

BRIGGS & STRATTON CORP

Form 10-Q

February 07, 2012

Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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 January 1, 2012

OR

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

For the transition period from _____ to _____

Commission file number 1-1370

BRIGGS & STRATTON CORPORATION

(Exact name of registrant as specified in its charter)

Wisconsin

(State or other jurisdiction of incorporation or organization)

12301 West Wirth Street, Wauwatosa, Wisconsin 53222

(Address of Principal Executive Offices) (Zip Code)

414/259-5333

(Registrant's telephone number, including area code)

39-0182330

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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. (Check one):

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☐

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

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 February 3, 2012
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COMMON STOCK, par value \$0.01 per share	49,773,850 Shares
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Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES
INDEX

Page No.

PART I – FINANCIAL INFORMATION

Item 1.	<u>Financial Statements</u>	
	<u>Consolidated Condensed Balance Sheets – January 1, 2012 and July 3, 2011</u>	<u>3</u>
	<u>Consolidated Condensed Statements of Operations – Three and Six Months Ended January 1, 2012 and December 26, 2010</u>	<u>5</u>
	<u>Consolidated Condensed Statements of Cash Flows – Six Months Ended January 1, 2012 and December 26, 2010</u>	<u>6</u>
	<u>Notes to Consolidated Condensed Financial Statements</u>	<u>7</u>
Item 2.	<u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>24</u>
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>28</u>
Item 4.	<u>Controls and Procedures</u>	<u>28</u>

PART II – OTHER INFORMATION

Item 1.	<u>Legal Proceedings</u>	<u>28</u>
Item 1A.	<u>Risk Factors</u>	<u>28</u>
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>28</u>
Item 6.	<u>Exhibits</u>	<u>29</u>
	<u>Signatures</u>	<u>30</u>
	<u>Exhibit Index</u>	<u>31</u>

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CONSOLIDATED CONDENSED BALANCE SHEETS

(In thousands)

(Unaudited)

ASSETS

	January 1, 2012	July 3, 2011
CURRENT ASSETS:		
Cash and Cash Equivalents	\$ 13,932	\$ 209,639
Accounts Receivable, Net	291,587	249,358
Inventories -		
Finished Products and Parts	415,911	292,527
Work in Process	142,758	127,358
Raw Materials	8,883	7,206
Total Inventories	567,552	427,091
Deferred Income Tax Asset	43,110	42,163
Assets Held for Sale	4,000	4,000
Prepaid Expenses and Other Current Assets	38,324	36,413
Total Current Assets	958,505	968,664
OTHER ASSETS:		
Goodwill	205,037	202,940
Investments	20,494	21,017
Debt Issuance Costs, Net	6,236	4,919
Other Intangible Assets, Net	88,068	89,275
Long-Term Deferred Income Tax Asset	21,548	31,001
Other Long-Term Assets, Net	9,282	9,102
Total Other Assets	350,665	358,254
PLANT AND EQUIPMENT:		
Cost	1,033,160	1,026,967
Less - Accumulated Depreciation	705,239	687,667
Total Plant and Equipment, Net	327,921	339,300
TOTAL ASSETS	\$ 1,637,091	\$ 1,666,218

The accompanying notes are an integral part of these statements.

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

CONSOLIDATED CONDENSED BALANCE SHEETS (Continued)

(In thousands, except per share data)

(Unaudited)

LIABILITIES & SHAREHOLDERS' INVESTMENT

	January 1, 2012	July 3, 2011
CURRENT LIABILITIES:		
Accounts Payable	\$ 185,555	\$ 183,733
Short-Term Debt	3,000	3,000
Accrued Liabilities	149,333	157,650
Total Current Liabilities	337,888	344,383
OTHER LIABILITIES:		
Accrued Pension Cost	181,588	191,417
Accrued Employee Benefits	24,252	24,100
Accrued Postretirement Health Care Obligation	110,577	116,092
Other Long-Term Liabilities	30,553	27,283
Long-Term Debt	240,000	225,000
Total Other Liabilities	586,970	583,892
SHAREHOLDERS' INVESTMENT:		
Common Stock - Authorized 120,000 shares, \$.01 par value, issued 57,854 shares	579	579
Additional Paid-In Capital	80,083	79,354
Retained Earnings	1,079,252	1,092,864
Accumulated Other Comprehensive Loss	(247,729)	(243,498)
Treasury Stock at cost, 8,068 and 7,373 shares, respectively	(199,952)	(191,356)
Total Shareholders' Investment	712,233	737,943
TOTAL LIABILITIES AND SHAREHOLDERS' INVESTMENT	\$ 1,637,091	\$ 1,666,218
The accompanying notes are an integral part of these statements.		

Table of ContentsBRIGGS & STRATTON CORPORATION AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

(Unaudited)

	Three Months Ended		Six Months Ended	
	January 1, 2012	December 26, 2010	January 1, 2012	December 26, 2010
NET SALES	\$447,947	\$450,324	\$845,244	\$784,440
COST OF GOODS SOLD	374,067	372,003	705,310	644,125
Gross Profit	73,880	78,321	139,934	140,315
ENGINEERING, SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	73,292	74,559	140,969	145,015
Income (Loss) from Operations	588	3,762	(1,035)	(4,700)
INTEREST EXPENSE	(4,796)	(9,008)	(9,134)	(14,165)
OTHER INCOME, Net	1,388	1,637	3,183	3,073
Loss Before Income Taxes	(2,820)	(3,609)	(6,986)	(15,792)
PROVISION (CREDIT) FOR INCOME TAXES	(5,517)	(2,357)	(4,463)	(6,427)
NET INCOME (LOSS)	\$2,697	\$(1,252)	\$(2,523)	\$(9,365)
EARNINGS (LOSS) PER SHARE DATA				
Weighted Average Shares Outstanding	49,418	49,702	49,746	49,666
Basic Earnings (Loss) Per Share	\$0.05	\$(0.03)	\$(0.05)	\$(0.19)
Diluted Average Shares Outstanding	50,326	49,702	49,746	49,666
Diluted Earnings (Loss) Per Share	\$0.05	\$(0.03)	\$(0.05)	\$(0.19)
DIVIDENDS PER SHARE	\$0.11	\$0.11	\$0.22	\$0.22

The accompanying notes are an integral part of these statements.

Table of ContentsBRIGGS & STRATTON CORPORATION AND SUBSIDIARIES
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Six Months Ended	
	January 1, 2012	December 26, 2010
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	\$(2,523	) \$(9,365)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and Amortization	31,577	31,080
Stock Compensation Expense	3,555	8,003
Loss on Disposition of Plant and Equipment	16	690
Provision (Benefit) for Deferred Income Taxes	5,287	(3,909)
Earnings of Unconsolidated Affiliates	(2,337	) (2,331)
Dividends Received from Unconsolidated Affiliates	4,029	6,880
Change in Operating Assets and Liabilities:		
(Increase) Decrease in Accounts Receivable	(43,411	) 42,214
Increase in Inventories	(140,214	) (154,005)
(Increase) Decrease in Other Current Assets	(841	) 11,897
Decrease in Accounts Payable and Accrued Liabilities	(8,020	) (54,860)
Other, Net	(12,118	) (4,944)
Net Cash Used in Operating Activities	(165,000	) (128,650)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to Plant and Equipment	(19,704	) (21,341)
Proceeds Received on Disposition of Plant and Equipment	95	52
Payments for Acquisitions, Net of Cash Acquired	(2,673	) —
Net Cash Used in Investing Activities	(22,282	) (21,289)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net Borrowings on Revolver	15,000	55,000
Proceeds from Long-Term Debt Financing	—	225,000
Debt Issuance Costs	(2,007	) (4,994)
Repayments on Long-Term Debt	—	(203,698)
Treasury Stock Purchases	(11,384	) —
Cash Dividends Paid	(5,565	) (5,537)
Net Cash Provided by (Used in) Financing Activities	(3,956	) 65,771
EFFECT OF FOREIGN CURRENCY EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(4,469	) (905)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(195,707	) (85,073)
CASH AND CASH EQUIVALENTS, Beginning	209,639	116,554
CASH AND CASH EQUIVALENTS, Ending	\$13,932	\$31,481

The accompanying notes are an integral part of these statements.

