SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 13, 2001

SPX CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Delaware	1-6948	38-1016240
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

700 Terrace Point Drive
Muskegon, Michigan 49443-3301
(Address of Principal Executive Offices)
(Zip Code)

(231) 724-5000
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former name or address, if changed from last report)

Item 5. On March 12, 2001, SPX Corporation ("SPX") and United Dominion Industries Limited ("UDI") announced that they entered into a definitive agreement for SPX to acquire UDI in an all-stock transaction (the "Merger"). The Board of Directors of both companies unanimously approved the agreement. UDI shareholders will receive SPX shares based on a fixed exchange ratio of 0.2353 of an SPX share per UDI share. There is no collar on the fixed exchange ratio. SPX will also assume or refinance UDI debt. The transaction is expected to close during the second quarter of 2001.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(a) Financial Statements

The Report of Independent Auditors and the accompanying Financial Statements set forth in United Dominion Industries Limited's Annual Report on Form 40-F for the fiscal year ended December 31, 2000 are attached hereto as Exhibit 99.1 and are incorporated herein by reference.

(b) Pro Forma Financial Information

The unaudited pro forma combined condensed financial statements and other financial data of SPX are attached hereto as Exhibit 99.2 and are incorporated herein by reference.

(c) Exhibits

The following Exhibits are included herein:

Exhibit 23.1	Consent of Arthur Andersen LLP
Exhibit 23.2	Consent of KPMG LLP
Exhibit 99.1	Report of Independent Auditors and the accompanying Financial Statements set forth in United Dominion Industries Limited's Annual Report on Form 40-F for the fiscal year ended December 31, 2000.
Exhibit 99.2	Unaudited pro forma combined condensed financial statements and other financial data of SPX.

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 hereunto duly authorized.

Date: April 13, 2001

SPX CORPORATION

By: /s/ Christopher J. Kearney

Christopher J. Kearney
Vice President, Secretary and
General Counsel

Exhibit 23.1

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As Independent public accountants, we hereby consent to the incorporation by reference in this Form 8-K of our report dated February 9, 2001, on the Company's consolidated financial statements as of December 31, 2000 and 1999 and for each of the three years in the period ending on December 31, 2000 included in the Company's Form 10-K/A for the year ended December 31, 2000 into the Company's previously filed registration statements on Form S-3 (No. 333-56364) and on Form S-8 (Nos. 33-24043, 333-29843, 333-29851, 333-29857, 333-29855, 333-38443, 333-70245, 333-82645, and 333-82647).

Arthur Andersen LLP

Chicago, Illinois
April 13, 2001

Exhibit 23.2

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors
United Dominion Industries Limited

We consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 33-24043, 333-29843, 333-29851, 333-29857, 333-29855, 333-38443, 333-70245, 333-82645, and 333-82647) and on Form S-3 (No. 333-56364) of SPX Corporation of our report dated January 25, 2001, except as to note 14 which is as of March 11, 2001, with respect to the consolidated statements of financial position of United Dominion Industries Limited as at December 31, 2000 and 1999 and the related consolidated statements of income, cash flows and changes in shareholders' equity for each of the years in the three-year period ended December 31, 2000, which report appears in the December 31, 2000 annual report on Form 40-F of United Dominion Industries Limited, which report also appears in and is incorporated by reference in this Current Report on Form 8-K filed by SPX Corporation.

KPMG LLP
Chartered Accountants

Toronto, Canada
April 13, 2001

Exhibit 99.1 Financial Statements

AUDITORS' REPORT

To the Shareholders of United Dominion Industries Limited

We have audited the consolidated statements of financial position of United Dominion Industries Limited as at December 31, 2000 and 1999 and the related consolidated statements of income, cash flows and changes in shareholders' equity for each of the years in the three-year period ended December 31, 2000. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian and United States generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2000 and 1999 and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2000 in accordance with Canadian generally accepted accounting principles which are in conformity with accounting principles generally accepted in the United States except as indicated in Note 13.

Chartered Accountants

Toronto, Canada
January 25, 2001, except as to note 14
which is as of March 11, 2001

UNITED DOMINION INDUSTRIES LIMITED

Consolidated Statements of Financial Position, Restated (note 2)

December 31, 2000 and 1999

(Amounts in Thousands of U.S. Dollars)

	2000	1999
Assets		
Current assets		
Cash and short-term investments	$ 101,369	$ 108,940
Accounts and notes receivable, less allowance for doubtful Accounts of $11,082 in 2000 and $9,645 in 1999 (note 11)	376,108	334,398
Inventories (note 5)	404,772	390,654
Other current assets	60,375	64,136
Total current assets	942,624	898,128
Fixed assets (note 6)	342,267	350,901
Goodwill (notes 1 and 3)	888,804	836,497
Other intangible assets (note 1)	40,572	43,547
Other assets (note 4)	111,110	101,110
	$ 2,325,377	$ 2,230,183
Liabilities and Shareholders' Equity		
Current liabilities		
Notes payable to banks (note 7)	$ 102,987	$ 103,544
Current portion of long-term debt (note 7)	49,898	46,082
Accounts payable	171,267	169,362
Accrued liabilities	204,080	192,618
Customer advances	17,247	15,440
Total current liabilities	545,479	527,046
Long-term debt (notes 1, 7 and 11)	658,267	591,506
Other liabilities	199,856	209,299
	1,403,602	1,327,851
Shareholders' equity (note 9)		
Common shares - outstanding 39,124,539 shares in 2000 and 39,047,937 shares in 1999	540,209	537,355
Contributed surplus	4,313	4,283
Retained earnings	444,345	404,224
	988,867	945,862
Equity adjustment from foreign currency translation (notes 1 and 7)	(67,092)	(43,530)
Total shareholders' equity	921,775	902,332
	$ 2,325,377	$ 2,230,183

See accompanying notes to consolidated financial statements.

On behalf of the Board - William W. Stinson, Director; George S. Taylor, Director.

UNITED DOMINION INDUSTRIES LIMITED

Consolidated Statements of Income, Restated (note 2)

Years Ended December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars, Except Per Share Data)

	2000	1999	1998
Sales	$ 2,366,224	$ 2,148,338	$ 2,020,374
Costs and expenses			
Cost of sales	1,645,539	1,484,664	1,404,840
Restructuring charges - inventory (note 3)	3,061	5,153	--
Total cost of sales	1,648,600	1,489,817	1,404,840
Selling, general and administrative expenses	495,627	448,092	430,005
Restructuring and other charges (note 3)	43,813	15,351	16,336
Total costs and expenses	2,188,040	1,953,260	1,851,181
Operating income	178,184	195,078	169,193
Other income (expense)			
Interest - net (note 8)	(50,019)	(40,178)	(35,750)
Gain (loss) on sale of businesses (note 3)	(1,147)	--	11,285
Other (note 3)	(8,706)	(1,500)	(6,852)
Income before income taxes and goodwill charges	118,312	153,400	137,876
Income tax provision (note 4)	(38,772)	(45,428)	(22,766)
Income before goodwill charges	79,540	107,972	115,110
Goodwill charges, net of applicable income tax benefit of $1,556 in 2000, $1,422 in 1999 and $1,278 in 1998 (note 3)	(22,990)	(21,646)	(17,493)
Net income	$ 56,550	$ 86,326	$ 97,617
Earnings per common share (note 1):			
Income before goodwill charges	$ 2.03	$ 2.72	$ 2.82
Net income	$ 1.45	$ 2.18	$ 2.40

See accompanying notes to consolidated financial statements.

UNITED DOMINION INDUSTRIES LIMITED

Consolidated Statements of Changes in Shareholders' Equity,
Restated (note 2)

Years Ended December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

	Common Shares: Shares Issued	Common Shares: Unamortized Restricted Stock	Contributed Surplus	Retained Earnings	Equity Adjustment/ Currency Translation	Total Shareholders' Equity
Balance, December 31, 1997	$ 595,383	$ (3,881)	$ 1,859	$ 302,596	$ (35,666)	$ 860,291
Repurchase of 3,250,000 shares	(44,433)	--	--	(39,132)	--	(83,565)
Stock options exercised (445,422 shares)	7,302	--	2,198	--	--	9,500
Incentive share election (43,845 shares)	1,219	--	--	--	--	1,219
Amortization of restricted stock grants	--	1,984	--	--	--	1,984
Net income for the year	--	--	--	97,617	--	97,617
Cash dividends - $.36 per share	--	--	--	(14,614)	--	(14,614)
Net effect of currency translation Adjustments	--	--	--	--	(3,432)	(3,432)
Effect of hedging transactions	--	--	--	--	2,501	2,501
Balance, December 31, 1998	559,471	(1,897)	4,057	346,467	(36,597)	871,501
Repurchase of 1,745,000 shares	(24,065)	--	--	(14,411)	--	(38,476)
Stock options exercised (103,400 shares)	1,537	--	226	--	--	1,763
Incentive share election (55,365 shares)	1,105	--	--	--	--	1,105
Restricted stock issued (113,190 shares)	2,263	(2,263)	--	--	--	--
Amortization of restricted stock grants	--	1,204	--	--	--	1,204
Net income for the year	--	--	--	86,326	--	86,326
Cash dividends - $.36 per share	--	--	--	(14,158)	--	(14,158)
Net effect of currency translation Adjustments	--	--	--	--	(12,688)	(12,688)
Effect of hedging transactions	--	--	--	--	5,755	5,755
Balance, December 31, 1999	540,311	(2,956)	4,283	404,224	(43,530)	902,332
Stock options exercised (13,984 shares)	201	--	30	--	--	231
Incentive share election (46,775 shares)	923	--	--	--	--	923
Restricted stock issued (25,000 shares)	499	(499)	--	--	--	--
Shares cancelled (9,157 shares)	(184)	--	--	--	--	(184)
Amortization of restricted stock grants	--	1,914	--	--	--	1,914
Net income for the year	--	--	--	56,550	--	56,550
Cash dividends - $.42 per share	--	--	--	(16,429)	--	(16,429)
Net effect of currency translation Adjustments	--	--	--	--	(26,210)	(26,210)
Effect of hedging transactions	--	--	--	--	2,648	2,648
Balance, December 31, 2000	$ 541,750	$ (1,541)	$ 4,313	$ 444,345	$ (67,092)	$ 921,775

See accompanying notes to consolidated financial statements.

