Mueller Water Products, Inc.
Form 10-Q
August 09, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 June 30, 2006.

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

Commission File Number 333-131536

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)

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 a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer o Accelerated Filer o Non-accelerated Filer x

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

There were 114,594,920 shares of common stock of the registrant outstanding at July 31, 2006.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

MUELLER WATER PRODUCTS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	June 30, 2006	September 30, 2005
	(dollars in millions)	
Assets		
Cash and cash equivalents	$ 239.7	$
Receivables, net of allowance for doubtful accounts of $5.5 million and $0.9 million at June 30, 2006 and September 30, 2005, respectively	309.2	118.5
Inventories	466.2	147.2
Deferred income taxes	58.1	11.1
Prepaid expenses	30.8	1.5
Total current assets	1,104.0	278.3
Property, plant and equipment, net	338.2	149.2
Deferred financing fees	25.4	
Deferred income taxes		9.5
Due from parent, Walter Industries	10.8	
Identifiable intangibles, net	842.6	
Goodwill	860.7	58.4
Other long-term assets	9.5	
Total assets	$ 3,191.2	$ 495.4
Liabilities and Shareholders Equity (Deficit)		
Current portion of long-term debt	$ 171.7	$
Accounts payable	117.1	52.5
Accrued expenses and other liabilities	106.0	34.7
Payable to affiliate, Sloss Industries	2.0	2.5
Total current liabilities	396.8	89.7
Long-term debt	1,132.3	
Payable to parent, Walter Industries		443.6
Accrued pension liability, net	104.3	53.6
Accumulated postretirement benefits obligation	47.0	51.1
Deferred income taxes	295.2	
Other long-term liabilities	25.4	12.6
Total liabilities	2,001.0	650.6
Commitments and contingencies (Note 16)		
Shareholders equity (deficit):		
Common stock, $.01 par value per share:		
Class A 400,000,000 shares authorized and 28,750,000 shares issued	0.3	
Class B 200,000,000 shares authorized and 85,844,920 shares issued	0.8	
Capital in excess of par value	1,417.0	68.3
Accumulated deficit	(189.9)	(178.1)
Accumulated other comprehensive loss	(38.0)	(45.4)
Total shareholders equity (deficit)	1,190.2	(155.2)
Total liabilities and shareholders equity (deficit)	$ 3,191.2	$ 495.4

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

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

	Three months ended June 30, 2006	2005
	(dollars in millions, except per share amounts)	
Net sales	$ 500.0	$ 162.0
Cost of sales	365.5	139.2
Gross profit	134.5	22.8
Operating expenses:		
Selling, general and administrative	62.6	10.7
Related party corporate charges	2.3	1.8
Facility rationalization, restructuring and related costs	0.2	
Total operating expenses	65.1	12.5
Income from operations	69.4	10.3
Interest expense arising from related party payable to Walter Industries		(4.9)
Interest expense, net of interest income	(31.9)	
Income before income taxes	37.5	5.4
Income tax expense (benefit)	(1.3)	1.8
Net income	$ 38.8	$ 3.6
Basic and diluted income per share	$ 0.41	$ 0.04

	Nine months ended June 30, 2006	2005
	(dollars in millions, except per share amounts)	
Net sales	$ 1,415.3	$ 427.8
Cost of sales	1,142.7	381.7
Gross profit	272.6	46.1
Operating expenses:		
Selling, general and administrative	180.5	29.0
Related party corporate charges	6.1	5.5
Facility rationalization, restructuring and related costs	28.6	
Total operating expenses	215.2	34.5
Income from operations	57.4	11.6
Interest expense arising from related party payable to Walter Industries		(15.9)
Interest expense, net of interest income	(94.2)	(0.3)
Loss before income taxes	(36.8)	(4.6)
Income tax expense (benefit)	(25.0)	2.5
Net loss	$ (11.8)	$ (7.1)
Basic and diluted loss per share	$ (0.13)	$ (0.08)

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

MUELLER WATER PRODUCTS, INC.

CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY (DEFICIT) AND COMPREHENSIVE LOSS

FOR THE NINE MONTHS ENDED JUNE 30, 2006
(UNAUDITED)
(dollars in millions)

	Common Stock	Capital in Excess of Par Value	Accumulated Deficit	Comprehensive Income (Loss)	Accumulated Other Comprehensive Loss	Total
Balance at September 30, 2005		$ 68.3	$ (178.1)		$ (45.4)	$ (155.2)
Walter s investment in subsidiary		932.9				932.9
Dividend to Walter		(444.5)				(444.5)
Dividend to Walter for acquisition costs		(12.0)				(12.0)
Forgiveness of U.S. Pipe payable to Walter		443.6				443.6
Sale of common stock in initial public offering	$ 1.1	428.2				429.3
Share-based compensation		0.5				0.5
Comprehensive income (loss)						
Net loss			(11.8)	(11.8)		(11.8)
Other comprehensive income (loss), net of tax						
Unrealized gain on interest rate swaps				5.3	5.3	5.3
Foreign currency translation adjustments				2.1	2.1	2.1
Comprehensive loss				$ (4.4)		
Balance at June 30, 2006	$ 1.1	$ 1,417.0	$ (189.9)		$ (38.0)	$ 1,190.2

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

3

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

	Nine months ended June 30, 2006	2005
	(dollars in millions)	
OPERATING ACTIVITIES		
Net loss	$ (11.8)	$ (7.1)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation	51.6	19.7
Amortization of intangibles	21.0	
Amortization of deferred financing fees	7.8	
Accretion on debt	10.3	
Loss on disposal of property, plant and equipment	1.3	
Stock-based compensation expense	1.0	
Impairments of property, plant and equipment	21.6	
Provision (credit) for deferred income taxes	(25.8)	8.5
Gain on interest rate swaps	(0.5)	
Other, net	(2.0)	
Changes in assets and liabilities, net of the effects of acquisitions:		
Receivables	(11.6)	3.3
Inventories	58.8	(49.8)
Income taxes payable		3.8
Prepaid expenses and other current assets	1.8	
Other non-current assets	(0.4)	
Pension and other long-term liabilities	2.5	3.1
Accounts payable, accrued expenses and other current liabilities	(32.6)	3.4
Net cash provided by (used in) operating activities	93.0	(15.1)
INVESTING ACTIVITIES		
Additions to property, plant and equipment	(48.0)	(15.7)
Acquisitions of businesses, net of cash acquired	(15.5)	
Increase in amounts due (from) to Walter	(12.5)	33.1
Net cash (used in) provided by investing activities	(76.0)	17.4
FINANCING ACTIVITIES		
Increase (decrease) in dollar value of bank checks outstanding	12.0	(2.4)
Proceeds from short-term borrowings	55.9	
Retirement of short-term debt	(55.9)	
Proceeds from long-term debt	1,050.0	
Retirement of long-term debt	(866.9)	
Proceeds from issuance of common stock	429.3	
Payment of deferred financing fees	(21.6)	
Dividend to Walter	(444.5)	
Dividend to Walter for acquisition costs	(12.0)	
Walter contribution of Predecessor Mueller s cash	76.3	
Net cash provided by (used in) financing activities	222.6	(2.4)
Effect of exchange rate changes on cash	0.1	
Net increase (decrease) in cash and cash equivalents	239.7	(0.1)
Cash and cash equivalents at beginning of period		0.1
Cash and cash equivalents at end of period	$ 239.7	$

Schedule of non-cash investing and financing activities:

On October 3, 2005, the Company s parent, Walter Industries, Inc. (Walter), purchased all of the outstanding common stock of Mueller Water Products, Inc. (Predecessor Mueller).

	(dollars in millions)
Contribution of Predecessor Mueller by Walter	$ 932.9
Less: Cash of Predecessor Mueller received	(76.3)
Total net assets received excluding cash	$ 856.6

Subsequent to the Acquisition, Walter forgave an intercompany receivable from U.S. Pipe of $443.6 million.

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

5

MUELLER WATER PRODUCTS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
AS OF AND FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2006 AND JUNE 30, 2005
(UNAUDITED)

Note 1. Organization

The registrant is Mueller Water Products, Inc., a Delaware corporation (Mueller Water or the Company). The Company is the surviving corporation of the merger on February 2, 2006 of Mueller Water Products, LLC (Commission File Number: 333-116590) and Mueller Water Products Co-Issuer, Inc. with and into Mueller Holding Company, Inc., a Delaware corporation. On June 1, 2006, Mueller Water completed its initial public offering (IPO) of its Series A common stock (NYSE: MWA). Walter Industries, Inc. (Walter) is the holder of all of the Company s outstanding Series B common stock. The Company was a wholly-owned subsidiary of Walter.

On October 3, 2005, through a series of transactions (the Acquisition), Walter, through a wholly-owned subsidiary, acquired all outstanding shares of capital stock of Mueller Water Products, Inc. (Predecessor Mueller), which immediately was converted into Mueller Water Products, LLC, a Delaware limited liability company and contributed United States Pipe and Foundry Company, LLC, (U.S. Pipe), owned by Walter since 1969, to the acquired company. In accordance with generally accepted accounting principles, for accounting purposes U.S. Pipe is treated as the acquirer of Predecessor Mueller. Accordingly, effective October 3, 2005, U.S. Pipe s basis of accounting is used for the Company and all financial data for periods prior to October 3, 2005 of the Company included in this report on Form 10-Q, is that of U.S. Pipe. The results of operations of Predecessor Mueller are included in the Consolidated Statements of Operations beginning October 3, 2005.

The Company was originally organized as United States Pipe and Foundry Company, Inc. (Inc.) and was a wholly-owned subsidiary of Walter, a diversified New York Stock Exchange traded company (NYSE: WLT). On September 23, 2005, Inc. was dissolved and United States Pipe and Foundry Company, LLC was organized in the state of Alabama, and the operations of Inc. were conducted under the form of a limited liability company.

In December 2005, U.S. Pipe changed its fiscal year-end to September 30, which coincides with the fiscal year end of Predecessor Mueller. Beginning with the quarter ended December 31, 2005, the Company has three operating segments which are named after its leading brands in each segment: Mueller, U.S. Pipe, and Anvil.

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three-month and nine-month periods ended June 30, 2006 are not necessarily indicative of the results that may be expected for the year ending September 30, 2006.

The balance sheet at September 30, 2005, has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements.

Certain amounts in the prior period s consolidated financial statements have been reclassified to conform to the current-period presentation. On the Consolidated Balance Sheet as of September 30, 2005, prepaid pension cost of $19.3 million has been netted against accrued pension liability of $72.9 million and is presented as accrued pension liability, net of $53.6 million.

Note 2. Summary of Significant Accounting Policies

Revenue Recognition *The* Company recognizes revenue based on the recognition criteria set forth in the Securities and Exchange Commission s Staff Accounting Bulletin 104 Revenue Recognition in Financial Statements , which is when delivery of product has occurred or services have been rendered and there is persuasive evidence of a sales arrangement, selling prices are fixed or determinable, and collectibility from the customer is reasonably assured. Revenue from the sale of products via rail or truck is recognized when title passes upon delivery to the customer. Revenue earned for shipments via ocean vessel is recognized under international shipping standards as defined by Incoterms 2000 when title and risk of loss transfer to the customer. Sales are recorded net of estimated cash discounts and rebates.

Shipping and Handling *Costs* to ship products to customers are included in cost of sales in the Consolidated Statements of Operations. Amounts billed to customers, if any, to cover shipping and handling costs are included in net sales.

Customer Rebates *Customer* rebates are applied against net sales at the time the sales are recorded based on estimates with respect to the deductions to be taken.

Share-Based Compensation *On May 25, 2006, t*he Company adopted the Mueller Water Products, Inc. 2006 Stock Incentive Plan (the 2006 Plan), which is more fully described in Note 6. The Company records compensation costs for stock options and restricted stock units granted to employees based on the fair value at the grant dates as prescribed by Statement of Financial Accounting Standards (SFAS) No. 123(R), Share-Based Payment . The Company records share-based compensation costs as selling, general and administrative in the condensed consolidated statements of operations.

Cash and Cash Equivalents *The* Company considers all highly liquid investments with original maturities of ninety days or less when purchased to be cash equivalents. Outstanding checks are netted against cash when there is a sufficient balance of cash available in the Company s accounts at the bank to cover the outstanding amount and the right of offset exists. Where there is no right of offset against cash balances, outstanding checks are classified along with accounts payable. At June 30, 2006 and September 30, 2005 checks issued but not yet presented to the banks for payment (i.e. the dollar value of bank checks outstanding) were $12.0 million and zero, respectively, and were recorded in accounts payable.

The cash balance as of June 30, 2006 included $183.3 million that was used on July 3, 2006 for the partial redemption of the Company s outstanding debt, accrued interest and prepayment premiums and other debt repayment costs which is more fully described in Note 18 Subsequent Events .

Receivables *Receivables* relate primarily to amounts due from customers located in North America. To reduce credit risk, credit investigations are performed prior to accepting an order and, when necessary, letters of credit are required to ensure payment.

The estimated allowance for doubtful accounts receivable is based, in large part, upon judgments and estimates of expected losses and specific identification of problem trade accounts. Significantly weaker than anticipated industry or economic conditions could impact customers ability to pay such that actual losses may be greater than the amounts provided for in these allowances. The periodic evaluation of the adequacy of the allowance for doubtful accounts is based on an analysis of prior collection experience, specific customer creditworthiness and current economic trends within the industries served. In circumstances where a specific customer s inability to meet its financial obligation is known to the

Company (e.g., bankruptcy filings or substantial downgrading of credit ratings), the Company records a specific allowance to reduce the receivable to the amount the Company reasonably believes will be collected.

Inventories *Inventories* are recorded at the lower of cost (first-in, first-out) or market value. Additionally, the Company evaluates its inventory in terms of excess and obsolete exposures. This evaluation includes such factors as anticipated usage, inventory turnover, inventory levels and ultimate product sales value. Inventory cost includes an overhead component that can be affected by levels of production and actual costs incurred. Management periodically evaluates the effects of production levels and costs capitalized as part of inventory.

Property, plant and equipment *Property*, plant and equipment is recorded at cost, less accumulated depreciation and amortization. Depreciation is recorded on the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized on the straight-line method over the lesser of the useful life of the improvement or the remaining lease term. Estimated useful lives used in computing depreciation expense are 2 to 20 years for machinery and equipment and 3 to 50 years for land improvements and buildings. Gains and losses upon disposition are reflected in the Consolidated Statements of Operations in the period of disposition.

Direct internal and external costs to implement computer systems and software are capitalized as incurred. Capitalized costs are amortized over the estimated useful life of the system or software, beginning when site installations or module development is complete and ready for its intended use, which generally is 3 to 5 years.

The Company accounts for its asset retirement obligations related to plant and landfill closures in accordance with Statement of Financial Accounting Standards No. 143 (SFAS 143). Under SFAS 143, liabilities are recognized at fair value for an asset retirement obligation in the period in which it is incurred and the carrying amount of the related long-lived asset is correspondingly increased. Over time, the liability is accreted to its future value. The corresponding asset capitalized at inception is depreciated over the estimated useful life of the asset.

Tooling *Prepaid* expenses include maintenance and tooling inventory costs. Perishable tools and maintenance items are expensed when put into service. More durable items are depreciated over their estimated useful lives, ranging from 4 to 10 years.

Environmental Expenditures *The* Company capitalizes environmental expenditures that increase the life or efficiency of property or that reduce or prevent environmental contamination. The Company accrues for environmental expenses resulting from existing conditions that relate to past operations when the costs are probable and reasonably estimable. The Company is indemnified by Tyco for all environmental liabilities associated with Predecessor Mueller as it existed as of August 16, 1999, whether known or not.

Accounting for the Impairment of Long-Lived Assets *Long-lived* assets are reviewed for impairment whenever events or changes in circumstances indicate that the book value of the asset may not be recoverable. Goodwill and intangible assets that have an indefinite life are not amortized, but instead are tested for impairment annually (or more frequently if events or circumstances indicate possible impairments) using both a discounted cash flow method and a market comparable method.

Workers Compensation *The* Company is self-insured for workers compensation benefits for work-related injuries. Liabilities, including those related to claims incurred but not reported, are recorded principally using annual valuations based on discounted future expected payments and using historical data or combined insurance industry data when historical data is limited. Pursuant to the terms of the Tyco Purchase Agreement, Predecessor Mueller is indemnified by Tyco for all liabilities that occurred prior to August 16, 1999. Workers compensation liabilities were as follows:

	June 30, 2006	September 30, 2005
	(dollars in millions)	
Workers compensation liability recorded on a discounted basis	$ 24.8	$ 11.9

A one-percentage-point increase in the discount rate on the discounted claims liability would decrease the liability by $0.1 million, while a one-percentage-point decrease in the discount rate would increase the liability by $0.1 million.

Warranty Costs *The* Company accrues for U.S. Pipe segment warranty expenses that include customer costs of repair and/or replacement, including labor, materials, equipment, freight and reasonable overhead costs, determined on a case-by-case basis, whenever the Company s products and/or services fail to comply with published industry standards or mutually agreed upon customer requirements.

The Company accrues for the estimated cost of product warranties of the Mueller and Anvil segments at the time of sale based on historical experience. Adjustments to obligations for warranties are made as changes in the obligations become reasonably estimable.

Activity in accrued warranty, included in the caption accrued expenses in the accompanying Consolidated Balance Sheets, was as follows (in millions):

	Three months ended		Nine months ended	
	June 30, 2006	June 30, 2005	June 30, 2006	June 30, 2005
Accrued balance at beginning of period	$ 4.4	$ 1.8	$ 4.7	$ 1.8
Accrued warranty of Predecessor Mueller			1.6	
Warranty expense	1.4	2.8	3.2	4.5
Settlement of warranty claims	(1.7)	(0.8)	(5.4)	(2.5)
Balance at end of period	$ 4.1	$ 3.8	$ 4.1	$ 3.8

Deferred Financing Fees *Costs* of debt financing are amortized over the life of the related loan agreements, which range from five to ten years. Such costs are reassessed when amendments occur, in accordance with Emerging Issues Task Force (EITF) 96-19, Debtors Accounting for a Modification or Exchange of Debt Instruments.

Income Taxes *Deferred* tax liabilities and assets are recognized for the expected future tax consequences of events that have been included in the financial statements or tax returns. Deferred tax liabilities and assets are determined based on the differences between the financial statements and the tax basis of assets and liabilities, using tax rates in effect for the years in which the differences are expected to reverse. A valuation allowance is provided to offset any net deferred tax assets if, based upon the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

Research and Development *Research* and development expenditures are expensed when incurred.

Advertising *Advertising* costs are expensed when incurred.

Translation of Foreign Currency Assets and liabilities of the Company s businesses operating outside of the United States of America that maintain accounts in a functional currency other than U.S. dollars are translated into U.S. dollars using year-end exchange rates. Revenues and expenses are translated at the average exchange rates effective during the year. Foreign currency translation gains and losses are included as a separate component of stockholders equity. Gains and losses resulting from foreign currency transactions are included in either cost of sales or selling, general and administrative expense, as appropriate.

Derivative Instruments and Hedging Activities The Company currently uses interest rate swaps as required in the 2005 Mueller Credit Agreement to reduce the risk of interest rate volatility. The amount to be paid or received from interest rate swaps is charged or credited to interest expense over the lives of the interest rate swap agreements. Changes in the fair value of derivatives are recorded each period in earnings or Accumulated Other Comprehensive Income (Loss), depending on whether or not a derivative is designated and effective as part of a hedge transaction and meets the applicable requirements (see Note 8).

Additionally, the Company utilizes forward contracts to mitigate its exposure to changes in foreign currency exchange rates from third party and intercompany transactions. The primary currency to which the Company is exposed and to which it hedges the exposure is the Canadian Dollar. The effective portion of unrealized gains and losses associated with forward contracts are deferred as a component of Accumulated Other Comprehensive Income (Loss) until the underlying hedged transactions are reported in the Company s Consolidated Statements of Operations.

Related Party Transactions The Company purchases foundry coke from an affiliate, Sloss Industries, Inc. for an amount that approximates the market value of comparable transactions. Costs included in cost of sales related to purchases from Sloss Industries, Inc. were $4.8 million and $6.5 million for the three months ended June 30, 2006 and 2005, respectively, and $15.6 million and $16.7 million for the nine months ended June 30, 2006 and 2005, respectively.

Other services that Sloss Industries, Inc. provides to the Company include the delivery of electrical power to one of the Company s facilities, rail car switching and the leasing of a distribution facility. The total of these other services included in the Company s operating expenses were $0.5 million and $0.4 million for the three months ended June 30, 2006 and 2005, respectively, and $1.3 million and $1.2 million for the nine months ended June 30, 2006 and 2005, respectively.

Related Party Allocations Certain costs incurred by Walter such as insurance, executive salaries, professional service fees, human resources, transportation, healthcare and other centralized business functions are allocated to its subsidiaries. Certain costs that were considered directly related to the U.S. Pipe segment were charged to the Company and included in selling, general and administrative expenses. These costs were approximately $0.6 million and $0.4 million for the three months ended June 30, 2006 and 2005, respectively, and approximately $1.5 million and $1.2 million for the nine months ended June 30, 2006 and 2005, respectively. Costs incurred by Walter that cannot be directly attributed to its subsidiaries are allocated to them based on estimated annual revenues. Such costs were allocated to the Company and are recorded in the caption, related party corporate charges, in the accompanying Consolidated Statements of Operations and were approximately $2.3 million and $1.8 million for the three months ended June 30, 2006 and 2005, respectively, and approximately $6.1 million and $5.5 million for the nine months ended June 30, 2006 and 2005, respectively.

While the Company considers the allocation of such costs to be reasonable, in the event the Company was not affiliated with Walter, these costs may increase or decrease.

Certain of the Company s employees have been granted Walter restricted stock units and stock options under Walter s stock-based compensation plans. The Company has expensed $0.2 million and

$0.5 million related to the stock-based compensation costs allocated from Walter for the three and nine months ended June 30, 2006, respectively.

During the three months ended June 30, 2006, the Company recorded $1.4 million of interest income receivable related to the $20.0 million note receivable from Walter. This amount is included in Interest Expense, net of Interest Income on the consolidated statement of operations.

Note 3. Acquisitions

Hunt Industries, Inc.

On January 4, 2006, the Company acquired Hunt Industries, Inc. (Hunt) for $6.8 million in cash. Hunt, based in Murfreesboro, Tennessee, is a manufacturer of meter pits and meter yokes which are sold by the Company s Mueller segment.

The estimated fair values of the assets and liabilities acquired are as follows (dollars in millions):

Current assets	$ 0.2
Goodwill	6.8
Current liabilities	(0.2)
Net assets acquired	$ 6.8

CCNE, L.L.C.

On January 27, 2006, the Company acquired the operating assets of CCNE, L.L.C., a Connecticut-based manufacturer of check valves for sale to the water and wastewater treatment markets, for $8.8 million in cash.

The estimated fair values of the assets and liabilities acquired are as follows (dollars in millions):

Inventory	$ 2.1
Intangible assets	6.7
Net assets acquired	$ 8.8

The intangible assets acquired represent purchased technology and are being amortized over an estimated useful life of 55 months.

Acquisition of Predecessor Mueller by Walter Industries

On October 3, 2005, pursuant to the agreement dated June 17, 2005, Walter acquired all of the outstanding common stock of Predecessor Mueller for $943.4 million and assumed $1.05 billion of indebtedness. Predecessor Mueller was converted into a limited liability company on October 3, 2005 and was merged with and into the Company on February 2, 2006. Transaction costs included in the acquisition price were $14.8 million. In conjunction with the acquisition, U.S. Pipe was contributed in a series of transactions to Mueller Group, LLC (Mueller Group or Group), a wholly-owned subsidiary of the Company, on October 3, 2005. On February 23, 2006, Walter received $10.5 million based on the final closing cash and working capital, adjusting the purchase price to $932.9 million.

Walter s acquisition of Predecessor Mueller has been accounted for as a business combination with U.S. Pipe considered the acquirer for accounting purposes. Assets acquired and liabilities assumed were recorded at their fair values as of October 3, 2005. The total purchase price of $932.9 million is comprised of (dollars in millions):

Acquisition of the outstanding common stock of Predecessor Mueller	$ 918.1
Acquisition-related transaction costs	14.8
Total purchase price	$ 932.9

Acquisition-related transaction costs include investment banking, legal and accounting fees and other external costs directly related to the Acquisition.

Under business combination accounting, the purchase price was allocated to Predecessor Mueller s net tangible and identifiable intangible assets based on their fair values as of October 3, 2005. The excess of the purchase price over the net tangible and identifiable intangible assets was recorded as goodwill. Based on estimated fair values, the purchase price was allocated as follows (dollars in millions):

Receivables, net	$ 177.4
Inventory	373.2
Property, plant and equipment	215.7
Identifiable intangible assets	856.9
Goodwill	789.4
Net other assets	376.1
Net deferred tax liabilities	(283.1)
Debt	(1,572.7)
Total purchase price allocation	$ 932.9

The purchase price allocation is preliminary and is subject to future adjustments to goodwill for the execution of certain restructuring plans identified by Walter prior to the acquisition date primarily related to Predecessor Mueller facility rationalization actions. Costs related to these facility rationalization actions will be recorded to goodwill through October 3, 2006.

Receivables are short-term trade receivables and their net book value approximates current fair value.

Finished goods inventory is valued at estimated selling price less cost of disposal and reasonable profit allowance for the selling effort. Work in process inventory is valued at estimated selling price of finished goods less costs to complete, cost of disposal and a reasonable profit allowance for the completing and selling effort. Raw materials are valued at book value, which approximates current replacement cost. The carrying value of inventories include $70.2 million in excess of Predecessor Mueller s carrying value, of which nothing was charged to cost of sales during the three months ended June 30, 2006 and $70.2 million was charged to cost of sales during the nine months ended June 30, 2006.

Property, plant and equipment are valued at the current replacement cost as follows (in millions):

		Depreciation Period
Land	$ 14.1	Indefinite
Buildings	51.8	5 to 14 years
Machinery and equipment	136.6	3 to 5 years
Other	13.2	3 years
Total property, plant and equipment	$ 215.7	

Identifiable intangible assets acquired consist of trade name, trademark, technology and customer relationships and were valued at their current fair value. Trade name and trademark relate to Mueller®, Anvil®, Hersey , Henry Pratt and James Jones . Technology represents processes related to the design and development of products. Customer relationships represent the recurring nature of sales to current distributors, municipalities, contractors and other end customers regardless of their contractual nature.

