

- (3) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement also registers such indeterminate number of additional shares as may be issuable under the Plan in connection with share splits, share dividends or similar transactions.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The contents of the earlier Registration Statement on Form S-8 relating to the 1991 Stock Plan, File No. 333-04289, are incorporated herein by reference.

Item 5. Interests of Named Experts and Counsel.

The validity of the securities to be issued under the Plan has been passed upon for the Corporation by Mary D. Allen, Vice President, General Counsel and Secretary of the Corporation, who holds 13,134 shares of Common Stock and options to acquire an additional 70,000 shares of Common Stock.

Item 8. Exhibits.

See the Exhibit Index which is incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Lake Forest, State of Illinois, on April 29, 1999.

BRUNSWICK CORPORATION

By: /s/ Victoria J. Reich

Victoria J. Reich
Vice President and Controller

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on April 29, 1999.

Signature	Title
Peter N. Larson	Chairman of the Board, Chief Executive Officer (Principal Executive Officer) and Director
Peter B. Hamilton	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
Victoria J. Reich	Vice President and Controller (Principal Accounting Officer)
Nolan D. Archibald	Director
Jeffrey L. Bleustein	Director
Michael J. Callahan	Director
	By: /s/ Victoria J. Reich ----- Victoria J. Reich Attorney-in-Fact
Manuel A. Fernandez	Director
Peter Harf	Director
Jay W. Lorsch	Director
Rebecca Mark	Director
Bettye Martin Musham	Director
Ken Roman	Director
Robert L. Ryan	Director
Roger W. Schipke	Director

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EXHIBIT INDEX

Exhibit No.	Description of Exhibit
5.1	Opinion of Mary D. Allen, Vice President, General Counsel and Secretary of the Corporation
23.1	Consent of Mary D. Allen, Vice President, General Counsel and Secretary of the Corporation (included in Exhibit 5.1).
23.2	Consent of Arthur Andersen LLP.
24.1	Powers of Attorney.

EXHIBIT 5.1

April 29, 1999

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Brunswick Corporation
Registration Statement on Form S-8

Ladies and Gentlemen:

As Vice President, General Counsel and Secretary of Brunswick Corporation (the "Company"), I am familiar with the corporate proceedings taken and to be taken in connection with the registration under the Securities Act of 1933, as amended, of 5,000,000 shares of Common Stock, \$.75 par value per share ("Common Stock"), of the Company available for issuance under the Company's 1991 Stock Plan (the "Plan"). I have examined such documents, records and instruments and such questions of law as I consider necessary for the purpose of this opinion.

Based on the foregoing, I am of the opinion that the shares of Common Stock to be issued pursuant to the Plan have been duly authorized and will, upon due issuance thereof, be validly issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement being filed in connection with the above-mentioned registration.

Very truly yours,

/s/ Mary D. Allen

Mary D. Allen
Vice President, General
Counsel and Secretary

EXHIBIT 23.2

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement of our report dated January 27, 1999 (except with respect to the matters discussed in Note 6, as to which the dates are February 10, 1999 and February 16, 1999) in Brunswick Corporation's Form 10-K for the year ended December 31, 1998 and to all references to our Firm included in this Registration Statement.

ARTHUR ANDERSEN LLP

Chicago, Illinois
April 29, 1999

Exhibit 24.1

POWER OF ATTORNEY

The undersigned directors and officers of Brunswick Corporation, a Delaware corporation (the "Company"), hereby appoint Peter B. Hamilton, Richard S. O'Brien and Victoria J. Reich and each of them individually, the true and lawful attorney or attorneys of the undersigned, with power to act with or without the others and with full power of substitution and resubstitution, to execute in the name and on behalf of the undersigned as directors and officers of the Company, a Registration Statement under the Securities Act of 1933, as amended, for the registration of securities, and any amendments or posteffective amendments thereto, and all instruments necessary or incidental in connection therewith, and to file or cause to be filed such Registration Statement, amendments or posteffective amendments thereto, and other instruments with the Securities and Exchange Commission. Each of said attorneys shall have full power and authority to do and perform, in the name and on behalf of the undersigned, each act whatsoever necessary or desirable to be done in the premises, as fully and to all intents and purposes as the undersigned could do in person. The undersigned hereby ratify and approve the action of said attorneys and each of them.

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

Capacity	Signature	Date
-----	-----	----
Chairman of the Board,	/s/ Peter N. Larson	April 21, 1999
-----	-----	
Chief Executive Officer (Principal Executive Officer) and Director	Peter N. Larson	
Executive Vice President	/s/ Peter B. Hamilton	April 21, 1999
-----	-----	
and Chief Financial Officer (Principal Financial Officer)	Peter B. Hamilton	
Vice President and Controller	/s/ Victoria J. Reich	April 21, 1999
-----	-----	
(Principal Accounting Officer)	Victoria J. Reich	
Director	/s/ Nolan D. Archibald	April 21, 1999
-----	-----	
	Nolan D. Archibald	
Director	/s/ Jeffrey L. Bleustein	April 21, 1999
-----	-----	
	Jeffrey L. Bleustein	
Director	/s/ Michael J. Callahan	April 21, 1999
-----	-----	
	Michael J. Callahan	

Capacity -----	Signature -----	Date ----
Director	/s/ Manuel A. Fernandez ----- Manuel A. Fernandez	April 21, 1999
Director	/s/ Peter Harf ----- Peter Harf	April 21, 1999
Director	/s/ Jay W. Lorsch ----- Jay W. Lorsch	April 21, 1999
Director	/s/ Rebecca P. Mark ----- Rebecca P. Mark	April 21, 1999
Director	/s/ Bettye Martin Musham ----- Bettye Martin Musham	April 21, 1999
Director	/s/ Kenneth Roman ----- Kenneth Roman	April 21, 1999
Director	/s/ Robert L. Ryan ----- Robert L. Ryan	April 21, 1999
Director	/s/ Roger W. Schipke ----- Roger W. Schipke	April 21, 1999