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

(Unaudited)

1. General Information

The accompanying unaudited consolidated condensed financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission and therefore do not include all information and footnotes necessary for a fair statement of financial position, results of operations and cash flows in conformity with accounting principles generally accepted in the United States. The year-end condensed balance sheet data was derived from audited financial statements, but also does not include all disclosures required by accounting principles generally accepted in the United States. However, in the opinion of Briggs & Stratton Corporation (the Company), adequate disclosures have been presented to prevent the information from being misleading, and all adjustments necessary to present fair statements of the results of operations and financial position have been included. All of these adjustments are of a normal recurring nature.

Interim results are not necessarily indicative of results for a full year. The information included in these consolidated condensed financial statements should be read in conjunction with the financial statements and the notes thereto which were included in our latest Annual Report on Form 10-K.

2. New Accounting Pronouncements

In September 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-08, "Intangibles - Goodwill and Other (Topic 350), Testing Goodwill for Impairment," which permits an entity to make a qualitative assessment of whether it is more likely than not that a reporting unit's fair value is less than its carrying value before applying the two-step goodwill impairment model that is currently in place. If it is determined through the qualitative assessment that a reporting unit's fair value is more likely than not greater than its carrying value, the remaining impairment steps would be unnecessary. The qualitative assessment is optional, allowing companies to go directly to the quantitative assessment. This update is effective for annual and interim goodwill impairment tests performed in fiscal years beginning after December 15, 2011 with early adoption permitted. Management does not expect adoption of this ASU to have a material impact on the Company's results of operations, financial position or cash flow.

In June 2011, the FASB issued ASU No. 2011-05, "Comprehensive Income: Presentation of Comprehensive Income," which amends current comprehensive income guidance. This ASU eliminates the option to present the components of other comprehensive income as part of the statement of shareholders' equity. Instead, it requires entities to report components of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. Under the two-statement approach, the first statement would include components of net income, which is consistent with the income statement format used today, and the second statement would include components of other comprehensive income ("OCI"). The ASU does not change the items that must be reported in OCI. ASU 2011-05 will be effective for public companies for fiscal years, and interim periods within those years, beginning after December 15, 2011 with early adoption permitted. Management does not expect adoption of this ASU to have a material impact on the Company's results of operations, financial position or cash flow.

In May 2011, the FASB issued ASU 2011-04 "Fair Value Measurement: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS." The ASU is the result of joint efforts by the FASB and the International Accounting Standards Board ("IASB") to develop a single, converged fair value framework. While the ASU is largely consistent with existing fair value measurement principles in U.S. GAAP, it expands existing disclosure requirements for fair value measurements and makes other amendments. Key additional

disclosures include quantitative disclosures about unobservable inputs in Level 3 measures, qualitative information about sensitivity of Level 3 measures and valuation process, and classification within the fair value hierarchy for instruments where fair value is only disclosed in the footnotes but carrying amount is on some other basis. For public companies, the ASU is effective for interim and annual periods beginning after December 15, 2011. Management does not expect adoption of this ASU to have a material impact on the Company's results of operations, financial position or cash flow.

3. Assets Held for Sale

On July 1, 2009 the Company announced a plan to close its Jefferson and Watertown, WI manufacturing facilities in fiscal 2010. At January 1, 2012 and at July 3, 2011, the Company had \$4.0 million included in Assets Held for Sale in its Consolidated Balance Sheets consisting of certain assets related to the Jefferson, WI production facility. Prior to the closure, the facility manufactured all portable generator and pressure washer products marketed and sold by the Company within its Power Products Segment.

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

4. Earnings (Loss) Per Share

The Company computes earnings (loss) per share using the two-class method, an earnings allocation formula that determines earnings (loss) per share for each class of common stock and participating security according to dividends declared and participation rights in undistributed earnings. The Company's unvested grants of restricted stock and deferred stock awards contain non-forfeitable rights to dividends (whether paid or unpaid), which are required to be treated as participating securities and included in the computation of basic earnings (loss) per share.

Information on earnings (loss) per share is as follows (in thousands except per share data):

	Three Months Ended		Six Months Ended	
	January 1, 2012	December 26, 2010	January 1, 2012	December 26, 2010
Net Income (Loss)	\$2,697	\$ (1,252)	\$ (2,523)	\$ (9,365)
Less: Dividends Attributable to Unvested Shares	(80)	(112)	(207)	(182)
Net Income (Loss) Available to Common Shareholders	\$2,617	\$ (1,364)	\$ (2,730)	\$ (9,547)
Weighted Average Shares Outstanding	49,418	49,702	49,746	49,666
Diluted Average Shares Outstanding	50,326	49,702	49,746	49,666
Basic Earnings (Loss) Per Share	\$0.05	\$ (0.03)	\$ (0.05)	\$ (0.19)
Diluted Earnings (Loss) Per Share	\$0.05	\$ (0.03)	\$ (0.05)	\$ (0.19)

The dilutive effect of the potential exercise of outstanding stock-based awards to acquire common shares is calculated using the treasury stock method. As a result of the Company incurring losses from continuing operations for the three months ended December 26, 2010 and for the six months ended January 1, 2012 and December 26, 2010, potential incremental common shares of 385,000, 887,000 and 362,000, respectively, were excluded from the calculation of diluted EPS for each period because the effect would have been anti-dilutive. In addition, the following options to purchase shares of common stock were excluded from the calculation of diluted earnings per share as the exercise prices were greater than the average market price of the common shares:

	Three Months Ended		Six Months Ended	
	January 1, 2012	December 26, 2010	January 1, 2012	December 26, 2010
Options to Purchase Shares of Common Stock (in thousands)	4,712	4,262	4,041	4,262
Weighted Average Exercise Price of Options Excluded	\$24.91	\$ 28.08	\$26.59	28.08

On August 10, 2011, the Board of Directors of the Company authorized up to \$50 million in funds for use in a common share repurchase program with an expiration of June 30, 2013. The common share repurchase program authorizes the purchase of shares of the Company's common stock on the open market or in private transactions from time to time, depending on market conditions and certain governing loan covenants. During fiscal 2012, the Company repurchased 801,843 shares on the open market at an average price \$14.20 per share. There were no shares repurchased in fiscal 2011.

5. Comprehensive Income (Loss)

Comprehensive income (loss) is a more inclusive financial reporting method that includes certain financial information that has not been recognized in the calculation of net income (loss). Comprehensive income (loss) is

defined as net income (loss) and other changes in shareholders' investment from transactions and events other than with shareholders. Total comprehensive income (loss) is as follows (in thousands):

8

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

	Three Months Ended		Six Months Ended	
	January 1, 2012	December 26, 2010	January 1, 2012	December 26, 2010
Net Income (Loss)	\$2,697	\$(1,252)	\$(2,523)	\$(9,365)
Cumulative Translation Adjustments	728	1,283	(9,286)	10,508
Unrealized Loss on Derivative Instruments, Net of Tax	(3,092)	(1,474)	(3,102)	(8,312)
Unrecognized Pension & Postretirement Obligation, Net of Tax	4,081	3,944	8,157	8,416
Total Comprehensive Income (Loss)	\$4,414	\$2,501	\$(6,754)	\$1,247
The components of Accumulated Other Comprehensive Loss, net of tax, are as follows (in thousands):				
			January 1, 2012	July 3, 2011
Cumulative Translation Adjustments			\$16,703	\$25,989
Unrealized Loss on Derivative Instruments			(5,345)	(2,243)
Unrecognized Pension & Postretirement Obligation			(259,087)	(267,244)
Accumulated Other Comprehensive Loss			\$(247,729)	\$(243,498)

6. Investments

This caption represents the Company's investments in unconsolidated affiliated companies consisting of its 30% and 50% owned joint ventures. Such investments are accounted for under the equity method of accounting. As of January 1, 2012 and July 3, 2011, the Company's investment in these joint ventures totaled \$20.5 million and \$21.0 million, respectively.

