of the Registrant

Information with respect to the directors of the Company is set forth on pages 2 and 3 of the Company's definitive Proxy Statement dated March 27, 1995 (the "Proxy Statement") for the Annual Meeting of Stockholders to be held on April 26, 1995, and is hereby incorporated by reference. The Company's executive officers are listed herein on pages 10-11.

Item 11. Executive Compensation

Information with respect to executive compensation is set forth on pages 5, 14-16 and 18-21 of the Proxy Statement and is hereby incorporated by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management

Information 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 only persons known to the Company to own beneficially more than 5% of the outstanding voting securities of the Company is set forth on pages 6 and 7 of the Proxy Statement, and such information is hereby incorporated by reference.

Item 13. Certain Relationships and Related Transactions

None.

Part IV

Item 14. Exhibits, Financial Statement Schedules, and Reports on Form 8-K

a) Financial Statements and Exhibits

Financial Statements

Financial statements and schedules are incorporated in this Annual Report on Form 10-K, as indicated in the index on page 18.

Exhibits

3.1 Restated Certificate of Incorporation of the Company filed as Exhibit 19.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1987, and hereby incorporated by reference.

3.2 By-Laws of the Company.

4.1 Indenture dated as of March 15, 1987, between the Company and Continental Illinois National Bank and Trust Company of Chicago filed as Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1987, and hereby incorporated by reference.

4.2 Form of 8-1/8% Notes of the Company Due April 1, 1997, filed as Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1987, and hereby incorporated by reference.

4.3 Officers' Certificate setting forth terms of the Company's $125,000,000 principal amount 7-3/8% Debentures due September 1, 2023 filed as Exhibit 4.3 to the Company's Annual Report on Form 10-K for 1993, and hereby incorporated by reference.

4.4 The Company's Agreement to furnish additional debt instruments upon request by the Securities and Exchange Commission filed as Exhibit 4.10 to the Company's Annual Report on Form 10-K for 1980, and hereby incorporated by reference.

4.5 Rights Agreement dated as of March 15, 1986, between the Company and Harris Trust and Savings Bank filed as Exhibit 4.14 to the Company's Annual Report on Form 10-K for 1985, and hereby incorporated by reference.

4.6 Amendment dated April 3, 1989, to Rights Agreement between the Company and Harris Trust and Savings Bank filed as Exhibit 2 to the Company's Current Report on Form 8-K dated April 10, 1989, and hereby incorporated by reference.

10.1* Third Amended and Restated Employment Agreement entered as of December 30, 1986, between the Company and Jack F. Reichert filed as Exhibit 10.6 to the Company's Annual Report on Form 10-K for 1986 and hereby incorporated by reference.

10.2* Amendment dated October 24, 1989, to Employment Agreement by and between the Company and Jack F. Reichert filed as Exhibit 19.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1989 and hereby incorporated by reference.

10.3* Supplemental Agreement to Employment Agreement dated December 30, 1986, by and between the Company and Jack F. Reichert filed as Exhibit 19.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1989, and hereby incorporated by reference.

10.4* Amendment dated February 12, 1991 to Employment Agreement by and between the Company and Jack F. Reichert filed as Exhibit 10.4 to the Company's Annual Report on Form 10-K for 1990 and hereby incorporated by reference.

10.5* Amendment dated March 20, 1992 to Employment Agreement by and between the Company and Jack F. Reichert filed as Exhibit 10.5 to the Company's Annual Report on Form 10-K for 1992 and hereby incorporated by reference.

10.6* Amendment dated December 15, 1992 to Employment Agreement by and between the Company and Jack F. Reichert filed as Exhibit 10.6 to the Company's Annual Report on Form 10-K for 1992 and hereby incorporated by reference.

10.7* Employment Agreement dated as of June 1, 1989 by and between the Company and John M. Charvat filed as Exhibit 19.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1989, and hereby incorporated by reference.

10.8* Amendment dated as of December 15, 1992 to Employment Agreement by and between the Company and John M. Charvat filed as Exhibit 10.8 to the Company's Annual Report on Form 10-K for 1992 and hereby incorporated by reference.

10.9* Supplemental Pension Plan filed as Exhibit 19.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1989, and hereby incorporated by reference.

10.10* Form of Employment Agreement by and between the Company and each of W. J. Barrington, J. W. Dawson, T. K. Erwin, F. J. Florjancic, Jr., A. D. Fogel, D. D. Jones, D. B. Horner, W. R. McManaman, R. T. McNaney, R. S. O'Brien, J. C. Olson, J. A. Schenk, R. C. Sigrist, R. C. Steinway and D. M. Yaconetti filed as Exhibit 19.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1989, and hereby incorporated by reference.

10.11* Amendment to Form of Employment Agreement filed as Exhibit 10.11 to the Company's Annual Report on Form 10-K for 1992 and hereby incorporated by reference.

10.12* Form of Insurance Policy issued for the life of each of the Company's officers, together with the specifications for each of these policies, filed as Exhibit 10.21 to the Company's Annual Report on Form 10-K for 1980 and hereby incorporated by reference. The Company pays the premiums for these policies and will recover these premiums, with some exceptions, from the policy proceeds.

10.13* Insurance policy issued by The Prudential Insurance Company of America insuring all of the Company's officers and certain other senior management employees for medical expenses filed as Exhibit 10.23 to the Company's Annual Report on Form 10-K for 1980 and hereby incorporated by reference.

10.14* Form of Indemnification Agreement by and between the Company and each of M. J. Callahan, J. P. Diesel, D. E. Guinn, G. D. Kennedy, B. K. Koken, J. W. Lorsch, B. M. Musham, R. N. Rasmus, and R. W. Schipke filed as Exhibit 19.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1986, and hereby incorporated by reference.

10.15* Indemnification Agreement dated September 16, 1986, by and between the Company and J. F. Reichert filed as Exhibit 19.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1986, and hereby incorporated by reference.

10.16* Form of Indemnification Agreement by and between the Company and each of W. J. Barrington, J. M. Charvat, J. W. Dawson, T. K. Erwin, F. J. Florjancic, Jr., A. D. Fogel, D. B. Horner, D. D. Jones, W. R. McManaman, R. T. McNaney, R. S. O'Brien, J. C. Olson, J. A. Schenk, R. C. Sigrist, R. C. Steinway and D. M. Yaconetti filed as Exhibit 19.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1986, and hereby incorporated by reference.

10.17* 1991 Stock Plan filed as Exhibit A to the Company's definitive Proxy Statement dated March 21, 1991 for the Annual Meeting of Stockholders on April 24, 1991 and hereby incorporated by reference.

10.18* Change In Control Severance Plan filed as Exhibit 10.22 to the Company's Annual Report on Form 10-K for 1989 and hereby incorporated by reference.

10.19* Brunswick Performance Plan for 1994 filed as Exhibit 10.22 to the Company's Annual Report on Form 10-K for 1993 and hereby incorporated by reference.

10.20* Brunswick Performance Plan for 1995.

10.21* Brunswick Strategic Incentive Plan filed as Exhibit 10.23 to the Company's Annual Report on Form 10-K for 1993 and hereby incorporated by reference.

10.22* 1994 Stock Option Plan for Non-Employee Directors filed as Exhibit A to the Company's definitive Proxy Statement dated March 25, 1994 for the Annual Meeting of Stockholders on April 27, 1994 and hereby incorporated by reference.

21.1 Subsidiaries of the Company.

24.1 Powers of Attorney.

27.1 Financial Data Schedule

b) Reports on Form 8-K

The Company filed no reports on Form 8-K during the three months ended December 31, 1994.

*Management contract or compensatory plan or arrangement required to be filed as an exhibit to this Annual Report on Form 10-K pursuant to Item 14(c) of this Report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BRUNSWICK CORPORATION

March 20, 1995 By /s/ Thomas K. Erwin
Thomas K. Erwin, Controller

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title
Jack F. Reichert	Chairman of the Board, Chief Executive Officer (Principal Executive Officer) and Director
William R. McManaman	Vice President-Finance (Principal Financial Officer)
Thomas K. Erwin	Controller (Principal Accounting Officer)
Michael J. Callahan	Director
John P. Diesel	Director
Donald E. Guinn	Director
George D. Kennedy	Director
Bernd K. Koken	Director
Jay W. Lorsch	Director
Bettye Martin Musham	Director
Robert N. Rasmus	Director
Roger W. Schipke	Director

Thomas K. Erwin, pursuant to a Power of Attorney (executed by each of the officers and directors listed above and filed with the Securities and Exchange Commission, Washington, D.C.), by signing his name hereto does hereby sign and execute this report of Brunswick Corporation on behalf of each of the officers and directors named above in the capacities in which the names of each appear above.

March 20, 1995 /s/ Thomas K. Erwin
Thomas K. Erwin

BRUNSWICK CORPORATION
INDEX TO FINANCIAL STATEMENTS AND SCHEDULE

Schedule

All other schedules are not submitted because they are not applicable or not required or because the required information is included in the consolidated financial statements or in the notes thereto. These notes should be read in conjunction with these schedules.

The separate financial statements of Brunswick Corporation (the parent company Registrant) are omitted because consolidated financial statements of Brunswick Corporation and its subsidiaries are included. The parent company is primarily an operating company, and all consolidated subsidiaries are wholly owned and do not have any indebtedness (which is not guaranteed by the parent company) to any person other than the parent or the consolidated subsidiaries in an amount that is material in relation to consolidated assets.

Brunswick Corporation
Management's Discussion and Analysis

Cash Flow, Liquidity and Capital Resources

Net cash provided by operating activities was $121.2 million in 1994 compared to $188.9 million in 1993. The $105.9 million improvement in net earnings was more than offset by increases in non-cash working capital requirements for accounts receivable and inventory, reflecting the significant improvement in the marine business in 1994, and a $55 million payment to the U.S. Internal Revenue Service in the first quarter of 1994, as discussed in Note 16 to the consolidated financial statements. The charges for the cumulative effect of the change in accounting principle and the estimated loss on the divestiture of the Company's Technical Group in 1993 did not involve cash expenditures.

The net cash used for investing activities rose to $129.3 million in 1994 from $97.1 million in 1993. The increase resulted primarily from investing $18.2 million in marketable securities with maturities greater than 90 days and increases in capital expenditures of $8.8 million.

Net cash used for financing activities was $55.5 million in 1994 compared to $38.5 million in 1993. The net cash used was higher in 1994 as the 1993 activity includes cash provided of $13.8 million from the sale of the Company's 7.375% debentures, net of the redemption of the 9.875% debentures in August 1993.

Working capital at December 31, 1994 was $436.2 million compared to $347.8 million at December 31, 1993. The Company's current ratio was 1.7 to 1 at December 31, 1994, and 1.6 to 1 at December 31, 1993.

The Company's long-term financing is primarily comprised of 30-year debentures, 10-year unsecured notes, loans secured by mortgages on property and the guarantee of $73.1 million of debt of the Brunswick Employee Stock Ownership Plan (ESOP). The form and timing of all financing is determined by the prevailing securities markets, the Company's capital requirements and its financial position. At December 31, 1994 the Company had unused short-term and long-term credit agreements totaling $400 million with a group of banks. The Company's debt-to-capitalization ratio decreased to 26.4% at December 31, 1994, from 29.5% at the end of 1993. Total debt decreased to $327.0 million at

December 31, 1994, from $336.4 million at December 31, 1993.

Capital expenditures, excluding acquisitions, were $104.6 million, $95.8 million and $88.6 million in 1994, 1993 and 1992, respectively. The Company continues to make capital expenditures which offer increased production efficiencies and improvement in product quality. The Company believes that existing cash balances and future operating results, supplemented when necessary with short and/or long-term borrowings, will continue to provide the financial resources necessary for capital expenditures and working capital requirements.

Results of Operations - 1994 vs. 1993

Net Sales

The Company's consolidated net sales for 1994 rose 22% to $2.70 billion from the $2.21 billion reported for 1993. Increases in both the Marine and Recreation segments contributed to this improvement.

The Marine segment's 1994 net sales increased 27% to $1.99 billion from $1.57 billion in 1993. Increased volume and an improved product mix accounted for 24% of the increase while price increases constituted the remaining 3%. Domestic sales of boats and engines increased 30% over the prior year, while international sales increased 17%. Engine sales rose 34% in Europe, and the Latin and South American, Asian and Middle Eastern markets also reported increases. International boat sales were flat in 1994 compared to 1993. Retail sales increased at a rate greater than wholesale sales to dealers, therefore dealer inventories continue to remain at low levels.

The Recreation segment's 1994 net sales increased 12% to $709.4 million from $635.6 million in 1993. The Brunswick Division's sales increased 13% on a 14% increase in international sales as strong demand for capital equipment in Asia and Europe continued, and a 10% increase in domestic sales as all product lines reflected improvements. Zebco Division's sales increased 20% on increased volume as domestic and international sales rose 19% and 25%, respectively. The Brunswick Recreation Centers (BRC) Division sales were flat in 1994 compared to 1993 as price increases of approximately 4% were offset by reduced bowling lineage, the effects of the severe winter weather in early 1994 and the California earthquake, which closed several centers in the first quarter of 1994.

Operating Earnings

Consolidated operating earnings increased to $210.0 million in 1994 from $99.8 million in 1993. The Marine segment contributed significantly to this improvement while the Recreation segment was up slightly over 1993.

The Marine segment's operating earnings for 1994 rose to $175.6 million from $53.7 million in 1993. The previously discussed domestic and international sales increases, a more favorable product mix and the benefits of the cost reduction and consolidation programs begun when the marine downturn began in 1988 contributed to the improvement.

The Recreation segment's operating earnings were $82.8 million for 1994 compared to $80.0 million in 1993. The Brunswick Division's operating earnings increased as a result of the sales increases discussed above, but were largely offset by continued operating losses experienced in its composite golf shaft operations and increased costs for new product development and market expansion efforts. The Zebco Division's operating earnings also increased slightly primarily due to the domestic sales increase, which was offset by reduced foreign operating earnings despite higher foreign sales, as foreign margins declined and as the Division continues to incur costs as it integrates the Browning acquisition made in late 1992. The BRC Division's operating earnings for 1994 declined from 1993 primarily due to additional start-up costs and operating losses for its Circus World Pizza operations.

Corporate expenses rose to $48.4 million in 1994 from the $33.9 million reported in 1993. The increase was primarily due to losses on derivatives of $4.3 million, increased compensation expenses of $4.4 million and a second quarter severance charge of $1.6 million.

Interest and Other Items, Net

Interest expense rose to $28.5 million in 1994 from $27.2 million in 1993. The increase resulted primarily from higher interest rates on swaps, which more than offset the reduced interest expense on lower levels of debt and the net reduction in interest expense resulting from the redemption of the 9.875% sinking fund debentures on August 9, 1993, and the sale of 7.375% debentures on August 25, 1993. Interest income and other items, net increased to $16.9 million in 1994 from $13.9 million in 1993, primarily due to higher interest income resulting from higher average investment rates, offset by lower earnings of unconsolidated affiliates.

Income Taxes

In 1994, the Company recorded a tax provision of $69.4 million compared with a tax provision of $32.0 million in 1993. The effective tax rate for 1994 of 35% compares to 37% for 1993. The decrease in the effective tax rate resulted primarily from increased tax credits and the impact of tax rates on the mix of the Company's income, as well as the settlement of a dispute with the U. S. Internal Revenue Service, as discussed in Note 16.

Looking to the Future

The Company has experienced improving results from continuing operations in each of the last three years. This increase in profitability can be traced to the following factors: 1.) A marine industry that has rebounded from the severe recession that began in the second half of 1988; 2.) During the downturn the Company restructured its Marine segment through plant closings, consolidations and manpower reductions to maximize production efficiencies and lower costs; and 3.) A Recreation segment that has experienced growth internationally through the Brunswick Division's sales of capital equipment.

