

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 10-Q**

(Mark one)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended July 2, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

RBS GLOBAL, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

(Commission File Numbers)

333-102428-08

01-0752045

(I.R.S. Employer Identification No.)

4701 West Greenfield Avenue, Milwaukee, Wisconsin

(Address of Principal Executive Offices)

REXNORD LLC

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

(Commission File Numbers)

033-25967-01

04-3722228

(I.R.S. Employer Identification No.)

53214

(Zip Code)

Registrant's telephone number, including area code: (414) 643-3000

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

* (Note: The registrants are voluntary filers not subject to filing requirements. However, the registrants were required to file reports under Section 13 or 15(d) of the Securities Exchange Act of 1934 at various times during the preceding 12 months, and in any event, the registrants have filed all reports under Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, which would be required to be filed if the registrants were required to file such reports during the entire period.)

Indicate by checkmark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at July 2, 2011
RBS Global, Inc. Common Stock, \$0.01 par value per share	1,000 shares

TABLE OF CONTENTS

Part I FINANCIAL INFORMATION

Item 1.	Financial Statements	4
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	32
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	43
Item 4.	Controls and Procedures	44

Part II OTHER INFORMATION

Item 1.	Legal Proceedings	45
Item 1A.	Risk Factors	45
Item 6.	Exhibits	45
	Signatures	46
	Exhibit Index	47

Private Securities Litigation Reform Act Safe Harbor Statement

Our disclosure and analysis in this report concerning our operations, cash flows and financial position, including, in particular, the likelihood of our success in developing and expanding our business and the realization of sales from our backlog, include forward-looking statements. Statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “estimates” and similar expressions are forward-looking statements. Although these statements are based upon reasonable assumptions, including projections of orders, sales, operating margins, earnings, cash flows, research and development costs, working capital and capital expenditures, they are subject to risks and uncertainties that are described more fully in our Annual Report on Form 10-K for the year ended March 31, 2011 in Part I, Item 1A, “Risk Factors” and in our Current Report on Form 8-K dated May 25, 2011 under the heading "Risk Factors." Accordingly, we can give no assurance that we will achieve the results anticipated or implied by our forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

RBS Global, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(in Millions, except share amounts)
(Unaudited)

	July 2, 2011	March 31, 2011
Assets		
Current assets:		
Cash and cash equivalents	\$ 226.2	\$ 390.3
Receivables, net	293.8	270.1
Inventories, net	290.8	283.8
Other current assets	38.0	36.5
Total current assets	848.8	980.7
Property, plant and equipment, net	353.2	358.4
Intangible assets, net	639.8	644.7
Goodwill	1,023.8	1,016.2
Insurance for asbestos claims	65.0	65.0
Pension assets	5.1	4.6
Other assets	28.3	31.5
Total assets	<u>\$ 2,964.0</u>	<u>\$ 3,101.1</u>
Liabilities and stockholders' (deficit) equity		
Current liabilities:		
Current portion of long-term debt	\$ 9.7	\$ 11.0
Trade payables	166.6	181.7
Compensation and benefits	50.1	67.9
Current portion of pension and postretirement benefit obligations	6.2	6.1
Interest payable	37.0	51.3
Other current liabilities	89.8	85.4
Total current liabilities	359.4	403.4
Long-term debt	2,209.2	2,209.9
Pension and postretirement benefit obligations	112.0	113.2
Deferred income taxes	207.3	224.1
Reserve for asbestos claims	65.0	65.0
Other liabilities	46.0	47.1
Total liabilities	2,998.9	3,062.7
Stockholders' (deficit) equity:		
Common stock, \$0.01 par value; 3,000 shares authorized and 1,000 shares issued and outstanding	0.1	0.1
Additional paid-in capital	438.3	537.1
Retained deficit	(490.7)	(514.9)
Accumulated other comprehensive income	17.4	16.1
Total stockholders' (deficit) equity	(34.9)	38.4
Total liabilities and stockholders' (deficit) equity	<u>\$ 2,964.0</u>	<u>\$ 3,101.1</u>

See notes to the condensed consolidated financial statements.

RBS Global, Inc. and Subsidiaries
Condensed Consolidated Statements of Operations
(in Millions)
(Unaudited)

	First Quarter Ended	
	July 2, 2011	July 3, 2010
Net sales	\$ 476.2	\$ 407.3
Cost of sales	309.3	265.5
Gross profit	166.9	141.8
Selling, general and administrative expenses	91.4	78.2
Amortization of intangible assets	12.5	12.0
Income from operations	63.0	51.6
Non-operating expense:		
Interest expense, net	(43.3)	(45.3)
Loss on the extinguishment of debt	—	(100.8)
Other expense, net	(0.2)	(18.5)
Income (loss) before income taxes	19.5	(113.0)
Benefit for income taxes	(4.7)	(37.2)
Net income (loss)	\$ 24.2	\$ (75.8)

See notes to the condensed consolidated financial statements.

RBS Global, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(in Millions)
(Unaudited)

	First Quarter Ended	
	July 2, 2011	July 3, 2010
Operating activities		
Net income (loss)	\$ 24.2	\$ (75.8)
Adjustments to reconcile net income (loss) to cash (used for) provided by operating activities:		
Depreciation	14.7	14.3
Amortization of intangible assets	12.5	12.0
Amortization of deferred financing costs	1.9	2.1
Loss on dispositions of property, plant and equipment	0.1	0.3
Equity in earnings of unconsolidated affiliates	—	(0.4)
Other non-cash (credits) charges	(9.6)	17.3
Loss on debt extinguishment	—	100.8
Stock-based compensation expense	1.2	1.3
Changes in operating assets and liabilities:		
Receivables	(33.2)	(5.6)
Inventories	(3.2)	(8.1)
Other assets	(1.0)	(0.3)
Accounts payable	(17.5)	(1.3)
Accruals and other	(26.1)	(35.5)
Cash (used for) provided by operating activities	(36.0)	21.1
Investing activities		
Expenditures for property, plant and equipment	(8.1)	(4.4)
Acquisitions, net of cash	(18.2)	—
Proceeds from sale of unconsolidated affiliate	—	0.9
Cash used for investing activities	(26.3)	(3.5)
Financing activities		
Proceeds from borrowings of long-term debt	—	1,145.0
Repayments of long-term debt	(0.7)	(1,068.1)
Proceeds from borrowings of short-term debt	0.3	1.6
Repayments of short-term debt	(1.5)	—
Payment of deferred financing fees	(1.3)	(14.6)
Payment of tender premium	—	(63.5)
Dividend payment to parent company	(100.0)	—
Cash (used for) provided by financing activities	(103.2)	0.4
Effect of exchange rate changes on cash and cash equivalents	1.4	(2.6)
(Decrease) increase in cash and cash equivalents	(164.1)	15.4
Cash and cash equivalents at beginning of period	390.3	263.2
Cash and cash equivalents at end of period	\$ 226.2	\$ 278.6

See notes to the condensed consolidated financial statements.

RBS Global, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
July 2, 2011
(Unaudited)

1. Basis of Presentation and Significant Accounting Policies

The accompanying unaudited condensed consolidated financial statements include the accounts of RBS Global, Inc. and subsidiaries (collectively, the “Company”). These financial statements do not include the accounts of Rexnord Corporation (formerly known as Rexnord Holdings, Inc.), the indirect parent company of RBS Global, Inc.

The financial statements included herein have been prepared in accordance with accounting principles generally accepted in the United States pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. In the opinion of management, the condensed consolidated financial statements include all adjustments necessary for a fair presentation of the results of operations for the interim periods. Results for the interim periods are not necessarily indicative of results that may be expected for the fiscal year ending March 31, 2012. It is suggested that these condensed consolidated financial statements be read in conjunction with the audited consolidated financial statements and the notes thereto included in the Company's most recent Annual Report on Form 10-K.

The Company

The Company is a growth-oriented, multi-platform industrial company with what it believes are leading market shares and highly trusted brands that serve a diverse array of global end-markets. The Company's heritage of innovation and specification have allowed it to provide highly engineered, mission critical solutions to customers for decades and affords it the privilege of having long-term, valued relationships with market leaders. The Process & Motion Control platform designs, manufactures, markets and services specified, highly-engineered mechanical components used within complex systems where our customers' reliability requirements and cost of failure or downtime is extremely high. The Process & Motion Control product portfolio includes gears, couplings, industrial bearings, aerospace bearings and seals, FlatTop™ chain, engineered chain and conveying equipment. The Water Management platform designs, procures, manufactures and markets products that provide and enhance water quality, safety, flow control and conservation. The Water Management product portfolio includes professional grade specification drainage products, flush valves and faucet products, PEX piping and engineered valves and gates for the water and wastewater treatment market.

Reclassifications

Certain prior year amounts have been reclassified to conform to the fiscal 2012 presentation.

Recent Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board issued an update to Accounting Standards Codification (“ASC”) No. 220, “Presentation of Comprehensive Income,” which no longer permits presentation of other comprehensive income and its components in the statement of shareholders’ equity. Rather, the Company shall elect to present the items of net income and other comprehensive income in a single continuous statement of comprehensive income or in two separate, but consecutive, statements. Under either method the statement shall be presented with equal prominence as the other primary financial statements. The amended guidance, which must be applied retroactively, is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with earlier adoption permitted.

2. Acquisitions

On April 2, 2011, the Company acquired Autogard Holdings Limited and affiliates (“Autogard”) for a total cash purchase price of \$18.2 million, net of cash acquired. Autogard is a European-based manufacturer of torque limiters and couplings. The acquisition further expands the Company’s global Process & Motion Control platform. As a result of this transaction, based upon the preliminary purchase price allocation, the Company acquired \$15.3 million of intangible assets consisting of \$7.7 million of goodwill (which is not deductible for tax purposes) and \$7.6 million of all other intangible assets. The preliminary purchase price is subject to final working capital and valuation adjustments which are expected to be completed in fiscal 2012. The Company’s results of operations include Autogard subsequent to April 2, 2011.

3. Income Taxes

The provision for income taxes for all periods presented is based on an estimated effective income tax rate for the respective full fiscal years. The estimated annual effective income tax rate is determined excluding the effect of significant discrete items or items that are reported net of their related tax effects. The tax effect of significant, discrete items is reflected in the period in which they occur. The Company’s income tax expense is impacted by a number of factors, including the amount of taxable earnings derived in foreign jurisdictions with tax rates that are higher or lower than the U.S. federal statutory rate, state tax rates in the jurisdictions where the Company does business and the Company’s ability to utilize various tax credits and net operating loss (“NOL”) carryforwards.

The effective income tax rate for the first quarter of fiscal 2012 was (24.1)% versus 32.9% in the first quarter of fiscal 2011. The income tax benefit, associated with the income before income taxes, for the first quarter of fiscal 2012 is due to the effect of a significant decrease in the valuation allowance for U.S. foreign tax credit carryforwards for which realization of such benefits is now deemed more-likely-than-not, partially reduced by the accrual of state income taxes and the accrual of interest expense (through income tax expense) relating to unrecognized tax benefits. The income tax benefit, associated with the loss before income taxes, for the first quarter of fiscal 2011 is less than the U.S. federal statutory rate of 35% due to the effect of the accrual of state income taxes, the accrual of interest expense (through income tax expense) relating to unrecognized tax benefits and an increase to the valuation allowance relating to current period U.S. state NOL’s and foreign tax credits generated for which realization of such benefits is not deemed more-likely-than-not.

At July 2, 2011, the Company had a \$26.1 million liability for unrecognized net tax benefits. At March 31, 2011, the Company’s total liability for unrecognized net tax benefits was \$26.0 million. The Company recognizes accrued interest and penalties related to unrecognized tax benefits in income tax expense. As of July 2, 2011 and March 31, 2011, the total amount of gross, unrecognized tax benefits includes \$9.0 million and \$8.8 million of accrued interest and penalties, respectively. The Company recognized \$0.2 million of net interest and penalties as income tax expense during the quarter ended July 2, 2011. The Company recognized \$0.1 million of net interest and penalties as income tax expense during the quarter ended July 3, 2010.

The Company conducts business in multiple locations within and outside the U.S. Consequently, the Company is subject to periodic income tax examinations by domestic and foreign income tax authorities. Currently, the Company is undergoing routine, periodic income tax examinations in both domestic and foreign jurisdictions. It appears reasonably possible that the amounts of unrecognized income tax benefits could change in the next twelve months as a result of such examinations; however, any potential payments of income tax, interest and penalties are not expected to be significant to the Company’s consolidated financial statements. With certain exceptions, the Company is no longer subject to U.S. federal income tax examinations for tax years ending prior to March 31, 2008, state and local income tax examinations for years ending prior to fiscal 2007 or significant foreign income tax examinations for years ending prior to fiscal 2006. With respect to the Company’s U.S. federal NOL carryforward, the short tax period ended March 31, 2007 is open under statutes of limitations; whereby, the Internal Revenue Service may not adjust the income tax liability for this year, but may reduce the NOL carryforward and any other tax attribute carryforwards to future, open tax years.

4. Comprehensive Income (Loss)

Comprehensive income (loss) consists of the following (in millions):

	First Quarter Ended	
	July 2, 2011	July 3, 2010
Net income (loss)	\$ 24.2	\$ (75.8)
Other comprehensive income (loss):		
Unrealized gain (loss) on interest rate derivatives, net of tax	0.5	(1.6)
Amortization of pension and postretirement unrecognized prior service costs and actuarial gains, net of tax	0.3	0.8
Foreign currency translation adjustments	0.4	13.1
Comprehensive income (loss)	<u>\$ 25.4</u>	<u>\$ (63.5)</u>

5. Inventories

The major classes of inventories are summarized as follows (in millions):

	July 2, 2011	March 31, 2011
Finished goods	\$ 183.2	\$ 184.1
Work in progress	61.4	53.7
Raw materials	32.4	30.8
Inventories at First-in, First-Out ("FIFO") cost	<u>277.0</u>	<u>268.6</u>
Adjustment to state inventories at Last-in, First-Out ("LIFO") cost	13.8	15.2
	<u>\$ 290.8</u>	<u>\$ 283.8</u>

6. Goodwill and Intangible Assets

The changes in the net carrying value of goodwill and identifiable intangible assets for the first quarter ended July 2, 2011 by operating segment, are presented below (dollars in millions):

	Goodwill	Indefinite Lived Intangible Assets (Trade Names)	Amortizable Intangible Assets			Total Identifiable Intangible Assets Excluding
			Customer Relationships	Patents	Non-Compete	
Process & Motion Control						
Net carrying amount as of March 31, 2011	\$ 855.9	\$ 190.7	\$ 147.2	\$ 7.1	\$ —	\$ 345.0
Acquisitions	7.7	1.6	5.9	—	0.1	7.6
Amortization	—	—	(7.1)	(0.3)	(0.1)	(7.5)
Net carrying amount as of July 2, 2011	<u>\$ 863.6</u>	<u>\$ 192.3</u>	<u>\$ 146.0</u>	<u>\$ 6.8</u>	<u>\$ —</u>	<u>\$ 345.1</u>
Water Management						
Net carrying amount as of March 31, 2011	\$ 160.3	\$ 101.7	\$ 187.5	\$ 10.4	\$ 0.1	\$ 299.7
Amortization	—	—	(4.5)	(0.5)	—	(5.0)
Currency translation adjustment	(0.1)	—	—	—	—	—
Net carrying amount as of July 2, 2011	<u>\$ 160.2</u>	<u>\$ 101.7</u>	<u>\$ 183.0</u>	<u>\$ 9.9</u>	<u>\$ 0.1</u>	<u>\$ 294.7</u>
Consolidated						
Net carrying amount as of March 31, 2011	\$ 1,016.2	\$ 292.4	\$ 334.7	\$ 17.5	\$ 0.1	\$ 644.7
Acquisitions	7.7	1.6	5.9	—	0.1	7.6
Amortization	—	—	(11.6)	(0.8)	(0.1)	(12.5)
Currency translation adjustment	(0.1)	—	—	—	—	—
Net carrying amount as of July 2, 2011	<u>\$ 1,023.8</u>	<u>\$ 294.0</u>	<u>\$ 329.0</u>	<u>\$ 16.7</u>	<u>\$ 0.1</u>	<u>\$ 639.8</u>

The gross carrying amount and accumulated amortization for each major class of identifiable intangible assets as of July 2, 2011 and March 31, 2011 are as follows (in millions):

	Weighted Average Useful Life	July 2, 2011		
		Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intangible assets subject to amortization:				
Patents	10 Years	\$ 36.3	\$ (19.6)	\$ 16.7
Customer relationships (including distribution network)	12 Years	540.0	(211.0)	329.0
Non-competes	2 Years	0.2	(0.1)	0.1
Intangible assets not subject to amortization - trademarks and tradenames		294.0	—	294.0
		<u>\$ 870.5</u>	<u>\$ (230.7)</u>	<u>\$ 639.8</u>
March 31, 2011				
Intangible assets subject to amortization:				
Patents	10 Years	\$ 36.3	\$ (18.8)	\$ 17.5
Customer relationships (including distribution network)	12 Years	534.1	(199.4)	334.7
Non-competes	2 Years	0.1	—	0.1
Intangible assets not subject to amortization - trademarks and tradenames		292.4	—	292.4
		<u>\$ 862.9</u>	<u>\$ (218.2)</u>	<u>\$ 644.7</u>

Intangible asset amortization expense totaled \$12.5 million and \$12.0 million for the first quarter ended July 2, 2011 and July 3, 2010, respectively.