UNITED DOMINION INDUSTRIES LIMITED

Consolidated Statements of Cash Flows, Restated (note 2)

Years Ended December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

	2000	1999	1998
Cash provided from operating activities			
Net income	$ 56,550	$ 86,326	$ 97,617
Add (deduct) items not affecting cash			
Depreciation	49,737	46,341	41,747
Amortization	32,184	28,376	23,118
Loss (gain) on sale of businesses	1,147	--	(11,285)
Deferred income taxes	6,010	2,839	(5,899)
Other	2,187	1,474	2,358
Net decrease (increase) in working capital other than cash (note 13)	(62,896)	13,737	(34,187)
Asset securitization	2,100	900	(6,100)
	87,019	179,993	107,369
Cash used by investing activities			
Additions to fixed assets	(53,784)	(61,278)	(51,741)
Acquisitions of businesses, net of cash balances	(123,003)	(155,416)	(172,181)
Net proceeds from disposal of businesses	15,998	--	25,008
Proceeds from (investments in) other assets	1,582	(9,952)	10,354
Other	(1,337)	(874)	(8,040)
	(160,544)	(227,520)	(196,600)
Cash provided from financing activities			
Additional borrowings	213,090	155,597	331,907
Repayments of borrowings	(130,908)	(71,488)	(92,931)
Issuance of common shares	201	1,537	7,302
Repurchase of common shares	--	(38,476)	(83,565)
Dividends	(16,429)	(14,158)	(14,614)
	65,954	33,012	148,099
Net increase (decrease) in cash and short-term investments	(7,571)	(14,515)	58,868
Cash and short-term investments at beginning of year	108,940	123,455	64,587
Cash and short-term investments at end of year	$ 101,369	$ 108,940	$ 123,455

See accompanying notes to consolidated financial statements.

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

1. Summary of Significant Accounting Policies

General

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in Canada. These accounting principles are in conformity with accounting principles generally accepted in the United States except as indicated in note 13. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Consolidation

All subsidiary companies are consolidated and all significant intercompany accounts and transactions have been eliminated in consolidation.

Revenue Recognition

The company generally recognizes sales upon shipment of its products, net of applicable provisions for discounts and allowances. In addition, provisions for potential warranty claims and bad debts are recorded based on warranty terms and past experience. Service revenue is recognized when the service is performed.

Consolidated Statements of Cash Flows

Cash and short-term investments include highly liquid investments with a maturity of three months or less.

Inventories

Inventories are stated at the lower of cost (average or first-in, first-out) or net realizable value.

Fixed Assets

Property, plant and equipment are recorded at cost. Major renewals and betterments are capitalized; whereas, maintenance and repairs are expensed as incurred. Cost of property sold or otherwise disposed and related accumulated depreciation are removed from the accounts at the time of disposal and any resulting gain or loss is included in income. Depreciation of plant and equipment is determined on the straight-line method over the estimated useful lives of the assets. The average annual rates of depreciation range from 4% for buildings to 9% for machinery and equipment.

Goodwill

Goodwill, which represents the excess of purchase price over fair value of net identifiable assets acquired, is amortized on the straight-line method over the expected periods to be benefited, generally 40 years. The company assesses the recoverability of this intangible asset based primarily upon an analysis of undiscounted future operating cash flows from the acquired operations. Accumulated amortization was $114,308 and $90,309 at December 31, 2000 and 1999, respectively.

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

Other Intangible Assets

Amounts assigned to other intangible assets, primarily trademarks and patents, are based on independent appraisals and are amortized on the straight-line method over periods ranging from five to forty years. Accumulated amortization was $19,458 and $16,565 at December 31, 2000 and 1999, respectively.

Income Taxes

The company uses the asset and liability method of accounting for income taxes. Temporary differences arising from the difference between the tax basis of an asset or liability and its carrying amount on the statement of financial position are used to calculate future income tax assets or liabilities. This method also requires the recognition of future tax benefits such as net operating loss carryforwards, to the extent that realization of such benefits is more likely than not. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the substantive enactment date.

Foreign Currency Translation

The financial statements of those operations whose functional currency is a foreign currency are translated into U.S. dollars using the current rate method. Under this method, all assets and liabilities are translated into U.S. dollars using current exchange rates and income statement items are translated using weighted average exchange rates. The translation adjustment is included as a component of shareholders' equity; whereas, gains and losses on foreign currency transactions are included in income. Foreign currency transaction losses totaled $866, $2,768 and $3,530 for 2000, 1999 and 1998, respectively.

Derivative Financial Instruments

The company is party to certain derivative financial instruments, principally forward exchange contracts used to manage foreign currency exposures. Gains and losses on forward foreign exchange contracts are recognized in income in the same period as the foreign currency transactions to which they relate.

Fair Values

The carrying values of cash and short-term investments, accounts receivable, accounts payable and accrued liabilities approximate their fair value due to the relatively short periods to maturity of the instruments. The fair value of the company's long-term debt is estimated based on the current rates available to the company for debt of the same remaining maturities. Since the company's fixed rate debt carries interest rates which are different than current market rates, the estimated fair value of the company's long-term debt was approximately $723,000 and $634,000 at December 31, 2000 and 1999, respectively.

Earnings Per Common Share

Earnings per common share are calculated by dividing net income by the weighted average number of common shares outstanding during the year (39,114,961 shares for 2000, 39,641,606 shares for 1999 and 40,755,170 shares for 1998). The assumed exercise of outstanding stock options would not have a materially dilutive effect on reported earnings per common share.

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

2. Restatement Related to Adoption of New Accounting Pronouncement

Effective January 1, 2000, the company adopted the Canadian Institute of Chartered Accountants (CICA) Handbook Section 3461, Employee Future Benefits. This adoption has been retroactively applied to all years presented in the accompanying consolidated financial statements. The new standard requires accruing the cost of providing postretirement health care benefits during the years that the employee renders the necessary service. The company had previously recorded health care benefits on a "pay-as-you-go" basis for benefits paid on behalf of active and retired employees. Additionally, Handbook Section 3461 requires that for purposes of determining the pension liability, the discount rate must be based on current bond market yields rather than management's best estimate of the plan's long-term returns.

For the years ended December 31, 1999 and 1998, the adoption resulted in a decrease in net income of $2,584 and $2,071, respectively, or $.07 and $.05 per share, respectively. At December 31, 1999, the adoption resulted in increases in other current assets of $2,750 and accrued liabilities of $6,876 and decreases in other (non-current) assets of $14,142, other (non-current) liabilities of $1,355 and retained earnings of $16,913.

As of December 31, 1998 and 1997, the adoption of Handbook Section 3461 resulted in a reduction in retained earnings and total shareholders' equity of $14,329 and $12,258, respectively, in the Consolidated Statement of Changes in Shareholders' Equity.

3. Acquisitions, Divestitures and Restructuring and Other Charges

Acquisitions

In January 2000, the company acquired Kelley Company, Inc., a manufacturer of dock levelers, vehicle restraints and dock accessories. In April 2000, the company acquired an additional 80% interest in Nippon BOMAG Co., Ltd., an assembler and distributor of light compaction equipment. The company previously held a 10% stake in Nippon BOMAG Co., Ltd. In October 2000, the company acquired Pearpoint Limited, a manufacturer of high-end cameras for pipeline inspection. The cost of these and other smaller acquisitions totaled approximately $123,000 and resulted in an increase in working capital of approximately $27,000, an increase in fixed assets of approximately $11,000, an increase in goodwill of approximately $85,000, an increase in other assets of approximately $2,000 and an increase in other liabilities of approximately $2,000.

In February 1999, the company acquired Riser-Bond Instruments which designs and manufactures cable fault locators principally used by the telecommunications industry. In July 1999, the company acquired TKO Doors, a manufacturer of loading dock doors. In August 1999, the company acquired Bran + Luebbe, a manufacturer of precision metering pumps, analyzing equipment and integrated blending systems for a broad range of process industries. In October 1999, the company acquired S.W. Fleming Limited, a manufacturer of commercial side-hinged steel doors and frames. The cost of these and other smaller acquisitions totaled approximately $155,000 and resulted in an increase in working capital of approximately $17,000, an increase in fixed assets of approximately $24,000, an increase in goodwill of approximately $129,000 and an increase in other liabilities of approximately $15,000.