Combined financial information of the unconsolidated affiliated companies accounted for by the equity method, generally on a lag of 3 months or less, was as follows (in thousands):

Unaudited results of operations of unconsolidated affiliated companies for the three and six months ended January 1, 2012 and December 26, 2010:

	Three Months Ended		Six Months Ended	
	January 1, 2012	December 26, 2010	January 1, 2012	December 26, 2010
Results of Operations:				
Sales	\$32,262	\$30,933	\$64,577	\$59,784
Cost of Goods Sold	25,843	24,495	51,474	48,317
Gross Profit	\$6,419	\$6,438	\$13,103	\$11,467
Net Income	\$2,455	\$3,149	\$5,225	\$5,241

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

Unaudited balance sheets of unconsolidated affiliated companies as of January 1, 2012 and July 3, 2011:

	January 1, 2012	July 3, 2011
Financial Position:		
Assets:		
Current Assets	\$ 55,295	\$ 51,838
Non-Current Assets	15,580	18,292
	\$ 70,875	\$ 70,130
Liabilities:		
Current Liabilities	\$ 21,332	\$ 15,809
Non-Current Liabilities	4,589	5,749
	\$ 25,921	\$ 21,558
Equity	\$ 44,954	\$ 48,572

Net sales to equity method investees were approximately \$1.1 million and \$3.6 million for the six months ended January 1, 2012 and December 26, 2010, respectively. Purchases of finished products from equity method investees were approximately \$61.7 million and \$52.1 million for the six months ended January 1, 2012 and December 26, 2010.

7. Pension and Postretirement Benefits

The Company has noncontributory defined benefit retirement plans and postretirement plans covering certain employees. The following tables summarize the plans' income and expense for the periods indicated (in thousands):

	Pension Benefits		Other Postretirement Benefits	
	Three Months Ended		Three Months Ended	
	January 1, 2012	December 26, 2010	January 1, 2012	December 26, 2010
Components of Net Periodic Expense:				
Service Cost	\$ 3,489	\$ 3,121	\$ 102	\$ 117
Interest Cost on Projected Benefit Obligation	14,284	14,143	1,695	1,707
Expected Return on Plan Assets	(19,124)	(19,202)	—	—
Amortization of:				
Transition Obligation	2	2	—	—
Prior Service Cost (Credit)	725	765	(959)	(757)
Actuarial Loss	4,570	4,408	2,353	2,359
Net Periodic Expense	\$ 3,946	\$ 3,237	\$ 3,191	\$ 3,426

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

	Pension Benefits Six Months Ended		Other Postretirement Benefits Six Months Ended	
	January 1, 2012	December 26, 2010	January 1, 2012	December 26, 2010
Components of Net Periodic Expense:				
Service Cost	\$6,885	\$6,787	\$204	\$243
Interest Cost on Projected Benefit Obligation	28,635	28,344	3,375	3,546
Expected Return on Plan Assets	(38,348	) (38,487	) —	—
Amortization of:				
Transition Obligation	4	4	—	—
Prior Service Cost (Credit)	1,450	1,530	(1,918	) (1,739
Actuarial Loss	9,246	8,885	4,590	5,141
Net Periodic Expense	\$7,872	\$7,063	\$6,251	\$7,191

The Company expects to make benefit payments of approximately \$2.9 million attributable to its non-qualified pension plans during fiscal 2012. During the first six months of fiscal 2012, the Company made payments of approximately \$1.5 million for its non-qualified pension plans. The Company anticipates making benefit payments of approximately \$22.2 million for its other postretirement benefit plans during fiscal 2012. During the first six months of fiscal 2012, the Company made payments of \$9.3 million for its other postretirement benefit plans.

The Company is required to make minimum contributions to the qualified pension plan of approximately \$28.8 million during fiscal 2012. During the first six months of fiscal 2012, the Company made cash contributions of \$5.5 million to the qualified pension plan. The Company may be required to make further contributions in future years depending upon the actual return on plan assets and the funded status of the plan in future periods.

8. Stock Incentives

Stock based compensation expense is calculated by estimating the fair value of incentive stock awards granted and amortizing the estimated value over the awards' vesting period. Stock based compensation expense was \$1.0 million and \$3.6 million for the three and six months ended January 1, 2012, respectively. For the three and six months ended December 26, 2010, stock based compensation expense was \$2.6 million and \$8.0 million, respectively. Included in stock based compensation expense for the three and six months ended December 26, 2010 was an expense of \$1.3 million due to the modification of certain vesting conditions for the Company's stock incentive awards. The modification of the awards was made in connection with the Company's previously announced organization changes that involved a planned reduction of salaried employees during the quarter ended December 26, 2010. The Company also recorded expenses of approximately \$2.2 million for severance and other related employee separation costs associated with the reduction.

9. Derivative Instruments & Hedging Activities

The Company enters into derivative contracts designated as cash flow hedges to manage certain interest rate, foreign currency and commodity exposures. Company policy allows derivatives to be used only for identifiable exposures and, therefore, the Company does not enter into hedges for trading purposes where the sole objective is to generate profits.

The Company formally designates the financial instrument as a hedge of a specific underlying exposure and documents both the risk management objectives and strategies for undertaking the hedge. The Company formally

assesses, both at the inception and at least quarterly thereafter, whether the financial instruments that are used in hedging transactions are effective at offsetting changes in the forecasted cash flows of the related underlying exposure. Because of the high degree of effectiveness between the hedging instrument and the underlying exposure being hedged, fluctuations in the value of the derivative instruments are generally offset by changes in the forecasted cash flows of the underlying exposures being hedged. Derivative financial instruments are recorded on the Consolidated Balance Sheets as assets or liabilities, measured at fair value. The effective portion of gains or losses on the derivative designated as cash flow hedges are reported as a component of Accumulated Other Comprehensive Loss (AOCI) and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Any ineffective portion of a financial instrument's change in fair value is immediately recognized in earnings.

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

The Company enters into interest rate swaps to manage a portion of its interest rate risk from financing certain dealer and distributor inventories through a third party financing source. The swaps are designated as cash flow hedges and are used to effectively fix the interest payments to a third party financing source, exclusive of lender spreads, ranging from 1.36% to 1.60% for a notional principal amount of \$60 million through July 2017.

The Company enters into forward foreign currency contracts to hedge the risk from forecasted third party and intercompany sales or payments denominated in foreign currencies. These obligations generally require the Company to exchange foreign currencies for U.S. Dollars, Euros, Japanese Yen, Australian Dollars or Canadian Dollars. These contracts generally do not have a maturity of more than twenty-four months.

The Company uses raw materials that are subject to price volatility. The Company hedges a portion of its exposure to the variability of cash flows associated with commodities used in the manufacturing process by entering into forward purchase contracts or commodity swaps. Derivative contracts designated as cash flow hedges are used by the Company to reduce exposure to variability in cash flows associated with future purchases of natural gas, aluminum and steel. These contracts generally do not have a maturity of more than twenty-four months.

The Company has considered the counterparty credit risk related to all its interest rate, foreign currency and commodity derivative contracts and does not deem any counterparty credit risk material at this time.

The notional amount of derivative contracts outstanding at the end of the period is indicative of the level of the Company's derivative activity during the period. As of January 1, 2012 and July 3, 2011, the Company had the following outstanding derivative contracts (in thousands):

Contract		Notional Amount	
		January 1, 2012	July 3, 2011
Interest Rate:			
LIBOR Interest Rate (U.S. Dollars)	Fixed	60,000	—
Foreign Currency:			
Australian Dollar	Sell	30,230	34,295
Canadian Dollar	Sell	3,000	10,700
Euro	Sell	49,800	41,500
Japanese Yen	Buy	217,000	—
Commodity:			
Natural Gas (Therms)	Buy	7,710	11,187
Aluminum (Metric Tons)	Buy	26	8
Steel (Metric Tons)	Buy	2	1

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

The location and fair value of derivative instruments reported in the Consolidated Condensed Balance Sheets are as follows (in thousands):

Balance Sheet Location	Asset (Liability) January 1, 2012	Fair Value July 3, 2011
Interest rate contract		
Other Long-Term Liabilities	(841	) —
Foreign currency contracts		
Other Current Assets	5,980	108
Accrued Liabilities	(752	) (3,550
Other Long-Term Liabilities	—	(280
Commodity contracts		
Other Current Assets	—	26
Accrued Liabilities	(8,759	) (1,937
Other Long-Term Liabilities	(312	) (91
	\$(4,684	) \$(5,724

The effect of derivatives designated as hedging instruments on the Consolidated Condensed Statements of Operations is as follows:

