

ZURN INDUSTRIES LLC  
Form S-4/A  
July 19, 2010  
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As filed with the Securities and Exchange Commission on July 19, 2010

Registration No. 333-167904

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

**Amendment No. 1 to**  
**Form S-4**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**RBS GLOBAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**3560**  
(Primary Standard Industrial

**01-0752045**  
(IRS Employer

Classification Number)  
**REXNORD LLC**

Identification No.)

(Formerly Rexnord Corporation)

(Exact name of registrant as specified in charter)

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Delaware  
(State or Other Jurisdiction of

3560  
(Primary Standard Industrial

04-3722228  
(IRS Employer

Incorporation or Organization)

Classification Number)

Identification No.)

**GUARANTORS LISTED ON SCHEDULE A HERETO**

**RBS Global, Inc.**

**4701 W. Greenfield Avenue**

**Milwaukee, WI 53214**

**(414) 643-3000**

(Address, including zip code, and telephone number, including area code, of Registrants principal executive offices)

**Patricia M. Whaley**

**Vice President, General Counsel and Secretary**

**RBS Global, Inc.**

**4701 W. Greenfield Avenue**

**Milwaukee, WI 53214**

**(414) 643-3000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Kenneth V. Hallett, Esq.**

**Joseph D. Masterson, Esq.**

**Quarles & Brady LLP**

**411 E. Wisconsin Avenue**

**Milwaukee, WI 53202**

**(414) 277-5000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issue Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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<b>Guarantor</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>Address, including Zip Code, and Telephone Number, including, area code of Registrant's Principal Executive Offices</b>	<b>I.R.S. Employer Identification Number</b>
The Falk Service Corporation	Delaware	4701 W. Greenfield Ave.  Milwaukee, WI 53214  (414) 643-3000	39-1545847
Prager Incorporated	Louisiana	4701 W. Greenfield Ave.  Milwaukee, WI 53214  (414) 643-3000	72-0291860
PT Components, Inc.	Delaware	4701 W. Greenfield Ave.  Milwaukee, WI 53214  (414) 643-3000	35-1537461
RBS Acquisition Corporation	Delaware	4701 W. Greenfield Ave.  Milwaukee, WI 53214  (414) 643-3000	72-1538677
RBS China Holdings, L.L.C.	Delaware	4701 W. Greenfield Ave.  Milwaukee, WI 53214  (414) 643-3000	68-0532389
Rexnord Industries, LLC	Delaware	4701 W. Greenfield Ave.  Milwaukee, WI 53214  (414) 643-3000	39-1626766
Rexnord International Inc.	Delaware	4701 W. Greenfield Ave.  Milwaukee, WI 53214  (414) 643-3000	39-1049617
W.M. Berg Inc.	Delaware	4701 W. Greenfield Ave.  Milwaukee, WI 53214  (414) 643-3000	11-2583091

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Rexnord-Zurn Holdings, Inc.	Delaware	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	22-3568449
OEI, Inc.	Delaware	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	75-2270874
OEP, Inc.	Delaware	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	36-3114796
Krikles, Inc.	Delaware	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	75-2740962
Krikles Europe U.S.A., Inc.	Delaware	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	75-2438219
Krikles Canada U.S.A., Inc.	Delaware	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	75-2438221

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Zurco, Inc.	Delaware	103 Springer Building, Concord Plaza 3411 Silverside Road P.O. Box 7048 Wilmington, DE 19803 (302) 573-3946	51-0338798
Zurn International, Inc.	Delaware	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	25-1782107
Zurn PEX, Inc.	Delaware	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	75-1248298
Environmental Energy Company	California	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	93-0998392
HL Capital Corp.	California	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	95-4168463
Zurnacq of California, Inc.	California	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	94-3125330
Zurn Constructors, Inc.	California	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	95-3700653
Gary Concrete Products, Inc.	Georgia	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	58-1985364
Sanitary-Dash Manufacturing Co. Inc.	Connecticut	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	06-0734926