In February 1998, the company acquired Radiodetection which designs and manufactures portable pipe and cable locators and related equipment used in the utility and telecommunication industries. In March 1998, the company acquired Tex-Steel Corporation, a manufacturer of custom steel doors and frames for commercial and detention markets. In April 1998, the company acquired APV Ice Cream, a manufacturer of industrial ice cream production equipment. In May 1998, the company acquired Leading Edge, Inc. which manufactures ceiling fans, air curtains and air circulators supplied to the industrial and electrical distributor markets. In

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

July 1998, the company acquired C&M, Inc., a manufacturer of powered roller conveyor systems primarily servicing the corrugated and solid fiber carton industry. In August 1998, the company acquired Ling Dynamic Systems Limited which designs and builds vibration test systems and related equipment. The cost of these and other smaller acquisitions totaled approximately $172,000.

The above mentioned acquisitions have been accounted for by the purchase method and earnings have been included in the results of operations from the dates of the acquisitions.

Divestitures

In May 2000, the company sold its Lee Engineering operations and in October 2000, the company sold its Tom Miller operations. The proceeds from these two sales totaled approximately $16,000 and a loss of $1,147 was recognized which is included in "Other income (expense)" in the Consolidated Statements of Income. Lee Engineering was part of the Dock Products Division in the Specialty Engineered Products segment and Tom Miller was part of the Atmospheric Air Division in the Test Instrumentation segment.

In January 1998, the company sold its Little Falls Tank division of Waukesha Cherry-Burrell for approximately $4,000 which equaled its book value. In December 1998, the company sold the assets of its Marley Pump motor product line and entered into various consulting and supply arrangements for total proceeds of $17,500. The company recognized a pre-tax gain on the sale of $11,285 which is included in "Other income (expense)" in the Consolidated Statements of Income.

In 1999 and 1998, the company incurred charges of $1,500 and $6,852, respectively, related primarily to the settlement of legal claims and the write-down of assets to be realized from prior years' divestiture activities to their estimated net realizable value. These charges are included in "Other income (expense)" in the Consolidated Statements of Income.

Restructuring Charges

In 1998, the company announced a company-wide cost reduction plan. The plan included the net reduction of its global workforce by over 500 positions, principally administrative personnel, rationalizations involving twelve facilities and reduced discretionary spending. The company recorded a pre-tax charge to earnings in 1998 of $16,336 related to the plan.

The company expanded the restructuring program in 1999 to include the rationalization of eleven additional facilities including the shutdown of four manufacturing and one administrative facility, the transition of the manufacturing of several product lines to different sites and the discontinuation of several unprofitable product lines. Additional workforce reductions of approximately 500 positions were announced and the company reported a pre-tax charge to earnings of $22,198 related to these initiatives.

In 2000, the company continued many of the programs begun in 1999 and additionally shut down two manufacturing and two administrative facilities and discontinued an additional number of unprofitable product lines. Workforce reductions announced in 2000 totaled approximately 300 positions of which approximately 190 had actually been terminated by December 31, 2000. The company recorded a pre-tax charge to earnings in 2000 of $32,791 related to these initiatives.

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

Selected financial information relating to the restructuring charges is as follows:

	Accrual at December 31, 1998	Expensed in 1999	Paid or Incurred in 1999	Accrual at December 31, 1999	Expensed in 2000	Paid or Incurred in 2000	Accrual at December 31, 2000
Severance and other employee costs	$ 7,975	$ 5,785	$ (6,990)	$ 6,770	$ 13,553	$(11,313)	$ 9,010
Facilities costs	417	5,791	(5,918)	290	10,275	(9,157)	1,408
Write-down of inventory and other assets	--	8,693	(8,693)	--	5,115	(5,115)	--
Other costs	932	1,929	(2,522)	339	3,848	(3,270)	917
Total	$ 9,324	$ 22,198	$(24,123)	$ 7,399	$ 32,791	$(28,855)	$ 11,335

All costs are included in "Restructuring charges" in the Consolidated Statements of Income with the exception of $126 and $1,694 of goodwill impairment charges which were recorded in 2000 and 1999, respectively, and are included in "Goodwill charges". The majority of the remaining restructuring activities should be completed during the first half of 2001.

Other Charges

In September 2000, the company announced that it was in discussions with several parties regarding the possible sale of the company. After several months of extensive discussions and negotiations, the company announced in December 2000 that all talks had been terminated. The company incurred $5,651 of expenses related to this potential transaction. These costs as well as $3,055 from a one-time charge resulting primarily from an unfavorable tax ruling are reported in "Other income (expense)" in the Consolidated Statements of Income for the year ended December 31, 2000.

Also included in "Restructuring and other charges" in the Consolidated Statements of Income for the year ended December 31, 2000 are $8,595 of expenses related to the early retirement of the company's Chief Executive Officer and $5,614 of charges arising primarily from a product replacement program and a product liability claim.

11

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

4. Income Taxes

The provision for income taxes on income before goodwill charges is comprised of the following:

	2000	1999	1998
Current			
Canada	$ 4,391	$ (954)	$ 3,264
United States	(720)	10,386	24,094
Other countries	26,259	30,226	2,688
	29,930	39,658	30,046
Deferred			
Canada	(539)	(5,148)	(7,241)
United States	9,210	13,476	8,305
Other countries	171	(2,558)	(8,344)
	8,842	5,770	(7,280)
	$ 38,772	$ 45,428	$ 22,766

The related net income (loss) before income taxes and goodwill charges is as follows:

	2000	1999	1998
Canada	$ (3,360)	$ (8,835)	$ (13,491)
United States	24,416	57,933	74,988
Other countries	97,256	104,302	76,379
	$ 118,312	$ 153,400	$ 137,876

12

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

The tax effects of temporary differences that give rise to deferred tax assets and deferred tax liabilities at December 31, 2000 and 1999 are as follows:

	2000	1999
Deferred tax assets:		
Net operating loss carryforwards	$ 25,355	$ 22,909
Difference between tax on distributed and undistributed earnings	5,549	4,580
Accrued expenses not currently deductible	86,523	81,683
Other	2,913	2,975
	120,340	112,147
Less: valuation allowance	(5,755)	(4,080)
Total deferred tax assets	114,585	108,067
Deferred tax liabilities:		
Plant and equipment, principally due to differences in basis and depreciation	(36,559)	(35,081)
Intangible assets, principally due to differences in basis and amortization	(16,597)	(13,601)
Inventory, principally due to differences in basis	(9,733)	(6,427)
Other	(7,160)	(15,954)
Total deferred tax liabilities	(70,049)	(71,063)
Net deferred tax asset	$ 44,536	$ 37,004

Subsequently recognized tax benefits relating to the valuation allowance for deferred tax assets as of December 31, 2000 will be recorded in income. Based on the company's historical and current earnings, management believes it is more likely than not that the company will realize the benefit of the remaining deferred tax assets that are not subject to the valuation allowance.

The difference between the company's effective income tax rate and the statutory rate on net income before goodwill charges is reconciled below.

	2000	1999	1998
Income tax expense at U.S. statutory rate of 35%	$ 41,409	$ 53,690	$ 48,257
State income taxes	1,725	2,792	3,563
Canadian tax rate changes	3,056	--	--
Canadian and foreign tax refunds and tax settlements	(1,917)	(4,984)	(23,838)
Canadian and foreign income taxes at less than U.S. statutory rate	(7,924)	(6,962)	(7,806)
Other	2,423	892	2,590
	$ 38,772	$ 45,428	$ 22,766

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

The company has Canadian net operating loss carryforwards for income tax purposes of approximately $49,000 which expire in 2003 through 2007.

"Other Assets" in the Consolidated Statements of Financial Position include $5,549 and $4,580 at December 31, 2000 and 1999, respectively, primarily representing German taxes refundable to the company when German earnings are repatriated.

Income taxes paid totaled $37,096, $2,224 and $53,085 for 2000, 1999 and 1998, respectively.

5. Inventories

Inventories at December 31, 2000 and 1999 are summarized as follows:

	2000	1999
Raw materials	$145,662	$131,444
Work-in-process	95,093	101,122
Finished products	164,017	158,088
	$404,772	$390,654

6. Fixed Assets

Fixed assets are summarized as follows:

	Cost	Accumulated Depreciation	Net
December 31, 2000:			
Land	$ 15,650	$ --	$ 15,650
Plant	151,898	58,348	93,550
Machinery and equipment	465,330	250,917	214,413
Construction in progress	18,654	--	18,654
	$651,532	$309,265	$342,267
December 31, 1999:			
Land	$ 12,385	$ --	$ 12,385
Plant	143,508	50,479	93,029
Machinery and equipment	431,743	216,112	215,631
Construction in progress	29,856	--	29,856
	$617,492	$266,591	$350,901

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

7. Debt

Short-term

At December 31, 2000 and 1999, the company's notes payable to banks totaled $102,987 and $103,544, respectively, with weighted average interest rates of 6.5% and 6.7%, respectively. At December 31, 2000, the company had available approximately $92,000 of unused short-term borrowing facilities.