Past financial results are in no way a guarantee of future performance. Worldwide economic cycles that are affected by factors such as inflation, unemployment and interest rates impact the performance of the Company's business segments. Based on prior marine industry cycles, the Company believes the present marine industry upturn will sustain itself into 1995. Beyond 1995, the Company remains optimistic, but the long-range outlook is difficult to predict. For 1995, the early results from boat shows indicate an overall increase in units sold compared to 1994. The Company believes its Marine segment should have a double digit sales increase in 1995 over 1994. The Recreation segment will continue to seek business arrangements and acquisitions both domestically and internationally to enhance existing product lines and take advantage of emerging markets.

Based on the Company's improved results and a belief that positive business trends will continue, the Board of Directors on February 7, 1995 announced an increase in the quarterly dividend to 12.5 cents per share from 11 cents per share.

Environmental Matters

The U.S. Environmental Protection Agency (EPA) has announced proposed regulations for limiting air emissions from gasoline engines used in pleasure boats. Specifically, the EPA proposal seeks to reduce hydrocarbon exhaust emissions from two-cycle, gasoline marine engines by more than 75 percent over a nine-year phase-in period beginning with the 1998 model year. Final regulations are scheduled to be published in November 1995.

In anticipation of these requirements, in 1993 the Company's Mercury Marine Division signed an agreement with Yamaha to co-develop and co-manufacture four-cycle outboard engines. The first such engine was introduced in 1994 and a second began production in early 1995.

Also in early 1995, Mercury formed a joint venture with Orbital Engine Corporation, Ltd. of Australia to design, manufacture and market fuel systems for low emissions, two-cycle engines. Called SEFIS (Small Engine Fuel Injection Systems), this new technology will be employed on a significant range of Mercury outboards. Another direct fuel injection method to lower hydrocarbon emissions in two-cycle engines is also being evaluated. Mercury expects to be producing at least one direct fuel-injection, low-emissions model by the end of 1995.

The Company expects these four-cycle and low emissions two-cycle engines will meet or exceed the proposed emission standards.

Results of Operations - 1993 vs. 1992

Net Sales

The Company's consolidated net sales for 1993 increased 7% to $2.21 billion from the $2.06 billion reported for 1992. Increases in both the Marine and Recreation segments contributed to this improvement.

The Marine segment's 1993 net sales increased 4% to $1.57 billion from $1.52 billion in 1992. Domestic sales of engines and boats increased 14% over the prior year, while international sales declined approximately 20% as major European and Asian markets continue to experience recessions. Price increases accounted for 2.5% of the 4% increase with the other 1.5% attributable to increased volume and mix changes. Unit sales of boats to dealers were slightly lower than dealers' retail sales in 1993 and, therefore, dealer inventories continue to remain at relatively low levels.

The Recreation segment's 1993 net sales increased 17% to $635.6 million from $543.3 million in 1992. The Brunswick Division sales increased 29% as international demand for capital equipment continued to increase, as did domestic demand for consumer products, supplies and parts. Zebco Division sales increased 15% due to domestic volume increases and the full-year effect of a 1992 fourth quarter acquisition. The Brunswick Recreation Centers (BRC) Division sales were flat in 1993 compared to 1992 as price increases, which were limited by competitive pressures, offset slight lineage declines.

Operating Earnings

The consolidated operating earnings increased $20.0 million to $99.8 million in 1993 from the $79.8 million reported for 1992. Both the Marine and Recreation segments contributed to this increase.

The Marine segment's operating earnings for 1993 rose 25% to $53.7 million from the $43.0 million in 1992. The previously discussed sales increase and the continuation of cost reduction programs begun four years ago, when the marine industry downturn began, contributed to the operating results improvement.

The Recreation segment's operating earnings were $80.0 million for 1993 compared to $65.2 million in 1992. The Brunswick Division benefited from the previously discussed sales increases which were partly offset by start-up costs associated with manufacturing its new composite golf shaft and plant rearrangement expenses in the golf unit. The Zebco Division operating earnings increased in line with the Division's sales increase. The BRC Division's operating earnings for 1993 declined from 1992 levels largely due to start-up costs for its Circus World Pizza operations.

Interest and Other Items, Net

Interest expense declined to $27.2 million in 1993 from $29.9 million in 1992. The decline resulted primarily from lower levels of ESOP and other debt and the net reduction in interest expense from the redemption of the 9.875% sinking fund debentures on August 9, 1993, and the sale of 7.375% debentures on August 25, 1993. Interest income and other items, net increased to $13.9 million in 1993 from $12.1 million in 1992, primarily due to increased equity in earnings of unconsolidated affiliates.

Income Taxes

In 1993, the Company recorded a tax provision of $32.0 million compared with a tax provision of $22.3 million in 1992. The effective tax rate for 1993 of 37% compares to 36% for 1992. The increase in the effective tax rate results primarily from an increase in the effective foreign tax rate which was offset by a net benefit from a change in the Federal statutory income tax rate.

<TABLE>

Brunswick Corporation
Consolidated Statements of Results Of Operations
For the Years Ended December 31,
(in millions, except per share data)

<CAPTION>

	1994	1993	1992
<S>	<C>	<C>	<C>
Net sales	$ 2,700.1	$ 2,206.8	$ 2,059.4

Cost of sales	1,951.7	1,636.6	1,554.1
Selling, general and administrative	538.4	470.4	425.5
Operating earnings	210.0	99.8	79.8
Interest expense	(28.5)	(27.2)	(29.9)
Interest income and other items, net	16.9	13.9	12.1
Earnings before income taxes	198.4	86.5	62.0
Income tax provision	69.4	32.0	22.3
Earnings from continuing operations before extraordinary item and cumulative effect of accounting changes	129.0	54.5	39.7
Cumulative effect on prior years of changes in accounting principles	-	(14.6)	(38.3)
Extraordinary loss from retirement of debt	-	(4.6)	-
Discontinued operations			
Loss from discontinued operations	-	-	(1.7)
Estimated loss on divestiture of Technical segment	-	(12.2)	(26.0)
Net earnings(loss)	$ 129.0	$ 23.1	$ (26.3)
Earnings (loss) per common share			
Continuing operations	$ 1.35	$ 0.57	$ 0.43
Cumulative effect of changes in accounting principles	-	(0.15)	(0.41)
Extraordinary item	-	(0.05)	-
Discontinued operations			
Loss from discontinued operations	-	-	(0.02)
Estimated loss on divestiture of Technical segment	-	(0.13)	(0.28)
Net earnings(loss) per common share	$ 1.35	$ 0.24	$ (0.28)

The notes are an integral part of these consolidated statements.
</TABLE>

<TABLE>
Consolidated Balance Sheets
As of December 31,
(in millions, except per share data)
<CAPTION>

Assets	1994	1993
Current assets		
Cash and cash equivalents, at cost, which		
<S>	<C>	<C>
approximates market	$ 185.2	$ 248.8
Marketable securities	18.2	-
Accounts and notes receivable, less allowances of $19.5 and $16.9	218.9	168.9
Inventories	409.0	321.4
Prepaid income taxes	175.0	186.5
Prepaid expenses	33.9	24.1
Income tax refunds receivable	17.3	-
Current assets	1,057.5	949.7
Property		
Land	61.0	60.9
Buildings	367.8	357.5
Equipment	779.9	720.9
	1,208.7	1,139.3
Accumulated depreciation	(643.3)	(595.0)
Property	565.4	544.3

Other assets		
Dealer networks	140.9	171.6
Trademarks and other	136.0	106.7
Excess of cost over net assets of businesses acquired	117.8	117.7
Investments	76.1	67.6
Other assets	470.8	463.6
Assets of continuing operations	2,093.7	1,957.6
Net assets of discontinued operations	28.6	26.1
Total assets	$ 2,122.3	$ 1,983.7
Liabilities And Shareholders' Equity		
Current liabilities		
Short-term debt, including current maturities of long-term debt	$ 8.2	$ 11.9
Accounts payable	157.3	122.8
Accrued expenses	455.8	404.5
Income taxes payable	-	62.7
Current liabilities	621.3	601.9
Long-term debt		
Notes, mortgages and debentures	318.8	324.5
Deferred items		
Income taxes	133.8	103.9
Postretirement and postemployment benefits	114.0	126.9
Compensation and other	23.7	22.1
Deferred items	271.5	252.9
Common shareholders' equity		
Common stock; authorized: 200,000,000 shares, $.75 par value; issued: 100,687,992 shares	75.5	75.5
Additional paid-in capital	261.5	261.4
Retained earnings	735.5	648.5
Treasury stock, at cost: 5,236,856 shares and 5,430,523 shares	(98.3)	(102.7)
Minimum pension liability adjustment	(0.7)	(6.7)
Unearned portion of restricted stock for future services	(2.4)	(2.3)
Cumulative translation adjustments	11.8	7.9
Unamortized ESOP expense	(72.2)	(77.2)
Common shareholders' equity	910.7	804.4
Total liabilities and shareholders' equity	$ 2,122.3	$ 1,983.7

The notes are an integral part of these consolidated statements.
</TABLE>
<TABLE>

Brunswick Corporation
Consolidated Statements Of Cash Flows
For the Years ended December 31,
(in millions)
<CAPTION>

	1994	1993	1992
Cash flows from operating activities			
<S>	<C>	<C>	<C>
Net earnings(loss)	$ 129.0	$ 23.1	$ (26.3)
Adjustments to reconcile net earnings(loss) to net cash provided by operating activities:			
Depreciation and amortization by continuing operations	119.8	117.8	115.9
Changes in noncash current assets and current liabilities of continuing operations:			
(Increase) decrease in accounts and notes receivable	(50.1)	(7.8)	7.9
(Increase) decrease in inventories	(83.6)	(10.9)	6.1
(Increase) decrease in prepaid income taxes	11.5	(6.0)	(2.0)
(Increase) decrease in prepaid expenses	(9.7)	(3.1)	3.5

(Increase) in income tax refunds receivable	(17.3)	-	-
Increase in accounts payable	34.5	16.4	5.0
Increase (decrease) in accrued expenses	50.5	31.8	(23.4)
Increase (decrease) in taxes payable	(62.7)	64.5	(0.2)
Increase (decrease) in deferred items	24.4	(50.2)	24.5
Pension cost less than funding	(32.6)	(17.8)	(3.8)
Other, net	8.8	5.1	(5.0)
Cumulative effect of changes in accounting principles	-	14.6	38.3
Estimated loss on disposition of Technical segment	-	12.2	26.0
(Increase)decrease in net assets of discontinued operations	(1.3)	(0.8)	2.5
Net cash provided by operating activities	121.2	188.9	169.0
Cash flows from investing activities			
Payments for businesses acquired, net of cash acquired and including other cash payments associated with the acquisitions	(7.1)	(2.1)	(19.8)
Capital expenditures	(104.6)	(95.8)	(88.6)
Proceeds from sales of property	5.9	7.1	3.0
Investments in unconsolidated affiliates	(1.7)	(2.8)	(6.7)
Investments in marketable securities	(18.2)	-	-
Other, net	(2.4)	(1.6)	(21.2)
Net investing activities of discontinued operations	(1.2)	(1.9)	(3.6)
Net cash used for investing activities	(129.3)	(97.1)	(136.9)
Cash flows from financing activities			
Proceeds from issuance of long-term debt	-	122.9	-
Proceeds from public offering of common stock	-	-	104.5
Payments of long-term debt, including current maturities	(6.2)	(117.3)	(5.5)
Cash dividends paid	(42.0)	(41.9)	(41.1)
Other, net	(7.3)	(2.2)	3.4
Net cash provided by (used for) financing activities	(55.5)	(38.5)	61.3
Net increase (decrease) in cash and cash equivalents	(63.6)	53.3	93.4
Cash and cash equivalents at beginning of year	248.8	195.5	102.1
Cash and cash equivalents at end of year	$ 185.2	$ 248.8	$ 195.5
Supplemental cash flow disclosures:			
Interest paid	$ 35.1	$ 25.5	$ 31.1
Income taxes paid, net of refunds	114.9	23.9	26.5
Supplemental schedule of noncash investing and financing activities:			
Fair market value of treasury stock issued for compensation plans and other	$ 4.0	$ 2.1	$ 0.8

The notes are an integral part of these consolidated statements.
</TABLE>

Brunswick Corporation
Notes to Consolidated Financial Statements
December 31, 1994, 1993 and 1992

1. Significant Accounting Policies

Restatement. The Company's consolidated financial statements have been restated to segregate the results of operations and net assets of the Company's discontinued Technical segment.

Principles of consolidation. The Company's consolidated financial statements include the accounts of its significant domestic and foreign subsidiaries, after eliminating transactions between Brunswick Corporation and such subsidiaries. Investments in certain affiliates, including some majority-owned subsidiaries which are immaterial, are reported using the equity method.

Cash and cash equivalents. For purposes of the consolidated statements of cash flows, the Company considers all highly liquid investments with a maturity of three months or less from the time of purchase to be cash equivalents.

Inventories. Approximately forty-five percent of the Company's inventories are valued at the lower of first-in, first-out (FIFO) cost or market (replacement cost or net realizable value). All other inventories are valued at last-in, first-out (LIFO) cost, which is not in excess of market. Inventory cost includes material, labor and manufacturing overhead.

Property. Property, including major improvements, is recorded at cost. The costs of maintenance and repairs are charged against results of operations as incurred.

Depreciation is charged against results of operations over the estimated service lives of the related assets. Improvements to leased property are amortized over the life of the lease or the life of the improvement, whichever is shorter. For financial reporting purposes, the Company principally uses the straight-line method of depreciation. For tax purposes, the Company generally uses accelerated methods where permitted.

Sales and retirements of depreciable property are recorded by removing the related cost and accumulated depreciation from the accounts. Gains or losses on sales and retirements of property are reflected in results of operations.

Intangibles. The costs of dealer networks, trademarks and other intangible assets are amortized over their expected useful lives using the straight-line method. Accumulated amortization was $240.7 million and $253.2 million at December 31, 1994 and 1993, respectively. The decline resulted primarily from fully amortized intangible assets of $67.0 million being written off. The excess of cost over net assets of businesses acquired is being amortized using the straight-line method, principally over 40 years. Accumulated amortization was $29.9 million and $25.2 million at December 31, 1994 and 1993, respectively. Subsequent to acquisition, the Company continually evaluates whether later events and circumstances have occurred that indicate the remaining estimated useful life of its intangible assets may warrant revision or that the remaining balance of such assets may not be recoverable. When factors indicate that such assets should be evaluated for possible impairment, the Company uses an estimate of the related business segment's undiscounted cash flows or in the case of goodwill, undiscounted operating earnings, over the remaining life of the asset in measuring whether the asset is recoverable.

Income taxes. The Company adopted Statement of Financial Accounting Statement Standards No. 109 (SFAS No. 109), "Accounting for Income Taxes," as of January 1, 1992. Under SFAS 109, an asset and liability approach is required. Such approach results in the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the book carrying amounts and the tax basis of assets and liabilities.

Retirement plans. The Company accrues the cost of pension and retirement plans which cover substantially all employees. Pensions costs, which are primarily computed using the projected unit credit method, are generally funded based on the legal requirements, tax considerations and investment opportunities for the Company's domestic pension plans and in accordance with local laws and income tax regulations for foreign plans. During 1994 and 1993, the Company contributed $37.3 million and $19.0 million, respectively, in excess of the required minimum funding for its domestic pension plans.

Derivatives. Gains and losses related to qualifying hedges of firm committments and anticpated transactions are deferred and recognized in income, or as adjustments of carrying amounts, when the hedged transaction occurs. Gains and losses on instruments that do not qualify as hedges are recognized as other income or expense. The Company does not hold or issue financial instruments for trading purposes.