Identifiable intangible assets were as follows (dollars in millions):

		Amortization Period
Trade name and trademark	$ 403.0	Indefinite
Technology	56.3	10 years
Customer relationships	397.6	16 and 19 years
Total identifiable intangible assets	$ 856.9	

Goodwill represents the excess of the purchase price over the fair value of tangible and identifiable intangible assets acquired. Goodwill is not amortized, but rather is tested for impairment at least annually. In the event that the Company determines the book value of goodwill has become impaired, the Company will incur an accounting charge for the amount of impairment during the fiscal quarter in which such determination is made. The Company s goodwill is not tax deductible.

Net other assets include cash, prepaid expenses, deferred financing fees, accounts payable, accrued expenses and accrued pension liability and were valued at their approximate current fair value. After the purchase price allocation Predecessor Mueller paid a $444.5 million dividend to Walter.

Net deferred tax liabilities include the tax effects of fair value adjustments related to identifiable intangible assets and net tangible assets.

Debt is valued at fair market value as of October 3, 2005, which resulted in a $36.0 million and an $18.9 million fair value increase to the senior discount notes and the senior subordinated notes, respectively.

The following table of unaudited pro forma results of operations of Predecessor Mueller and U.S. Pipe for the three and nine months ended June 30, 2005 is presented as if the Acquisition and borrowings under the 2005 Mueller Credit Agreement had taken place on October 1, 2004 and were carried forward through June 30, 2005.

The unaudited pro forma amounts are not intended to represent or be indicative of the consolidated results of operations that would have been reported had the Acquisition and borrowings under the 2005 Mueller Credit Agreement been completed as of the dates presented, and should not be taken as representative of the future consolidated results of operations of the Company.

	Three months ended June 30, 2005	Nine months ended June 30, 2005
	(dollars in millions, except per share amounts) (unaudited)	
Net sales	$ 458.9	$ 1,266.1
Net income	$ 13.4	$ 3.0
Basic income per share	$ 0.16	$ 0.03
Diluted income per share	$ 0.16	$ 0.03

The pro forma amounts are based on the historical results of operations and are adjusted for amortization of definite-lived intangibles of $5.9 million and $17.7 million for the three and nine months ended June 30, 2005, respectively; depreciation of property, plant and equipment of ($0.2) million and

($0.6) million for the three and nine months ended June 30, 2005, respectively; interest expense of $4.7 million and $15.3 million for the three and nine months ended June 30, 2005, respectively; and amortization of financing fees related to the 2005 Mueller Credit Agreement of ($0.1) million and $2.3 million for the three and nine months ended June 30, 2005, respectively.

Note 4. Facility Rationalization, Restructuring and Related Costs

On April 20, 2006, the Company announced the closure of the Mueller Canada valve and hydrant manufacturing facility in Milton, Ontario, Canada, which is included in the Company s Mueller segment. The eventual closure of the facility is expected to occur by the end of fiscal year 2006, resulting in the termination of approximately 130 employees. The transfer of production to other Mueller facilities began in the third quarter of fiscal 2006. Total estimated costs related to this closure are $3.9 million, of which $2.5 million, consisting of termination benefits, and $0.2 million, consisting of fixed asset impairments, were recorded as adjustments to goodwill in the three months ended June 30, 2006. Other estimated costs of $1.2 million, associated with relocating the Milton warehouse and equipment, will be expensed as incurred. The restructuring costs are recorded to goodwill as the overall plan to close the facility was identified prior to the Acquisition.

On January 26, 2006, the Company announced the closure of the Henry Pratt valve manufacturing facility in Dixon, Illinois, which is included in the Company s Mueller segment. The eventual closure of the facility is expected to occur by the end of the fiscal year 2006, resulting in the termination of approximately 100 employees. Total estimated costs related to this closure are $3.4 million, of which $1.0 million, consisting of termination benefits, and $1.4 million, consisting of fixed asset impairment charges, were recorded as adjustments to goodwill. The remaining other estimated costs of $1.0 million include costs to transfer and install equipment and temporary outsourcing of manufacturing and will be expensed when incurred. During the three and nine months ended June 30, 2006, $0.7 million and $1.0 million, respectively, of termination benefits and $1.4 million and $1.4 million, respectively, of fixed asset impairment charges were recorded as adjustments to goodwill. The restructuring costs are recorded to goodwill as the overall plan to close the facility was identified prior to the Acquisition.

On October 26, 2005, Walter announced plans to close U.S. Pipe s Chattanooga, Tennessee plant and transfer the valve and hydrant production of that plant to Mueller s Chattanooga, Tennessee and Albertville, Alabama plants. The eventual closure of the U.S. Pipe Chattanooga plant is expected to occur in calendar 2006, resulting in the termination of approximately 340 employees. Total exit costs are expected to approximate $49.9 million of which approximately $28.6 million qualify as restructuring and impairment charges. The remaining exit costs of $21.3 million were comprised of an inventory write-down totaling $11.4 million, a $9.0 million write-off of unabsorbed overhead costs, and $0.9 million of other related costs, of which $3.1 million and $21.3 million were recognized in cost of sales during the three months and nine months ended June 30, 2006, respectively.

Total estimated restructuring and impairment charges and the amounts recorded to restructuring expenses are as follows (in millions):

	Total estimated restructuring costs (dollars in millions)	**Restructuring & impairment charges expensed For the three months ended June 30, 2006**	**For the nine months ended June 30, 2006**
Termination benefits	$ 3.8	$ 0.4	$ 3.8
Other employee-related costs	3.3	(0.6)	3.3
Other associated costs	2.1		2.1
Impairment of property, plant and equipment	19.4	0.4	19.4
Total	$ 28.6	$ 0.2	$ 28.6

Termination benefits relating to the U.S. Pipe Chattanooga plant closure of $3.8 million consist primarily of severance related to staff reductions of hourly and salaried personnel. In addition, the Company recognized other employee-related costs (benefits) of approximately $(0.6) million and $3.3 million related to pension and other postretirement benefit obligations during the three and nine months ended June 30, 2006, respectively.

Other associated costs of $2.1 million principally include environmental liabilities.

Property impairment charges of $0.4 million and $19.4 million were recorded during the three and nine months ended June 30, 2006, respectively.

Activity in accrued restructuring was as follows (dollars in millions):

	For the three months ended June 30, 2006	For the nine months ended June 30, 2006
Beginning balance	$ 3.6	$
Restructuring expenses accrued	0.7	6.2
Restructuring accruals allocated to goodwill for plant closures identified prior to the Acquisition	3.8	3.8
Restructuring payments and charges	(2.0)	(3.9)
Ending balance	$ 6.1	$ 6.1

Note 5. Capital Stock

On June 1, 2006, the Company completed its IPO of 28.8 million shares of its Series A common stock at an offering price of $16.00 per share. The gross proceeds of $460.0 million were offset by $27.6 million in underwriter fees and $3.1 million of other costs associated with the IPO. The remainder of the proceeds will be used to pay down the Company s existing debt see Note 7 and Note 18.

Immediately prior to the issuance of the Series A stock, the Company issued 85.8 million shares of the Company s Series B common stock to Walter in exchange for one unit.

Holders of Series A common stock are entitled to one vote per share, and holders of Series B common stock are entitled to eight votes per share. Walter, which owns all of the Company s outstanding Series B common stock, holds 96.3% of the combined voting power of all of the Company s outstanding common stock as of June 30, 2006.

Note 6. Share-Based Compensation Plans

The stockholders of the Company approved the 2006 Stock Incentive Plan (the 2006 Plan), under which an aggregate of 8.0 million shares of the Company s common stock have been reserved for grant and issuance of awards of incentive stock options, nonstatutory stock options, restricted stock bonuses, restricted stock purchase rights, stock appreciation rights, phantom stock units, restricted stock units, performance share bonuses and performance share units. Generally, all of the employees (including executive officers), members of the Board of Directors, and employees of its designated subsidiaries and its affiliates are eligible to participate in the 2006 Plan.

Under the 2006 Plan, an award becomes exercisable at such times and in such installments as set by the Compensation Committee of the Board of Directors (generally, vesting occurs over three years in equal annual increments), but no award will be exercisable after the tenth anniversary of the date on which it is granted.

The Company records compensation costs for stock options and restricted stock units granted to employees based on the fair value at the grant dates as prescribed by SFAS No. 123(R), Share-Based

Payment , which requires that compensation costs related to share-based payment transactions be recognized in the financial statements over the period that an employee provides service in exchange for the award. Compensation cost for new and modified awards is recorded over the related vesting period of such awards.

The effect of share-based compensation on the financial performance of the Company for the three and nine months ended June 30, 2006 was as follows (in millions, except per share data):

	For the three months ended June 30, 2006	For the nine months ended June 30, 2006
Decrease in income from operations before income taxes	$ 0.5	$ 0.5
Decrease in net income	$ 0.2	$ 0.2
Cash outflow from operating activities	$	$
Cash inflow from financing activities	$	$
Decrease in basic and diluted earnings per share	$	$

During the three months and nine months ended June 30, 2006, the Company recorded share-based compensation expense associated with the 2006 Plan of approximately $0.5 million. These amounts are reflected in selling, general and administrative expenses and have been allocated to the reportable segments.

In addition to the share-based compensation expense associated with the 2006 Plan, certain of the Company s employees have been granted Walter restricted stock units and stock options under Walter s share-based compensation plans. The Company has expensed $0.2 million and $0.5 million related to the share-based compensation costs allocated from Walter for the three and nine months ended June 30, 2006, respectively.

A summary of activity related to stock options under the 2006 Plan as of June 30, 2006 and changes during the three months then ended is presented below:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value ($ millions)
Outstanding at March 31, 2006		$		
Granted	85,600	16.00		
Exercised				
Cancelled				
Outstanding at June 30, 2006	85,600	16.00	9.9	$ 0.1
Exercisable at June 30, 2006		$		$

Weighted average assumptions used to determine the grant-date fair value of options granted during the three months ended June 30, 2006 under the Black-Scholes method were:

Risk-free interest rate	5.05 %
Dividend yield	0.44 %
Expected life (years)	6.00
Volatility	31.80 %
Forfeiture rate	5.00 %

The risk-free interest rate is based on the U.S. Treasury yield in effect at the time of grant and has a term equal to the expected life. The expected dividend yield is based on the Company s estimated annual dividend payout at grant date. The expected term of the options represents the period of time the options are expected to be outstanding. Expected volatility is based on management s best estimate using the most recently disclosed data from a group of comparable companies. The Company incorporated the volatility data from comparable companies because of its limited historical share price information since the Company s IPO on June 1, 2006. Since the Company s 2006 Plan is at its inception, the Company does not have a sufficient history to estimate the expected pre-vesting forfeiture rate. Since the structure and terms of the plan are very similar to Walter s plan, the Company has decided it would be reasonable to use a pre-vesting forfeiture rate similar to Walter s current historical rate of approximately 5% as an initial estimate for the Company s plan. This initial estimate will be re-evaluated as the Company accumulates actual experience with the passage of time.

Approximately 1.1 million restricted stock units were granted during the three months ended June 30, 2006 and were outstanding at June 30, 2006. At June 30, 2006, the weighted-average remaining contractual term on the Company s restricted stock units was 2.9 years.

The weighted-average grant-date fair value of stock options and of restricted stock units granted during the three months and nine months ended June 30, 2006 was $6.52 for stock options and $16.00 for restricted stock untis. There were no stock options exercised during the three months ended June 30, 2006. As of June 30, 2006, there was approximately $17.8 million of unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the 2006 Plan; that cost is to be recognized over the three year period during which they vest.

Note 7. Borrowing Arrangements

Long-Term Debt *Long-term* debt consists of the following obligations:

	June 30, 2006	September 30, 2005
	(dollars in millions)	
2005 Mueller Credit Agreement	$ 795.7	$
10% senior subordinated notes(1)	331.7	
14¾% senior discount notes(2)	174.2	
Capital lease obligations	2.4	
	1,304.0	
Less current portion	(171.7)	
	$ 1,132.3	$

(1) The value of the 10% senior subordinated notes were recorded at fair value at October 3, 2005 which was an increase of $18.9 million over Predecessor Mueller s carrying amount. This amount is amortized over the life of the notes as a reduction to interest expense. As of June 30, 2006, the unamortized fair value adjustment was $16.7 million.

(2) The value of the 14¾% senior discount notes were recorded at fair value at October 3, 2005 which was an increase of $36.0 million over Predecessor Mueller s carrying amount. This amount is amortized over the remaining life of the notes as a reduction to interest expense. As of June 30, 2006 the unamortized fair value adjustment was $32.5 million.

2005 Mueller Credit Agreement: On October 3, 2005, Group entered into a credit agreement (the 2005 Mueller Credit Agreement) consisting of a $145 million senior secured revolving credit facility maturing in October 2010 (the 2005 Mueller Revolving Credit Facility) and a $1,050 million senior secured term loan maturing in October 2012 (the 2005 Mueller Term Loan). The 2005 Mueller Credit

Agreement is a secured obligation of Group and substantially all of its wholly-owned domestic subsidiaries. The 2005 Mueller Term Loan requires quarterly principal payments of $2.0 million through October 3, 2012, at which point in time the remaining principal outstanding is due. The commitment fee on the unused portion of the 2005 Mueller Revolving Credit Facility is 0.50% and the interest rate is a floating interest rate of 2.5% over LIBOR. The 2005 Mueller Term Loan carries a floating interest rate of 2.25% over LIBOR. As of June 30, 2006, the weighted average interest rate including interest rate swaps was 7.2% and the weighted average interest rate excluding interest rate swaps was 7.5%.

Proceeds from the 2005 Mueller Credit Agreement were $1,053.4 million, net of $21.6 million of underwriting fees and expenses which will be amortized over the life of the loans. The proceeds were used to finance the acquisition of Predecessor Mueller by Walter and to refinance existing indebtedness.

The 2005 Mueller Credit Agreement contains customary events of default and covenants, including covenants that restrict the ability of Group and certain of its subsidiaries to incur certain additional indebtedness, pay dividends, create or permit liens on assets, engage in mergers or consolidations, and certain restrictive financial covenants.

An amendment to the 2005 Mueller Credit Agreement made in January 2006 provides that in the event of an initial public offering, Group may pay annual dividends of up to $8.5 million to the Company to pay its common shareholders.

On June 1, 2006, the Company used $246.0 million of the $429.3 million in proceeds from the Company s IPO for a partial redemption of the outstanding 2005 Mueller Term Loan. A $4.1 million portion of the deferred financing fees related to the 2005 Mueller Term Loan was written off to interest expense as a result of this transaction during the three months ended June 30, 2006. In addition to this transaction, the Company paid $1.0 million of the outstanding 2005 Mueller Term Loan during the three months ended June 30, 2006.

10% Senior Subordinated Notes: In 2004, Mueller Group, Inc. (now, Mueller Group, LLC) issued $315 million principal face amount of 10% senior subordinated notes due 2012. The senior subordinated notes are guaranteed by each of Group s existing domestic restricted subsidiaries. The subordinated notes contain customary covenants and events of default, including covenants that limit Group s ability to incur debt, pay dividends and make investments. The effective interest rate was 8.0% as of the June 30, 2006 market value of the the notes.

On July 3, 2006, the Company used $123.1 million of the $429.3 million in proceeds from the Company s IPO for a partial redemption of $116.1 million of the senior subordinated notes, plus accrued interest of $1.8 million. The Company will record a $2.5 million charge to interest expense for the write-off of deferred financing fees.

14¾% Senior Discount Notes: In 2004, Predecessor Mueller issued 223,000 units, consisting of $223 million principal face amount of 14¾% senior discount notes due 2014 and warrants to purchase 24,487,383 shares of Predecessor Mueller s common stock. In connection with the Acquisition, these warrants were cancelled and converted into the right to receive cash equal to the number of shares of common stock into which the warrants would have been exercisable multiplied by the per-share merger consideration (less the exercise price per warrant). The senior discount notes remain senior unsecured obligations of the Company and are effectively subordinated to all of its existing and future secured debt and to all indebtedness and other liabilities of the Company s subsidiaries, including Group. The senior discount notes do not require cash interest payments until April 2009. The effective interest rate was 10.6% as of the June 30, 2006 market value of the notes.

On July 3, 2006, the Company used $60.2 million of the proceeds from its IPO for a partial redemption of $61.0 million of the senior discount notes. The Company will record a $1.0 million charge to interest expense for the write-off of deferred financing fees.

Capital Leases *The* Company leases automobiles under capital lease arrangements that expire over the next four years.

Interest Rate Swaps **These** hedges are described in Note 8 and comply with covenants contained in the 2005 Mueller Credit Agreement.

Distributions from Group **The Company** has no material assets other than its ownership of Group s capital stock and accordingly depends upon distributions from Group to satisfy its cash needs. The Company s principal cash needs will be debt service on its senior discount notes due 2014. These senior discount notes do not require cash interest payments until 2009 and contain restrictive covenants that will, among other things, limit the ability of the Company and its subsidiaries (including Group) to incur debt, pay dividends and make investments. Neither Group nor any of its subsidiaries guarantee these notes. The Company, however, is a holding company and its ability to pay interest on the notes will be dependent upon the receipt of dividends from its subsidiaries. Group is the Company s only direct subsidiary. However, the terms of Group s borrowing arrangements significantly restrict its ability to pay dividends to the Company.

Note 8. Derivative Financial Instruments

Interest Rate Swaps *On* October 27, 2005, Group entered into six interest rate hedge transactions with a cumulative notional amount of $350 million. The swap terms are between one and seven years with five separate counter-parties. The objective of the hedges is to protect the Company against rising LIBOR interest rates that would have a negative effect on the Company s cash flows due to changes in interest payments on its 2005 Mueller Term Loan. The structure of the hedges are a one-year 4.617% LIBOR swap of $25 million, a three-year 4.740% LIBOR swap of $50 million, a four-year 4.800% LIBOR swap of $50 million, a five-year 4.814% LIBOR swap of $100 million, a six-year 4.915% LIBOR swap of $50 million, and a seven year 4.960% LIBOR swap of $75 million. These swap agreements call for the Company to make fixed rate payments over the term at each swap s stated fixed rate and to receive payments based on three month LIBOR from the counter-parties. These swaps will be settled quarterly over their lives and will be accounted for as cash flow hedges. As such, changes in the fair value of these swaps that take place through the date of maturity will be recorded in Accumulated Other Comprehensive Income (Loss). These hedges comply with covenants contained in the 2005 Mueller Credit Agreement.

Group also has two interest rate hedge agreements that existed as of October 3, 2005: a two-year 3.928% LIBOR swap that matures in May 2007 and a two-year 4.249% LIBOR swap that matures in April 2007. The changes in fair value of these two swaps were recorded as interest expense in the Statements of Operations until achieving hedge effectiveness in October 2005 and November 2005, respectively, at which times such changes in fair value were recorded in Accumulated Other Comprehensive Income (Loss).

The Company recorded an unrealized gain from its interest rate swap contracts, net of tax, of $5.3 million at June 30, 2006 in Accumulated Other Comprehensive Income (Loss).

Forward Foreign Currency Exchange Contracts *The* Company entered into forward exchange contracts primarily to hedge currency fluctuations from transactions (primarily an intercompany loan and anticipated inventory purchases) denominated in foreign currencies, thereby limiting the risk that would otherwise result from changes in foreign currency exchange rates. The majority of the Company s exposure to currency fluctuations is in Canada. Gains and losses on the forward foreign currency exchange contracts are expected to be offset by losses / gains on identified underlying foreign currency exchange transactions. As of June 30, 2006, the Company had entered into forward foreign currency exchange contracts at a notional amount of $8.7 million to protect anticipated inventory purchases over the next three months by its Canadian operations. With these hedges, the Company purchases U.S. dollars and sells Canadian dollars at an average exchange rate of $0.885.

The Company has also entered into hedges protecting the Company from currency fluctuations from its Canadian-denominated intercompany loan. The hedges have a notional value of $37.3 million and mature over the next three years. With these hedges, the Company sells Canadian dollars for U.S. dollars at an exchange rate of $0.8681. Gains or losses on these hedges will be recorded in earnings. The loss on the hedges for the three months and nine months ended June 30, 2006 was $1.6 million and $1.6 million, respectively.

Note 9. Interest Expense Arising from Related Party Payable to Walter Industries

Interest expense associated with the outstanding debt payable to Walter was allocated to the Company up to the date of the Acquisition based upon the outstanding balance of the intercompany note. On October 3, 2005, the intercompany note to Walter of $443.6 million was forgiven and contributed to capital. Intercompany interest expense was zero and $4.9 million for the three months ended June 30, 2006 and 2005, respectively, and was zero and $15.9 million for the nine months ended June 30, 2006 and 2005, respectively.

Note 10. Pension and Other Postretirement Benefits

The components of net periodic benefit cost for pension and postretirement benefits for the three months and nine months ended June 30, 2006 and 2005 are as follows:

	Pension Benefits For the three months ended June 30,		**Other Benefits For the three months ended June 30,**	
	2006	**2005**	**2006**	**2005**
	(dollars in millions)			
Components of net periodic benefit cost:				
Service cost	$ 2.0	$ 1.3	$ 0.1	$ 0.1
Interest cost	4.7	3.1	0.4	0.3
Expected return on plan assets	(4.9)	(3.5)		
Amortization of prior service cost		0.1	(0.7)	(0.6)
Amortization of net loss (gain)	1.2	0.8	(0.3)	(0.2)
Curtailment and termination benefits loss (gain)	0.1		(0.6)	
Net periodic benefit cost	$ 3.1	$ 1.8	$ (1.1)	$ (0.4)

	Pension Benefits For the nine months ended June 30,		**Other Benefits For the nine months ended June 30,**	
	2006	**2005**	**2006**	**2005**
	(dollars in millions)			
Components of net periodic benefit cost:				
Service cost	$ 5.9	$ 3.7	$ 0.5	$ 0.3
Interest cost	14.1	9.4	1.0	1.0
Expected return on plan assets	(14.7)	(10.1)		
Amortization of prior service cost	0.2	0.3	(1.9)	(1.9)
Amortization of net loss (gain)	3.5	2.4	(0.7)	(0.6)
Curtailment and termination benefits loss (gain)	5.0		(1.7)	0.3
Net periodic benefit cost	$ 14.0	$ 5.7	$ (2.8)	$ (0.9)

The curtailment and termination benefits loss (gain) shown in the schedule above are related to the closure of the U.S. Pipe Chattanooga, Tennessee plant as described in Note 4. These components of net periodic benefit cost for pension and postretirement plans were charged to restructuring expense in the statement of operations.

For the three months and nine months ended June 30, 2006, the Company had contributions to its pension plans of $2.9 million. The Company anticipates contributing approximately $5.3 million to fund its pension plans in fiscal 2006 and may make further discretionary payments.

Note 11. Goodwill and Identifiable Intangibles

Goodwill and intangible assets that have an indefinite life are not amortized, but instead are tested for impairment annually (or more frequently if events or circumstances indicate possible impairments) using both a discounted cash flow method and a market comparable method. Definite-lived intangible assets are amortized over their respective estimated useful lives and reviewed for impairment if events or circumstances indicate possible impairment. The Company uses an estimate of future undiscounted net cash flows of the related asset or asset grouping over the remaining life in measuring whether the assets are recoverable.

Identifiable intangible assets consist of the following:

	June 30, 2006	
	Cost	Accumulated Amortization
	(dollars in millions)	
Definite-lived intangible assets		
Technology	$ 63.0	$ 4.9
Customer relationships	397.6	16.1
	460.6	21.0
Indefinite-lived intangible assets		
Trade name and trademarks	403.0	
	$ 863.6	$ 21.0

Identifiable intangible assets, net, were $842.6 million at June 30, 2006, compared to zero at September 30, 2005. The increase primarily represents the allocation of purchase price of the Acquisition of $855.9 million as of October 3, 2005. During the three months ended March 31, 2006, there was an addition of $6.7 million of technology intangibles related to the acquisition of CCNE, L.L.C. in January 2006. During the three months ended June 30, 2006 there was an adjustment to the purchase price allocation of the Acquisition to increase customer relationships by $1.0 million and decrease goodwill by the same amount. Amortization expense was $7.4 million and $21.0 million for the three and nine months ended June 30, 2006, respectively.

Goodwill was $860.7 million at June 30, 2006, compared to $58.4 million at September 30, 2005. The following adjustments have been recorded during the nine months ended June 30, 2006:

(dollars in millions)	
Balance at September 30, 2005	$ 58.4
Allocation of the purchase price of Predecessor Mueller, as adjusted	799.8
Final working capital and cash adjustments to the purchase price of Predecessor Mueller	(10.5)
Acquisition of Hunt Industries	6.8
Restructuring items allocated to goodwill for plant closures identified prior to the Acquisition	6.2
Balance at June 30, 2006	$ 860.7

Goodwill is expected to increase as the Company implements facility rationalizations that were formally identified prior to the Acquisition up to, and no later than, October 3, 2006. Certain facility rationalization costs, primarily related to severance, will be recorded as a liability at the time identified as permitted under accounting principles generally accepted in the United States of America, with a corresponding increase in goodwill. All closure costs related to the shut-down of the U.S. Pipe Chattanooga facility (as described in Note 4) have been charged to operating expenses and are not reflected as a component of goodwill.