The Company expects to recognize amortization expense on the intangible assets subject to amortization of \$49.0 million in fiscal year 2012 (inclusive of \$12.5 million of amortization expense recognized in the first quarter ended July 2, 2011), \$48.2 million in fiscal year 2013 and \$48.1 million in fiscal years 2014, 2015, and 2016, respectively.

7. Other Current Liabilities

Other current liabilities are summarized as follows (in millions):

	July 2, 2011	March 31, 2011
Taxes, other than income taxes	\$ 6.7	\$ 6.3
Sales rebates	9.9	16.1
Customer advances	15.0	11.4
Product warranty (1)	8.2	8.6
Commissions	7.1	6.4
Risk management reserves (2)	13.2	13.0
Deferred income taxes	10.7	3.1
Other	19.0	20.5
	<u>\$ 89.8</u>	<u>\$ 85.4</u>

- (1) See more information related to the product warranty obligations balance within Note 11.
- (2) Includes projected liabilities related to the Company's deductible portion of insured losses arising from automobile, general and product liability claims.

8. Long-Term Debt

Long-term debt is summarized as follows (in millions):

	July 2, 2011	March 31, 2011
8.50% Senior notes due 2018	\$ 1,145.0	\$ 1,145.0
Term loans	761.0	761.5
11.75% Senior subordinated notes due 2016	300.0	300.0
8.875% Senior notes due 2016	2.0	2.0
10.125% Senior subordinated notes due 2012	0.3	0.3
Other	10.6	12.1
Total	2,218.9	2,220.9
Less current portion	9.7	11.0
Long-term debt	\$ 2,209.2	\$ 2,209.9

Senior Secured Credit Facility

On October 5, 2009, the Company entered into an Amended and Restated Credit Agreement (the “Credit Agreement”) amending and restating the credit agreement dated as of July 21, 2006. The senior secured credit facilities provided under the Credit Agreement are funded by a syndicate of banks and other financial institutions consisting of: (i) a \$810.0 million term loan facility with a maturity date of July 19, 2013 and (ii) a \$150.0 million revolving credit facility with a maturity date of July 20, 2012 and borrowing capacity available for letters of credit and for borrowing on same-day notice, referred to as swingline loans.

As of July 2, 2011, the Company's outstanding borrowings under the term loan facility were apportioned between two primary tranches: a \$570.0 million term loan B1 facility and a \$191.0 million term loan B2 facility. Borrowings under the term loan B1 facility accrue interest, at the Company's option, at the following rates per annum: (i) 2.50% plus LIBOR, or (ii) 1.50% plus the Base Rate (which is defined as the higher of the Federal funds rate plus 0.5% or the Prime rate). Borrowings under the B2 facility accrue interest, at the Company's option, at the following rates per annum: (i) 2.25% plus LIBOR or (ii) 1.00% plus the Base Rate (which is defined as the higher of the Federal funds rate plus 0.5% or the Prime rate). The weighted average interest rate on the outstanding term loans at July 2, 2011 was 3.61%.

Borrowings under the Company's \$150.0 million revolving credit facility accrue interest, at the Company's option, at the following rates per annum: (i) 1.75% plus LIBOR, or (ii) 0.75% plus the Base Rate (which is defined as the higher of the Federal funds rate plus 0.5% or the Prime rate). All amounts outstanding under the revolving credit facility will be due and payable in full, and the commitments thereunder will terminate, on July 20, 2012. In addition, \$27.4 million and \$31.4 million of the revolving credit facility was considered utilized in connection with outstanding letters of credit at July 2, 2011 and March 31, 2011, respectively.

In addition to paying interest on outstanding principal under the senior secured credit facilities, the Company is required to pay a commitment fee to the lenders under the revolving credit facility in respect to the unutilized commitments thereunder at a rate equal to 0.50% per annum (subject to reduction upon attainment and maintenance of a certain senior secured leverage ratio). The Company also must pay customary letter of credit and agency fees.

As of July 2, 2011, the remaining mandatory principal payments prior to maturity on the term loan B1 and B2 facilities are \$1.2 million and \$4.0 million, respectively. The Company has fulfilled all mandatory principal payments prior to maturity on the B1 facility through March 31, 2013. Principal payments of \$0.5 million are scheduled to be made at the end of each calendar quarter until June 30, 2013 on the B2 facility. The Company may voluntarily repay outstanding loans under the senior secured credit facilities at any time without premium or penalty, other than customary “breakage” costs with respect to Eurocurrency loans.

The Credit Agreement, among other things: (i) allows for one or more future issuances of secured notes, which may include, in each case, indebtedness secured on a pari passu basis with the obligations under the Credit Agreement, so long as, in each case, among other things, an agreed amount of the net cash proceeds from any such issuance are used to prepay term loans under the Credit Agreement at par; (ii) subject to the requirement to make such offers on a pro rata basis to all lenders, allows the Company to agree with individual lenders to extend the maturity of their term loans or revolving commitments, and for the Company to pay increased interest rates or otherwise modify the terms of their loans or revolving commitments in connection with such an extension; and (iii) allows for one or more future issuances of additional secured notes, which may include, in each case, indebtedness secured on a pari passu basis with the obligations under the Credit Agreement, in an amount not to exceed the amount of incremental facility availability under the Credit Agreement.

The Credit Agreement also contains a number of typical covenants that, among other things, constrain, subject to certain fully-negotiated exceptions, the Company's ability, and the ability of the Company's subsidiaries, to: sell assets; incur additional indebtedness; repay other indebtedness; pay dividends and distributions, repurchase its capital stock, or make payments, redemptions or repurchases in respect certain indebtedness (including the senior notes and senior subordinated notes); create liens on assets; make investments, loans, guarantees or advances; make certain acquisitions; engage in certain mergers or consolidations; enter into sale-and-leaseback transactions; engage in certain transactions with affiliates; amend certain material agreements governing its indebtedness; make capital expenditures; enter into hedging agreements; amend its organizational documents; change the business conducted by it and its subsidiaries; and enter into agreements that restrict dividends from subsidiaries. The Company's senior secured credit facilities limit the Company's maximum senior secured bank leverage ratio to 4.25 to 1.00. As of July 2, 2011, the senior secured bank leverage ratio was 1.57 to 1.00.

Senior Notes and Senior Subordinated Notes

Outstanding Tranches of Notes

At July 2, 2011, the Company had outstanding \$1,145.0 million in aggregate principal 8.50% Senior Notes due 2018 (the "8.50% Notes") and \$300.0 million in aggregate principal 11.75% Senior Subordinated Notes due 2016 (the "11.75% Notes"). The Company also had outstanding \$2.3 million in aggregate principal under other notes, consisting of 8.875% Senior Notes due 2016 (the "8.875% Notes") and 10.125% senior subordinated notes due 2012.

The 8.50% Notes bear interest at a rate of 8.50% per annum, payable on each May 1 and November 1, and will mature on May 1, 2018. The 11.75% Notes bear interest at a rate of 11.75% per annum, payable on each February 1 and August 1, and will mature on August 1, 2016.

The indenture governing the 8.50% Notes permits optional redemption of the notes, generally on or after May 1, 2014, on specified terms and at specified prices. In addition, the indenture provides that, prior to May 1, 2014, the outstanding 8.50% Notes may be redeemed at the Company's option in whole at any time or in part from time to time at a redemption price equal to the sum of (i) 100% of the principal amount of the notes redeemed plus (ii) a "make whole" premium specified in the indenture, and (iii) accrued and unpaid interest and additional interest, if any, to the redemption date. In the case of the 11.75% Notes, the indenture permits optional redemption on or after August 1, 2011 at the redemption prices set forth in the indenture plus accrued and unpaid interest. The Company must provide specified prior notice for redemption of the notes in accordance with the indentures.

In addition, at any time (which may be more than once) on or prior to May 1, 2013, the Company has the right to redeem up to 35% of the principal amount of the 8.50% Notes at a redemption price equal to 108.50% of the face amount thereof, plus accrued and unpaid interest and additional interest, if any, with the net proceeds of one or more equity offerings so long as at least 65% of the aggregate principal amount of the 8.50% Notes issued remains outstanding after each redemption and such redemption occurs within a specified period after the equity offering.

Notwithstanding the above, the Company's ability to make payments on, redeem, repurchase or otherwise retire for value, prior to the scheduled repayment or maturity, the senior notes or senior subordinated notes may be constrained or prohibited under the above-referenced senior secured credit facilities and, in the case of the senior subordinated notes, by the provisions in the indentures governing the senior notes.

The senior notes and senior subordinated notes are unsecured obligations of the Company. The senior subordinated notes are subordinated in right of payment to all existing and future senior indebtedness. The indentures governing the senior notes and senior subordinated notes permit the Company to incur all permitted indebtedness (as defined in the applicable indenture) without restriction, which includes amounts borrowed under the senior secured credit facilities. The indentures also allow the Company to incur additional debt as long as it can satisfy the fixed charge coverage ratio of the indenture after giving effect thereto on a pro forma basis.

The indentures governing the 8.50% Notes and 11.75% Notes contain customary covenants, among others, limiting dividends, the incurrence of additional indebtedness, the issuance of certain forms of equity, investments, purchases or redemptions of stock, restricted payments, transactions with affiliates and mergers and sales of assets, and requiring the Company to make an offer to purchase notes upon the occurrence of a change in control, as defined in those indentures. These covenants are subject to a number of important qualifications. For example, the indentures do not impose any limitation on the incurrence by the Company of liabilities that are not considered “indebtedness” under the indentures, such as certain sale/leaseback transactions; nor do the indentures impose any limitation on the amount of liabilities incurred by the Company's subsidiaries, if any, that might be designated as “unrestricted subsidiaries” (as defined in the applicable indenture). In addition, despite the above restrictions, the Company may incur additional indebtedness and issue certain forms of equity if immediately prior to the consummation of such events, the fixed charge coverage ratio for the most recently ended four full fiscal quarters for which internal financial statements are available, as defined in the indentures, would have been at least 2.00 to 1.00, including the pro forma application of the additional indebtedness or equity issuance. The indentures governing the other tranches of notes do not contain material restrictive covenants.

The indentures governing the senior notes and senior subordinated notes permit optional redemption of the notes on certain terms at certain prices, as described above.

April 2010 Cash Tender Offers and \$1,145.0 Million Note Offering

On May 5, 2010, the Company finalized the results of the cash tender offers and consent solicitations launched on April 7, 2010 with respect to any and all of its outstanding 9.50% Senior Notes due 2014 issued in 2006 (the "2006 9.50% Notes"), 9.50% Senior Notes due 2014 issued in 2009 (the "2009 9.50% Notes") and 8.875% Notes. Upon completion of the tender offers, 99.7% of the holders had tendered their notes and consented to the proposed amendments. At closing, (i) \$0.9 million aggregate principal amount of the 2006 9.50% Notes, (ii) \$13,000 aggregate principal amount of the 2009 9.50% Notes and (iii) \$2.0 million aggregate principal amount of the 8.875% Notes had not been tendered, and remained outstanding.

In connection with the April 2010 tender offers and consent solicitations, on April 20, 2010, the Company entered into supplemental indentures by and among the Company, each of the guarantors party thereto, and Wells Fargo Bank, National Association, as Trustee, pursuant to which the 2006 9.50% Notes, 2009 9.50% Notes and 8.875% Notes were issued (as amended and supplemented, the “Supplemental Indentures”). The Supplemental Indentures amended the terms governing the respective notes to, among other things, eliminate substantially all of the material restrictive covenants, eliminate or modify certain events of default and eliminate or modify related provisions in the respective indentures governing the notes.

On April 28, 2010, the Company issued \$1,145.0 million aggregate principal amount of 8.50% Notes in a private offering. The proceeds from the offering were used to fund (including transaction costs) the Company's cash tender offers discussed above. The 8.50% Notes will mature on May 1, 2018, pursuant to an indenture, dated as of April 28, 2010, by and among the Company, the guarantors named therein, and Wells Fargo Bank, National Association, as Trustee. The Company pays interest on the 8.50% Notes at 8.50% per annum, semiannually on May 1 and November 1 of each year.

The Company accounted for the cash tender offers and the issuance of the 8.50% Notes in accordance with ASC 470-50, *Debt Modifications and Extinguishments* (“ASC 470-50”). Pursuant to this guidance, the cash tender offers were accounted for as an extinguishment of debt. In connection with the offering, the Company incurred an increase in long-term debt of approximately \$89.5 million. The Company recognized a \$100.8 million loss on the debt extinguishment in the fiscal quarter ended July 3, 2010, which was comprised of a bond tender premium paid to lenders, as well as the non-cash write-off of deferred financing fees and net original issue discount associated with the extinguished debt. Additionally, the Company capitalized approximately \$14.6 million of third party transaction costs, which are being amortized over the life of the 8.50% Notes as interest expense using the effective interest method. Below is a summary of the transaction costs and other offering expenses recorded along with their corresponding pre-tax financial statement impact (in millions):

	Financial Statement Impact			
	Balance Sheet -Debit (Credit)		Statement of Operations	
	Deferred Financing Costs (1)	Original Issue Discount (2)	Expense (3)	Total
Cash transaction costs:				
Third party transaction costs	\$ 14.6	\$ —	\$ —	\$ 14.6
Bond tender premiums (paid to lenders)	—	—	63.5	63.5
Total cash transaction costs	14.6	—	63.5	\$ 78.1
Non-cash write-off of unamortized amounts:				
Deferred financing costs	(25.4)	—	25.4	
Net original issue discount	—	(11.9)	11.9	
Net financial statement impact	\$ (10.8)	\$ (11.9)	\$ 100.8	

- (1) Recorded as a component of other assets within the condensed consolidated balance sheet.
- (2) Recorded as a reduction in the face value of long-term debt within the condensed consolidated balance sheet.
- (3) Recorded as a component of other non-operating expense within the condensed consolidated statement of operations.

Other Subsidiary Debt

At July 2, 2011 and March 31, 2011, various wholly-owned subsidiaries had additional debt of \$10.6 million and \$12.1 million, respectively, comprised primarily of borrowings at various foreign subsidiaries and capital lease obligations.