2. Earnings (Loss) Per Common Share

Earnings (loss) per common share are based on the weighted average number of common and common equivalent shares outstanding during each period. Such average shares were 95.7 million, 95.3 million and 92.7 million for 1994, 1993 and 1992, respectively.

3. Inventories

At December 31, 1994 and 1993, $183.1 million and $133.7 million, respectively, of inventories were valued using the LIFO method. If the FIFO method of inventory accounting had been used by the Company for inventories valued at LIFO, inventories at December 31 would have been $78.5 million and $73.9 million higher than reported for 1994 and 1993, respectively. The FIFO cost of inventories at these dates approximated replacement cost or net realizable value.

Inventories at December 31 consisted of the following:

(in millions)	1994	1993
Finished goods	$ 233.4	$ 188.1
Work-in-process	105.2	79.1
Raw materials	70.4	54.2
Inventories	$ 409.0	$ 321.4

4. Investments

On April 14, 1992, the Company acquired a significant minority interest in Tracker Marine, L.P., a limited partnership, which manufactures and markets boats, trailers and accessories. The Company also entered into various other agreements, including contracts to supply outboard motors, trolling motors and various other Brunswick products for Tracker boats. The Company's total payments relating to these transactions were $25.0 million.

5. Discontinued Operations

In February 1993, the Company's Board of Directors approved plans to divest the Technical Group, the only remaining business in the Company's Technical segment. On December 1, 1994, the Company executed a contract for the sale of substantially all the assets of the Technical Group. The transaction is expected to be closed in the first half of 1995. The Company is finalizing a settlement acceptable to the buyer and the government of all issues related to the Federal Grand Jury investigation of its Marion, Virginia facility. Excluded from the transaction are assets associated with Brunswick's facility in Costa Mesa, California. Negotiations for the sale of these assets to potential buyers are continuing. A $26.0 million estimated loss ($42.0 million pretax) on the divestiture of the Technical Group and for certain other expenses of the previously divested Technical businesses was recorded in 1992. In 1993, the Company recorded an additional $12.2 million estimated loss ($20.0 million pretax) on the divestiture of the Technical Group which reflected the estimated net realizable value on disposition including post-sale expenses.

The net sales and earnings from discontinued operations for each of the three years in the period ended December 31, 1994, were as follows:

(in millions)	1994	1993	1992
Net Sales	$ 135.5	$ 147.4	$ 168.3
Loss from discontinued operations before income taxes	--	--	(2.9)
Income Tax benefit	--	--	1.2
Loss from discontinued operations	$ --	$ --	$ (1.7)

Operating results of discontinued operations for 1994 and 1993 have been credited to/charged against the reserve established in 1992.

6. Acquisitions

In 1994, the Company purchased the assets of four companies and majority positions in three joint ventures for $7.1 milion in cash.

In 1993, the Company purchased the assets of three companies. The consideration for these acquisitions totaled $2.1 million in cash.

In October 1992, the Company purchased certain assets of three companies in the United States and Europe, which comprised the Fishing Division of Browning, a line of fishing rods and reels. The consideration for these assets consisted of cash of $17.9 million and assumed liabilities of $2.1 million. The Company also purchased certain assets of another company for $1.9 million in cash in 1992.

The effect of the aforementioned acquisitions, which were accounted for as purchases, was not significant to the Company's consolidated results of operations in the year of acquisition.

7. Commitments and Contingent Liabilities

It is customary within the marine industry for manufacturers to enter into product repurchase agreements with financial institutions that provide financing to marine dealers. The Company has entered into agreements which provide for the repurchase of its products from a financial institution in the event of repossession upon a dealer's default. Most of these agreements contain provisions which limit the Company's annual repurchase obligation. The Company accrues for the cost and losses that are anticipated in connection with expected repurchases. Such losses are mitigated by the Company's resale of repurchased products. Repurchases and losses incurred under these agreements have not and are not expected to have a significant impact on the Company's results of operations. The maximum potential repurchase commitments at December 31, 1994 and 1993, were approximately $152.0 million and $124.0 million, respectively.

The Company also has various agreements with financial institutions that provide limited recourse on marine and bowling capital equipment sales. The maximum potential recourse liabilities outstanding under these programs were approximately $38.0 million and $45.0 million at December 31, 1994 and 1993, respectively. Recourse losses have not and are not expected to have a significant impact on the Company's results of operations.

The Company had outstanding standby letters of credit and financial guarantees of approximately $21.0 million and $19.0 million at December 31, 1994 and 1993, respectively, representing conditional commitments whereby the Company guarantees performance to a third party. The majority of these commitments include guarantees of premium payment under certain of the Company's insurance programs and other guarantees issued in the ordinary course of business.

8. Financial Instruments

The Company enters into various financial instruments in the normal course of business and in connection with the management of its assets and liabilities.

The carrying values of the Company's short-term financial instruments, including cash and cash equivalents, marketable securities, accounts and note receivables, short-term debt and the current maturities of long-term debt, approximate their fair value because of the short maturity of these instruments. The fair value of the long-term debt is $304.0 million and $318.2 million, respectively, versus carrying amounts of $318.8 million and $324.5 million, respectively, at December 31, 1994 and 1993. The fair value of the Company's long-term investments was determined based on quoted market prices, where available. Discounted cash flows using market rates available for long-term debt with similar terms and remaining maturities were used in determining the fair value of long-term debt.

The Company has entered into interest rate swap agreements to reduce the impact of changes in interest rates on the Company's investments and borrowings. These agreements involve the exchange of interest payments based on underlying notional principal amounts. The differential to be paid or received is recognized over the lives of the agreements as an adjustment of interest income and other items, net or as interest expense. The Company is exposed to credit loss in the event of nonperformance by the other parties to the interest rate swap agreements. The Company regularly monitors its positions and the credit ratings of these counterparties and considers the risk of default to be remote.

At December 31, 1994 and 1993, the Company had an outstanding floating-to-floating interest rate swap agreement with a notional principal amount of $260.0 million which term expires in September 2003. The swap matches the Company's invested cash portfolio. The interest rates on this agreement are set on a semi-annual basis in arrears. In September 1994, the Company entered into two $260.0 million notional principal floating-to-floating interest rate swap agreements which terms expire in September 2003. The purpose of the agreements is to mitigate the exposure on the original $260.0 million swap agreement. The interest rates on these agreements are set on an annual and semi-annual basis or quarterly basis in arrears, depending on the interest rate definition contained in the swap agreements. The fair value of the interest rate swaps is based on dealer quotes and represents the amount of consideration the Company would receive or pay to terminate the contracts. The estimated aggregate market value of these agreements at December 31, 1994 and 1993 were losses of $5.4 million and $3.6 million, respectively. Under the terms of the swap agreements, the timing of payments and receipts between the Company and its counterparties do not always fall within the same accounting period. As a result, the Company has recorded prepaid assets related to the interest rate swap agreements at December 31, 1994 of $10.2 million. Other liabilities relating to the original interest rate swap agreement were $4.3 million at December 31, 1994 and 1993.

At December 31, 1993, the Company also had outstanding fixed-to-floating interest rate swap agreements with notional principal amounts totaling $200.0 million, with an estimated market value loss of $2.6 million, which terms expire in September 1996. These agreements, which matched a portion of the Companys fixed rate debt, were terminated in September 1994 to recognize the loss on these agreements for tax purposes. A deferred loss of $10.1 million, which is included in other assets, is being amortized over the original terms of the interest rate swap agreements. The Company replaced these agreements with interest rate swap agreements with notional principal amounts totaling $200.0 million that contained revised rates, shorter terms and new counterparties. These agreements were terminated in October 1994. The impact of these terminations, which is being deferred and amortized over the original terms of the agreements, was not material.

The Company also enters into forward exchange contracts, whose durations are usually less than two years, to hedge the U.S. dollar exposure of its foreign operations. Realized and unrealized gains and losses on contracts are recognized and included in net earnings. A loss of $2.9 million was included in net earnings for both 1994 and 1992, and a gain of $1.2 million was recorded in 1993.

Forward exchange contracts outstanding at December 31 were as follows:

(in millions)	Contract Foreign Currency	U.S. Dollar	Fair Market Value
1994			
Belgium Franc	1,909.0	$ 58.4	$ 58.9
Canadian Dollar	22.4	16.0	16.0
Italian Lira	1,415.8	.9	.9
French Franc	4.0	.7	.7
German Mark	5.0	3.3	3.2
Total		$ 79.3	$79.7
1993			
Belgium Franc	1,057.2	$ 29.2	$ 29.8
1992			
German Mark	46.8	$ 29.2	$ 28.4

The Company uses commodity swap agreements to hedge anticipated purchases of aluminum. Under the aluminum swap agreements, the Company receives or makes payments based on the difference between a specified price and the market price of aluminum. At December 31, 1994, the Company had swap agreements with dealers to exchange monthly payments on approximately 50% of the Company's total aluminum purchases in 1995 and 17% in 1996 and 1997. The Company records the payments when received or made and does not have a carrying value recorded. These agreements have a notional principal value of $29.9 million. During the year ended December 31, 1994, the Company had swaps covering approximately 31% of the 41 million pounds of aluminum purchased. The Company had no outstanding commodity swaps at December 31, 1993 or 1992. The fair market value of these agreements was $6.4 million at December 31, 1994. The fair market value was obtained from dealer quotes based on a financial model used to project future prices of aluminum.

The Company monitors and controls market risk from derivative activities by utilizing floating rates that historically have moved in tandem with each other, matching positions and limiting the terms of contracts to short durations. To minimize credit risk, the Company limits derivative arrangements to those banks and investment firms that the Company has continuing business relationships with and regularly monitors the credit ratings of its counterparties. The Company prepares periodic analyses of its positions in derivatives to assess the current and projected status of these agreements.

The fair market value of the financial instruments held by the Company at December 31, 1994, may not be representative of the actual gains or losses

that will be recorded when these instruments mature due to the volatility of
the markets in which they are traded.
<TABLE>
9. Segment Information
<CAPTION>

	Industry segments				Geographic segments				
(in millions)	Marine	Recreation	Eliminations	Total segments	United States	Foreign	Eliminations	Corporate	Consolidated
1994									
Net sales									
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Customers	$ 1,990.7	709.4	-	$ 2,700.1	2,212.7	487.4	-	-	$ 2,700.1
Intersegment	-	3.8	(3.8)	-	235.4	30.3	(265.7)	-	-
	$ 1,990.7	713.2	(3.8)$	2,700.1	2,448.1	517.7	(265.7)	-	$ 2,700.1
Operating earnings	$ 175.6	82.8	-	$ 258.4	205.4	53.0	-	(48.4)$	210.0
Assets of continuing operations	$ 1,115.7	437.1	-	$ 1,552.8	1,388.9	163.9	-	540.9 $	2,093.7
Capital expenditures	69.5	34.5	-	104.0				0.6	104.6
Depreciation	54.7	23.1	-	77.8				2.0	79.8
Amortization	$ 38.1	1.5		$ 39.6				0.4 $	40.0
1993									
Net sales									
Customers	$ 1,571.2	635.6	-	$ 2,206.8	1,802.7	404.1	-	-	$ 2,206.8
Intersegment	-	3.7	(3.7)	-	197.4	35.4	(232.8)	-	-
	$ 1,571.2	639.3	(3.7)$	2,206.8	2,000.1	439.5	(232.8)	-	$ 2,206.8
Operating earnings	$ 53.7	80.0	-	$ 133.7	95.5	38.2	-	(33.9)$	99.8
Assets of continuing operations	$ 1,031.0	375.4	-	$ 1,406.4	1,258.7	147.7	-	551.2 $	1,957.6
Capital expenditures	51.1	34.0	-	85.1				10.7	95.8
Depreciation	56.7	19.5	-	76.2				1.9	78.1
Amortization	$ 37.6	0.9		$ 38.5				1.2 $	39.7
1992									
Net sales									
Customers	$ 1,516.1	543.3	-	$ 2,059.4	1,664.3	395.1	-	-	$ 2,059.4
Intersegment	-	3.0	(3.0)	-	183.3	33.5	(216.8)	-	-
	$ 1,516.1	546.3	(3.0)$	2,059.4	1,847.6	428.6	(216.8)	-	$ 2,059.4
Operating earnings	$ 43.0	65.2	-	$ 108.2	75.0	33.2	-	(28.4)$	79.8
Assets of continuing operations	$ 1,039.1	359.4	-	$ 1,398.5	1,259.6	138.9	-	473.9 $	1,872.4
Capital expenditures	47.2	29.5	-	76.7				11.9	88.6
Depreciation	59.4	17.0	-	76.4				1.4	77.8
Amortization	$ 37.3	0.5		$ 37.8				0.3 $	38.1

</TABLE>

Net sales to customers include immaterial amounts sold to unconsolidated affiliates. Sales between domestic and foreign operations generally are priced with reference to prevailing market prices.

Operating earnings of segments do not include the expenses of corporate administration, other expenses and income of a nonoperating nature, and provisions for income taxes.

Corporate assets consist primarily of cash and marketable securities, prepaid income taxes and investments in unconsolidated affiliates.

The Companys export sales to unaffiliated customers for the three years ended December 31, 1994, 1993 and 1992, were $190.6 million, $181.4 million and $218.2 million, respectively.

10. Accrued Expenses

Accrued expenses at December 31 were as follows:

(in millions)	1994	1993
Payroll and other compensation	$80.3	$49.9
Product warranties	78.3	69.6

Dealer allowances and discounts	67.9	52.4
Litigation and claims	45.1	67.0
Health and liability insurance	59.9	54.3
Restructuring charges and disposition costs	28.4	36.4
Taxes, other than income taxes	17.2	14.2
Other	78.7	60.7
Accrued expenses	$ 455.8	$ 404.5

11. Debt

Short-term debt at December 31 consisted of the following:

(in millions)	1994	1993
Notes payable	$ 2.6	$ 6.6
Current maturities of long-term debt	5.6	5.3
Short-term debt	$ 8.2	$ 11.9

Long-term debt at December 31 consisted of the following:

(in millions)	1994	1993
Mortgage notes and other, 3% to 10% payable through 2001	$ 27.3	$ 27.9
Notes, 8.125% due 1997, net of discounts of $0.1 and $0.2	99.9	99.8
Debentures, 7.375% due 2023 net of discount of $0.9	124.1	124.1
Guaranteed ESOP debt, 8.13% payable through 2004	73.1	78.0
	324.4	329.8
Current maturities	(5.6)	(5.3)
Long-term debt	$318.8	$324.5

Scheduled maturities	
1996	$ 6.1
1997	106.3
1998	10.8
1999	9.9
Thereafter	185.7
	$318.8

On November 7, 1994, the Company and seventeen banks amended the short-term credit agreement for $100 million and the long-term credit agreement for $300 million. The termination date of the short-term agreement was extended to November 6, 1995, and the long-term agreement was extended to December 31, 1999.

Under terms of the amended agreements, the Company has multiple borrowing options, including borrowing at a corporate base rate, as announced by The First National Bank of Chicago, or a rate tied to the Eurodollar rate. The Company must pay a facility fee of 0.10% per annum on the short-term agreement and 0.15% per annum on the long-term agreement.

Under the agreements, the Company is subject to interest coverage, net worth and leverage tests, as well as a restriction on secured debt, as defined. Under the interest coverage test, the Company is required to maintain a ratio of consolidated income before interest and taxes, as defined, to consolidated interest expense of not less than 2.0 to 1.0 on a cumulative twelve-month basis. This ratio, on a cumulative twelve-month basis, was 8.1 to 1.0 at December 31, 1994. The leverage ratio of consolidated total debt to capitalization, as defined, may not exceed 0.55 to 1.00, and at December 31, 1994, this ratio was 0.26 to 1.00. The Company also is required to maintain shareholders' equity of at least $776.0 million at December 31, 1994. The required level of shareholders' equity at December 31 of each subsequent year is increased by 50% of net earnings for that year. The Company has complied with this limitation and the secured debt limitation as of December 31, 1994. There were no borrowings under the credit agreements at December 31, 1994.

