Mueller Water Products, Inc.
Form 10-Q/A
February 03, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

Amendment No.1 to Form 10-Q

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

For the quarterly period ended January 1, 2005.

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

Commission File Number 333-116590

MUELLER WATER PRODUCTS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**20-3547095**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer identification No.)

4211 W. Boy Scout Blvd.
Tampa, FL 33607

(Address of principal executive offices)

(813) 871-4811

(Registrant s telephone number, including area code)

Mueller Water Products, LLC
500 West Eldorado Street
Decatur, IL 62522-1808

(Former Name and Former Address
if Changed Since Last Reported)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject

to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act.) Yes o No x

	Common Stock		Shares Outstanding As of March 25, 2005
Class A	$	0.01 Par Value	131,208,998
Class B	$	0.01 Par Value	89,343,699

Explanatory Note

Organizational Change

Mueller Water Products, Inc., a Delaware corporation (the Company), was formerly known as Mueller Holding Company, Inc., and, effective February 2, 2006, is the successor issuer to Mueller Water Products, LLC, a Delaware limited liability company, pursuant to Rule 15d-5 promulgated under the Securities and Exchange Act of 1934, as amended.

Purpose of Amendment to Quarterly Report

The purpose of this Amendment No. 1 to the Quarterly Report on Form 10-Q of is to restate the Company s consolidated financial statements as of and for the three months ended January 1, 2005. On December 14, 2005, the Company s management and the Audit Committee of the Board of Directors determined that the financial statements of the Company for the two years ended September 30, 2004 and interim periods of fiscal years 2005 and 2004 required restatement.

The 2005 Restatements reflect adjustments to correct cash flow statement errors related to foreign currency translation, disposals of property, plant and equipment and book cash overdrafts, the misclassification of deferred income tax assets between current and non-current classifications in the balance sheet and the misclassification of depreciation expense between selling, general and administrative expense and cost of sales. The 2005 Restatements had no impact on the Company s consolidated net income or the Consolidated Statement of Stockholders Deficit. The nature and impact of these adjustments are described in Note 2: Restatements in this Form 10-Q/A.

For the convenience of the reader, this Form 10-Q/A sets forth the original Form 10-Q in its entirety. Except for the revision of management s conclusion regarding the effectiveness of the Company s disclosure controls and procedures as of January 1, 2005 presented under Part1, Item 4, the Company has not modified or updated other disclosures presented in the original report on Form 10-Q except for the required effects of the restatement. Accordingly, other than the items indicated above, this Form 10-Q/A does not reflect events occurring after the filing of the original Form 10-Q or modify or update those disclosures. Information not affected by the restatement is unchanged and reflects the disclosure made at the time of the original filing of the Form 10-Q with the Securities and Exchange Commission on March 31, 2005. Accordingly, this Form 10-Q/A should be read in conjunction with the Company s filings made with the Securities and Exchange Commission subsequent to the filing of the original Form 10-Q. The following items have been amended as a result of the restatement:

- Part I Item 1. Unaudited Financial Statements
- Part I Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations
- Part I Item 4. Controls and Procedures; and
- Part II Item 6. Exhibits

MUELLER WATER PRODUCTS, INC.
REPORT ON FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED JANUARY 1, 2005

TABLE OF CONTENTS

	Page
PART I FINANCIAL INFORMATION	3
Item 1. Unaudited Financial Statements	3
Condensed Consolidated Balance Sheets	3
Condensed Consolidated Statements of Operations	4
Condensed Consolidated Statements of Cash Flows	5
Notes to Condensed Consolidated Financial Statements	6
Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations	20
Item 3. Quantitative and Qualitative Disclosures About Market Risk	29
Item 4. Controls and Procedures	29
PART II OTHER INFORMATION	33
Item 6. Exhibits	33
Signatures	34

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

MUELLER WATER PRODUCTS, INC.
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2004 (restated)	January 1, 2005 (restated)
	(unaudited) (dollars in millions)	
Assets		
Cash and cash equivalents	$ 60.5	$ 56.2
Receivables, net of allowance for doubtful accounts of $5.1 and $5.2, respectively	162.0	141.3
Inventories	260.2	288.1
Income taxes receivable	4.1	2.5
Deferred income taxes	21.8	22.5
Prepaid expenses and other current assets	28.9	29.0
Total current assets	537.5	539.6
Property, plant and equipment, net	186.8	180.6
Goodwill, net	163.2	163.2
Identifiable intangibles, net	55.2	54.5
Pension intangible	0.8	0.8
Deferred financing fees, net	37.4	36.2
Deferred income taxes	8.3	8.0
Total assets	$ 989.2	$ 982.9
Liabilities		
Accounts payable	$ 57.6	$ 51.9
Current portion of long-term debt	3.2	3.9
Accrued expenses and other current liabilities	85.9	70.9
Total current liabilities	146.7	126.7
Long-term debt, net of current portion	1,036.2	1,039.9
Accrued pension liability	29.2	30.8
Other long-term liabilities	7.8	5.5
Total liabilities	1219.9	1202.9
Commitments and contingencies (Note 8)		
Redeemable common stock	1.7	1.7
Shareholders equity		
Common stock:		
Class A, $0.01 par value (400,000,000 shares authorized and 131,208,998 issued)	1.3	1.3
Class B, $0.01 par value, convertible, non-voting (150,000,000 shares authorized and 89,343,699 shares issued)	0.9	0.9
Additional paid-in capital		
Accumulated deficit	(218.6)	(211.9)
Accumulated other comprehensive loss	(16.0)	(12.0)
Total shareholders equity	(232.4)	(221.7)
Total liabilities and shareholders equity	$ 989.2	$ 982.9

The accompanying notes are an integral part of the financial statements.

MUELLER WATER PRODUCTS, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	Three months ended	
	December 27, 2003	January 1, 2005
	(restated)	(restated)
	(unaudited) (dollars in millions)	
Net sales	$ 220.2	$ 256.1
Cost of sales	163.3	181.9
Gross profit	56.9	74.2
Selling, general and administrative expense, including stock compensation expense	37.0	41.9
Facility rationalization, restructuring and related costs		0.1
Operating income	19.9	32.2
Interest expense and early repayment costs	(13.7)	(21.1)
Interest income	0.2	0.4
Income before income taxes	6.4	11.5
Income tax expense	2.5	4.8
Net income	$ 3.9	$ 6.7

The accompanying notes are an integral part of the financial statements.

MUELLER WATER PRODUCTS, INC.
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three months ended	
	December 27, 2003	January 1, 2005
	(restated)	(restated)
	(unaudited)	
	(dollars in millions)	
Cash flows from operating activities		
Net income	$ 3.9	$ 6.7
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation	11.7	11.2
Amortization of intangibles	4.3	0.8
Amortization of deferred financing fees	0.7	1.2
Amortization of tooling	0.5	0.6
Write off of deferred financing fees	0.4	
(Gain) loss on disposal of property, plant and equipment	0.1	0.1
Deferred income taxes	0.8	(0.5)
Stock compensation (non-cash amounts)	0.1	
Unrealized gain on interest rate swaps	(3.7)	(2.3)
Changes in assets and liabilities, net of the effects of acquisitions:		
Receivables	18.3	22.2
Inventories	(2.5)	(25.5)
Income taxes receivable		1.6
Prepaid expenses and other current assets	0.3	(0.6)
Pension, net	1.5	1.6
Accounts payable, accrued expenses and other current liabilities	(19.3)	(20.9)
Other, net	(0.1)	4.3
Net cash provided by (used in) operating activities	17.0	0.5
Cash flows from investing activities		
Purchase of property, plant and equipment	(4.5)	(4.7)
Net cash used in investing activities	(4.5)	(4.7)
Cash flows from financing activities		
Book cash overdrafts	0.3	(0.7)
Payment of long-term debt	(50.0)	
Payment of deferred financing fees	(0.8)	
Financing of assets through capital leases	(0.3)	(0.3)
Net cash used in financing activities	(50.8)	(1.0)
Effect of exchange rate changes on cash	0.5	0.9
Decrease in cash and cash equivalents	(37.8)	(4.3)
Cash and cash equivalents		
Beginning of period	73.0	60.5
End of period	$ 35.2	$ 56.2

The accompanying notes are an integral part of the financial statements.

MUELLER WATER PRODUCTS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
THREE MONTHS ENDED DECEMBER 27, 2003 AND JANUARY 1, 2005
(UNAUDITED)

1. Basis of Presentation

Mueller Water Products, Inc. (formerly Mueller Holdings (N.A.), Inc.) (Mueller Water or the Company) is the parent company of Mueller Group, Inc. (Group). The accompanying unaudited condensed consolidated financial statements of Mueller Water Products, Inc. have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information. Accordingly, the unaudited condensed consolidated financial statements and notes do not contain certain information included in the Company s annual financial statements. In the opinion of management, all normal and recurring adjustments that are considered necessary for a fair presentation have been made. Operating results for the three months ended January 1, 2005 are not necessarily indicative of the results that may be expected for the fiscal year ended September 30, 2005. The consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended September 30, 2004 as found in the Company s Annual Report on Form 10-K.

2. Restatements

This note is comprised of two sections: 2005 Restatements and 2004 Restatements. The 2004 Restatements were previously reported in the original Form 10-Q.