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Zurn EPC Services, Inc.	Washington	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	91-1091148
USI Atlantic Corp.	Delaware	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	22-3369326
Zurn Industries, LLC	Delaware	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	25-1040754
GA Industries Holdings, LLC	Delaware	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	26-2152658
GA Industries, LLC	Delaware	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	25-1267725
Rodney Hunt Company, Inc.	Massachusetts	4701 W. Greenfield Ave. Milwaukee, WI 53214 (414) 643-3000	04-3285203

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**PROSPECTUS**

**RBS Global, Inc.**

**Rexnord LLC**

**Offer to Exchange**

**\$1,145,000,000 aggregate principal amount of Registrants 8.50% Senior Notes due 2018.**

We hereby offer, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal (which together constitute the exchange offer), to exchange up to \$1,145,000,000 in aggregate principal amount of our registered 8.50% Senior Notes due 2018 and the guarantees thereof (the exchange notes) for a like principal amount of our unregistered 8.50% Senior Notes due 2018 and the guarantees thereof (the old notes). We refer to the old notes and the exchange notes collectively as the notes. The terms of the exchange notes and the guarantees thereof are identical to the terms of the old notes and the guarantees thereof in all material respects, except for the elimination of certain transfer restrictions and the right to receive additional interest payments in the event of our failure to effect this exchange offer registration statement. Each of the notes are irrevocably and unconditionally guaranteed by our domestic subsidiaries that guarantee our obligations under our senior secured credit facility and our other existing notes (the guarantors). The notes will be exchanged in minimum denominations of \$2,000 and in integral multiples of \$1,000 in excess thereof.

**We will exchange any and all old notes that are validly tendered and not validly withdrawn prior to 5:00 p.m., New York City time, on August 23, 2010, unless extended.**

We have not applied, and do not intend to apply, for listing the notes on any national securities exchange or automated quotation system.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal states that by so acknowledging and delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for old notes where such old notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of up to 180 days after the consummation of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

See **Risk Factors** beginning on page 14 of this prospectus for a discussion of certain risks that you should consider before participating in this exchange offer.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

The date of this prospectus is July 21, 2010.



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We have not authorized anyone to give you any information or to make any representations about us or the transactions we discuss in this prospectus other than those contained in this prospectus. If you are given any information or representations about these matters that is not discussed in this prospectus, you must not rely on that information. This prospectus is not an offer to sell or a solicitation of an offer to buy securities anywhere or to anyone where or to whom we are not permitted to offer or sell securities under applicable law. The delivery of this prospectus does not, under any circumstances, mean that there has not been a change in our affairs since the date of this prospectus. Subject to our obligation to amend or supplement this prospectus as required by law and the rules of the Securities and Exchange Commission (the "SEC"), the information contained in this prospectus is correct only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of these securities.

The notes may not be offered or sold in or into the United Kingdom by means of any document except in circumstances that do not constitute an offer to the public within the meaning of the Public Offers of Securities Regulations 1995. All applicable provisions of the Financial Services and Markets Act 2000 must be complied with in respect of anything done in relation to the notes in, from or otherwise involving or having an effect in the United Kingdom.

The notes have not been and will not be qualified under the securities laws of any province or territory of Canada. The notes are not being offered or sold, directly or indirectly, in Canada or to or for the account of any resident of Canada in contravention of the securities laws of any province or territory thereof.

Until October 19, 2010 (90 days after the date of this prospectus), all dealers effecting transactions in the exchange notes, whether or not participating in the exchange offer, may be required to deliver a prospectus.