On August 9, 1993, the $100 million 9.875% sinking fund debentures were redeemed by the Company at 105.704% of the principal amount of the debentures plus accrued interest to the redemption date. Proceeds of the Company's common stock offering in May 1992 of $104.5 million, and cash from operations were used to redeem the debentures. The Company recorded an after-tax extraordinary loss of $4.6 million ($7.4 million pretax) relating to this transaction during the third quarter of 1993. On August 25, 1993, the Company sold $125 million of 7.375% debentures maturing on September 1, 2023. The proceeds were used for general corporate purposes.

On February 27, 1990, the Brunswick Employee Stock Ownership Plan (ESOP) sold $96.7 million principal amount of notes bearing interest at the rate of 8.2% per annum, which were guaranteed by the Company and are payable in semi-annual installments of interest and principal ending in 2004. The interest rate on these notes was reduced to 8.13% per annum, effective as of January 1, 1993, as a result of the change in tax law passed by the U.S. Congress in August 1993. Company contributions to the ESOP along with dividends paid on shares purchased with ESOP debt proceeds are used to service the ESOP debt. Under the terms of the ESOP debt agreement, future changes in tax law could cause the interest rate on the debt to vary within the range of 6.8% to 10.3%.
<TABLE>
12. Consolidated Common Shareholders' Equity
(in millions, except per share data)
<CAPTION>

<S>	Common stock Shares	Common stock Amount	Additional paid-in capital	Retained earnings	Treasury stock Shares	Treasury stock Amount	Minimum pension liability adjustment	Unearned restricted stock	Cumulative translation adjustments	Unamortized ESOP Expense	Total
Balance, December 31, 1991	94.2	$70.6	$163.1	$734.7	(5.6)	($107.7)	-	($6.3)	$10.4	($86.1)	$778.7
1992											
Net loss	-	-	-	(26.3)	-	-	-	-	-	-	(26.3)
Dividends declared ($.44 per common share)	-	-	-	(41.1)	-	-	-	-	-	-	(41.1)
Compensation plans and other	-	-	(1.0)	-	-	2.0	-	2.9	-	-	3.9
Deferred Compensation-ESOP	-	-	-	-	-	-	-	-	-	4.3	4.3
Issuance of common stock	6.5	4.9	99.6	-	-	-	-	-	-	-	104.5
Currency translation	-	-	-	-	-	-	-	-	(1.5)	-	(1.5)
Balance, December 31, 1992	100.7	$75.5	$261.7	$667.3	(5.6)	($105.7)	-	($3.4)	$8.9	($81.8)	$822.5
1993											
Net Earnings	-	-	-	23.1	-	-	-	-	-	-	23.1
Dividends declared ($.44 per common share)	-	-	-	(41.9)	-	-	-	-	-	-	(41.9)
Compensation plans and other	-	-	(0.3)	-	0.2	3.0	(6.7)	1.1	-	-	(2.9)
Deferred Compensation-ESOP	-	-	-	-	-	-	-	-	-	4.6	4.6
Currency translation	-	-	-	-	-	-	-	-	(1.0)	-	(1.0)
Balance, December 31, 1993	100.7	$75.5	$261.4	$648.5	(5.4)	($102.7)	($6.7)	($2.3)	$7.9	($77.2)	$804.4
1994											
Net Earnings	-	-	-	129.0	-	-	-	-	-	-	129.0
Dividends declared ($.44 per common share)	-	-	-	(42.0)	-	-	-	-	-	-	(42.0)
Compensation plans and other	-	-	0.1	-	0.2	4.4	6.0	(0.1)	-	-	10.4
Deferred Compensation-ESOP	-	-	-	-	-	-	-	-	-	5.0	5.0
Currency translation	-	-	-	-	-	-	-	-	3.9	-	3.9
Balance, December 31, 1994	100.7	$75.5	$261.5	$735.5	(5.2)	($98.3)	($0.7)	($2.4)	$11.8	($72.2)	$910.7

At December 31, 1994, 1993, 1992, the Company had no preferred stock outstanding(Authorized: 12.5 million shares, $.75 par value at December 31, 1994).
</TABLE>
13. Litigation

The Company is subject to certain legal proceedings and claims which have arisen in the ordinary course of its business and have not been finally adjudicated. In 1994, 1993 and 1992, the Company recorded pretax provisions of $15.6 million, $18.2 million and $4.8 million ($9.7 million, $11.2 million and $3.1 million after-tax), respectively, for litigation matters. In light of existing reserves, the Company's litigation and environmental claims, including those discussed below, when finally resolved, will not, in the opinion of management, have a material adverse effect on the Company's consolidated financial position and results of operations.

The Company is involved in certain legal and administrative proceedings under the Comprehensive Environmental Response, Compensation and Liability Act of 1980 and other federal and state legislation governing the generation and disposition of certain hazardous wastes. These proceedings, which involve both on and off site waste disposal, in many instances seek compensation from the Company as a waste generator under Superfund legislation which authorizes action regardless of fault, legality of original disposition or ownership of a disposal site.

In June 1992, Genmar Industries brought an action against the Company and certain of its subsidiaries in the United States District Court for the District of Minnesota, alleging that the Company (i) has monopolized or attempted to monopolize the sale of recreational marine engines and boats, (ii) has unlawfully coerced engine purchasers to buy the Company's boats, (iii) has breached its contract with Genmar, (iv) has not dealt in good faith with Genmar, and (v) has interfered with Genmars existing and prospective business relationships. The Company and Genmar have settled this lawsuit and a judgment of dismissal with prejudice and on the merits was entered on February 6, 1995, as further discussed in Note 22.

The Federal Trade Commission is conducting an investigation of whether the formation or operations of Tracker Marine, L.P. and the Company's contracts with Tracker Marine, L.P. violate antitrust laws. The Company has received and responded to a subpoena seeking information relating to the Companys outboard motor sales. The Company understands that other marine companies have received similar subpoenas from the Federal Trade Commission.

14. Stock Plans and Management Compensation

On April 24, 1991, shareholders of the Company approved the 1991 Stock Plan (Plan) to succeed the 1984 Restricted Stock Plan and the 1971 Stock Plan. Under this Plan, the Company may grant non-qualified stock options, incentive stock options, stock appreciation rights and restricted stock and other various types of awards to executives and other management employees of the Company. The Plan provides for the issuance of a maximum of 5,000,000 shares of common stock of the Company which may be authorized, but unissued shares or treasury shares. No grants or awards were made under this Plan during 1991.

Non-qualified stock options were awarded to 364, 413 and 420 executives and management employees of the Company in 1994, 1993 and 1992, respectively. Under the terms of the Plan, the option price per share may not be less than 100% of the fair market value on the date of grant. The stock options are exercisable over a period of time determined by the Compensation Committee of the Board of Directors. In the event of a change in control as defined below, the option holder may exercise all unexercised options until the earlier of the stated expiration date or two years following termination of employment. At December 31, 1994, 606,963 shares were exercisable under outstanding options at a weighted average option price of $14.88 per share.

In addition to stock options, restricted shares were also awarded to seventeen senior executives of the Company during 1994 and 1993 and sixteen senior executives during 1992. Restrictions will lapse on a portion of these shares four years from the date of grant and after five years on the remaining shares. As the restrictions lapse, the shares awarded are transferred to the employees. According to the terms of this grant, a participant may elect within 90 days of a change in control to terminate the restricted period for all shares awarded to him. Charges against earnings from continuing operations for the compensation element of the Plan were $0.5 million, $0.3 million and $0.2 million for 1994, 1993 and 1992, respectively.

Stock option and restricted stock activities including discontinued operations were as follows:

	Stock Options Outstanding	Average Option Price	Restricted Stock Outstanding	Available for Grant
At January 1, 1992	--	--	--	5,000,000

Granted	820,000	$13.875	71,050	(891,050)
Exercised	0	0	--	
Canceled	(22,300)	$13.875	0	22,300
At December 31, 1992	797,700	--	71,050	4,131,250
Granted	825,475	$16.600	87,575	(913,050)
Exercised	(8,870)	$13.875	0	--
Canceled	(29,540)	$15.332	0	29,540
At December 31, 1993	1,584,765	--	158,625	3,247,740
Granted	719,150	$18.217	102,989	(822,139)
Exercised	(124,765)	$14.596	(4,925)	--
Canceled	(81,910)	$16.401	(21,175)	81,910
At December 31, 1994	2,097,240		235,514	2,507,511

Selected management employees, including employees of its discontinued operations, have received shares of the Company's common stock under the 1984 Restricted Stock Plan (1984 Plan). Under the 1984 Plan, 1,366,832 shares, net of canceled shares, were awarded. No awards have been made since 1991 and no further awards will be made under the 1984 Plan. Restrictions lapsed on the final grant of shares awarded under the terms of the 1984 Plan on March 15, 1994. Charges against earnings from continuing operations for the compensation element of the 1984 Plan were $0.1 million, $0.7 million, and $1.4 million for 1994, 1993 and 1992, respectively.
Under the 1971 Stock Plan (1971 Plan), certain other management employees were granted shares of the Company's common stock at no cost during 1988 through 1991. There have been no grants since 1991 and there will be no further grants under the 1971 Plan. The shares awarded under the 1971 Plan are subject to restrictions which lapse ratably over a period of one to five years. The shares will be released at the time of a change in control of the Company or on a date selected by the Compensation Committee. Charges against earnings from continuing operations for the compensation element of the 1971 Plan were $0.2 million, $0.4 million and $0.6 million in 1994, 1993 and 1992, respectively.

On April 26, 1994, shareholders of the Company approved the 1994 Stock Option Plan for Non-Employee Directors. Under this plan, the Company may grant options to non-employee directors to purchase up to a maximum of 200,000 shares of the Company's common stock with the grant price being the market price at the date of grant. In 1994, options were granted to purchase 22,500 shares of common stock at an option price of $22.75 per share.

A "change in control of the Company" occurs when 1) any person is or becomes a beneficial owner directly or indirectly of 30% or more of the combined voting power of the Company, 2) individuals nominated by the Board of Directors for election as directors do not constitute a majority of the Board of Directors after such election, or 3) a tender offer is made for the Company's stock, involving a control block, which is not negotiated and approved by the Board of Directors.

The Company has employment agreements with certain executive officers that become operative only upon a change in control of the Company, as defined above. In 1989, the Company established a severance plan for all other salaried employees of the Company which also only becomes operative upon a change in control of the Company. Compensation which might be payable under these agreements and the severance plan has not been accrued in the consolidated financial statements as a change in control has not occurred.

Under the Brunswick Employee Stock Ownership Plan (ESOP), the Company may make annual contributions to a trust for the benefit of eligible domestic employees in the form of either cash or common shares of the Company. In April 1989, the Company's Board of Directors approved an amendment to the ESOP that permits the ESOP to borrow funds to acquire the Company's common shares. Subsequent to that amendment, the ESOP obtained a bridge loan of $100 million and purchased from the Company 5,095,542 shares (ESOP Shares) of the Companys common stock at a price of $19.625 per share. The bridge loan was repaid with notes sold on February 27, 1990. The debt of the ESOP is guaranteed by the Company and is recorded in the Company's consolidated financial statements.

The ESOP Shares are maintained in a Suspense Account until released and allocated to participants' accounts. The release of shares from the Suspense Account is determined by multiplying the number of shares in the Suspense Account by the ratio of debt service payments (principal plus interest) made by the ESOP during the year to the sum of the debt service payments made by the ESOP in the current year plus the debt service payments to be made by the ESOP in future years. Allocation of released shares to participants accounts is

done at the discretion of the Compensation Committee of the Board of Directors.
Shares committed-to-be released, allocated and remaining in suspense at December 31 were as follows:

Share accounts	1994	1993
Committed-to-be released	298,806	303,661
Allocated	1,310,686	1,094,458
Suspense	3,116,075	3,442,948

The Accounting Standards Division of the American Institute of Certified Public Accountants issued Statement of Position 93-6 (SOP 93-6), "Employers' Accounting for Employee Stock Ownership Plans," in November 1993. SOP 93-6 requires accounting for ESOPs under the shares allocated method for shares purchased by ESOPs after December 31, 1992. The Company is covered by the grandfather provisions of SOP 93-6 for its current ESOP shares which were purchased from the Company prior to December 31, 1992 and are accounted for under the cash payment method. All ESOP shares are considered outstanding for earnings (loss) per common share purposes.

The expense recorded by the Company since 1989 is based on cash contributed or committed to be contributed by the Company to the ESOP during the year, net of dividend payments to the ESOP. Unamortized ESOP expense is reduced as the Company recognizes compensation expense. Dividend payments made by the Company to the ESOP are reported as a reduction of retained earnings and are used by the ESOP to pay down ESOP debt. The Company's contributions to the ESOP were as follows:

(in millions)	1994	1993	1992
Compensation expense	$ 2.9	$ 2.4	$ 2.0
Interest expense	6.2	6.6	7.0
Dividends	2.1	2.2	2.2
Total debt service payments	$11.2	$11.2	$11.2

15. Retirement and Employee Benefit Costs

The Company has pension and retirement plans covering substantially all of its employees, including certain employees in foreign countries.
Pension cost of continuing operations for all plans was $11.2 million, $7.3 million and $3.6 million in 1994, 1993 and 1992, respectively. Plan benefits are based on years of service, and for some plans, the average compensation prior to retirement. Plan assets generally consist of debt and equity securities, real estate and investments in insurance contracts.
Pension costs for 1994, 1993 and 1992, determined in accordance with the Financial Accounting Standards Board Statement No. 87, "Employers Accounting for Pensions" (SFAS No. 87), included the following components:

(in millions)	1994	1993	1992
Service cost-benefits earned during the period	$ 11.7	$ 9.4	$ 9.4
Interest cost on projected benefit obligation	31.2	29.4	26.3
Actual return on assets	3.0	(25.7)	(14.5)
Net amortization and deferral	(34.7)	(5.8)	(17.6)
Net pension cost	$ 11.2	$ 7.3	$ 3.6

The funded status of the plans accounted for in accordance with SFAS No. 87 and the amounts recognized in the Company's balance sheets at December 31 were as follows:

	1994		1993	
(in millions)	Plans whose assets exceed accumulated benefits	Plans whose accumulated benefits exceed assets	Plans whose assets exceed accumulated benefits	Plans whose accumulated benefits exceed assets
Actuarial present value of:				
Vested benefit obligation	$(316.8)	$(23.9)	(69.7)	$(288.8)

Nonvested benefit obligation	(22.8)	(0.2)	(10.7)	(14.5)
Accumulated benefit obligation	(339.6)	(24.1)	(80.4)	(303.3)
Effects of anticipated future compensation levels and other events	(43.3)	(5.3)	(1.1)	(25.6)
Projected benefit obligation	(382.9)	(29.4)	(81.5)	(328.9)
Plan assets at fair value	361.0	2.0	83.6	262.0
Plan assets in excess of (less than) projected benefit obligation	(21.9)	(27.4)	2.1	(66.9)
Unrecognized net transition asset	(12.3)	1.8	(4.2)	(12.0)
Unrecognized prior service cost	20.5	(0.2)	9.7	3.0
Net unrecognized loss from past experience different from assumed and effects of changes in assumptions	64.0	3.7	16.5	50.2
Adjustment to recognize minimum liability	-	(1.6)	-	(15.0)
Pension asset (liability) recognized in financial statements	$ 50.3	$(23.7)	$24.1	$(40.7)

The projected benefit obligations were determined primarily using assumed weighted average discount rates of 8.5% in 1994 and 7.5% in 1993, and an assumed compensation increase of 5.5% in 1994 and 1993. The assumed weighted average long-term rate of return on plan assets was primarily 9% in 1994 and 1993.