2005 Restatements

In the course of finalizing the September 30, 2005 financial statements, the Company determined that certain items included in the Statements of Consolidated Cash Flows, the Consolidated Statements of Operations and the Consolidated Balance Sheets were not properly classified in annual and interim periods. The interim financial statements for the three months ended December 27, 2003 and January 1, 2005, respectively, were restated for the following items:

Effect of exchange rate changes on cash

In interim periods during fiscal 2004 and 2005, the Company presented the entire change related to foreign currency translation in the Effect of exchange rate changes on cash line item in the Statements of Consolidated Cash Flows. The portion of cash flow changes related to increases or decreases in assets and liabilities associated with operating, investing and financing activities did not consider the amount of the change related to foreign currency translation.

Disposals of property, plant and equipment

In the first quarter of fiscal 2004, the Company presented disposals of property, plant and equipment as an investing activity in error, when it should have been presented as an adjustment in determining cash flows provided by operating activities.

Book cash overdrafts

In interim periods during fiscal 2004 and 2005, cash accounts in book cash overdraft positions were netted with accounts where legal right of offset did not exist. On the Consolidated Balance Sheets, cash

and cash equivalents should have increased and a liability recorded with respect to such book cash overdrafts by comparable amounts. The change in the book cash overdraft should have been reflected as a financing activity in the Statements of Consolidated Cash Flows and the balance should have been included in accounts payable and as an increase in cash and cash equivalents in the Consolidated Balance Sheet as of January 1, 2005.

Current and Non-current deferred income taxes

In interim periods during fiscal 2004 and 2005, the Company should have classified certain deferred income tax assets as current in the Consolidated Balance Sheets, based on the nature of the underlying temporary difference, but included such temporary differences incorrectly as non-current.

Misclassification of depreciation expense

In interim periods during fiscal 2004 and 2005, the Company incorrectly classified certain depreciation expense amounts as selling, general and administrative expense in the Consolidated Statements of Operations when it should have been reported as cost of sales.

The 2005 Restatements had no impact on the Company s consolidated net income or the Consolidated Statement of Stockholders Deficit for any of the prior periods presented.

2004 Restatements

In November 2004, our Audit Committee was notified of alleged potential accounting improprieties concerning our accounting for inventory reserves and certain questions concerning revenue recognition. The Audit Committee appointed an independent law firm to investigate the allegations. The report identified several areas requiring financial review by the Company principally concerning accounting for excess and obsolete (E&O) inventory, the capitalization of costs relating to a project that should have been expensed in prior periods, the accrual of reserves for this project without identifying support for such accruals and the timing of recognition of revenue with regard to full truckload shipments that were not immediately dispatched to customers by certain freight carriers used by the Company. The Company also identified some additional annual and interim items recorded in incorrect periods in the course of finalizing the 2004 financial statements. In addition, the Company determined that the value it assigned to stock compensation in connection with our April 2004 recapitalization should be revised. As a result of these findings, the Company has restated its annual and interim financial statements.

The interim financial statements for the periods noted below have been restated for the following items:

Research and development costs

The Company purchased certain inventory and tooling for a development project that was initially recorded in inventory and capitalized to the extent such cost related to tooling. As there were no alternative future uses for these items, they should have been recorded as an expense as they were incurred and no expense should have been recorded in 2004 interim periods. The interim financial statements have been restated to reflect this as a research and development expense (Selling, General & Administrative) in the proper periods.

Revenue recognition adjustments

Revenues related to certain full-truckload customer shipments which were not immediately dispatched to customers by certain freight carriers used by the Company originally recognized should have been deferred until such time as the trucks were dispatched and the products delivered to the customer.

The interim financial statements have been restated to reflect the recognition of revenue in the proper periods.

Inventory journal entries

Unauthorized journal entries were recorded at a piping systems segment plant, which increased the value of inventory inappropriately. The interim financial statements have been restated to reduce the inventory value and increase cost of goods sold.

Intercompany profit elimination

There was an error, which arose primarily in the first quarter of 2004, in the estimated amount of intercompany profit elimination recorded during the interim periods in the year ended September 30, 2004 related to the piping systems segment.

Deferred financing fees

Previously expensed financing fees associated with an amendment to our senior credit facility in the first quarter of 2004 which were expensed should have been capitalized and amortized over the remaining term of the facility.

Income tax effect of adjustments

As a result of the aforementioned adjustments, the interim income tax provisions were also revised.

The following tables set forth the effects of the 2005 and 2004 Restatements discussed above on the financial statements as of January 1, 2005 and for the three months ended December 27, 2003 and January 1, 2005 as follows:

Consolidated Statement of Operations

	Three months ended December 27, 2003		
	as originally reported (A) (unaudited) (dollars in millions)	**as restated for 2004 Restatements (B) (unaudited)**	**as restated for 2005 Restatements (unaudited)**
Net sales	$ 218.0	$ 220.2	$ 220.2
Cost of sales	158.6	161.5	163.3
Gross profit	59.4	58.7	56.9
Selling, general and administrative expense, including stock compensation expense	39.1	38.8	37.0
Facility rationalization and related costs			
Operating income	20.3	19.9	19.9
Interest expense and early repayment costs	(14.5)	(13.7)	(13.7)
Interest income	0.2	0.2	0.2
Income before income taxes	6.0	6.4	6.4
Income tax expense	2.4	2.5	2.5
Net income	$ 3.6	$ 3.9	$ 3.9

The following table shows the effects of the various 2004 Restatements on net income. The 2005 Restatements had no impact on the Company s consolidated net income.

	Three months ended December 27, 2003 (unaudited) (dollars in millions)
Net income, as originally reported (A)	$ 3.6
Increased (decreased) pretax earnings:	
Research & development costs	0.3
Revenue recognition adjustments	0.7
Inventory journal entries	(0.2)
Intercompany profit elimination	(1.2)
Deferred financing fees	0.8
Total pre-tax adjustments	0.4
Income tax effect of adjustments	(0.1)
Net income, as restated (B)	$ 3.9

	Three months ended January 1, 2005	
	as originally reported (C) (unaudited) (dollars in millions)	as restated for 2005 Restatements (unaudited)
Cost of sales	$ 180.2	$ 181.9
Gross profit	$ 75.9	$ 74.2
Selling, general and administrative expense, including stock compensation expense	$ 43.6	$ 41.9

Consolidated Balance Sheets

	September 30, 2004		January 1, 2005	
	as originally reported (C) (unaudited) (dollars in millions)	as restated for 2005 Restatements (unaudited)	as originally reported (C) (unaudited)	as restated for 2005 Restatements (unaudited)
Cash and cash equivalents	$ 55.6	$ 60.5	$ 52.0	$ 56.2
Deferred income taxes current	$ 9.0	$ 21.8	$ 9.0	$ 22.5
Current assets	$ 519.8	$ 537.5	$ 521.9	$ 539.6
Deferred income taxes non-current	$ 21.1	$ 8.3	$ 21.5	$ 8.0
Total assets	$ 984.3	$ 989.2	$ 978.7	$ 982.9
Accounts payable	$ 52.7	$ 57.6	$ 47.7	$ 51.9
Total current liabilities	$ 141.8	$ 146.7	$ 122.5	$ 126.7
Total liabilities	$ 1,215.0	$ 1,219.9	$ 1,198.7	$ 1,202.9
Total liabilities and shareholders deficit	$ 984.3	$ 989.2	$ 978.7	$ 982.9

Statements of Consolidated Cash Flows

	Three months ended December 27, 2003			Three months ended January 1, 2005	
	as originally reported (A) (unaudited) (dollars in millions)	as restated for 2004 Restatements (B) (unaudited)	as restated for 2005 Restatements (unaudited)	as originally reported (C) (unaudited)	as restated for 2005 Restatements (unaudited)
Cash flows from operating activities:					
Gain (loss) on disposal of property, plant and equipment	$	$	$ 0.1	$	$ 0.1
Deferred income taxes	$ 1.0	$ 0.8	$ 0.8	$ (0.4)	$ (0.5)
Receivables	$ 19.7	$ 17.6	$ 18.3	$ 20.7	$ 22.2
Inventories	$ (6.6)	$ (3.7)	$ (2.5)	$ (27.9)	$ (25.5)
Prepaid expenses and other current assets	$ 0.2	$ 0.2	$ 0.3	$ (0.7)	$ (0.6)
Accounts payable, accrued expenses and other current liabilities	$ (18.5)	$ (18.8)	$ (19.3)	$ (20.0)	$ (20.9)
Other, net	$ (0.4)	$ (0.2)	$ (0.1)	$ 4.2	$ 4.3
Cash flows provided by (used in) operating activities	$ 14.5	$ 15.3	$ 17.0	$ (2.7)	$ 0.5
Cash flows used in investing activities:					
Gain (loss) on disposal of property, plant and equipment	$ 0.1	$ 0.1	$	$ 0.1	$
Cash flows used in investing activities	$ (4.4)	$ (4.4)	$ (4.5)	$ (4.6)	$ (4.7)
Cash flows used in financing activities:					
Book cash overdrafts	$	$	$ 0.3	$	$ (0.7)
Cash flows used in financing activities	$ (50.3)	$ (51.1)	$ (50.8)	$ (0.3)	$ (1.0)
Effect of exchange rate changes on cash	$ 2.1	$ 2.1	$ 0.5	$ 4.0	$ 0.9
Increase (decrease) in cash and cash equivalents	$ (38.1)	$ (38.1)	$ (37.8)	$ (3.6)	$ (4.3)
Cash and cash equivalents beginning of period	$ 71.4	$ 71.4	$ 73.0	$ 55.6	$ 60.5
Cash and cash equivalents end of period	$ 33.3	$ 33.3	$ 35.2	$ 52.0	$ 56.2

Segment Information

	Three months ended December 27, 2003 as originally reported (A) (unaudited) (dollars in millions)	as restated for 2004 Restatements (B) (unaudited)
Net sales:		
Water infrastructure	$ 122.5	$ 124.7
Piping systems	95.5	95.5
Consolidated	$ 218.0	$ 220.2
Segment EBITDA:		
Water infrastructure	$ 29.6	$ 30.6
Piping systems	9.2	7.8
Total segment EBITDA	$ 38.8	$ 38.4
Operating income:		
Water infrastructure	$ 23.5	$ 24.5
Piping systems	5.1	3.7
Corporate	(8.3)	(8.3)
Consolidated	$ 20.3	$ 19.9

	At September 30, 2004		At January 1, 2005	
	as originally reported (C) (unaudited) (dollars in millions)	as restated for 2005 Restatements (unaudited)	as originally reported (C) (unaudited)	as restated for 2005 Restatements (unaudited)
Total assets:				
Water infrastructure	$ 500.0	$ 500.0	$ 488.8	$ 488.8
Piping systems	307.9	307.9	318.2	318.2
Corporate	176.4	181.3	171.7	175.9
Consolidated	$ 984.3	$ 989.2	$ 978.7	$ 982.9

(A) Represents the amounts originally reported before the 2004 and 2005 Restatements described herein.