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**TRADEMARKS**

The following terms used in this prospectus are our Process and Motion Control trademarks: Falk<sup>®</sup>, Rexnord<sup>®</sup>, Rex<sup>®</sup>, Prager<sup>®</sup>, Falk Rene<sup>®</sup>, Steelflex<sup>®</sup>, Thomas<sup>®</sup>, Omega<sup>®</sup>, Viva<sup>®</sup>, Wrapflex<sup>®</sup>, Lifelign<sup>®</sup>, True Torque<sup>®</sup>, Addax<sup>®</sup>, Shafer<sup>®</sup>, PSI<sup>®</sup>, Cartriseal<sup>®</sup>. The following terms used in this prospectus are our Water Management trademarks: Zurn<sup>®</sup>, Wilkins<sup>®</sup>, Aquaflush<sup>®</sup>, AquaSense<sup>®</sup>, AquaVantage<sup>®</sup>, Zurn One<sup>®</sup>, Zurn One Systems<sup>®</sup>, EcoVantage<sup>®</sup>, AquaSpec<sup>®</sup>, Zurn PEX<sup>®</sup>, Checktronic<sup>®</sup>, Cam-Seal<sup>®</sup>, Rodney Hunt<sup>®</sup>, Golden Anderson<sup>®</sup> and Fontain<sup>®</sup>. All other trademarks appearing in this prospectus are the property of their holders.

**CERTAIN TERMS USED IN THIS PROSPECTUS**

Unless otherwise indicated or as the context otherwise requires, in this prospectus:

the terms Rexnord, we, us, our and the Company mean RBS Global, Inc. and its predecessors and consolidated subsidiaries, including Rexnord LLC; RBS Global means RBS Global, Inc. and its predecessors but not its subsidiaries; and Rexnord Holdings means Rexnord Holdings, Inc. and its predecessors but not its subsidiaries;

the guarantors means each of the domestic subsidiaries of RBS Global, Inc. that guarantee the notes (which subsidiaries are all of the domestic operating subsidiaries of RBS Global, Inc. as of the date of this prospectus other than Rexnord LLC, which is a co-issuer of the notes), but does not include any of its foreign subsidiaries;

the old notes or the old Notes means the unregistered 8.50% Senior Notes due 2018 that were issued on April 28, 2010 and are being accepted for exchange in this exchange offer;

the exchange notes or the exchange Notes means the registered 8.50% Senior Notes due 2018 that are being exchanged for the old notes in this exchange offer;

the notes or the Notes means the old notes and the exchange notes;

the senior secured credit facilities means the term loan facility and revolving credit facility that we entered into on July 21, 2006, as amended and restated on October 5, 2009, and the incremental term loan B facility that we entered into in connection with the Zurn acquisition;

the 2006 9.50% Notes means the 9.50% Senior Unsecured Notes due 2014;

the 2009 9.50% Notes means the 9.50% Senior Unsecured Notes due 2014;

the 2014 senior notes means the 2006 9.50% Notes and the 2009 9.50% Notes;

the 8.875% Notes or the 2016 senior notes means the 8.875% Senior Unsecured Notes due 2016;

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the existing notes means the existing senior notes and the existing senior subordinated notes;

the existing senior notes means the 2006 9.50% Notes, the 2009 9.50% Notes and the 8.875% Notes;

the existing senior subordinated notes or the 2016 senior subordinated notes means the 11.75% Senior Subordinated Notes due 2016 that we issued on July 21, 2006;

the Holdco Notes means the PIK Toggle Senior Notes due 2013 that Rexnord Holdings issued on August 8, 2008;

the Holdco Term Loans means the term loan facility that Rexnord Holdings entered into on March 2, 2007;

the Holdco Debt means the Holdco Notes and Holdco Term Loans;

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fiscal year refers to Rexnord's fiscal year ending March 31 of the corresponding calendar year (for example, fiscal year 2010 or fiscal 2010 means the period from April 1, 2009 to March 31, 2010);

the Transactions means the Cash Tender Offers and Consent Solicitations and the issuance of the old notes;

the remaining existing senior notes means the 2006 9.50% Notes, the 2009 9.50% Notes and the 8.875% Notes remaining outstanding after the consummation of the Cash Tender Offers; and

Apollo or the Sponsor means Apollo Global Management, LLC, together with its subsidiaries.