Account Receivable Securitization Program

On May 20, 2011, the Company entered into a five-year Amended and Restated Receivables Funding and Administration Agreement (the “RFAA”) by and among Rexnord Funding LLC (“Funding,” a wholly-owned bankruptcy-remote special purpose subsidiary), the financial institutions from time to time party thereto, and General Electric Capital Corporation, as a lender, a swing line lender and administrative agent (“GECC”). The RFAA, which amended and restated in its entirety a facility entered into as of September 26, 2007, is the principal operative agreement under which certain subsidiaries continuously sell substantially all of their domestic trade accounts receivable to Funding for cash and subordinated notes (the “Program”). Funding in turn may obtain revolving loans and letters of credit from GECC under the RFAA. The maximum borrowing amount under the RFAA is \$100.0 million, subject to certain eligibility requirements related to the amount and type of receivables owned by Funding; the RFAA also contains an “accordion” provision pursuant to which Funding can request that the facility be increased by \$75.0 million. All of the receivables purchased by Funding are pledged as collateral for revolving loans and letters of credit obtained from GECC under the RFAA.

The Program does not qualify for sale accounting under ASC 860, *Transfers and Servicing* (“ASC 860”), and as such, any borrowings are accounted for as secured borrowings on the condensed consolidated balance sheet. Financing costs associated with the Program are recorded within “Interest expense, net” in the condensed consolidated statement of operations if revolving loans or letters of credit are obtained under the RFAA.

Borrowings under the RFAA bear interest at a rate equal to LIBOR plus 2.25%. Outstanding borrowings mature on May 20, 2016. In addition, a non-use fee of 0.50% is applied to the unutilized portion of the \$100.0 million commitment. These rates are per annum and the fees are paid to GECC on a monthly basis.

At July 2, 2011, the Company's available borrowing capacity under the Program was \$100.0 million. Additionally, the Program requires compliance with certain covenants and performance ratios contained in the RFAA. As of July 2, 2011, Funding was in compliance with all applicable covenants and performance ratios.

9. Derivative Financial Instruments

The Company is exposed to certain financial risks relating to fluctuations in foreign currency exchange rates and interest rates. The Company selectively uses foreign currency forward exchange contracts and interest rate swap contracts to manage its foreign currency and interest rate risks. All hedging transactions are authorized and executed pursuant to defined policies and procedures that prohibit the use of financial instruments for speculative purposes.

Foreign Currency Forward Contracts

The Company periodically enters into foreign currency forward contracts to mitigate the foreign currency volatility relative to certain intercompany and external cash flows expected to occur during the fiscal year. The Company currently has entered into foreign currency forward contracts that exchange United States dollars ("USD") for Canadian dollars ("CAD"). The forward contracts in place as of July 2, 2011 expire between July and September of fiscal 2012 and have notional amounts of \$4.6 million USD (\$4.5 million CAD) and contract rates of approximately \$0.99CAD:\$1USD. These foreign currency forward contracts were not accounted for as effective cash flow hedges in accordance with ASC 815, *Derivatives and Hedging* ("ASC 815") and as such were marked to market through earnings. See the amounts recorded on the condensed consolidated balance sheets and recognized within the condensed consolidated statements of operations related to the Company's foreign currency forward contracts within the tables below.

Interest Rate Swaps

Effective October 20, 2009, the Company entered into three interest rate swaps to hedge the variability in future cash flows associated with the Company's variable rate term loans. All three interest rate swaps mature on July 20, 2012. The three swaps convert an aggregate of \$370.0 million of the Company's variable-rate term loans to fixed interest rates ranging from 2.08% to 2.39% plus the applicable margin. Interest rate derivatives have been accounted for as effective cash flow hedges in accordance with ASC 815. The fair values of these interest rate derivatives are recorded on the Company's condensed consolidated balance sheet with the corresponding offset recorded as a component of accumulated other comprehensive income, net of tax. See the amounts recorded on the condensed consolidated balance sheets and recognized within the condensed consolidated statements of operations related to the Company's interest rate swaps within the tables below.

The Company's derivatives are measured at fair value in accordance with ASC 820, *Fair Value Measurements and Disclosure* ("ASC 820"). See Note 10 for more information as it relates to the fair value measurement of the Company's derivative financial instruments.

The following tables indicate the location and the fair value of the Company's derivative instruments within the condensed consolidated balance sheet segregated between designated, qualifying ASC 815-20 hedging instruments and non-qualifying, non-designated hedging instruments (in millions).

Fair value of derivatives designated as hedging instruments under ASC 815-20:

	Liability Derivatives			Balance Sheet Classification
	July 2, 2011	March 31, 2011		
Interest rate swaps	\$ 7.1	\$ 8.0		Other long-term liabilities

Fair value of derivatives not designated as hedging instruments under ASC 815-20:

	Liability Derivatives			Balance Sheet Classification
	July 2, 2011	March 31, 2011		
Foreign currency forward contracts	\$ 0.1	\$ 0.2		Other current liabilities

The following table indicates the location and the amount of gains and losses associated with the Company's derivative instruments, net of tax, within the condensed consolidated balance sheet (for qualifying ASC 815-20 instruments) and recognized within the condensed consolidated statement of operations. The information is segregated between designated, qualifying ASC 815-20 hedging instruments and non-qualifying, non-designated hedging instruments (in millions).

Derivative instruments designated as cash flow hedging relationships under ASC 815-20	Amount of loss recognized in OCI on derivatives		Location of loss reclassified from accumulated OCI into income	Amount of loss reclassified from accumulated OCI into income	
				First Quarter Ended	
	July 2, 2011	March 31, 2011		July 2, 2011	July 3, 2010
Interest rate swaps	\$ (4.3)	\$ (4.8)	Interest expense, net	\$ (1.8)	\$ (1.8)

Derivative instruments not designated as hedging instruments under ASC 815-20	Location of gain or (loss) recognized in income on derivatives	Amount recognized in other income, net	
		First Quarter Ended	
		July 2, 2011	July 3, 2010
Foreign currency forward contracts	Other income, net	\$ —	\$ 0.2

The Company currently expects to reclassify \$6.7 million within accumulated other comprehensive loss into earnings (as interest expense) during the next year as the Company's current mark to market calculations assume that variable rates will remain below its fixed contract rates for the next twelve months.

10. Fair Value Measurements

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. ASC 820 also specifies a fair value hierarchy based upon the observability of inputs used in valuation techniques. Observable inputs (highest level) reflect market data obtained from independent sources, while unobservable inputs (lowest level) reflect internally developed assumptions about the assumptions a market participant would use.

In accordance with ASC 820, fair value measurements are classified under the following hierarchy:

- Level 1- Quoted prices for identical instruments in active markets.
- Level 2- Quoted prices for similar instruments; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs or significant value-drivers are observable.
- Level 3- Model-derived valuations in which one or more inputs or value-drivers are both significant to the fair value measurement and unobservable.

If applicable, the Company uses quoted market prices in active markets to determine fair value, and therefore classifies such measurements within Level 1. In some cases where market prices are not available, the Company makes use of observable market based inputs to calculate fair value, in which case the measurements are classified within Level 2. If quoted or observable market prices are not available, fair value is based upon internally developed models that use, where possible, current market-based parameters. These measurements are classified within Level 3 if they use significant unobservable inputs.

The Company's fair value measurements which were impacted by ASC 820 as of July 2, 2011 include:

Interest Rate Swaps

The fair value of interest rate swap derivatives is primarily based on pricing models. These models use discounted cash flows that utilize the appropriate market-based forward swap curves and interest rates.

Foreign Currency Forward Contracts

The fair value of foreign currency forward contracts is based on a pricing model that utilizes the differential between the contract price and the market-based forward rate as applied to fixed future deliveries of currency at pre-designated settlement dates.

The following describes the valuation methodologies the Company uses to measure non-financial assets accounted for at fair value on a non-recurring basis.

Long-lived Assets and Intangible Assets

Long-lived assets (which includes property, plant and equipment and real estate) may be measured at fair value if such assets are held for sale or when there is a determination that the asset is impaired. Intangible assets (which include patents, tradenames, customer relationships, and non-compete agreements) also may be measured at fair value when there is a determination that the asset is impaired. The determination of fair value for these assets is based on the best information available, including internal cash flow estimates discounted at an appropriate interest rate, quoted market prices when available, market prices for similar assets and independent appraisals, as appropriate. For real estate, cash flow estimates are based on current market estimates that reflect current and projected lease profiles and available industry information about expected trends in rental, occupancy and capitalization rates.

The Company endeavors to utilize the best available information in measuring fair value. As required by the standard, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company has determined that its financial instruments reside within Level 2 of the fair value hierarchy. The following table provides a summary of the Company's assets and liabilities that were recognized at fair value on a recurring basis as of July 2, 2011 (in millions):

	Fair Value as of July 2, 2011			
	Level 1	Level 2	Level 3	Total
Liabilities:				
Foreign currency contracts	\$ —	\$ 0.1	\$ —	\$ 0.1
Interest rate swaps	—	7.1	—	7.1
Total liabilities at fair value	<u>\$ —</u>	<u>\$ 7.2</u>	<u>\$ —</u>	<u>\$ 7.2</u>

Fair Value of Non-Derivative Financial Instruments

The carrying amounts of cash, receivables, payables and accrued liabilities approximated fair value at July 2, 2011 and March 31, 2011 due to the short-term nature of those instruments. The carrying value of long-term debt recognized within the condensed consolidated balance sheets as of July 2, 2011 and March 31, 2011 was approximately \$2,218.9 million and \$2,220.9 million, respectively, whereas the fair value of long-term debt as of July 2, 2011 and March 31, 2011 was approximately \$2,312.1 million and \$2,334.0 million, respectively. The fair value is based on quoted market prices for the same issues.

11. Commitments and Contingencies

Warranties:

The Company offers warranties on the sales of certain products and records an accrual for estimated future claims. Such accruals are based upon historical experience and management's estimate of the level of future claims. The following table presents changes in the Company's product warranty liability (in millions):

	First Quarter Ended	
	July 2, 2011	July 3, 2010
Balance at beginning of period	\$ 8.6	\$ 10.7
Charged to operations	0.3	1.9
Claims settled	(0.7)	(2.4)
Balance at end of period	<u>\$ 8.2</u>	<u>\$ 10.2</u>

Contingencies:

The Company's subsidiaries are involved in various unresolved legal actions, administrative proceedings and claims in the ordinary course of business involving, among other things, product liability, commercial, employment, workers' compensation, intellectual property claims and environmental matters. The Company establishes reserves in a manner that is consistent with accounting principles generally accepted in the United States for costs associated with such matters when liability is probable and those costs are capable of being reasonably estimated. Although it is not possible to predict with certainty the outcome of these unresolved legal actions or the range of possible loss or recovery, based upon current information, management believes the eventual outcome of these unresolved legal actions, either individually or in the aggregate, will not have a material adverse effect on the financial position, results of operations or cash flows of the Company.

In connection with the Carlyle acquisition in November 2002, Invensys plc has provided the Company with indemnification against certain contingent liabilities, including certain pre-closing environmental liabilities. The Company believes that, pursuant to such indemnity obligations, Invensys is obligated to defend and indemnify the Company with respect to the matters described below relating to the Ellsworth Industrial Park Site and to various asbestos claims. The indemnity notice period for certain pre-closing environmental liabilities, other than those set forth below relating to the Ellsworth Industrial Park Industrial Site, expired in November 2009, and the indemnity notice period for certain pre-closing environmental liabilities relating to the Ellsworth Industrial Park Site expires in November 2012. The indemnity obligations relating to the matters described below are subject, together with indemnity obligations relating to other matters, to an overall dollar cap equal to the purchase price, which is an amount in excess of \$900 million. The following paragraphs summarize the most significant actions and proceedings:

- In 2002, Rexnord Industries, LLC (“Rexnord Industries”) was named as a potentially responsible party (“PRP”), together with at least ten other companies, at the Ellsworth Industrial Park Site, Downers Grove, DuPage County, Illinois (the “Site”), by the United States Environmental Protection Agency (“USEPA”), and the Illinois Environmental Protection Agency (“IEPA”). Rexnord Industries' Downers Grove property is situated within the Ellsworth Industrial Complex. The USEPA and IEPA allege there have been one or more releases or threatened releases of chlorinated solvents and other hazardous substances, pollutants or contaminants, allegedly including but not limited to a release or threatened release on or from the Company's property, at the Site. The relief sought by the USEPA and IEPA includes further investigation and potential remediation of the Site and reimbursement of USEPA's past costs. Rexnord Industries' allocated share of past and future costs related to the Site, including for investigation and/or remediation, could be significant. All previously pending property damage and personal injury lawsuits against the Company related to the Site have been settled or dismissed. Pursuant to its indemnity obligation, Invensys continues to defend the Company in matters related to the Site and has paid 100% of the costs to date.
- Multiple lawsuits (with approximately 1,360 claimants) are pending in state or federal court in numerous jurisdictions relating to alleged personal injuries due to the alleged presence of asbestos in certain brakes and clutches previously manufactured by the Company's Stearns division and/or its predecessor owners. Invensys and FMC, prior owners of the Stearns business, have paid 100% of the costs to date related to the Stearns lawsuits. Similarly, the Company's Prager subsidiary is a defendant in two pending multi-defendant lawsuits relating to alleged personal injuries due to the alleged presence of asbestos in a product allegedly manufactured by Prager. Additionally, there are approximately 3,700 individuals who have filed asbestos related claims against Prager; however, these claims are currently on the

Texas Multi-district Litigation inactive docket. The ultimate outcome of these asbestos matters cannot presently be determined. To date, the Company's insurance providers have paid 100% of the costs related to the Prager asbestos matters. The Company believes that the combination of its insurance coverage and the Invensys indemnity obligations will cover any future costs of these matters.

In connection with the Falk Corporation ("Falk") acquisition, Hamilton Sundstrand has provided the Company with indemnification against certain contingent liabilities, including coverage for certain pre-closing environmental liabilities and certain products-related asbestos exposure liabilities. The Company believes that, pursuant to such indemnity obligations, Hamilton Sundstrand is obligated to defend and indemnify the Company with respect to the asbestos claims described below, and that, with respect to these claims, such indemnity obligations are not subject to any time or dollar limitations. Certain pre-closing environmental matters are subject to an indemnity notice period that expires in May 2012.

The following paragraph summarizes the most significant actions and proceedings for which Hamilton Sundstrand has accepted responsibility:

- Falk, through its successor entity, is a defendant in approximately 210 lawsuits pending in state or federal court in numerous jurisdictions relating to alleged personal injuries due to the alleged presence of asbestos in certain clutches and drives previously manufactured by Falk. There are approximately 580 claimants in these suits. The ultimate outcome of these lawsuits cannot presently be determined. Hamilton Sundstrand is defending the Company in these lawsuits pursuant to its indemnity obligations and has paid 100% of the costs to date.

Certain Water Management subsidiaries are also subject to asbestos and class action related litigation. As of July 2, 2011, Zurn and an average of approximately 80 other unrelated companies were defendants in approximately 7,100 asbestos related lawsuits representing approximately 27,500 claims. Plaintiffs' claims allege personal injuries caused by exposure to asbestos used primarily in industrial boilers formerly manufactured by a segment of Zurn. Zurn did not manufacture asbestos or asbestos components. Instead, Zurn purchased them from suppliers. These claims are being handled pursuant to a defense strategy funded by insurers. As of July 2, 2011, the Company estimates the potential liability for asbestos-related claims pending against Zurn as well as the claims expected to be filed in the next ten years to be approximately \$65.0 million of which Zurn expects to pay approximately \$53.0 million in the next ten years on such claims, with the balance of the estimated liability being paid in subsequent years. However, there are inherent uncertainties involved in estimating the number of future asbestos claims, future settlement costs, and the effectiveness of defense strategies and settlement initiatives.

As a result, Zurn's actual liability could differ from the estimate described herein. Further, while this current asbestos liability is based on an estimate of claims through the next ten years, such liability may continue beyond that time frame, and such liability could be substantial.