(B) The 2004 Restatements were initially presented in the original fiscal year 2005 Form 10-Q filings. No previous Form 10-Q/A's were filed for the 2004 Restatements.

(C) Represents the amounts originally reported in the Form 10-Q in fiscal year 2005.

3. Segment Information

Our operations consist of two operating segments: water infrastructure products and piping systems products. Water infrastructure products consist primarily of hydrants, water and gas valves and related products used in water, power and gas distribution. Piping systems products consist primarily of pipe fittings and couplings, pipe nipples and hangers and purchased products related to piping systems used in a variety of applications.

Intersegment sales and transfers are made at established intersegment selling prices generally intended to cover costs. Our determination of segment earnings does not reflect allocations of certain corporate expenses not attributable to segment operations and intersegment eliminations, which we designate as Corporate in the segment presentation, and is before interest expense and early debt repayment costs, interest income and income taxes. Corporate expenses include costs related to financial and administrative matters, treasury, risk management, human resources, legal counsel, and tax functions.

Corporate assets include items booked at the date of the Company s inception in 1999 related to purchase accounting valuation adjustments associated with property, plant and equipment and non-compete agreements with the predecessor parent company, as well as intangibles associated with intellectual property. These assets and any related depreciation or amortization expense have not been pushed down to our water infrastructure products and piping systems products segments and are maintained as Corporate items. Therefore, segment earnings are not reflective of results on a stand-alone basis.

The Company evaluates segment performance based on segment EBITDA. Segment EBITDA is defined as net income plus income tax expense, interest expense (not net of interest income), depreciation and amortization expense. Segment assets consist primarily of accounts receivable, inventories, property, plant and equipment net, goodwill, and identifiable intangibles. Summarized financial information for our segments follows:

	Three months ended December 27, 2003	Three months ended January 1, 2005
	(restated)	
Net Sales:		
Water infrastructure	$ 124.7	$ 138.6
Piping systems	95.5	117.5
Consolidated	220.2	256.1
Intersegment sales:		
Water infrastructure	3.0	3.4
Piping systems	0.1	0.2
Consolidated	3.1	3.6
Segment EBITDA:		
Water infrastructure	30.6	34.8
Piping systems	7.8	16.1
Total segment EBITDA	38.4	50.9
Depreciation and amortization:		
Water infrastructure	6.1	6.0
Piping systems	4.1	4.3
Corporate	6.3	2.3
Consolidated	16.5	12.6
Capital expenditures:		
Water infrastructure	2.6	2.8
Piping systems	1.9	1.8
Corporate		0.1
Consolidated	4.5	4.7

	At September 30, 2004 (restated)	At January 1, 2005 (restated)
Total assets:		
Water infrastructure	$ 500.0	$ 488.8
Piping systems	307.9	318.2
Corporate	181.3	175.9
Consolidated	989.2	982.9
Goodwill:		
Water infrastructure	149.1	149.1
Piping systems	14.1	14.1
Consolidated	163.2	163.2
Identifiable intangibles:		
Water infrastructure	5.3	5.2
Piping systems	7.2	6.6
Corporate	42.7	42.7
Consolidated	55.2	54.5

The Company evaluates segment performance based on segment EBITDA. A reconciliation of segment EBITDA to consolidated income before income taxes follows:

	Three months ended December 27, 2003	Three months ended January 1, 2005
	(restated)	
Total segment EBITDA	$ 38.4	$ 50.9
Unallocated corporate costs	(1.8)	(5.7)
Interest expense and early repayment costs	(13.7)	(21.1)
Depreciation and amortization	(16.5)	(12.6)
Income before income taxes	$ 6.4	$ 11.5

Geographical area information with respect to net sales, as determined by the location of the customer invoiced, and property, plant and equipment net, as determined by the physical location of the assets, were as follows for the three months ended December 27, 2003 and January 1, 2005:

	Three months ended December 27, 2003	Three months ended January 1, 2005
	(restated)	
	(dollars in millions)	
Net sales:		
United States	$ 186.3	$ 210.4
Canada	31.9	44.4
Other Countries	2.0	1.3
	$ 220.2	$ 256.1

	At September 30, 2004	At January 1, 2005
Property, plant and equipment, net:		
United States	$ 173.7	$ 167.2
Canada	11.7	12.0
Other Countries	1.4	1.4
	$ 186.8	$ 180.6

4. Summary of Significant Accounting Policies

Fiscal Year The Company s fiscal year ends on September 30. The Company s first quarter ends on the Saturday closest to December 31.

Inventory Inventories are recorded at the lower of cost (first-in, first-out) or market value. Additionally, the Company evaluates its inventory reserves in terms of excess and obsolete exposures. This evaluation includes such factors as anticipated usage, inventory turnover, inventory levels and ultimate product sales value. As such, these factors may change over time causing the reserve level to adjust accordingly. Warranty Costs The Company accrues for the estimated cost of product warranties at the time of sale based on historical experience. Adjustments to obligations for warranties are made as changes in the obligations become reasonably estimable. The following table summarizes information concerning the Company s product warranty:

	Three months ended	
	December 27, 2003	January 1, 2005
Balance at beginning of period	$ 0.9	$ 1.6
Accruals for warranties	0.8	0.6
Settlement of warranty claims	(0.5)	(0.9)
Balance at end of period	$ 1.2	$ 1.3

Comprehensive Income The Company s comprehensive income for the three months ended December 27, 2003, and January 1, 2005 includes foreign currency translation adjustments of $2.1 million and $4.0 million, respectively.

Related Party Transactions The Company paid $0.4 million to Credit Suisse First Boston for the three months ended December 27, 2003 for management advisory services and credit arranger fees. The Company paid $0.1 million to Credit Suisse First Boston for the three months ended January 1, 2005 for management advisory services.

5. New Accounting Pronouncements

In December 2004, the Financial Accounting Standards Board issued SFAS No. 123(R), Share-Based Payment. SFAS No. 123(R) replaces SFAS No. 123, Accounting for Stock-Based Compensation, and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees. SFAS No. 123(R) requires compensation costs related to share-based payment transactions to be recognized in the financial statements over the period that an employee provides service in exchange for the award. Public companies are required to adopt the new standard using a modified prospective method and may elect to restate prior periods using the modified retrospective method. Under the modified prospective method, companies are required to record compensation cost for new and modified awards over the related vesting period of such awards prospectively and record compensation cost prospectively for the unvested portion, at the date of adoption, of previously issued and outstanding awards over the remaining vesting period of such awards. No change to prior periods presented is permitted under the modified prospective method. Under the modified retrospective method, companies record compensation costs for

prior periods retroactively through restatement of such periods using the exact pro forma amounts disclosed in the companies footnotes. Also, in the period of adoption and after, companies record compensation based on the modified prospective method. SFAS No. 123(R) is effective for periods beginning after June 15, 2005. The Company plans to adopt SFAS No. 123(R) as of July 3, 2005, the beginning of its fourth fiscal quarter and to use the modified prospective method. The adoption of SFAS 123(R) is not expected to have a material impact on the Company s financial statements for the year ended September 30, 2005, as all options previously outstanding have been cancelled as part of the April 2004 recapitalization.

In November 2004, the Financial Accounting Standards Board issued SFAS No. 151, Inventory Costs. SFAS No. 151 amends the guidance in ARB No. 43, Chapter 4, Inventory Pricing, to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material. This Statement requires that those items be recognized as current-period charges regardless of whether they meet the criterion of so abnormal. In addition, this Statement requires that allocation of fixed production overheads to the costs of conversion be based on the normal capacity of the production facilities. SFAS No. 151 is effective for fiscal years beginning after June 15, 2005. The Company intends to adopt SFAS No. 151 on October 1, 2005, the beginning of its 2006 fiscal year. The adoption of SFAS No. 151 is not expected to have a material impact on the Company s financial statements.