Long-term

The company's long-term debt at December 31, 2000 and 1999 is summarized as follows:

	2000	1999
Revolving credit bank notes	$275,289	$101,192
Senior notes due 2002 - 6.80%	46,800	70,200
Senior notes due 2002 - 8.25%	25,000	37,500
Senior notes due 2007 - 7.67%	50,000	50,000
Senior notes due 2008 - 6.64%	110,000	110,000
Commercial paper	134,358	172,470
Multi-currency revolving notes	15,477	36,375
Other notes payable in installments Through 2020 at interest rates varying From 2.1% to 10.0%	51,241	59,851
	708,165	637,588
Less current portion of long-term debt	49,898	46,082
	$658,267	$591,506

The company has a revolving credit agreement (revolver) with a group of banks. This agreement gives the company the ability to borrow up to $450,000 through July 2002. Borrowings under the revolver are available in U.S. dollars and Deutsche Marks (DM) at the U.S. prime interest rate or LIBOR plus a margin. The margin ranges from 0.170% to 0.325% and is determined by a leverage ratio and the amount of utilization under the credit facility. The weighted average interest rates on the borrowings under this agreement were 6.3% and 4.6% during 2000 and 1999, respectively. At December 31, 2000, $45,289 of the revolver borrowings were denominated in DM. The DM borrowings are designated as a hedge of the company's net investment in German subsidiaries and foreign exchange gains and losses on these borrowings are reflected in "Equity adjustment from foreign currency translation" in the Consolidated Statements of Financial Position. The company also pays an annual facility fee on the amount of this facility ranging from 0.080% to 0.125%, depending upon a leverage ratio. The company further pays an annual utilization fee on the amount of loans outstanding of up to 0.05%, depending on leverage and amount of utilization. At December 31, 2000, the margin, facility fee and utilization fee were 0.25%, 0.10% and 0%, respectively.

The 6.80% senior notes are currently payable in annual installments of $23,400. The 8.25% senior notes are currently payable in annual installments of $12,500. The 7.67% senior notes are payable in annual installments of $10,000 beginning in 2003. The 6.64% senior notes are payable in full in 2008.

During 1998, the company entered into an open-ended program whereby up to Cdn $250,000 of commercial paper can be issued. While the commercial paper is typically due in 30 - 60 days, with a maximum maturity

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

of one year, it is the company's intention to continually refinance these borrowings. The company maintains unutilized long-term committed credit facilities under the revolver sufficient to refinance the commercial paper outstanding. Therefore, the amounts outstanding at December 31, 2000 (U.S. $134,358) are included in long-term debt in the Consolidated Statements of Financial Position. Interest rates on the commercial paper ranged from 5.9% to 6.2%, 5.1% to 5.7% and 4.7% to 6.1% with a weighted average of 5.9%, 5.3% and 5.2% in 2000, 1999 and 1998, respectively.

The company has a $40,000 multi-currency revolving credit agreement with a bank which expires in March 2001. The agreement allows the company to designate subsidiaries to borrow under the facility at LIBOR plus a margin and facility fees ranging from 0.70% to 1.05%, depending upon a leverage ratio. At December 31, 2000, $15,477 had been borrowed under this facility. This amount is included in long-term debt since the company has the capacity and intention to refinance this facility and extend its term prior to the expiration of the agreement.

At December 31, 2000, the company had available approximately $30,000 of unused long-term revolving credit commitments.

Various loan agreements contain covenants with respect to net worth, indebtedness and other items. The company has complied with all provisions of these agreements at December 31, 2000.

Future principal payments on long-term debt are as follows:

2001	$ 49,898
2002	464,012
2003	11,245
2004	10,940
2005	14,690
Thereafter	157,380
	$ 708,165

8. Interest Expense - Net

Net interest expense is composed of the following:

	2000	1999	1998
Interest on long-term debt	$ 46,258	$ 38,217	$ 35,749
Other interest expense	7,602	5,319	3,117
Interest income	(3,841)	(3,358)	(3,116)
	$ 50,019	$ 40,178	$ 35,750

Net interest paid totaled $49,461, $43,018, and $33,082 for 2000, 1999 and 1998, respectively.

16

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

9. Capital Stock

The company is incorporated under the Canada Business Corporations Act and is authorized to issue an unlimited number of common and preferred shares of no par value.

The company has a stock option and restricted stock plan under which options for a term not exceeding 10 years may be granted to key employees and directors to purchase common shares of the company at a price not less than 100% of their fair market value at the date of grant. Common shares reserved for exercise of these options or the issuance of restricted stock may not at any time exceed 10% of the number of common shares then outstanding. Transactions involving the plan are summarized below.

	Options			
	Shares Available for Future Grant	Option Shares Outstanding	Option Price Per Share (Cdn.)	Weighted-Average Exercise Price (Cdn.)
Balance at December 31, 1997	1,083,222	2,129,720	$9.375 - $38.87	$ 28.02
Exercised	--	(445,422)	9.375 - 36.65	23.60
Granted	(435,250)	435,250	28.95 - 40.00	35.26
Expired	21,100	(21,100)	26.375 - 36.65	29.76
Balance at December 31, 1998	669,072	2,098,448	9.375 - 40.00	30.44
Exercised	--	(103,400)	12.75 - 26.625	22.26
Granted	(589,625)	589,625	29.80 - 32.775	30.03
Restricted stock issued	(113,190)	--		
Additional shares authorized	1,197,493	--		
Balance at December 31, 1999	1,163,750	2,584,673	9.375 - 40.00	30.67
Exercised	--	(13,984)	19.75 - 29.80	21.00
Granted	(616,500)	616,500	28.95 - 28.95	28.95
Restricted stock issued	(25,000)	--		
Options cancelled	137,169	(137,169)		
Balance at December 31, 2000	659,419	3,050,020	9.375 - 40.00	30.31
Exercisable at December 31, 2000		2,142,002	$9.375 - $40.00	$ 30.47

The following table provides certain information with respect to stock options outstanding at December 31, 2000.

Range of exercise price	Stock options Outstanding	Weighted-average exercise price (Cdn.)	Weighted-average remaining contractual life (years)
Under $20.00 (Cdn.)	111,550	$ 12.71	1.6
$20.00 to $30.00 (Cdn.)	1,977,142	28.36	6.9
Over $30.00 (Cdn.)	961,328	36.36	6.2
	3,050,020	$ 30.31	6.5

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

The following table provides certain information with respect to stock options exercisable at December 31, 2000.

Range of exercise price	Stock options exercisable	Weighted-average exercise price
		(Cdn.)
Under $20.00 (Cdn.)	111,550	$ 12.71
$20.00 to $30.00 (Cdn.)	1,147,864	27.71
Over $30.00 (Cdn.)	882,588	36.31
	2,142,002	$ 30.47

The restricted stock issued during 2000 had a fair value at the date of grant of $499 or U.S. $19.97 per share. The sale of this stock is restricted for five years from the date of grant. Restricted stock was also issued during 1999 and 1996 which is restricted for periods up to six and five years, respectively, from the date of the grant. Compensation expense related to all restricted shares is recorded over the applicable restriction period and amounted to $1,914, $1,204 and $1,984 in 2000, 1999 and 1998, respectively.

The company's management incentive plans contain a feature that allows participants the opportunity to elect to receive restricted common shares in lieu of a portion of their cash bonuses. The number of shares issued is increased by a multiple in order to provide participants an incentive to elect to receive shares. A total of 46,775, 55,365 and 43,845 shares were issued in 2000, 1999 and 1998, respectively, to participants who made such share elections.

10. Benefit Plans

The company and its subsidiaries have defined benefit pension plans covering approximately one half of all employees. Plans covering eligible salaried employees call for benefits to be paid at retirement based primarily upon years of service and their compensation rates near retirement. Plans covering hourly employees generally provide benefits of stated amounts for each year of service. Contributions to the plans reflect benefits attributed to employees' services to date and also for benefits expected to be earned in the future. Assets of the plans consist primarily of cash and cash equivalents, common and preferred stocks, government bonds, investment-grade corporate bonds and other fixed income investments.

The company provides, through non-qualified plans, supplemental pension payments in excess of the qualified plan limits imposed by income tax regulations. The company also provides certain postretirement health care and life insurance benefits to a limited number of employees. These non-qualified and other postretirement plans are unfunded.

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999, and 1998

(Amounts in Thousands of U.S. Dollars)

The following tables set forth the change in projected benefit obligation, change in plan assets and the funded status of the company's North American benefit plans as of December 31, 2000 and 1999.

	Pension Benefits		Other Benefits	
	2000	1999	2000	1999
Change in benefit obligation				
Benefit obligation at beginning of year	$ 199,515	$ 192,615	$ 54,571	$ 51,144
Service cost	4,816	4,982	1,113	974
Interest cost	16,100	14,213	4,201	3,636
Plan participants' contributions	--	5	--	--
Plan amendments	17	--	3,285	799
Actuarial (gain) loss	1,635	(1,750)	4,226	473
Acquisition	6,638	--	--	--
Benefits paid	(11,601)	(10,550)	(2,641)	(2,455)
Benefit obligation at end of year	217,120	199,515	64,755	54,571
Change in plan assets				
Fair value of plan assets at beginning of year	230,925	212,175		
Return on plan assets	(9,348)	27,541		
Acquisition	10,729	--		
Employer contribution	2,492	1,754		
Plan participants' contributions	--	5		
Benefits paid	(11,601)	(10,550)		
Fair value of plan assets at end of year	223,197	230,925		
Funded status	6,077	31,410	(64,755)	(54,571)
Unrecognized net actuarial (gain) loss	(1,696)	(33,668)	8,710	9,617
Unrecognized prior service cost	2,807	3,220	3,740	3,733
Unrecognized net transition obligation	(194)	18	1,168	1,335
Prepaid (accrued) benefit cost	$ 6,994	$ 980	$ (51,137)	$ (39,886)

The weighted-average discount rate used to measure the projected benefit obligation is 7.75% and 7% for 2000 and 1999, respectively, the average rate of increase in future compensation levels is approximately 4% for 2000 and 1999 and the expected long-term rate of return on assets is 9.5% and 8.5% for 2000 and 1999, respectively. The annual rate of increase in the per capita cost of covered postretirement benefits (health care cost trend rate) is assumed to be 5.5% in 2000 with a decrease to 5% for 2001 and all future years. The company amortizes prior service cost and unrecognized gains and losses using the straight-line method over the average future service life of active participants.