The unrecognized asset or liability at the initial adoption of SFAS No. 87 is being amortized on a straight-line basis over 10 years for the Company's domestic plans and over the average remaining service period of plan participants for the Company's foreign plans. The unrecognized prior service cost is being amortized on a straight-line basis over the average remaining service period of plan participants.

Two of the Company's salaried pension plans provide that in the event of a termination, merger or transfer of assets of the plans during the five years following a change in control of the Company occurring on or before March 1, 1996, benefits would be increased so that there would be no excess net assets. The Company's supplemental pension plan provides for a lump sum payout to plan participants of the present value of accumulated benefits upon a change in control of the Company. For a definition of "change in control of the Company refer to Note 14.

The Company has an unfunded retirement plan which provides for payments to retired directors. This plan is accounted for as a deferred compensation arrangement and resulted in charges to net earnings (loss) of $0.2 million in 1994, 1993 and 1992.

Sea Ray employees participate in a noncontributory employee stock ownership and profit sharing plan, under which the Company makes annual cash contributions to a trust for the benefit of eligible employees. The charges to net earnings (loss) for this plan were $2.5 million, $1.3 million and $1.4 million in 1994, 1993 and 1992, respectively.

Certain other Brunswick employees participate in a profit sharing plan to which the Company makes cash contributions. Participants become vested in the contributions after they are employed for a specified period. This plan resulted in charges to net earnings (loss) of $3.0 million, $2.2 million and $2.1 million in 1994, 1993 and 1992, respectively.

The Brunswick Retirement Savings Plan for salaried and certain hourly employees, including employees of discontinued operations, allows participants to make contributions via payroll deductions pursuant to section 401(k) of the Internal Revenue Code. Effective January 1, 1991, the Company makes a minimum

matching contribution of 5% of a participant's pretax contributions limited to 6% of their salary. The Company may increase the matching percentage to 30% of the participant's pretax contributions. The Company made a 30% matching contribution in 1994 and 10% matching contributions in 1993 and 1992. The Company contributions is made in common stock of the Company. The net charges to continuing operations for matching contributions were $2.1 million, $0.5 million and $0.4 million in 1994, 1993 and 1992, respectively.
In addition to providing benefits to present employees, the Company currently provides certain health care and life insurance benefits for eligible retired employees. Employees may become eligible for those benefits if they have fulfilled specific age and service requirements. The Company monitors the cost of these plans, and has, from time to time, changed the benefits provided under these plans. The plans contain requirements for retiree contributions generally based on years of service as well as other cost sharing features such as deductibles and copayments. The Company reserves the right to make additional changes or terminate these benefits in the future. The Company's plans are not funded; claims are paid as incurred.

Effective January 1, 1992, the Company adopted Statement of Financial Accounting Standards No. 106, "Employers Accounting for Postretirement Benefits Other Than Pensions" (SFAS No. 106), for its domestic unfunded postretirement health care and life insurance programs. SFAS No. 106 requires the cost of postretirement benefits to be accrued during the service lives of employees. The cumulative effect on years prior to 1992 of adopting SFAS No. 106 on an immediate recognition basis, including discontinued operations, was to decrease net earnings by $38.3 million. The Company had previously recognized approximately $9.6 million of its accumulated postretirement benefit obligation primarily in conjunction with the disposition of the non-Defense businesses of the Technical segment. Postretirement benefit cost was $5.3 million, $6.4 million and $6.7 million in 1994, 1993 and 1992, respectively.

Net periodic postretirement benefit cost of continuing operations for 1994, 1993 and 1992 included the following components:

(in millions)	1994	1993	1992
Service cost-benefits attributed to service during the period	$ 1.5	$ 1.5	$ 1.9
Interest cost on accumulated postretirement benefit obligation	4.2	4.9	4.8
Net amortization and deferral	(0.4)	-	-
Net periodic postretirement benefit cost	$ 5.3	$ 6.4	$ 6.7

The amounts recognized in the Company's balance sheets at December 31 were as follows:

(in millions)	1994	1993
Accumulated postretirement benefit obligation:		
Retirees	$ 24.9	$ 30.3
Fully eligible active plan participants	4.8	5.3
Other active plan participants	23.8	26.7
Total	53.5	62.3
Unrecognized prior service cost	2.5	1.4
Unrecognized net gains	12.2	0.9
Postretirement liability recognized in financial statements	$ 68.2	$ 64.6

The accumulated postretirement benefit obligation was determined using weighted average discount rates of 8.5% in 1994 and 7.5% in 1993, and an assumed compensation increase of 5.5% in 1994 and 1993 . The health care cost trend rates were assumed to be 10.4% and 8% in 1995 for pre-65 and post-65 benefits, respectively, gradually declining to 5% after seven years and three years, respectively, and remaining at that level thereafter. The health care cost trend rates were assumed to be 12% and 10% in 1994 for pre-65 and post-65 benefits, respectively, gradually declining to 5% after eight years and four years, respectively, and remaining at that level thereafter. The health care cost trend rate assumption has a significant effect on the amounts reported.

For example, a 1% increase in the health care trend rate would increase the accumulated postretirement benefit obligation by $5.5 million at December 31, 1994 and the net periodic cost by $0.7 million for the year.

Effective January 1, 1993, the Company adopted Statement of Financial

Accounting Standards No. 112, "Employers Accounting for Postemployment Benefits" (SFAS No. 112), for employees' disability benefits. SFAS No. 112 requires the accrual method for recognizing the cost of postemployment benefits. The cumulative effect on years prior to 1993 of adopting SFAS No. 112, including discontinued operations, was to decrease net earnings by $14.6 million. The effect of this change on 1994 and 1993 consolidated results of operations was not material.

16. Income Taxes

The sources of earnings (loss) before income taxes are presented as follows:

(in millions)	1994	1993	1992
United States	$191.6	$89.0	$50.1
Foreign	6.8	(2.5)	11.9
Earnings before income taxes	$198.4	$86.5	$62.0

The income tax provision (benefit) consisted of the following:

(in millions)	1994	1993	1992
Current tax expense			
U.S. Federal	$ 48.3	$13.9	$ 2.8
State and local	2.6	11.1	3.6
Foreign	8.4	7.0	8.4
Total current	$ 59.3	$32.0	$14.8
Deferred tax expense			
U.S. Federal	$ 4.2	$ 8.5	$10.0
State and local	6.6	(7.0)	(2.0)
Foreign	(0.7)	(1.5)	(0.5)
Total deferred	$ 10.1	$ 0.0	$ 7.5
Total provision	$ 69.4	$32.0	$22.3

Temporary differences and carryforwards which give rise to deferred tax assets and liabilities at December 31 are as follows:

(in millions)	1994	1993
Deferred tax assets		
Litigation and claims	$18.6	$24.5
Product warranty	33.1	29.0
Dealer allowance and discounts	15.8	12.7
Bad debts	9.8	10.3
Sales of businesses	9.9	12.6
Insurance reserves	27.3	22.9
Credit carryforwards and carrybacks	2.5	22.6
Loss carryforwards and carrybacks	13.0	16.2
Other	48.2	41.5
Valuation allowance	(3.2)	(5.8)
Total deferred tax assets	$175.0	$186.5
Deferred tax liabilities (assets)		
Depreciation and amortization	$ 24.5	$ 21.4
Postretirement and postemployment benefits	(22.2)	(36.9)
Other assets and investments	86.5	87.5
Other	45.0	31.9
Total deferred tax liabilities	$133.8	$103.9

The valuation allowance relates to deferred tax assets established under SFAS No. 109 for capital loss carryforwards of $2.9 million, and state net operating loss carryforwards of $0.3 million. These unutilized loss carryforwards, which will expire through 1999, will be carried forward to future years for possible utilization. No benefit for these carryforwards has been recognized in the financial statements. No other valuation allowances were deemed necessary as all deductible temporary differences will be utilized primarily by carryback to prior years' taxable income or as charges against reversals of future taxable temporary differences. Based upon prior earnings history, it is expected that future taxable income will be more than sufficient to utilize the remaining deductible temporary differences. The change in the valuation allowance from 1993 to 1994 is primarily due to the utilization of foreign tax credit carryforwards which reduced income tax expense for the current year.

Deferred taxes have been provided, as required, on the undistributed earnings of foreign subsidiaries and unconsolidated affiliates.

The difference between the actual income tax provision and the tax provision computed by applying the statutory Federal income tax rate to earnings before taxes is attributable to the following:

(in millions)	1994	1993	1992
Income tax provision at 35% in 1994 and 1993 and 34% in 1992	$ 69.4	$ 30.3	$ 21.1
State and local income taxes net of Federal income tax effect	5.8	2.7	1.1
Foreign sales corporation benefit	(1.5)	(1.5)	(1.4)
Taxes related to foreign income, net of credits	(2.3)	(1.9)	(4.7)
Goodwill and other amortization	0.8	1.8	1.7
Enacted tax rate change	-	(3.6)	-
Other	(2.8)	4.2	4.5
Actual income tax provision	$ 69.4	$ 32.0	$ 22.3
Effective tax rate	35.0%	37.0%	36.0%

In January 1994, the Company reached an agreement with the U. S. Internal Revenue Service regarding its examination of the Company for the years 1985 and 1986. The issues of their examination dealt primarily with the deductablility of approximately $500 million of acquired intangible assets, which the IRS proposed to reclassify to non-deductible intangible assets. Under the terms of the agreement, the IRS agreed to allow amortization deductions for virtually all of the acquired intangible assets, and the Company agreed to increase the amortizable lives of most of the acquired intangible assets.

The revised lives created a temporary difference which resulted in an initial obligation by the Company to pay the IRS approximately $55 million during the first quarter of 1994, representing taxes and interest, net of taxes for the years 1986 through 1993. This initial $55 million obligation will subsequently be reduced by the future tax benefits of the temporary difference created by the agreement. Since the interest was charged to existing reserves and the taxes paid represent temporary differences which created, and have been recorded as deferred tax assets, this agreement had no impact on the Companys consolidated results of operations.

17. Translation of Foreign Currencies

Most of the Company's entities use the local currency as the functional currency and translate all assets and liabilities at year-end exchange rates, all income and expense accounts at average rates and record adjustments resulting from the translation in a separate component of common shareholders' equity. The following is an analysis of the cumulative translation adjustments reflected in common shareholders' equity:

(in millions)	1994	1993	1992
Balance at January 1	$ 7.9	$ 8.9	$10.4
Translation and other	7.8	(1.9)	(4.4)
Allocated income taxes	(3.9)	0.9	2.9
Balance at December 31	$11.8	$ 7.9	$ 8.9

The remaining foreign entities translate monetary assets and liabilities at year-end exchange rates and inventories, property and nonmonetrary assets and liabilities at historical rates. Income and expense accounts are translated at the average rates in effect during the year, except that depreciation and cost of sales are translated at historical rates. Adjustments resulting from the translation of these entities are included in the results of operations. Gains and losses resulting from transactions of the Company and its subsidiaries which are made in currencies different from their own are included in income as they occur. Currency losses of $5.4 million, $1.0 million and $5.1 million were recorded in 1994, 1993 and 1992, respectively.

18. Leases

The Company has various lease agreements for offices, branches, factories, distribution and service facilities, certain Company-operated bowling centers, and certain personal property. These obligations extend through 2032.

Most leases contain renewal options and some contain purchase options. Many leases for Company-operated bowling centers contain escalation clauses, and many provide for contingent rentals based on percentages of gross revenue. No leases contain restrictions on the Company's activities concerning dividends, additional debt or further leasing.

Rent expense consisted of the following:

(in millions)	1994	1993	1992
Basic expense	$22.0	$21.2	$21.5
Contingent expense	0.6	0.6	1.1
Sublease income	(1.7)	(1.2)	(1.5)
Rent expense, net	$20.9	$20.6	$21.1

Future minimum rental payments at December 31, 1994, under agreements classified as operating leases with noncancelable terms in excess of one year, are as follows:

(in millions)	
1995	$ 7.2
1996	5.0
1997	3.2
1998	2.9
1999	1.6
Thereafter	4.3
Future minimum operating lease rental payments (not reduced by minimum sublease rentals of $0.8 million)	$ 24.2

19. Technological Expenditures

Technological expenditures consisted of the following:

(in millions)	1994	1993	1992
Research and development	$ 68.6	$ 60.8	$ 52.0
Engineering and other	10.9	9.0	4.3
Technological expenditures	$ 79.5	$ 69.8	$ 56.3

20. Preferred Share Purchase Rights

In March 1986, the Company's Board of Directors declared a dividend of one Preferred Share Purchase Right (Right) on each outstanding share of the Company's common stock. After the two-for-one stock split distributed on June 9, 1987, under certain conditions, each holder of Rights may purchase one one-hundredth share of a new series of junior participating preferred stock at an exercise price of $100 for each two Rights held.

The Preferred Share Purchase Rights become exercisable at the earlier of (1) a public announcement that a person or group acquired or obtained the right to acquire 15% or more on the Companys common stock or (2) ten days after commencement or public announcement of an offer for more than 15% of the Company's common stock. After a person or group acquires 15% or more of the common stock of the Company, other shareholders may purchase additional shares of the Company at fifty percent of the current market price. These Rights may cause substantial ownership dilution to a person or group who attempts to acquire the Company without approval of the Company's Board of Directors.

The Rights, which do not have any voting rights, expire on March 31, 1996, and may be redeemed by the Company at a price of $.025 per Right at any time prior to a person's or group's acquisition of 15% or more of the Company's common stock. The new series of preferred stock that may be purchased upon exercise of the Rights may not be redeemed and may be subordinate to other series of the Company's preferred stock designated in the future. A Right also will be issued with each share of the Company's common stock that becomes outstanding prior to the time the Rights become exercisable or expire.

In the event that the Company is acquired in a merger or other business combination transaction, provision will be made so that each holder of Rights will be entitled to buy the number of shares of common stock of the surviving company, which at the time of such transaction would have a market value of two times the exercise price of the Rights.

21. Unconsolidated Affiliates and Subsidiaries

The Company has certain unconsolidated foreign and domestic affiliates that are accounted for on the equity method.

Summary financial information of the unconsolidated affiliates is presented below:

(in millions)	1994	1993	1992
Net sales	$392.3	$332.2	$259.4
Gross margin	$ 80.4	$ 70.5	$ 49.3
Net earnings	$ 26.0	$ 24.2	$ 16.8
Company's share of net earnings	$ 10.1	$ 11.3	$ 8.4
Current assets	$178.5	$155.4	$138.4
Non-current assets	114.2	104.2	87.6
Total assets	292.7	259.6	226.0
Current liabilities	(134.9)	(125.1)	(115.5)
Non-Current liabilities	(27.2)	(28.8)	(12.0)
Net assets	$130.6	$105.7	$ 98.5

The net sales of affiliates include an insignificant amount of sales to the Company.

22. Subsequent Events

On January 20, 1995, the Company and Orbital Engine Corporation, Ltd. of Perth, Australia, formed a joint venture to design, manufacture and market fuel systems for low-emission two-stroke engines. Brunswick contributed $6.6 million for its 50% share of this joint venture.

On February 3, 1995, the Company announced a series of agreements with Genmar Industries, Inc., including settlement of an antitrust lawsuit brought by Genmar against the Company. Agreements were entered to supply Genmar with marine engines manufactured by the Company and to acquire certain investments in another boat manufacturer from Genmar. The Company's total cash payment relating to these agreements was $22.5 million and will have no material impact on the results of operations of the Company.