Three months ended January 1, 2012				
Recognized in Earnings				
Amount of Gain (Loss)				
Recognized in				
Other				
Comprehensive Income				
Classification of				
on Derivatives, Net Gain (Loss)				
of				
Taxes (Effective				
Portion)				
			Amount of Gain	Recognized in
			(Loss)	Earnings
			Reclassified from	(Ineffective Portion)
			AOCI into Income	
			(Effective Portion)	
Interest rate contract	\$(304	) Net Sales	\$—	\$ —
Foreign currency contracts - sell	(401	) Net Sales	1,182	—
Foreign currency contracts - buy	—	Cost of Goods Sold	(57	) —
Commodity contracts	(2,387	) Cost of Goods Sold	(903	) 8
	\$(3,092	)	\$222	\$ 8
Three months ended December 26, 2010				
Recognized in Earnings				
Amount of Gain (Loss)				
Recognized in				
Other				
Comprehensive Income				
Classification of				
on Derivatives, Net Gain (Loss)				
of				
Taxes (Effective				
Portion)				
			Amount of Gain	Recognized in
			(Loss)	Earnings
			Reclassified from	(Ineffective Portion)
			AOCI into Income	
			(Effective Portion)	
Foreign currency contracts - sell	\$(1,665	) Net Sales	\$723	\$ —
	36	Cost of Goods Sold	(121	) —

Foreign currency contracts -

buy

Commodity contracts	155	Cost of Goods Sold	(823	) 38
	\$(1,474	)	\$(221	) \$ 38

13

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

	Six months ended January 1, 2012			
	Recognized in Earnings			
	Amount of Gain (Loss)			
	Recognized in		Amount of Gain	
	Other		(Loss)	Recognized in
	Comprehensive Income	Classification of	Reclassified from	Earnings
	on Derivatives, Net	Gain (Loss)	AOCI into Income	(Ineffective Portion)
	of		(Effective Portion)	
	Taxes (Effective			
	Portion)			
Interest rate contract	\$ (513	) Net Sales	\$ —	\$ —
Foreign currency contracts - sell	2,753	Net Sales	(62	) —
Foreign currency contracts - buy	—	Cost of Goods Sold	(57	) —
Commodity contracts	(5,342	) Cost of Goods Sold	(1,241	) (22
	\$ (3,102	)	\$ (1,360	) \$ (22

	Six months ended December 26, 2010			
	Recognized in Earnings			
	Amount of Gain (Loss)			
	Recognized in		Amount of Gain	
	Other		(Loss)	Recognized in
	Comprehensive Income	Classification of	Reclassified from	Earnings
	on Derivatives, Net	Gain (Loss)	AOCI into Income	(Ineffective Portion)
	of		(Effective Portion)	
	Taxes (Effective			
	Portion)			
Foreign currency contracts - sell	\$ (7,698	) Net Sales	\$ 1,761	\$ —
Foreign currency contracts - buy	2	Cost of Goods Sold	(452	) —
Commodity contracts	(616	) Cost of Goods Sold	(1,136	) 82
	\$ (8,312	)	\$ 173	\$ 82

During the next twelve months, the amount of the January 1, 2012 Accumulated Other Comprehensive Loss balance that is expected to be reclassified into earnings is expected to be \$4.7 million.

10. Fair Value Measurements

The following guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels:

Level 1: Quoted prices for identical instruments in active markets.

Level 2: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-driven valuations whose inputs are observable or whose significant value drivers are observable.

Level 3: Significant inputs to the valuation model are unobservable.

The following table presents information about the Company's financial assets and liabilities measured at fair value on a recurring basis as of January 1, 2012 and July 3, 2011 (in thousands):

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

	January 1, 2012	Fair Value Measurement Using		
		Level 1	Level 2	Level 3
Assets:				
Derivatives	\$5,980	\$—	\$5,980	\$—
Liabilities:				
Derivatives	\$10,664	\$—	\$10,664	\$—
	July 3, 2011	Level 1	Level 2	Level 3
Assets:				
Derivatives	\$134	\$—	\$134	\$—
Liabilities:				
Derivatives	\$5,858	\$—	\$5,858	\$—

11. Warranty

The Company recognizes the cost associated with its standard warranty on Engines and Products at the time of sale. The amount recognized is based on historical failure rates and current claim cost experience. The following is a reconciliation of the changes in accrued warranty costs for the reporting period (in thousands):

	Six Months Ended	
	January 1, 2012	December 26, 2010
Beginning Balance	\$45,995	\$41,945
Payments	(13,911)	(13,275)
Provision for Current Year Warranties	14,696	13,631
Changes in Estimates	(1,145)	130
Ending Balance	\$45,635	\$42,431

12. Income Taxes

As of July 3, 2011, the Company had \$12.0 million of gross unrecognized tax benefits. Of this amount, \$9.9 million represents the portion that, if recognized, would impact the effective tax rate. As of July 3, 2011, the Company had \$5.7 million accrued for the payment of interest and penalties. For the six months ended January 1, 2012, the Company recorded a decrease to the tax reserve of \$6.0 million, of which \$1.2 million related to interest, as a result of the settlement of audits and the lapse in the statute of limitations in certain foreign jurisdictions.

The Company's annual effective tax rate reflects its best estimate of financial operating results and the estimated impact of foreign currency exchange rates. Changes in the mix of pretax income from all tax jurisdictions in which the Company operates will have an impact on the Company's effective tax rate. The fiscal 2012 estimated annual tax rate is based on the latest tax law changes.

Income tax returns are filed in the U.S., state, and foreign jurisdictions and related audits occur on a regular basis. In the U.S., the Company is no longer subject to U.S. federal income tax examinations before fiscal 2009 and is currently under audit by various state and foreign jurisdictions. With respect to the Company's major foreign jurisdictions, it is no longer subject to tax examinations before fiscal 2001.

13. Commitments and Contingencies

The Company is subject to various unresolved legal actions that arise in the normal course of its business. These actions typically relate to product liability (including asbestos-related liability), patent and trademark matters, and disputes with customers, suppliers, distributors and dealers, competitors and employees.

Starting with the first complaint in June 2004, various plaintiff groups filed complaints in state and federal courts across the country against the Company and other engine and lawnmower manufacturers alleging that the horsepower labels on the

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

products they purchased were inaccurate and that the Company conspired with other engine and lawnmower manufacturers to conceal the true horsepower of these engines ("Horsepower Class Actions"). On December 5, 2008, the Multidistrict Litigation Panel coordinated and transferred the cases to Judge Adelman of the U. S. District Court for the Eastern District of Wisconsin (In Re: Lawnmower Engine Horsepower Marketing and Sales Practices Litigation, Case No. 2:08-md-01999).

On February 24, 2010, the Company entered into a Stipulation of Settlement ("Settlement") that resolves all of the Horsepower Class Actions. The Settlement resolves all horsepower-labeling claims brought by all persons or entities in the United States who, beginning January 1, 1994 through the date notice of the Settlement is first given, purchased, for use and not for resale, a lawn mower containing a gas combustible engine up to 30 horsepower provided that either the lawn mower or the engine of the lawn mower was manufactured or sold by a defendant. On August 16, 2010, Judge Adelman issued a final order approving the Settlement as well as the settlements of all other defendants. In August and September 2010, several class members filed a Notice of Appeal of Judge Adelman's final approval order to the U.S. Court of Appeals for the Seventh Circuit. All of those appeals were settled as of February 16, 2011 with no additional contribution from Briggs & Stratton.

As part of the Settlement, the Company denies any and all liability and seeks resolution to avoid further protracted and expensive litigation. The settling defendants as a group agreed to pay an aggregate amount of \$51.0 million. However, the monetary contribution of the amount of each of the settling defendants is confidential. In addition, the Company, along with the other settling defendants, agreed to injunctive relief regarding their future horsepower labeling, as well as procedures that will allow purchasers of lawnmower engines to seek a one-year extended warranty free of charge. Under the terms of the Settlement, the balance of settlement funds were paid, and the one-year warranty extension program began to run, on March 1, 2011. As a result of the Settlement, the Company recorded a total charge of \$30.6 million in the third quarter of fiscal year 2010 representing the total of the Company's monetary portion of the Settlement and the estimated costs of extending the warranty period for one year.

On March 19, 2010, new plaintiffs filed a complaint in the Ontario Superior Court of Justice in Canada (Robert Foster et al. v. Sears Canada, Inc. et al., Docket No. 766-2010). On May 3, 2010, other plaintiffs filed a complaint in the Montreal Superior Court in Canada (Eric Liverman, et al. v. Deere & Company, et al., Docket No. 500-06-000507-109). Both Canadian complaints contain allegations and seek relief under Canadian law that are similar to the Horsepower Class Actions. The Company is evaluating the complaints and has not yet filed an answer or other responsive pleading to either one.