Management estimates that its available insurance to cover its potential asbestos liability as of July 2, 2011, is approximately \$266.1 million, and believes that all current claims are covered by this insurance. However, principally as a result of the past insolvency of certain of the Company's insurance carriers, certain coverage gaps will exist if and after the Company's other carriers have paid the first \$190.1 million of aggregate liabilities. In order for the next \$51.0 million of insurance coverage from solvent carriers to apply, management estimates that it would need to satisfy \$14.0 million of asbestos claims. Layered within the final \$25.0 million of the total \$266.1 million of coverage, management estimates that it would need to satisfy an additional \$80.0 million of asbestos claims. If required to pay any such amounts, the Company could pursue recovery against the insolvent carriers, but it is not currently possible to determine the likelihood or amount of such recoveries, if any.

As of July 2, 2011, the Company recorded a receivable from its insurance carriers of \$65.0 million, which corresponds to the amount of its potential asbestos liability that is covered by available insurance and is currently determined to be probable of recovery. However, there is no assurance that \$266.1 million of insurance coverage will ultimately be available or that Zurn's asbestos liabilities will not ultimately exceed \$266.1 million. Factors that could cause a decrease in the amount of available coverage include: changes in law governing the policies, potential disputes with the carriers regarding the scope of coverage, and insolvencies of one or more of the Company's carriers.

The Company's subsidiaries, Zurn PEX, Inc. and Zurn Industries, LLC (formerly known as Zurn Industries, Inc.), have been named as defendants in fourteen lawsuits, brought between July 2007 and December 2009, in various United States courts (MN, ND, CO, NC, MT, AL, VA, LA, NM, MI and HI). The plaintiffs in these suits represent (in the case of the proceedings in Minnesota), or seek to represent, a class of plaintiffs alleging damages due to the alleged failure or anticipated failure of the Zurn brass crimp fittings on the PEX plumbing systems in homes and other structures. The complaints assert various causes of action, including but not limited to negligence, breach of warranty, fraud, and violations of the Magnuson Moss Act and certain

state consumer protection laws, and seek declaratory and injunctive relief, and damages (including punitive damages). All but the Hawaii suit, which remains in Hawaii state court, have been transferred to a multi-district litigation docket in the District of Minnesota for coordinated pretrial proceedings. The court in the Minnesota proceedings certified certain classes of plaintiffs in Minnesota for negligence and negligent failure to warn claims and for breach of warranty claims. On July 6, 2011, the U.S. Court of Appeals for the 8th Circuit affirmed the class certification order of the Minnesota court. Class certification has not been granted in the other state court actions. The Company's insurance carriers currently are funding the Company's defense in these proceedings; however, they have filed suit for a declaratory judgment in Florida state court challenging their coverage obligations with respect to certain classes of claims. The Florida suit currently is stayed, pending resolution of the underlying claims. Although the Company continues to vigorously defend itself in the various court proceedings and continues to vigorously pursue insurance coverage, the uncertainties of litigation, and insurance coverage and collection, as well as the actual number or value of claims, may subject the Company to substantial liability that could have a material adverse effect on the Company.

12. Retirement Benefits

The components of net periodic benefit cost are as follows (in millions):

	First Quarter Ended	
	July 2, 2011	July 3, 2010
Pension Benefits:		
Service cost	\$ 0.5	\$ 0.5
Interest cost	8.4	8.4
Expected return on plan assets	(8.3)	(9.2)
Amortization of:		
Prior service cost	0.1	0.1
Net periodic benefit cost (income)	<u>\$ 0.7</u>	<u>\$ (0.2)</u>
Other Postretirement Benefits:		
Service cost	\$ —	\$ —
Interest cost	0.5	0.5
Amortization:		
Prior service cost	(0.5)	(0.5)
Net periodic benefit cost	<u>\$ —</u>	<u>\$ —</u>

The net periodic benefit cost for the first quarter of fiscal 2012 is higher compared to the first quarter of fiscal 2011 due to a change in management's assumption in expected return on plan assets as the pension plan investment strategy migrates towards more fixed income investments.

During the first quarter of fiscal 2012 and 2011, the Company made contributions of \$1.6 million and \$1.4 million, respectively, to its U.S. qualified pension plan trusts.

13. Stock Options

ASC 718, *Compensation-Stock Compensation* ("ASC 718"), requires compensation costs related to share-based payment transactions to be recognized in the financial statements. Generally, compensation cost is measured based on the grant-date fair value of the equity or liability instruments issued. In addition, liability awards are re-measured each reporting period. Compensation cost is recognized over the requisite service period, generally as the awards vest. As a nonpublic entity that previously used the minimum value method for pro forma disclosure purposes under the prior authoritative literature, the Company adopted ASC 718 using the prospective transition method of adoption on April 1, 2006. Accordingly, the provisions of this guidance are applied prospectively to new awards and to awards modified, repurchased or cancelled after the adoption date. In connection with the Apollo Management L.P. ("Apollo") transaction, all previously outstanding stock options became fully vested and were either cashed out or rolled into fully-vested stock options of Rexnord Corporation. On July 22, 2006, a total of 577,945 of stock options were rolled over, each with an exercise price of \$7.13. As of July 2, 2011, 377,623 of these rollover stock options remained outstanding.

In connection with the Apollo transaction, the Board of Directors of Rexnord Corporation adopted, and stockholders approved, Rexnord Corporation's 2006 Stock Option Plan (the "Option Plan"). Persons eligible to receive options under the Option Plan include officers, employees or directors of Rexnord Corporation or any of its subsidiaries and certain consultants and advisors to Rexnord Corporation or any of its subsidiaries. The maximum number of shares of Rexnord Corporation common stock that may be issued or transferred pursuant to options under the Option Plan equals 2,700,000 shares (excluding rollover options mentioned above). Approximately 50% of the options granted under the Option Plan vest ratably over five years from the date of grant; the remaining 50% of the options are eligible to vest based on the Company's achievement of earnings before interest, taxes, depreciation and amortization ("EBITDA") targets and debt repayment targets for fiscal years 2007 through 2016.

The fair value of each option granted under the Option Plan during the three months ended July 2, 2011 was estimated on the date of grant using the Black-Scholes valuation model that uses the following assumptions: expected volatility of 34% based on the expected volatility of publicly-traded companies within the Company's industry; an expected term of 7.5 years based on the midpoint between when the options vest and when they expire; a weighted average risk free interest rate of 2.41% based on the U.S. Treasury yield curve in effect at the date of grant; and expected dividends of zero. The weighted average grant date fair value of the 12,500 options granted under the Option Plan between April 1, 2011 and July 2, 2011 was \$32.52.

For the first quarter ended July 2, 2011, the Company recorded \$1.2 million of stock-based compensation expense. For the first quarter ended July 3, 2010, the Company recorded \$1.3 million of stock-based compensation expense. As of July 2, 2011, there was \$6.8 million of total unrecognized compensation cost related to non-vested stock options granted under the Option Plan. That cost is expected to be recognized over a weighted average period of 2.6 years.

The following table presents the Company's stock option activity during the first three months of fiscal 2012 and 2011:

	Period from April 1, 2011 through July 2, 2011		Period from April 1, 2010 through July 3, 2010	
	Shares	Weighted Avg. Exercise Price	Shares	Weighted Avg. Exercise Price
Number of shares under option:				
Outstanding at beginning of period (1)	2,570,513	\$ 19.73	2,498,666	\$ 18.25
Granted	12,500	78.00	—	—
Exercised	(1,313)	20.00	—	—
Canceled/Forfeited	(1,400)	20.00	(14,649)	19.95
Outstanding at end of period (1) (2)	2,580,300	\$ 20.02	2,484,017	\$ 18.24
Exercisable at end of period (3)	1,770,098	\$ 17.98	1,363,114	\$ 16.47

(1) Includes 377,623 roll-over options as of July 2, 2011.

(2) The weighted average remaining contractual life of options outstanding at July 2, 2011 is 6.3 years.

(3) The weighted average remaining contractual life of options exercisable at July 2, 2011 is 5.7 years.

14. Business Segment Information

The results of operations are reported in two business segments, consisting of the Process & Motion Control platform and the Water Management platform. The Process & Motion Control platform designs, manufactures, markets and services specified, highly engineered mechanical components used within complex systems where our customers' reliability requirements and cost of failure or downtime is extremely high. The Process & Motion Control product portfolio includes gears, couplings, industrial bearings, aerospace bearings and seals, FlatTop™ chain, engineered chain and conveying equipment. This segment serves a diverse group of end-markets, including mining, general industrial applications, cement and aggregates, agriculture, forest and wood products, petrochemical, energy, food & beverage, aerospace and wind energy. The Water Management platform designs, procures, manufactures and markets products that provide and enhance water quality, safety, flow control and conservation. The Water Management product portfolio includes professional grade specification drainage products, flush valves and faucet products, backflow prevention pressure release valves, PEX piping and engineered valves and gates for the water and wastewater treatment market. The financial information of the Company's segments is regularly evaluated by the chief operating decision makers in determining resource allocation and assessing performance and is periodically reviewed by the Company's Board of Directors. Management evaluates the performance of each business segment based on its operating results. The same accounting policies are used throughout the organization (see Note 1).

Business Segment Information:
(In Millions)

	First Quarter Ended	
	July 2, 2011	July 3, 2010
Net sales		
Process & Motion Control	\$ 331.2	\$ 265.5
Water Management	145.0	141.8
Consolidated	<u>\$ 476.2</u>	<u>\$ 407.3</u>
Income from operations		
Process & Motion Control	\$ 50.3	\$ 34.9
Water Management	19.8	23.3
Corporate	(7.1)	(6.6)
Consolidated	<u>\$ 63.0</u>	<u>\$ 51.6</u>
Non-operating expense:		
Interest expense, net	\$ (43.3)	\$ (45.3)
Loss on the extinguishment of debt	—	(100.8)
Other expense, net	(0.2)	(18.5)
Income (loss) before income taxes	19.5	(113.0)
Benefit for income taxes	(4.7)	(37.2)
Net income (loss)	<u>\$ 24.2</u>	<u>\$ (75.8)</u>
Depreciation and Amortization		
Process & Motion Control	\$ 20.5	\$ 19.8
Water Management	6.7	6.5
Consolidated	<u>\$ 27.2</u>	<u>\$ 26.3</u>
Capital Expenditures		
Process & Motion Control	\$ 6.1	\$ 3.5
Water Management	2.0	0.9
Consolidated	<u>\$ 8.1</u>	<u>\$ 4.4</u>
	July 2, 2011	March 31, 2011
Total Assets		
Process & Motion Control	\$ 2,179.9	\$ 2,305.7
Water Management	757.2	765.0
Corporate	26.9	30.4
Consolidated	<u>\$ 2,964.0</u>	<u>\$ 3,101.1</u>

15. Guarantor Subsidiaries

The following schedules present condensed consolidating financial information of the Company at July 2, 2011 and March 31, 2011 and for the three months ended July 2, 2011 and July 3, 2010 for: (a) RBS Global, Inc. and its wholly-owned subsidiary Rexnord LLC, which together are co-issuers (the “Issuers”) of the outstanding senior notes and senior subordinated notes; (b) on a combined basis, the domestic subsidiaries of the Company, all of which are wholly-owned by the Issuers (collectively, the “Guarantor Subsidiaries”); and (c) on a combined basis, the foreign subsidiaries of the Company (collectively, the “Non-Guarantor Subsidiaries”). Separate financial statements of the Guarantor Subsidiaries are not presented because their guarantees of the senior notes and senior subordinated notes are full, unconditional and joint and several, and the Company believes separate financial statements and other disclosures regarding the Guarantor Subsidiaries are not material to investors.

Condensed Consolidating Balance Sheet
July 2, 2011
(in Millions)

	Issuers	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Assets					
Current assets:					
Cash and cash equivalents	\$ —	\$ 145.6	\$ 80.6	\$ —	\$ 226.2
Receivables, net	—	191.3	102.5	—	293.8
Inventories, net	—	221.1	69.7	—	290.8
Other current assets	4.5	14.4	19.1	—	38.0
Total current assets	4.5	572.4	271.9	—	848.8
Receivable from (payable to) affiliates, net	24.7	—	(24.7)	—	—
Property, plant and equipment, net	—	270.0	83.2	—	353.2
Intangible assets, net	—	603.8	36.0	—	639.8
Goodwill	—	829.3	194.5	—	1,023.8
Investment in:					
Guarantor subsidiaries	1,531.8	—	—	(1,531.8)	—
Non-guarantor subsidiaries	—	657.9	—	(657.9)	—
Insurance for asbestos claims	—	65.0	—	—	65.0
Pension assets	—	5.0	0.1	—	5.1
Other assets	25.6	2.4	0.3	—	28.3
Total assets	<u>\$ 1,586.6</u>	<u>\$ 3,005.8</u>	<u>\$ 561.3</u>	<u>\$ (2,189.7)</u>	<u>\$ 2,964.0</u>
Liabilities and stockholders' (deficit) equity					
Current liabilities:					
Current portion of long-term debt	\$ 2.0	\$ —	\$ 7.7	\$ —	\$ 9.7
Trade payables	—	118.6	48.0	—	166.6
Compensation and benefits	—	36.1	14.0	—	50.1
Current portion of pension and postretirement benefit obligations	—	3.9	2.3	—	6.2
Interest payable	35.1	1.5	0.4	—	37.0
Other current liabilities	9.5	61.6	18.7	—	89.8
Total current liabilities	46.6	221.7	91.1	—	359.4
Long-term debt	2,206.4	0.5	2.3	—	2,209.2
Note (receivable from) payable to affiliates, net	(749.3)	1,015.4	(266.1)	—	—
Pension and postretirement benefit obligations	—	69.7	42.3	—	112.0
Deferred income taxes	96.5	88.0	22.8	—	207.3
Reserve for asbestos claims	—	65.0	—	—	65.0
Other liabilities	21.3	13.7	11.0	—	46.0
Total liabilities	1,621.5	1,474.0	(96.6)	—	2,998.9
Total stockholders' (deficit) equity	(34.9)	1,531.8	657.9	(2,189.7)	(34.9)
Total liabilities and stockholders' (deficit) equity	<u>\$ 1,586.6</u>	<u>\$ 3,005.8</u>	<u>\$ 561.3</u>	<u>\$ (2,189.7)</u>	<u>\$ 2,964.0</u>

Condensed Consolidating Balance Sheet
March 31, 2011
(in Millions)

	Issuers	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Assets					
Current assets:					
Cash and cash equivalents	\$ —	\$ 304.3	\$ 86.0	\$ —	\$ 390.3
Receivables, net	—	179.2	90.9	—	270.1
Inventories, net	—	217.6	66.2	—	283.8
Other current assets	—	15.3	21.2	—	36.5
Total current assets	—	716.4	264.3	—	980.7
Receivable from (payable to) affiliates, net	24.7	—	(24.7)	—	—
Property, plant and equipment, net	—	274.2	84.2	—	358.4
Intangible assets, net	—	615.7	29.0	—	644.7
Goodwill	—	826.6	189.6	—	1,016.2
Investment in:					
Guarantor subsidiaries	1,592.2	—	—	(1,592.2)	—
Non-guarantor subsidiaries	—	644.2	—	(644.2)	—
Insurance for asbestos claims	—	65.0	—	—	65.0
Pension assets	—	4.6	—	—	4.6
Other assets	31.5	0.8	(0.8)	—	31.5
Total assets	<u>\$ 1,648.4</u>	<u>\$ 3,147.5</u>	<u>\$ 541.6</u>	<u>\$ (2,236.4)</u>	<u>\$ 3,101.1</u>
Liabilities and stockholders' equity					
Current liabilities:					
Current portion of long-term debt	\$ 2.0	\$ —	\$ 9.0	\$ —	\$ 11.0
Trade payables	—	125.4	56.3	—	181.7
Compensation and benefits	—	51.0	16.9	—	67.9
Current portion of pension and postretirement benefit obligations	—	3.9	2.2	—	6.1
Interest payable	50.0	1.3	—	—	51.3
Other current liabilities	8.8	61.7	14.9	—	85.4
Total current liabilities	60.8	243.3	99.3	—	403.4
Long-term debt	2,206.9	0.5	2.5	—	2,209.9
Note (receivable from) payable to affiliates, net	(776.3)	1,056.9	(280.6)	—	—
Pension and postretirement benefit obligations	—	71.5	41.7	—	113.2
Deferred income taxes	96.4	104.2	23.5	—	224.1
Reserve for asbestos claims	—	65.0	—	—	65.0
Other liabilities	22.2	13.9	11.0	—	47.1
Total liabilities	1,610.0	1,555.3	(102.6)	—	3,062.7
Total stockholders' equity	38.4	1,592.2	644.2	(2,236.4)	38.4
Total liabilities and stockholders' equity	<u>\$ 1,648.4</u>	<u>\$ 3,147.5</u>	<u>\$ 541.6</u>	<u>\$ (2,236.4)</u>	<u>\$ 3,101.1</u>