Note 12. Supplementary Balance Sheet Information

Selected supplementary balance sheet information is presented below:

	June 30, 2006	**September 30, 2005**
	(dollars in millions)	
Inventories		
Purchased materials and manufactured parts	$ 75.8	$ 30.6
Work in process	119.0	15.5
Finished goods	271.4	101.1
	$ 466.2	$ 147.2

	June 30, 2006	**September 30, 2005**
	(dollars in millions)	
Property, plant and equipment		
Land	$ 25.6	$ 11.3
Buildings	89.0	33.8
Machinery and equipment	534.1	401.7
Other	39.7	16.2
Accumulated depreciation	(350.2)	(313.8)
	$ 338.2	$ 149.2

	June 30, 2006	**September 30, 2005**
	(dollars in millions)	
Accrued expenses and other current liabilities		
Vacations and holidays	$ 14.7	$ 4.5
Workers compensation and comprehensive liability	6.4	2.9
Accrued payroll and bonus	17.3	3.9
Accrued sales commissions	4.3	1.0
Accrued other taxes	6.2	2.1
Accrued warranty claims	4.1	4.7
Accrued environmental claims	3.4	4.0
Accrued income taxes payable (receivable)	(7.0)	5.5
Accrued cash discounts and rebates	18.5	4.8
Accrued interest	11.1	
Other	27.0	1.3
	$ 106.0	$ 34.7

Note 13. Supplementary Income Statement Information

The components of interest expense, net of interest income are presented below:

	Three months ended		Nine months ended	
	June 30, 2006	June 30, 2005	June 30, 2006	June 30, 2005
	(dollars in millions)			
Interest expense, net of interest income:				
Interest expense	$ 28.9	$	$ 87.5	$ 0.3
Deferred financing fee amortization	1.2		3.7	
Write off of bridge loan commitment fees			2.5	
Write off of deferred financing fees	4.1		4.1	
Interest rate swap gains			(0.5)	
Total interest expense	34.2		97.3	0.3
Interest income	(2.3)		(3.1)	
Total interest expense, net of interest income	$ 31.9	$	$ 94.2	$ 0.3

The bridge loan commitment fees represent fees paid to lenders to make available to the Company a bridge loan commitment to repurchase the 14¾% senior discount notes and 10% senior subordinated notes from the holders of such notes under the terms of the change of control provisions of the indentures. No notes were tendered under the offer and the bridge loan was not used. The related commitment fees were charged to interest expense during the three months ended December 31, 2005.

On June 1, 2006, Group used $246.0 million of the proceeds from the Company s initial public offering to prepay a portion of the outstanding 2005 Mueller Term Loan. A $4.1 million portion of the deferred financing fees related to the 2005 Mueller Term Loan was written off as a result of this transaction during the three months ended June 30, 2006.

Note 14. Net Income (Loss) Per Share

A reconciliation of the basic and diluted net income (loss) per share computations for the three and nine months ended June 30, 2006 and 2005 are as follows (in millions, except per share data):

	For the three months ended June 30,			
	2006		2005	
	Basic	Diluted	Basic	Diluted
Numerator:				
Net income	$ 38.8	$ 38.8	$ 3.6	$ 3.6
Denominator:				
Average number of common shares outstanding	95.3	95.3	85.8	85.8
Effect of dilutive securities:				
Stock options and restricted stock units(a)				
	95.3	95.3	85.8	85.8
Net income per share	$ 0.41	$ 0.41	$ 0.04	$ 0.04

	For the nine months ended June 30,			
	2006		2005	
	Basic	Diluted	Basic	Diluted
Numerator:				
Net loss	$ (11.8)	$ (11.8)	$ (7.1)	$ (7.1)
Denominator:				
Average number of common shares outstanding	89.0	89.0	85.8	85.8
Effect of dilutive securities:				
Stock options and restricted stock units(a)				
	89.0	89.0	85.8	85.8
Net loss per share	$ (0.13)	$ (0.13)	$ (0.08)	$ (0.08)

(a) Represents the number of shares of common stock issuable on the exercise of dilutive employee stock options and restricted stock units less the number of shares of common stock, which could have been purchased with the proceeds from the exercise of such awards. These purchases were assumed to have been made at the higher of either the market price of the common stock at the end of the period or the average market price for the period.

Note 15. Segment Information

Prior to the Acquisition on October 3, 2005, the Company had one segment U.S. Pipe. As of June 30, 2006, the Company s operations consisted of three operating segments: Mueller, U.S. Pipe and Anvil. These segments are organized based on products and are consistent with how the operating segments are managed, how resources are allocated, and how information is used by the chief operating decision maker. The Mueller segment is a manufacturer of valves, fire hydrants and other related products utilized in the distribution of water and gas and in water and wastewater treatment facilities. The U.S. Pipe segment is a manufacturer of ductile iron pressure pipe, fittings and other cast iron products used primarily for major water and wastewater transmission and collection systems. The Anvil segment is a manufacturer of cast iron and malleable iron pipe fittings, ductile iron couplings and fittings, pipe hangers and other related products for the fire protection, plumbing, heating, mechanical, construction, retail hardware and other related industries. The accounting policies of the segments are the same as those described in the summary of significant accounting policies.

Intersegment sales and transfers are made at established intersegment selling prices generally intended to cover costs. The determination of segment earnings does not reflect allocations of certain corporate expenses not directly attributable to segment operations and intersegment eliminations, which is designated as Corporate in the segment presentation, and is before interest expense, net of interest income, and income taxes. Corporate expenses include those costs incurred by Mueller s corporate function and do not include any allocated costs from Walter. Costs allocated by Walter to the Company are recorded in the determination of U.S. Pipe s operating income. Corporate costs include those costs related to financial and administrative matters, treasury, risk management, human resources, legal counsel, and tax functions. Corporate assets include cash, deferred tax assets and deferred financing fees. These assets have not been pushed down to the Company s segments and are maintained as Corporate items. Therefore, segment earnings are not reflective of results on a stand-alone basis. See also Note 2 regarding Related Party Allocations from Walter which are recorded by U.S. Pipe and Corporate and are reflected in the Company s consolidated SG&A expenses.

Segment assets consist primarily of accounts receivable, inventories, property, plant and equipment, goodwill, and identifiable intangibles. Summarized financial information for the Company s segments follows:

	Three months ended June 30, 2006 (dollars in millions)	2005	Nine months ended June 30, 2006	2005
Net sales:				
Mueller	$ 225.5	$	$ 599.0	$
U.S. Pipe	143.8	162.0	434.6	427.8
Anvil	136.5		396.7	
Consolidating eliminations	(5.8)		(15.0)	
Consolidated	$ 500.0	$ 162.0	$ 1,415.3	$ 427.8
Income (loss) from operations:				
Mueller	$ 56.8	$	$ 92.2	$
U.S. Pipe	7.6	10.3	(27.4)	11.6
Anvil	12.2		15.7	
Corporate expense(1)	(7.4)		(22.7)	
Consolidating eliminations	0.2		(0.4)	
Consolidated	$ 69.4	$ 10.3	$ 57.4	$ 11.6
Depreciation and amortization:				
Mueller	$ 13.0	$	$ 37.9	$
U.S. Pipe	5.4	6.6	17.0	19.7
Anvil	6.2		17.5	
Corporate			0.2	
Consolidated	$ 24.6	$ 6.6	$ 72.6	$ 19.7
Facility rationalization, restructuring and related costs:				
Mueller	$	$	$	$
U.S. Pipe	0.2		28.6	
Anvil				
Consolidated	$ 0.2	$	$ 28.6	$
Capital expenditures:				
Mueller	$ 9.7	$	$ 24.1	$
U.S. Pipe	3.8	4.5	14.3	15.7
Anvil	3.6		9.5	
Corporate			0.1	
Consolidated	$ 17.1	$ 4.5	$ 48.0	$ 15.7

(1) Includes certain expenses not allocated to segments.

	June 30, 2006 (dollars in millions)	September 30, 2005
Total assets:		
Mueller	$ 1,917.8	$
U.S. Pipe	401.1	495.4
Anvil	499.0	
Corporate	373.3	
Consolidated	$ 3,191.2	$ 495.4
Goodwill:		
Mueller	$ 718.5	$
U.S. Pipe	58.4	58.4
Anvil	83.8	
Consolidated	$ 860.7	$ 58.4
Identifiable intangibles:		
Mueller	$ 753.7	$
U.S. Pipe		
Anvil	88.9	
Consolidated	$ 842.6	$

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:

	Three months ended June 30, 2006 (dollars in millions)	Three months ended June 30, 2005	Nine months ended June 30, 2006	Nine months ended June 30, 2005
Net sales:				
United States	$ 430.8	$ 158.1	$ 1,249.1	$ 416.8
Canada	67.4		161.3	
Other Countries	1.8	3.9	4.9	11.0
	$ 500.0	$ 162.0	$ 1,415.3	$ 427.8

	June 30, 2006 (dollars in millions)	September 30, 2005
Property, plant and equipment, net:		
United States	$ 317.8	$ 149.2
Canada	18.9	
Other Countries	1.5	
	$ 338.2	$ 149.2

Note 16. Commitments and Contingencies

Income Tax Litigation

A controversy exists with regard to federal income taxes for fiscal years 1980 through 1994 allegedly owed by the Walter consolidated group, which included the U.S. Pipe segment during these periods. It is estimated that the amount of tax presently claimed by the IRS is approximately $34.0 million for issues currently in dispute in bankruptcy court for matters unrelated to the Company. This amount is subject to interest and penalties. In addition, the Internal Revenue Service has issued a Notice of Proposed

Deficiency assessing additional tax of $80.4 million for the fiscal years ended May 31, 2000, December 31, 2000, and December 31, 2001. The proposed adjustments relate primarily to Walter s method of recognizing revenue on the sale of homes and interest income on the related installment notes receivable. Under tax law, the Company is jointly and severally liable for any final tax determination. However, Walter and its affiliates believe that their tax filing positions have substantial merit and intend to defend vigorously any claims asserted. Walter believes that it has an accrual sufficient to cover the estimated probable loss, including interest and penalties. There are no charges or accruals in the Company s accounts related to these issues since these matters do not relate to the operations of the Company.

Environmental Matters

The Company is subject to a wide variety of laws and regulations concerning the protection of the environment, both with respect to the construction and operation of many of its plants and with respect to remediating environmental conditions that may exist at its own and other properties. The Company believes that it is in substantial compliance with federal, state and local environmental laws and regulations. The Company accrues for environmental expenses resulting from existing conditions that relate to past operations when the costs are probable and reasonably estimable. Expenses charged to the statement of operations for compliance of ongoing operations and for remediation of environmental conditions arising from past operations were approximately $0.6 million and $0.2 million in the three months ended June 30, 2006 and 2005, respectively, and were approximately $1.8 million and $0.5 million in the nine months ended June 30, 2006 and 2005, respectively. Because environmental laws and regulations continue to evolve and because conditions giving rise to obligations and liabilities under environmental laws are in some circumstances not readily identifiable, it is difficult to forecast the amount of such future environmental expenditures or the effects of changing standards on future business operations or results. Consequently, the Company can give no assurance that such expenditures will not be material in the future. The Company capitalizes environmental expenditures that increase the life or efficiency of property or that reduce or prevents environmental contamination. Capital expenditures for environmental requirements are anticipated to average approximately $6.3 million per year in the next five years. Capital expenditures for environmental requirements were approximately $0.5 million and $0.2 million in the three months ended June 30, 2006 and 2005, respectively, and were approximately $1.5 million and $1.6 million in the nine months ended June 30, 2006 and 2005, respectively.

The Company has implemented an Administrative Consent Order (ACO) for its Burlington, New Jersey plant that was required under the New Jersey Environmental Cleanup Responsibility Act (now known as the Industrial Site Recovery Act). The ACO required soil and ground water cleanup, and the Company has completed, and has received final approval on, the soil cleanup required by the ACO. U. S. Pipe is continuing to address ground water issues at this site. Further remediation could be required. These remediation costs are expected to be minimal. Long-term ground water monitoring will be required to verify natural attenuation. It is not known how long ground water monitoring will be required. Management does not believe monitoring or further cleanup costs, if any, will have a material adverse effect on the financial condition or results of operations of the Company.

The Federal Comprehensive Environmental Response, Compensation and Liability Act (CERCLA) generally imposes liability, which may be joint and several and is without regard to fault or the legality of waste generation or disposal, on certain classes of persons, including owners and operators of sites at which hazardous substances are released into the environment (or pose a threat of such release), persons that disposed or arranged for the disposal of hazardous substances at such sites, and persons who owned or operated such sites at the time of such disposal. CERCLA authorizes the EPA, the States and, in some circumstances, private entities to take actions in response to public health or environmental threats and to seek to recover the costs they incur from the same classes of persons. Certain governmental authorities can also seek recovery for damages to natural resources. Currently, U.S. Pipe has been identified as a potentially responsible party (PRP) by the EPA under CERCLA with respect to cleanup of hazardous substances at a superfund site located in Anniston, Alabama, and U.S. Pipe is among many PRP s at the site, a significant number of which are substantial companies.

With respect to the site located in Anniston, the PRP s have negotiated an administrative consent order with the EPA. Based on these negotiations, management estimates the Company s share of liability for cleanup, after allocation among several PRP s, will be approximately $4.0 million, which was accrued in 2004. Civil litigation in respect of the site is also ongoing as follows: a suit for contribution by another Anniston PRP and a putative class action lawsuit against 18 foundries in the Anniston, Alabama area alleging state law tort claims in the creation and disposal of foundry sand alleged to contain lead and PCB s and seeking damages for personal injury and property damage. Management believes that the likelihood of liability in the contribution litigation is remote. The class action lawsuit is still in early stages of litigation and no substantive discovery has taken place yet. In addition, management believes that both procedural and substantive defenses would be available to the Company should this litigation proceed. Accordingly, management believes that presently, there is no reasonable basis for management to form a view with respect to the probability of liability in the putative class action matter.

The Company s Anvil segment entered into a Consent Order with the Georgia Department of Natural Resources regarding alleged hazardous waste violations at Anvil s former foundry facility in Statesboro, Georgia. Pursuant to the Consent Order, Anvil agreed to pay a monetary fine of $50,000 and pay an additional $50,000 to fund a supplemental environmental project. Anvil has also agreed to perform various investigatory and remedial actions at the foundry and its landfill. The total costs are estimated to be between $1.2 million and $1.4 million. The Company maintains an adequate reserve to cover these estimated costs.

Over the next two and one-half years, the Company could potentially incur between $18.0 million and $22.0 million of capital costs at its 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.

Although no assurances can be given that the Company will not be required in the future to make material expenditures relating to environmental laws or legally mandated site clean-up, management does not believe at this time that the compliance and cleanup costs, if any, associated with the current laws and sites for which the Company has cleanup liability or any other future sites will have a material adverse effect on the financial condition or results of operations of the Company, but such cleanup costs could be material to results of operations in a reporting period.

In 2004, the Company entered into a settlement and release agreement with a former insurer whereby the former insurer paid $1.9 million, net of legal fees, to the Company for historical insurance claims, previously expensed as incurred by the Company. Such claims had not previously been submitted to the insurance company for reimbursement. The Company released the insurer of both past and future claims, and recorded a $1.9 million reduction to selling, general and administrative expenses in 2004.

In 2005, the Company entered into a settlement and release agreement with a former insurer whereby the former insurer agreed to pay $5.1 million, net of legal fees, to the Company for historical insurance claims previously expensed as incurred by the Company. Such claims had not previously been submitted to the insurance company for reimbursement. The Company released the insurer of both past and future claims. During 2005, the Company received $2.8 million in cash and the remainder was received during the quarter ended March 31, 2006. The Company recorded a $5.1 million reduction to selling, general and administrative expenses in 2005.

Under the terms of the agreement whereby Tyco International sold the Mueller and Anvil businesses in August 1999 to prior owners (the August 1999 Tyco Transaction), Tyco agreed to indemnify the

Company s predecessor-in-interest (Predecessor Mueller), and, by legal succession, the Company and its affiliates, for all Excluded Liabilities . Excluded Liabilities include, among other things, substantially all environmental liabilities relating to the time prior to the August 1999 Tyco Transaction. The indemnity survives indefinitely, is not subject to any deductibles or caps, and continues with respect to the Company s current operations, other than those operations acquired since the August 1999 Tyco Transaction, including the operations of the U.S. Pipe segment. If Tyco ever becomes financially unable to, or otherwise fails to comply with the terms of the indemnity, the Company may be responsible for the Tyco-indemnified obligations. In addition, Tyco s indemnity does not cover environmental liabilities to the extent caused by the Company or Predecessor Mueller or the operation of the Company s business after the August 1999 Tyco Transaction, nor does it cover environmental liabilities arising with respect to businesses or sites acquired after the August 1999 Tyco Transaction, which would include the U.S. Pipe business and facilities.

Miscellaneous Litigation

In 2003, the Company increased its accruals for outstanding litigation by approximately $6.5 million, principally related to the settlement of a class action employment matter. The settlement was finalized in May 2004 for an amount approximating the accrual.

The Los Angeles Department of Water and Power, ex rel. Nora Armenta (Armenta) filed suit against the Company s subsidiaries, James Jones Company and Mueller Co. (Superior Court, Los Angeles County, California; Case No. BC 173487) on June 27, 1997. In addition, the City of Banning (City of Banning) filed suit against the Company s subsidiaries, James Jones Company and Mueller Co. (Superior Court, Los Angeles County; Case No. BC 321513) on September 15, 2004. The Armenta matter is a false claims lawsuit brought on behalf of cities, water districts and municipalities alleging that the defendants sold allegedly non-conforming public water system parts to various government entities. The lawsuit seeks consequential damages, penalties and punitive damages relating to the repair and replacement of the water systems to remove the allegedly non-conforming parts. Mueller Co., which had also been named as a defendant in the Armenta matter, brought a summary judgment motion and was dismissed from this litigation in January 2004; James Jones Company remains a defendant in the action. On September 15, 2004, the Armenta trial court ruled against the intervention of approximately 30 municipalities that had failed to intervene within the time deadlines previously specified by the court. The trial court also ruled that the majority of municipalities that had purchased James Jones products from contractors or distributors, were not in privity with the James Jones Company and were not entitled to punitive damages. Following the Armenta court s ruling, the water districts and municipalities filed the City of Banning action against the James Jones Company and Watts (former parent company of James Jones Company), alleging fraud and intentional misrepresentation. This lawsuit is based on the same underlying facts as the Armenta lawsuit. Any liability associated with these lawsuits is covered by the Tyco indemnity, and the defense is being paid for and conducted by Tyco, all in accordance with the indemnity obligation of Tyco described above in *Environmental Matters*.

Some of the Company s subsidiaries have been named as defendants in a small number of asbestos-related lawsuits. The Company does not believe these lawsuits, either individually or in the aggregate, are material to its financial position or results of operations.

The Company is a party to a number of other lawsuits arising in the ordinary course of business. The Company provides for costs relating to these matters when a loss is probable and the amount is reasonably estimable. The effect of the outcome of these matters on the Company s future results of operations cannot be predicted with certainty as any such effect depends on future results of operations and the amount and timing of the resolution of such matters. While the results of litigation cannot be predicted with certainty, the Company believes that the final outcome of such other litigation will not have a materially adverse effect on the Company s financial statements.

Commitments and Contingencies Other

As part of the acquisition on January 15, 2004 of the business of Star Pipe, Inc. (Star), Anvil has agreed to a future payment to be made to the seller Star to the extent that the gross profit of the acquired business exceeds a targeted gross profit. The maximum potential payment amount is $23 million. Management currently estimates the payment could total approximately $3 million to $6 million for the payment period that began February 1, 2004 and ends January 31, 2007. The payment amount indicated above is based on management s best estimate, but the actual adjustment could be materially different. The liability for such payment will be recorded at the end of the payment period, in accordance with the purchase agreement, with a corresponding increase to goodwill.

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.

Note 17. Income Taxes

The Company calculates its effective tax rate under the principles of APB 28 which requires that an estimated annual effective tax rate be determined and applied to the pre-tax income. During the quarter ended June 30, 2006, the Company changed the annual effective tax rate to 68% from 32%, based on its latest earnings projection for 2006. The Company recorded an income tax benefit of $13.3 million to account for the change in rates during the quarter ended June 30, 2006. The difference between the federal and state statutory tax rates and the effective tax rate is due to the net unfavorable permanent difference for non deductible interest, partially offset by a favorable permanent difference for a deduction related to domestic manufacturing activity.

Note 18. Subsequent Events

On July 3, 2006, the Company used $183.3 million of cash proceeds from the IPO for a partial redemption of $116.1 million of the 10% senior subordinated notes, plus accrued interest of $1.8 million and for a partial redemption of $61.0 million of the 14 ¾% senior discount notes. The Company will record a $3.5 million charge to interest expense for the write-off of deferred financing fees.

Note 19. New Accounting Pronouncements

In June 2006, the FASB ratified EITF No. 06-3 How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That Is, Gross versus Net Presentation) (EITF 06-3). EITF 06-3 addresses the income statement presentation of any tax collected from customers and remitted to a government authority and concludes the presentation of taxes on either a gross basis or a net basis is an accounting policy decision that should be disclosed pursuant to APB Opinion No. 22 Disclosure of Accounting Policies. This is effective for interim and annual reporting periods beginning after December 15, 2006 and will require the financial statement disclosure of any significant taxes recognized on a gross basis. The Company has not yet determined what effect, if any, the adoption of this interpretation will have on its consolidated financial statements.

In July 2006, the FASB issued final Interpretation (FIN) No. 48, Accounting for Uncertainty in Income Taxes , which defines the minimum recognition threshold a tax provision must meet before being recognized in the financial statements. This interpretation also provides guidance on derecognition of income tax assets and liabilities, classification of current and deferred income tax assets and liabilities, accounting for interest and penalties associated with tax positions, accounting for income taxes in interim periods, and income tax disclosures. FIN No. 48 applies to all tax positions related to income taxes subject to SFAS No. 109, Accounting for Income Taxes . The Company has not yet determined what effect, if any, the adoption of this interpretation, which becomes effective October 1, 2007, will have on its consolidated financial statements.

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 third fiscal quarter ends on June 30.

Overview

Organization

The registrant is Mueller Water Products, Inc., a Delaware corporation (Mueller Water or the Company). The Company is the surviving corporation of the merger on February 2, 2006 of Mueller Water Products, LLC (Commission File Number: 333-116590) and Mueller Water Products Co-Issuer, Inc. with and into Mueller Holding Company, Inc., a Delaware corporation. On June 1, 2006, Mueller Water completed its initial public offering (IPO) of its Series A common stock (NYSE: MWA). Walter Industries, Inc. (Walter) is the holder of all of the Company s outstanding Series B common stock. The Company was a wholly-owned subsidiary of Walter.

On October 3, 2005, through a series of transactions (the Acquisition), Walter, through a wholly-owned subsidiary, acquired all outstanding shares of capital stock of Mueller Water Products, Inc. (Predecessor Mueller), which immediately was converted into Mueller Water Products, LLC, a Delaware limited liability company and contributed United States Pipe and Foundry Company, LLC, (U.S. Pipe), owned by Walter since 1969, to the acquired company. In accordance with generally accepted accounting principles, for accounting purposes U.S. Pipe is treated as the acquirer of Predecessor Mueller. Accordingly, effective October 3, 2005, U.S. Pipe s basis of accounting is used for the Company and all historical financial data of the Company included in this report on Form 10-Q, is that of U.S. Pipe. The results of operations of Predecessor Mueller are included in the Consolidated Statements of Operations beginning October 3, 2005.

The Company was originally organized as United States Pipe and Foundry Company, Inc. (Inc.) and was a wholly-owned subsidiary of Walter Industries, Inc., a diversified New York Stock Exchange traded company (NYSE: WLT). On September 23, 2005, Inc. was dissolved and United States Pipe and Foundry Company, LLC was organized in the state of Alabama, and the operations of Inc. were conducted under the form of a limited liability company.

In December 2005, U.S. Pipe changed its fiscal year-end to September 30, which coincides with the fiscal year end of Predecessor Mueller. Beginning with the quarter ended December 31, 2005, the Company has three operating segments which are named after our leading brands in each segment: Mueller, U.S. Pipe, and Anvil.

Consistent with generally accepted accounting principles, the discussion of the Company s results of operations for the three and nine months ended June 30, 2006 includes the financial results of Predecessor Mueller from the Acquisition date. The inclusion of these results, plus the continuing integration process, may render direct comparison with the results for prior periods less meaningful. Accordingly, the discussion below addresses, where appropriate, trends that we believe are significant, separate and apart from the impact of the Acquisition. Supplemental information with comparisons of the three and nine months ended June 30, 2006 Statements of Operations data to the pro forma three and nine months ended June 30, 2005 Statements of Operations data is provided below under the subheadings Supplemental Information Results of Operations for the Three Months Ended June 30, 2006 Compared to Pro Forma Results of Operations for the Three Months Ended June 30, 2005 and

Supplemental Information Results of Operations for the Nine Months Ended June 30, 2006 Compared to Pro Forma Results of Operations for the Nine Months Ended June 30, 2005.

Business

We are a leading North American manufacturer of a broad range of water infrastructure and flow control products for use in water distribution networks, water and wastewater treatment facilities, gas distribution and piping systems. We manage our business and report operations through three operating segments, based largely on the products they sell and the markets they serve. Our segments are named after lead brands in each segment:

- *Mueller*. The Mueller segment produces and sells hydrants, valves and related products primarily to the water and wastewater infrastructure markets. Sales of our Mueller segment products are driven principally by spending on water and wastewater infrastructure upgrade, repair and replacement and new water and wastewater infrastructure. Subsequent to the Acquisition, effective January 1, 2006, U.S. Pipe transferred its valve and hydrant business to our Mueller segment. Mueller segment sales are estimated to be approximately 50% for new infrastructure, with the remainder for upgrade, repair and replacement. A significant portion of Mueller s sales are made through its broad distributor network. For most of our Mueller segment products, which are sold through independent distributors, end-users choose the brand or establish product specifications. We believe our reputation for quality, extensive distributor relationships, installed base and coordinated marketing approach have helped our Mueller segment products to be specified as an approved product for use in most major metropolitan areas throughout the United States.

- *U.S. Pipe*. The U.S. Pipe segment produces and sells ductile iron pressure pipe, restraint joints and fittings and related products to the water infrastructure market. U.S. Pipe products are sold primarily to water works distributors, contractors, municipalities, private utilities and other governmental agencies. A substantial percentage of ductile iron pressure pipe orders result from contracts that are bid by contractors or directly issued by municipalities or private utilities. To support our customers inventory and delivery requirements, U.S. Pipe utilizes numerous storage depots throughout the country.

- *Anvil*. The Anvil segment produces, sources and sells pipe fittings, pipe hangers and pipe nipples and a variety of related products primarily to the commercial fire protection piping systems and HVAC applications market. Sales of our Anvil segment products are driven principally by spending on non-residential construction projects.