<TABLE>

23. Quarterly Data (unaudited)

<CAPTION>

	Quarter				
(in millions, except per share data)	1st	2nd	3rd	4th	Year
<S>	<C>	<C>	<C>	<C>	<C>
1994					
Net sales	$ 634.9	$ 748.2	$ 662.1	$ 654.9	$ 2,700.1
Gross margin	$ 176.3	$ 225.4	$ 177.1	$ 169.6	$ 748.4
Earnings from continuing operations	$ 26.4	$ 55.2	$ 29.4	$ 18.0	$ 129.0
Net earnings	$ 26.4	$ 55.2	$ 29.4	$ 18.0	$ 129.0
Per common share					
Earnings from continuing operations	$ 0.28	$ 0.58	$ 0.31	$ 0.19	$ 1.35
Net earnings	$ 0.28	$ 0.58	$ 0.31	$ 0.19	$ 1.35
Dividends declared	$ 0.11	$ 0.11	$ 0.11	$ 0.11	$ 0.44
Common stock price (NYSE)					
High	$ 23 5/8	$ 25 1/8	$ 24 5/8	$ 22	$ 25 1/8
Low	$ 18 1/8	$ 20 1/8	$ 19 7/8	$ 17	$ 17
1993					
Net sales	$ 542.8	$ 589.0	$ 539.4	$ 535.6	$ 2,206.8
Gross margin	$ 140.1	$ 159.6	$ 134.1	$ 136.4	$ 570.2
Earnings from continuing operations	$ 9.8	$ 22.5	$ 15.2	$ 7.0	$ 54.5
Cumulative effect of change in accounting principle	(14.6)	-	-	-	(14.6)
Extraordinary loss from retirement of debt	-	-	(4.6)	-	(4.6)
Discontinued operations					

Earnings (loss) from discontinued operations	(0.8)	0.8	-	-	-
Estimated loss on divestiture of Technical segment	-	-	-	(12.2)	(12.2)
Net earnings (loss)	$ (5.6)	$ 23.3	$ 10.6	$ (5.2)	$ 23.1
Per common share					
Earnings from continuing operations	$ 0.10	$ 0.24	$ 0.16	$ 0.07	$ 0.57
Cumulative effect of change in accounting principle	(0.15)	-	-	-	(0.15)
Extraordinary item	-	-	(0.05)	-	(0.05)
Discontinued operations					
Earnings (loss) from discontinued operations	(0.01)	0.01	-	-	-
Estimated loss on divestiture of Technical segment	-	-	-	(0.13)	(0.13)
Net earnings (loss)	$ (0.06)	$ 0.25	$ 0.11	$ (0.06)	$ 0.24
Dividends declared	$ 0.11	$ 0.11	$ 0.11	$ 0.11	$ 0.44
Common stock price (NYSE)					
High	$ 17 1/8	$ 15	$ 15 1/2	$ 18 1/2	$ 18 1/2
Low	$ 14 1/2	$ 12 5/8	$ 12 1/2	$ 14	$ 12 1/2

In 1993, the first quarter has been restated to reflect the cumulative effect for the adoption of SFAS No. 112.
</TABLE>

Report of Management

The Company maintains accounting and related internal control systems which are intended to provide reasonable assurance that assets are safeguarded from loss or unauthorized use and to produce records necessary for the preparation of financial information. There are limits inherent in all systems of internal control, and the cost of the systems should not exceed the expected benefits. Through the use of a program of internal audits and through discussions with and recommendations from its independent public accountants the Company periodically reviews these systems and controls and compliance therewith.

The Audit Committee of the Board of Directors, comprised entirely of nonemployee directors, meets regularly with management, the internal auditors, and the independent public accountants to review the results of their work and to satisfy itself that their responsibilities are being properly discharged. The internal auditors and independent public accountants have full and free access to the Audit Committee and have discussions regarding appropriate matters, with and without management present.

The primary responsibility for the integrity of financial information rests with management. Certain valuations contained herein result, of necessity from estimates and judgments of management. The accompanying consolidated financial statements, notes thereto, and other related information were prepared in conformity with generally accepted accounting principles applied on a consistent basis.

Report of Independent Public Accountants

To the Shareholders of Brunswick Corporation:

We have audited the accompanying consolidated balance sheets of Brunswick Corporation (a Delaware Corporation) and Subsidiaries as of December 31, 1994 and 1993, and the related consolidated statements of results of operations and cash flows for each of the three years in the period ended December 31, 1994. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. 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 financial position of Brunswick Corporation and Subsidiaries as of December 31, 1994 and 1993, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1994, in conformity with generally accepted accounting principles.

As discussed in Note 15 to the consolidated financial statements, effective January 1, 1993, the Company changed its method of accounting for postemployment benefits, and effective January 1, 1992, the Company changed its method of accounting for postretirement benefits other than pensions.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedule listed in the index of financial statements is presented for purposes of complying with the Securities and Exchange Commission's rules and is not part of the basic financial statements. This schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, fairly states in all material respects the financial data required to be set forth therein in relation to the basic financial statements taken as a whole.

Arthur Andersen LLP

Chicago, Illinois,
February 5, 1995

<TABLE>

Brunswick Corporation
Five Year Financial Summary

<CAPTION>

(in millions, except ratios and per share data	1994	1993	1992	1991	1990
Results of Operations Data					
<S>	<C>	<C>	<C>	<C>	<C>
Net sales	$2,700.1	$2,206.8	$2,059.4	$1,841.0	$2,106.9
Depreciation	79.8	78.1	77.8	84.0	88.8
Amortization	40.0	39.7	38.1	41.0	43.7
Operating earnings(loss)	210.0	99.8	79.8	(18.4)	52.1
Earnings(loss) before income taxes	198.4	86.5	62.0	(40.5)	15.4
Earnings(loss) from continuing operations before extraordinary item and cumulative effect of accounting changes	129.0	54.5	39.7	(35.0)	9.4
Cumulative effect on prior years of changes in accounting principles	-	(14.6)	(38.3)	-	-
Extraordinary loss from retirement of debt	-	(4.6)	-	-	-
Discontinued operations					
Earnings(loss) from discontinued operations	-	-	(1.7)	11.3	14.8
Gain(estimated loss) on divestitures of Technical segment businesses	-	(12.2)	(26.0)	-	46.7
Net earnings(loss)	129.0	23.1	(26.3)	(23.7)	70.9
Per Common Share Data					
Earnings(loss) from continuing operations before extraordinary item and cumulative effect of accounting changes	$ 1.35	$ 0.57	$ 0.43	$ (0.40)	$ 0.10
Cumulative efffect on prior years of changes in accounting principles	-	(0.15)	(0.41)	-	-
Extraordinary item	-	(0.05)	-	-	-
Discontinued operations					
Earnings(loss) from discontinued operations	-	-	(0.02)	0.13	0.17
Gain(estimated loss) on divestitures of Technical segment businesses	-	(0.13)	(0.28)	-	0.53
Net earnings(loss)	1.35	0.24	(0.28)	(0.27)	0.80
Dividends declared	0.44	0.44	0.44	0.33	0.44
Dividends paid	0.44	0.44	0.44	0.44	0.44
Book value	9.55	8.44	8.65	8.79	9.53
Balance Sheet Data					
Capital expenditures	$ 104.6	$ 95.8	$ 88.6	$ 74.7	$ 77.7
Assets of continuing operations	2,093.7	1,957.6	1,872.4	1,760.9	1,790.6
Debt					
Short-term	$ 8.2	$ 11.9	$ 16.0	$ 6.3	$ 5.8
Long-term	318.8	324.5	304.5	315.9	301.5
Total debt	327.0	336.4	320.5	322.2	307.3
Common shareholders' equity	910.7	804.4	822.5	778.7	824.0
Total capitalization	$1,237.7	$1,140.8	$1,143.0	$1,100.9	$1,131.3
Other Data					
Return on beginning					

shareholders' equity	16.0 %	6.6 %	5.1 %	(4.2)%	1.2 %
Effective tax rate(benefit)	35.0 %	37.0 %	36.0 %	(13.6)%	39.0 %
Working capital ratio	1.7	1.6	1.7	1.5	1.5
Debt-to-capitalization rate	26.4 %	29.5 %	28.0 %	29.3 %	26.8 %
Common Stock Price(NYSE)					
High	$ 25 1/8	$ 18 1/2	$ 17 3/4	$ 16 1/8	$ 16
Low	17	12 1/2	12 1/4	8 3/4	6 5/8
Close	18 7/8	18	16 1/4	13 7/8	9

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

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation of our report dated February 5, 1995, included in this Form 10-K, into the Company's previously filed registration statements on Form S-8 (File No. 33-4683), Form S-3 (File No. 33-61512), Form S-8 (File No. 33-55022), and Form S-8(File No. 33-56193).

Arthur Andersen LLP

Chicago, Illinois,
March 17, 1995

<TABLE>
BRUNSWICK CORPORATION
SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS
<CAPTION>

(in millions)	Balance at beginning of period	Charges to profit and loss	Write-offs	Recoveries	Other	Balance at end of period
Allowances for possible losses on receivables						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
1994	$ 16.9	$ 6.0	$ (4.3)	$ 1.1	$ (0.2)	$ 19.5
1993	$ 15.6	$ 2.1	$ (4.0)	$ 1.1	$ 2.1 *	$ 16.9
1992	$ 13.6	$ 3.8	$ (4.7)	$ 1.1	$ 1.8	$ 15.6

* Includes $2.4 million relating to acquisitions

This schedule reflects only the financial information of continuing operations.

Deferred tax asset valuation allowance						
1994	$ 5.8	$ -	$ -	$ (2.6)	$ -	$ 3.2
1993	$ 8.8	$ -	$ -	$ (3.0)	$ -	$ 5.8
1992	$ 11.6	$ -	$ -	$ (2.8)	$ -	$ 8.8

This account reflects the adoption of SFAS No. 109, "Accounting for Income Taxes", which was adopted effective January 1, 1992. In 1992, 1993 and 1994, the Company utilized $2.8 million, $3.0 million and $2.6 million, respectively, of foreign tax credits from prior years. The utilization of of these foreign tax credit carryforwards reduced income tax expense for the for the current year.

This schedule reflects only the financial information of continuing operations.

</TABLE>

Exhibit Index

Exhibit
Number Description

3.1 Restated Certificate of Incorporation of the Company filed as Exhibit 19.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1987, and hereby incorporated by reference.

3.2 By-Laws of the Company.

4.1 Indenture dated as of March 15, 1987, between the Company and Continental Illinois National Bank and Trust Company of Chicago filed as Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1987, and hereby incorporated by reference.

4.2 Form of 8-1/8% Notes of the Company Due April 1, 1997, filed as Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1987, and hereby incorporated by reference.

4.3 Officers' Certificate setting forth terms of the Company's $125,000,000 principal amount 7-3/8% Debentures due September 1, 2023 filed as Exhibit 4.3 to the Company's Annual Report on Form 10-K for 1993, and hereby incorporated by reference.

4.4 The Company's Agreement to furnish additional debt instruments upon request by the Securities and Exchange Commission filed as Exhibit 4.10 to the Company's Annual Report on Form 10-K for 1980, and hereby incorporated by reference.

4.5 Rights Agreement dated as of March 15, 1986, between the Company and Harris Trust and Savings Bank filed as Exhibit 4.14 to the Company's Annual Report on Form 10-K for 1985, and hereby incorporated by reference.

4.6 Amendment dated April 3, 1989, to Rights Agreement between the Company and Harris Trust and Savings Bank filed as Exhibit 2 to the Company's Current Report on Form 8-K dated April 10, 1989, and hereby incorporated by reference.

10.1* Third Amended and Restated Employment Agreement entered as of December 30, 1986, between the Company and Jack F. Reichert filed as Exhibit 10.6 to the Company's Annual Report on Form 10-K for 1986 and hereby incorporated by reference.

10.2* Amendment dated October 24, 1989, to Employment Agreement by and between the Company and Jack F. Reichert filed as Exhibit 19.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1989 and hereby incorporated by reference.

10.3* Supplemental Agreement to Employment Agreement dated December 30, 1986, by and between the Company and Jack F. Reichert filed as Exhibit 19.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1989, and hereby incorporated by reference.

10.4* Amendment dated February 12, 1991 to Employment Agreement by and between the Company and Jack F. Reichert filed as Exhibit 10.4 to the Company's Annual Report on Form 10-K for 1990 and hereby incorporated by reference.

10.5* Amendment dated March 20, 1992 to Employment Agreement by and between the Company and Jack F. Reichert filed as Exhibit 10.5 to the Company's Annual Report on Form 10-K for 1992 and hereby incorporated by reference.

10.6* Amendment dated December 15, 1992 to Employment Agreement by and between the Company and Jack F. Reichert filed as Exhibit 10.6 to the Company's Annual Report on Form 10-K for 1992 and hereby incorporated by reference.

10.7* Employment Agreement dated as of June 1, 1989 by and between the Company and John M. Charvat filed as Exhibit 19.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1989, and hereby incorporated by reference.

10.8* Amendment dated as of December 15, 1992 to Employment Agreement by and between the Company and John M. Charvat filed as Exhibit 10.8 to the Company's Annual Report on Form 10-K for 1992 and hereby incorporated by reference.

10.9* Supplemental Pension Plan filed as Exhibit 19.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1989, and hereby incorporated by reference.

10.10* Form of Employment Agreement by and between the Company and each of W. J. Barrington, J. W. Dawson, T. K. Erwin, F. J. Florjancic, Jr., A. D. Fogel, D. D. Jones, D. B. Horner, W. R. McManaman, R. T. McNaney, R. S. O'Brien, J. C. Olson, J. A. Schenk, R. C. Sigrist, R. C. Steinway and D. M. Yaconetti filed as Exhibit 19.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1989, and hereby incorporated by reference.

10.11* Amendment to Form of Employment Agreement filed as Exhibit 10.11 to the Company's Annual Report on Form 10-K for 1992 and hereby incorporated by reference.

10.12* Form of Insurance Policy issued for the life of each of the Company's officers, together with the specifications for each of these policies, filed as Exhibit 10.21 to the Company's Annual Report on Form 10-K for 1980 and hereby incorporated by reference. The Company pays the premiums for these policies and will recover these premiums, with some exceptions, from the policy proceeds.

10.13* Insurance policy issued by The Prudential Insurance Company of America insuring all of the Company's officers and certain other senior management employees for medical expenses filed as Exhibit 10.23 to the Company's Annual Report on Form 10-K for 1980 and hereby incorporated by reference.

10.14* Form of Indemnification Agreement by and between the Company and each of M. J. Callahan, J. P. Diesel, D. E. Guinn, G. D. Kennedy, B. K. Koken, J. W. Lorsch, B. M. Musham, R. N. Rasmus, and R. W. Schipke filed as Exhibit 19.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1986, and hereby incorporated by reference.

10.15* Indemnification Agreement dated September 16, 1986, by and between the Company and J. F. Reichert filed as Exhibit 19.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1986, and hereby incorporated by reference.

10.16* Form of Indemnification Agreement by and between the Company and each of W. J. Barrington, J. M. Charvat, J. W. Dawson, T. K. Erwin, F. J. Florjancic, Jr., A. D. Fogel, D. B. Horner, D. D. Jones, W. R. McManaman, R. T. McNaney, R. S. O'Brien, J. C. Olson, J. A. Schenk, R. C. Sigrist, R. C. Steinway and D. M. Yaconetti filed as Exhibit 19.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1986, and hereby incorporated by reference.

10.17* 1991 Stock Plan filed as Exhibit A to the Company's definitive Proxy Statement dated March 21, 1991 for the Annual Meeting of Stockholders on April 24, 1991 and hereby incorporated by reference.

10.18* Change In Control Severance Plan filed as Exhibit 10.22 to the Company's Annual Report on Form 10-K for 1989 and hereby incorporated by reference.