FASB Staff Position (FSP) No. FAS 109-1 and 109-2 were issued in December 2004, providing guidance on foreign earnings repatriation and qualified production activities of the American Jobs Creation Act (AJCA) that was enacted on October 22, 2004. The AJCA created a temporary incentive for United States multinationals to repatriate accumulated earnings outside the United States by providing an 85 percent dividends received deduction for certain qualifying earnings repatriations in either fiscal 2005 or in fiscal 2006. As of January 1, 2005, the Company has not provided deferred taxes on foreign earnings because any taxes on dividends would be substantially offset by foreign tax credits or because the Company intends to reinvest those earnings indefinitely. Due to the complexity of the repatriation provision, the Company is still evaluating the effects of this provision on its plan for repatriation of foreign earnings and does not expect to be able to complete this evaluation until after Congress or the Treasury Department provides additional guidance clarifying key elements of the provision.

6. Long-Term Debt

	September 30, 2004	January 1, 2005
	(dollars in millions)	
Credit facility		
Term loans	$ 515.0	515.0
Second Priority Senior Secured Notes	100.0	100.0
10% Senior Subordinated Notes	315.0	315.0
14 3⁄4% Senior discount notes(1)	106.8	111.4
Capital lease obligations	2.6	2.4
	1,039.4	1,043.8
Less current portion	(3.2)	(3.9)
	$ 1,036.2	$ 1,039.9

(1) The accreted value of the 14 3⁄4% senior discount notes is reduced by $9.8 million (net of $0.7 million of amortization) to reflect the fair market value assigned to the warrants sold as units with these notes. The fair market value assigned to the warrants is reflected in stockholders equity.

Interest Rate Swaps Group has entered into interest rate swap agreements in order to reduce interest rate risks and manage interest expense. As of January 1, 2005, a notional principal amount of $100.0 million in swap agreements was still outstanding and scheduled to mature between May 2005 and

July 2005. The swap agreements effectively convert floating-rate debt into fixed-rate debt and carry an average fixed interest rate of 7.52% at January 1, 2005. Interest differentials to be paid or received because of swap agreements are reflected as an adjustment to interest expense over the related debt period. At January 1, 2005 and September 30, 2004, the fair value of interest rate swaps was a liability of $2.4 million and $4.7 million, respectively, and has been recorded in Other Long-Term Liabilities on the Consolidated Balance Sheets.

See Note 13 regarding defaults, and a waiver obtained under the credit agreement subsequent to January 1, 2005 related to untimely filing of annual and quarterly reports.

7. Redeemable Common Stock

Group has entered into an employment agreement with Dale B. Smith, Group s President and Chief Executive Officer. This agreement, in certain circumstances, gives Mr. Smith the right to sell to the Company, at a price equal to the fair market value of his equity interests as of the date of such sale or purchase, his shares of the Company s common stock. The Company has classified an amount representing the initial fair value of the redeemable shares of its common stock owned by Mr. Smith outside of permanent equity. At September 30, 2004 and January 1, 2005, Mr. Smith beneficially owned approximately 9.2 million Class A common shares. These shares of common stock have not been marked-to-market as the circumstances that would give rise to Mr. Smith s right to sell, and the Company s obligation to purchase Mr. Smith s shares of common stock, are considered remote currently.

8. Commitments and Contingencies

The Company is subject to retention on certain contracts, with the retention portion of the amount receivable paid upon project completion.

In the normal course of business, the Company incurs claims with respect to product liability. Such claims are insured up to certain limits, with such policies containing certain self-insured retention limits. Product liability claims for product manufactured or sold prior to August 1999, and environmental claims relating to property owned in August 1999 and before, arising out of events occurring prior to that date, are subject to indemnification by Tyco, based on the provisions of the August 1999 acquisition agreement whereby the Company was acquired from Tyco.

Certain of our products contain lead. Environmental advocacy groups, relying on standards established by California s Proposition 65, are seeking to eliminate or reduce the content of lead in some of our products offered for sale in California. In certain cases, we have entered into settlement agreements with these environmental advocacy groups to modify our products or offer substitutes. Further, similar issues may be raised by other advocacy groups in other jurisdictions under Proposition 65.

The Company is subject to warranty claims related to sales of water meters that can be read remotely by hand-held or drive-by electronic readers. Radio transmitters purchased from one of the Company s third party vendors have demonstrated a high failure rate and the Company has taken actions to correct the issue. Initially, the third party vendor had taken financial responsibility with respect to this matter. The third party vendor is no longer able to fulfill its warranty obligations and the Company has taken corrective action. In fiscal year 2004, the Company incurred $1.9 million of cost to replace defective radio transmitters. If the Company finds it necessary to replace all of the remaining affected third party vendors radio transmitters still in service, the additional future exposure is not expected to exceed $0.1 million. The Company has a reserve of $0.1 million as of January 1, 2005.

Over the next two to three years, the Company expects to incur between $2.0 million and $6.0 million of capital costs at its steel and iron foundries to comply with the United States Environmental Protection Agency s National Emissions Standards for Hazardous Air Pollutants which were issued April 22, 2004.

The Company is in the process of performing an analysis to assess the impact of these standards on the financial results of the Company.

The Company s subsidiary, James Jones Company, and its former parent company are defendants in a false claims lawsuit in which a former James Jones Company employee is suing on behalf of cities, water districts and municipalities. The employee alleges that the defendants sold allegedly non-conforming public water system parts to various government entities. The lawsuit seeks consequential damages, penalties and punitive damages. The Company s subsidiary, Mueller Co., which had also been named as a defendant, brought a summary judgment motion and was dismissed from this litigation in January 2004. Any liability associated with the lawsuit is covered by an indemnification from our previous owner.

On March 31, 2004, the Company s subsidiary, Anvil International, entered into a consent order with the Georgia Department of Natural Resources regarding various alleged hazardous waste violations at the Statesboro, Georgia site formerly operated by Anvil. Pursuant to the consent order, Anvil has agreed to pay a settlement amount of $100,000, comprised of a $50,000 monetary fine and $50,000 towards a supplemental environmental project. Anvil has also agreed to perform various investigatory and remedial actions at the site and its landfill. While the ultimate investigatory and remedial costs are currently unknown, the total costs are estimated to be between $0.8 million and $1.0 million. The Company maintains an adequate reserve to cover these estimated costs.

In November 2003, Beck Manufacturing, a division of Anvil International, closed its manufacturing facility in Kearny, NJ, withdrew from the Teamsters Local 11 Pension Fund (Teamsters or Fund). Anvil has established an accrual of $0.2 million for any withdrawal liability. On July 19, 2004, the Fund Trustees issued notice to Anvil that pursuant to ERISA Sections 4202 and 4219(b)(1), Anvil owed approximately $1.2 million in withdrawal liability to the Fund. On October 5, 2004, Anvil sent notice to the Teamsters contesting the amount of the withdrawal liability. The Teamsters gave notice of their plan to appeal and pursue arbitration under the guidelines set out in the Teamsters Trust Agreement. Anvil intends to vigorously defend its position that a substantially lower withdrawal liability is appropriate.

As part of the Star acquisition, the Company has agreed to a future payment to be made to the seller to the extent that the gross profit of the acquired business exceeds a targeted gross profit. The maximum potential deferred payment amount is $23 million. Management currently estimates the deferred payment could total approximately $3 to $6 million for the deferred payment period that begins February 1, 2004 and ends January 31, 2007. The deferred payment amount indicated above is based on management s best estimate, but the annual adjustment could be materially different. The liability for such deferred payment will be recorded at the end of each deferred payment period, in accordance with the purchase agreement. No deferred payment was earned for the year ended September 30, 2004.

In the opinion of management, accruals associated with contingencies incurred in the normal course of business are sufficient. Resolution of existing known contingencies is not expected to significantly affect the Company s financial position and result of operations.

9. Net Periodic Benefit Cost Defined Benefit Plans

For a detailed disclosure on the Company s pension and employee benefits plans, please refer to Note 13 of the Company s Audited Consolidated Financial Statements for the year ended September 30, 2004, as found on Form 10-K (File No. 333-116590).

The following sets forth the components of net periodic benefit cost of the domestic non-contributory defined benefit plans for the three months ended January 1, 2005:

	Three months ended	
	December 27, 2003	January 1, 2005
	(dollars in millions)	
Service cost	$ 0.5	$ 0.8
Interest cost	1.4	1.3
Expected return on plan assets	(1.1)	(1.3)
Amortization of prior service cost		0.1
Amortization of net actuarial loss	0.6	0.7
Net periodic benefit cost	$ 1.4	1.6

The Company previously disclosed in its financial statements for the year ended September 30, 2004, that it was required to contribute $0.1 million to its pension plans in 2005. As of January 1, 2005, no contributions have been made. The Company presently anticipates contributing $0.1 million to fund its pension plans in 2005 and may make further discretionary payments.

10. Supplementary Balance Sheet Information

Selected supplementary balance sheet information is presented below:

	September 30, 2004	January 1, 2005
	(dollars in millions)	
Inventories		
Purchased materials and manufactured parts	$ 41.1	$ 47.1
Work in process	67.3	78.0
Finished goods	151.8	163.0
	$ 260.2	$ 288.1

11. Supplementary Income Statement Information

The components of interest expense are presented below:

	Three months ended	
	December 27, 2003	January 1, 2005
Interest expense and early repayment costs:		
Contractual interest expense	$ 9.3	$ 22.2
Deferred financing fee amortization	0.7	1.2
Senior subordinated debt early redemption penalty	7.0	
Write off of deferred financing fees	0.4	
Interest rate swap gains	(3.7)	(2.3)
Total interest expense and early repayment costs	$ 13.7	$ 21.1

A reconciliation of net income available to common shareholders is as follows:

	Three months ended	
	December 27, 2003	January 1, 2005
	(restated)	
	(dollars in millions)	
Net income	$ 3.9	$ 6.7
Less preferred share accretion related to redeemable preferred stock retired in April 2004	(3.9)	
Net income available to common shareholders	$	$ 6.7

12. Facility Rationalization, Restructuring and Related Costs

In the first quarter of fiscal 2005, the Company announced that it will cease manufacturing and begin outsourcing a product line it currently produces at its water infrastructure plant in Colorado. A restructuring charge of $0.1 million related to severance was reflected in the first quarter of fiscal 2005. An additional charge of $1.5 million is related primarily to the termination of operating leases for the building and machinery and will be reflected in the second quarter of fiscal 2005.