Developments and Trends

The Acquisition of Predecessor Mueller on October 3, 2005, as well as other developments, trends and factors may impact our future results including the following:

- Recent price increases in brass ingot, which contains approximately 85% copper, have increased the overall cost of manufacturing certain Mueller segment products, including certain hydrant and valve components. During the current period, the Mueller segment raised prices on certain brass products by 22%, as well as raising prices 12% on hydrants and iron gate valves containing brass components, which are expected to offset higher material costs and improve margins. The cost of copper has recently stabilized; however, it may rise again in the future and we may need to implement further pricing actions to offset higher raw material costs.

- As presented herein, the operating results from the Acquisition of Predecessor Mueller were consolidated with those of U.S. Pipe s results from October 3, 2005, the date of Acquisition.

- In the quarter ended December 31, 2005, our wholly-owned subsidiary, Mueller Group, entered into the 2005 Mueller Credit Agreement. Proceeds of the 2005 Mueller Credit Agreement were approximately $1,053.4 million, net of approximately $21.6 million of underwriting fees and expenses which will be amortized over the life of the loans. The proceeds were used to refinance Predecessor Mueller s 2004 Credit Facility (2004 Mueller Credit Facility), redeem Predecessor Mueller s second priority senior secured floating rate notes, and finance the acquisition of Predecessor Mueller by Walter Industries. During the period subsequent to September 30, 2005, and prior to Walter Industries acquiring Predecessor Mueller on October 3, 2005, Predecessor Mueller expensed $18.4 million of deferred financing fees related to the 2004 Mueller Credit Facility and wrote off $2.4 million of deferred financing fees related to the second priority senior secured floating rate notes. These expenses are excluded from the results of operations for the periods presented.

- On June 1, 2006, the Company used $246.0 million of the $429.3 million in proceeds from its IPO for a partial redemption of the outstanding 2005 Mueller Term Loan. On July 3, 2006, the Company used $183.3 million of cash proceeds from the IPO as follows: $110.3 million for the partial redemption of the 10% senior subordinated notes; $52.5 million for the partial redemption of the 14.75% senior discount notes; $1.8 million for accrued interest on the 10% senior subordinated notes; and $18.7 million for prepayment premiums and other debt repayment costs.

- The Company expects to expense deferred financing fees of approximately $8.0 million, pre-tax, associated with the early redemption of debt during the quarter ending September 30, 2006. Excluding the write-off of deferred financing fees, the Company expects interest expense to be approximately $24.0 million per quarter.

- In the period subsequent to September 30, 2005 and prior to Walter Industries acquiring Predecessor Mueller on October 3, 2005, Predecessor Mueller expensed transaction fees of approximately $20.1 million and transaction bonuses of $10.0 million. These fees were contingent upon completion of the sale of Predecessor Mueller to Walter Industries. Non-contingent legal and other fees and expenses of approximately $3.1 million associated solely with the Acquisition were expensed by Predecessor Mueller during the fiscal year ended September 30, 2005. These expenses are excluded from the results of operations for the periods presented.

- We have initiated a synergy plan designed to streamline our manufacturing operations, add incremental volume through combining sales efforts for complementary products and create savings through a coordinated purchasing plan to reduce raw material and overall production costs. We expect to substantially complete the implementation of the synergy plan by early fiscal 2008, producing ongoing incremental annual operating income improvements at the high end of our previously announced expected benefit range of $40 million to $50 million. We achieved run-rate synergy benefits of approximately $30.0 million, of which $14.0 million has been recognized to date, excluding certain costs to achieve these benefits, as discussed below.

As part of the synergy plan, we announced and have initiated several plant closures and transferred production to existing facilities:

- *Closure of the U.S. Pipe Chattanooga, Tennessee Plant.* Effective January 1, 2006, we transferred the valve and hydrant production of the U.S. Pipe Chattanooga, Tennessee plant to Mueller segment s Chattanooga, Tennessee and Albertville, Alabama plants. The eventual closure of the U.S. Pipe Chattanooga, Tennessee plant will occur sometime in fiscal 2006. Total costs related to this plant closure are expected to be approximately $49.9 million, which will be expensed and included as a component of operating income in accordance with generally accepted accounting principles. Costs recorded as components of operating income for the three months and nine months ended June 30, 2006 were $3.1

33

million and $21.3 million, respectively, charged to cost of sales related to inventory obsolescence and additional facility expenses and $0.2 million and $28.6 million, respectively, of restructuring costs primarily related to fixed asset impairments, severance, and net pension curtailment settlement.

- *Closure of the Mueller segment s Henry Pratt (Pratt) Valve Manufacturing Facility in Dixon, Illinois.* On January 26, 2006 we announced the closure of this facility by the end of fiscal 2006. The process of transferring the Dixon plant s operations to other Pratt facilities has begun. Severance costs associated with this plant closure of approximately $1.0 million and fixed asset impairment charges of approximately $1.4 million were recorded as adjustments to goodwill. Costs associated with relocating equipment will be expensed as incurred. For the three months and nine months ended June 30, 2006, the Company has recorded $2.1 million and $2.4 million , respectively, related to severance costs and fixed asset impairments as adjustments to goodwill.

- *Closure of the Mueller Canada Milton, Ontario (Milton) Valve and Hydrant Manufacturing Facility.* On April 20, 2006, we announced the closure of this facility by the end of fiscal 2006. The transfer of production to other Mueller facilities began in the third quarter of fiscal 2006. Severance costs associated with this plant closure of approximately $2.5 million and fixed asset impairment charges of approximately $0.2 million were recorded as adjustments to goodwill. Costs associated with relocating the Milton warehouse and equipment will be expensed as incurred. The Company has recorded $2.5 million related to severance costs and $0.2 million related to fixed asset impairments as adjustments to goodwill for the three months ended June 30, 2006.

- The Company has other plans that were formalized prior to the Acquisition to rationalize facilities and substantial cash expenditures in the form of severance and new equipment may be required to implement these plans. Although certain expenditures related to future plant rationalizations are expected to qualify for purchase accounting treatment and are not expected to be charged to operations, all costs of future facility rationalizations may not qualify for purchase accounting treatment.

- In 2005, Walter Industries announced its plan to undertake an initial public offering (the IPO) and spin-off of the Company. The IPO was completed on June 1, 2006. Walter Industries has announced its intention to divest its entire ownership position in the form of a tax-free spin-off to its shareholders prior to December 31, 2006.

- On January 4, 2006, the Company acquired Hunt Industries, Inc. (Hunt) for $6.8 million in cash. Hunt, based in Murfreesboro, Tennessee, is a manufacturer of meter pits and meter yokes which are sold by the Company s Mueller segment.

- On January 27, 2006, the Company acquired the operating assets of CCNE, L.L.C. (CCNE), a Connecticut-based manufacturer and seller of check valves to the water and wastewater treatment markets, for $8.8 million in cash. The Company acquired certain identifiable intangible assets in conjunction with the CCNE acquisition, resulting in additional annual amortization expense of approximately $1.5 million over the next four and a half years.

- The Company has entered into a tax allocation agreement (Tax Allocation Agreement) with Walter Industries in connection with the IPO of the Company s Common Stock and the announced spin-off of the Company by Walter Industries. Pursuant to the Tax Allocation Agreement, the Company and Walter Industries will make payments to each other to compensate the payee for income taxes owed and paid by the payee, subject to certain adjustments, that would not have been payable by that party had each party filed separate federal, state and local income tax returns for those periods prior to the spin-off in which the Company filed combined, consolidated or unitary (as applicable) federal, state and local returns as a consolidated subsidiary of Walter Industries. With respect to our tax assets, our right to reimbursement from Walter Industries will be determined based on the usage of such tax assets by the Walter Industries consolidated federal income tax group or the combined, consolidated or unitary state or local income tax group. For all periods prior to the spin-off, Walter Industries will continue to have all the rights of a parent of a consolidated group, will be the sole and exclusive agent for us in any and all matters relating to the combined, consolidated or unitary federal, state and local income tax liabilities of us, will have sole and exclusive responsibility for the preparation and filing of consolidated federal income and consolidated or combined state and local tax returns (or amended returns), and will have the power to contest or compromise any asserted tax adjustment or deficiency and to file, litigate or compromise any claim for refund on behalf of us related to any such combined, consolidated or unitary (as applicable) federal, state or local tax return.

- The Company and Walter have also entered into a transition services agreement, effective as of May 26, 2006, pursuant to which the Company and Walter and certain of their respective subsidiaries will provide to each other certain services, including the provision by Walter to the Company of certain tax and accounting services, certain occupancy rights, certain human resources services (including benefit plan administration), certain communications systems and certain insurance. Services under the agreement are to be provided at a price sufficient to cover the provider s reasonable estimate of its actual costs and, if applicable, consistent with the prices such provider would charge to an affiliate, in each case without taking into account any profit margin or projected savings from increased efficiency. The term of the services to be provided varies on a service-by-service basis.

- The Company has adopted a new 2006 Stock Incentive Plan designed to promote long-term growth and financial success by providing incentives to employees and directors through grants of stock-based awards. Stock compensation expense, pre-tax, resulting from the issuance of restricted stock and stock options in connection with the IPO is estimated to be $2.1 million in 2006.

- As of June 30, 2006, scrap metal costs for our U.S. Pipe segment declined nearly 10% from their peak in 2004. The average cost of scrap iron per ton produced during the three months ended June 30, 2006 increased nearly 6% compared to the average cost during the three months ended June 30, 2005. Recently scrap costs have increased: the average cost of scrap iron per ton produced during the month of June 2006 increased 9.8% over the average cost during the three months ended March 31, 2006.

- In the fiscal year ended September 30, 2005 and the nine months ended June 30, 2006, on a pro forma basis, approximately 37% and 40%, respectively, of our pro forma sales were to our ten largest distributors, and approximately 30% and 33%, respectively, of our pro forma sales were to our three largest distributors: Home Depot, Ferguson Enterprises and American Waterworks. While our relationships with our ten largest distributors have been long-lasting, distributors in our industry have experienced significant consolidation in recent years. As consolidation among distributors continues, pricing pressure may result, which could lead to a significant decline in our profitability. For example, Home Depot acquired National Waterworks in 2005 and then acquired Hughes Supply in March 2006. As a result, two of our three previous largest distributors have been combined under common control. Moreover, the loss of either of Home Depot or Ferguson Enterprises as a distributor could significantly reduce our levels of sales and profitability.

Forward-Looking Statements

This report contains certain statements that may be deemed forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934. 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 similar express 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 Forward-Looking Statements.

Results of Operations

Three Months Ended June 30, 2006 As Compared to the Three Months Ended June 30, 2005 (dollars in millions)

	Three months ended June 30,					
	2006		**2005**		**FY06 Q3 vs. FY05 Q3**	
		Percentage of net sales(1)		**Percentage of net sales(1)**	**Increase/ (decrease)**	**Percentage increase/ (decrease)**
	(dollars in millions)					
Net sales						
Mueller	$ 225.5	45.1 %	$	%	$ 225.5	
U.S. Pipe	143.8	28.8	162.0	100.0	(18.2)	(11.2)%
Anvil	136.5	27.3			136.5	
Consolidating eliminations	(5.8)	(1.2)			(5.8)	
Consolidated	$ 500.0	100.0	$ 162.0	100.0	$ 338.0	
Gross profit						
Mueller	$ 77.1	34.2	$		$ 77.1	
U.S. Pipe	20.8	14.5	22.8	14.1	(2.0)	(8.8)
Anvil	36.4	26.7			36.4	
Consolidating eliminations	0.2				0.2	
Consolidated	$ 134.5	26.9	$ 22.8	14.1	$ 111.7	
Selling, general and administrative						
Mueller	$ 20.3	9.0	$		$ 20.3	
U.S. Pipe	11.0	7.6	10.7	6.6	0.3	2.8
Anvil	24.2	17.7			24.2	
Corporate	7.1	1.4			7.1	
Consolidated	$ 62.6	12.5	$ 10.7	6.6	$ 51.9	
Related party corporate charges						
Mueller	$		$		$	
U.S. Pipe	2.0	1.4	1.8	1.1	0.2	11.1
Anvil						
Corporate	0.3	0.1			0.3	
Consolidated	$ 2.3	0.5	$ 1.8	1.1	$ 0.5	
Facility rationalization, restructuring and related costs						
Mueller	$		$		$	
U.S. Pipe	0.2	0.1			0.2	
Anvil						
Consolidated	$ 0.2		$		$ 0.2	
Income from operations						
Mueller	$ 56.8	25.2	$		$ 56.8	
U.S. Pipe	7.6	5.3	10.3	6.4	(2.7)	(26.2)
Anvil	12.2	8.9			12.2	
Corporate	(7.4)	(1.5)			(7.4)	
Consolidating eliminations	0.2				0.2	
Consolidated	$ 69.4	13.9	$ 10.3	6.4	$ 59.1	
Interest expense arising from related party payable to Walter	$		$ (4.9)	(3.0)	$ 4.9	
Interest expense, net of interest income	(31.9)	(6.4)			(31.9)	
Income before income taxes	37.5	7.5	5.4	3.3	32.1	
Income tax expense (benefit)	(1.3)	(0.3)	1.8	1.1	(3.1)	
Net income	$ 38.8	7.8	$ 3.6	2.2	$ 35.2	

(1) Percentages are by segment, if applicable.

Net Sales. Consolidated net sales for the three months ended June 30, 2006 were $500.0 million, an increase of $338.0 million from $162.0 million in the prior year period. The increase was primarily related to the October 3, 2005 Acquisition of Predecessor Mueller.

Mueller segment net sales for the three months ended June 30, 2006 were $225.5 million.

U.S. Pipe segment net sales for the three months ended June 30, 2006 were $143.8 million, a decrease of $18.2 million, or 11.2% from $162.0 million in the prior year period. Net sales in the prior-year period included $14.6 million from the valve and hydrant business. As of January 1, 2006, the valve and hydrant business was transferred to the Mueller segment. The effect of this decrease was partially offset by increases in ductile iron pipe selling prices. Prices were higher than the prior year as the industry has been raising prices to mitigate rising scrap metal cost increases.

Anvil segment net sales for the three months ended June 30, 2006 were $136.5 million.

Gross Profit. Consolidated gross profit for the three months ended June 30, 2006 was $134.5 million, an increase of $111.7 million compared to $22.8 million in the prior year period. The Acquisition of Predecessor Mueller contributed $113.7 million of the increase.

Mueller segment gross profit for the three months ended June 30, 2006 was $77.1 million.

U.S. Pipe segment gross profit for the three months ended June 30, 2006 was $20.8 million, a decrease of $2.0 million, or 8.8%, compared to $22.8 million in the prior year period. Gross margin increased to 14.5% in the current period compared to 14.1% in the prior year period. Due to the plant closure process, current period actual production capacity at the U.S. Pipe Chattanooga facility was significantly lower than normal capacity, resulting in facility expenses of $1.4 million charged directly to cost of sales. In addition, inventory obsolescence write-offs of $0.8 million associated with the plant closure and $0.9 million of other costs associated with the plant closure were recorded to cost of sales during the three months ended June 30, 2006. Excluding the charges for facility expenses of $1.4 million, inventory write-offs of $0.8 million and other costs of $0.9 million, U.S. Pipe gross margins would have been 16.6% for the current period, compared to 14.1% in the prior year period. This increase is primarily due to higher ductile iron pipe selling prices.

Anvil segment gross profit for the three months ended June 30, 2006 was $36.4 million.

Selling, General & Administrative. Consolidated expenses for the three months ended June 30, 2006 were $62.6 million, an increase of $51.9 million, compared to $10.7 million in the prior year period. The acquisition of Predecessor Mueller accounted for $51.6 million of the increase.

Mueller segment expenses for the three months ended June 30, 2006 were $20.3 million.

U.S. Pipe segment expenses for the three months ended June 30, 2006 were $11.0 million, compared to $10.7 million for the prior year period. As a percentage of net sales, expenses increased to 7.6% in the current period compared to 6.6% in the prior year period, as a result of transferring valve and hydrant production and related revenues to the Mueller segment.

Anvil segment expenses for the three months ended June 30, 2006 were $24.2 million.

Corporate segment expenses for the three months ended June 30, 2006 were $7.1 million.

Related Party Corporate Charges. Certain costs incurred by Walter such as insurance, executive salaries, professional service fees, human resources, transportation, and other centralized business functions are allocated to its subsidiaries. Costs incurred by Walter that cannot be directly attributed to its subsidiaries are allocated to its subsidiaries based on estimated annual revenues.

Facility Rationalization, Restructuring and Related Costs. The Company expensed $0.2 million of restructuring costs for the three months ended June 30, 2006, related to the closure of the U.S. Pipe

38

Chattanooga, Tennessee plant. These costs are comprised of fixed asset impairments of $2.2 million, severance for terminated hourly and salaried employees of $0.4 million, a reduction of pension and other post-employment benefit costs of $(0.6) million, and a reduction of other previously estimated environmental costs of $(1.8) million.

Interest Expense Arising from Related Party Payable to Walter. Interest expense was allocated to the Company up to the date of the Acquisition based upon the outstanding balance of the intercompany note. The intercompany note to Walter of $443.6 million was forgiven by Walter prior to October 3, 2005. There was no intercompany interest expense for the three months ended June 30, 2006 and there was $4.9 million for the three months ended June 30, 2005.

Interest Expense, Other, Net of Interest Income. Interest expense, net of interest income, for the current period was $31.9 million and includes $28.9 million of interest expense on the $1,050.0 million senior secured term loan entered into on October 3, 2005 and the 10% Senior Subordinated Notes and the 14¾% Senior Discount Notes assumed by the Company as part of the October 3, 2005 Acquisition; $1.2 million of amortization of deferred financing fees; and $4.1 million for write-off of deferred financing fees as a result of the early retirement of $246.0 million of the senior secured term loan, partially offset by $2.3 million of interest income earned on cash balances for the current period.

Income Tax Expense (Benefit). The provision for income taxes for the current period was a benefit of $1.3 million as compared to expense of $1.8 million in the prior year period. During the third quarter of 2006, the Company determined that its fiscal year effective tax rate increased from 32% to 68%based on its latest earnings projection for fiscal 2006 pre-tax income. The Company recorded an income tax benefit during the third quarter of 2006 of $13.3 million to account for the change in rates. The effective tax rate for the third quarter of 2006 was (3.5)%. The effective tax rate for the third quarter of 2005 was 33%. The estimated effective tax rate differs from the statutory rate primarily due to non-deductible interest resulting from the 14¾% senior discount notes, manufacturing production deductions and state income taxes.

Results of Operations

Nine Months Ended June 30, 2006 As Compared to the Nine Months Ended June 30, 2005 (dollars in millions)

	Nine months ended June 30, 2006 (dollars in millions)	Percentage of net sales(1)	2005	Percentage of net sales(1)	2006 vs. 2005 Increase/ (decrease)	Percentage increase/ (decrease)
Net sales						
Mueller	$ 599.0	42.3 %	$	%	$ 599.0	
U.S. Pipe	434.6	30.7	427.8	100.0	6.8	1.6 %
Anvil	396.7	28.0			396.7	
Consolidating eliminations	(15.0)	(1.0)			(15.0)	
Consolidated	$ 1,415.3	100.0	$ 427.8	100.0	$ 987.5	
Gross profit						
Mueller	$ 150.6	25.1	$		$ 150.6	
U.S. Pipe	39.3	9.0	46.1	10.8	(6.8)	(14.8)
Anvil	83.1	20.9			83.1	
Consolidating eliminations	(0.4)				(0.4)	
Consolidated	$ 272.6	19.3	$ 46.1	10.8	$ 226.5	
Selling, general and administrative						
Mueller	$ 58.4	9.7	$		$ 58.4	
U.S. Pipe	32.3	7.4	29.0	6.8	3.3	11.4
Anvil	67.4	17.0			67.4	
Corporate	22.4	1.6			22.4	
Consolidated	$ 180.5	12.8	$ 29.0	6.8	$ 151.5	
Related party corporate charges						
Mueller	$		$		$	
U.S. Pipe	5.8	1.3	5.5	1.3	0.3	5.5
Anvil						
Corporate	0.3				0.3	
Consolidated	$ 6.1	0.4	$ 5.5	1.3	$ 0.6	
Facility rationalization, restructuring and related costs						
Mueller	$		$		$	
U.S. Pipe	28.6	6.6			28.6	
Anvil						
Consolidated	$ 28.6	2.0	$		$ 28.6	
Income (loss) from operations						
Mueller	$ 92.2	15.4	$		$ 92.2	
U.S. Pipe	(27.4)	(6.3)	11.6	2.7	(39.0)	
Anvil	15.7	4.0			15.7	
Corporate	(22.7)	(1.6)			(22.7)	
Consolidating eliminations	(0.4)				(0.4)	
Consolidated	$ 57.4	4.1	$ 11.6	2.7	$ 45.8	
Interest expense arising from related party payable to Walter	$		$ (15.9)	(3.7)	$ 15.9	
Interest expense, net of interest income	(94.2)	(6.7)	(0.3)	(0.1)	(93.9)	
Loss before income taxes	(36.8)	(2.6)	(4.6)	(1.1)	(32.2)	
Income tax expense (benefit)	(25.0)	(1.8)	2.5	0.6	(27.5)	
Net loss	$ (11.8)	(0.8)	$ (7.1)	(1.7)	$ (4.7)	

(1) Percentages are by segment, if applicable.

40

Net Sales. Consolidated net sales for the nine months ended June 30, 2006 were $1,415.3 million, an increase of $987.5 million from $427.8 million in the prior year period. The increase was primarily related to the October 3, 2005 Acquisition of Predecessor Mueller, which accounted for $980.7 million or approximately 99% of the overall increase.

Mueller segment net sales for the nine months ended June 30, 2006 were $599.0 million.

U.S. Pipe segment net sales for the nine months ended June 30, 2006 were $434.6 million, an increase of $6.8 million, or 1.6% from $427.8 million in the prior year period. This increase was driven primarily by increases in ductile iron pipe selling prices and higher shipments in the first half of the fiscal year. Prices were higher than the prior year as the industry has been raising prices to mitigate rising scrap metal cost increases. Partially offsetting this increase was the transfer of $27.8 million of the U.S. Pipe segment valve and hydrant business to the Mueller segment.

Anvil segment net sales for the nine months ended June 30, 2006 were $396.7 million.

Gross Profit. Consolidated gross profit for the nine months ended June 30, 2006 was $272.6 million, an increase of $226.5 million compared to $46.1 million in the prior year period. The Acquisition of Predecessor Mueller contributed $233.3 million of the increase. Included in cost of sales for the nine months ended June 30, 2006 was $70.2 million of purchase accounting adjustments related to valuing inventory acquired in the Acquisition at fair value and $20.4 million of inventory write-offs and unabsorbed overhead costs resulting from the closure of the U.S. Pipe Chattanooga manufacturing facility.

Mueller segment gross profit for the nine months ended June 30, 2006 was $150.6 million. Included in cost of sales for the nine months ended June 30, 2006 was $52.9 million of purchase accounting adjustments related to valuing inventory at fair value.

U.S. Pipe segment gross profit for the nine months ended June 30, 2006 was $39.3 million, a decrease of $6.8 million, or 14.8%, compared to $46.1 million in the prior year period. Gross margin decreased to 9.0% in the current period compared to 10.8% in the prior year period. On October 26, 2005 the Company announced that the U.S. Pipe Chattanooga plant would be closed during fiscal 2006 and that production of the U.S. Pipe valves and hydrants would be transferred to the Mueller manufacturing facilities at Albertville, Alabama and Chattanooga, Tennessee. In addition to transferring production to Mueller facilities, the sales responsibility for U.S. Pipe valve and hydrant product sales was transferred to the Mueller segment. In conjunction with this transfer, it was determined that certain U.S. Pipe inventory would not ultimately be sold. As a result, inventory obsolescence write-offs of $11.4 million were recorded to cost of sales during the first nine months of 2006.

In addition, because of the plant closure process, actual production capacity at the U.S. Pipe Chattanooga facility was significantly lower than normal capacity, resulting in year-to-date facility expenses of $9.0 million and $0.9 million of other costs associated with the plant closure charged directly to cost of sales, which was expensed in the first nine months of 2006.

Excluding the charges for inventory write-offs of $11.4 million, facility expenses of $9.0 million and other costs of $0.9 million, U.S. Pipe gross margins would have been $60.6 million, or 13.9% for the year-to-date period, compared to 10.8% in the prior year period. This increase is primarily due to higher ductile iron pipe selling prices.

Anvil segment gross profit for the nine months ended June 30, 2006 was $83.1 million. Included in cost of sales for the nine months ended June 30, 2006 was $17.3 million of purchase accounting adjustments related to valuing inventory acquired in the Acquisition at fair value.

Selling, General & Administrative. Consolidated expenses for the nine months ended June 30, 2006 were $180.5 million, an increase of $151.5 million, compared to $29.0 million in the prior year period. The prior year period included a favorable $5.1 million insurance claim settlement. The Acquisition of Predecessor Mueller accounted for $148.2 million of the increase. Expenses as a percentage of net sales increased to 12.8% in the current period compared to 6.8% in the prior year period. Excluding the $5.1 million favorable insurance settlement, prior year expenses were 8.0% as a percentage of net sales.

Mueller segment expenses for the nine months ended June 30, 2006 were $58.4 million.

U.S. Pipe segment expenses for the nine months ended June 30, 2006 were $32.3 million, compared to $29.0 million for the prior year period. As a percentage of net sales, expenses increased to 7.4% in the current period compared to 6.8% in the prior year period. The prior period expense was favorably impacted by a $5.1 million insurance claim settlement. Current period costs include higher management incentive accruals and increased outside sales commissions.

Anvil segment expenses for the nine months ended June 30, 2006 were $67.4 million.

Corporate segment expenses for the nine months ended June 30, 2006 were $22.4 million.

Related Party Corporate Charges. Certain costs incurred by Walter such as insurance, executive salaries, professional service fees, human resources, transportation, and other centralized business functions are allocated to its subsidiaries. Costs incurred by Walter that cannot be directly attributed to its subsidiaries are allocated to its subsidiaries based on estimated annual revenues.

Facility Rationalization, Restructuring and Related Costs. The Company expensed $28.6 million of restructuring costs for the nine months ended June 30, 2006, related to the closure of the U.S. Pipe Chattanooga, Tennessee plant. These costs are comprised of fixed asset impairments of $21.2 million, severance for terminated hourly and salaried employees of $3.8 million, pension and other post-employment benefit costs of $3.3 million, and other costs of $0.3 million, primarily related to selling the property.