10.19* Brunswick Performance Plan for 1994 filed as Exhibit 10.22 to the Company's Annual Report on Form 10-K for 1993 and hereby incorporated by reference.

10.20* Brunswick Performance Plan for 1995.

10.21* Brunswick Strategic Incentive Plan filed as Exhibit 10.23 to the Company's Annual Report on Form 10-K for 1993 and hereby incorporated by reference.

10.22* 1994 Stock Option Plan for Non-Employee Directors filed as Exhibit A to the Company's definitive Proxy Statement dated March 25, 1994 for the Annual Meeting of Stockholders on April 27, 1994 and hereby incorporated by reference.

21.1 Subsidiaries of the Company.

24.1 Powers of Attorney.

27.1 Financial Data Schedule

*Management contract or compensatory plan or arrangement required to be filed as an exhibit to this Annual Report on Form 10-K pursuant to Item 14(c) of this Report.

Exhibit 3.2

Brunswick Corporation
By-Laws

Article I
Offices

Section 1. The registered office shall be in the City of Wilmington, County of New Castle, State of Delaware.

Section 2. The corporation may also have offices in the City of Lake Forest, State of Illinois, and at such other places as the board of directors may from time to time determine or the business of the corporation may require.

Article II
Meetings of Stockholders

Section 1. Meetings of stockholders may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. An annual meeting of stockholders shall be held at such time and on such day in the month of April or in such other month as the board of directors may specify by resolution. At the annual meeting the stockholders shall elect by a plurality vote of those stockholders voting at the meeting, by ballot, a board of directors, and transact such other business as may properly be brought before the meeting.

Section 3. Written notice of the annual meeting stating the place, date and hour of meeting shall be given not less than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting.

Section 4. At least ten days before every election of directors, a complete list of the stockholders entitled to vote at said election arranged in alphabetical order, shall be prepared or caused to be prepared by the secretary. Such list shall be open at the place where the election is to be held for said ten days, to the examination of any stockholder, and shall be produced and kept at the time and place of election during the whole time thereof, and subject to the inspection of any stockholder who may be present.

Section 5. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the chairman of the board and shall be called by the president or secretary at the request in writing of a majority of the board of directors. Such request shall state the purpose or purposes of the proposed meeting.

Section 6. Written notice of a special meeting of stockholders stating the place, date and hour of meeting, and the purpose or purposes for which the meeting is called shall be given not less than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting.

Section 7. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 8. The holders of a majority of the shares of the capital stock of the corporation, issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation or by these by-laws. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.

Section 9. When a quorum is present or represented at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the certificate of incorporation or of these by-laws, a different vote is required, in which case such express provisions shall govern and control the decision of such question.

Section 10. At any meeting of the stockholders every stockholder having the right to vote shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such stockholder and bearing a date not more than three years prior to said meeting, unless said instrument provides for a longer period. Each stockholder shall have one vote for each share of stock having voting power, registered in his name on the books of the corporation. Except where the transfer books of the corporation shall have been closed or a date shall have been fixed as a record date for the determination of its stockholders entitled to vote, no share of stock shall be voted on at any election for directors which shall have been transferred on the books of the corporation within twenty days next proceeding such election of directors.

Article III
Directors

Section 1. The number of directors shall be ten but the number of directors may, from time to time, be altered by amendment of these by-laws in accordance with the certificate of incorporation.

Section 2. Subject to the rights of holders of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, nominations for the election of directors may be made by the board of directors or a committee appointed by the board of directors or by any stockholder entitled to vote in the election of directors generally. However, any stockholder entitled to vote in the election of directors generally may nominate one or more persons for election as directors at a meeting only if written notice of such stockholder's intent to make such nomination or nominations has been given, either by personal delivery or by United States mail, postage prepaid, to the secretary of the corporation not later than (a) with respect to an election to be held at an annual meeting of stockholders, ninety days prior to the anniversary date of the immediately preceding annual meeting, and (b) with respect to an election to be held at a special meeting of stockholders for the election of directors, the close of business on the tenth day following the date on which notice of such meeting is first given to stockholders. Each such notice shall set forth: (i) the name and address of the stockholder who intends to make the nomination and of the person or persons to be nominated; (ii) a representation that the stockholder is the holder of record of stock of the corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (iii) a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the stockholder; (iv) such other information regarding each nominee proposed by such stockholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the Securities and Exchange Commission; and (v) the consent of each nominee to serve as a director of the corporation if so elected. The presiding officer of the meeting may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure.

Section 3. The property and business of the corporation shall be managed by its board of directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the stockholders.

Meetings of the Board of Directors

Section 4. The board of directors of the corporation may hold meetings, both regular and special, either within or without the State of Delaware.

Section 5. The first meeting of each newly elected board shall be held immediately after, and at the same place as, the annual meeting of stockholders at which such board shall have been elected, for the purpose of electing officers, and for the consideration of any other business that may properly be brought before the meeting. No notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present.

Section 6. Regular meetings of the board of directors shall be held on such dates, not less often than once each calendar quarter, as may be fixed from time to time by resolution of the board of directors. No notice need be given of such meetings, provided that notice of such resolution has been furnished to each director. Such meetings shall be held at the Lake Forest office of the corporation or at such other place as is stated in the notice of the meeting. Upon the assent, given either verbally or in writing, of a majority of the whole board, any regular meeting may be cancelled, the time changed, or may be held at such other place and time, as a majority of the whole board may designate, either verbally or in writing, upon reasonable notice given to each director, either personally or by mail or by telegram.

Section 7. Special meetings of the board of directors may be called by the chairman of the board, or by the secretary on the written request of two directors, to be held either at the Lake Forest office of the corporation or at such other place as may be convenient and may be designated by the officer calling the meeting. Reasonable notice of such special meeting shall be given to each director, either personally or by mail or telegram; provided, that a majority of the whole board of directors present at a meeting called by any of said officers, in matters requiring prompt attention by the board, may hold a valid meeting and transact business without the giving of notice to each director as above provided.

Section 8. At all meetings of the board the presence of a majority of the whole board shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation or by these by-laws. If a quorum shall not be present at any meeting of the board of directors the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Executive Committee

Section 9. (a) The board of directors of the corporation at the annual or any regular or special meeting may, by resolution adopted by a majority of the whole board, designate three or more directors, one of whom shall be either the chairman of the board or the president of the corporation, to constitute an executive committee. Vacancies in the executive committee may be filled at any meeting of the board of directors. Each member of the executive committee shall hold office until his successor shall have been duly elected, or until his death, or until he shall resign or shall have been removed from office or shall cease to be a director. Any member of the executive committee may be removed by resolution adopted by a majority of the whole board of directors whenever in its judgment the best interests of the corporation would be served thereby. The compensation, if any, of members of the executive committee shall be established by resolution of the board of directors.

(b) The executive committee shall have and may exercise all of the authority of the board of directors in the management of the corporation, provided such committee shall not have the authority of the board of directors in reference to amending the certificate of incorporation, adopting a plan of merger or consolidation with another corporation or corporations, recommending to the stockholders the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property and assets of the corporation if not made in the usual and regular course of its business, recommending to the stockholders a voluntary dissolution of the corporation or a revocation thereof, amending, altering or repealing the by-laws of the corporation, electing or removing officers of the corporation or members of the executive committee, fixing the compensation of officers, directors, or any member of the executive committee, declaring dividends, amending, altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by the executive committee, the acquisition or sale of companies, businesses or fixed assets where the fair market value thereof or the consideration therefor exceeds $10,000,000, authorizing the issuance of any shares of the corporation, or authorizing the creation of any indebtedness for borrowed funds, in excess of $2,000,000.

(c) The executive committee shall have power to authorize the seal of the corporation to be affixed to all papers which may require it. Minutes of all meetings of the executive committee shall be submitted to the board of directors of the corporation at each meeting following a meeting of the executive committee. The minute books of the executive committee shall at all times be open to the inspection of any director.

(d) The executive committee shall meet at the call of the chairman of the executive committee, chairman of the board, the president, or any two members of the executive committee. Three members of the executive committee shall constitute a quorum for the transaction of business and the act of a majority of those present shall constitute the act of the committee.

Audit Committee

Section 10. (a) The board of directors of the corporation at the annual or any regular or special meeting shall, by resolution adopted by a majority of the whole board, designate three or more independent directors to constitute an audit committee and appoint one of the directors so designated as the chairman of the audit committee. Membership on the audit committee shall be restricted to those directors who are independent of the management of the corporation and are free from any relationship that, in the opinion of the corporation's board of directors, would interfere with the exercise of independent judgment as a member of the committee. Vacancies in the committee may be filled at any meeting of the board of directors. Each member of the committee shall hold office until his successor shall have been duly elected, or until his death, or until he shall resign or shall have been removed from the audit committee by the board or shall cease to be a director. Any member of the audit committee may be removed from the committee by resolution adopted by a majority of the whole board of directors whenever in its judgment (1) such person is no longer an independent director or free from any relationship with the corporation or any of its officers prohibited by this section, or (2) the best interests of the corporation would be served thereby. The compensation, if any, of members of the committee shall be established by resolution of the board of directors.

(b) The audit committee shall be responsible for recommending to the board of directors the appointment or discharge of independent auditors, reviewing with management and the independent auditors the terms of engagement of independent auditors, including the fees, scope and timing of the audit and any other services rendered by such independent auditors; reviewing with independent auditors and management the corporation's policies and procedures with respect to internal auditing, accounting and financial controls, and dissemination of financial information; reviewing with management, the independent auditors and the internal auditors, the corporation's financial statements, audit results and reports and the recommendations made by the auditors with respect to changes in accounting procedures and internal controls; reviewing the results of studies of the corporation's system of internal accounting controls; and performing any other duties or functions deemed appropriate by the board of directors. The committee shall have such powers and rights as may be necessary or desirable to fulfill these responsibilities including, the power and right to consult with legal counsel and to rely upon the opinion of such legal counsel. The audit committee is authorized to communicate directly with the corporation's financial officers and employees, internal auditors and independent auditors on such matters as it deems desirable and to have the internal auditors and independent auditors perform such additional procedures as it deems appropriate. The audit committee shall periodically report to the board of directors on its activities.

(c) Minutes of all meetings of the audit committee shall be submitted to the board of directors of the corporation. The minute books of the committee shall at all times be open to the inspection of any director.

(d) The audit committee shall meet at the call of its chairman or any two members of the committee. Two members of the audit committee shall constitute a quorum for the transaction of business and the act of a majority of those present, but no less than two members, shall constitute the act of the committee.

Compensation Committee

Section 11. (a) The board of directors of the corporation at the annual or any regular or special meeting shall, by resolution adopted by a majority of the whole board, designate three or more directors to constitute a compensation committee and appoint one of the directors so designated as the chairman of the compensation committee. Membership on the compensation committee shall be restricted to disinterested persons which for this purpose shall mean any director, who, during the time he is a member of the compensation committee is not eligible, and has not at any time within one year prior thereto been eligible, for selection to participate in any of the compensation plans administered by the compensation committee, except for the 1988 Stock Plan for Non-Employee Directors. Vacancies in the committee may be filled at any meeting of the board of directors. Each member of the committee shall hold office until his successor shall have been duly elected, or until his death or resignation, or until he shall have been removed from the committee by the board of directors, or until he shall cease to be a director or a disinterested person. Any member of the compensation committee may be removed by resolution adopted by a majority of the whole board of directors whenever in its judgment the best interests of the corporation would be served thereby. A majority of the compensation committee shall constitute a quorum and an act of the majority of the members present at any meeting at which a quorum is present, or an act approved in writing by each of the members of the committee without a meeting, shall be the act of the compensation committee. The compensation, if any, of members of the committee shall be established by resolution of the board of directors.

(b) The compensation committee shall administer the CEO Incentive Plan, Brunswick Performance Plan, Strategic Incentive Plan, 1971 Stock Option Plan, 1984 Restricted Stock Plan, 1988 Stock Plan for Non-Employee Directors, 1991 Stock Plan, and Supplemental Pension Plan. The compensation committee shall have the power and authority vested in it by any plan of the corporation which the committee administers. The compensation committee shall from time to time recommend to the board of directors the compensation of the officers of the corporation except for assistant officers whose compensation shall be fixed by the officers of the corporation. The compensation committee shall also make recommendations to the board of directors with regard to the compensation of the board of directors and its committees except the compensation committee.

Corporate Governance Committee

Section 12. (a) The board of directors of the corporation at the annual or any regular or special meeting shall, by resolution adopted by a majority of the whole board, designate three or more directors to constitute a corporate governance committee of the board of directors and appoint one of the directors so designated as its chairman. Members on the corporate governance committee of the board of directors shall be restricted to disinterested persons which for this purpose shall mean any director who, during the time the director is a member of the corporate governance committee of the board of directors, is neither an officer or employee of the corporation. Vacancies in the committee may be filled at any meeting of the board of directors. Each member of the committee shall hold office until his successor shall have been duly elected, or until his death or resignation, or until he shall have been removed from the committee by the board of directors, or until he shall cease to be a director. Any member of the corporate governance committee of the board of directors may be removed by resolution of the whole board of directors whenever in its judgment the best interests of the corporation would be served thereby. A majority of the corporate governance committee of the board of directors shall constitute a quorum and an act of the majority of the members present at any meeting at which a quorum is present, or an act approved in writing by each of the members of the committee without a meeting, shall be the act of the corporate governance committee. The compensation, if any, of members of the committee shall be established by resolution of the board of directors.

(b) The corporate governance committee of the board of directors shall be responsible for all matters of corporate governance and director affairs including, but not limited to:

(i) considering and making recommendations to the board with regard to changes in the size of the board;

(ii) developing and maintaining appropriate criteria for the composition of the board of directors and its nominees;

(iii) overseeing the selection of and making recommendations to the board regarding nominees for election as directors to be submitted to the stockholders and nominees to fill vacancies on the board of directors as they occur;

(iv) coordinating an annual evaluation by the board, with input from senior management, of the structure of the board and its committees and the processes employed in their deliberations; and

(v) periodically evaluating the performance of members of the board.

(c) Nothing in this by-law is intended to prevent any individual director from making a recommendation of a person to be a director of the corporation either to the corporate governance committee or to the board.

Other Committees

Section 13. The board of directors may from time to time create and appoint such committees in addition to the executive, audit, compensation and nominating committees as it deems desirable. Each additional committee shall bear such designation, shall have such powers and shall perform such duties, not inconsistent with these by-laws or with law, as may be assigned to it by the board of directors; provided that no such additional committee may exercise the powers of the board of directors in the management of the business and affairs of the corporation except such as shall be expressly delegated to it. The board of directors shall have the power to change the members of any such additional committee at any time, to fill vacancies, and to discharge any such additional committee at any time. The compensation, if any, of members of any such committee shall be established by resolution of the board of directors.

Compensation of Directors

Section 14. Directors shall receive such fees and reimbursement of reasonable expenses as may be fixed from time to time by resolution of the board. Members of special or standing committees shall also be allowed such fees and reimbursements for reasonable expenses in connection with service on such committees as may from time to time be fixed by resolution of the board. Such fees may be fixed on the basis of meetings attended or on an annual basis or both and may be payable currently or deferred.

Action by Written Consent

Section 15. Any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the board or committee.

Action by Telephone or Other Communications Equipment

Section 16. Directors may participate in a meeting of the board or any committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Alternate Committee Members

Section 17. The board of directors may designate one or more directors as alternate members of any committee, any of whom may be selected by the chairman of a committee to replace any absent or disqualified member at any meeting of a committee. In the absence or disqualification of a member of a committee and of the alternate members of such committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitutes a quorum, may unanimously appoint another member of the board of directors to act at the meeting in place of any such absent or disqualified member.