19

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

The components of net periodic benefit cost are as follows:

	Pension Benefits			Other Benefits		
	2000	1999	1998	2000	1999	1998
Service cost	$ 4,816	$ 4,982	$ 4,492	$ 1,113	$ 974	$ 1,011
Interest cost	16,100	14,213	13,993	4,201	3,636	3,200
Expected return on assets	(20,858)	(17,416)	(16,067)	--	--	--
Amortization	(2,834)	956	916	2,129	2,302	1,933
Net periodic benefit cost	$ (2,776)	$ 2,735	$ 3,334	$ 7,443	$ 6,912	$ 6,144

Excluded from the other benefits net periodic cost for the year ended December 31, 2000 is $6,448 of charges related to the settlement of Supplemental Executive Retirement Plan liabilities resulting from the early retirement of the company's Chief Executive Officer (note 3).

A number of the company's operating units have defined contribution plans pursuant to Section 401(k) of the U.S. Internal Revenue Code. The total expense of these plans was $6,094, $5,522 and $5,475 for the years ended December 31, 2000, 1999 and 1998, respectively.

The company's German operations have pension plans, which in accordance with applicable laws, are unfunded. The weighted average discount rate used to measure the projected benefit obligation of the German plans is 6% and 7% for 2000 and 1999, respectively, and the rate of increase in future compensation levels is 3.5% for 2000 and 1999.

The status of the German plans at December 31, 2000 and 1999 as reflected in the Consolidated Statements of Financial Position is as follows:

	2000	1999
Benefit obligation at beginning of year	$ 24,966	$ 17,992
Service cost	492	433
Interest cost	1,379	1,291
Actuarial loss	139	1,138
Acquisition	--	7,330
Settlements	(9)	(56)
Benefits paid	(701)	(687)
Foreign exchange rate changes	(4,349)	(2,475)
Benefit obligation at end of year	$ 21,917	$ 24,966
Funded status	$(21,917)	$(24,966)
Unrecognized net actuarial loss	190	69
Unrecognized net transition obligation	1,297	1,692
Accrued benefit cost	$(20,430)	$(23,205)

20

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

The components of net periodic benefit cost for the German plans are as follows:

	2000	1999	1998
Service cost	$ 492	$ 433	$ 376
Interest cost	1,379	1,291	1,126
Amortization of prior service cost	101	128	134
Net periodic benefit cost	$1,972	$1,852	$1,636

The company has a number of other benefit plans, primarily foreign, that are not significant individually or in the aggregate.

11. Commitments and Contingencies

The company is involved in a number of pending legal proceedings in which damages and other relief are sought. It is impossible at this time for the company to predict with any certainty the outcome of such litigation. However, management is of the opinion, based upon information presently available, that it is unlikely that any liability, to the extent not provided for through insurance or otherwise, would be material in relation to the company's consolidated financial position.

The company has been named along with many other parties in a number of proceedings arising out of alleged releases or contributions of hazardous substances into the environment. Those proceedings include lawsuits alleging asbestos related personal injury and administrative proceedings maintained by federal and state agencies involving environmental remediation of real property. None of the proceedings is, in the opinion of management, either individually or viewed in connection with all the proceedings, material to the company's liquidity, consolidated operating results, or consolidated financial position. While the company has participated and in the future will continue to participate in remediation efforts at a number of locations in connection with certain of the administrative proceedings, it does not believe that material monetary sanctions will be imposed against it as a result of any of the proceedings.

The company has an agreement to sell certain qualifying accounts receivable to a financial institution on a revolving basis. The amount sold as of December 31, 2000 and 1999 was $65,000 and $62,900, respectively. Fifty percent of the amount sold at any time must be supported by available credit under the revolver. This program was terminated in January 2001 and the company repurchased the related receivables using borrowings under its existing credit facilities. Certain of the company's operations have entered into agreements with third party finance companies to provide wholesale financing of their product to distributors. The company is responsible for the repurchase of new product in the event it is acquired by the finance companies through repossession. At December 31, 2000, the total amount of new product financed under these agreements is approximately $19,000. At December 31, 2000, the company also has sold approximately $12,000 of receivables under recourse agreements. Reserves have been provided for any anticipated losses under these agreements.

In the normal course of business, letters of credit and bank guarantees are issued by banks for account of the company, which in the opinion of management, have no material effect on the company's financial position. At December 31, 2000, the company was contingently liable for $96,000 under these arrangements.

The company does not trade in financial instruments and does not engage in speculation. However, it does enter into a limited range and number of derivative financial instrument contracts. The company has a program in place to manage foreign currency risk. As part of that program, the company has entered into a

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

limited number of foreign currency forward exchange contracts to hedge foreign currency transactions or intercompany loan payments. The company's foreign exchange contracts do not subject the company to risk due to exchange rate movements because gains and losses on these contracts offset losses and gains on the transactions being hedged. As of December 31, 2000, several of the company's foreign operations had approximately $83,000 of forward exchange contracts outstanding which are designed to convert the receipt of foreign currencies from third party and intercompany sales into their functional currency. The forward exchange contracts generally have maturities which do not exceed one year and exchange rates are agreed to at the inception of the contracts.

The company has operating leases covering machinery, equipment, office, warehouse and manufacturing facilities. Future minimum lease payments under operating leases at December 31, 2000 are as follows:

2001	$ 19,413
2002	15,841
2003	9,213
2004	5,699
2005	3,946
Thereafter	6,652
	$ 60,764

22

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

12. Business Segments

The company operates in the following industry segments:

Flow Technology - air dehydration and filtration equipment and related parts and services for compressed air systems; valves, strainers and back flow prevention products; water system and submersible petroleum pumps; leak detection equipment; rotary positive displacement pumps and related fluid handling equipment for sanitary and industrial markets; ice cream equipment; high precision metering pumps, analyzing equipment and integrated blending systems for process industries; water cooling towers and related components; fiberglass panels and pultruded products and cast-iron boilers.

Machinery - light and heavy duty soil, sanitary landfill and asphalt compaction equipment; asphalt recyclers; graders; concrete placement and treatment equipment; light construction equipment; tillage equipment; foraging wagons; and grain drills and augers.

Specialty Engineered Products - steel doors and frames; electric resistance heating products; commercial/industrial fans, air curtains and building products; machined critical parts for aerospace markets; metal forming equipment; powered roller conveyor systems; dock levelers, truck restraints and dock seals and shelters.

Test Instrumentation - heat process and environmental conditioning equipment; electrical test and measurement equipment; refrigerant leak detection and recovery systems; vibration test systems; portable pipe and cable locators; horizontal boring guidance systems; inspection cameras for pipes and ducts; integrated assembly systems used in automobile and other manufacturing applications; scales; high precision carbide tooling and process controls, tools and equipment for measurement, gauging and inspection.

The significant accounting policies of the above segments are the same as those described in note 1. Intersegment sales are recorded at current market prices. The company does not include income taxes or net interest expense in the determination of segment profit. Information about the company's segments, certain geographic information and a reconciliation of segment profit to net income is shown below.

23

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

	Year ended December 31, 2000						
		Sales					(3)
	(1) Assets	Gross	Intersegment	Net	(2) Segment Profit	(3) Capital Expenditures	Depreciation and Amortization
Industry Segment							
Flow Technology	$1,022,523	$1,047,756	$ --	$1,047,756	$ 69,181	$ 20,060	$ 44,229
Machinery	263,403	471,948	--	471,948	50,625	10,910	9,734
Specialty Engineered Products	424,982	511,848	32	511,816	54,826	13,105	16,371
Test Instrumentation	356,610	302,477	--	302,477	15,570	7,261	9,938
	2,067,518	2,334,029	32	2,333,997	190,202	51,336	80,272
Divested businesses	--	32,365	138	32,227	982	175	542
	$2,067,518	$2,366,394	$ 170	$2,366,224	$ 191,184	$ 51,511	$ 80,814

	(4) Long-lived Assets	(5) Net Sales	(6) Segment Profit
Geographic Information			
United States	$ 972,363	$ 1,583,947	$ 128,021
Europe	246,869	431,960	35,690
Other Countries	52,411	318,090	26,491
Divested Businesses	--	32,227	982
	$ 1,271,643	$ 2,366,224	$ 191,184

Reconciliation of segment profit to net income

Segment profit	$ 191,184
Corporate expenses	(23,147)
Interest - net	(50,019)
Loss on sale of businesses	(1,147)
Other expense	(23,105)
Income before income taxes (7)	93,766
Income tax provision (7)	(37,216)
Net income	$ 56,550

(1) Assets exclude $257,859 of corporate amounts.
(2) Includes restructuring costs of $16,719, $350, $3,338, and $12,564 for the Flow Technology, Machinery Specialty Engineered Products and Test Instrumentation segments, respectively (note 3). Flow Technology also includes $3,700 of charges primarily related to a product replacement program while Specialty Engineered Products includes a $1,914 charge resulting from a product liability claim (note 3).
(3) Capital expenditures and depreciation and amortization exclude $2,273 and $1,107, Respectively, of corporate amounts.
(4) Long-lived assets consist of fixed assets, goodwill and other intangible assets.
(5) Attributed to countries based on location of customer.
(6) Attributed to countries based on location of customer. Includes restructuring costs of $28,048, $4,260 and $663 in the United States, Europe and other countries, respectively (note 3).
(7) In the Consolidated Statements of Income, goodwill charges, net of tax, are shown separately while for Segment reporting purposes the goodwill charges are included in segment profit and the related tax Benefit is included in the income tax provision.