Interest Expense Arising from Related Party Payable to Walter. Interest expense was allocated to the Company up to the date of the Acquisition based upon the outstanding balance of the intercompany note. The intercompany note to Walter of $443.6 million was forgiven by Walter prior to October 3, 2005. There was no intercompany interest expense for the nine months ended June 30, 2006 and $15.9 million for the nine months ended June 30, 2005.

Interest Expense, Other, Net of Interest Income. Interest expense, net of interest income, for the current period was $94.2 million and includes $87.5 million of interest expense on the $1,050.0 million senior secured term loan entered into on October 3, 2005, and the 10% Senior Subordinated Notes and the 14¾% Senior Discount Notes assumed by the Company as part of the October 3, 2005 Acquisition; $2.5 million in commitment fees for a bridge loan which were expensed at the expiration of the bridge loan period during the current period; $3.7 million of amortization of deferred financing fees; and $4.1 million for write-off of deferred financing fees as a result of the early retirement of $247.0 million of the senior secured term loan, partially offset by $0.5 million of gains on interest rate swaps and $3.1 million of interest income earned on unrestricted cash balances for the current period.

Income Tax Expense (Benefit). The provision for income taxes for the current period was a benefit of $25.0 million as compared to an expense of $2.5 million in the prior year period. The effective tax rate for the first nine months of 2006 was 68%. The estimated effective tax rate differs from the statutory rate primarily due to non-deductible interest, manufacturing production deductions and state income taxes. The effective tax rate for the nine months ended June 30, 2005 was (54%) and was impacted by the recording of a $3.6 million valuation allowance against state deferred tax assets at the U.S. Pipe segment.

Supplemental Information Results of Operations for the Three Months Ended June 30, 2006 Compared to Pro Forma Results of Operations for the Three Months Ended June 30, 2005

The unaudited pro forma results of operations for the three months ended June 30, 2005 is presented as if the Acquisition of Predecessor Mueller and borrowings under the 2005 Mueller Credit Agreement had taken place on October 1, 2004 and were carried forward through June 30, 2005.

42

Pro Forma Results of Operations

Actual Three Months Ended June 30, 2006 As Compared to the Pro Forma Three Months Ended June 30, 2005 (dollars in millions)

	Three months ended June 30, Actual 2006 (dollars in millions)	Percentage of net sales(1)	Pro Forma 2005	Percentage of net sales(1)	Actual FY06 Q3 vs. Pro Forma FY05 Q3 Increase/ (decrease)	Percentage increase/ (decrease)
Net sales						
Mueller	$ 225.5	45.1 %	$ 172.1	37.5 %	$ 53.4	31.0 %
U.S. Pipe	143.8	28.8	162.0	35.3	(18.2)	(11.2)
Anvil	136.5	27.3	124.8	27.2	11.7	9.4
Consolidating eliminations	(5.8)	(1.2)			(5.8)	
Consolidated	$ 500.0	100.0	$ 458.9	100.0	$ 41.1	9.0
Gross profit						
Mueller	$ 77.1	34.2	$ 61.7	35.9	$ 15.4	25.0
U.S. Pipe	20.8	14.5	22.8	14.1	(2.0)	(8.8)
Anvil	36.4	26.7	31.8	25.5	4.6	14.5
Consolidating eliminations	0.2				0.2	
Consolidated	$ 134.5	26.9	$ 116.3	25.3	$ 18.2	15.6
Selling, general and administrative						
Mueller	$ 20.3	9.0	$ 21.6	12.6	$ (1.3)	(6.0)
U.S. Pipe	11.0	7.6	10.7	6.6	0.3	2.8
Anvil	24.2	17.7	20.3	16.3	3.9	19.2
Corporate	7.1	1.4	8.4	1.8	(1.3)	(15.5)
Consolidated	$ 62.6	12.5	$ 61.0	13.3	$ 1.6	2.6
Related party corporate charges						
Mueller	$		$		$	
U.S. Pipe	2.0	1.4	1.8	1.1	0.2	11.1
Anvil						
Corporate	0.3	0.1			0.3	
Consolidated	$ 2.3	1.6	$ 1.8	0.4	$ 0.5	27.8
Facility rationalization, restructuring and related costs						
Mueller	$		$		$	
U.S. Pipe	0.2	0.1			0.2	
Anvil						
Consolidated	$ 0.2		$		$ 0.2	
Income from operations						
Mueller	$ 56.8	25.2	$ 40.1	23.3	$ 16.7	41.6
U.S. Pipe	7.6	5.3	10.3	6.4	(2.7)	(26.2)
Anvil	12.2	8.9	11.5	9.2	0.7	6.1
Corporate	(7.4)	(1.5)	(8.4)	(1.8)	1.0	11.9
Consolidating eliminations	0.2				0.2	
Consolidated	$ 69.4	13.9	$ 53.5	11.7	$ 15.9	29.7
Interest expense, net of interest income	(31.9)	(6.4)	(32.5)	(7.1)	0.6	1.8
Income before income taxes	37.5	7.5	21.0	4.6	16.5	78.6
Income tax expense (benefit)	(1.3)	(0.3)	7.6	1.7	(8.9)	
Net income	$ 38.8	7.8	$ 13.4	2.9	$ 25.4	

(1) Percentages are by segment, if applicable.

Management s discussion below reflects its analysis of the pro forma data presented above. Management believes that the pro forma comparisons will assist in understanding trends in the Company s business in the factors that management considers critical to assessing the Company s operating and financial performance.

Net Sales. Consolidated net sales for the three months ended June 30, 2006 were $500.0 million, an increase of $41.1 million from $458.9 million in the prior year period.

Mueller segment net sales for the three months ended June 30, 2006 were $225.5 million, an increase of $53.4 million, or 31.0% from $172.1 million in the prior year period. This increase was primarily driven by higher pricing and volumes in hydrants, brass water products and iron gate valves, plus the addition of the U.S. Pipe segment s valve and hydrant volume, transferred to the Mueller segment effective January 1, 2006.

U.S. Pipe segment net sales for the three months ended June 30, 2006 were $143.8 million, a decrease of $18.2 million, or 11.2% from $162.0 million in the prior year period. Net sales in the prior-year period included $14.6 million from the valve and hydrant business. As of January 1, 2006, the valve and hydrant business was transferred to the Mueller segment. The effect of this decrease was partially offset by increases in ductile iron pipe selling prices. Prices were higher than the prior year as the industry has been raising prices to mitigate rising scrap metal cost increases.

Anvil segment net sales for the three months ended June 30, 2006 were $136.5 million, an increase of $11.7 million, or 9.4% from $124.8 million in the prior year period. This increase was primarily driven by higher volume and pricing on its commercial construction and oilfield market products, higher volume in its foreign-sourced products and the relatively strong buying power of the Canadian dollar.

Gross Profit. Consolidated gross profit for the three months ended June 30, 2006 was $134.5 million, an increase of $18.2 million compared to $116.3 million in the prior year period.

Mueller segment gross profit for the three months ended June 30, 2006 was $77.1 million, an increase of $15.4 million, or 25.0% from $61.7 million in the prior year period. Gross margin decreased to 34.2% in the current period compared to 35.9% in the prior year period. This increase was primarily due to higher pricing in hydrants, brass water products and gate valves, partially offset by $5.4 million of incremental higher brass ingot raw material costs.

U.S. Pipe segment gross profit for the three months ended June 30, 2006 was $20.8 million, a decrease of $2.0 million, or 8.8%, compared to $22.8 million in the prior year period. Gross margin increased to 14.5% in the current period compared to 14.1% in the prior year period. Due to the plant closure process, current period actual production capacity at the U.S. Pipe Chattanooga facility was significantly lower than normal capacity, resulting in facility expenses of $1.4 million charged directly to cost of sales. In addition, inventory obsolescence write-offs of $0.8 million associated with the plant closure and $0.9 million of other costs associated with the plant closure were recorded to cost of sales during the three months ended June 30, 2006. Excluding the charges for facility expenses of $1.4 million, facility expenses of $0.8 million and other costs of $0.9 million, U.S. Pipe gross margins would have been 16.6% for the current period, compared to 14.1% in the prior year period. This increase is primarily due to higher ductile iron pipe selling prices.

Anvil segment gross profit for the three months ended June 30, 2006 was $36.4 million, an increase of $4.6 million, or 14.5%, compared to $31.8 million in the prior year period. This increase was primarily due to higher volume and pricing on its commercial construction and oilfield market products, partially offset by cost increases in raw materials.

Selling, General & Administrative. Consolidated expenses for the three months ended June 30, 2006 were $62.6 million, an increase of $1.6 million, compared to $61.0 million in the prior year period.

Expenses as a percentage of net sales improved to 12.5% in the current period compared to 13.3% in the prior year period.

Mueller segment expenses for the three months ended June 30, 2006 were $20.3 million, a decrease of $1.3 million, or 6.0%, compared to $21.6 million in the prior year period. Expenses as a percentage of net sales improved to 9.0% in the current period compared to 12.6% in the prior year period.

U.S. Pipe segment expenses for the three months ended June 30, 2006 were $11.0 million, compared to $10.7 million for the prior year period. As a percentage of net sales, expenses increased to 7.6% in the current period compared to 6.6% in the prior year period, primarily as a result of the transfer of valve and hydrant production to the Mueller segment, which was $14.6 million in the prior year period.

Anvil segment expenses for the three months ended June 30, 2006 were $24.2 million, an increase of $3.9 million, or 19.2%, compared to $20.3 million in the prior year period. Expenses as a percentage of net sales increased to 17.7% in the current period compared to 16.3% in the prior year period. This increase is primarily due to higher salaries and wages and sales commissions associated with higher sales volumes and a $0.9 million asset impairment charge for an idled machine.

Corporate segment expenses for the three months ended June 30, 2006 were $7.1 million, a decrease of $1.3 million compared to $8.4 million in the prior year period. The prior year costs included $1.4 million of employee compensation costs associated with a tax gross-up related to certain share-based compensation at Predecessor Mueller and $1.4 million of fees associated with the sale of Predecessor Mueller. This is partially offset in the current period by $0.5 million of increased costs compared to the prior year period related to efforts to achieve future compliance with Sarbanes-Oxley requirements and $0.7 million of share-based compensation costs associated with the Company s 2006 Incentive Plan.

Related Party Corporate Charges. Certain costs incurred by Walter such as insurance, executive salaries, professional service fees, human resources, transportation, and other centralized business functions are allocated to its subsidiaries. Costs incurred by Walter that cannot be directly attributed to its subsidiaries are allocated to its subsidiaries based on estimated annual revenues.

Facility Rationalization, Restructuring and Related Costs. The Company expensed $0.2 million of restructuring costs for the three months ended June 30, 2006, related to the closure of the U.S. Pipe Chattanooga, Tennessee plant. These costs are comprised of fixed asset impairments of $2.2 million, severance for terminated hourly and salaried employees of $0.4 million, a reduction of pension and other post-employment benefit costs of $(0.6) million, and a reduction of other previously estimated environmental costs of $(1.8) million.

Interest Expense, Net of Interest Income. Interest expense, net of interest income, for the current period was $31.9 million and includes $28.9 million of interest expense on the $1,050.0 million senior secured term loan entered into on October 3, 2005 and the 10% Senior Subordinated Notes and the 14¾% Senior Discount Notes assumed by the Company as part of the October 3, 2005 Acquisition; $1.2 million of amortization of deferred financing fees; and $4.1 million for write-off of deferred financing fees as a result of the early retirement of $247.0 million of the senior secured term loan, partially offset by $2.3 million of interest income earned on cash balances for the current period. Interest expense, net of interest income, for the prior year period was $32.5 million. The decrease is primarily due to the inclusion in the prior year period of $4.9 million of interest expense arising from a related party payable to Walter.

Supplemental Information Results of Operations for the Nine Months Ended June 30, 2006 Compared to Pro Forma Results of Operations for the Nine Months Ended June 30, 2005

The unaudited pro forma results of operations for the nine months ended June 30, 2005 is presented as if the Acquisition of Predecessor Mueller and borrowings under the 2005 Mueller Credit Agreement had taken place on October 1, 2004 and were carried forward through June 30, 2005.

Pro Forma Results of Operations

Actual Nine Months Ended June 30, 2006 As Compared to the Pro Forma Nine Months Ended June 30, 2005 (dollars in millions)

	Nine months ended June 30, Actual 2006		Pro Forma 2005		Actual 2006 vs. Pro Forma 2005	
	(dollars in millions)	Percentage of net sales(1)		Percentage of net sales(1)	Increase/ (decrease)	Percentage increase/ (decrease)
Net sales						
Mueller	$ 599.0	42.3 %	$ 480.9	38.0 %	$ 118.1	24.6 %
U.S. Pipe	434.6	30.7	427.8	33.8	6.8	1.6
Anvil	396.7	28.0	357.4	28.2	39.3	11.0
Consolidating eliminations	(15.0)	(1.0)			(15.0)	
Consolidated	$ 1,415.3	100.0	$ 1,266.1	100.0	$ 149.2	11.8
Gross profit						
Mueller	$ 150.6	25.1	$ 159.1	33.1	$ (8.5)	(5.3)
U.S. Pipe	39.3	9.0	46.1	10.8	(6.8)	(14.8)
Anvil	83.1	20.9	92.3	25.8	(9.2)	(10.0)
Consolidating eliminations	(0.4)				(0.4)	
Consolidated	$ 272.6	19.3	$ 297.5	23.5	$ (24.9)	(8.4)
Selling, general and administrative						
Mueller	$ 58.4	9.7	$ 64.2	13.3	$ (5.8)	(9.0)
U.S. Pipe	32.3	7.4	29.0	6.8	3.3	11.4
Anvil	67.4	17.0	62.5	17.5	4.9	7.8
Corporate	22.4	1.6	20.6	1.6	1.8	8.7
Consolidated	$ 180.5	12.8	$ 176.3	13.9	$ 4.2	2.4
Related party corporate charges						
Mueller	$		$		$	
U.S. Pipe	5.8	1.3	5.5	1.3	0.3	5.5
Anvil						
Corporate	0.3				0.3	
Consolidated	$ 6.1	0.4	$ 5.5	0.4	$ 0.6	10.9
Facility rationalization, restructuring and related costs						
Mueller	$		$ 1.6	0.3	$ (1.6)	
U.S. Pipe	28.6	6.6			28.6	
Anvil						
Consolidated	$ 28.6	2.0	$ 1.6	0.1	$ 27.0	
Income (loss) from operations						
Mueller	$ 92.2	15.4	$ 93.3	19.4	$ (1.1)	(1.2)
U.S. Pipe	(27.4)	(6.3)	11.6	2.7	(39.0)	
Anvil	15.7	4.0	29.8	8.3	(14.1)	(47.3)
Corporate	(22.7)	(1.6)	(20.6)	(1.6)	(2.1)	(10.2)
Consolidating eliminations	(0.4)				(0.4)	
Consolidated	$ 57.4	4.1	$ 114.1	9.0	$ (56.7)	(49.7)
Interest expense, net of interest income	(94.2)	(6.7)	(101.7)	(8.0)	7.5	7.4
Income (loss) before income taxes	(36.8)	(2.6)	12.4	1.0	(49.2)	
Income tax expense (benefit)	(25.0)	(1.8)	9.4	0.7	(34.4)	
Net income (loss)	$ (11.8)	(0.8)	$ 3.0	0.2	$ (14.8)	

(1) Percentages are by segment, if applicable.

Management s discussion below reflects its analysis of the pro forma data presented above. Management believes that the pro forma comparisons will assist in understanding trends in the Company s business in the factors that management considers critical to assessing the Company s operating and financial performance.

Net Sales. Consolidated net sales for the nine months ended June 30, 2006 were $1,415.3 million, an increase of $149.2 million from $1,266.1 million in the prior year period.

Mueller segment net sales for the nine months ended June 30, 2006 were $599.0 million, an increase of $118.1 million, or 24.6% from $480.9 million in the prior year period. This increase was primarily driven by higher pricing and volumes in hydrants and water valves, plus the addition of the U.S. Pipe segment s valve and hydrant volume, transferred to the Mueller segment effective January 1, 2006.

U.S. Pipe segment net sales for the nine months ended June 30, 2006 were $434.6 million, an increase of $6.8 million, or 1.6% from $427.8 million in the prior year period. This increase was driven primarily by increases in ductile iron pipe selling prices and higher shipments in the first half of the fiscal year. Prices were higher than the prior year as the industry has been raising prices to mitigate rising scrap metal cost increases. Partially offsetting this increase was the transfer of $27.8 million of the U.S. Pipe segment valve and hydrant business to the Mueller segment.

Anvil segment net sales for the nine months ended June 30, 2006 were $396.7 million, an increase of $39.3 million, or 11.0% from $357.4 million in the prior year period. This increase was primarily the result of continued strength in the non-residential construction, oilfield and mechanical markets for grooved and hanger products and growth in the sales of foreign-sourced products, price increases implemented in late fiscal 2005, and the relatively strong buying power of the Canadian dollar.

Gross Profit. Consolidated gross profit for the nine months ended June 30, 2006 was $272.6 million, a decrease of $24.9 million compared to $297.5 million in the prior year period. Included in cost of sales for the nine months ended June 30, 2006 was $70.2 million of purchase accounting adjustments related to valuing inventory acquired in the Acquisition at fair value and $20.4 million of inventory write-offs and unabsorbed overhead costs resulting from the closure of the U.S. Pipe Chattanooga manufacturing facility.

Mueller segment gross profit for the nine months ended June 30, 2006 was $150.6 million, a decrease of $8.5 million, or 5.3% from $159.1 million in the prior year period. Gross margin decreased to 25.1% in the current period compared to 33.1% in the prior year period. The current period includes $52.9 million related to the amortization expense resulting from the purchase accounting adjustment to increase acquired inventories to fair value on the date of acquisition. Excluding the effects of these purchase accounting adjustments, gross profit in the current period would have been $203.5 million and gross margin would have been 34.0% compared to 33.1% in the prior year period. This increase was primarily due to higher pricing and volumes, particularly in hydrants and water valves, partially offset by higher raw material costs.

U.S. Pipe segment gross profit for the nine months ended June 30, 2006 was $39.3 million, a decrease of $6.8 million, or 14.8%, compared to $46.1 million in the prior year period. Gross margin decreased to 9.0% in the current period compared to 10.8% in the prior year period. On October 26, 2005 the Company announced that the U.S. Pipe Chattanooga plant would be closed during fiscal 2006 and that production of the U.S. Pipe valves and hydrants would be transferred to the Mueller manufacturing facilities at Albertville, Alabama and Chattanooga, Tennessee. In addition to transferring production to Mueller facilities, the sales responsibility for U.S. Pipe valve and hydrant product sales was transferred to the Mueller segment. In conjunction with this transfer, it was determined that certain U.S. Pipe inventory would not ultimately be sold. As a result, inventory obsolescence write-offs of $11.4 million were recorded to cost of sales during the first nine months of 2006.

In addition, because of the plant closure process, actual production capacity at the U.S. Pipe Chattanooga facility was significantly lower than normal capacity, resulting in year-to-date facility expenses of $9.0 million and $0.9 million of other costs associated with the plant closure charged directly to cost of sales, which was expensed in the first nine months of 2006.

Excluding the charges for inventory write-offs of $11.4 million, facility expenses of $9.0 million and other costs of $0.9 million, U.S. Pipe gross margins would have been $60.6 million, or 13.9% for the year-to-date period, compared to 10.8% in the prior year period. This increase is primarily due to higher ductile iron pipe selling prices.

Anvil segment gross profit for the nine months ended June 30, 2006 was $83.1 million, a decrease of $9.2 million, or 10.0%, compared to $92.3 million in the prior year period. The current period includes $17.3 million related to the amortization expense resulting from the purchase accounting adjustment related to valuing inventory acquired in the Acquisition at fair value. Excluding the effects of this purchase accounting adjustment, gross profit would have been $100.4 million and gross margin would have been 25.3% compared to 25.8% in the prior year period.

Selling, General & Administrative. Consolidated expenses for the nine months ended June 30, 2006 were $180.5 million, an increase of $4.2 million, compared to $176.3 million in the prior year period. The prior period included a favorable $5.1 million insurance claim settlement. Expenses as a percentage of net sales improved to 12.8% in the current period compared to 13.9% in the prior year period. Excluding the $5.1 million favorable insurance settlement, prior year expenses were 14.3% as a percentage of net sales.

Mueller segment expenses for the nine months ended June 30, 2006 were $58.4 million, a decrease of $5.8 million, or 9.0%, compared to $64.2 million in the prior year period. Expenses as a percentage of net sales improved to 9.7% in the current period compared to 13.3% in the prior year period.

U.S. Pipe segment expenses for the nine months ended June 30, 2006 were $32.3 million, compared to $29.0 million for the prior year period. As a percentage of net sales, expenses increased to 7.4% in the current period compared to 6.8% in the prior year period. The prior period expense was favorably impacted by a $5.1 million insurance claim settlement. In addition, period costs include higher management incentive accruals and increased outside sales commissions.

Anvil segment expenses for the nine months ended June 30, 2006 were $67.4 million, an increase of $4.9 million, or 7.8%, compared to $62.5 million in the prior year period. Expenses as a percentage of net sales improved to 17.0% in the current period compared to 17.5% in the prior year period. This increase is primarily due to higher salaries and wages, sales commissions and occupancy costs associated with the higher sales volumes.

Corporate segment expenses for the nine months ended June 30, 2006 were $22.4 million, an increase of $1.8 million compared to $20.6 million in the prior year period. This is primarily due to $1.7 million of increased costs compared to the prior year period related to efforts to achieve future compliance with Sarbanes-Oxley requirements, $0.7 million of share-based compensation costs, and increased workers compensation accruals of $2.5 million, partially offset by a $0.6 million decrease in incentive compensation costs related to changes in personnel, a decrease of $1.4 million of employee compensation costs associated with a tax gross-up related to certain share-based compensation at Predecessor Mueller and a decrease of $1.4 million for fees associated with the sale of Predecessor Mueller.

Related Party Corporate Charges. Certain costs incurred by Walter such as insurance, executive salaries, professional service fees, human resources, transportation, and other centralized business functions are allocated to its subsidiaries. Costs incurred by Walter that cannot be directly attributed to its subsidiaries are allocated to its subsidiaries based on estimated annual revenues.

Facility Rationalization, Restructuring and Related Costs. The Company expensed $28.6 million of restructuring costs for the nine months ended June 30, 2006, related to the closure of the U.S. Pipe Chattanooga, Tennessee plant. These costs are comprised of fixed asset impairments of $21.2 million, severance for terminated hourly and salaried employees of $3.8 million, pension and other post-employment benefit costs of $3.3 million, and other costs of $0.3 million, primarily related to selling the property. The prior year period includes $1.6 million of severance expense related to the closure of a Mueller segment manufacturing facility in Colorado.

Interest Expense, Net of Interest Income. Interest expense, net of interest income, for the current period was $94.2 million and includes $87.5 million of interest expense on the $1,050.0 million senior secured term loan entered into on October 3, 2005, and the 10% Senior Subordinated Notes and the 14¾% Senior Discount Notes assumed by the Company as part of the October 3, 2005 Acquisition; $2.5 million in commitment fees for a bridge loan which were expensed at the expiration of the bridge loan period during the current period; $3.7 million of amortization of deferred financing fees; and $4.1 million for write-off of deferred financing fees as a result of the early retirement of $247.0 million of the senior secured term loan, partially offset by $0.5 million of gains on interest rate swaps and $3.1 million of interest income earned on unrestricted cash balances for the current period. Interest expense, net of interest income, for the prior year period was $101.7 million. The decrease is primarily due to the inclusion in the prior year period of $15.9 million of interest expense arising from a related party payable to Walter.

Financial Condition

Cash and cash equivalents increased from zero at September 30, 2005 to $239.7 million at June 30, 2006, reflecting $93.0 million in cash flows provided by operations, $222.6 million in cash flows provided by financing activities, and a $0.1 million effect of exchange rate changes on cash, partially offset by $76.0 million of cash flows used in investing activities. At September 30, 2005, U.S. Pipe was a wholly-owned subsidiary of Walter and all of its net cash activity was transferred into Walter s concentrated cash management system on a daily basis.

Net receivables, consisting principally of trade receivables, were $309.2 million at June 30, 2006, an increase of $190.7 million from September 30, 2005. The Acquisition accounted for an increase of $177.4 million. The remainder of the increase is due to higher sales levels for the quarter ended June 30, 2006 compared to the quarter ended September 30, 2005 due primarily to higher volumes and pricing.

Inventories were $466.2 million at June 30, 2006, an increase of $319.0 million from September 30, 2005. The Acquisition accounted for an increase of $373.2 million, partially offset by $70.2 million of purchase accounting adjustments related to valuing inventory acquired in the Acquisition at fair value and an $11.5 million inventory obsolescence write-down recorded during the nine months ended June 30, 2006. The inventory obsolescence write-down was a result of the decision to close the U.S. Pipe Chattanooga, Tennessee plant and transfer the valve and hydrant production of the plant to Mueller s Chattanooga, Tennessee and Albertville, Alabama plants. The remaining net increase of $27.5 million is driven by a $7.0 million increase at the Anvil segment s U.S. manufacturing plants due to higher production costs and to meet increased volume demand, a $15.0 million increase at the Mueller segment s U.S. manufacturing plants primarily due to higher raw material costs, and a $4.0 million planned inventory build at the Mueller segment s Milton, Canada facility in anticipation of its closure by the end of fiscal 2006 and the transition of those product lines to other Mueller facilities.

Current deferred income taxes, net, were $58.1 million at June 30, 2006, an increase of $47.0 million from September 30, 2005. The Acquisition accounted for a decrease of $0.4 million. The remainder of the increase was primarily due to increases in non-deductible accruals and reserves and a net operating loss carryforward from the three day period ending October 3, 2005.

Prepaid expenses, consisting principally of maintenance supplies and tooling parts and prepaid insurance premiums, were $30.8 million at June 30, 2006, an increase of $29.3 million from September 30, 2005. The Acquisition accounted for $31.1 million of the increase. This was partially offset by $0.7 million of prepaid tooling depreciation expense.