On May 14, 2010, the Company notified retirees and certain retirement eligible employees of various changes to the Company-sponsored retiree medical plans. The purpose of the amendments was to better align the plans offered to both hourly and salaried retirees. On August 16, 2010, a putative class of retirees who retired prior to August 1, 2006 and the United Steel Workers filed a complaint in the U.S. District Court for the Eastern District of Wisconsin (Merrill, Weber, Carpenter, et al; United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union, AFL-CIO/CLC v. Briggs & Stratton Corporation; Group Insurance Plan of Briggs & Stratton Corporation; and Does 1 through 20, Docket No. 10-C-0700), contesting the Company's right to make these changes. In addition to a request for class certification, the complaint seeks an injunction preventing the alleged unilateral termination or reduction in insurance coverage to the class of retirees, a permanent injunction preventing defendants from ever making changes to the retirees' insurance coverage, restitution with interest (if applicable) and attorneys' fees and costs. The Company moved to dismiss the complaint and believes the changes are within its rights. On April 21, 2011, the district court issued an order granting the Company's motion to dismiss the complaint. The plaintiffs filed a motion with the court to reconsider its order on May 17, 2011. On August 24, 2011, the court granted the plaintiffs' motion and vacated the dismissal of the case. The Company is seeking leave to appeal

the court's decision directly to the U.S. Court of Appeals for the Seventh Circuit.

Although it is not possible to predict with certainty the outcome of these unresolved legal actions or the range of possible loss, the Company believes the unresolved legal actions will not have a material adverse effect on its results of operations, financial position or cash flows.

14. Segment Information

The Company operates two reportable business segments that are managed separately based on fundamental differences in their operations. Summarized segment data is as follows (in thousands):

16

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

	Three Months Ended		Six Months Ended	
	January 1, 2012	December 26, 2010	January 1, 2012	December 26, 2010
NET SALES:				
Engines	\$286,099	\$297,827	\$489,477	\$503,441
Products	215,416	186,361	450,698	353,949
Inter-Segment Eliminations	(53,568)	) (33,864	) (94,931	) (72,950
Total *	\$447,947	\$450,324	\$845,244	\$784,440
* International sales included in net sales based on product shipment destination	\$178,630	\$208,610	\$326,433	\$326,459
GROSS PROFIT:				
Engines	\$49,352	\$68,546	\$86,235	\$111,205
Products	26,819	12,084	54,429	29,391
Inter-Segment Eliminations	(2,291)	) (2,309	) (730	) (281
Total	\$73,880	\$78,321	\$139,934	\$140,315
INCOME (LOSS) FROM OPERATIONS:				
Engines	\$2,302	\$20,186	\$(3,175)	) \$14,849
Products	577	(14,115)	) 2,870	(19,268)
Inter-Segment Eliminations	(2,291)	) (2,309	) (730	) (281)
Total	\$588	\$3,762	\$(1,035)	) \$(4,700)

15. Debt

The following is a summary of the Company's long-term indebtedness (in thousands):

	January 1, 2012	July 3, 2011
Revolving Credit Facility	\$15,000	\$—
6.875% Senior Notes	225,000	225,000
	\$240,000	\$225,000

On December 15, 2010, the Company issued \$225 million of 6.875% Senior Notes ("Senior Notes") due December 15, 2020. The net proceeds of the offering were primarily used to redeem the outstanding principal of the 8.875% Senior Notes due March 15, 2011 ("Old Senior Notes"). In connection with the issuance of the Senior Notes, the Company incurred approximately \$5.0 million in new debt issuance costs, which are being amortized over the life of the Senior Notes using the effective interest method. In addition, at the time of the refinancing the Company expensed approximately \$3.7 million associated with the make-whole terms of the Old Senior Notes, \$0.1 million in remaining debt issuance costs and \$0.1 million of original issue discount. These refinancing charges are included in interest expense in the Consolidated Statements of Operations for the three and six months ended December 26, 2010.

On October 13, 2011, the Company entered into a \$500 million multicurrency credit agreement (the "Revolver"). The Revolver replaced the amended and restated multicurrency credit agreement dated as of July 12, 2007. The Revolver has a term of five years and all outstanding borrowings on the Revolver are due and payable on October 13, 2016. The initial maximum availability under the revolving credit facility is \$500 million. Availability under the revolving credit facility is reduced by outstanding letters of credit. The Company may from time to time increase the maximum availability under the revolving credit facility by up to \$250 million if certain conditions are satisfied. In connection with the refinancing and the issuance of the Revolver, the Company incurred approximately \$2.0 million in new debt issuance costs, which are being amortized over the life of the Revolver using the straight-line method.

The Senior Notes and Revolver contain restrictive covenants. These covenants include restrictions on the Company's ability to: pay dividends; repurchase shares; incur indebtedness; create liens; enter into sale and leaseback transactions; consolidate or merge with other entities; sell or lease all or substantially all of its assets; and dispose of assets or the proceeds of sales of its assets. The Revolver contains financial covenants that require the Company to maintain a minimum interest coverage ratio and impose a maximum leverage ratio. As of January 1, 2012, the Company was in compliance with these covenants.

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

16. Separate Financial Information of Subsidiary Guarantor of Indebtedness

Under the terms of the Company's Senior Notes and the Revolver (collectively, the "Domestic Indebtedness"), Briggs & Stratton Power Products Group, LLC, a 100% owned subsidiary of the Company, is the joint and several guarantor of the Domestic Indebtedness (the "Guarantor"). The guarantees are full and unconditional guarantees, except for certain customary limitations. Additionally, if at any time a domestic subsidiary of the Company constitutes a significant domestic subsidiary, then such domestic subsidiary will also become a guarantor of the Domestic Indebtedness. Currently, all of the Domestic Indebtedness is unsecured. If the Company were to fail to make a payment of interest or principal on its due date, the Guarantor is obligated to pay the outstanding Domestic Indebtedness. The Company had the following outstanding amounts related to the guaranteed debt (in thousands):

	January 1, 2012 Carrying Amount	Maximum Guarantee
6.875% Senior Notes	\$ 225,000	\$225,000
Revolving Credit Facility	\$ 15,000	\$500,000

The following condensed supplemental consolidating financial information reflects the summarized financial information of the Company, its Guarantor and Non-Guarantor Subsidiaries (in thousands):

BALANCE SHEET

As of January 1, 2012

(Unaudited)

	Briggs & Stratton Corporation	Guarantor Subsidiary	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Current Assets	\$493,956	\$384,854	\$269,541	\$(189,846)	\$958,505
Investment in Subsidiaries	618,909	—	—	(618,909)	—
Non-Current Assets	440,031	223,137	49,123	(33,705)	678,586
	\$1,552,896	\$607,991	\$318,664	\$(842,460)	\$1,637,091
Current Liabilities	\$297,671	\$93,967	\$103,166	\$(156,916)	\$337,888
Other Long-Term Obligations	542,992	48,553	62,061	(66,636)	586,970
Shareholders' Investment	712,233	465,471	153,437	(618,908)	712,233
	\$1,552,896	\$607,991	\$318,664	\$(842,460)	\$1,637,091

BALANCE SHEET

As of July 3, 2011

(Unaudited)

	Briggs & Stratton Corporation	Guarantor Subsidiary	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Current Assets	\$519,783	\$343,266	\$244,473	\$(138,858)	\$968,664
Investment in Subsidiaries	617,553	—	—	(617,553)	—
Non-Current Assets	455,876	229,054	50,692	(38,068)	697,554
	\$1,593,212	\$572,320	\$295,165	\$(794,479)	\$1,666,218
Current Liabilities	\$292,908	\$88,888	\$95,044	\$(132,457)	\$344,383

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Other Long-Term Obligations	562,361	20,988	45,012	(44,469	) 583,892
Shareholders' Investment	737,943	462,444	155,109	(617,553	) 737,943
	\$1,593,212	\$572,320	\$295,165	\$(794,479	) \$1,666,218

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

STATEMENT OF OPERATIONS

For the Three Months Ended January 1, 2012

(Unaudited)

	Briggs & Stratton Corporation	Guarantor Subsidiary	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Net Sales	\$270,624	\$180,007	\$83,529	\$(86,213)	\$447,947
Cost of Goods Sold	231,128	162,276	66,876	(86,213)	374,067
Gross Profit	39,496	17,731	16,653	—	73,880
Engineering, Selling, General and Administrative Expenses	44,427	18,730	10,135	—	73,292
Equity in Income from Subsidiaries	(5,827)	—	—	5,827	—
Income (Loss) from Operations	896	(999)	6,518	(5,827)	588
Interest Expense	(4,738)	(9)	(49)	—	(4,796)
Other Income, Net	931	74	383	—	1,388
Income (Loss) before Income Taxes	(2,911)	(934)	6,852	(5,827)	(2,820)
Provision (Credit) for Income Taxes	(5,608)	(2,060)	2,151	—	(5,517)
Net Income (Loss)	\$2,697	\$1,126	\$4,701	\$(5,827)	\$2,697