24

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

	Year ended December 31, 1999						
	(1) Assets	Sales Gross	Sales Intersegment	Sales Net	(2) Segment Profit	(3) Capital Expenditures	(3) Depreciation and Amortization
Industry Segment							
Flow Technology	$1,041,831	$ 992,466	$ --	$ 992,466	$ 91,682	$ 22,404	$ 42,499
Machinery	274,544	456,348	--	456,348	50,423	13,952	8,802
Specialty Engineered Products	313,761	370,914	--	370,914	42,312	14,773	12,491
Test Instrumentation	307,020	278,651	--	278,651	15,327	8,894	8,803
	1,937,156	2,098,379	--	2,098,379	199,744	60,023	72,595
Divested businesses	22,089	52,560	2,601	49,959	1,838	939	789
	$1,959,245	$2,150,939	$ 2,601	$2,148,338	$ 201,582	$ 60,962	$ 73,384

	(4) Long-lived Assets	(5) Net Sales	(6) Segment Profit
Geographic Information			
United States	$ 938,910	$1,391,109	$ 126,998
Europe	241,577	424,559	49,051
Other Countries	41,170	282,711	23,695
Divested Businesses	9,288	49,959	1,838
	$1,230,945	$2,148,338	$ 201,582

Reconciliation of segment profit to net income

Segment profit	$ 201,582
Corporate expenses	(24,517)
Interest - net	(40,178)
Other expense	(6,555)
Income before income taxes (7)	130,332
Income tax provision (7)	(44,006)
Net income	$ 86,326

(1) Assets exclude $270,938 of corporate amounts.
(2) Includes restructuring costs of $7,712, $4,620, $9,084 and $782 for the Flow Technology, Specialty Engineered Products and Test Instrumentation segments and divested businesses, respectively (note 3).
(3) Capital expenditures and depreciation and amortization exclude $316 and $1,333, Respectively, of corporate amounts.
(4) Long-lived assets consist of fixed assets, goodwill and other intangible assets.
(5) Attributed to countries based on location of customer.
(6) Attributed to countries based on location of customer. Includes restructuring costs of $20,879, $273, $264 and $782 in the United States, Europe, other countries and divested businesses, respectively (note 3).
(7) In the Consolidated Statements of Income, goodwill charges, net of tax, are shown separately while for segment reporting purposes the goodwill charges are included in segment profit and the related tax benefit is included in the income tax provision.

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

	Year ended December 31, 1998						
		Sales					(3)
	(1) Assets	Gross	Intersegment	Net	(2) Segment Profit	(3) Capital Expenditures	Depreciation and Amortization
Industry Segment							
Flow Technology	$ 943,703	$ 945,828	$ 16	$ 945,812	$ 94,702	$ 21,145	$ 38,161
Machinery	272,115	454,460	--	454,460	50,804	12,270	7,287
Specialty Engineered Products	250,086	331,332	30	331,302	38,031	10,355	10,295
Test Instrumentation	290,197	242,834	--	242,834	18,473	4,168	7,319
	1,756,101	1,974,454	46	1,974,408	202,010	47,938	63,062
Divested businesses	24,487	45,966	--	45,966	2,601	496	672
	$1,780,588	$2,020,420	$ 46	$2,020,374	$ 204,611	$ 48,434	$ 63,734

	(4) Long-lived Assets	(5) Net Sales	(6) Segment Profit
Geographic Information			
United States	$ 921,415	$1,334,189	$ 148,758
Europe	151,292	371,469	29,596
Other Countries	10,804	268,750	23,656
Divested businesses	9,162	45,966	2,601
	$1,092,673	$2,020,374	$ 204,611

Reconciliation of segment profit to net income

Segment profit	$204,611
Corporate expenses	(30,920)
Corporate restructuring charges	(6,788)
Interest - net	(35,750)
Other expense	(12,048)
Income before income taxes (7)	119,105
Income tax provision (7)	(21,488)
Net income	$ 97,617

(1) Assets exclude $294,271 of corporate amounts.
(2) Includes restructuring costs of $7,786, $275, $443, and $1,044 for the Flow Technology, Machinery, Specialty Engineered Products and Test Instrumentation segments, respectively. Flow Technology also includes an $11,285 gain on sale of a product line (note 3) while Specialty Engineered Products includes a $6,000 charge related to settlement of litigation.
(3) Capital expenditures and depreciation and amortization exclude $3,307 and $1,131, respectively, of corporate amounts.
(4) Long-lived assets consist of fixed assets, goodwill and other intangible assets.
(5) Attributed to countries based on location of customer.
(6) Attributed to countries based on location of customer. Includes restructuring costs of $6,614, $2,346 and $588 in the United States, Europe and other countries, respectively (note 3).
(7) In the Consolidated Statements of Income, goodwill charges, net of tax, are shown separately while for segment reporting purposes the goodwill charges are included in segment profit and the related tax benefit is included in the income tax provision.

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

13. Differences Between Canadian and United States Accounting Principles

Existing United States Accounting Differences

Generally accepted accounting principles (GAAP) in Canada allow for the reduction of stated capital of outstanding common shares with a corresponding offset to deficit. This reclassification, which the company made in 1990, is not permitted by United States GAAP and would result in an increase in capital stock and a reduction in retained earnings at December 31, 2000 and 1999 of $128,093. Canadian GAAP also permits expenses related to the issue of capital stock, net of income taxes, to be deducted from retained earnings while United States GAAP requires such expenses to be deducted from the proceeds of stock issuances credited to capital stock. This reclassification would reduce capital stock and increase retained earnings by $20,905 at December 31, 2000 and 1999.

Canadian GAAP requires the measurement of income tax liabilities and assets using substantively enacted tax rates and laws. A Canadian Federal income tax rate change has been proposed effective January 1, 2001. Since this rate change is considered substantively enacted, it results in a $2,422 increase in income tax expense and a corresponding decrease in other (non-current) assets as of December 31, 2000. Under United States GAAP, this rate change would not impact the measurement of tax balances until it is passed into law.

Canadian GAAP allows for the capitalization and subsequent amortization of start-up costs for new facilities and joint ventures. Effective January 1, 1999, United States GAAP requires the expensing of these costs as incurred as well as the expensing of any previously capitalized costs.

Under United States GAAP, if the accumulated benefit obligation exceeds the fair value of benefit plan assets, a liability must be recognized in the statement of financial position that is at least equal to the unfunded accumulated benefit obligation. To the extent that the additional minimum liability is created by a plan improvement, an intangible asset can be established. Any additional minimum liability not covered by an intangible asset will cause a net of tax reduction in accumulated other comprehensive income. Application of United States GAAP would require recording approximately $7,000 and $11,000 of additional minimum liability as of December 31, 2000 and 1999, respectively, with an offsetting intangible asset of approximately $5,000 in both years.

The application of United States GAAP previously discussed would result in increases in other intangible assets of approximately $5,000, other (non-current) assets of approximately $2,000, other (non-current) liabilities of approximately $6,000 and common shares of approximately $107,000 and decreases in goodwill of approximately $2,000, accrued liabilities of approximately $1,000, retained earnings of approximately $106,000 and accumulated other comprehensive income of approximately $1,000 as of December 31, 2000. At December 31, 1999, the application of United States GAAP would result in increases in other intangible assets of approximately $5,000, other (non-current) liabilities of approximately $8,000 and common shares of approximately $107,000 and decreases in other (non-current) assets of approximately $1,000, goodwill of approximately $2,000, accrued liabilities of approximately $1,000, retained earnings of approximately $109,000 and accumulated other comprehensive income of approximately $3,000.

27

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

The income statement format presented by the company as permitted by CICA Handbook Section 1580, Business Combinations is not allowed under United States GAAP. Presentation under United States GAAP requires that the gross goodwill charges be included as a component of operating income and the associated income tax benefit be included as a component of the income tax provision. This reclassification does not affect reported net income.

United States GAAP requires the dual presentation of basic and diluted earnings per share. Diluted earnings per share reflects the assumed exercise of dilutive securities such as the company's stock options.

The following table reflects the impact on net income, weighted average shares outstanding and net earnings per share of complying with United States GAAP as it pertains to the items noted above.