Condensed Consolidating Statement of Operations
Three Months Ended July 2, 2011
(in Millions)

	Issuers	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	\$ —	\$ 354.3	\$ 147.1	\$ (25.2)	\$ 476.2
Cost of sales	—	231.6	102.9	(25.2)	309.3
Gross profit	—	122.7	44.2	—	166.9
Selling, general and administrative expenses	—	67.5	23.9	—	91.4
Amortization of intangible assets	—	12.0	0.5	—	12.5
Income from operations	—	43.2	19.8	—	63.0
Non-operating (expense) income:					
Interest expense, net:					
To third parties	(43.0)	(0.2)	(0.1)	—	(43.3)
To affiliates	29.6	(26.0)	(3.6)	—	—
Other (expense) income, net	(0.8)	3.6	(3.0)	—	(0.2)
(Loss) income before income taxes	(14.2)	20.6	13.1	—	19.5
(Benefit) provision for income taxes	(5.0)	(4.5)	4.8	—	(4.7)
(Loss) income before equity in income of subsidiaries	(9.2)	25.1	8.3	—	24.2
Equity in income of subsidiaries	33.4	8.3	—	(41.7)	—
Net income	<u>\$ 24.2</u>	<u>\$ 33.4</u>	<u>\$ 8.3</u>	<u>\$ (41.7)</u>	<u>\$ 24.2</u>

Condensed Consolidating Statement of Operations
Three Months Ended July 3, 2010
(in Millions)

	Issuers	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	\$ —	\$ 312.5	\$ 113.8	\$ (19.0)	\$ 407.3
Cost of sales	—	204.3	80.2	(19.0)	265.5
Gross profit	—	108.2	33.6	—	141.8
Selling, general and administrative expenses	—	60.3	17.9	—	78.2
Amortization of intangible assets	—	11.9	0.1	—	12.0
Income from operations	—	36.0	15.6	—	51.6
Non-operating income (expense):					
Interest expense, net:					
To third parties	(45.3)	0.1	(0.1)	—	(45.3)
To affiliates	30.0	(26.4)	(3.6)	—	—
Loss on debt extinguishment	(100.8)	—	—	—	(100.8)
Other (expense) income, net	(0.8)	3.4	(21.1)	—	(18.5)
(Loss) income before income taxes	(116.9)	13.1	(9.2)	—	(113.0)
(Benefit) provision for income taxes	(37.3)	3.4	(3.3)	—	(37.2)
(Loss) income before equity in earnings (loss) of subsidiaries	(79.6)	9.7	(5.9)	—	(75.8)
Equity in income (loss) of subsidiaries	3.8	(5.9)	—	2.1	—
Net (loss) income	\$ (75.8)	\$ 3.8	\$ (5.9)	\$ 2.1	\$ (75.8)

Condensed Consolidating Statement of Cash Flows
Three Months Ended July 2, 2011
(in Millions)

	Issuers	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Operating activities					
Net income	\$ 24.2	\$ 33.4	\$ 8.3	\$ (41.7)	\$ 24.2
Non-cash adjustments	(31.4)	6.3	4.2	41.7	20.8
Changes in operating assets and liabilities, including intercompany activity	109.0	(173.1)	(16.9)	—	(81.0)
Cash provided by (used for) operating activities	101.8	(133.4)	(4.4)	—	(36.0)
Investing activities					
Expenditures for property, plant and equipment	—	(7.1)	(1.0)	—	(8.1)
Acquisition, net of cash	—	(18.2)	—	—	(18.2)
Cash used for investing activities	—	(25.3)	(1.0)	—	(26.3)
Financing activities					
Repayments of long-term debt	(0.5)	—	(0.2)	—	(0.7)
Proceeds from borrowings of short-term debt	—	—	0.3	—	0.3
Repayments of short-term debt	—	—	(1.5)	—	(1.5)
Payment of deferred financing fees	(1.3)	—	—	—	(1.3)
Dividend payment to parent company	(100.0)	—	—	—	(100.0)
Cash used for financing activities	(101.8)	—	(1.4)	—	(103.2)
Effect of exchange rate changes on cash and cash equivalents	—	—	1.4	—	1.4
Decrease in cash and cash equivalents	—	(158.7)	(5.4)	—	(164.1)
Cash and cash equivalents at beginning of period	—	304.3	86.0	—	390.3
Cash and cash equivalents at end of period	\$ —	\$ 145.6	\$ 80.6	\$ —	\$ 226.2

Condensed Consolidating Statement of Cash Flows
Three Months Ended July 3, 2010
(in Millions)

	Issuers	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Operating activities					
Net (loss) income	\$ (75.8)	\$ 3.8	\$ (5.9)	\$ 2.1	\$ (75.8)
Non-cash adjustments	99.2	47.7	2.9	(2.1)	147.7
Changes in operating assets and liabilities, including intercompany activity	(22.5)	(28.6)	0.3	—	(50.8)
Cash provided by (used for) operating activities	0.9	22.9	(2.7)	—	21.1
Investing activities					
Expenditures for property, plant and equipment	—	(3.6)	(0.8)	—	(4.4)
Proceeds from sale of unconsolidated affiliates	—	0.9	—	—	0.9
Cash used for investing activities	—	(2.7)	(0.8)	—	(3.5)
Financing activities					
Proceeds from borrowings of long-term debt	1,145.0	—	—	—	1,145.0
Repayments of long-term debt	(1,067.8)	—	(0.3)	—	(1,068.1)
Proceeds from borrowings of short-term debt	—	—	1.6	—	1.6
Payment of deferred financing fees	(14.6)	—	—	—	(14.6)
Payment of tender premium	(63.5)	—	—	—	(63.5)
Cash (used for) provided by financing activities	(0.9)	—	1.3	—	0.4
Effect of exchange rate changes on cash and cash equivalents	—	—	(2.6)	—	(2.6)
Increase (decrease) in cash and cash equivalents	—	20.2	(4.8)	—	15.4
Cash and cash equivalents at beginning of period	—	203.3	59.9	—	263.2
Cash and cash equivalents at end of period	\$ —	\$ 223.5	\$ 55.1	\$ —	\$ 278.6

16. Subsequent Events

The Company evaluated subsequent events from the balance sheet date of July 2, 2011 through August 2, 2011 and has concluded that the following subsequent events occurred during such period:

On July 19, 2011, the Company sold to a third party substantially all of the assets and transferred substantially all of the liabilities of a German subsidiary that operates a non-core portion of the Company's European Process & Motion Control business. The sale price was \$4.0 million in cash, subject to an adjustment for trade working capital. As a result of this transaction, the Company anticipates recording a pre-tax loss on divestiture of approximately \$7.0 million during the second quarter of fiscal 2012. The transaction is not expected to have a material effect on the Company's financial condition or results of operations.

On July 22, 2011, the Company entered into a definitive agreement to acquire 100% of the outstanding stock of VAG Holding GmbH ("VAG") for an estimated aggregate transaction value of €175 million. The consummation of the transaction is subject to customary closing conditions and is expected to close within 90 days of signing the agreement. VAG is a global leader in the design and manufacture of valves and engineered solutions across a broad range of applications, including water distribution, wastewater treatment, dams and hydropower generation as well as various other industrial applications. This acquisition is expected to be highly complementary to the Company's existing Water Management platform and will allow the Company to further expand into key markets outside of North America. VAG employs approximately 1,200 associates worldwide and reported net sales of approximately €140 million for the twelve months ended June 30, 2011. Headquartered in Mannheim, Germany, VAG currently operates three other principal manufacturing operations in Hodonin, Czech Republic, Secunderabad, India and Taicang, China as well as sales offices in eighteen countries to service its global customer base.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Critical Accounting Policies and Estimates

The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States which require us to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements and revenues and expenses during the periods reported. Actual results could differ from those estimates. Refer to Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A"), of our Annual Report on Form 10-K for the fiscal year ended March 31, 2011 for information with respect to our critical accounting policies, which we believe could have the most significant effect on our reported results and require subjective or complex judgments by management. Except for the items reported below, management believes that as of July 2, 2011 and during the period from April 1, 2011 through July 2, 2011, there has been no material change to this information.

Autogard Holdings Limited Acquisition

On April 2, 2011, we acquired Autogard Holdings Limited and affiliates ("Autogard") for a total cash purchase price of \$18.2 million, net of cash acquired. Autogard is a European-based manufacturer of torque limiters and couplings. The acquisition further expands our global Process & Motion Control platform and will allow us to provide increased capabilities and support to our global customer base. As a result of this transaction, based on the preliminary purchase price allocation, we acquired \$15.3 million of intangible assets consisting of \$7.7 million of goodwill (which is not deductible for tax purposes) and \$7.6 million of all other intangible assets. The preliminary purchase price is subject to final working capital and valuation adjustments which are expected to be completed within fiscal 2012. Our results of operations include Autogard subsequent to April 2, 2011.

Recent Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board issued an update to Accounting Standards Codification ("ASC") No. 220, "Presentation of Comprehensive Income," which no longer permits presentation of other comprehensive income and its components in the statement of shareholders' equity. Rather, we shall elect to present the items of net income and other comprehensive income in a single continuous statement of comprehensive income or in two separate, but consecutive, statements. Under either method the statement shall be presented with equal prominence as the other primary financial statements. The amended guidance, which must be applied retroactively, is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with earlier adoption permitted.

Evaluation of Subsequent Events

We evaluated subsequent events from the balance sheet date of July 2, 2011 through August 2, 2011.

On July 19, 2011, we sold to a third party substantially all of the assets and transferred substantially all of the liabilities of a German subsidiary that operates a non-core portion of our European Process & Motion Control business. The sale price was \$4.0 million in cash, subject to an adjustment for trade working capital. As a result of this transaction, we anticipate recording a pre-tax loss on divestiture of approximately \$7.0 million during the second quarter of fiscal 2012. The transaction is not expected to have a material effect on our financial condition or results of operations.

On July 22, 2011, we entered into a definitive agreement to acquire 100% of the outstanding stock of VAG Holding GmbH ("VAG") for an estimated aggregate transaction value of €175 million. The consummation of the transaction is subject to customary closing conditions and is expected to close within 90 days of signing the agreement. VAG is a global leader in the design and manufacture of valves and engineered solutions across a broad range of applications, including water distribution, wastewater treatment, dams and hydropower generation as well as various other industrial applications. This acquisition is expected to be highly complementary to our existing Water Management platform and will allow us to further expand into key markets outside of North America. VAG employs approximately 1,200 associates world-wide and reported net sales of approximately €140 million for the twelve months ended June 30, 2011. Headquartered in Mannheim, Germany, VAG currently operates three other principal manufacturing operations in Hodonin, Czech Republic, Secunderabad, India and Taicang, China as well as sales offices in eighteen countries to service its global customer base.

Fiscal Year

Our fiscal year ends on March 31. Throughout this MD&A, we refer to the period from April 1, 2011 through July 2, 2011 as the "first quarter of fiscal 2012" or the "first quarter ended July 2, 2011." Similarly, we refer to the period from April 1, 2010 through July 3, 2010 as the "first quarter of fiscal 2011" or the "first quarter ended July 3, 2010."

Results of Operations

General

Rexnord is a growth-oriented, multi-platform industrial company with what we believe are leading market shares and highly trusted brands that serve a diverse array of global end-markets. Our heritage of innovation and specification have allowed us to provide highly engineered, mission critical solutions to customers for decades and affords us the privilege of having long-term, valued relationships with market leaders. We operate our company in a disciplined way and the Rexnord Business System (“RBS”) is our operating philosophy. Grounded in the spirit of continuous improvement, RBS creates a scalable, process-based framework that focuses on driving superior customer satisfaction and financial results by targeting world-class operating performance throughout all aspects of our business.

The following information should be read in conjunction with the consolidated financial statements and notes thereto, along with Item 7 “MD&A” in our Annual Report on Form 10-K for the fiscal year ended March 31, 2011.

Consolidated Overview

Net sales for the first quarter of fiscal 2012 increased 16.9% from the prior year to \$476.2 million. Core net sales, which excludes foreign currency fluctuations, increased by 13.8% year-over-year driven by the increased demand we experienced across the majority of our Process & Motion Control end-markets and low single-digit growth in our Water Management end-markets.

Our backlog as of July 2, 2011 was \$412 million compared to \$388 million as of March 31, 2011, an increase of approximately 6.1% in the first three months. The backlog improvement during the first three months of fiscal 2012 is primarily the result of strong order rates within our Process & Motion Control businesses.

Income from operations for the first quarter of fiscal 2012 increased 22.1% to \$63.0 million compared to the first quarter of fiscal 2011. Income from operations as a percent of net sales increased 50 basis points from the prior year to 13.2%, net of a 20 basis point unfavorable impact related to fair value inventory adjustments under purchase accounting. The improvement in income from operations as a percent of net sales was primarily driven by productivity gains and the impact of improved operating leverage on higher year-over-year sales volume which was partially offset by the impact of profit variability of certain long lead time projects and targeted investments in new product development and global growth capabilities.

First Quarter Ended July 2, 2011 Compared with the First Quarter Ended July 3, 2010:

Net sales

(Dollars in Millions)

	Quarter Ended		Change	% Change
	July 2, 2011	July 3, 2010		
Process & Motion Control	\$ 331.2	\$ 265.5	\$ 65.7	24.7%
Water Management	145.0	141.8	3.2	2.3%
Consolidated	\$ 476.2	\$ 407.3	\$ 68.9	16.9%

Process & Motion Control

Process & Motion Control net sales in the first quarter of fiscal 2012 increased 24.7% from the prior year to \$331.2 million. Core net sales, which excludes foreign currency fluctuations, increased by 20.2% year-over-year, driven by continued strong international growth, solid demand in North America and market share gains across many of our product lines.

Water Management

Water Management net sales in the first quarter of fiscal 2012 increased 2.3% from the prior year to \$145.0 million. Core net sales, which excludes foreign currency fluctuations, increased by 1.8% year-over-year, driven by market share gains and growth in alternative markets, which more than offset the continued weakness in the commercial construction markets.

Income (loss) from operations

(Dollars in Millions)

	Quarter Ended		Change	% Change
	July 2, 2011	July 3, 2010		
Process & Motion Control	\$ 50.3	\$ 34.9	\$ 15.4	44.1 %
<i>% of net sales</i>	15.2%	13.1%	2.1 %	
Water Management	19.8	23.3	(3.5)	(15.0)%
<i>% of net sales</i>	13.7%	16.4%	(2.7)%	
Corporate	(7.1)	(6.6)	(0.5)	(7.6)%
Consolidated	\$ 63.0	\$ 51.6	\$ 11.4	22.1 %
<i>% of net sales</i>	13.2%	12.7%	0.5 %	

Process & Motion Control

Process & Motion Control income from operations for the first quarter of fiscal 2012 improved 44.1% to \$50.3 million compared to the first quarter of fiscal 2011. Income from operations as a percent of net sales increased 210 basis points from the prior year first quarter to 15.2%. The improvement in fiscal 2012 operating margin is primarily the result of productivity gains and improved operating leverage on higher year-over-year sales volume partially offset by growth investments.