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**PROSPECTUS SUMMARY**

*The following summary highlights information contained elsewhere in this prospectus and is qualified in its entirety by the more detailed information and consolidated financial statements included elsewhere in this prospectus. This summary is not complete and does not contain all of the information that you should consider before participating in the exchange offer. You should carefully read the entire prospectus, including the section entitled Risk Factors, along with the financial statements and related notes. Rexnord, we, us, our and the Company mean RBS Global, Inc. and its predecessors and consolidated subsidiaries, including Rexnord LLC. As used in this prospectus, fiscal year refers to our fiscal year ending March 31 of the corresponding calendar year (for example, fiscal year 2010 or fiscal 2010 means the period from April 1, 2009 to March 31, 2010).*

**Our Company**

We believe we are a leading, global multi-platform industrial company strategically positioned within the markets and industries we serve. Currently, our business is comprised of two strategic platforms: (i) Process and Motion Control, which produces gears, couplings, industrial bearings, aerospace bearings and seals, flattop, special components and industrial chain and conveying equipment, and (ii) Water Management, which produces professional grade specification plumbing, water and waste water treatment and control products. Our Process and 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. Our Water Management platform designs, procures, manufactures and markets products that provide and enhance water quality, safety, flow control and conservation. Our product portfolio includes premier and widely known brands within both of our platforms as well as one of the broadest and most extensive product offerings.

Our strategy is to build our business around multi-billion dollar, global strategic platforms that participate in end markets with above average growth characteristics where we are, or have the opportunity to become, the industry leader.

We are led by an experienced, high caliber management team that employs a proven operating philosophy, the Rexnord Business System ( RBS ) modeled after the Danaher Business System of the Danaher Corporation. RBS was established by George Sherman, our Non-Executive Chairman of the Board and the former CEO of the Danaher Corporation from 1990 to 2001. RBS is designed to drive excellence and world class performance in all aspects of our business by focusing on customer satisfaction or the Voice of the Customer, while seeking to continuously improve our growth, quality, delivery and cost. Our global footprint encompasses 28 principal Process and Motion Control manufacturing and warehouse facilities and three principal Process and Motion Control repair facilities located around the world and 23 principal Water Management manufacturing and warehouse facilities which allow us to meet the needs of our increasingly global customer base as well as our distribution channel partners.

We believe we have a sustainable competitive advantage in both of our platforms as a result of the following attributes:

We are a leading designer, manufacturer and marketer of highly-engineered, end user and/or third-party specified products that are mission or project-critical for applications where the cost of failure is high;

We believe our portfolio includes premier and widely known brands in the Process and Motion Control and Water Management markets in which we participate as well as one of the broadest, most extensive product offerings;

We estimate approximately 85% of our total net sales come from products in which we have leading market share positions;

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We have established an extensive installed base of our products that provides us the opportunity to capture significant, recurring aftermarket revenues at attractive margins as a result of a like-for-like replacement dynamic; and

We have extensive distribution networks in both of our platforms in Process and Motion Control we have over 400 distributor customers with more than 2,400 branches serving our customers globally and in Water Management we have approximately 650 independent sales representatives across approximately 170 sales agencies that work directly with our in-house technical team to drive specification of our products.

We employ approximately 5,700 employees across 54 principal locations around the world and we generated net sales of \$1,510.0 million and net loss of \$5.6 million for the fiscal year ended March 31, 2010.

## **Recent Developments**

### **The Transactions**

The Cash Tender Offers and Consent Solicitations and the issuance of the old notes described below are collectively referred to as the Transactions.