13. Subsequent Event

The Company and its principal subsidiary, Mueller Group, Inc., failed to file their Annual Reports on Form 10-K for the year ended September 30, 2004 and Quarterly Reports on 10-Q for the quarter ended January 1, 2005 by the prescribed dates under the indentures governing the Company s outstanding senior discount notes and under Mueller Group s outstanding senior and senior subordinated notes and Mueller Group s senior credit facility. The failures by the Company and Mueller Group to timely file these annual and quarterly reports constitute a default under each of the Company s and Mueller Group s indentures. If these defaults are not remedied after delivery of notice of default and a lapse of the relevant 60-day grace period, the holders of the Company s and Mueller Group s notes would be able to declare the notes immediately due and payable, and the lenders of Mueller Group s senior credit facility would be able to declare the loans immediately due. Mueller Group has obtained a waiver under its senior credit facility until March 31, 2005 to file its annual and quarterly reports. No notice of default has been delivered under the indentures. Any default relating to the late filing of the Company s annual or quarterly reports or of Mueller Group s annual or quarterly reports is cured by the filing of this quarterly report for the quarter ended January 1, 2005 and the same-day filings of the Company s Annual Report on Form 10-K for the year ended September 30, 2004 and of Mueller Group s quarterly and annual reports for these periods.

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

In this report, each of the terms Mueller Water, the Company, we, us or our refers to Mueller Water Products, Inc. and its subsidiaries, excep where the context makes clear that the reference is only to Mueller Water Products, Inc. itself, and is not inclusive of its subsidiaries.

Except as otherwise noted, we present all financial and operating data on a fiscal year and fiscal quarter basis. Our fiscal year ends on September 30, and our first fiscal quarter ends on the Saturday closest to December 31.

Certain information included or incorporated by reference in this document may be deemed to be forward looking statements within the meaning of the federal securities laws. All statements other than statements of historical fact are statements that could be deemed forward looking statements. In this context, forward-looking statements often address our future business and financial performance, and may be characterized by terminology such as believe , anticipate , should , intend , plan , will , expects , estimates , projects , positioned , strategy , and sir These statements are based on assumptions and assessments made by the Company s management in light of its experience and its perception of historical trends, current conditions, expected future developments and other factors it believes to be appropriate.

These forward looking statements are subject to a number of risks and uncertainties, including but not limited to: the Company s ability to continue long-standing relationships with major customers; increased competition; demand for and market acceptance of new and existing products in the markets we serve; adverse changes in currency exchange rates or raw material prices, specifically steel scrap, steel pipe and brass ingot; unanticipated developments that could occur with respect to contingencies such as litigation, product liability exposures and environmental matters; the Company s ability to integrate acquired businesses into its operations; and other risks and uncertainties that affect the manufacturing sector generally including, but not limited to, economic, political, governmental and technological factors affecting the Company s operations, markets, products, services and prices.

Any such forward looking statements are not guarantees of future performances and actual results, developments and business decisions may differ from those envisaged by such forward looking statements. These forward looking statements speak only as of the date of this Quarterly Report. The Company disclaims any duty to update any forward looking statement, all of which are expressly qualified by the foregoing.

Overview

We are a leading North American manufacturer of a broad range of flow control products for use in water distribution, water and wastewater treatment facilities, gas distribution systems and piping systems and maintain a large installed base of products. We are comprised of two segments: water infrastructure, a leading manufacturer of hydrants, valves and other products for use in water and gas distribution systems; and piping systems, a leading manufacturer of fittings, pipe hangers and other products for use in piping system applications.

Our business strategy continues to be focused on sustaining our market leadership and competitive differentiation, while growing revenues and enhancing profitability.

Results for the first quarter of 2005 reflected continued strong performance in the residential construction market, as well as the full effect of the pricing increases implemented in the second half of 2004 and early 2005. Both our water infrastructure and piping systems segments reported improvements in net sales, gross profit and operating income in the three months ended January 1, 2005 as compared to the three months ended December 27, 2003.

Major changes in financial position resulted from the Company s recapitalization in April 2004, and the $518.0 million of additional net debt added $13.4 million of interest expense and amortization of deferred financing fees in the first quarter of 2005 as compared to the first quarter of 2004.

Restatements

This section is comprised of two parts: 2005 Restatements and 2004 Restatements. The 2004 Restatements were previously reported in the original Form 10-Q. The previous Management s Discussion and Analysis of Financial Condition and Results of Operations has been appropriately updated to reflect the 2005 and 2004 Restatements.

2005 Restatements

In the course of finalizing the September 30, 2005 financial statements, the Company determined that certain items included in the Statements of Consolidated Cash Flows, the Consolidated Statements of Operations and the Consolidated Balance Sheets were not properly classified in annual and interim periods. As a result of these findings, the Company has restated its financial statements in this Form 10-Q/A. See Note 2 to the Consolidated Financial Statements. The 2005 Restatements had no impact on the Company s consolidated net income or the Consolidated Statement of Stockholders Deficit for any of the prior periods presented.

2004 Restatements

In November 2004, our Audit Committee was notified of alleged potential accounting improprieties concerning our accounting for inventory reserves and certain questions concerning revenue recognition. The Audit Committee appointed an independent law firm to investigate the allegations. The report identified several areas requiring financial review by the Company principally concerning accounting for excess and obsolete (E&O) inventory, the capitalization of costs relating to a project that should have been expensed in prior periods, the accrual of reserves for this project without identifying support for such accruals and the timing of recognition of revenue with regard to full truckload shipments that were not immediately dispatched to customers by certain freight carriers used by the Company. The Company also identified some additional annual and interim items recorded in incorrect periods in the course of finalizing the 2004 financial statements. In addition, the Company determined that the value it assigned to stock compensation in connection with our April 2004 recapitalization should be revised. As a result of these findings, the Company has restated its annual and interim financial statements.

Results of Operations

Three Months Ended January 1, 2005 As Compared to the Three Months Ended December 27, 2003

	Three months ended				FY05 Q1 vs. FY04 Q1	
	January 1, 2005 (restated) (dollars in millions)	Percentage of net sales (2)	December 27, 2003 (restated)	Percentage of net sales (2)	Increase/ (decrease)	Change in percentage of net sales
Net sales						
Water infrastructure	$ 138.6	54.1 %	$ 124.7	56.6 %	$ 13.9	(2.5)%
Piping systems	117.5	45.9	95.5	43.4	22.0	2.5
Consolidated	256.1	100.0	220.2	100.0	35.9	
Gross profit						
Water infrastructure	44.8	32.3	39.1	31.4	5.7	0.9
Piping systems	31.1	26.5	19.6	20.5	11.5	6.0
Depreciation expense not allocated to segments	(1.7)	(0.7)	(1.8)	(0.8)	0.1	0.1
Consolidated	74.2	29.0	56.9	25.8	17.3	3.2
Selling, general and administrative expenses, including stock compensation expense						
Water infrastructure	15.9	11.5	14.6	11.7	1.3	(0.2)
Piping systems	19.3	16.4	15.9	16.6	3.4	(0.2)
Corporate	6.7	2.6	6.5	3.0	0.2	(0.4)
Consolidated	41.9	16.4	37.0	16.8	4.9	(0.4)
Facility rationalization, restructuring and related costs						
Water infrastructure	0.1	0.5			0.1	0.5
Piping systems						
Consolidated	0.1	0.2			0.1	0.2
Operating income						
Water infrastructure	28.8	20.8	24.5	19.6	4.3	1.2
Piping systems	11.8	10.0	3.7	3.9	8.1	6.1
Corporate	(8.4)	(3.3)	(8.3)	(3.8)	(0.1)	0.5
Consolidated	32.2	12.6	19.9	9.0	12.3	3.6
Interest expense	(21.1)	(8.2)	(13.7)	(6.2)	(7.4)	(2.0)
Interest income	0.4	0.2	0.2		0.2	0.1
Income before income taxes	11.5	4.5	6.4	2.9	5.1	1.6
Income tax expense	4.8	1.9	2.5	1.1	2.3	0.8
Net income	$ 6.7	2.6 %	$ 3.9	1.8 %	$ 2.8	0.8
Segment EBITDA(1)						
Water infrastructure	34.8	25.1	30.6	24.5	4.2	0.6
Piping systems	16.1	13.7	7.8	8.2	8.3	5.5
Total segment EBITDA	$ 50.9	19.9	$ 38.4	17.4	$ 12.5	32.6

(1) Segment EBITDA is defined as net income plus income tax expense, interest expense (not net of interest income), depreciation and amortization expense. This performance measure may not be comparable to EBITDA as reported by other companies.