STATEMENT OF OPERATIONS

For the Three Months Ended December 26, 2010

(Unaudited)

	Briggs & Stratton Corporation	Guarantor Subsidiary	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Net Sales	\$285,078	\$144,890	\$90,036	\$(69,680)	\$450,324
Cost of Goods Sold	228,169	142,724	70,790	(69,680)	372,003
Gross Profit	56,909	2,166	19,246	—	78,321
Engineering, Selling, General and Administrative Expenses	42,500	19,231	12,828	—	74,559
Equity in Income (Loss) from Subsidiaries	5,687	—	—	(5,687)	—
Income (Loss) from Operations	8,722	(17,065)	6,418	5,687	3,762
Interest Expense	(8,953)	(17)	(38)	—	(9,008)
Other Income (Expense), Net	773	175	689	—	1,637
Income (Loss) before Income Taxes	542	(16,907)	7,069	5,687	(3,609)
Provision (Credit) for Income Taxes	1,794	(5,999)	1,848	—	(2,357)
Net Income (Loss)	\$(1,252)	\$(10,908)	\$5,221	\$5,687	\$(1,252)

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

STATEMENT OF OPERATIONS

For the Six Months Ended January 1, 2012

(Unaudited)

	Briggs & Stratton Corporation	Guarantor Subsidiary	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Net Sales	\$464,705	\$390,573	\$155,010	\$(165,044)	\$845,244
Cost of Goods Sold	392,010	350,286	128,058	(165,044)	705,310
Gross Profit	72,695	40,287	26,952	—	139,934
Engineering, Selling, General and Administrative Expenses	81,540	36,882	22,547	—	140,969
Equity in Income from Subsidiaries	(3,640)	—	—	3,640	—
Income (Loss) from Operations	(5,205)	3,405	4,405	(3,640)	(1,035)
Interest Expense	(9,042)	(21)	(71)	—	(9,134)
Other Income, Net	2,410	165	608	—	3,183
Income (Loss) before Income Taxes	(11,837)	3,549	4,942	(3,640)	(6,986)
Provision (Credit) for Income Taxes	(9,314)	1,541	3,310	—	(4,463)
Net Income (Loss)	\$(2,523)	\$2,008	\$1,632	\$(3,640)	\$(2,523)

STATEMENT OF OPERATIONS

For the Six Months Ended December 26, 2010

(Unaudited)

	Briggs & Stratton Corporation	Guarantor Subsidiary	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Net Sales	\$477,770	\$295,362	\$160,145	\$(148,837)	\$784,440
Cost of Goods Sold	384,741	280,682	127,539	(148,837)	644,125
Gross Profit	93,029	14,680	32,606	—	140,315
Engineering, Selling, General and Administrative Expenses	84,956	36,576	23,483	—	145,015
Equity in Loss from Subsidiaries	6,489	—	—	(6,489)	—
Income (Loss) from Operations	1,584	(21,896)	9,123	6,489	(4,700)
Interest Expense	(14,057)	(37)	(71)	—	(14,165)
Other Income (Expense), Net	1,818	313	942	—	3,073
Income (Loss) before Income Taxes	(10,655)	(21,620)	9,994	6,489	(15,792)
Provision (Credit) for Income Taxes	(1,290)	(7,644)	2,507	—	(6,427)
Net Income (Loss)	\$(9,365)	\$(13,976)	\$7,487	\$6,489	\$(9,365)

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

STATEMENT OF CASH FLOWS

For the Six Months Ended January 1, 2012

(Unaudited)

	Briggs & Stratton Corporation	Guarantor Subsidiary	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Net Cash Used in Operating Activities	\$(122,561)	\$(22,069)	\$(46,900)	\$26,530	\$(165,000)
Cash Flows from Investing Activities:					
Additions to Plant and Equipment	(16,386)	(2,145)	(1,173)	—	(19,704)
Proceeds Received from Disposition of Plant and Equipment	41	50	4	—	95
Cash Investment in Subsidiary	2,141	—	(5,765)	3,624	—
Payments for Acquisitions, Net of Cash Acquired	—	—	(2,673)	—	(2,673)
Net Cash Used in Investing Activities	(14,204)	(2,095)	(9,607)	3,624	(22,282)
Cash Flows from Financing Activities:					
Net Borrowings (Repayments) on Loans, Notes Payable and Long-Term Debt	(2,859)	23,563	20,826	(26,530)	15,000
Capital Contributions	—	—	3,624	(3,624)	—
Debt Issuance Costs	(2,007)	—	—	—	(2,007)
Treasury Stock Purchases	(11,384)	—	—	—	(11,384)
Cash Dividends Paid	(5,565)	—	—	—	(5,565)
Net Cash Provided by (Used in) Financing Activities	(21,815)	23,563	24,450	(30,154)	(3,956)
Effect of Foreign Currency Exchange Rate Changes on Cash and Cash Equivalents	—	—	(4,469)	—	(4,469)
Net Decrease in Cash and Cash Equivalents	(158,580)	(601)	(36,526)	—	(195,707)
Cash and Cash Equivalents, Beginning	158,672	1,372	49,595	—	209,639
Cash and Cash Equivalents, Ending	\$92	\$771	\$13,069	\$—	\$13,932

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

STATEMENT OF CASH FLOWS

For the Six Months Ended December 26, 2010

(Unaudited)

	Briggs & Stratton Corporation	Guarantor Subsidiary	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Net Cash Provided by (Used in) Operating Activities	\$(87,292	) \$(42,444	) \$6,752	\$(5,666	) \$(128,650)
Cash Flows from Investing Activities:					
Additions to Plant and Equipment	(15,933	) (4,141	) (1,267	) —	(21,341)
Proceeds Received from Disposition of Plant and Equipment	14	27	11	—	52
Cash Investment in Subsidiary	(92	) —	—	92	—
Net Cash Used in Investing Activities	(16,011	) (4,114	) (1,256	) 92	(21,289)
Cash Flows from Financing Activities:					
Net Borrowings on Loans, Notes Payable and Long-Term Debt	15,944	44,875	9,817	5,666	76,302
Capital Contributions	—	—	92	(92	) —
Debt Issuance Costs	(4,994	) —	—	—	(4,994)
Cash Dividends Paid	(5,537	) —	—	—	(5,537)
Net Cash Provided by Financing Activities	5,413	44,875	9,909	5,574	65,771
Effect of Foreign Currency Exchange Rate Changes on Cash and Cash Equivalents	—	—	(905	) —	(905)
Net Increase (Decrease) in Cash and Cash Equivalents	(97,890	) (1,683	) 14,500	—	(85,073)
Cash and Cash Equivalents, Beginning	100,880	3,675	11,999	—	116,554
Cash and Cash Equivalents, Ending	\$2,990	\$1,992	\$26,499	\$—	\$31,481

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

17. Subsequent Events

On January 25, 2012, the Board of Directors of the Company authorized a plan to move existing manufacturing from the Company's Newbern, Tennessee facility to its McDonough, Georgia facility. The Company will also close its Ostrava, Czech Republic plant, shifting production to the Company's Murray, Kentucky facility. Also, the Company will continue reducing capacity by reconfiguring and idling certain assets at its Poplar Bluff, Missouri facility. This decision was made after a comprehensive evaluation of the Company's manufacturing operations following significant and prolonged market declines.

The Newbern, Tennessee facility currently manufactures walk behind lawn mowers and snow throwers for the U.S. domestic market. The Ostrava, Czech Republic facility currently manufactures small engines for the outdoor power equipment industry.

These changes will result in the closing of the Company's facility in Newbern, Tennessee, affecting approximately 240 regular employees and 450 temporary employees. Additionally, the closing of the Ostrava, Czech Republic facility will affect approximately 77 regular employees. The Company does not anticipate significant employment changes at its Poplar Bluff, Missouri facility. The Company will provide assistance programs, continued benefits and outplacement services for the affected employees.