Property, plant and equipment was $338.2 million at June 30, 2006, an increase of $189.0 million from September 30, 2005, primarily due to assets acquired in the Acquisition of $215.7 million and capital expenditures of $48.0 million, partially offset by fixed assets impairments resulting from the U.S. Pipe Chattanooga plant closure of $21.2 million and fixed asset depreciation expense of $50.9 million.

Deferred financing fees, net, were $25.4 million at June 30, 2006. There were no deferred financing fees at September 30, 2005. All fees are related to the 2005 Mueller Credit Agreement entered into in conjunction with the October 3, 2005 Acquisition and the existing 10% Senior Subordinated Notes and 14¾% Senior Discount Notes at Predecessor Mueller that were assumed as part of the Acquisition.

Due from parent, Walter Industries was $10.8 million at June 30, 2006, representing a $20.0 million note receivable for cash loaned to Walter by the Company subsequent to the Acquisition, plus $1.3 million of accrued interest receivable, partially offset by $10.5 million payable to Walter for certain costs incurred by Walter which benefited the Company and are required to be settled in cash. There was no such amount at September 30, 2005.

Identifiable intangibles, net, were $842.6 million at June 30, 2006. There were no such intangibles at September 30, 2005. Certain intangibles were identified during the allocation of the purchase of the Acquisition: (a) indefinite-lived intangible assets consisting of trade names and trademarks of $403.0 million; and (b) definite-lived intangible assets consisting of customer relationships of $397.6 million and technology of $56.3 million. An additional $6.7 million was booked for technology acquired in the purchase of CCNE during the quarter ended March 31, 2006. Amortization expense resulting from definite-lived intangible assets for the nine months ended June 30, 2006 was $21.0 million.

Goodwill was $860.7 million at June 30, 2006, an increase of $802.3 million from September 30, 2005. This increase represents goodwill identified during the allocation of the purchase price of the Acquisition of $789.4 million, $6.8 million related to the acquisition of Hunt Industries, $6.2 million related to the execution of certain restructuring plans identified by Walter prior to the Acquisition.

Other long-term assets were $9.5 million at June 30, 2006, consisting of interest rate swap assets. There were no interest rate swaps at September 30, 2005.

Accounts payable were $117.1 million at June 30, 2006, an increase of $64.6 million from September 30, 2005. The Acquisition accounted for $63.3 million of the increase.

Accrued expenses and other liabilities were $106.0 million at June 30, 2006, an increase of $71.3 million compared to September 30, 2005. The Acquisition accounted for an increase of $90.7 million. The offsetting decrease is primarily due to a decline in current state and federal income tax liability.

Long-term debt, including the current portion, was $1,304.0 million at June 30, 2006. There was no debt payable to non-affiliates at September 30, 2005. The Acquisition increased debt by $1,572.7 million. The Company has made principal payments of $279.5 million, partially offset by accretion on the debt of $10.3 million.

Payable to parent, Walter Industries, was zero at June 30, 2006 compared to $443.6 million at September 30, 2005. In conjunction with the contribution of U.S. Pipe to Group at October 3, 2005, the intercompany balance was forgiven.

Accrued pension liability,net increased $50.7 million to $104.3 million at June 30, 2006. The Acquisition accounted for an increase of $40.1 million. The remainder of the increase was primarily due to

$9.0 million of normal provision for net periodic benefit cost and $5.0 million of costs related to the closure of the U.S. Pipe Chattanooga, Tennessee plant, partially offset by pension funding contributions of $2.9 million.

Non-current deferred income taxes, net, were $295.2 million at June 30, 2006. The Acquisition accounted for an increase of $290.2 million.

Other long-term liabilities were $25.4 million at June 30, 2006, an increase of $12.8 million compared to September 30, 2005. The Acquisition accounted for an increase of $8.9. An additional liability of $1.6 million relates to foreign currency hedges entered into during the year. The remaining difference of $2.3 million is primarily due to increased liabilities related to workers compensation.

Statement of Cash Flows

Historically, our financing requirements have been funded primarily through borrowings from Walter Industries. As of the Acquisition date, the Company s financing requirements are funded through cash generated by operating activities and borrowings under our revolving credit facility.

Cash flows from operating activities. Net cash provided by operations was $93.0 million for the first nine months of 2006, compared to net cash used of $15.1 million for the first nine months of 2005. The difference was due primarily to the operations of Predecessor Mueller, acquired on October 3, 2005.

Cash flows used in investing activities. In the first nine months of 2006 net cash used in investing activities was $76.0 million compared to $17.4 million of net cash provided in the first nine months of 2005. The difference was due primarily to the operations of Predecessor Mueller, acquired on October 3, 2005.

Cash flows from financing activities. Net cash provided by financing activities was $222.6 million for the first nine months of 2006, compared to net cash used in the first nine months of 2005 of $2.4 million. This was primarily due to the operations of Predecessor Mueller, acquired on October 3, 2005, a transaction which included $76.3 million due to the Walter contribution of Predecessor Mueller s cash. Also, proceeds from the issuance of common stock associated with the Company s IPO provided $429.3 million during the first nine months of 2006, of which $246.0 million was used to prepay a portion of the outstanding 2005 Muller Term Loan.

Liquidity and Capital Resources

We are a holding company and have no direct material operations. Our only material asset is our ownership of our operating entity, Mueller Group, LLC, and our only material liabilities are the senior discount notes described below and our guarantee of the 2005 Mueller Credit Agreement. Our principal source of liquidity has been and is expected to be dividends from Mueller Group and financing activities, and, except for the partial redemption of debt in July 2006 using the remaining net proceeds of $183.3 million from the IPO, our principal use of cash will be for debt service beginning in 2009.

The 2005 Credit Agreement and subordinated notes described below are obligations of Mueller Group and impose limitations on its ability to pay dividends to us. For example, the subordinated notes limit the amount of restricted payments , including dividends, that Mueller Group can make. Generally, under these notes Mueller Group can pay dividends only if its fixed charge coverage ratio (as defined) is 2.5 to 1 or better and only from an amount equal to 50% of its cumulative net income (as defined) since January 1, 2004. Mueller Group s ability to generate net income will depend upon various factors that may be beyond our control. Accordingly, Mueller Group may not generate sufficient cash flow or be permitted by the terms of its debt to pay dividends or distributions to us in amounts sufficient to allow us to pay cash interest on our outstanding indebtedness or to satisfy our other cash needs. We would then be required to secure alternate financing, which may not be available on acceptable terms, or at all.

Mueller Group s principal sources of liquidity have been, and are expected to be, cash flow from operations and borrowings under the 2005 Mueller Credit Agreement. Its principal uses of cash will be debt service requirements as described below, capital expenditures, working capital requirements, dividends to the Company to finance our cash needs and possible acquisitions.

Debt Service

As of June 30, 2006, we had total consolidated indebtedness of approximately $1,304.0 million and approximately $113.2 million of borrowings available under the revolver portion of the 2005 Mueller Credit Agreement, subject to customary conditions. As of June 30, 2006, Mueller Group had $31.8 million in letters of credit outstanding under the 2005 Mueller Credit Agreement, which reduces availability for borrowings thereunder. The significant debt service obligations under the credit facility and indentures 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 June 30, 2006 related to a coverage ratio, as defined in the 2005 Mueller Credit Agreement, which required approximately $233 million of EBITDA over the trailing twelve months, based on net debt outstanding at June 30, 2006. We were in compliance with this covenant at June 30, 2006.

2005 Mueller Credit Agreement: On October 3, 2005, Group entered into a credit agreement (the 2005 Mueller Credit Agreement) consisting of a $145 million senior secured revolving credit facility maturing in October 2010 (the 2005 Mueller Revolving Credit Facility) and a $1,050 million senior secured term loan maturing in October 2012 (the 2005 Mueller Term Loan). The 2005 Mueller Credit Agreement is a secured obligation of Group and substantially all of its wholly-owned domestic subsidiaries. The 2005 Mueller Term Loan requires quarterly principal payments of $2.0 million through October 3, 2012, at which point in time the remaining principal outstanding is due. The commitment fee on the unused portion of the 2005 Mueller Revolving Credit Facility is 0.50% and the interest rate is a floating interest rate of 2.5% over LIBOR. The 2005 Mueller Term Loan carries a floating interest rate of 2.25% over LIBOR. As of June 30, 2006, the weighted average interest rate including interest rate swaps was 7.2% and the weighted average interest rate excluding interest rate swaps was 7.5%.

Proceeds from the 2005 Mueller Credit Agreement were $1,053.4 million, net of $21.6 million of underwriting fees and expenses which will be amortized over the life of the loans. The proceeds were used to finance the acquisition of Predecessor Mueller by Walter and to refinance existing indebtedness.

The 2005 Mueller Credit Agreement contains customary events of default and covenants, including covenants that restrict the ability of Group and certain of its subsidiaries to incur certain additional indebtedness, pay dividends, create or permit liens on assets, engage in mergers or consolidations, and certain restrictive financial covenants.

The 2005 Mueller Credit Agreement also contains financial covenants requiring Group to maintain:

- an interest expense coverage ratio of at least 2.25 to 1.00 (increasing to 2.50 to 1.00 beginning with the four quarter period ending December 31, 2007);

- a consolidated leverage ratio of not more than 5.50 to 1.00 (decreasing in annual increments to 4.00 to 1.00 by the four quarter period ending December 31, 2008); and

- a consolidated senior secured leverage ratio of not more than 4.25 to 1.00 (decreasing in annual increments to 3.00 to 1.00 by the four quarter period ending December 31, 2008).

An amendment to the 2005 Mueller Credit Agreement made in January 2006 provides that in the event of an initial public offering, Group may pay annual dividends of up to $8.5 million to the Company to pay its common shareholders.

On June 1, 2006, the Company used $246.0 million of the $429.3 million in proceeds from the Company s IPO for a partial redemption of the outstanding 2005 Mueller Term Loan. In addition to this transaction, the Company paid $1.0 million of the outstanding 2005 Mueller Term Loan during the three months ended June 30, 2006.

10% Senior Subordinated Notes: In 2004, Mueller Group, Inc. (now, Mueller Group, LLC) issued $315 million principal face amount of 10% senior subordinated notes due 2012. The senior subordinated notes are guaranteed by each of Group s existing domestic restricted subsidiaries. The subordinated notes contain customary covenants and events of default, including covenants that limit Group s ability to incur debt, pay dividends and make investments. The effective interest rate was 8.0% as of the June 30, 2006 market value of the notes.

On July 3, 2006, the Company used $123.1 million of the $429.3 million in proceeds from the Company s IPO for a partial redemption of $110.3 million of the senior subordinated notes, plus accrued interest of $1.8 million and a prepayment premium of $11.0 million.

14¾% Senior Discount Notes: In 2004, Predecessor Mueller issued 223,000 units, consisting of $223 million principal face amount of 14¾% senior discount notes due 2014 and warrants to purchase 24,487,383 shares of Predecessor Mueller s common stock. In connection with the Acquisition, these warrants were cancelled and converted into the right to receive cash equal to the number of shares of common stock into which the warrants would have been exercisable multiplied by the per-share merger consideration (less the exercise price per warrant). The senior discount notes remain senior unsecured obligations of the Company and are effectively subordinated to all of its existing and future secured debt and to all indebtedness and other liabilities of the Company s subsidiaries, including Group. The senior discount notes do not require cash interest payments until April 2009. The effective interest rate was 10.6% as of the June 30, 2006 market value of the notes.

On July 3, 2006, the Company used $60.2 million of the proceeds from its IPO for a partial redemption of $52.5 million of the senior discount notes plus a $7.7 million prepayment premium.

Capital Expenditures

The 2005 Mueller Credit Agreement 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.

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 June 30, 2006, we had $31.8 million of letters of credit and $21.2 million of surety bonds outstanding.

Contractual Obligations

Our contractual obligations as of June 30, 2006:

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(1)	$ 8.0	$ 16.0	$ 16.0	$ 1,180.7	$ 1,220.7
Interest on long-term debt(2)	93.8	192.4	248.7	305.1	840.0
Capital lease obligations	1.0	1.3	0.1		2.4
Operating leases	7.9	8.0	3.3	1.9	21.1
Unconditional purchase obligations(3)	18.2				18.2
Other long-term obligations(4)					
Total contractual cash obligations	$ 128.9	$ 217.7	$ 268.1	$ 1,487.7	$ 2,102.4

(1) The principal payments on long-term debt exclude $41.0 million of premium and $39.9 million of accreted interest on the 14¾% senior discount notes, which is included in interest on long-term debt.

(2) Interest on the senior credit facility is calculated using LIBOR of 5.48%, the rate in effect on June 30, 2006. Each increase or decrease in LIBOR of 0.125% would result in an increase or decrease in annual interest on the senior credit facility of $1.0 million. Because the interest rate under the senior credit facility 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 to be received on the existing interest rate swaps are estimated to be approximately $10.3 million, net of LIBOR interest calculated at 5.48% received from counterparties.

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

(4) Excludes the deferred payment portion of the purchase price for Star Pipe, Inc. (Star), purchased by Predecessor Mueller on January 15, 2004. 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 $23.0 million, we estimate that the total deferred payment will be approximately $3.0 million 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 (except for raw material cost increases on scrap steel, brass ingot and steel pipe) has had a material impact on our financial position or results of operations.

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 needs tend to be reduced.

Critical Accounting Policies

Our significant accounting policies include those of U.S. Pipe and Predecessor Mueller. While all significant accounting policies are important to our consolidated financial statements, some of these policies may be 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. We believe our most critical accounting policies are as follows:

Pensions

We sponsor a number of defined benefit retirement plans. We record annual amounts relating to these plans based on calculations specified by accounting principles generally accepted in the United States of America, which include various actuarial assumptions including the following:

U.S. Pipe

	Pension Benefits September 30, 2005	**December 31, 2004**	**Other Benefits September 30, 2005**	**December 31, 2004**
Weighted-average assumptions used to determine benefit obligations:				
Discount rate	5.0 %	6.0 %	5.0 %	6.0 %
Rate of compensation increase	3.5 %	3.5 %		
Weighted-average assumptions used to determine net periodic costs:				
Discount rate:	6.0 %	6.4 %	6.0 %	6.4 %
Expected return on plan assets	8.9 %	8.9 %		
Rate of compensation increase	3.5 %	3.5 %		
Assumed health care cost trend rates:				
Health care cost trend rate assumed for next year			10.0 %	10.0 %
Rate to which cost trend rate is assumed to decline (the ultimate trend rate)			5.0 %	5.0 %
Year that the rate reaches the ultimate trend rate			2010	2009

55

The discount rate used to determine pension expense was decreased to 6.0% for 2005 from 6.4% used in 2004. The discount rate is based on a proprietary bond defeasance model designed by the plans investment consultant to create a portfolio of high quality corporate bonds which, if invested on the measurement date, would provide the necessary future cash flows to pay accumulated benefits when due. The premise of the model is that annual benefit obligations are funded from the cash flows generated from periodic bond coupon payments, principal maturities and the interest on excess cash flows, i.e. carry forward balances.

The model uses a statistical program to determine the optimal mix of securities to offset benefit obligations. The model is populated with an array of Moody s Aa-rated corporate fixed income securities that are actively traded in the bond market on the measurement date. None of the securities used in the model had embedded call, put or convertible features, and none were structured with par paydowns or deferred income streams. All of the securities in the model are considered appropriate for the analysis as they are diversified by maturity date and issuer and offer predictable cash flow streams. For diversification purposes, the model was constrained to purchasing no more than 20% of any outstanding issuance. Carry forward interest is credited at a rate determined by adding the appropriate implied forward Treasury yield to the Aa-rated credit spread as of the measurement date.

The expected return on plan assets was based on U.S. Pipe s expectation of the long-term average rate of return on assets in the pension funds, which was modeled based on the current and projected asset mix of the funds and considering the historical returns earned on the type of assets in the funds. We will review our actuarial assumptions on an annual basis and make modifications to the assumptions based on current rates and trends when appropriate. As required by U.S. GAAP, the effects of the modifications are amortized over future periods.

Assumed health care cost trends, discount rates, expected return on plan assets and salary increases have a significant effect on the amounts reported for the pension plans and health care plans. A one-percentage-point change in the rate for each of these assumptions would have the following effects:

	1-Percentage Point Increase	**1-Percentage Point Decrease**
	(dollars in millions)	
Discount rate:		
Effect on pension service and interest cost components	$ (0.2)	$ 0.2
Effect on pension benefit obligation	(24.5)	29.8
Effect on current year pension expense	(1.5)	1.8
Expected return on plan assets:		
Effect on current year pension expense	(1.2)	1.2
Rate of compensation increase:		
Effect on pension service and interest cost components	0.3	(0.3)
Effect on pension benefit obligation	2.8	(2.4)
Effect on current year pension expense	0.6	(0.5)

Among the items affecting U.S. Pipe s net accrued retirement pension benefits were additional minimum pension liabilities recognized in 2005, which primarily resulted from a further decline in the average discount rate from 6.0% to 5.0%. As a result, the net accrued benefit was increased by $24.1 million and accumulated other comprehensive loss (a component of equity) was increased by a similar amount, net of a tax benefit of $8.2 million. Depending on future plan asset performances and interest rates, additional adjustments to our net accrued benefit and equity may be required.

Workers Compensation

We are self-insured for workers compensation benefits for work-related injuries. Liabilities, including those related to claims incurred but not reported, are recorded principally using annual valuations based on discounted future expected payments and using historical data or combined insurance industry data when historical data is limited. Pursuant to the terms of the Tyco Purchase Agreement, Predecessor Mueller is indemnified by Tyco for all liabilities that occurred prior to August 16, 1999. Workers compensation liabilities were as follows:

	June 30, 2006	September 30, 2005
	(dollars in millions)	
Workers compensation liability recorded on a discounted basis	$ 24.8	$ 11.9

A one-percentage-point increase in the discount rate on the discounted claims liability would decrease the liability by $0.1 million, while a one-percentage-point decrease in the discount rate would increase the liability by $0.1 million.

Litigation, Investigations and Claims

We are involved in litigation, investigations, and claims arising out of the normal conduct of our business, including those relating to commercial transactions, as well as environmental, health and safety matters. We estimate and accrue liabilities resulting from such matters based on a variety of factors, including outstanding legal claims and proposed settlements; assessments by internal counsel of pending or threatened litigation; and assessments of potential environmental liabilities and remediation costs. We believe we have adequately accrued for these potential liabilities; however, facts and circumstances may change and could cause the actual liability to exceed the estimates, or that may require adjustments to the recorded liability balances in the future.

Revenue Recognition

We recognize revenue based on the recognition criteria set forth in the Securities and Exchange Commission s Staff Accounting Bulletin 104 Revenue Recognition in Financial Statements, which is when delivery of a product has occurred and there is persuasive evidence of a sales arrangement, sales prices are fixed and determinable, and collectibility from the customers is reasonably assured. Revenue from the sale of products is recognized when title passes upon delivery to the customer. Sales are recorded net of cash discounts and rebates.

Receivables

Receivables relate primarily to customers located in North America. To reduce credit risk, we perform credit investigations prior to accepting an order and, when necessary, require letters of credit to insure payment.

Our estimate for uncollectible accounts receivable is based, in large part, upon judgments and estimates of expected losses and specific identification of problem trade accounts. Significantly weaker than anticipated industry or economic conditions could impact customers ability to pay such that actual losses are greater than the amounts provided for in these allowances. Our periodic evaluation of the adequacy of our allowance is based on our analysis of our prior collection experience, specific customer creditworthiness and current economic trends within the industries we serve. In circumstances where we are aware of a specific customer s inability to meet its financial obligation to us (e.g., bankruptcy filings or substantial downgrading of credit ratings), we record a specific reserve to reduce the receivable to the amount we reasonably believe will be collected.

Inventories

Inventories are recorded at the lower of cost (first-in, first-out) or market value. Additionally, we evaluate our inventory in terms of excess and obsolete exposures. This evaluation includes such factors as anticipated usage, inventory turnover, inventory levels and ultimate product sales value. Inventory cost includes an overhead component that can be affected by levels of production and actual costs incurred. Management periodically evaluates the effects of production levels and actual costs incurred on the costs capitalized as part of inventory cost.

Income Taxes

Deferred tax liabilities and assets are recognized for the expected future tax consequences of events that have been included in the financial statements or tax returns. Deferred tax liabilities and assets are determined based on the differences between the financial statements and the tax basis of assets and liabilities, using tax rates in effect for the years in which the differences are expected to reverse. A valuation allowance is provided to offset any net deferred tax assets if, based upon the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. If we were to reduce our estimates of future taxable income, we could be required to record a valuation allowance against our deferred tax assets.

We have recorded provisions associated with income tax exposures. Such provisions require significant judgment and are adjusted when events or circumstances occur that would require a change in the estimated accrual.

Accounting for the Impairment of Long-Lived Assets Including Goodwill and Other Intangibles

Long-lived assets, including goodwill and intangible assets that have an indefinite life are tested for impairment annually (or more frequently if events or circumstances indicate possible impairments). Definite-lived intangible assets are amortized over their respective estimated useful lives and reviewed for impairment annually or more frequently if events or circumstances indicate possible impairment. Any recognized intangible asset determined to have an indefinite useful life will not be amortized, but instead tested for impairment in accordance with the standard until its life is determined to no longer be indefinite. We use an estimate of future undiscounted net cash flows of the related asset or asset grouping over the remaining life in measuring whether long-lived assets other than goodwill and intangibles are impaired. If impaired, we may need to record impairment charges to reduce the carrying value of our long-lived assets.

Share-Based Compensation

The Company issues awards under the 2006 Plan and participates in share-based compensation plans of its parent company, Walter. Historically, Walter did not allocate any costs of its plans to U.S. Pipe. Beginning October 1, 2005, the Company adopted SFAS No. 123(R), Share-Based Payment , which requires that compensation costs related to share-based payment transactions be recognized in the financial statements over the period that an employee provides service in exchange for the award. The Company uses the modified prospective method, under which we record compensation cost for new and modified awards over the related vesting period of such awards. The Company had approximately 1.1 million restricted stock units and 0.1 million stock options outstanding at June 30, 2006. Certain of the Company s employees have been granted Walter restricted stock units and stock options under Walter s share-based compensation plans.

Derivative Instruments and Hedging Activities

We currently use interest rate swaps as required in the 2005 Mueller Credit Agreement to reduce the risk of interest rate volatility. The amount to be paid or received from interest rate swaps is charged or

58

credited to interest expense over the lives of the interest rate swap agreements. Changes in the fair value of derivatives are recorded each period in earnings or Accumulated Other Comprehensive Income (Loss), depending on whether a derivative is designated and effective as part of a hedge transaction and meets the applicable requirements associated with Statement of Financial Accounting Standards (SFAS) No. 133, as amended.

For a derivative to qualify as a hedge at inception and throughout the hedge period, we must formally document the nature and relationships between the hedging instruments and hedged items, as well as its risk-management objectives, strategies for undertaking the various hedge transactions and method of assessing hedge effectiveness. Any financial instruments qualifying for hedge accounting must maintain a specified level of effectiveness between the hedging instrument and the item being hedged, both at inception and throughout the hedged period.

Additionally, we utilize forward contracts to mitigate exposure to changes in foreign currency exchange rates from third party and intercompany transactions. The primary currency to which we are exposed and to which we hedge the exposure is the Canadian dollar. The effective portion of unrealized gains and losses associated with forward contracts are deferred as a component of Accumulated Other Comprehensive Income (Loss) until the underlying hedged transactions are reported in our consolidated statement of earnings. The balance was less than $0.1 million at June 30, 2006.

Recently Issued Accounting Standards

In June 2006, the FASB ratified EITF No. 06-3 How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That Is, Gross versus Net Presentation) (EITF 06-3). EITF 06-3 addresses the income statement presentation of any tax collected from customers and remitted to a government authority and concludes the presentation of taxes on either a gross basis or a net basis is an accounting policy decision that should be disclosed pursuant to APB Opinion No. 22 Disclosure of Accounting Policies. This is effective for interim and annual reporting periods beginning after December 15, 2006 and will require the financial statement disclosure of any significant taxes recognized on a gross basis. The Company has not yet determined what effect, if any, the adoption of this interpretation will have on its consolidated financial statements.

In July 2006, the FASB issued final Interpretation (FIN) No. 48, Accounting for Uncertainty in Income Taxes , which defines the minimum recognition threshold a tax provision must meet before being recognized in the financial statements. This interpretation also provides guidance on derecognition of income tax assets and liabilities, classification of current and deferred income tax assets and liabilities, accounting for interest and penalties associated with tax positions, accounting for income taxes in interim periods, and income tax disclosures. FIN No. 48 applies to all tax positions related to income taxes subject to SFAS No. 109, Accounting for Income Taxes . The Company has not yet determined what effect, if any, the adoption of this interpretation, which becomes effective October 1, 2007, will have on its consolidated financial statements.

ITEM 3. QUALITATIVE AND QUANTITATIVE DISCLOSURE ABOUT MARKET RISK

We are exposed to various market risks, which are potential losses arising from adverse changes in market rates and prices, such as interest rates and foreign exchange fluctuations. We do not enter into derivatives or other financial instruments for trading or speculative purposes.

Our primary financial instruments are cash and cash equivalents. This includes cash in banks and highly rated, liquid money market investments and U.S. government securities. We believe that those instruments are not subject to material potential near-term losses in future earnings from reasonably possible near-term changes in market rates or prices.

Interest Rate Risk

At June 30, 2006, the Company had fixed rate debt of $508.3 million and variable rate debt of $795.7 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 $8.0 million per year.

On October 27, 2005, Group entered into six interest rate hedge transactions with a cumulative notional amount of $350 million. The swap terms are between one and seven years with five separate counter-parties. The objective of the hedges is to protect the Company against rising LIBOR interest rates that would have a negative effect on the Company s cash flows due to changes in interest payments on its 2005 Mueller Term Loan. The structure of the hedges are a one-year 4.617% LIBOR swap of $25 million, a three-year 4.740% LIBOR swap of $50 million, a four-year 4.800% LIBOR swap of $50 million, a five-year 4.814% LIBOR swap of $100 million, a six-year 4.915% LIBOR swap of $50 million, and a seven year 4.960% LIBOR swap of $75 million. These swap agreements call for the Company to make fixed rate payments over the term at each swap s stated fixed rate and to receive payments based on three month LIBOR from the counter-parties. These swaps will be settled quarterly over their lives and will be accounted for as cash flow hedges. As such, changes in the fair value of these swaps that take place through the date of maturity will be recorded in Accumulated Other Comprehensive Income (Loss). These hedges comply with covenants contained in the 2005 Mueller Credit Agreement.