22

The Company evaluates segment performance based on segment EBITDA. A reconciliation of segment EBITDA to consolidated income before income taxes follows:

	Three months ended	
	January 1, 2005 (as restated)(3)	December 27, 2003 (as restated)(3)
Total segment EBITDA	$ 50.9	$ 38.4
Unallocated corporate costs	(5.7)	(1.8)
Interest expense and early repayment costs	(21.1)	(13.7)
Depreciation and amortization	(12.6)	(16.5)
Income before income taxes	$ 11.5	$ 6.4

(2) Percentages are by segment, if applicable.

(3) See Note 2 for a discussion of the restatement.

Net Sales. Net sales for the three months ended January 1, 2005 were $256.1 million, or a 16.3% increase as compared to $220.2 million for the three months ended December 27, 2003.

Water infrastructure net sales for the three months ended January 1, 2005 were $138.6 million, or an 11.1% increase as compared to $124.7 million for the three months ended December 27, 2003. This increase was driven primarily by price increases combined with the continued strong performance of the residential construction market.

Piping systems net sales for the three months ended January 1, 2005 were $117.5 million, or a 23.0% increase as compared to $95.5 million for the three months ended December 27, 2003. This increase was driven primarily by price increases and $5.8 million of additional sales of Star products. We acquired the Star business in January 2004.

Gross Profit. Gross profit for the three months ended January 1, 2005 was $74.2 million, or a 30.4% increase as compared to $56.9 million for the three months ended December 27, 2003. Gross profit, as a percentage of net sales, or gross margin, increased from 25.8%for our first quarter of 2004 to 29.0% for our first quarter of 2005.

Water infrastructure gross profit for the three months ended January 1, 2005 was $44.8 million, or a 14.6% increase as compared to $39.1 million for the three months ended December 27, 2003. Gross profit increased from 31.4% for our first quarter of 2004 to 32.3% for our first quarter of 2005. The increase in gross profit was primarily driven by price increases and the continued strong performance of the residential construction market. Partially offsetting the higher prices were higher raw material costs (most notably brass ingot and scrap steel) due to worldwide supply and demand issues. We cannot be certain that any future increases in raw material costs can be passed to our customers.

Piping systems gross profit for the three months ended January 1, 2005 was $31.1 million, or a 58.7% increase as compared to $19.6 million for the three months ended December 27, 2003. Gross profit increased from 20.5% to 26.5%. The increase in gross profit was primarily driven by price increases and additional Star gross margins of $1.0 million. Increased raw material costs partially offset the favorable pricing and increased Star margins. The price increases realized in the quarter were the culmination of increases implemented primarily in the second half of 2004 and in 2005. We cannot be certain we can continue to pass on cost increases to our customers.

Selling, General & Administrative Expense. Selling, General and Administrative expenses (SG&A) for the three months ended January 1, 2005 were $41.9 million, or a 13.2% increase as compared to $37.0 million for the three months ended December 27, 2003. As a percentage of net sales, SG&A decreased from 16.8% for our first quarter of 2004 to 16.4% for our first quarter of 2005.

Water infrastructure SG&A for the three months ended January 1, 2005 was $15.9 million, or a 8.9% increase as compared to $14.6 million for the three months ended December 27, 2003. As a percentage of net sales, SG&A decreased from 11.7% for our first quarter of 2004 to 11.5% for our first quarter of 2005. The increase in cost was primarily due to amortization expense for intangible assets acquired in the second quarter of 2004, increased sales commissions related to higher sales, and compensation and benefit costs for additional personnel.

Piping systems SG&A for the three months ended January 1, 2005 was $19.3 million, or a 21.4% increase as compared to $15.9 million for the three months ended December 27, 2003. As a percentage of net sales, SG&A decreased from 16.6% for our first quarter of 2004 to 16.4% for our first quarter of 2005. This increase was primarily due to increased sales commissions and incentive compensation of $1.3 million, additional costs related to the Star product line of $0.6 million, and increases related to medical benefit costs.

Corporate expenses for the three months ended January 1, 2005 were $6.7 million as compared to $6.5 million for the three months ended December 27, 2003. Significant items included in expenses for the first quarter of 2005 were: legal fees of $2.3 million related to internal investigations (see Note 2), accounting and legal fees of $0.6 million related to SEC filing matters, consulting fees of $0.1 million related to our efforts to become compliant with public company reporting and Sarbanes-Oxley internal control requirements, increased incentive compensation costs of $0.4 million, and increased salary and benefit costs of $0.3 million associated with additional accounting and legal staffing. These items are offset by a $4.0 million reduction in amortization expense for the first quarter of 2005 as compared to the first quarter of 2004 due to an intangible asset becoming fully amortized during the fourth quarter of 2004. Corporate expenses consist primarily of corporate staff, benefits, legal and facility costs.

Facility Rationalization, Restructuring and Related Costs. There was $0.1 million of restructuring costs for the three months ended January 1, 2005 related to severance for a manufacturing facility in Colorado which is ceasing production of a product line. An additional charge of $1.5 million is related primarily to the termination of operating leases for the building and machinery and will be reflected in the second quarter of fiscal 2005.

Interest Expense. Interest expense for the three months ended January 1, 2005 was $21.1 million, or a $7.4 million increase from $13.7 million for the three months ended December 27, 2003. Interest expense for the three months ended January 1, 2005, includes $13.4 million of additional interest expense and amortization of deferred financing fees on $518.0 of net additional debt resulting from the Company s recapitalization in April 2004. In the quarter ended December 27, 2003, interest expense included a $7.0 million early redemption penalty, and a write-off of $0.4 million in deferred financing fees related to the early redemption of $50.0 million of senior subordinated debt in November 2003. Also, gains recorded on interest rate swaps were $1.4 million lower in 2005 than in 2004 as more swap agreements expired and were not renewed.

Income Tax Expense. The effective tax rates for the three months ended January 1, 2005 and for the three months ended December 27, 2003 were 42.1% and 39.1%, respectively. The higher effective tax rate in the quarter ended January 1, 2005 resulted primarily from the nondeductible portion of the interest expense related to the senior discount notes issued in the third quarter of 2004.

Segment EBITDA. Water infrastructure EBITDA for the three months ended January 1, 2005 was $34.8 million, which was $4.2 million or 13.7% higher than the $30.6 million for the three months ended December 27, 2003. The increased EBITDA resulted primarily from increased prices, offset by additional SG&A spending as discussed above.

Piping systems EBITDA was $16.1 million for the three months ended January 1, 2005, which was $8.3 million higher than the $7.8 million reported for the three months ended December 27, 2003. The

increased EBITDA resulted primarily from increased prices and additional Star gross profit, offset by additional SG&A spending as discussed above.

Liquidity and Capital Resources

We are a holding company and have no direct material operations. Our only material asset is our ownership of Group, and our only material liabilities are the notes, our guarantee of the senior credit facility and our potential obligation to repurchase Dale B. Smith s equity interest (see Note 7). Our principal source of liquidity has been and is expected to be dividends from Group and our principal use of cash will be for debt service beginning in 2009.

The senior credit facility, secured notes and subordinated notes are obligations of Group and impose limitations on its ability to pay dividends to us. Group s ability to generate net income will depend upon various factors that may be beyond our control. Accordingly, Group may not generate sufficient cash flow or be permitted by the terms of its debt instruments to pay dividends or distributions to us in amounts sufficient to allow it to pay cash interest on the notes. We would then be required to secure alternate financing, which may not be available on acceptable terms, or at all.

Group s principal sources of liquidity have been and are expected to be cash flow from operations and borrowings under the senior credit facility. Its principal uses of cash will be debt service requirements as described below, capital expenditures, working capital requirements, dividends to us to finance our cash needs and possible acquisitions.

Debt Service

As of January 1, 2005 we had: (a) total indebtedness of approximately $1,043.8 million; and (b) approximately $57.6 million of borrowings available under our senior revolving credit facility, subject to customary conditions. As of January 1, 2005, Group had obtained $22.4 million in letters of credit under the senior revolving credit facility, which reduced availability for borrowings thereunder. Our significant debt service obligations could have material consequences to our security holders. Our key financial covenants are dependent on attaining certain levels of EBITDA, as defined in the respective debt arrangements. The most restrictive covenant in effect at January 1, 2005 related to our leverage ratio, as defined in the debt arrangements, which required approximately $150 million of EBITDA over the trailing twelve months, based on our net debt outstanding. Our EBITDA, as defined in the agreements, exceeded $200 million over the trailing twelve months ended January 1, 2005.

As previously announced and disclosed elsewhere in this document, we have been delayed in filing with the SEC our (and Mueller Group s) annual report on Form 10-K for our fiscal year ended September 30, 2004 and our (and Mueller Group s) quarterly report on Form 10-Q for our fiscal quarter ended January 1, 2005. Although we obtained a waiver under the senior credit facility allowing us until March 31, 2005 to file these reports and with respect to our restatement of prior period financial statements, there can be no assurance that similar waivers will be available in the future.

Capital Expenditures

The senior credit facility contains restrictions on our ability to make capital expenditures. Based on current estimates, management believes that the amount of capital expenditures permitted to be made under the senior credit facility will be adequate to maintain the properties and business of our continuing operations.

Sources of Funds

We anticipate that our operating cash flow, together with permitted borrowings under the senior credit facility, will be sufficient to meet our anticipated future operating expenses, capital expenditures and debt service obligations as they become due for at least the next twelve months. However, our ability to make scheduled payments of principal of, to pay interest on or to refinance our indebtedness and to satisfy our other debt obligations will depend upon our future operating performance, which will be affected by general economic, financial, competitive, legislative, regulatory, business and other factors beyond our control.