Operations in Ostrava and Newbern are expected to wind down by March 15, 2012 and May 15, 2012, respectively. The pre-tax expense related to the restructuring activities is estimated to be \$50 million to \$55 million, of which, \$45 million to \$50 million is expected to be realized in fiscal 2012. Included in these charges are estimated pre-tax charges of approximately \$35 million to \$37 million for non-cash asset impairments and approximately \$15 million to \$18 million of other cash expenditures. The Company anticipates annualized pre-tax savings of \$18 million to \$20 million due to the restructuring actions.

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

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

The following is management's discussion and analysis of the Company's financial condition and results of operations for the periods included in the accompanying consolidated condensed financial statements:

RESULTS OF OPERATIONS

NET SALES

Consolidated net sales for the second quarter of fiscal 2012 were \$447.9 million, a decrease of \$2.4 million or 0.5% when compared to the same period a year ago.

Engines Segment fiscal 2012 second quarter net sales were \$286.1 million, which was \$11.7 million or 3.9% lower than the same period a year ago. This decrease in net sales was primarily driven by lower shipments to the European market, partially offset by a favorable mix of product shipped that reflected proportionally larger volumes of units used on snow throwers and portable and standby generators.

Products Segment fiscal 2012 second quarter net sales were \$215.4 million, an increase of \$29.1 million or 15.6% from the same period a year ago. The increase in net sales was primarily due to increased sales of portable and standby generators as channel inventories continue to be replenished following the recent storm activity, as well as higher shipments of snow equipment after channel inventories were depleted from the prior selling season.

Consolidated net sales for the first six months of fiscal 2012 were \$845.2 million, an increase of \$60.8 million or 7.8% when compared to the same period a year ago.

Engines Segment net sales for the first six months of fiscal 2012 were \$489.5 million, which was \$14.0 million or 2.8% lower than the same period a year ago. This decrease in net sales was primarily driven by lower shipment volumes of engines due to reduced consumer demand for lawn and garden products in the North America and European markets, partially offset by a favorable mix of product shipped that reflected proportionally larger volumes of units used on snow throwers and portable and standby generators.

Products Segment net sales for the first six months of fiscal 2012 were \$450.7 million, an increase of \$96.7 million or 27.3% from the same period a year ago. The increase in net sales was primarily due to increased sales of portable and standby generators due to widespread power outages in the U.S. as a result of a landed hurricane and subsequent snow storm on the United States East Coast earlier in the fiscal year, as well as increased shipments of snow equipment after channel inventories were depleted from the prior selling season. There were no landed hurricanes in fiscal 2011.

GROSS PROFIT PERCENTAGE

The consolidated gross profit percentage was 16.5% in the second quarter of fiscal 2012, down from 17.4% in the same period last year.

The Engines Segment gross profit percentage was 17.2% in the second quarter of fiscal 2012, lower from 23.0% in the second quarter of fiscal 2011. The decrease was primarily due to higher manufacturing spending and unfavorable absorption on lower production volumes. Higher manufacturing spending is attributed to start-up costs of \$5.0 million associated with launching our Phase III emissions compliant engines. Increased pricing offset increased commodity

costs.

The Products Segment gross profit percentage was 12.4% for the second quarter of fiscal 2012, an increase from 6.5% in the second quarter of fiscal 2011. The increase over the prior year was attributable to improved pricing, production operational improvements of \$5.8 million, and favorable absorption of \$4.1 million on improved plant utilization, partially offset by increased commodity costs.

The consolidated gross profit percentage for the first six months of fiscal 2012 decreased to 16.6% from 17.9% in the first six months of fiscal 2011.

The Engines Segment gross profit percentage decreased to 17.6% for the first six months of fiscal 2012 from 22.1% in the first six months of fiscal 2011. The decrease was primarily due to unfavorable foreign exchange of \$4.0 million primarily

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

related to the Euro, and higher manufacturing spending associated with rising commodity costs and start-up costs of \$6.0 million associated with launching our Phase III emissions compliant engines, partially offset by improved engine pricing.

The Products Segment gross profit percentage increased to 12.1% for the first six months of fiscal 2012 from 8.3% in the first six months of fiscal 2011. The increase over the prior year was primarily attributable to favorable foreign exchange of \$1.7 million primarily related to the Australian dollar, improved pricing, production operational improvements of \$11.9 million and favorable absorption of \$4.8 million on improved plant utilization, partially offset by increased commodity costs.

ENGINEERING, SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Engineering, selling, general and administrative expenses were \$73.3 million in the second quarter of fiscal 2012, a decrease of \$1.3 million or 1.7% from the second quarter of fiscal 2011. The decrease in the current year was primarily attributable to the absence of \$3.5 million of severance and other related employee separation costs associated with a planned reduction of salaried employees during the second quarter ended December 26, 2010, partially offset by increased sales and marketing expenses and salaries expense.

Engineering, selling, general and administrative expenses were \$141.0 million for the first six months of fiscal 2012, a decrease of \$4.0 million or 2.8% from the first six months of fiscal 2011. The decrease was primarily attributable to the absence of \$3.5 million of severance and other related employee separation costs associated with a planned reduction of salaried employees during the second quarter ended December 26, 2010 and lower stock based compensation expense, partially offset by increased sales and marketing expenses and salaries expense.

INTEREST EXPENSE

Interest expense was lower compared to the prior year periods by \$4.2 million and \$5.0 million for the second quarter and first six months of fiscal 2012, respectively. The decrease was due to \$3.9 million of pre-tax charges associated with the refinancing of Senior Notes during the second quarter of fiscal 2011, which did not recur in the current fiscal year as well as lower average outstanding borrowings at lower interest rates in the current periods compared to the same periods a year ago.

PROVISION FOR INCOME TAXES

The effective tax rate for the second quarter and first six months of fiscal 2012 was 195.6% and 63.9%, respectively, compared to 65.3% and 40.7% in the same respective periods last year. The variation between years was primarily the result of a net benefit of \$5.0 million due to the settlement of U.S. audits and the expiration of a non-US statute of limitation period in the second quarter.

RESTRUCTURING ACTIONS

On January 25, 2012, the Board of Directors of the Company authorized a plan to move existing manufacturing from the Company's Newbern, Tennessee facility to its McDonough, Georgia facility. The Company will also close its

Ostrava, Czech Republic plant, shifting production to the Company's Murray, Kentucky facility. Also, the Company will continue reducing capacity by reconfiguring and idling certain assets at its Poplar Bluff, Missouri facility. This decision was made after a comprehensive evaluation of the Company's manufacturing operations following significant and prolonged market declines.

The Newbern, Tennessee facility currently manufactures walk behind lawn mowers and snow throwers for the U.S. domestic market. The Ostrava, Czech Republic facility currently manufactures small engines for the outdoor power equipment industry.

These changes will result in the closing of the Company's facility in Newbern, Tennessee, affecting approximately 240 regular employees and 450 temporary employees. Additionally, the closing of the Ostrava, Czech Republic facility will affect approximately 77 regular employees. The Company does not anticipate significant employment changes at its Poplar Bluff, Missouri facility. The Company will provide assistance programs, continued benefits and outplacement services for the affected employees.

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

Operations in Ostrava and Newbern are expected to wind down by March 15, 2012 and May 15, 2012, respectively. The pre-tax expense related to the restructuring activities is estimated to be \$50 million to \$55 million, of which, \$45 million to \$50 million is expected to be realized in fiscal 2012. Included in these charges are estimated pre-tax charges of approximately \$35 million to \$37 million for non-cash asset impairments and approximately \$15 million to \$18 million of other cash expenditures. The Company anticipates annualized pre-tax savings of \$18 million to \$20 million due to the restructuring actions.

LIQUIDITY AND CAPITAL RESOURCES

Cash flows used by operating activities for the fiscal 2012 first six months were \$165.0 million compared to \$128.7 million in the fiscal 2011 first six months. Cash used in operating activities for the first six months of fiscal 2012 was primarily related to seasonal build of inventory levels and an increase of accounts receivable during the period. Approximately \$23 million of the increase in accounts receivable is due to delayed funding under the Company's new dealer inventory financing facility with GE Capital, Commercial Distribution Finance. The delayed funding to the Company reduces the overall cost of funds.

Cash flows used by investing activities was \$22.3 million and \$21.3 million in the first six months of fiscal 2012 and fiscal 2011, respectively. The \$1.0 million increase was primarily the result of \$2.7 million of payments made for an acquisition during fiscal 2012, partially offset by lower purchases of plant and equipment compared to the first six months of last year.