	2000	1999	1998
Net income under Canadian GAAP	$ 56,550	$ 86,326	$ 97,617
Increased (decreased) by:			
Canadian tax rate change	2,422	--	--
Start-up costs	273	(729)	--
Other	31	31	31
Net income under United States GAAP	$ 59,276	$ 85,628	$ 97,648
Weighted average shares outstanding (000's)			
Canadian GAAP	39,115	39,642	40,755
Less restricted stock outstanding	(198)	(177)	(123)
United States GAAP - Basic	38,917	39,465	40,632
Effect of dilutive securities:			
Restricted stock	198	177	123
Employee stock options	93	176	281
United States GAAP - Diluted	39,208	39,818	41,036
Net earnings per share			
Canadian GAAP	$ 1.45	$ 2.18	$ 2.40
United States GAAP - Basic	$ 1.52	$ 2.17	$ 2.40
United States GAAP - Diluted	$ 1.51	$ 2.15	$ 2.38

28

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999, and 1998

(Amounts in Thousands of U.S. Dollars)

Impending United States Accounting Differences

Effective January 1, 2001, United States GAAP will standardize the accounting for all derivative instruments. Under the new rules, entities are required to carry all derivative instruments in the statement of financial position at fair value. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and, if so, on the reason for holding it. The company has a program in place to manage foreign currency risk. As part of that program, the company has entered into a limited number of foreign currency forward exchange contracts to act as a hedge of foreign currency denominated transactions (note 11). Adoption of these new rules would result in increases in other current assets of approximately $1,000 and accrued liabilities of approximately $2,000 and a decrease in accumulated other comprehensive income of approximately $1,000 as of December 31, 2000.

Additional United States Disclosure Requirements

United States GAAP requires reporting on comprehensive income. For the years ended December 31, 2000, 1999 and 1998, comprehensive income, as defined under United States GAAP, is as follows.

	2000	1999	1998
Net income under United States GAAP	$ 59,276	$ 85,628	$ 97,648
Minimum pension liability adjustment, net of tax	1,991	250	1,039
Foreign currency translation adjustments	(23,562)	(6,933)	(931)
Comprehensive income under United States GAAP	$ 37,705	$ 78,945	$ 97,756

Income taxes have not been provided on foreign currency translation adjustments because the net assets invested in the company's foreign operations are considered to be permanently invested.

The company's accounting for stock options is essentially the same as the intrinsic value method prescribed by existing accounting pronouncements effective in the United States. United States GAAP encourages, but does not require companies to record compensation cost for stock option plans at fair value and requires the disclosure of pro forma net income and earnings per share information as if the company had accounted for its employee stock options under the fair value method. Accordingly, the fair value of the options issued have been estimated at the date of grant using a Black-Scholes option pricing model with the following assumptions for 2000, 1999 and 1998, respectively: risk-free interest rates of 6.8%, 5.2% and 5.1%; dividend yields of 1.8%, 1.8% and 1.6%; volatility factors of the expected market price of the company's common stock of .36, .37 and .39; and a weighted-average expected life of the options of eight years. The weighted-average grant-date fair values of options issued in 2000, 1999 and 1998 was $8.72, $8.28 and $12.60, respectively. For purposes of pro forma disclosures, the estimated fair value of the options is amortized to expense over the options' vesting period that ranges from six months to three years. Assuming the company had accounted for its stock options issued under the fair value method, United States GAAP pro forma net income and basic and diluted earnings per share for the years ended December 31, 2000, 1999 and 1998 would have been $56,100, $1.44 and $1.43; $82,556, $2.09 and $2.07; and $94,486, $2.33 and $2.30, respectively.

29

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

United States GAAP requires disclosure of changes during the year in non-cash working capital balances pertaining to operating activities. The following table reflects such changes for the years ended December 31, 2000, 1999 and 1998.

	2000	1999	1998
Decrease (increase) in current assets			
Accounts and notes receivable	$(38,127)	$ 19,677	$(39,063)
Inventories	(21,251)	(16,677)	(21,184)
Other current assets	3,642	23,249	(9,359)
Increase (decrease) in current liabilities			
Accounts payable and accrued liabilities	(9,857)	(3,683)	29,219
Customer advances	2,697	(8,829)	6,200
	$(62,896)	$ 13,737	$(34,187)

United States GAAP requires disclosure of the effect of a one-percentage point increase or decrease in the assumed health care cost trend rates on the aggregate of the service and interest cost components of net periodic postretirement health care benefit cost and the accumulated postretirement benefit obligation for health care benefits. The following table reflects such effects.

	1-Percentage Point Increase	1-Percentage Point Decrease
Effect on total of service and interest cost components	$ 77	$ (72)
Effect on postretirement benefit obligation	1,157	(1,072)

14. Subsequent Event

On March 11, 2001, the company and SPX Corporation (SPX) entered into a definitive agreement for SPX to acquire all of the company's outstanding shares in an all-stock transaction. The transaction, which is to be implemented as a court-approved plan of arrangement under Canadian corporate law, is subject to approval by the company's shareholders, antitrust clearance and customary closing conditions.

30

UNITED DOMINION INDUSTRIES LIMITED

Notes to Consolidated Financial Statements, Restated (note 2)

December 31, 2000, 1999 and 1998

(Amounts in Thousands of U.S. Dollars)

15. Quarterly Financial Information (Unaudited)

	Sales		Gross Profit *		Net Income		Net Earnings Per Share	
	2000	1999	2000	1999	2000	1999	2000	1999
First Quarter	$ 558,503	$ 478,404	$ 165,833	$ 141,639	$ 7,243	$ 13,342	$ 0.19	$ 0.33
Second Quarter	626,942	549,272	192,328	164,983	14,262	26,702	0.36	0.67
Third Quarter	588,287	546,998	180,176	169,837	24,880	27,309	0.64	0.69
Fourth Quarter	592,492	573,664	179,287	182,062	10,165	18,973	0.26	0.49
Total	$ 2,366,224	$ 2,148,338	$ 717,624	$ 658,521	$ 56,550	$ 86,326	$ 1.45	$ 2.18

*Represents sales less cost of sales

Exhibit 99.2 Pro Forma Financial Information

PRO FORMA COMBINED CONDENSED FINANCIAL STATEMENTS AND DATA OF SPX
(unaudited)
(in millions of U.S. dollars, except per share data)

The following tables present pro forma combined condensed financial statements and data of SPX after giving effect to the Merger. The information is presented as if the Merger had occurred on January 1, 2000 for the statement of income and related data and on December 31, 2000 for the balance sheet. The pro forma financial statements and data assume that the Merger is effected by the exchange of 0.2353 of a share of SPX common stock for each UDI common share outstanding and assumes that existing UDI stock options will be exchanged for options of SPX. Additionally, the pro forma combined condensed financial statements and data assume that existing UDI indebtedness is refinanced (the "Refinancing"). The Refinancing assumes that all of UDI's existing debt will be retired at closing and that SPX will obtain incremental term facilities on its credit agreement.

The estimated purchase price was allocated to the assets and liabilities assumed of UDI based on SPX management's current estimate of their fair market values. The final allocation of the purchase price to the assets and liabilities assumed will not be completed until after the Merger is completed and will include independent appraisals and the results of SPX's strategic review to determine fair values. SPX management believes the preliminary allocations of the purchase price are reasonable based upon currently available information, but the allocations could change materially upon completion of the appraisals and strategic review. UDI's financial position and results of operations will not be included in SPX's consolidated financial statements prior to the date the Merger is completed.

Following the consummation of the Merger, SPX will be finalizing its strategic review of UDI's businesses and its plans to integrate the operations of UDI. The pro forma combined condensed financial statements and data do not give effect to any additional integration or restructuring costs that could result from that review and the finalization of those plans. Any integration and rationalization of the operations of UDI may include certain costs that in turn would result in additional purchase accounting consideration or in a charge to earnings. Such additional purchase accounting consideration or a charge to operations, which cannot now be quantified fully, may be material and would either adjust the purchase accounting or be recognized as a charge to earnings in the period in which such a charge occurs. The costs may include severance and related employee benefits costs, costs to close or consolidate facilities, integration costs, relocation and moving costs, training costs, and gains or losses on business divestitures, among others. Additionally, the pro forma combined condensed financial statements and data do not give effect to any cost savings that could result from the combination of SPX and UDI. The pro forma combined condensed balance sheet includes the estimated costs associated with change of control agreements associated with UDI management. The pro forma combined condensed income statement does not reflect a charge for this cost as it is non-recurring and has no continuing impact.

The pro forma combined condensed financial statements and data are intended for information purposes only, and do not purport to represent what SPX's results of continuing operations or financial position would actually have been had the Merger in fact occurred on January 1, 2000 for the statement of income and related data and on December 31, 2000 for the balance sheet, or project the results for any future date or period. Upon completion of the Merger, the actual financial position and results of operations of SPX may differ, perhaps significantly, from the pro forma amounts reflected herein due to a variety of factors, including changes in operating results between the date of the pro forma combined condensed financial statements and data and the date on which the Merger is completed and thereafter.

In the pro forma combined condensed financial statements and data, SPX's historical information for the year ended December 31, 2000 was derived from SPX's Annual Report on Form 10-K/A for the year ended December 31, 2000 as filed with the U.S. Securities and Exchange Commission. UDI's historical information for the year ended December 31, 2000 was derived from UDI's Form 40-F as filed with the U.S. Securities and Exchange Commission for the year ended December 31, 2000.