From time to time we may explore additional financing methods and other means to lower our cost of capital, which could include stock issuance or debt financing and the application of the proceeds therefrom to the repayment of bank debt or other indebtedness. In addition, in connection with any future acquisitions, we may require additional funding which may be provided in the form of additional debt or equity financing or a combination thereof. There can be no assurance that any additional financing will be available to us on acceptable terms.

Historical

Historically, our financing requirements have been funded primarily through cash generated by operating activities and borrowings under our revolving credit facility. From time to time, we have also raised additional funds through term debt offerings.

Cash flows from operating activities. Net cash provided by operations was $0.5 million for the first three months of 2005, compared to net cash provided of $17.0 million for the first three months of 2004. The difference was due primarily to a $25.5 million increase in inventories in the first quarter of 2005. Water infrastructure inventories increased $15.3 million during the three months ended January 1, 2005. This was largely due to a planned seasonal inventory build. Approximately $5.0 million of the total increase was due primarily to higher raw material costs. Piping systems inventories increased $12.6 million during the three months ended January 1, 2005. A planned inventory build accounted for approximately $6 million of this increase, while about $3 million was due to higher raw material and other manufacturing costs.

Cash flows used in investing activities. In the first three months of 2005 we had net cash used in investing activities of $4.7 million compared to net cash used in the first three months of 2004 of $4.5 million. The primary investing activity in both periods was capital spending.

Cash flows from financing activities. Cash flows used in financing activities decreased from $50.8 million in the first three months of 2004 to $1.0 million in the first three months of 2005. This was primarily due to early payment of $50 million of subordinated notes due 2009 in the first quarter of 2004.

Off-Balance Sheet Arrangements

We do not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. In addition, we do not have any undisclosed borrowings or debt, and we have not entered into any derivative contracts (other than those described in Qualitative and Quantitative Disclosure About Market Risk Interest Rate Risk) or synthetic leases. We are, therefore, not materially exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships.

We utilize letters of credit and surety bonds in the ordinary course of business to ensure our performance of contractual obligations. As of January 1, 2005, we had $22.4 million of letters of credit and $14.1 million of surety bonds outstanding.

Contractual Obligations

Our contractual obligations as of January 1, 2005:

Payments Due by Period

Contractual Obligations	Less than 1 Year	1-3 Years	4-5 Years	After 5 Years	Total
	(dollars in millions)				
Long-term debt					
Principal on long-term debt	$ 2.9	5.8	5.8	1,025.6	1,040.1
Interest on long-term debt(1)	66.1	131.7	154.2	379.3	731.3
Capital lease obligations	1.0	1.3	0.1		2.4
Operating leases	8.5	11.2	4.2	3.5	27.4
Unconditional purchase obligations(2)	13.6				13.6
Other long-term obligations(3)					
Total contractual cash obligations	$ 92.1	150.0	164.3	1,408.4	1,814.8

(1) Interest on the senior credit facility and secured notes is calculated using LIBOR of 2.54% and 2.16% repectively, the rates in effect on January 1, 2005. Each increase or decrease in LIBOR of 0.125% would result in an increase or decrease in annual interest on the senior credit facility and secured notes of $0.8 million. Because the interest rate under the senior credit facility and secured notes will be variable, actual payments may differ. Interest does not include payments that could be required under our interest-rate swap agreements, which payments will depend upon movements in interest rates and could vary significantly. The payments due on the existing interest rate swaps expiring in May and July 2005 are estimated to be approximately $3.8 million.

(2) Includes contractual obligations for purchases of raw materials and capital expenditures.

(3) Excludes the deferred payment portion of the purchase price for Star. The Star purchase price is subject to adjustment to reflect, among other things, a deferred payment to be made by us to the extent that the gross profit of the business exceeds the target gross profit from February 1, 2004 to January 31, 2007. Although the maximum amount payable is $23 million, we estimate that the total deferred payment will be approximately $3.0 to $6.0 million. This calculation of the potential Star purchase price adjustment is based on management s best estimate; however, the actual adjustment may be materially different.

Effect of Inflation; Seasonality

We do not believe that general inflation has had a material impact on our financial position or results of operations, with the exception of recent increases in the cost of our raw materials.

Our business is dependent upon the construction industry, which is very seasonal due to the impact of winter or wet weather conditions. Our net sales and operating income have historically been lowest, and our working capital needs have been highest, in the three month periods ending around December 31 and March 31, when the northern United States and all of Canada generally face weather that restricts significant construction activity and we build working capital in anticipation of the peak construction season, during which time our working capital tends to be reduced.

Critical Accounting Policies

Our significant accounting policies are described in our audited consolidated financial statements for the year ended September 30, 2004 as found on Form 10-K (File No. 333-116590). While all significant accounting policies are important to our consolidated financial statements, some of these policies may be

27

viewed as being critical. Such policies are those that are both most important to the portrayal of our financial condition and require our most difficult, subjective and complex estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosure of contingent assets and liabilities. These estimates are based upon our historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Our actual results may differ from these estimates under different assumptions or conditions.

Recently Issued Accounting Standards

In December 2004, the Financial Accounting Standards Board issued SFAS No. 123(R), Share-Based Payment. SFAS No. 123(R) replaces SFAS No. 123, Accounting for Stock-Based Compensation, and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees. SFAS No. 123(R) requires compensation costs related to share-based payment transactions to be recognized in the financial statements over the period that an employee provides service in exchange for the award. Public companies are required to adopt the new standard using a modified prospective method and may elect to restate prior periods using the modified retrospective method. Under the modified prospective method, companies are required to record compensation cost for new and modified awards over the related vesting period of such awards prospectively and record compensation cost prospectively for the unvested portion, at the date of adoption, of previously issued and outstanding awards over the remaining vesting period of such awards. No change to prior periods presented is permitted under the modified prospective method. Under the modified retrospective method, companies record compensation costs for prior periods retroactively through restatement of such periods using the exact pro forma amounts disclosed in the companies footnotes. Also, in the period of adoption and after, companies record compensation based on the modified prospective method. SFAS No. 123(R) is effective for periods beginning after June 15, 2005. The Company plans to adopt SFAS No. 123(R) in July 2005, the beginning of its fourth fiscal quarter and to use the modified prospective method. The adoption of SFAS 123(R) is not expected to have a material impact on the Company s financial statements for the year ended September 30, 2005.

In November 2004, the Financial Accounting Standards Board issued SFAS No. 151, Inventory Costs. SFAS No. 151 amends the guidance in ARB No. 43, Chapter 4, Inventory Pricing, to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material. This Statement requires that those items be recognized as current-period charges regardless of whether they meet the criterion of so abnormal. In addition, this Statement requires that allocation of fixed production overheads to the costs of conversion be based on the normal capacity of the production facilities. SFAS No. 151 is effective for fiscal years beginning after June 15, 2005. The Company intends to adopt SFAS No. 151 on October 1, 2005, the beginning of its 2006 fiscal year. The adoption of SFAS No. 151 is not expected to have a material impact on the Company s financial statements.

FASB Staff Position (FSP) No. FAS 109-1 and 109-2 were issued in December 2004, providing guidance on foreign earnings repatriation and qualified production activities of the American Jobs Creation Act (AJCA) that was enacted on October 22, 2004. The AJCA created a temporary incentive for United States multinationals to repatriate accumulated earnings outside the United States by providing an 85 percent dividends received deduction for certain qualifying earnings repatriations in either fiscal 2005 or in fiscal 2006. As of January 1, 2005, the Company has not provided deferred taxes on foreign earnings because any taxes on dividends would be substantially offset by foreign tax credits or because the Company intends to reinvest those earnings indefinitely. Due to the complexity of the repatriation provision, the Company is still evaluating the effects of this provision on its plan for repatriation of foreign earnings and does not expect to be able to complete this evaluation until after Congress or the Treasury Department provides additional guidance clarifying key elements of the provision.

ITEM 3. QUALITATIVE AND QUANTITATIVE DISCLOSURE ABOUT MARKET RISK

The nature of market risks faced by the Company at January 1, 2005 are the same as disclosed in the Company s Annual Report on Form 10-K for the year ended September 30, 2004. We are exposed to various market risks, which are potential losses arising from adverse changes in market rates and prices, such as interest rates, foreign exchange fluctuations and raw materials. We do not enter into derivatives or other financial instruments for trading or speculative purposes.

At January 1, 2005 we had fixed rate debt of $426.4 million and variable rate debt of $617.4 million. The pre-tax earnings and cash flows impact resulting from a 100 basis point increase in interest rates on variable rate debt, holding other variables constant and excluding the impact of the hedging agreements described below, would be approximately $6.2 million per year.

We have entered into interest rate swap agreements with a notional principal amount of $100.0 million in order to reduce interest rate risks and manage interest expense. The swap agreements, which mature by July 2005, effectively convert floating rate debt under our credit facility into fixed-rate debt and carry an average fixed interest rate of 7.52% at January 1, 2005. We plan to retain these interest rate swaps and intend to enter into additional interest rate swaps or other interest rate hedging instruments to protect against interest rate fluctuations on our new floating rate debt.

ITEM 4. CONTROLS AND PROCEDURES

This Item 4 disclosure has been updated from what was originally reported for the quarter ended January 1, 2005 to reflect the results of the Company s evaluation of the effectiveness of the design and operation of the Company s disclosure controls and procedures as of September 30, 2005, which identified a material weakness that effectively led to the restatement of the previously issued financial statements for the years ended September 30, 2004 and 2003, the first three quarters of fiscal 2005 and all interim periods of fiscal 2004.