#### *Cash Tender Offers and Consent Solicitations*

On April 7, 2010, we launched cash tender offers and consent solicitations with respect to any and all of our outstanding 2006 9.50% Notes, 2009 9.50% Notes and 8.875% Notes (the Cash Tender Offers). In connection with the Cash Tender Offers, we also solicited the consents (the Consent Solicitations) of the holders of the existing senior notes to proposed amendments to each indenture governing each series of the existing senior notes (the Proposed Amendments). The primary purpose of the Consent Solicitations and Proposed Amendments was to eliminate substantially all of the material restrictive covenants, eliminate or modify certain events of default and eliminate or modify related provisions in the indentures governing the existing senior notes.

Upon completion of the Cash Tender Offers, \$794.1 million aggregate principal amount of 2006 9.50% Notes, \$196.3 million aggregate principal amount of 2009 9.50% Notes and \$77.0 million aggregate principal amount of 8.875% Notes had tendered their notes and consented to the Proposed Amendments. After closing, \$0.9 million aggregate principal amount of the 2006 9.50% Notes, \$13,000 aggregate principal amount of the 2009 9.50% Notes and \$2.0 million aggregate principal amount of the 8.875% Notes had not been tendered and remain outstanding.

In connection with the Cash Tender Offers and Consent Solicitations, on April 20, 2010, we entered into supplemental indentures to the indentures governing each of the 2006 9.50% Notes, 2009 9.50% Notes and 8.875% Notes (as amended and supplemented, the Supplemental Indentures). The Supplemental Indentures amend 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.

#### *Issuance of 8.50% Senior Notes due 2018*

On April 28, 2010, we issued, in a private offering, \$1,145.0 million aggregate principal amount of our 8.50% Senior Notes due 2018, which are being accepted by us for exchange in this exchange offer. The proceeds of the offering of the notes were used to fund the Cash Tender Offers plus any consent payments and related fees.

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**Organizational Structure**

RBS Global, Inc. is the parent company of Rexnord LLC, a Delaware limited liability company and a holding company, which owns several domestic and foreign subsidiaries. RBS Global was formed by certain affiliates of our prior equity sponsor and incorporated in Delaware on November 4, 2002. On July 21, 2006, affiliates of the private equity firm Apollo Management, L.P. ( Apollo ) and certain members of management acquired RBS Global from our prior equity sponsor. Thus, RBS Global became an indirect wholly-owned subsidiary of our ultimate parent company, Rexnord Holdings, Inc. ( Rexnord Holdings ).

The chart below is a summary of the organizational structure of Rexnord Holdings, the Company and their subsidiaries and illustrates the long term debt that is outstanding as of March 31, 2010.

- (1) Includes investment funds affiliated with, or co-investment vehicles managed by, Apollo, including Apollo Investment Fund VI, L.P., which, as of March 31, 2010, collectively beneficially own 90.2% of Rexnord Holdings common stock, with the balance beneficially owned by the management participants.
- (2) As of March 31, 2010, \$49.9 million was outstanding.
- (3) As of March 31, 2010, \$37.0 million was outstanding.
- (4) As of March 31, 2010, \$763.5 million was outstanding.
- (5) As of March 31, 2010, on a pro forma basis after giving effect to the Transactions, there were outstanding \$1,145.0 million aggregate principal amount of old notes, \$0.9 million aggregate principal amount of 2006 9.50% Notes, \$13,000 aggregate principal amount of 2009 9.50% Notes, and \$2.0 million aggregate principal amount of 8.875% Notes.
- (6) As of March 31, 2010, \$300.3 million was outstanding.
- (7) As of March 31, 2010, \$7.2 million was outstanding. This indebtedness was incurred at the subsidiary level and primarily consists of foreign borrowings and capitalized lease obligations.
- (8) Guarantors of the senior secured credit facilities, the notes, the existing senior notes and the existing senior subordinated notes include substantially all of the domestic operating subsidiaries of RBS Global, Inc. as of the date of this prospectus other than Rexnord LLC, which is a co-issuer of the notes, but do not include any of its foreign subsidiaries.