PRO FORMA COMBINED CONDENSED
BALANCE SHEET OF SPX
AS OF DECEMBER 31, 2000
(unaudited)
(in millions of US dollars)

	SPX Historical	UDI Historical (Canadian GAAP)	Adjust UDI to U.S. GAAP(a)	UDI Historical (U.S. GAAP)	Pro Forma Adjustments	Pro Forma
ASSETS:						
Cash and equivalents	$ 73.7	$ 101.4	$ --	$ 101.4	$ --	$ 175.1
Other current assets	989.2	841.2	--	841.2	65.0 (c)	1,895.4
Fixed assets, net	492.0	342.3	--	342.3	124.0 (b)	958.3
Goodwill and other intangible assets, net	1,211.8	929.4	3.0	932.4	(932.4)(b) 1,122.3 (b)	2,334.1
Other assets	397.9	111.1	2.0	113.1	2.3 (b)	513.3
Total assets	$3,164.6	$2,325.4	$ 5.0	$2,330.4	$ 381.2	$ 5,876.2
LIABILITIES AND SHAREHOLDERS' EQUITY						
Notes payable and current portion of long-term debt	$ --	$ 152.9	$ --	$ 152.9	$ (152.9)(d)	$ --
Other current liabilities	637.1	392.6	(1.0)	391.6	--	1,028.7
Other long-term liabilities	623.7	199.8	6.0	205.8	173.1 (b)	1,002.6
Long-term debt	1,295.6	658.3	--	658.3	132.2 (b) 65.0 (c) 152.9 (d)	2,304.0
Total Shareholders' equity	608.2	921.8	--	921.8	(921.8)(b)	1,540.9
	--	--	--	--	932.7 (b)	--
Total liabilities and shareholders' equity	$3,164.6	$2,325.4	$ 5.0	$2,330.4	$ 381.2	$ 5,876.2

Note: The accompanying notes are an integral part of the pro forma combined condensed balance sheet.

PRO FORMA COMBINED CONDENSED STATEMENT OF INCOME AND OTHER FINANCIAL DATA OF SPX
FOR THE YEAR ENDED DECEMBER 31, 2000
(unaudited)
(in millions of US dollars, except per share data)

	SPX Historical	UDI Historical (Canadian GAAP)	Adjust UDI to U.S. GAAP (a)	UDI Historical (U.S. GAAP)	Pro Forma Adjustments	Pro Forma
STATEMENT OF INCOME DATA:						
Revenues	$2,678.9	$2,366.2	$ --	$2,366.2	$ --	$5,045.1
Cost of sales	1,776.7	1,648.6	--	1,648.6	5.0 (e)	3,430.3
Selling, general and administrative expenses	495.2	492.4	(0.4)	492.0	2.8 (e) (4.3)(c)	985.7
Goodwill/intangible amortization	40.0	27.7	--	27.7	16.8 (e) (4.0)(e)	80.5
Restructuring and other charges	90.9	43.8	--	43.8	--	134.7
Operating income	$ 276.1	$ 153.7	$ 0.4	$ 154.1	$ (16.3)	$ 413.9
Interest expense - net	(95.0)	(50.0)	--	(50.0)	(46.5)(f)	(191.5)
Loss on sale of businesses	--	(1.2)	--	(1.2)	--	(1.2)
Other income (expense)	22.2	(8.7)	--	(8.7)	--	13.5
Gain on issuance of Inrange stock	98.0	--	--	--	--	98.0
Equity in earnings of EGS	34.3	--	--	--	--	34.3
Income before income taxes	$ 335.6	$ 93.8	$ 0.4	94.2	$ (62.8)	$ 367.0
Income tax (expense) benefit	(137.3)	(37.3)	2.4	(34.9)	7.2	(165.0)(g)
Income before extraordinary item	$ 198.3	$ 56.5	$ 2.8	$ 59.3	$ (55.6)	$ 202.0
Basic earnings per common share:						
Income before extraordinary item	$ 6.44					$ 5.05
Diluted earnings per common share:						
Income before extraordinary item	$ 6.25					$ 4.93
Weighted average number of common shares Outstanding:						
Basic	30.796				9.208	40.004
Diluted	31.751				9.226	40.977
OTHER FINANCIAL DATA:						
Capital expenditures	$ 123.3	$ 53.8	$ --	$ 53.8	$ --	$ 177.1
Depreciation and amortization	110.9	81.9	--	81.9	20.0	212.8

Note: The accompanying notes are an integral part of the pro forma combined condensed statement of income and other financial data.

NOTES TO PRO FORMA COMBINED CONDENSED BALANCE SHEET AND STATEMENT OF INCOME AND OTHER FINANCIAL DATA OF SPX

(unaudited)

(in millions, except per share data)

(a) Reflects adjustments to UDI's Canadian GAAP-based financial statements to U.S. GAAP (see note 13 to UDI's Consolidated Financial Statements).

(b) This pro forma adjustment reflects the purchase price of UDI and the estimated allocation of the excess purchase price to the assets and liabilities assumed of UDI. The purchase price was computed as follows:

UDI's Market Value:	
Shares of UDI Outstanding	39.135
Exchange ratio	0.2353
SPX common stock to be issued	9.208
Market Value per share of SPX common stock	$96.44
Market Value of SPX common stock to be issued	$888.1
Market Value of SPX options to be issued	44.6
UDI Market Value (to Shareholders' Equity)	$932.7
UDI Shareholders' equity at December 31, 2000	(921.8)
Estimated transaction fees, Refinancing related fees, and change of control payments, net of tax (included as incremental borrowings in pro forma)	132.2
Excess purchase price	$143.1

The estimated excess purchase price has been allocated to the assets and liabilities assumed of UDI as follows:

Fixed assets, net	$124.0
Other assets (pension, deferred financing fees, deferred tax assets)	2.3
Goodwill and intangible assets (previously recorded)	(932.4)
Goodwill	822.3
Other intangible assets	300.0
Other long-term liabilities (other benefit obligations, deferred tax liabilities)	(173.1)
Excess Purchase Price	$143.1

The estimated purchase price was allocated to the assets and liabilities assumed of UDI based on SPX management's current estimate of their fair market values. The final allocation of the purchase price to the assets and liabilities assumed will not be completed until after the Merger is completed and will include independent appraisals and the results of SPX's strategic review to determine fair values. SPX management believes the preliminary allocations of the purchase price are reasonable based upon currently available information, but the allocations could change materially upon completion of the appraisals and strategic review.

Fixed assets, net, reflects the adjustment to estimated fair value of these assets. Other assets represents the adjustment of pension assets to the fair market value of plan assets less the projected benefit obligation, adjusting deferred financing costs due to the Refinancing, and adjusting deferred tax assets affected by the Merger. Goodwill and intangible assets (previously recorded) reflects the elimination of goodwill and intangible assets included in UDI's historical balance sheet. Goodwill reflects the amount of excess purchase price remaining after allocations to all other assets and liabilities. Other intangible assets reflects the estimated fair value of intangibles such as patents, trademarks, assembled workforce, and acquired technology. Other long-term liabilities reflects the adjustment of other benefit liabilities to the projected benefit obligation and adjusting deferred tax liabilities related to the purchase price allocations.

(c) This pro forma adjustment reflects the elimination in the Refinancing of UDI's sale of certain qualifying accounts receivable to a financial institution.

(d) Adjustment to reclassify UDI's short-term debt to long-term debt. Any principal payments on borrowings due within one year are classified as long-term debt as it is assumed that these payments will be financed with excess revolving loan capacity.

(e) These pro forma adjustments reflect the impact of the allocation of the excess purchase price to the assets and liabilities of UDI. The following table reflects the pro forma impact of the purchase accounting adjustments on the pro forma combined condensed financial statements and data:

	Cost of sales	Selling, general & admin.	Intangible amortization	Goodwill charges
Additional depreciation	$ 5.0	$ 2.2	$ --	$ --
Pension and other benefits expense adjustment	--	0.6	--	--
Intangible amortization - previously recorded	--	--	(3.2)	--
Intangible amortization on transaction	--	--	20.0	--
Goodwill charges - previously recorded	--	--	--	(24.5)
Goodwill charges on transaction	--	--	--	20.5
Pro forma adjustment year ended December 31, 2000	$ 5.0	$ 2.8	$16.8	$ (4.0)

The pro forma assumes the following lives for each of the purchase accounting adjustments; fixed assets from 10 to 25 years, intangible assets over an average of 15 years, and goodwill as 40 years.

(f) This pro forma adjustment reflects the amount necessary to estimate consolidated interest expense, net, as if the Refinancing and the elimination of UDI's agreement to sell accounts receivable had occurred as of January 1, 2000. The consolidated interest expense has been computed on an assumption that the Refinancing will occur entirely under the credit agreement and not through the issuance of publicly traded or privately placed notes, and that borrowings under the credit agreement will bear interest at LIBOR plus a weighted average premium of 1.9% (8.4% was used in these pro forma financial statements). Interest income was not changed from historical amounts and debt issuance costs are amortized over approximately five years. In addition to the incremental borrowings of $132.2 and the $65.0 increase in debt assuming the elimination of UDI's agreement to sell certain accounts receivable, average combined historical outstanding debt of SPX and UDI, as used in this pro forma presentation, was $2,022.9. If the interest rate used in the pro forma financial data were assumed to increase by 1/8%, the impact would decrease net income by $1.7 ($0.04 per share) for the year ended December 31, 2000.

(g) The pro forma consolidated effective income tax rate is estimated to be 45%. The pro forma consolidated effective income tax rate is higher than either of the combined companies due to the impact of estimated non-deductible goodwill amortization and increases in foreign income tax rates due to the Merger.