Water Management

Water Management income from operations for the first quarter of fiscal 2012 declined 15.0% to \$19.8 million compared to the first quarter of fiscal 2011. Income from operations as a percent of sales decreased 270 basis points from the prior year first quarter to 13.7%. The decline in fiscal 2012 operating margin is primarily the result of profit variability of certain projects shipping from backlog as well as higher year-over-year material costs. We anticipate recently implemented price increases and an improving backlog margin to have a positive impact on Water Management over the course of the year.

Corporate

Corporate expenses increased by 7.6% from \$6.6 million in the first quarter of fiscal 2011 to \$7.1 million in the first quarter of fiscal 2012.

Interest expense, net

Interest expense, net was \$43.3 million in the first quarter of fiscal 2012 compared to \$45.3 million in the first quarter of fiscal 2011. The year-over-year reduction in interest expense is primarily the result of the lower weighted average fixed borrowing rates, partially offset by a slight increase in average debt outstanding as a result of the higher amount of notes issued in connection with the April 2010 refinancing.

Other expense, net

Other expense, net for the quarter ended July 2, 2011, consists of management fee expense of \$0.7 million, foreign currency transaction gains of \$0.6 million and other miscellaneous losses of \$0.1 million. Other expense, net for the quarter ended July 3, 2010, consists of management fee expense of \$0.8 million, foreign currency transaction losses of \$17.6 million and other miscellaneous losses of \$0.1 million.

Benefit for income taxes

The income tax benefit was \$4.7 million in the first quarter of fiscal 2012 compared to an income tax benefit of \$37.2 million in the first quarter of fiscal 2011. Our effective income tax rate for the first quarter of fiscal 2012 was (24.1)% versus 32.9% in the first quarter of fiscal 2011. The effective tax rate for the first quarter of fiscal 2012 includes a significant decrease in the valuation allowance for U.S. foreign tax credit carryforwards for which realization of such benefits is now deemed more-likely-than-not, partially reduced by the accrual of state income taxes and the accrual of interest expense (through income tax expense) relating to unrecognized tax benefits. The effective tax rate for the first quarter of fiscal 2011 includes the accrual of state income taxes, the accrual of interest expense (through income tax expense) relating to unrecognized tax benefits and an increase in the valuation allowance for U.S. state net operating losses and foreign tax credits generated during this period for which realization of such benefits is not deemed more-likely-than-not.

Net income (loss)

Our net income for the first quarter of fiscal 2012 was \$24.2 million compared to net loss of \$75.8 million in the first quarter of fiscal 2011 as a result of the factors described above.

Non-GAAP Financial Measure

In addition to net income (loss), we believe Adjusted EBITDA (as described below in “Covenant Compliance”) is an important measure under our senior secured credit facilities, as our ability to incur certain types of acquisition debt and certain types of subordinated debt, make certain types of acquisitions or asset exchanges, operate our business and make dividends or other distributions, all of which will impact our financial performance, is impacted by our Adjusted EBITDA, as our lenders measure our performance by comparing the ratio of our senior secured bank debt to our Adjusted EBITDA (see “Covenant Compliance” for additional discussion of this ratio, including a reconciliation to our net income (loss)). We reported Adjusted EBITDA of \$93.6 million in the first quarter of fiscal 2012, and net income for the same period of \$24.2 million.

Covenant Compliance

The credit agreement and indentures that govern our notes contain, among other provisions, restrictive covenants regarding indebtedness, payments and distributions, mergers and acquisitions, asset sales, affiliate transactions, capital expenditures and the maintenance of certain financial ratios. Payment of borrowings under the senior secured credit facilities and indentures that govern our notes may be accelerated if there is an event of default. Events of default include the failure to pay principal and interest when due, a material breach of a representation or warranty, covenant defaults, events of bankruptcy and a change of control. Certain covenants contained in the credit agreement that governs our senior secured credit facilities restrict our ability to take certain actions, such as incurring additional debt or making acquisitions, if we are unable to meet certain maximum senior secured bank debt to Adjusted EBITDA ratios and, with respect to our revolving facility, also require us to remain at or below a certain maximum senior secured bank debt to Adjusted EBITDA ratio as of the end of each fiscal quarter. Certain covenants contained in the indentures that govern our notes restrict our ability to take certain actions, such as incurring additional debt or making acquisitions, if we are unable to achieve a minimum Adjusted EBITDA to Fixed Charges ratio. Under such indentures, our ability to incur additional indebtedness and our ability to make future acquisitions under certain circumstances requires us to have an Adjusted EBITDA to Fixed Charges ratio (measured on a last twelve months, or LTM, basis) of at least 2.0 to 1.0. Failure to comply with this covenant could limit our long-term growth prospects by hindering our ability to obtain future debt or make acquisitions.

“Fixed Charges” is defined in our indentures as net interest expense, excluding the amortization or write-off of deferred financing costs.

“Adjusted EBITDA” is defined in our senior secured credit facilities as net income, adjusted for the items summarized in the table below. Adjusted EBITDA is intended to show our unleveraged, pre-tax operating results and therefore reflects our financial performance based on operational factors, excluding non-operational, non-cash or non-recurring losses or gains. Adjusted EBITDA is not a presentation made in accordance with GAAP, and our use of the term Adjusted EBITDA varies from others in our industry. This measure should not be considered as an alternative to net income, income from operations or any other performance measures derived in accordance with GAAP. Adjusted EBITDA has important limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our results as reported under GAAP. For example, Adjusted EBITDA does not reflect: (a) our capital expenditures, future requirements for capital expenditures or contractual commitments; (b) changes in, or cash requirements for, our working capital needs; (c) the significant interest expenses, or the cash requirements necessary to service interest or principal payments, on our debt; (d) tax payments that represent a reduction in cash available to us; (e) any cash requirements for the assets being depreciated and amortized that may have to be replaced in the future; (f) management fees that may be paid to Apollo; or (g) the impact of earnings or charges resulting from matters that we and the lenders under our secured senior credit facilities may not consider indicative of our ongoing operations. In particular, our definition of Adjusted EBITDA allows us to add back certain non-cash, non-operating or non-recurring charges that are deducted in calculating net income, even though these are expenses that may recur, vary greatly and are difficult to predict and can represent the effect of long-term strategies as opposed to short-term results. In addition, certain of these expenses can represent the reduction of cash that could be used for other corporate purposes. Further, although not included in the calculation of Adjusted EBITDA below, the measure may at times allow us to add estimated cost savings and operating synergies related to operational changes ranging from acquisitions to dispositions to restructurings and/or exclude one-time transition expenditures that we anticipate we will need to incur to realize cost savings before such savings have occurred.

As of the date of this filing, the calculation of Adjusted EBITDA under the credit agreement and indentures that govern our notes result in a substantially identical calculation. However, the results of such calculations could differ in the future based on the different types of adjustments that may be included in such respective calculations at the time.

Set forth below is a reconciliation of net (loss) income to Adjusted EBITDA for the periods indicated below.

(in millions)	Three months ended July 3, 2010	Year ended March 31, 2011	Three months ended July 2, 2011	Twelve months ended July 2, 2011
Net (loss) income	\$ (75.8)	\$ (36.4)	\$ 24.2	\$ 63.6
Interest expense, net	45.3	173.7	43.3	171.7
Income tax benefit	(37.2)	(17.9)	(4.7)	14.6
Depreciation and amortization	26.3	106.1	27.2	107.0
EBITDA	\$ (41.4)	\$ 225.5	\$ 90.0	\$ 356.9
<i>Adjustments to EBITDA:</i>				
Loss on extinguishment of debt (1)	100.8	100.8	—	—
Impact of inventory fair value adjustment	—	—	0.8	0.8
Stock option expense	1.3	5.6	1.2	5.5
LIFO expense (2)	1.0	4.9	1.4	5.3
Other expense (income), net (3)	18.5	(1.1)	0.2	(19.4)
Subtotal of adjustments to EBITDA	\$ 121.6	\$ 110.2	\$ 3.6	\$ (7.8)
Adjusted EBITDA	\$ 80.2	\$ 335.7	\$ 93.6	\$ 349.1
Fixed charges (4)				\$ 164.4
Ratio of Adjusted EBITDA to Fixed Charges				2.12x
Senior secured bank indebtedness (5)				\$ 549.3
Senior secured bank leverage ratio (6)				1.57x

- (1) The loss on extinguishment of debt is the result of the cash tender offer that we completed during the first quarter of fiscal 2011 as detailed in the “Liquidity and Capital Resources - Indebtedness” section below.
- (2) Last-in first-out (LIFO) inventory adjustments are excluded in calculating Adjusted EBITDA as defined in our senior secured credit facilities.
- (3) Other expense (income), net for the twelve months ended July 2, 2011, consists of:

(in millions)	Three months ended July 3, 2010	Year Ended March 31, 2011	Three months ended July 2, 2011	Twelve months ended July 2, 2011
Management fee expense	\$ 0.8	\$ 3.0	\$ 0.7	\$ 2.9
(Gain) loss on foreign currency transactions	17.6	(1.5)	(0.6)	(19.7)
Loss on the sale of fixed assets	0.3	1.7	0.1	1.5
Income in unconsolidated affiliates	(0.2)	(4.1)	—	(3.9)
Other expense	—	(0.2)	—	(0.2)
Total	\$ 18.5	\$ (1.1)	\$ 0.2	\$ (19.4)

- (4) The indentures governing our senior notes define fixed charges as interest expense excluding the amortization or write-off of deferred financing costs for the trailing four quarters.
- (5) The senior secured credit facilities define senior secured bank debt as consolidated secured indebtedness for borrowed money, less unrestricted cash, which was \$211.7 million (as defined by the senior secured credit facilities) at July 2, 2011. Senior secured bank debt reflected in the table consists of borrowings under our senior secured credit facilities.
- (6) The senior secured credit facilities define the senior secured bank leverage ratio as the ratio of senior secured bank debt to Adjusted EBITDA for the trailing four fiscal quarters.

Liquidity and Capital Resources

Our primary sources of liquidity are available cash and cash equivalents, cash flow from operations and borrowing availability under our \$150.0 million revolving credit facility and our \$100.0 million accounts receivable securitization program.

As of July 2, 2011, we had \$226.2 million of cash and cash equivalents and approximately \$222.6 million of additional borrowing capacity (\$122.6 million of available borrowings under our revolving credit facility and \$100.0 million available under our accounts receivable securitization program). As of March 31, 2011, we had \$390.3 million of cash and approximately \$219.6 million of additional borrowing capacity (\$121.7 million of available borrowings under our revolving credit facility and \$97.9 million available under our accounts receivable securitization program). Both our revolving credit facility and accounts receivable securitization program are available to fund our working capital requirements, capital expenditures and for other general corporate purposes.

Rexnord Corporation, our indirect parent company, has filed a registration statement relating to the sale of shares of its common stock. While there can be no assurance that net proceeds of any such offering will enhance our liquidity or capital resources, Rexnord Corporation has disclosed that it intends to use a portion of the net proceeds of that offering to redeem our 11.75% senior subordinated notes due 2016. We also cannot assure that the offering will be completed as anticipated or that the redemption of notes will occur as contemplated.

Cash Flows

Net cash used for operating activities in the first quarter of fiscal 2012 was \$36.0 million compared to a source of \$21.1 million in the first three months of fiscal 2011. The reduction in operating cash flow was primarily driven by a \$38.9 million increase in trade working capital (accounts receivable, inventories and accounts payable) as a result of our increased sales volume as well as a \$20.1 million year-over-year increase in cash interest due to the timing change in our coupon interest payments resulting from our April 2010 debt refinancing.

Cash used for investing activities was \$26.3 million in the first quarter of fiscal 2012 compared to a use of \$3.5 million in the first quarter of fiscal 2011. The year-over-year increase in cash used for investing activities relates to the \$18.2 million acquisition of Autogard (net of cash acquired), a \$3.7 million increase in capital expenditures; partially offset by \$0.9 million of cash proceeds received in connection with the sale of our 9.50% interest in a non-core joint venture within our Water Management platform during the first quarter of fiscal 2011.

Cash used for financing activities was \$103.2 million in the first quarter of fiscal 2012 compared to a source of \$0.4 million in the first quarter of fiscal 2011. The cash used for financing activities in the first quarter of fiscal 2012 consisted of a \$100.0 million dividend made to our indirect parent, Rexnord Corporation (substantially all of which was used to retire Rexnord Corporation's outstanding PIK Toggle Senior Indebtedness due 2013), net repayments of outstanding borrowings of \$1.9 million (including \$0.5 million payment on our term loan) and \$1.3 million payment of deferred financing fees incurred in connection with our Accounts Receivable Securitization refinancing. The cash provided by financing activities in the first quarter of fiscal 2011 consisted of a source of cash from the issuance of \$1,145.0 million of 8.50% Notes, the proceeds of which were utilized to retire \$1,067.4 million of previously outstanding senior notes and pay the \$63.5 million tender premium to holders of the retired senior notes as well as \$14.6 million of related debt issue costs. Additionally, in the first quarter of fiscal 2011 we made repayments of \$0.7 million of other long-term debt (including a \$0.5 million payment on our term loan) and \$1.6 million of short-term borrowings at various foreign subsidiaries.

Indebtedness

As of July 2, 2011 we had \$2,218.9 million of total indebtedness outstanding as follows (in millions):

	Total Debt at July 2, 2011	Short-term Debt and Current Maturities of Long-Term Debt	Long-term Portion
8.50% Senior notes due 2018	\$ 1,145.0	\$ —	\$ 1,145.0
Term loans	761.0	2.0	759.0
11.75% Senior subordinated notes due 2016	300.0	—	300.0
8.875% Senior notes due 2016	2.0	—	2.0
10.125% Senior subordinated notes due 2012	0.3	—	0.3
Other	10.6	7.7	2.9
Total	\$ 2,218.9	\$ 9.7	\$ 2,209.2

Senior Secured Credit Facility

On October 5, 2009, we entered into an Amended and Restated Credit Agreement (the “Credit Agreement”) amending and restating the credit agreement dated as of July 21, 2006. Our senior secured credit facilities provided under the Credit Agreement are funded by a syndicate of banks and other financial institutions consisting of: (i) a \$810.0 million term loan facility with a maturity date of July 19, 2013 and (ii) a \$150.0 million revolving credit facility with a maturity date of July 20, 2012 and borrowing capacity available for letters of credit and for borrowing on same-day notice, referred to as swingline loans.

As of July 2, 2011, our outstanding borrowings under the term loan facility were apportioned between two primary tranches: a \$570.0 million term loan B1 facility and a \$191.0 million term loan B2 facility. Borrowings under the term loan B1 facility accrue interest, at our option, at the following rates per annum: (i) 2.50% plus LIBOR, or (ii) 1.50% plus the Base Rate (which is defined as the higher of the Federal funds rate plus 0.5% or the Prime rate). Borrowings under the B2 facility accrue interest, at our option, at the following rates per annum: (i) 2.25% plus LIBOR or (ii) 1.00% plus the Base Rate (which is defined as the higher of the Federal funds rate plus 0.5% or the Prime rate). The weighted average interest rate on the outstanding term loans at July 2, 2011 was 3.61%.

Borrowings under our \$150.0 million revolving credit facility accrue interest, at our option, at the following rates per annum: (i) 1.75% plus LIBOR, or (ii) 0.75% plus the Base Rate (which is defined as the higher of the Federal funds rate plus 0.5% or the Prime rate). All amounts outstanding under the revolving credit facility will be due and payable in full, and the commitments thereunder will terminate, on July 20, 2012. In addition, \$27.4 million and \$31.4 million of the revolving credit facility was considered utilized in connection with outstanding letters of credit at July 2, 2011 and March 31, 2011, respectively.