Group has two interest rate hedge agreements with a cumulative notional value amount of $100 million that existed as of October 3, 2005: a $50 million two-year 3.928% LIBOR swap that matures in May 2007 and a $50 million two-year 4.249% LIBOR swap that matures in April 2007. The changes in fair value of these two swaps were recorded immediately as interest expense in the Statements of Operations until achieving hedge effectiveness in October 2005 and November 2005, respectively, at which times such changes in fair value were recorded in Accumulated Other Comprehensive Income (Loss).

The Company recorded an unrealized gain from its interest rate swap contracts, net of tax, of $5.3 million at June 30, 2006 in Accumulated Other Comprehensive Income (Loss).

We will consider entering into additional interest rate swaps or other interest rate hedging instruments to protect against interest rate fluctuations on our floating rate debt.

The 2005 Mueller Credit Agreement requires that at least 50% of the funded debt of Mueller Group and its restricted subsidiaries on a consolidated basis be fixed for a period beginning no later than January 1, 2006 and ending October 3, 2008. This requirement can be met with any combination of fixed rate debt and rate protection agreements. Mueller Group is currently in compliance with this requirement.

Currency Risk

Outside of the United States, we maintain assets and operations in Canada and, to a much lesser extent, China. The results of operations and financial position of our foreign operations are principally measured in their respective currency and translated into United States dollars. As a result, exposure to foreign currency gains and losses exists. The reported income of these subsidiaries will be higher or lower depending on a weakening or strengthening of the United States dollar against the respective foreign currency. Our subsidiaries and affiliates also purchase and sell products and services in various currencies. As a result, we may be exposed to cost increases relative to the local currencies in the markets in which we sell. Because a different percentage of our revenues is in foreign currency than our costs, a change in the relative value of the United States dollar could have a disproportionate impact on our revenues compared to our cost, which could impact our margins.

A portion of our assets are based in our foreign locations and are translated into United States dollars at foreign currency exchange rates in effect as of the end of each period, with the effect of such translation reflected in other comprehensive income (loss). Accordingly, our consolidated stockholders equity will fluctuate depending upon the weakening or strengthening of the United States dollar against the respective foreign currency.

We have entered into forward exchange contracts principally to hedge currency fluctuations in transactions (primarily an intercompany loan and anticipated inventory purchases) denominated in foreign currencies, thereby limiting the risk that would otherwise result from changes in exchange rates. The majority of the Company s exposure to currency movements is in Canada. Gains and losses on the forward contracts are expected to be offset by losses / gains in recognized net underlying foreign currency transactions. As of June 30, 2006, the Company had entered into forward contracts in a notional amount of $8.7 million to protect anticipated inventory purchases over the next three months by its Canadian operations. With these hedges, the Company purchases U.S. dollars and sells Canadian dollars at an average exchange rate of $0.885.

The Company has also entered into hedges protecting intercompany loan payments to be made over the next three years by its Canadian subsidiary to a U.S. subsidiary totaling $37.3 million. With these hedges, the Company sells Canadian dollars for U.S. dollars at an exchange rate of $0.8681. Gains or losses on these hedges will be recorded in earnings. The loss on the hedges during the three months and nine months ended June 30, 2006 was $1.6 million and $1.6 million, respectively.

Raw Materials Risk

Our products are made from several basic raw materials, including steel pipe, scrap steel, iron, brass ingot, sand, resin and natural gas, whose prices fluctuate as market supply and demand change. Accordingly, product margins and the level of profitability can fluctuate if we are not able to pass raw material costs on to our customers. Management estimates for our Mueller and Anvil segments that raw material accounted for approximately 18% of our cost of goods sold due to increasing raw material prices in 2005. Management estimates U.S. Pipe s scrap metal and ferrous alloys used in the manufacturing process accounted for 40% of the cost to manufacture ductile iron pipe as of September 30, 2005. Historically, we have been able to obtain an adequate supply of raw materials and do not anticipate any shortage of these materials. We generally purchase raw materials at spot prices but may, from time to time, enter into commodity derivatives to reduce our exposure to fluctuation in the price of raw materials.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures.

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports filed or submitted under the Securities Exchange Act of 1934, as amended (Exchange Act), is recorded, processed, summarized, and reported within the time periods specified in the Commission s rules and forms and that such information is accumulated and communicated to the Company s management including its principal executive and financial officers, as appropriate to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, the Company s management evaluated the effectiveness of the design and operation of disclosure controls and procedures pursuant to Rule 13a-15(b) of the Exchange Act. This evaluation was done under the supervision and with the participation of management, including Gregory E. Hyland, President and Chief Executive Officer, and Jeffery W. Sprick, Chief Financial Officer.

Based on this evaluation and because of the material weakness described below, the Company s Chief Executive Officer and Chief Financial Officer have concluded that the Company s disclosure controls and procedures were not effective as of June 30, 2006. Notwithstanding this material weakness, management concluded that the financial statements included in this Form 10-Q for the period ended June 30, 2006 fairly present in all material respects their financial position, results of operations and cash flows for the periods presented in conformity with GAAP.

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 September 30, 2005, the Company did not maintain effective controls over the preparation, review and presentation and disclosure of its consolidated financial statements, due to a lack of personnel with experience in financial reporting and control procedures necessary for SEC registrants. Specifically, the Company s controls failed to prevent or detect the incorrect presentation of the following in the Predecessor Mueller consolidated financial statements: (i) cash flows from the effect of exchange rate changes on cash balances; (ii) cash flows from the loss on disposal of property, plant and equipment; (iii) cash flows and balance sheet presentation of the dollar value of bank checks outstanding; (iv) the presentation of current and non-current deferred income tax assets in Predecessor Mueller s consolidated balance sheet; and (v) classification of certain depreciation expense as selling, general and administrative expense instead of cost of sales in their consolidated statement of operations. Further, the Company s controls failed to prevent or detect the incorrect presentation of shipping and handling costs in the Company unaudited consolidated statement of operations for the three months ended December 31, 2004 as presented in the 10-Q for the period ended December 31, 2005. The Company s control deficiency resulted in the restatement of Predecessor Mueller s annual consolidated financial statements for fiscal 2004 and 2003 and interim consolidated financial statements for the first three quarters of fiscal 2005, all interim periods of fiscal 2004, audit adjustments to the 2005 annual consolidated financial statements and the restatement of the Company s consolidated statement of operations for the three months ended December 31, 2004. 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.

As of September 30, 2004 and 2005, Predecessor Mueller reported the following control deficiencies that, in the aggregate, constituted a material weakness in internal control over preparation, review and presentation and disclosure of their consolidated financial statements. Specifically Predecessor Mueller s 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 GAAP. 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 interim financial statements that would not be prevented or detected. While item (i) above remains unremediated and has been added as a component of the material weakness existing at June 30, 2006 described above, management has concluded that based on the remediation actions described below, items (ii) through (vii) of this material weakness did not exist at June 30, 2006.

Remediation of Material Weakness

In order to remediate the material weakness first reported as of September 30, 2004, Predecessor Mueller: (i) reassigned its Chief Financial Officer, appointed an Interim Chief Financial Officer and hired additional accounting and finance staff; (ii) introduced increased training for their 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 their Exchange Act Reports and other public communications; (v) improved their controls over, and began developing written policies and procedures that cover all 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 controls over information technology; and (vii) implemented global compliance initiatives under the direction of their Chief Compliance Officer including controls surrounding whistleblower hotline complaints and internal certifications. The Company continued these improvement efforts during the quarter ended June 30, 2006 and has concluded that it has remediated items (ii) through (vii) of this material weakness. However, as disclosed above, item (i) a lack of personnel with experience in financial reporting and control procedures necessary for SEC registrants is the only remaining item of the continuing material weakness at June 30, 2006.

During the quarter ended June 30, 2006, the Company took steps to remediate the material weakness that continued as of June 30, 2006. These steps included a thorough review, on a quarterly basis, of foreign currency translation cash flow statement effects, the dollar value of bank checks outstanding 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 as will the proper classification of shipping and handling costs within our consolidated statement of operations.

In addition, during the quarter ended December 31, 2005, the Company made the following changes in internal control over financial reporting:

- 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 for its Pratt and Chattanooga facilities;

- designated the Walter Industries Audit Committee, which is fully independent under New York Stock Exchange listing rules and the rules of the SEC, as its audit committee (in April 2006, the Company formed its own audit committee, which is fully independent under the New York Stock Exchange and SEC rules); and

- began to implement an internal quarterly review plan to review higher risk areas in financial reporting, such as revenue recognition, inventory valuation and cash flow reporting.

The Company continues to upgrade the knowledge of its finance staff by implementing on-going United States GAAP 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, periodically distributing summaries of changes in accounting and reporting standards, and issuing and updating our accounting policies. Additionally, the Company terminated the former Chief

Compliance Officer of Predecessor Mueller and reassigned those duties to the Director of Internal Audit. While significant improvements have been implemented, 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. During the quarter ended June 30, 2006, the Company hired a Vice President of Internal Audit with significant Sarbanes-Oxley implementation experience to direct the Company s Sarbanes-Oxley implementation objectives.

The Company believes the additional control procedures as designed, when implemented, will fully remediate the above material weakness.

Changes in Internal Control Over Financial Reporting

Except as described above, there were no changes internal control over financial reporting during the quarter ended June 30, 2006, that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings

See Note 16 of the Notes to Condensed Consolidated Financial Statements in this Form 10-Q for a description of current legal proceedings.

We are involved in various legal proceedings which have arisen in the normal course of our operations, including the proceedings summarized below. The effect of the outcome of these matters on the Company s future results of operations cannot be predicted with certainty as any such effect depends on future results of operations and the amount and timing of the resolution of such matters. Other than the litigation described below, we do not believe that any of our outstanding litigation would have a material adverse effect on our business, operations or prospects.

U.S. Pipe has implemented an Administrative Consent Order (ACO) for its Burlington, New Jersey plant that was required under the New Jersey Environmental Cleanup Responsibility Act (now known as the Industrial Site Recovery Act). The ACO required soil and ground water cleanup. U.S. Pipe has completed, and has received final approval for the soil cleanup required by the ACO. U.S. Pipe is continuing to address ground water issues at this site. Further remediation could be required. These remediation costs are expected to be minimal. Long term ground water monitoring will be required to verify natural attenuation. It is not known how long ground water monitoring will be required. Management does not believe monitoring or further cleanup costs, if any, will have a material adverse effect on the financial condition or results of operations of the Company and its subsidiaries.

The Federal Comprehensive Environmental Response, Compensation and Liability Act (CERCLA), generally imposes liability, which may be joint and several and is without regard to fault or the legality of waste generation or disposal, on certain classes of persons, including owners and operators of sites at which hazardous substances are released into the environment (or pose a threat of such release), persons that disposed or arranged for the disposal of hazardous substances at such sites, and persons who owned or operated such sites at the time of such disposal. CERCLA authorizes the EPA, the States and, in some circumstances, private entities to take actions in response to public health or environmental threats and to seek to recover the costs they incur from the same classes of persons. Certain governmental authorities can also seek recovery for damages to natural resources.

Currently, U.S. Pipe has been identified as a potentially responsible party (PRP) by the EPA under CERCLA with respect to cleanup of hazardous substances in Anniston, Alabama. U.S. Pipe is among many PRP s at such sites and a significant number of the PRP s are substantial companies. The PRP s have negotiated an Administrative Order of Consent (ACO) with the EPA and the PRP s have agreed to divide clean-up costs pro-rata subject to later adjustment based on the relative contribution by each PRP to the contamination. Management estimates the Company s share of liability for cleanup after allocation among the several PRP s will be approximately $4.0 million which was accrued in 2004. Management does not believe that U.S. Pipe s share of any liability under the ACO will have a material adverse effect on the financial condition of the Company, but could be material to results of operations in future periods.

Solutia, Inc. and Pharmacia Corporation (Solutia) filed suit against United States Pipe and Foundry Company and Walter Industries on January 5, 2003 (Solutia, Inc. and Pharmacia Corporation v. United States Pipe and Foundry Company, Walter Industries, Inc., et al, Case No. CV-03-PWG-1345-E) in US District court for the Northern District of Alabama. This is a civil action for contribution and cost recovery by Solutia with respect to costs incurred and to be incurred in performing remediation of polychlorinated biphenyls (PCB) and heavy metals mandated by EPA in Anniston, Alabama with respect to the ACO described above. The ACO provides protection against contribution claims by third parties, such as Solutia. Management believes that the likelihood of liability in the contribution litigation is remote.

65

Walter Industries, Inc. and United States Pipe and Foundry Company have been named in a suit filed by Isaiah Evans on April 8, 2005 (Isaiah Evans et al v. Walter Industries, Inc., United States Pipe and Foundry Company, Inc., et al, Case No. CV:05-258) in the Circuit Court of Calhoun County, Alabama. This is a purported civil class action case filed against 18 foundries in the Anniston, Alabama area alleging state law tort claims in the creation and disposal of foundry sand alleged to contain lead and PCB s. The plaintiffs are seeking damages for personal injury and property damage. This matter is still in early stages of litigation and no substantive discovery has taken place yet. In addition, management believes that both procedural and substantive defenses would be available to us should this class action proceed. Accordingly, management believes that, presently, there is no reasonable procedural or factual basis for management to form a view with respect to the probability of liability in this matter.

The Los Angeles Department of Water and Power, ex rel. Nora Armenta (Armenta) filed suit against our subsidiaries, James Jones Company and Mueller Co. (Superior Court, Los Angeles County, California; Case No. BC 173487) on June 27, 1997. In a related case, on September 15, 2004, the City of Banning and other California municipalities (collectively, City of Banning) filed suit against the Company s subsidiaries, James Jones Company and Mueller Co. (Superior Court, Los Angeles County; Case No. BC 321513). The Armenta matter is a false claims lawsuit brought on behalf of cities, water districts and municipalities against our James Jones Company subsidiary alleging that the defendants sold allegedly non-conforming public water system parts to various government entities. The lawsuit seeks consequential damages, penalties and punitive damages relating to the repair and replacement of the water systems to remove the allegedly non-conforming parts. Our subsidiary, Mueller Co., which had also been named as a defendant in the Armenta matter, brought a summary judgment motion and was dismissed from this litigation in January 2004: James Jones Company remains a defendant in the action. On September 15, 2004, the Armenta trial court ruled against the intervention of approximately 30 municipalities that had failed to intervene within the time deadlines previously specified by the court. The trial court also ruled that the majority of municipalities that had purchased James Jones products from contractors or distributors were not in privity with the James Jones Company and were not entitled to punitive damages. Following the Armenta court s ruling, on September 15, 2004, the water districts and municipalities filed the City of Banning action against the James Jones Company and Watts (former parent company of James Jones Company), alleging fraud and intentional misrepresentation. This lawsuit is based on the same underlying facts as the Armenta lawsuit. Any liability associated with these lawsuits is covered by the Tyco indemnity, described below, and the defense is being paid for and conducted by Tyco, all in accordance with the indemnity obligation of Tyco.

In the acquisition agreement pursuant to which Tyco International sold the Company s Mueller and Anvil segments to the prior owners of these businesses in August 1999, Tyco agreed to indemnify the Company and its affiliates for all Excluded Liabilities. Excluded Liabilities include, among other things, substantially all liabilities relating to the time prior to the August 1999 Tyco transaction. The indemnity survives indefinitely and is not subject to any deductibles or caps. However, the Company may be responsible for these liabilities in the event that Tyco ever becomes financially unable to or otherwise fails to comply with, the terms of the indemnity. In addition, Tyco s indemnity does not cover liabilities to the extent caused by the Company or the operation of its business after the August 1999 Tyco transaction, nor does it cover liabilities arising with respect to businesses or sites acquired after the August 1999 Tyco transaction.

Some of our subsidiaries have been named as defendants in a small number of asbestos-related lawsuits. We do not believe these lawsuits, either individually or in the aggregate, are material to our financial position or results of operations.

The Company and its subsidiaries are parties to a number of other lawsuits arising in the ordinary course of their businesses. We provide for costs relating to these matters when a loss is probable and the amount is reasonably estimable. The effect of the outcome of these matters on the our future results of operations cannot be predicted with certainty as any such effect depends on future results of operations and the amount and timing of the resolution of such matters. While the results of litigation cannot be predicted with certainty, we believe that the final outcome of such other litigation will not have a materially adverse effect on our consolidated financial statements.

Item 1A. Risk Factors

Risks Relating to Our Business

Our business may suffer as a result of a downturn in government spending related to infrastructure upgrades, repairs and replacements, or in the cyclical residential or non-residential building markets.

Our business is primarily dependent upon spending on water and wastewater infrastructure upgrades, repairs and replacement, new water and wastewater infrastructure spending (which is dependent upon residential construction) and spending on non-residential construction. We are also subject to general economic conditions, the need for construction projects, interest rates and government incentives provided for public work projects. In addition, a significant percentage of our products are ultimately used by municipalities or other governmental agencies in public water transmission and collection systems. As a result, our sales could decline as a result of declines in the number of projects planned by public water agencies, government spending cuts, general budgetary constraints, difficulty in obtaining necessary permits or the inability of government entities to issue debt. It is not unusual for water projects to be delayed and rescheduled for a number of reasons, including changes in project priorities and difficulties in complying with environmental and other government regulations. Spending growth in the infrastructure upgrades, repairs and replacement sector has slowed in recent years as state and local governments budgets were negatively impacted by the downturn in the economy. Even if economic conditions were to continue to improve, state and local governments may choose not to address deferred infrastructure needs. Although the residential building market has experienced growth in recent years, this growth may not continue in the future. The residential and non-residential building markets are cyclical, and, historically, down cycles have typically lasted approximately four to six years. Any significant decline in the residential or non-residential building markets or governmental spending on infrastructure could lead to a significant decline in our sales, profitability and cash flows.

Our industry is very competitive and some of our products are commodities.

The domestic and international markets for flow control products are competitive. While there are only a few competitors for most of our product offerings, many of them are well-established companies with strong brand recognition. In particular, our malleable iron and cast iron pipe fitting products, which together comprised 5% and 6% of our pro forma sales for the 2005 fiscal year, and for the nine months ended June 30, 2006, respectively, face competition from less expensive imports and our pipe nipple and hanger products and our pipe fittings and couplings products, which together comprised 16% and 16% of our pro forma sales in 2005, and for the nine months ended June 30, 2006, respectively, compete on the basis of price and are sold in fragmented markets with low barriers to entry, allowing less expensive domestic and foreign producers to gain market share and reduce our margins. Also, competition for ductile iron pressure pipe sold by our U.S. Pipe segment comes not only from ductile pipe produced by a concentrated number of domestic manufacturers, but also from pipe composed of other materials, such as polyvinylchloride (PVC), high density polyethylene (HDPE), concrete, fiberglass, reinforced plastic and steel.

Foreign competition is intense and could harm our sales, profitability and cash flows.

In addition to domestic competition, we face intense foreign competition. The intensity of foreign competition is affected significantly by fluctuations in the value of the U.S. dollar against foreign currencies, by the relative cost to ship competitive products into the North American markets and by the level of import duties imposed by the U.S. Department of Commerce on certain products. Foreign competition is likely to further increase and certain product prices will continue to face downward pressure as our domestic competitors shift their operations or outsource manufacturing requirements overseas or source supplies from foreign vendors in an effort to reduce expenses.

We depend on a group of major distributors for a significant portion of our sales; any loss of these distributors could reduce our sales and continuing consolidation could cause price pressure.

In the fiscal year ended September 30, 2005 and the nine months ended June 30, 2006, on a pro forma basis, approximately 37% and 40%, respectively, of our pro forma sales were to our ten largest distributors, and approximately 30% and 33%, respectively, of our pro forma sales were to our three largest distributors: Home Depot, Ferguson Enterprises and American Waterworks. Our business relationships with most of our major distributor branches may be terminated at the option of either party upon zero to 60 days notice.

While our relationships with our ten largest distributors have been long-lasting, distributors in our industry have experienced significant consolidation in recent years, and our distributors may be acquired by other distributors who buy products from our competitors. Our ability to retain these customers in the face of other competitors generally depends on a variety of factors, including the quality and price of our products and our ability to market these products effectively. As consolidation among distributors continues, pricing pressure may result, which could lead to a significant decline in our profitability. For example, Home Depot acquired National Waterworks in 2005 and then acquired Hughes Supply in March 2006. As a result, two of our three previous largest distributors have been combined under common control. Moreover, the loss of either of Home Depot or Ferguson Enterprises as a distributor could significantly reduce our levels of sales and profitability.

Our brass valve products contain lead, which may be replaced in the future.

Our brass valve products, which constituted approximately 6% and 6% of our pro forma sales in the twelve months ended September 30, 2005 and the nine months ended June 30, 2006, respectively, contain approximately 5.0% 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 these products, including water meters and valves, and to limit their sale in California. Some of our business units have entered into settlement agreements with these environmental advocacy groups that have required them to either modify some of these products or offer substitutes for them with respect to products sold in California. Modifications of or substitutions for our products to meet or conform with regulatory requirements will require incremental capital spending of up to $8.0 million in the next two years and will require us to purchase more expensive raw materials, and we may not be able to pass these costs on to our customers. Legislation to substantially restrict lead content in water products has been introduced in the United States Congress. Congress may adopt legislation that would require us to reduce or eliminate lead in our brass products which could require us to incur substantial additional production expenses. In addition, advocacy groups or other parties may file suit against us under Proposition 65, which could result in additional costs in connection with marketing and selling our brass products in California.

Our business is subject to risk of price increases and fluctuations and delay in the delivery of raw materials and purchased components.

Our business is subject to the risk of price increases and fluctuations and periodic delays in the delivery of raw materials and purchased components that are beyond our control. Our operations require substantial amounts of raw materials or purchased components, such as steel pipe and scrap steel and iron, brass ingot, sand, resin, and natural gas. Management estimates that scrap metal and ferrous alloys used in the U.S. Pipe manufacturing process account for approximately 40% of the U.S. Pipe cost to manufacture ductile iron pipe and raw materials and purchased components used in our manufacturing processes currently account for approximately 18% of the Mueller and Anvil cost of goods sold. Fluctuations in the price and delivery of these materials may be driven by the supply/demand relationship for a material and factors particular to that material. In addition, if any of our suppliers seeks bankruptcy relief or otherwise cannot continue its business as anticipated or we cannot renew our supply contracts on favorable terms, the availability of raw materials could be reduced or the price of raw materials could increase.

The availability and price of certain raw materials or purchased components, such as steel scrap, brass ingot and natural gas are subject to market forces largely beyond our control, including North American and international demand, freight costs, speculation and foreign exchange rates. We generally purchase raw materials at spot prices and generally do not have the ability to hedge our exposure to price changes. We are not always able, and may not be able in the future, to pass on increases in the price of these raw materials to our customers. In particular, when raw material prices increase rapidly or to significantly higher than normal levels, we may not be able to pass price increases through to our customers on a timely basis, if at all, which could lead to significant reductions of our operating margins and cash flow. Any fluctuations in the price or availability of raw materials or purchased components could significantly reduce our levels of production and sales or impair our profitability.

Interruption of normal operations at our key manufacturing facilities may impair our production capabilities.

Some of our key products, including hydrants, valves and ductile iron pipe, are manufactured at five of our largest manufacturing facilities. The operations at our major manufacturing facilities may be impaired by various operating risks, including, but not limited to:

- catastrophic events such as fires, explosions, floods, earthquakes or other similar occurrences;
- interruptions in raw materials and energy supply;
- adverse government regulation;
- breakdowns or equipment failures;
- violations of our permit requirements or revocation of permits;
- releases of pollutants and hazardous substances to air, soil, surface water or groundwater;
- shortages of equipment or spare parts; and
- labor disputes.

To date, we have successfully managed non-material occurrences of the foregoing events, including a fire at the Columbia, PA facility of our Anvil segment and California s adoption of laws limiting the lead content of water infrastructure products, without significant disruption of our operations. More acute occurrences of these events could cause a decrease in, or the elimination of, the revenues generated by our key facilities or a substantial increase in the costs of operating such facilities that, in turn, could, impair our cash flows and results of operations.

We may be unsuccessful in identifying or integrating suitable acquisitions, which could impair our growth.

A part of our growth strategy depends on the availability of acquisition candidates with businesses that can be successfully integrated into our existing business and that will provide us with complementary manufacturing capabilities, products or services. However, we may be unable to identify targets that will be suitable for acquisition. In addition, if we identify a suitable acquisition candidate, our ability to successfully implement the acquisition will depend on a variety of factors, including our ability to finance the acquisition. Our ability to finance our acquisitions is subject to a number of factors, including the availability of adequate cash from operations or of acceptable financing terms and the terms of our debt instruments. In addition, there are many challenges to integrating acquired companies and businesses in our company, including eliminating redundant operations, facilities and systems, coordinating management and personnel, retaining key employees, managing different corporate cultures and achieving cost reductions and cross-selling opportunities. We may not be able to meet these challenges in the future.

Businesses we have acquired or will acquire may not perform as expected.

Businesses we have recently acquired or may acquire in the future may not perform as expected. Acquired businesses may perform below expectations after the acquisition for various reasons, including legislative or regulatory changes that affect the areas in which a business specializes, the loss of key customers after the acquisition has closed, general economic factors that affect a business in a direct way and the cultural incompatibility of an acquired management team with us. Any of these factors could impair our results of operations.

We have recorded a significant amount of goodwill and other identifiable intangible assets, and we may never realize the full value of our intangible assets.

We have recorded a significant amount of goodwill and other identifiable intangible assets. As of June 30, 2006, goodwill and other identifiable intangible assets were approximately $860.7 million and $842.6 million, respectively (or approximately 53% of our total assets). Goodwill and identifiable intangible assets of the Company were recorded at fair value on the date of acquisition and goodwill of U.S. Pipe remains at historical cost. In accordance with Financial Accounting Standards Board Statement of Financial Accounting Standards (SFAS) No. 142, goodwill and other intangible assets, are reviewed at least annually for impairment. Impairment may result from, among other things, deterioration in our performance, adverse market conditions, adverse changes in applicable laws or regulations, including changes that restrict the activities of or affect the products and services sold by our business, and a variety of other factors. The amount of any quantified impairment must be expensed immediately as a charge to results of operations. Depending on future circumstances, it is possible that we may never realize the full value of our intangible assets. Any future determination of impairment of a significant portion of goodwill or other identifiable intangible assets would result in a non-cash impairment charge.