Cash flows used by financing activities was \$4.0 million in the first six months of fiscal 2012, due to treasury stock repurchases at a total cost of \$11.4 million, \$5.6 million of dividends paid and \$2.0 million of debt issuance costs during the period, partially offset by \$15.0 million of net borrowings during the period. Cash flows provided by financing was \$65.8 million in the first six months of fiscal 2011, which was primarily attributable to the issuance of \$225 million aggregate principal amount of 6.875% Senior Notes due December 15, 2020 during the second quarter of fiscal 2011, the net proceeds of which were primarily used to redeem the \$203.7 million outstanding principal amount of the 8.875% Senior Notes due March 15, 2011. The Company also incurred \$5.0 million of deferred financing costs in connection with the issuance of the 6.875% Senior Notes, made dividend payments of \$5.5 million and made \$55.0 million of net borrowings on the revolving line of credit during the first six months of fiscal 2011.

FUTURE LIQUIDITY AND CAPITAL RESOURCES

On December 15, 2010, the Company issued \$225 million aggregate principal amount of 6.875% Senior Notes due December 15, 2020. Net proceeds were primarily used to redeem the remaining outstanding principal of the 8.875% Senior Notes due March 15, 2011.

On October 13, 2011, the Company entered into a \$500 million multicurrency credit agreement (the "Revolver"). The Revolver replaced the amended and restated multicurrency credit agreement dated as of July 12, 2007. The Revolver has a term of five years and all outstanding borrowings on the Revolver are due and payable on October 13, 2016. The initial maximum availability under the revolving credit facility is \$500 million. Availability under the revolving credit facility is reduced by outstanding letters of credit. The Company may from time to time increase the maximum availability under the revolving credit facility by up to \$250 million if certain conditions are satisfied.

On August 10, 2011, the Board of Directors of the Company authorized up to \$50 million in funds for use in a common share repurchase program with an expiration of June 30, 2013. The common share repurchase program

authorizes the purchase of shares of the Company's common stock on the open market or in private transactions from time to time, depending on market conditions and certain governing loan covenants. As of the end of the second quarter of fiscal 2012, the Company repurchased 801,843 shares on the open market at an average price \$14.20 per share. There were no shares repurchased in fiscal 2011.

Briggs & Stratton expects capital expenditures to be approximately \$55 million to \$60 million in fiscal 2012. These anticipated expenditures reflect our plans to continue to reinvest in efficient equipment and innovative new products.

The Company is required to make contributions to the qualified pension plan of approximately \$28.8 million during fiscal 2012. The Company may be required to make further contributions in future years depending upon the actual return on plan assets and the funded status of the plan in future periods.

Management believes that available cash, cash generated from operations, existing lines of credit and access to debt

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

markets will be adequate to fund Briggs & Stratton's operating and capital requirements for the foreseeable future.

The Revolver and the 6.875% Senior Notes contain restrictive covenants. These covenants include restrictions on the Company's ability to: pay dividends; repurchase shares; incur indebtedness; create liens; enter into sale and leaseback transactions; consolidate or merge with other entities; sell or lease all or substantially all of its assets; and dispose of assets or the proceeds of sales of its assets. The Revolver contains financial covenants that require the Company to maintain a minimum interest coverage ratio and impose a maximum leverage ratio. As of January 1, 2012, the Company was in compliance with these covenants, and expects to be in compliance with all covenants during the remainder of fiscal 2012.

OFF-BALANCE SHEET ARRANGEMENTS

There have been no material changes since the September 1, 2011 filing of the Company's Annual Report on Form 10-K.

CONTRACTUAL OBLIGATIONS

There have been no material changes since the September 1, 2011 filing of the Company's Annual Report on Form 10-K, except that on October 13, 2011 the Company entered into a 5-year \$500 million multicurrency credit agreement, replacing the amended and restated multicurrency credit agreement dated as of July 12, 2007 that was scheduled to expire on July 12, 2012.

CRITICAL ACCOUNTING POLICIES

There have been no material changes in the Company's critical accounting policies since the September 1, 2011 filing of its Annual Report on Form 10-K. As discussed in our annual report, the preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions about future events that affect the amounts reported in the financial statements and accompanying notes. Future events and their effects cannot be determined with absolute certainty. Therefore, the determination of estimates requires the exercise of judgment. Actual results inevitably will differ from those estimates, and such differences may be material to the financial statements.

The most significant accounting estimates inherent in the preparation of our financial statements include a goodwill assessment, estimates as to the realizability of accounts receivable and inventory assets, as well as estimates used in the determination of liabilities related to customer rebates, pension obligations, postretirement benefits, warranty, product liability, group health insurance, litigation and taxation. Various assumptions and other factors underlie the determination of these significant estimates. The process of determining significant estimates is fact specific and takes into account factors such as historical experience, current and expected economic conditions, product mix, and, in some instances, actuarial techniques. The Company re-evaluates these significant factors as facts and circumstances change.

NEW ACCOUNTING PRONOUNCEMENTS

A discussion of new accounting pronouncements is included in the Notes to Consolidated Condensed Financial Statements of this Form 10-Q under the heading New Accounting Pronouncements and incorporated herein by reference.

CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS

This report contains certain forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those projected in the forward-looking statements. The words “believe”, “estimate”, “expect”, “forecast”, “intend”, “plan”, “project”, and similar expressions are intended to identify forward-looking statements. The forward-looking statements are based on the Company’s current views and assumptions and involve risks and uncertainties that include, among other things, the ability to successfully forecast demand for our products; changes in interest rates and foreign exchange rates; the effects of weather on the purchasing patterns of consumers and original equipment manufacturers (OEMs); actions of engine manufacturers and OEMs with whom we compete; changes in laws and regulations; changes in customer and OEM demand; changes in prices of raw materials and parts that we purchase; changes in domestic and foreign economic conditions; the ability to bring new productive capacity on line efficiently and with good quality; outcomes of legal proceedings and claims; and other factors disclosed from time to time in our SEC filings or otherwise, including the factors discussed in Item 1A, Risk Factors, of the Company’s Annual Report on Form 10-K and in its periodic reports on Form 10-Q.

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes since the September 1, 2011 filing of the Company's Annual Report on Form 10-K.

ITEM 4. CONTROLS AND PROCEDURES

DISCLOSURE CONTROLS AND PROCEDURES

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are 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.

INTERNAL CONTROL OVER FINANCIAL REPORTING

There has not been any change in the Company's internal control over financial reporting during the first fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

A discussion of legal proceedings is included in the Notes to Consolidated Condensed Financial Statements of this Form 10-Q under the heading Commitments and Contingencies and incorporated herein by reference.

ITEM 1A. RISK FACTORS

There have been no material changes since the September 1, 2011 filing of the Company's Annual Report on Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The table below sets forth the information with respect to purchases made by or behalf of the Company of its common stock during the quarterly period ended January 1, 2012.

2012 Fiscal Month	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of a Publicly Announced Program (1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (1)
October 3, 2011 to October 30, 2011	263,425	\$ 14.18	263,425	\$ 43,146,332
October 31, 2011 to November 27, 2011	245,067	14.41	245,067	39,614,917
November 28, 2011 to January 1, 2012	74,151	13.49	74,151	38,614,620
Total Second Quarter	582,643	\$ 14.19	582,643	\$ 38,614,620

(1) On August 10, 2011, the Board of Directors of the Company authorized up to \$50 million in funds for use in a common share repurchase program with an expiration of June 30, 2013.

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

ITEM 6. EXHIBITS

Exhibit Number	Description
4.1	Multicurrency Credit Agreement, dated as of October 13, 2011, among Briggs & Stratton Corporation, Briggs & Stratton AG, the financial institutions from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated October 13, 2011 and incorporated herein by reference)
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes- Oxley Act of 2002 (Filed herewith)
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes- Oxley Act of 2002 (Filed herewith)
32.1	Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes- Oxley Act of 2002 (Furnished herewith)
32.2	Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes- Oxley Act of 2002 (Furnished herewith)
101	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended January 1, 2012 formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Condensed Balance Sheets, (ii) the Consolidated Condensed Statements of Operations, (iii) the Consolidated Condensed Statements of Cash Flows, and (iv) related Notes to Consolidated Financial Statements

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

SIGNATURES

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

BRIGGS & STRATTON CORPORATION
(Registrant)

Date: February 7, 2012

/s/ David J. Rodgers
David J. Rodgers
Senior Vice President and Chief Financial Officer and
Duly Authorized Officer

Table of Contents

BRIGGS & STRATTON CORPORATION AND SUBSIDIARIES

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31	