In addition to paying interest on outstanding principal under the senior secured credit facilities, we are required to pay a commitment fee to the lenders under the revolving credit facility in respect to the unutilized commitments thereunder at a rate equal to 0.50% per annum (subject to reduction upon attainment and maintenance of a certain senior secured leverage ratio). We also must pay customary letter of credit and agency fees.

As of July 2, 2011, the remaining mandatory principal payments prior to maturity on the term loan B1 and B2 facilities are \$1.2 million and \$4.0 million, respectively. We have fulfilled all mandatory principal payments prior to maturity on the B1 facility through March 31, 2013. Principal payments of \$0.5 million are scheduled to be made at the end of each calendar quarter until June 30, 2013 on the B2 facility. We may voluntarily repay outstanding loans under the senior secured credit facilities at any time without premium or penalty, other than customary “breakage” costs with respect to Eurocurrency loans.

The Credit Agreement, among other things: (i) allows for one or more future issuances of secured notes, which may include, in each case, indebtedness secured on a pari passu basis with the obligations under the Credit Agreement, so long as, in each case, among other things, an agreed amount of the net cash proceeds from any such issuance are used to prepay term loans under the Credit Agreement at par; (ii) subject to the requirement to make such offers on a pro rata basis to all lenders, allows us to agree with individual lenders to extend the maturity of the term loans or revolving commitments, and for us to pay increased interest rates or otherwise modify the terms of their loans or revolving commitments in connection with such an extension; and (iii) allows for one or more future issuances of additional secured notes, which may include, in each case, indebtedness secured on a pari passu basis with the obligations under the Credit Agreement, in an amount not to exceed the amount of incremental facility availability under the Credit Agreement.

The Credit Agreement also contains a number of typical covenants that, among other things, constrain, subject to certain fully-negotiated exceptions, our ability, and the ability of our subsidiaries, to: sell assets; incur additional indebtedness; repay other indebtedness; pay dividends and distributions, repurchase its capital stock, or make payments, redemptions or repurchases in respect of certain indebtedness (including our senior notes and senior subordinated notes); create liens on assets; make investments, loans, guarantees or advances; make certain acquisitions; engage in certain mergers or consolidations; enter into sale-and-leaseback transactions; engage in certain transactions with affiliates; amend certain material agreements governing its indebtedness; make capital expenditures; enter into hedging agreements; amend its organizational documents; change the business conducted by it and its subsidiaries; and enter into agreements that restrict dividends from subsidiaries. Our senior secured credit facilities limit our maximum senior secured bank leverage ratio to 4.25 to 1.00. As of July 2, 2011, the senior secured bank leverage ratio was 1.57 to 1.00.

Senior Notes and Senior Subordinated Notes

Outstanding Tranches of Notes

At July 2, 2011, we had outstanding \$1,145.0 million in aggregate principal 8.50% Senior Notes due 2018 (the "8.50% Notes") and \$300.0 million in aggregate principal 11.75% senior subordinated notes due 2016 (the "11.75% Notes"). We also had outstanding \$2.3 million in aggregate principal under other notes, consisting of 8.875% Senior Notes due 2016 (the "8.875% Notes") and 10.125% senior subordinated notes due 2012.

The 8.50% Notes bear interest at a rate of 8.50% per annum, payable on each May 1 and November 1, and will mature on May 1, 2018. The 11.75% Notes bear interest at a rate of 11.75% per annum, payable on each February 1 and August 1, and will mature on August 1, 2016.

The indenture governing the 8.50% Notes permits optional redemption of the notes, generally on or after May 1, 2014, on specified terms and at specified prices. In addition, the indenture provides that, prior to May 1, 2014, the outstanding 8.50% Notes may be redeemed at our option in whole at any time or in part from time to time at a redemption price equal to the sum of (i) 100% of the principal amount of the notes redeemed plus (ii) a "make whole" premium specified in the indenture, and (iii) accrued and unpaid interest and additional interest, if any, to the redemption date. In the case of the 11.75% Notes, the indenture permits optional redemption on or after August 1, 2011 at the redemption prices set forth in the indenture plus accrued and unpaid interest. We must provide specified prior notice for redemption of the notes in accordance with the respective indentures.

In addition, at any time (which may be more than once) on or prior to May 1, 2013, we have the right to redeem up to 35% of the principal amount of the 8.50% Notes at a redemption price equal to 108.50% of the face amount thereof, plus accrued and unpaid interest and additional interest, if any, with the net proceeds of one or more equity offerings so long as at least 65% of the aggregate principal amount of the 8.50% Notes issued remains outstanding after each redemption and such redemption occurs within a specified period after the equity offering.

Notwithstanding the above, our ability to make payments on, redeem, repurchase or otherwise retire for value, prior to the scheduled repayment or maturity, the senior notes or senior subordinated notes may be constrained or prohibited under the above-referenced senior secured credit facilities and, in the case of the senior subordinated notes, by the provisions in the indentures governing the senior notes.

The senior notes and senior subordinated notes are unsecured obligations. The senior subordinated notes are subordinated in right of payment to all existing and future senior indebtedness. The indentures governing the senior notes and senior subordinated notes permit us to incur all permitted indebtedness (as defined in the applicable indenture) without restriction, which includes amounts borrowed under the senior secured credit facilities. The indentures also allow us to incur additional debt as long as it can satisfy the fixed charge coverage ratio of the indenture after giving effect thereto on a pro forma basis.

The indentures governing the 8.50% Notes and 11.75% Notes contain customary covenants, among others, limiting dividends, the incurrence of additional indebtedness, the issuance of certain forms of equity, investments, purchases or redemptions of stock, restricted payments, transactions with affiliates and mergers and sales of assets, and requiring us to make an offer to purchase notes upon the occurrence of a change in control, as defined in those indentures. These covenants are subject to a number of important qualifications. For example, the indentures do not impose any limitation on the incurrence of liabilities that are not considered "indebtedness" under the indentures, such as certain sale/leaseback transactions; nor do the indentures impose any limitation on the amount of liabilities incurred by our subsidiaries, if any, that might be designated as "unrestricted subsidiaries" (as defined in the applicable indenture). In addition, despite the above restrictions, we may incur additional indebtedness and issue certain forms of equity if immediately prior to the consummation of such events, the fixed charge coverage ratio for the most recently ended four full fiscal quarters for which internal financial statements are available,

as defined in the indentures, would have been at least 2.00 to 1.00, including the pro forma application of the additional indebtedness or equity issuance. The indentures governing the other tranches of notes do not contain material restrictive covenants.

The indentures governing the senior notes and the senior subordinated notes permit optional redemption of the notes on certain terms and at certain prices, as described above.

April 2010 Cash Tender Offers and \$1,145.0 Million Note Offering

On May 5, 2010, we finalized the results of cash tender offers and consent solicitations launched on April 7, 2010 with respect to any and all of our outstanding (i) 9.50% Senior Notes due 2014 issued in 2006 (the “2006 9.50% Notes”), (ii) 9.50% Senior Notes due 2014 issued in 2009 (the “2009 9.50% Notes” and, together with the 2006 9.50% Notes, the “9.50% Notes”) and (iii) the 8.875% Notes. Upon completion of the tender offers, 99.7% of the holders had tendered their notes and consented to the proposed amendments. At closing, (i) \$0.9 million aggregate principal amount of the 2006 9.50% Notes, (ii) \$13,000 aggregate principal amount of the 2009 9.50% Notes and (iii) \$2.0 million aggregate principal amount of the 8.875% Notes had not been tendered, and remained outstanding.

In connection with the April 2010 tender offers and consent solicitations, on April 20, 2010, we entered into supplemental indentures by and among the Company, each of the guarantors party thereto, and Wells Fargo Bank, National Association, as Trustee, pursuant to which the 2006 9.50% Notes, 2009 9.50% Notes and 8.875% Notes were issued (as amended and supplemented, the “Supplemental Indentures”). The Supplemental Indentures amended the terms governing the respective notes to, among other things, eliminate substantially all material restrictive covenants, eliminate or modify certain events of default and eliminate or modify related provisions in the respective indentures governing the notes.

On April 28, 2010, we issued \$1,145.0 million aggregate principal amount of our 8.50% Notes in a private offering. The proceeds from the offering were used to fund (including transaction costs) the cash tender offers discussed above. The 8.50% Notes will mature on May 1, 2018, pursuant to an indenture, dated as of April 28, 2010, by and among the Company, the guarantors named therein, and Wells Fargo Bank, National Association, as Trustee.

We accounted for the cash tender offers and the issuance of the 8.50% Notes in accordance with ASC 470-50, *Debt Modifications and Extinguishments* (“ASC 470-50”). Pursuant to this guidance, the cash tender offers were accounted for as an extinguishment of debt. In connection with the offering, we incurred an increase in long-term debt of approximately \$89.5 million. We recognized a \$100.8 million loss on the debt extinguishment in the fiscal quarter ended July 3, 2010, which was comprised of a bond tender premium paid to lenders, as well as the non-cash write-off of deferred financing fees and net original issue discount associated with the extinguished debt. Additionally, we capitalized approximately \$14.6 million of third party transaction costs, which are being amortized over the life of the 8.50% Notes as interest expense using the effective interest method. Below is a summary of the transaction costs and other offering expenses recorded along with their corresponding pre-tax financial statement impact (in millions):

	Financial Statement Impact			
	Balance Sheet -Debit (Credit)		Statement of Operations	
	Deferred Financing Costs (1)	Original Issue Discount (2)	Expense (3)	Total
Cash transaction costs:				
Third party transaction costs	\$ 14.6	\$ —	\$ —	\$ 14.6
Bond tender premiums (paid to lenders)	—	—	63.5	63.5
Total cash transaction costs	14.6	—	63.5	\$ 78.1
Non-cash write-off of unamortized amounts:				
Deferred financing costs	(25.4)	—	25.4	
Net original issue discount	—	(11.9)	11.9	
Net financial statement impact	\$ (10.8)	\$ (11.9)	\$ 100.8	

- (1) Recorded as a component of other assets within the condensed consolidated balance sheet.
- (2) Recorded as a reduction in the face value of long-term debt within the condensed consolidated balance sheet.
- (3) Recorded as a component of other non-operating expense within the condensed consolidated statement of operations.

Other Subsidiary Debt

At July 2, 2011 and March 31, 2011, various wholly-owned subsidiaries had additional debt of \$10.6 million and \$12.1 million, respectively, comprised primarily of borrowings at various foreign subsidiaries and capital lease obligations.

Account Receivable Securitization Program

On May 20, 2011, the Company entered into a five-year Amended and Restated Receivables Funding and Administration Agreement (the "RFAA") by and among Rexnord Funding LLC ("Funding," a wholly-owned bankruptcy-remote special purpose subsidiary), the financial institutions from time to time party thereto, and General Electric Capital Corporation, as a lender, a swing line lender and administrative agent ("GECC"). The RFAA, which amended and restated in its entirety a facility entered into as of September 26, 2007, is the principal operative agreement under which certain subsidiaries continuously sell substantially all of their domestic trade accounts receivable to Funding for cash and subordinated notes (the "Program"). Funding in turn may obtain revolving loans and letters of credit from GECC under the RFAA. The maximum borrowing amount under the RFAA is \$100.0 million, subject to certain eligibility requirements related to the amount and type of receivables owned by Funding; the RFAA also contains an "accordion" provision pursuant to which Funding can request that the facility be increased by \$75.0 million. All of the receivables purchased by Funding are pledged as collateral for revolving loans and letters of credit obtained from GECC under the RFAA.

The Program does not qualify for sale accounting under ASC 860, *Transfers and Servicing* ("ASC 860"), and as such, any borrowings are accounted for as secured borrowings on the condensed consolidated balance sheet. Financing costs associated with the Program are recorded within "Interest expense, net" in the condensed consolidated statement of operations if revolving loans or letters of credit are obtained under the RFAA.

Borrowings under the RFAA bear interest at a rate equal to LIBOR plus 2.25%. Outstanding borrowings mature on May 20, 2016. In addition, a non-use fee of 0.50% is applied to the unutilized portion of the \$100.0 million commitment. These rates are per annum and the fees are paid to GECC on a monthly basis.

At July 2, 2011, our available borrowing capacity under the AR Securitization Program was \$100.0 million. Additionally, the Program requires compliance with certain covenants and performance ratios contained in the RFAA. As of July 2, 2011, Funding was in compliance with all applicable covenants and performance ratios.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk during the normal course of business from changes in foreign currency exchange rates and interest rates. The exposure to these risks is managed through a combination of normal operating and financing activities and derivative financial instruments in the form of foreign currency forward contracts and interest rate swaps to cover known foreign currency transactions and interest rate fluctuations.

Foreign Currency Exchange Rate Risk

Our exposure to foreign currency exchange rates relates primarily to our foreign operations. For our foreign operations, exchange rates impact the U.S. Dollar ("USD") value of our reported earnings, our investments in the subsidiaries and the intercompany transactions with the subsidiaries. See "Risk Factors—Our international operations are subject to uncertainties, which could adversely affect our operating results", in our Annual Report on Form 10-K for the fiscal year ended March 31, 2011.

Approximately 31% of our sales originate outside of the United States. As a result, fluctuations in the value of foreign currencies against the USD, particularly the Euro, may have a material impact on our reported results. Revenues and expenses denominated in foreign currencies are translated into USD at the end of the fiscal period using the average exchange rates in effect during the period. Consequently, as the value of the USD changes relative to the currencies of our major markets, our reported results vary.

Fluctuations in currency exchange rates also impact the USD amount of our stockholders' equity. The assets and liabilities of our non-U.S. subsidiaries are translated into USD at the exchange rates in effect at the end of the fiscal periods. As of July 2, 2011, stockholders' equity increased by \$0.4 million from March 31, 2011 as a result of foreign currency translation adjustments. If the U.S. Dollar had strengthened by 10% as of July 2, 2011, the result would have decreased stockholders' equity by approximately \$17.6 million.

As we continue to expand our business globally, our success will depend, in large part, on our ability to anticipate and effectively manage these and other risks associated with our international operations. However, any of these factors could adversely affect our international operations and, consequently, our operating results.

At July 2, 2011, we had outstanding forward foreign currency contracts that exchange USD for Canadian dollars ("CAD") as well as CAD for USD. The forward contracts currently in place expire between July and September of fiscal 2012 and have notional amounts of \$4.6 million USD (\$4.5 million CAD) and contract rates of approximately \$0.99CAD:\$1USD. These foreign exchange forward contracts were not accounted for as effective cash flow hedges in accordance with ASC 815, *Derivatives and Hedging* ("ASC 815") and as such were marked to market through earnings. We believe that a hypothetical 10% adverse change in the foreign currency exchange rates would have resulted in a \$0.7 million decrease in the fair value of foreign exchange forward contracts as of July 2, 2011.

Interest Rate Risk

We utilize a combination of short-term and long-term debt to finance our operations and are exposed to interest rate risk on these debt obligations.

A substantial portion of our indebtedness, including indebtedness under the senior secured credit facilities bears interest at rates that fluctuate with changes in certain short-term prevailing interest rates. As of July 2, 2011, our outstanding borrowings under the senior secured term loan credit facility were \$761.0 million. The term loan credit facility is apportioned between two primary tranches: a \$570.0 million term loan B1 facility and a \$191.0 million term loan B2 facility. Borrowings under the term loan B1 facility accrue interest, at our option, at the following rates per annum: (i) 2.50% plus the LIBOR, or (ii) 1.50% plus the Base Rate (which is defined as the higher of the Federal funds rate plus 0.5% or the Prime rate). Borrowings under the B2 facility accrue interest, at our option, at the following rates: (i) 2.25% plus the LIBOR per annum or (ii) 1.00% plus the Base Rate (which is defined as the higher of the Federal funds rate plus 0.5% or the Prime rate). The weighted average interest rate on the outstanding term loans at July 2, 2011 was 3.61%. We have entered into three interest rate swaps, which became effective beginning October 20, 2009 and mature on July 20, 2012, to hedge the variability in future cash flows associated with our variable-rate term loans. The three swaps convert an aggregate of \$370.0 million of our variable-rate term loans to a fixed interest rates ranging from 2.08% to 2.39%, plus the applicable margin.