We have a significant amount of debt.

As of June 30, 2006, our total debt was $1,304.0 million. We may incur significant additional indebtedness from time to time. The level of our indebtedness could have important consequences, including:

- making it more difficult for us to satisfy our obligations under our debt instruments;
- limiting cash flow available for general corporate purposes, including capital expenditures and acquisitions, because a substantial portion of our cash flow from operations must be dedicated to servicing our debt;
- limiting our ability to obtain additional debt financing in the future for working capital, capital expenditures or acquisitions;
- limiting our flexibility to react to competitive and other changes in our industry and economic conditions generally; and
- exposing us to risks inherent in interest rate fluctuations because a substantial portion of our borrowings is at variable rates of interest, which could result in higher interest expense in the event of increases in interest rates.

We will require a significant amount of cash to service our debt and our ability to generate cash depends on many factors beyond our control.

Our ability to pay or to refinance our indebtedness 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. There is a risk that our business will not generate sufficient cash flow from operations, that currently anticipated revenue growth and operating improvements will not be realized or that future borrowings will not be available to us in an amount sufficient to enable us to pay our indebtedness, or to fund our other liquidity needs. If we are unable to meet our debt service obligations or fund our other liquidity needs, we could attempt to restructure or refinance our indebtedness or seek additional equity capital, but we may not be able to accomplish those actions on satisfactory terms, if at all.

Restrictive covenants in our debt instruments may limit our ability to engage in certain transactions and may diminish our ability to make payments on our indebtedness.

Our debt instruments contain various covenants that limit our ability to engage in certain transactions. Our senior credit facilities also require the maintenance of specified financial ratios and the satisfaction of other financial condition tests. In addition, our debt instruments require us to provide regular financial information to our lenders and bondholders. Such requirements generally may be satisfied by our timely filing with the SEC of annual and quarterly reports under the Securities Exchange Act of 1934, as amended (the Exchange Act). Our ability to satisfy those financial ratios, tests or covenants can be affected by events beyond our control, and there is a risk that we will not meet those tests. A breach of any of these covenants could result in a default under our debt instruments. If an event of default is not remedied after the delivery of notice of default and lapse of any relevant grace period, the holders of our debt would be able to declare it immediately due and payable. Upon the occurrence of an event of default under our senior credit facilities, the lenders could also terminate all commitments to extend further credit. If we were unable to repay those amounts, the lenders could proceed against the collateral granted to them to secure the indebtedness under our senior credit facilities. We have pledged substantially all of our assets (including our intellectual property), other than the assets of our foreign subsidiaries, as security under our senior credit facilities. If the lenders under our senior credit facilities or noteholders of the notes accelerate the repayment of borrowings, we may not have sufficient assets to repay our senior credit facilities and our other indebtedness, which could negatively impact the value of our stock and our ability to operate as a going concern.

Certain of our brass valve products may not be in compliance with NSF standards, which could limit the ability of municipalities to buy our products.

The National Sanitary Foundation (NSF) is a non-profit entity that was contracted by the U.S. Environmental Protection Agency (EPA) to promulgate standards for the water industry. NSF has issued NSF 61, which governs the leaching characteristics of valves and devices that are part of drinking water distribution networks, including certain of our products made from brass. In recent years, a growing majority of states have adopted, by statute or regulation, a requirement that water distribution systems utilize products that comply with NSF 61 and/or are certified as NSF 61 compliant. We, along with others in the industry, are engaged in the lengthy process of attempting to obtain certification of NSF 61 compliance for all of our relevant products. In fiscal 2005 and in the nine months ended June 30, 2006, our sales of brass valve products were approximately 6% and 6%, respectively, of our total sales, on a pro forma basis. To date we have obtained certification of approximately 95% of our brass valve and fitting products. Approximately 26% of our certified products use low lead brass to comply with current NSF 61 requirements. The NSF 61 certification process is ongoing with our goal to have all products requiring certification completed by January 1, 2007. In the event that some of our brass valve products are found not to be in compliance with NSF 61, those products may not be accepted by various municipalities or we may be forced to modify non-conforming products with substitute materials which may require increased cost, thereby impairing our profitability. In addition, if our competitors develop a complete line of NSF 61 compliant brass valve products before we do, we may be placed at a competitive disadvantage which may, in turn, impair our profitability.

Our business may be harmed by work stoppages and other labor relations matters.

We are subject to a risk of work stoppages and other labor relations matters because our hourly workforce is highly unionized. As of June 30, 2006, approximately 80% of our hourly workforce was represented by unions. These employees are represented by locals from approximately six different unions, including the Glass, Molders, Pottery, Plastics and Allied Workers International Union, which is our largest union. Our labor agreements will be negotiated as they expire at various times through March 2010. Work stoppages for an extended period of time could impair our business. Labor costs are a significant element of the total expenditures involved in our manufacturing process, and an increase in the costs of labor could therefore harm our business. In addition, the freight companies who deliver our products to our distributors generally use unionized truck drivers, and our business could suffer if our contractors face work stoppages or increased labor costs.

Our revenues are influenced by weather conditions and the level of construction activity at different times of the year; we may not be able to generate revenues that are sufficient to cover our expenses during certain periods of the year.

Some of our products, including ductile iron pipe, are moderately seasonal, with lower production capacity and lower sales in the winter months. This seasonality in demand has resulted in fluctuations in our revenues and operating results. Because much of our overhead and expenses are fixed payments, seasonal trends can cause reductions in our profit margin and financial condition, especially during our slower periods.

We may be subject to product liability or warranty claims that could require us to make significant payments.

We would be exposed to product liability claims in the event that the use of our products results, or is alleged to result, in bodily injury and/or property damage. There is a risk that we will experience product liability or warranty losses in the future or that we will incur significant costs to defend such claims. Such losses and costs may be material. While we currently have product liability insurance, our product liability insurance coverage may not be adequate for any liabilities that may ultimately be incurred or the coverage may not continue to be available on terms acceptable to us. A successful claim brought against us in excess of our available insurance coverage could require us to make significant payments or a requirement to participate in a product recall may harm our reputation or profitability.

We rely on Tyco to indemnify us for certain liabilities and there is a risk that Tyco may become unable or fail to fulfill its obligations.

Under the terms of the purchase agreement (the Tyco Purchase Agreement) relating to the August 1999 sale by Tyco International Ltd. (Tyco) of the Mueller and Anvil businesses to our prior owners, we are indemnified by Tyco for all liabilities arising in connection with the operation of these businesses prior to their sale by Tyco, including with respect to products manufactured or sold prior to the closing of that transaction. The indemnity survives forever and is not subject to any dollar limits. In the past, Tyco has made substantial payments and/or assumed defense of claims pursuant to this indemnification provision. However, we may be responsible for these liabilities in the event that Tyco ever becomes financially unable or fails to comply with, the terms of the indemnity. In addition, Tyco s indemnity does not cover product liabilities to the extent caused by our products manufactured after that transaction. On January 14, 2006, Tyco s board of directors announced that it approved a plan to separate Tyco into three separate, publicly traded companies. At this time, we do not know which of the new entities will assume the indemnity provided under the terms of the Tyco Purchase Agreement if this plan is implemented. Should the entity or entities that assume Tyco s obligations under the Tyco Purchase Agreement ever become financially unable or fail to comply with the terms of the indemnity, we may be responsible for such obligations or liabilities. For more information, see Part II, Item 1 Legal Proceedings.

Environmental, health and safety laws and regulations could subject us to liability for fines, clean-ups and other damages, require us to incur significant costs to modify our operations and increase our manufacturing costs.

We are subject to various laws and regulations relating to the protection of the environment and human health and safety and must incur capital and other expenditures to comply with these requirements. Failure to comply with any environmental, health or safety requirements could result in the assessment of damages, or imposition of penalties, suspension of production, a required upgrade or change to equipment or processes or a cessation of operations at one or more of our facilities. Because these laws are complex, constantly changing and may be applied retroactively, there is a risk that these requirements, in particular as they change in the future, may impair our business, profitability and results of operations.

In addition, we will be required to incur costs to comply with the EPA s National Emissions Standards for Hazardous Air Pollutants (NESHAP) for iron and steel foundries and for our foundries painting operations. These costs may be substantial. See Note 16 Commitments and Contingencies Environmental Matters. We may be required to conduct investigations and perform remedial activities that could require us to incur material costs in the future. Our operations involve the use of hazardous substances and the disposal of hazardous wastes. We may incur costs to manage these substances and wastes and may be subject to claims for damage for personal injury, property damages or damage to natural resources.

Our U.S. Pipe segment has been identified as a potentially responsible party liable under federal environmental laws for a portion of the clean-up costs with regard to two sites, one in Alabama and one in California, and is currently subject to an administrative consent order requiring certain monitoring and clean-up with regard to its Burlington, New Jersey facility. Such clean-up costs could be substantial and could have a negative effect on our profitability and cash flows in any given reporting period. As described in the immediately preceding risk factor, we rely on Tyco to indemnify us for certain liabilities and there is a risk that Tyco may become unable or fail to fulfill its obligation. For more information about our environmental compliance and potential environmental liabilities, see Note 16 Commitments and Contingencies Environmental Matters and Miscellaneous Litigation.

We need to improve our disclosure controls and procedures and internal control over financial reporting to comply with SEC reporting requirements; public reporting obligations have put significant demands on our financial, operational and management resources.

The Public Company Accounting Oversight Board (PCAOB) defines a significant deficiency as a control deficiency, or a combination of control deficiencies, that adversely affects a company s ability to initiate, authorize, record, process, or report external financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the company s annual or interim financial statements that is more than inconsequential will not be prevented or detected. The PCAOB defines a material weakness as a single deficiency, or a combination of deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

As of September 30, 2005, we did not maintain effective controls over the preparation, review and presentation and disclosure of our consolidated financial statements due to a lack of personnel with experience in financial reporting and control procedures necessary for SEC registrants. Specifically, our controls failed to prevent or detect the incorrect presentation of the following items in our consolidated financial statements: (i) cash flows from the effect of exchange rate changes on cash balances; (ii) cash flows from the loss on disposal of property, plant and equipment; (iii) cash flows and balance sheet presentation of the dollar value of bank checks outstanding; (iv) the presentation of current and non-current deferred income tax assets in Predecessor Mueller s consolidated balance sheet; and (v) classification of certain depreciation expense as selling, general and administrative expense instead of cost of sales for the historical consolidated statement of operations for our Mueller and Anvil segments. Further, our controls failed to detect the incorrect presentation of shipping and handling costs in our unaudited consolidated statement of operations for the three months ended December 31, 2004 as initially reported for the three months ended December 31, 2005. These control deficiencies resulted in the restatement of the annual consolidated financial statements for fiscal 2004 and 2003 and interim consolidated financial statements for the first three quarters of fiscal 2005, all interim periods of fiscal 2004, and audit adjustments to the 2005 annual consolidated financial statements for our predecessor company that included our Mueller and Anvil segments (Predecessor Mueller) and the restatement of our consolidated statement of operations for the three months ended December 31, 2004. Additionally, control deficiencies could result in a misstatement of the presentation and disclosure of our 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 determined that these control deficiencies constituted a material weakness.

As of September 30, 2004 and 2005, Predecessor Mueller reported the following control deficiencies that, in the aggregate, constituted a material weakness in internal control over preparation, review and presentation and disclosure of their consolidated financial statements. Specifically Predecessor Mueller s 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 GAAP. 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 interim financial statements that would not be prevented or detected. While item (i) above (lasck of experienced financial reporting personnel) remains unremediated, it is the only remaining item of the material weakness described above that continued to exist at June 30, 2006; and management has concluded that, based on the remediation actions described below, items (ii) through (vii) of this material weakness did not exist as of June 30, 2006.

The material weakness and control deficiency will need to be addressed as part of the evaluation of our internal controls over financial reporting pursuant to the Sarbanes-Oxley Act of 2002 and may impair our ability to comply with Section 404 of the Act.

While we have taken numerous actions described under Management s Discussion and Analysis of Financial Condition and Results of Operations Previously Issued Consolidated Financial Statements to address the material weakness, additional measures may be necessary and these actions may not be sufficient to address the issues identified by us or to ensure that our internal controls over financial reporting is effective. If we are unable to correct existing or future material weaknesses in internal controls over financial reporting in a timely manner, we may not be able to record, process, summarize, and report financial information within the time periods specified in the rules and forms of the SEC. This failure could harm our business and the market value of our securities and affect our ability to access the capital markets. In addition, there could be a negative reaction in the financial markets due to a loss of confidence in reliability of future financial statements and SEC filings.

Compliance with internal control reporting requirements and securities laws and regulations is likely to increase our compliance costs.

The Sarbanes-Oxley Act of 2002, as well as rules subsequently implemented by the SEC and the Public Company Accounting Oversight Board (PCAOB), have required changes in the corporate governance and securities disclosure or compliance practices of public companies over the last few years. We expect these new rules and regulations to continue to increase our legal and financial compliance costs, as well as our ongoing audit costs, and to make legal, accounting and administrative activities more time-consuming and costly. As a result of the Company being a consolidated subsidiary of Walter Industries, in 2006, we will need to comply with the internal control reporting requirements of the Sarbanes-Oxley Act, which will have a significant impact on our compliance cost in 2006. We expect to spend approximately $6 million on our compliance costs in our fiscal year ending September 30, 2006.

Compliance with the securities laws and regulations is likely to make it more difficult and expensive for us to obtain directors and officers liability insurance and to attract and retain qualified members of our board of directors.

We expect the Sarbanes-Oxley Act and the rules and regulations subsequently implemented by the SEC and the PCAOB to make it more difficult and expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These new rules and regulations could also make it more difficult for us to attract and retain qualified members of our board of directors, particularly to serve on our audit committee, and executive officers.

We may not be able to achieve the anticipated synergies in connection with our integration and rationalization plans.

We are pursuing several initiatives designed to rationalize our manufacturing facilities and to use our manufacturing expertise to reduce our costs. In fiscal 2006, we achieved integration synergies between our Mueller and U.S. Pipe segments by closing the U.S. Pipe Chattanooga, Tennessee production facility and integrating it into the Mueller Chattanooga and Albertville, Alabama production facilities. We have initiated the implementation of plant and distribution combination and production efficiency strategies within our Mueller and Anvil segments, which efforts will continue through fiscal years 2006, 2007 and the beginning of 2008. Our Mueller segment sales force has begun to integrate U.S. Pipe products as complementary product offerings as part of their sales efforts. We also have begun to use our combined purchasing leverage to reduce raw material and overall product costs. If we fail to implement our integration and rationalization plans at the economic levels or within the time periods expected, we may not be able to achieve the projected levels of synergies and cost savings. In addition, we expect to incur substantial severance, environmental and impairment costs in connection with our integration and rationalization plans.

We are a holding company and may not have access to the cash flow and other assets of our subsidiaries.

We are a holding company that has no operations of our own and derives all of our revenues and cash flow from our subsidiaries. The terms of the indentures governing our senior discount notes and senior subordinated notes and our senior credit facilities significantly restrict our subsidiaries from paying dividends and otherwise transferring assets to us. Furthermore, our subsidiaries are permitted under the terms of our senior credit facilities and other indebtedness to incur additional indebtedness that may severely restrict or prohibit the making of distributions, the payment of dividends or the making of loans by such subsidiaries to us. A breach of any of those covenants would be a default under the applicable debt instrument that would permit the holders thereof to declare all amounts due thereunder immediately payable. As a result, we may not have access to our subsidiaries cash flow to finance our cash needs.

If we fail to protect our intellectual property, our business and ability to compete could suffer.

Our business depends upon our technology and know-how, which is largely developed internally. While we believe that none of our operating units is substantially dependent on any single patent, trademark, copyright, or other form of intellectual property, we rely on a combination of patent protection, copyright and trademark laws, trade secrets protection, employee and third party confidentiality and nondisclosure agreements and technical measures to protect our intellectual property rights. There is a risk that the measures that we take to protect our intellectual property rights may not be adequate to deter infringement or misappropriation or independent third-party development of our technology or to prevent an unauthorized third party from obtaining or using information or intellectual property that we regard as proprietary or to keep others from using brand names similar to our own. The disclosure, misappropriation or infringement of our intellectual property could harm our ability to protect our rights and our competitive position In addition, our actions to enforce our rights may result in substantial costs and diversion of management and other resources. We may also be subject to intellectual property infringement claims from time to time, which may result in our incurring additional expenses and diverting company resources to respond to these claims.

If transportation for our ductile iron pipe products becomes unavailable or uneconomic for our customers, our ability to sell ductile iron pipe products would suffer.

Transportation costs are a critical factor in a customer s purchasing decision. Increases in transportation costs could make our ductile iron pipe products less competitive with the same or alternative products from competitors with lower transportation costs.

We typically depend upon rail, barge and trucking systems to deliver our products to customers. While our customers typically arrange and pay for transportation from our factory to the point of use, disruption of these transportation services because of weather-related problems, strikes, lock-outs or other events could temporarily impair our ability to supply our products to our customers thereby resulting in lost sales and reduced profitability.

Risks Relating to our Relationship with Walter Industries

Walter Industries controls us and may have conflicts of interest with us or you in the future.

Walter Industries beneficially owns all of our outstanding Series B common stock (which Series B common stock is entitled to eight votes per share on any matter submitted to a vote of our stockholders). The common stock beneficially owned by Walter Industries represents a majority of the voting power of all of our issued and outstanding common stock. For as long as Walter Industries continues to beneficially own shares of common stock representing more than 50% of the combined voting power of our common stock, Walter Industries will be able to direct the election of all of the members of our board of directors and exercise a controlling influence over our business and affairs, including any determinations with respect to mergers or other business combinations, the acquisition or disposition of assets, the incurrence of indebtedness, the issuance of any additional common stock or other equity securities, the repurchase or redemption of common stock or preferred stock and the payment of dividends. Similarly, Walter Industries will have the power to determine or significantly influence the outcome of matters submitted to a vote of our stockholders, including the power to prevent an acquisition or any other change in control of us and could take other actions that might be favorable to Walter Industries.

Pursuant to the corporate agreement between Walter Industries and the Company dated as of May 26, 2006, Walter Industries has an option available to it to purchase additional shares of Series B common stock and/or any nonvoting capital stock to maintain its then-existing percentage of the total voting power and value of the Company. Additionally, with respect to shares of any nonvoting capital stock that may be issued in the future, Walter Industries has an option to purchase such additional shares so as to maintain ownership of 80% of each outstanding class of such stock. Beneficial ownership of at least 80% of the total voting power and 80% of each class of any nonvoting capital stock is required for Walter Industries to effect a tax-free spin-off of the Company or certain other tax-free transactions. In addition, the corporate agreement grants registration rights to Walter Industries with respect to the Company s Series B common stock.

We may have substantial additional liability for federal income tax allegedly owed by Walter Industries.

Each member of a consolidated group for federal income tax purposes is severally liable for the federal income tax liability of each other member of the consolidated group for any year in which it is a member of the group at any time during such year. Each member of the Walter Industries controlled group, which currently includes Walter Industries, the Company (including our subsidiaries) and Walter Industries other subsidiaries, is also jointly and severally liable for pension and benefit funding and termination liabilities of other group members, as well as certain benefit plan taxes. Accordingly, the Company could be liable under such provisions in the event any such liability is incurred, and not discharged, by any other member of the Walter Industries consolidated or controlled group for any period during which the Company was included in the Walter Industries consolidated or controlled group.

Controversy exists with regard to federal income taxes allegedly owed by the Walter consolidated group, which includes the Company, for fiscal years 1980 through 1994 and 1999 through 2001. It is estimated that the amount of tax presently claimed by the IRS is approximately $34.0 million for issues currently in dispute in bankruptcy court and $80.4 million for the 1999 through 2001 period, each of which is for matters unrelated to the Company. These amounts are subject to interest and penalties. However, Walter Industries believes that its tax filing positions have substantial merit and intends to defend vigorously any claims asserted. Walter Industries believes that it has accruals sufficient to cover the estimated probable loss, including interest and penalties.

The tax allocation agreement between the Company and Walter Industries gives Walter Industries control over our pre-IPO taxes and allocates to us certain tax risks associated with a planned spin-off of our common stock.

Walter Industries effectively controls all of our tax decisions for periods during which we are a member of the Walter Industries consolidated federal income tax group and certain combined, consolidated or unitary state and local income tax groups. Under the terms of the income tax allocation agreement between Walter Industries and the Company dated as of May 26, 2006 Walter Industries has sole authority to respond to and conduct all tax proceedings (including tax audits) relating to our federal income and combined state returns, to file all such returns on behalf of us and to determine the amount of our liability to (or entitlement to payment from) Walter Industries for such periods. This arrangement may result in conflicts of interests between the Company and Walter Industries. In addition, the tax allocation agreement will provide that in the event that Walter Industries effectuates a spin-off of our common stock that it owns and such spin-off is not tax-free pursuant to Section 355 of the Internal Revenue Code of 1986, as amended, or the Code, the Company generally will be responsible for any taxes incurred by Walter Industries or its stockholders if such taxes result from certain of our actions or omissions and for a percentage of any such taxes that are not a result of our actions or omissions or Walter Industries actions or omissions taxes based upon our market value relative to Walter Industries market value.

Because we have limited experience operating as a stand-alone entity, our future business prospects are difficult to evaluate and our business could suffer as a result of the separation of our business from Walter Industries.

Our company is a combination of the Predecessor Mueller business acquired by Walter Industries on October 3, 2005 and the U.S. Pipe business. Our operations as a stand-alone company may place significant demands on our management, operational, and technical resources. Our future performance will depend on our ability to function as a stand-alone company and on our ability to finance and manage expanding operations and to adapt our information systems to changes in its business. We rely on contractual arrangements, including the transition services agreement between Walter Industries and the Company dated as of May 26, 2006, that require Walter Industries and its affiliates to provide or procure certain critical transitional services and shared arrangements to us such as:

- certain tax and accounting services;
- certain human resources services, including benefit plan administration;
- communications systems;
- insurance; and
- supply arrangements.

After the termination of these arrangements, we may not be able to replace these services and arrangements in a timely manner or on terms and conditions, including service levels and cost, as favorable as those we have received from Walter Industries and its affiliates. There is a risk that our separation from Walter Industries will not be successful, which could significantly impair our business, our results and our financial reporting ability.

Furthermore, the financial information included in this document may not necessarily reflect what the operating results and financial condition would have been had we been a separate, stand-alone entity during the periods presented or be indicative of our future operating results and financial condition.

Our governing documents, contractual arrangements and applicable laws include provisions that may discourage a takeover attempt.

Provisions contained in our restated certificate of incorporation and by-laws and Delaware law could make it difficult for a third party to acquire us, even if doing so might be beneficial to our stockholders. For example, stockholders who wish to nominate a director or present a matter for consideration at an annual meeting are required to give us notice of such proposal, which gives us time to respond. These provisions could limit the price that certain investors might be willing to pay in the future for shares of our series A common stock and may have the effect of delaying or preventing a change in control.

Item 6. Exhibits.

3.1	Restated Certificate of Incorporation of Mueller Water Products, Inc.(1)
3.2	Restated Bylaws of Mueller Water Products, Inc.(2)
10.1	Corporate Agreement, dated as of May 26, 2006, by and between Walter Industries, Inc. and Mueller Water Products, Inc.(3)
10.2	Income Tax Allocation Agreement, dated as of May 26, 2006, by and among Walter Industries, Inc., the Walter Affiliates (as defined therein), Mueller Water Products, Inc. and the Mueller Affiliates (as defined therein)(4)
10.3	Transition Services Agreement, dated as of May 26, 2006, by and between Walter Industries, Inc. and Mueller Water Products, Inc.(5)
10.4	Mueller Water Products, Inc. 2006 Stock Incentive Plan(6)
10.5	Mueller Water Products, Inc. 2006 Employee Stock Purchase Plan(7)
10.6	Mueller Water Products, Inc. Executive Incentive Plan(8)
10.7	Mueller Water Products, Inc. Directors Deferred Fee Plan(9)
31.1	Certification of Chief Executive 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 Executive 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.*

(1) Previously filed as Exhibit 3.1 to the Mueller Water Products, Inc. Current Report on Form 8-K (File No. 001-32892) filed with the Commission on May 30, 2006.

(2) Previously filed as Exhibit 3.2 to the Mueller Water Products, Inc. Current Report on Form 8-K (File No. 001-32892) filed with the Commission on May 30, 2006.

(3) Previously filed as Exhibit 10.1 to the Mueller Water Products, Inc. Current Report on Form 8-K (File No. 001-32892) filed with the Commission on May 30, 2006.

(4) Previously filed as Exhibit 10.2 to the Mueller Water Products, Inc. Current Report on Form 8-K (File No. 001-32892) filed with the Commission on May 30, 2006.

(5) Previously filed as Exhibit 10.3 to the Mueller Water Products, Inc. Current Report on Form 8-K (File No. 001-32892) filed with the Commission on May 30, 2006.

(6) Previously filed as Exhibit 10.4 to the Mueller Water Products, Inc. Current Report on Form 8-K (File No. 001-32892) filed with the Commission on May 30, 2006.

(7) Previously filed as Exhibit 10.5 to the Mueller Water Products, Inc. Current Report on Form 8-K (File No. 001-32892) filed with the Commission on May 30, 2006.

(8) Previously filed as Exhibit 10.6 to the Mueller Water Products, Inc. Current Report on Form 8-K (File No. 001-32892) filed with the Commission on May 30, 2006.

(9) Previously filed as Exhibit 10.7 to the Mueller Water Products, Inc. Current Report on Form 8-K (File No. 001-32892) filed with the Commission on May 30, 2006.

* Filed herewith.

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: August 9, 2006	By:	/s/ GREGORY E. HYLAND Gregory E. Hyland *President and Chief Executive Officer*
Date: August 9, 2006	By:	/s/ JEFFERY W. SPRICK Jeffery W. Sprick *Chief Financial Officer*