Restatement of Previously Issued Consolidated Financial Statements

As described in Note 2 to the financial statements, the Company identified errors in the presentation in the Company s previously issued consolidated financial statements: (i) the effect of foreign currency exchange rate changes on cash balances; (ii) disposals of property, plant and equipment; (iii) book cash overdrafts; (iv) the misclassification of deferred income tax assets between the current and non-current classifications in the balance sheet and (v) the misclassification of depreciation expense. As a result of these errors, the Company has restated its consolidated financial statements for the years ended September 30, 2004 and 2003, the first three quarters of fiscal 2005 and all interim periods of fiscal 2004.

The 2005 Restatement had no effect on the Company s consolidated net income or the Consolidated Statement of Stockholders Deficit for the two fiscal years ended September 30, 2004 and the first three quarters of fiscal 2005 and all interim periods of fiscal 2004, including our quarter ended January 1, 2005.

Evaluation of our Disclosure Controls and Procedures.

As of the end of the period covered by this report, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)). This evaluation was done under the supervision and with the participation of management, including Dale B. Smith, Chief Operating Officer (COO), and Jeffery W. Sprick, Chief Financial Officer (CFO). It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met.

Based on this evaluation and because of the material weakness described below, our COO and CFO have concluded that our disclosure controls and procedures were not effective, at the reasonable assurance level, to enable us to record, process, summarize, and report information required to be included in our periodic SEC filings within the required time period or to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act is accumulated and communicated to the Company s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Notwithstanding this material weakness, our management has concluded that the financial statements included in this Form 10-Q/A fairly present in all material respects the Company s financial position, results of operations and cash flows for the periods presented in conformity with generally accepted accounting principles.

Material Weakness in Internal Control over Financial Reporting

A material weakness is a control deficiency or a combination of control deficiencies that results in more than a remote likelihood that a material misstatement of the annual or interim consolidated financial statements will not be prevented or detected. As of January 1, 2005, the Company did not maintain effective controls over the preparation, review and presentation and disclosure of the Company s consolidated financial statements. Specifically, the Company s controls failed to prevent or detect the incorrect presentation of the following: (i) cash flows from the effect of exchange rate changes on cash balances; (ii) cash flows from the disposals of property, plant and equipment; (iii) cash flows and balance sheet presentation of book cash overdrafts; (iv) the presentation of current and non-current deferred income tax assets in the Company s Consolidated Balance Sheets; and (v) classification of certain depreciation expense as selling, general and administrative expense instead of cost of sales in the Company s Consolidated Statements of Operations. This control deficiency resulted in the restatement of our annual consolidated financial statements for fiscal 2004 and 2003 and our interim consolidated financial statements for the first three quarters of fiscal 2005, all interim periods of fiscal 2004 and audit adjustments to our 2005 annual consolidated financial statements. Additionally, this control deficiency could result in a misstatement of the presentation and disclosure of the Company s consolidated financial statements that would result in a material misstatement in the annual or interim financial statements that would not be prevented or detected. Accordingly, management has determined that this control deficiency constitutes a material weakness.

Previous Disclosure About Our Material Weakness in Internal Control over Financial Reporting

As of September 30, 2004, and all interim periods through July 2, 2005, including our quarter ended January 1, 2005, we reported the following control deficiencies that, in the aggregate, constituted a material weakness in internal control over preparation, review and presentation and disclosure of the Company s consolidated financial statements. Specifically our control deficiencies included: (i) a lack of personnel with experience in financial reporting and control procedures necessary for SEC registrants; (ii) a lack of sufficient controls to prevent or detect, on a timely basis, unauthorized journal entries; (iii) a lack of sufficient controls over information technology data conversion and program changes; (iv) a lack of sufficient controls over the development and communication of income tax provisions; (v) a lack of effective controls surrounding whistleblower hotline complaints and internal certifications to ensure that issues were communicated on a more timely basis by management to the audit committee and the independent registered public accounting firm; (vi) a lack of effective controls over revenue recognition associated with full truckload shipments not immediately dispatched by freight carriers; and (vii) a lack of formal controls and procedures regarding assessment of financial exposures and transactions, including consideration of accounting implications under generally accepted accounting principles. These control deficiencies resulted in audit adjustments to the consolidated financial statements for the year ended September 30, 2004. Additionally, these control deficiencies, in the aggregate, could result in a misstatement to accounts and disclosures that would result in a material misstatement to the annual or

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interim financial statements that would not be prevented or detected. Accordingly, management determined that these control deficiencies in the aggregate constituted a material weakness.

We reported in our Form 10-Q for all interim periods in fiscal 2005 that we had taken steps to remediate this material weakness. We: (i) reassigned our Chief Financial Officer, appointed an Interim Chief Financial Officer and hired additional accounting and finance staff; (ii) introduced increased training for our existing financial and accounting and other staff; (iii) retained third-party consultants with significant SEC financial reporting experience to provide assistance in complying with SEC reporting requirements; (iv) formed a disclosure committee to supervise the preparation of our Exchange Act Reports and other public communications; (v) improved our controls over, and began developing written policies and procedures that cover all of our significant accounting processes, including journal entries, the development and communication of income tax provisions, information data conversion issues and program changes, revenue recognition and assessing financial exposures; (vi) improved and centralized our controls over our information technology; and (vii) implemented global compliance initiatives under the direction of our Chief Compliance Officer. These improvement efforts continued to progress during our first quarter ended January 1, 2005. While significant improvements have been implemented throughout the year, management believes that additional remediation is needed and will require changes in personnel, processes and procedures to ensure timely and accurate financial reporting on a sustainable basis.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the three months ended January 1, 2005 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting other than as described above.

Changes in Internal Control Over Financial Reporting Subsequent to September 30, 2005

Subsequent to September 30, 2005, management has taken steps to remediate the material weakness described above. These steps include a thorough review, on a quarterly basis, of foreign currency translation cash flow statement effects, book overdrafts and transactions related to property, plant and equipment and an additional review, on a quarterly basis, of the classification requirements of each component line item and the individual elements that comprise each line item of the statement of cash flows, in accordance with Statement of Financial Accounting Standards, No. 95, Statement of Cash Flows. Additionally, the classification of deferred income tax items in the balance sheet and cash flow statement, as well as depreciation in the statement of operations, will be evaluated quarterly. Management believes the additional control procedures designed, when implemented, will fully remediate this material weakness.

In addition, subsequent to September 30, 2005, the Company has made the following changes in internal controls to improve financial reporting accuracy:

- Hired a full time Chief Financial Officer, Jeffery W. Sprick, and a Corporate Controller with SEC financial reporting experience;

- Hired additional finance and accounting personnel at the Company s Pratt and Mueller Chattanooga facilities;

- Designated the Walter Industries Inc. Audit Committee, which is fully independent under New York Stock Exchange listing rules and the rules of the SEC, as its audit committee; and

- Began to develop an internal quarterly review plan to review higher risk areas in financial reporting, such as revenue recognition and inventory valuation.

Another significant remedial action underway or planned to commence in fiscal year 2006, not specifically related to the previously identified material weakness, includes the issuance of a code of conduct to all employees. In fiscal 2006, we will be subject to the Sarbanes-Oxley internal control reporting requirements and in 2006 we will be testing key internal controls for all significant business units and business processes.

The Company continues to upgrade the knowledge of our finance staff by implementing on-going United States generally accepted accounting principles training programs, consisting of providing appropriate technical resources to our finance team and training on the use of such resources, conducting a series of training sessions for plant controllers, periodic distribution of information regarding changes in accounting and reporting standards, and issuance of Company accounting policy statements. Additionally, the Company terminated the prior Chief Compliance Officer and reassigned those duties to the Director of Internal Audit.

PART II OTHER INFORMATION

Item 6. Exhibits

(a) Exhibits

3.1	Certificate of Incorporation of Mueller Holdings (N.A.), Inc. (formerly Hydrant Acquisition Corp.)(1)
3.1.1	Amendment to Certificate of Incorporation(2)
3.2	By-Laws of Mueller Holdings (N.A.), Inc. (formerly Hydrant Acquisition Corp.)(1)
10.1	Waiver dated as of February 4, 2005 under the Second Amended and Restated Credit Agreement dated as of April 23, 2004 among Mueller Group, Inc., the Guarantors party thereto and the Lenders party thereto(3)
10.2	Employment Agreement, dated as of February 18, 2005, between Mueller Group, Inc. and Darrell Jean(4)
31.1	Certification of Chief Operating Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
32.1	Certification of Chief Operating Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

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(1) Previously filed as Exhibit 3.1 to our Registration Statement on Form S-1 as filed with the Securities and Exchange Commission (SEC) on June 17, 2004.

(2) Previously filed as Exhibit 3.1.1 to our Annual Report on Form 10-K as filed with the SEC on March 30, 2005.

(3) Previously filed as an Exhibit to the Current Report on Form 8-K of Mueller Group, Inc. as filed with the SEC on February 7, 2005.

(4) Previously filed as an Exhibit to the Current Report on Form 8-K of Mueller Group, Inc. as filed with the SEC on February 24, 2005.

* Filed herewith.

33

SIGNATURES

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

	MUELLER WATER PRODUCTS, INC.	
Date: February 3, 2006	By:	/s/ DALE B. SMITH Dale B. Smith *Chief Operating Officer*
Date: February 3, 2006	By:	/s/ JEFFERY W. SPRICK Jeffery W. Sprick *Chief Financial Officer*

34