Our loss before income taxes would likely be affected by changes in market interest rates on the un-hedged portion of these variable-rate obligations. After considering the interest rate swaps, a 100 basis point increase in the July 2, 2011 interest rates would increase interest expense under the senior secured credit facilities by approximately \$3.1 million on an annual basis.

ITEM 4. CONTROLS AND PROCEDURES

We maintain a set of disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

We carried out an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Based on that evaluation as of July 2, 2011, the Chief Executive Officer and Chief Financial Officer concluded that, as of such date, the Company's disclosure controls and procedures are adequate and effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act and that such information is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer, in a manner allowing timely decisions regarding required disclosure. As such, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the period covered by this report.

There have been no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during the first quarter of fiscal 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

See the information under the heading “Commitments and Contingencies” in Note 11 to the Condensed Consolidated Financial Statements contained in Part I, Item 1 of this report, which is incorporated in this Part II, Item 1 by reference.

ITEM 1A. RISK FACTORS

Information with respect to certain risk factors affecting the Company is contained in Item 1A, Risk Factors, of our Annual Report on Form 10-K for the fiscal year ended March 31, 2011 and our Current Report on Form 8-K dated May 25, 2011 under the heading "Risk Factors". Management believes that as of August 2, 2011, there have been no material changes to this information.

ITEM 6. EXHIBITS

See Exhibit Index following the Signature page, which is incorporated in this Item by reference.

SIGNATURES

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

RBS GLOBAL, INC. and REXNORD LLC

Date: August 2, 2011

By: /s/ MICHAEL H. SHAPIRO
Name: Michael H. Shapiro
Title: Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>	<u>Included Herewith</u>
4.1	Sixth Supplemental Indenture with respect to the 11 ^{3/4} % Senior Subordinated Notes due 2016, by and among RBS Global, Inc., Rexnord LLC, the New Guarantor listed therein and Wells Fargo Bank, dated as of April 9, 2011 (incorporated by reference to Exhibit 4.7 to Amendment No. 1 to the Registration Statement on Form S-1 of Rexnord Corporation (Registration No. 333-174504)).	
4.2	First Supplemental Indenture with respect to the 8 ^{1/2} % Senior Notes due 2018, by and among RBS Global, Inc., Rexnord LLC, the Guarantors listed therein and Wells Fargo Bank, dated as of April 9, 2011 (incorporated by reference to Exhibit 4.7 to Amendment No. 1 to the Registration Statement on Form S-1 of Rexnord Corporation (Registration No. 333-174504)).	
10.1	First Amendment, dated as of November 30, 2007, to the Receivables Sale and Servicing Agreement, dated as of September 26, 2007, among Rexnord Funding LLC, as the buyer, Rexnord Industries, LLC, as the servicer and an originator, Zurn Industries, LLC, as an originator, Zurn PEX, Inc., as an originator, and General Electric Capital Corporation, as the administrative agent (incorporated by reference from Exhibit 10.2 to the Form 8-K filed by the Company on May 23, 2011).	
10.2	Second Amendment, dated as of May 20, 2011, to the Receivables Sale and Servicing Agreement, dated as of September 26, 2007, among Rexnord Funding LLC, as the buyer, Rexnord Industries, LLC, as the servicer and an originator, Zurn Industries, LLC, as an originator, Zurn PEX, Inc., as an originator, and General Electric Capital Corporation, as the administrative agent (incorporated by reference from Exhibit 10.3 to the Form 8-K filed by the Company on May 23, 2011).	
10.3	Amended and Restated Receivables Funding and Administration Agreement, dated as of May 20, 2011, by and among Rexnord Funding LLC, the financial institutions from time to time party thereto and General Electric Capital Corporation (incorporated by reference from Exhibit 10.1 to the Form 8-K filed by the Company on May 23, 2011).	
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.	X
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.	X
101.INS	XBRL Instance Document	X
101.SCH	XBRL Taxonomy Extension Schema Document	X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	X

SIXTH SUPPLEMENTAL INDENTURE

SIXTH SUPPLEMENTAL INDENTURE (this “Sixth Supplemental Indenture”) dated as of April 9, 2011, among American Autogard LLC (the “New Guarantor”), an indirect subsidiary of RBS GLOBAL, INC. (or its successor), a Delaware corporation (the “Company”), the Company, REXNORD LLC, a Delaware limited liability company, f/k/a REXNORD CORPORATION, a Delaware corporation (“Rexnord” and, together with the Company, the “Issuers”) and WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association, as trustee under the indenture referred to below (the “Trustee”).

WITNESSETH:

WHEREAS the Issuers and the existing Guarantors have heretofore executed and delivered to the Trustee an indenture (as amended, supplemented or otherwise modified, the “Indenture”) dated as of July 21, 2006, providing for the issuance of the Issuers' 11¾% Senior Subordinated Notes due 2016 (the “Securities”), initially in the aggregate principal amount of \$300,000,000;

WHEREAS Section 4.11 of the Indenture provides that under certain circumstances the Issuers are required to cause the New Guarantor to execute and deliver to the Trustee a supplemental indenture pursuant to which the New Guarantor shall unconditionally guarantee all the Issuers' Obligations under the Securities and the Indenture pursuant to a Guarantee on the terms and conditions set forth herein;

WHEREAS, for purposes of clarification, after the date of this Sixth Supplemental Indenture, the Guarantors under the Indenture will be the following entities: The Falk Service Corporation, Prager Incorporated, PT Components, Inc., RBS Acquisition Corporation, RBS China Holdings, L.L.C., Rexnord Industries, LLC, Rexnord International Inc., Rexnord-Zurn Holdings, Inc. (formerly Jacuzzi Brands, Inc.), OEI, Inc., OEP, Inc., Krikles, Inc., Zurco, Inc., Zurn International, Inc. (formerly Zurn (Cayman Islands), Inc.), Zurn Pex, Inc., Environmental Energy Company, HL Capital Corp., Sanitary-Dash Manufacturing Co., Inc., Zurn Industries, LLC, GA Industries Holdings, LLC, GA Industries, LLC, Rodney Hunt Company, Inc., and American Autogard LLC; and

WHEREAS pursuant to Section 9.01 of the Indenture, the Trustee and the Issuers are authorized to execute and deliver this Sixth Supplemental Indenture;

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the New Guarantor, the Issuers and the Trustee mutually covenant and agree for the equal and ratable benefit of each other and the holders of the Securities as follows:

1. Defined Terms. As used in this Sixth Supplemental Indenture, terms defined in the Indenture or in the preamble or recital hereto are used herein as therein defined, except that the term “Holders” in this Guarantee shall refer to the term “Holders” as defined in the Indenture and the Trustee acting on behalf of and for the benefit of such Holders. The words “herein,” “hereof” and “hereby” and other words of similar import used in this Sixth Supplemental Indenture refer to this Sixth Supplemental Indenture as a whole and not to any particular section hereof.

2. Agreement to Guarantee. The New Guarantor hereby agrees, jointly and severally with all existing Guarantors, to unconditionally guarantee the Issuers' Obligations under the Securities and the Indenture on the terms and subject to the conditions set forth in Articles 11 and 12 of

the Indenture and to be bound by all other applicable provisions of the Indenture and the Securities and to perform all of the obligations and agreements of a Guarantor under the Indenture.

3. Notices. All notices or other communications to the New Guarantor shall be given as provided in Section 13.02 of the Indenture.

4. Ratification of Indenture; Supplemental Indentures Part of Indenture. Except as expressly amended hereby, the Indenture is in all respects ratified and confirmed and all the terms, conditions and provisions thereof shall remain in full force and effect. This Sixth Supplemental Indenture shall form a part of the Indenture for all purposes, and every holder of Securities heretofore or hereafter authenticated and delivered shall be bound hereby.

5. Governing Law. **THIS SIXTH SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO PRINCIPLES OF CONFLICTS OF LAW.**

6. Trustee Makes No Representation. The Trustee makes no representation as to the validity or sufficiency of this Sixth Supplemental Indenture.

7. Counterparts. The parties may sign any number of copies of this Sixth Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement.

8. Effect of Headings. The Section headings herein are for convenience only and shall not effect the construction thereof.

[SIGNATURE PAGE FOLLOWS.]

IN WITNESS WHEREOF, the parties hereto have caused this Sixth Supplemental Indenture to be duly executed as of the date first above written.

American Autogard LLC

By: /s/ Patricia M. Whaley

Name: Patricia M. Whaley

Title: Vice President, General Counsel &

RBS GLOBAL, INC.

By: /s/ Patricia M. Whaley

Name: Patricia M. Whaley

Title: Vice President, General Counsel &

REXNORD LLC

By: /s/ Patricia M. Whaley

Name: Patricia M. Whaley

Title: Vice President, General Counsel &

WELLS FARGO BANK, NATIONAL

By: /s/ Gregory S. Clarke

Name: Gregory S. Clarke

Title: Vice President

FIRST SUPPLEMENTAL INDENTURE

FIRST SUPPLEMENTAL INDENTURE (this “First Supplemental Indenture”) dated as of April 9, 2011, among AMERICAN AUTOGARD LLC (the “New Guarantor”), an indirect subsidiary of RBS GLOBAL, INC. (or its successor), a Delaware corporation (the “Company”), the Company, REXNORD LLC, a Delaware limited liability company (“Rexnord” and, together with the Company, the “Issuers”), the existing guarantors (the “Guarantors”) under the Indenture (as defined below), and WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association, as trustee under the indenture referred to below (the “Trustee”).

WITNESSETH:

WHEREAS, the Issuers and the existing Guarantors have heretofore executed and delivered to the Trustee an indenture (as amended, supplemented or otherwise modified, the “Indenture”) dated as of April 28, 2010, providing for the issuance of the Issuers' 8½% Senior Notes due 2018 (the “Securities”), initially in the aggregate principal amount of \$1,145,000,000;

WHEREAS, Section 4.11 of the Indenture provides that under certain circumstances the Issuers are required to cause the New Guarantor to execute and deliver to the Trustee a supplemental indenture pursuant to which the New Guarantor shall unconditionally guarantee all the Issuers' Obligations under the Securities and the Indenture pursuant to a Guarantee on the terms and conditions set forth herein;

WHEREAS, for purposes of clarification, after the date of this First Supplemental Indenture, the Guarantors under the Indenture will be the following entities: The Falk Service Corporation, Prager Incorporated, PT Components, Inc., RBS Acquisition Corporation, RBS China Holdings, L.L.C., Rexnord Industries, LLC, Rexnord International Inc., Rexnord-Zurn Holdings, Inc., OEI, Inc., OEP, Inc., Krikles, Inc., Zurco, Inc., Zurn International, Inc., Zurn Pex, Inc., Environmental Energy Company, HL Capital Corp., Sanitary-Dash Manufacturing Co., Inc., Zurn Industries, LLC, GA Industries Holdings, LLC, GA Industries, LLC, Rodney Hunt Company, Inc., and American Autogard LLC; and

WHEREAS, pursuant to Section 9.01 of the Indenture, the Trustee, the Issuers and the existing Guarantors are authorized to execute and deliver this First Supplemental Indenture.

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the New Guarantor, the Issuers and the Trustee mutually covenant and agree for the equal and ratable benefit of each other and the holders of the Securities as follows:

1. Defined Terms. As used in this First Supplemental Indenture, terms defined in the Indenture or in the preamble or recital hereto are used herein as therein defined, except that the term “Holders” in this Guarantee shall refer to the term “Holders” as defined in the Indenture and the Trustee acting on behalf of and for the benefit of such Holders. The words “herein,” “hereof” and “hereby” and other words of similar import used in this First Supplemental Indenture refer to this First Supplemental Indenture as a whole and not to any particular section hereof.

2. Agreement to Guarantee. The New Guarantor hereby agrees, jointly and severally with all existing Guarantors, to unconditionally guarantee the Issuers' Obligations under the Securities and the Indenture on the terms and subject to the conditions set forth in Article 11 of the Indenture and to be bound by all other applicable provisions of the Indenture and the Securities and to perform all of the

obligations and agreements of a Guarantor under the Indenture.

3. Notices. All notices or other communications to the New Guarantor shall be given as provided in Section 13.02 of the Indenture.

4. Ratification of Indenture; Supplemental Indentures Part of Indenture. Except as expressly amended hereby, the Indenture is in all respects ratified and confirmed and all the terms, conditions and provisions thereof shall remain in full force and effect. This First Supplemental Indenture shall form a part of the Indenture for all purposes, and every holder of Securities heretofore or hereafter authenticated and delivered shall be bound hereby.

5. Governing Law. **THIS FIRST SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO PRINCIPLES OF CONFLICTS OF LAW.**

6. Trustee Makes No Representation. The Trustee makes no representation as to the validity or sufficiency of this First Supplemental Indenture.

7. Counterparts. The parties may sign any number of copies of this First Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement.

8. Effect of Headings. The Section headings herein are for convenience of reference only and shall not effect the construction thereof.

[SIGNATURE PAGE FOLLOWS.]

IN WITNESS WHEREOF, the parties hereto have caused this First Supplemental Indenture to be duly executed as of the date first above written.

AMERICAN AUTOGARD LLC

By: /s/ Patricia M. Whaley
Name: Patricia M. Whaley
Title: Vice President, General Counsel & Secretary

RBS GLOBAL, INC.

By: /s/ Patricia M. Whaley
Name: Patricia M. Whaley
Title: Vice President, General Counsel & Secretary

REXNORD LLC

By: /s/ Patricia M. Whaley
Name: Patricia M. Whaley
Title: Vice President, General Counsel & Secretary

The Falk Service Corporation
Prager Incorporated
PT Components, Inc.
RBS Acquisition Corporation
RBS China Holdings, L.L.C.
Rexnord industries, LLC
Rexnord International Inc.
Rexnord-Zurn Holdings, Inc.
OEI, Inc.
OEP, Inc.
Krikles, Inc.
Zurco, Inc.
Zurn International, Inc.
Zurn PEX, Inc.
Environmental Energy Company
HL Capital Corp.
Sanitary-Dash Manufacturing Co., Inc.
Zurn Industries, LLC
GA Industries Holdings, LLC
GA Industries, LLC
Rodney Hunt Company, INC.

By: /s/ Patricia M. Whaley
Name: Patricia M. Whaley
Title: Vice President, General Counsel & Secretary

WELLS FARGO BANK, NATIONAL ASSOCIATION, AS
TRUSTEE

By: /s/ Gregory S. Clarke
Name: Gregory S. Clarke
Title: Vice President

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Todd A. Adams, President and Chief Executive Officer of **RBS Global, Inc.** and **Rexnord LLC**, certifies that:

1. I have reviewed this quarterly report on Form 10-Q of RBS Global, Inc. and Rexnord LLC;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrants' other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrants and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrants, including their consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrants' disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrants' internal control over financial reporting that occurred during the registrants' most recent fiscal quarter (the registrants' fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrants' internal control over financial reporting; and
5. The registrants' other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrants' auditors and the audit committee of registrants' board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrants' ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrants' internal control over financial reporting.

Date: August 2, 2011

By: /s/ TODD A. ADAMS
Name: Todd A. Adams
Title: President and Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Michael H. Shapiro, Vice President and Chief Financial Officer of **RBS Global, Inc.** and **Rexnord LLC**, certifies that:

1. I have reviewed this quarterly report on Form 10-Q of RBS Global, Inc. and Rexnord LLC;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrants' other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrants and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrants, including their consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrants' disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrants' internal control over financial reporting that occurred during the registrants' most recent fiscal quarter (the registrants' fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrants' internal control over financial reporting; and
5. The registrants' other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrants' auditors and the audit committee of registrants' board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrants' ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrants' internal control over financial reporting.

Date: August 2, 2011

By: /s/ MICHAEL H. SHAPIRO
Name: Michael H. Shapiro
Title: Vice President and Chief Financial Officer