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**Summary of the Terms of the Exchange Offer**

In connection with the issuance of the old notes, we entered into a registration rights agreement (as more fully described below) with the initial purchasers of the old notes. Under that agreement, we agreed to deliver to you this prospectus and to consummate the exchange offer. In the exchange offer you are entitled to exchange your old notes for exchange notes which are identical in all material respects to the old notes except that:

the exchange notes have been registered under the Securities Act and will be freely tradable by persons who are not affiliated with us; and

our obligation to pay additional interest on the old notes due to the failure to file a registration statement and consummate the exchange offer by a certain date does not apply to the exchange notes.

**The Exchange Offer**

We are offering to exchange up to \$1,145,000,000 aggregate principal amount of our registered 8.50% Senior Notes due 2018 and the guarantees thereof, for a like principal amount of our 8.50% Senior Notes due 2018 and the guarantees thereof which were issued on April 28, 2010. Old notes may be exchanged only in minimum denominations of \$2,000 and in integral multiples of \$1,000.

**Resales**

Based on an interpretation by the staff of the SEC set forth in no-action letters issued to third parties, we believe that the exchange notes issued pursuant to the exchange offer in exchange for old notes may be offered for resale, resold and otherwise transferred by you (unless you are our affiliate within the meaning of Rule 405 under the Securities Act) without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that you:

are acquiring the exchange notes in the ordinary course of business; and

have not engaged in, do not intend to engage in, and have no arrangement or understanding with any person or entity, including any of our affiliates, to participate in, a distribution of the exchange notes.

In addition, each participating broker-dealer that receives exchange notes for its own account pursuant to the exchange offer in exchange for old notes that were acquired as a result of market-making or other trading activity must also acknowledge that it will deliver a prospectus in connection with any resale of the exchange notes. For more information, see Plan of Distribution.

Any holder of old notes, including any broker-dealer, who:

is our affiliate,

does not acquire the exchange notes in the ordinary course of its business, or

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tenders in the exchange offer with the intention to participate, or for the purpose of participating, in a distribution of exchange notes,



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transmittal or comply with the applicable procedures under DTC's Automated Tender Offer Program prior to the expiration date, you must tender your old notes according to the guaranteed delivery procedures set forth in this prospectus under "The Exchange Offer - Guaranteed Delivery Procedures."

Effect on Holders of Old Notes

As a result of the making of, and upon acceptance for exchange of all validly tendered old notes pursuant to the terms of, the exchange offer, we will have fulfilled a covenant contained in the registration rights agreements for the old notes and, accordingly, we will not be obligated to pay additional interest as described in the registration rights agreements. If you are a holder of old notes and do not tender your old notes in the exchange offer, you will continue to hold such old notes and you will be entitled to all the rights and limitations applicable to the old notes in the respective indenture, except for any rights under the registration rights agreement that, by their terms, terminate upon the consummation of the exchange offer.

Consequences of Failure to Exchange

All untendered old notes will continue to be subject to the restrictions on transfer provided for in the old notes and in the indenture governing the notes. In general, the old notes may not be offered or sold unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Other than in connection with the exchange offer, we do not currently anticipate that we will register the old notes under the Securities Act.

Material Tax Considerations

The exchange of old notes for exchange notes in the exchange offer will not be a taxable event for U.S. federal income tax purposes. For more information, see "Certain United States Federal Income Tax Considerations."

Use of Proceeds

We will not receive any cash proceeds from the issuance of the exchange notes in the exchange offer.

Exchange Agent

Wells Fargo Bank, National Association is the exchange agent for the exchange offer. The address and telephone number of the exchange agent are set forth in the section captioned "The Exchange Offer - Exchange Agent."

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**Summary of the Terms of the Exchange Notes**

The following summary highlights certain material information regarding the exchange notes contained elsewhere in this prospectus. For a more complete description of the terms of the notes see "Description of Notes" in this prospectus. We urge you to read this entire prospectus, including the "Risk Factors" section and the consolidated financial statements and related notes.

Co-Issuers

RBS Global, Inc. and Rexnord LLC as joint and several obligors.

Note