Article IV
Notices

Section 1. Except as may be otherwise provided for in these by-laws, whenever under the provisions of the statutes or of the certificate of incorporation or of these by-laws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or stockholder at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be mailed. Notice to directors may also be given by telegram or telex.

Section 2. Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation, or of these by-laws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Article V
Officers

Section 1. The officers of the corporation shall be elected by the board of directors and shall be a chairman of the board, a president, one or more vice presidents, a secretary, a treasurer and a general counsel. The board of directors may also elect a senior vice president, an executive vice president, a controller and one or more assistant vice presidents, assistant secretaries, assistant treasurers and assistant general counsels. Two or more offices may be held by the same person, except as where the offices of president and secretary are held by the same person, such person shall not hold any other office.

Section 2. The board of directors at its first meeting after each annual meeting of stockholders shall elect a chairman of the board from among the directors, and shall elect a president, one or more vice presidents, a secretary and a treasurer, none of whom need be a member of the board.

Section 3. The board of directors may elect such other officers as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 4. The board of directors shall fix the salaries of all officers of the corporation, except that the salaries of the assistant vice presidents, assistant secretaries, and assistant treasurers may be fixed by the chairman of the board or the president of the corporation.

Section 5. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the board of directors may be removed at any time by the affirmative vote of a majority of the whole board of directors. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise shall be filled by the board of directors.

The Chairman of the Board

Section 6. The chairman of the board shall be the chief executive officer of the corporation and, subject to the board of directors and the executive committee, shall be in general charge of the affairs of the corporation. He shall preside at all meetings of the stockholders and the board of directors and shall see that all orders and resolutions of the board of directors are carried into effect. He shall possess such powers and perform such duties as usually appertain to the chief executive officer in business corporations.

The President

Section 7. The president, subject to the direction of the chairman of the board, shall be the chief operating officer and shall have general charge of all operations of the corporation and of such related staff functions as the chairman of the board shall designate from time to time. In the absence of the chairman of the board, he shall preside at all meetings of the stockholders and the board of directors.

The Executive Vice President

Section 8. The executive vice president shall exercise such supervision over the business and affairs of the corporation as shall be prescribed from time to time by the board of directors or by the president. In the absence or disability of the president, and unless otherwise determined by the board of directors, the executive vice president shall perform the duties and exercise the powers of the president.

The Vice Presidents

Section 9. The vice presidents shall perform such duties and have such powers as the board of directors may from time to time prescribe.

The Secretary and Assistant Secretaries

Section 10. The secretary shall attend all meetings of the board of directors, the executive committee, and all meetings of the stockholders, and shall record all of the proceedings of said meetings in books to be kept for that purpose, and shall perform like duties for the standing committees when required. The secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or the chairman of the board, under whose supervision the secretary shall be. The secretary may sign with the president or a vice president, in the name of the corporation, all contracts and instruments of conveyance authorized by the board of directors, and the secretary shall keep in safe custody the seal of the corporation and, when authorized by the board of directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by the signature of the secretary or an assistant secretary, and the secretary shall in general perform all the duties incident to the office of secretary. The secretary shall have charge of the stock certificate books, transfer books and stock ledgers; provided, however, that the secretary may employ corporate transfer agents and registrars whom the secretary reasonably believes to be financially responsible and competent in the performance of their duties to maintain such stock certificate books, transfer books and stock ledgers and such other books and paper as may be appropriate and all of such records may be kept either in the form of writings, punch cards, magnetic tape, photographs, micro-photographs or any other information storage device as appropriate, so long as the form of such records is designed to allow reasonably prompt and appropriate access thereto and retrieval of information in clearly legible form therefrom.

Section 11. An assistant secretary shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary. The assistant secretaries shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

The Treasurer and Assistant Treasurers

Section 12. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. The board of directors, in its discretion, may delegate its responsibilities regarding the designation of depositories contained in this section to any officer or officers of the corporation. The treasurer shall in general perform all the duties incident to the office of the treasurer.

Section 13. He shall be responsible for the disbursement of the funds of the corporation and shall take proper vouchers for such disbursements, and upon the request of the president or the board of directors, shall render an account of all his transactions as treasurer and of the financial condition of the corporation.

Section 14. If required by the board of directors, he shall give the corporation a bond, which shall be renewed regularly, in such sum and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 15. The assistant treasurers, unless otherwise determined by the board of directors, shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer. They shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

The Controller

Section 16. The controller shall maintain adequate records of all assets, liabilities, and other financial transactions of the corporation and, in general, shall perform all the duties ordinarily connected with the office of controller and such other duties as, from time to time, may be assigned to him by the board of directors or the president.

The General Counsel and Assistant General Counsels

Section 17. The general counsel shall be in charge of the law department and patent functions, shall supervise all legal matters affecting the corporation and render all necessary advice in connection therewith and shall give such legal advice as may be appropriate to the directors, officers and employees of the corporation. He may retain such law firms and other legal counsel who are not employees of the corporation as he considers desirable for the purpose of effectively carrying out his duties as general counsel.

Section 18. The assistant general counsels shall perform such duties and have such powers as the board of directors may from time to time prescribe.

Article VI
Indemnification of Directors and Officers

Section 1. The corporation may indemnify to the fullest extent that is lawful, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, taxes, penalties and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Section 2. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not he would be entitled to indemnity against the same liability under the provisions of this article.

Section 3. The corporation may enter into an indemnity agreement with any director, officer, employee or agent of the corporation, upon terms and conditions that the board of directors deems appropriate, as long as the provisions of the agreement are not inconsistent with this article.

Article VII

Certificates of Stock

Section 1. Every holder of stock in the corporation shall be entitled to have a certificate, signed by, or in the name of the corporation by the chairman of the board, the president or a vice president and the treasurer or an assistant treasurer, or the secretary or an assistant secretary of the corporation, certifying the number of shares owned by him in the corporation. If the corporation shall be authorized to issue more than one class of stock or more than one series of any class, designations, preferences and relative, participating, optional and other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions or such preferences and rights shall be set forth in full or summarized on the face or back of the certificate which the corporation shall issue to represent such class or series of stock; provided, however, that, to the full extent allowed by law, in lieu of the foregoing requirements, there may be set forth on the face or back of the certificate which the corporation shall issue to represent such class or series of stock, a statement that the corporation will furnish without charge to each stockholder who so requests the designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and rights.

Section 2. If such certificate is countersigned (1) by a transfer agent, or (2) by a registrar, any other signature on the certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent, or registrar at the date of issue.

Lost Certificates

Section 3. The board of directors may authorize the transfer agents and registrars of the corporation to issue and register, respectively, new certificates in place of any certificates alleged to have been lost, stolen or destroyed, and in its discretion and as a condition precedent to the issuance thereof, may prescribe such terms and conditions as it deems expedient, and may require such indemnities as it deems necessary to protect the corporation and said transfer agents and registrars.

Transfers of Stock

Section 4. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Fixing Record Date

Section 5. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting;

provided, however, that the board of directors may fix a new record date for the adjourned meeting.

Registered Stockholders

Section 6. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the party of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

Article VIII
General Provisions
Dividends

Section 1. Dividends upon the capital stock of the corporation, subject to the provisions of the certificate of incorporation,if any, may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the certificate of incorporation.

Section 2. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 3. The board of directors shall present at each annual meeting and when called for by vote of the stockholders at any special meeting of the stockholders, a full and clear statement of the business and condition of the corporation.

Checks

Section 4. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate. The board of directors, in its discretion, may delegate its responsibilities contained in this section to any officer or officers of the corporation.

Fiscal Year

Section 5. The fiscal year of the corporation shall begin on the first day of January, and terminate on the thirty-first day of December, in each year.

Seal

Section 6. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Incorporated Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Article IX
Tennessee Authorized Corporation Protection Act

Section 1. This corporation shall be subject to Section 24(a) of Chapter 30 of the Tennessee Business Corporation Act.

Article X
Amendments

Section 1. The holders of shares of capital stock of the corporation entitled at the time to vote for the election of directors shall have the power to adopt, alter, amend, or repeal the by-laws of the corporation by vote of such percentage of such shares as is required by the Certificate of Incorporation, or if no percentage is specified by the Certificate of Incorporation, by vote of not less than 66-2/3% of such shares. The board of directors shall also have the power to adopt, alter, amend or repeal the by-laws of the corporation by vote of such percentage of the entire board as is required by the Certificate of Incorporation, or if no percentage is specified by the Certificate of Incorporation, by vote of not less than a majority of the entire board.

Exhibit 10.20

Brunswick Performance Plan
1995
Highlights

Financial Targets: There will be two financial targets: Pre-tax, pre-amortization earnings and cash flow (minimum, goal and target).

Objectives: In addition to the financial goals, each Division will be assigned specific objectives to be completed during the year.

Weighting: The financial targets and Division objectives will be weighted as follows with respect to bonus potential:

Pre-tax, pre-amortization earnings	70%
Cash Flow	10%
Division objectives	20%

Bonus Pools: The generation of a bonus pool will generally revolve around the achievement of the pre-tax earnings goals. A bonus pool must be earned through the achievement of the earnings goals before a bonus can be earned for cash flow. However, a Division may earn a bonus by achieving the assigned objective(s) even though the minimum earnings goal has not been met. The value of this pool will be equal to 15% of the bonus pool for minimum earnings.

When the minimum pre-tax earnings goal has been met, the bonus pool will equal 3% of this amount. If the pre-tax earnings goal is achieved, the accrual is increased to 4% of pre-tax earnings from the first dollar. After achieving the target level, 5% of pre-tax earnings from the first dollar.

The bonus pool for Corporate participants will be 13%, 15% and 18%, respectively of bonus pools earned by the Divisions at their minimum, goal and target performance levels.

Participation: Each Division will determine the guidelines for participation in the Plan.

Payment: Bonus payments will be made after the year-end financial results have been reviewed and certified by Arthur Andersen & Co. Proposed bonus payments to Division Presidents and Senior Corporate Staff will be reviewed and approved by the Compensation Committee.

Exhibit 21.1

Subsidiaries of the Company

The following corporations are direct or in-direct wholly-owned subsidiaries of Brunswick Corporation:

	Place of Incorporation
Appletree Ltd.	Bermuda
Bayliner Marine Corporation	Delaware
Brunswick AG	Switzerland
Brunswick Bowling & Billiards Corporation	Delaware
Brunswick Bowling & Billiards Mexico, S.A. de C.V.	Mexico
Brunswick Bowling & Billiards (U.K.) Limited	England
Brunswick Bowling e Billiards Industria e Comercia Ltda.	Brazil

Brunswick Bowling GmbH	West Germany
Brunswick Bowling Pin Corporation	Delaware
Brunswick Centres, Inc.	Ontario
Brunswick GmbH	West Germany
Brunswick International (Canada) Limited	Ontario
Brunswick International GmbH	West Germany
Brunswick International Holdings, Inc.	Delaware
Brunswick International Limited	Delaware
Brunswick International Sales Corporation	U.S. Virgin Islands
Brunswick Technology Corporation	Delaware
Centennial Assurance Company, Ltd.	Bermuda
Escort Trailer Corporation	Washington
Jupiter Marine, Inc.	Delaware
Leiserv, Inc.	Delaware
Marine Power Australia Pty. Limited	Australia
Marine Power Europe, Inc.	Delaware
Marine Power International Limited	Delaware
Marine Power International Pty. Limited	Delaware
Marine Power Italia S.p.A.	Italy
Marine Xpress Corporation	Delaware
Mercury Marine Limited	Ontario
Normalduns B.V.	Netherlands
OBC International Holdings Inc.	Delaware
Productos Marine de Mexico, S.A. de C.V.	Mexico
Ray Industries, Inc.	Arizona
Ray Industries, Inc.	Delaware
SBC International Holdings Inc.	Delaware
Sea Ray Boats Europe B.V.	Netherlands
Sea Ray Boats, Inc.	Arizona
Sea Ray Boats, Inc.	Florida
Sea Ray Boats, Inc.	South Carolina
Sea Ray Boats, Inc.	Tennessee
Skokie Investment Corporation	Delaware
Starcraft Power Boats Corp.	Delaware
Wintergreen Finance, Inc.	Delaware
Zebco Corporation	Delaware
Zebco Sports France S.A.	France

In addition, Brunswick Corporation owns 50% of the outstanding stock of Nippon Brunswick Kabushiki Kaisha, a Japanese corporation.

The names of a number of subsidiaries have been omitted. Such subsidiaries, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary.

Exhibit 24.1

Power of Attorney

The undersigned directors and officers of Brunswick Corporation, a Delaware corporation (the "Company"), do hereby nominate, constitute and appoint Thomas K. Erwin, William R. McManaman, and Dianne M. Yaconetti and each of them individually, the true and lawful attorney or attorneys of the undersigned, with power to act with or without the others and with full power of substitution and resubstitution, to execute in the name and on behalf of the undersigned as directors and officers of the Company, the Annual Report of the Company on Form 10-K for the fiscal year ended December 31, 1994 and any and all amendments thereto; and each of the undersigned hereby ratifies and approves all that said attorneys or any of them shall do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney in one or more counterparts on the date set opposite his name.

Capacity	Signature	Date
Chairman of the Board, President, Chief Executive Officer (Principal Executive Officer) and Director	/s/ Jack F. Reichert Jack F. Reichert	February 7, 1995
Vice President-Finance (Principal Financial Officer)	/s/ William R. McManaman William R. McManaman	February 7, 1995

Controller (Principal Accounting Officer)	/s/ Thomas K. Erwin Thomas K. Erwin	February 7, 1995
Director	/s/ Michael J. Callahan Michael J. Callahan	February 7, 1995
Director	/s/ John P. Diesel John P. Diesel	February 7, 1995
Capacity	Signature	Date
Director	/s/ Donald E. Guinn Donald E. Guinn	February 7, 1995
Director	/s/ George D. Kennedy George D. Kennedy	February 7, 1995
Director	/s/ B. K. Koken Bernd K. Koken	February 7, 1995
Director	/s/ Jay W. Lorsch Jay W. Lorsch	February 7, 1995
Director	/s/ Bettye Martin Musham Bettye Martin Musham	February 7, 1995
Director	/s/ Robert N. Rasmus Robert N. Rasmus	February 7, 1995
Director	/s/ Roger W. Schipke Roger W. Schipke	February 7, 1995

<TABLE> <S> <C>

<ARTICLE> 5
<MULTIPLIER> 1,000

<S>	<C>
<PERIOD-TYPE>	12-MOS
<FISCAL-YEAR-END>	DEC-31-1994
<PERIOD-END>	DEC-31-1994
<CASH>	185,200
<SECURITIES>	18,200
<RECEIVABLES>	238,400
<ALLOWANCES>	19,500
<INVENTORY>	409,000
<CURRENT-ASSETS>	1,057,500
<PP&E>	1,208,700
<DEPRECIATION>	643,300
<TOTAL-ASSETS>	2,122,300
<CURRENT-LIABILITIES>	621,300
<BONDS>	318,800
<COMMON>	75,500
<PREFERRED-MANDATORY>	0
<PREFERRED>	0
<OTHER-SE>	835,200
<TOTAL-LIABILITY-AND-EQUITY>	2,122,300
<SALES>	2,700,100
<TOTAL-REVENUES>	2,700,100
<CGS>	1,951,700
<TOTAL-COSTS>	1,951,700
<OTHER-EXPENSES>	538,400
<LOSS-PROVISION>	0
<INTEREST-EXPENSE>	28,500
<INCOME-PRETAX>	198,400
<INCOME-TAX>	69,400
<INCOME-CONTINUING>	129,000
<DISCONTINUED>	0
<EXTRAORDINARY>	0
<CHANGES>	0
<NET-INCOME>	129,000
<EPS-PRIMARY>	1.35
<EPS-DILUTED>	1.35

</TABLE>