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

FORM 10-K

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

For the fiscal year ended December 31, 2005   Commission file number 1-6770

MUELLER INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

Delaware	25-0790410
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

8285 Tournament Drive, Suite 150
Memphis, Tennessee 38125
(Address of principal executive offices)

Registrant's telephone number, including area code: (901) 753-3200

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, $0.01 Par Value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes [X] No [ ]

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.
Yes [ ] No [X]

Indicate by a 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 [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.[ ]

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. (Check one): Large accelerated filer [X]
Accelerated filer [ ] Non-accelerated filer [ ]

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the Registrant's most recently completed second fiscal quarter was $950,530,457.

The number of shares of the Registrant's common stock outstanding as of March 6, 2006 was 36,849,308 excluding 3,242,194 treasury shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the following document are incorporated by reference into this Report: Registrant's Definitive Proxy Statement for the 2006 Annual Meeting of Stockholders, scheduled to be mailed on or about March 20, 2006 (Part III).

MUELLER INDUSTRIES, INC.

As used in this report, the terms "Company", "Mueller", and "Registrant" mean Mueller Industries, Inc. and its consolidated subsidiaries taken as a whole, unless the context indicates otherwise.

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PART I

ITEM 1. BUSINESS

Introduction

The Company is a leading manufacturer of copper, brass, plastic, and aluminum products. The range of these products is broad: copper tube and fittings; brass and copper alloy rod, bar, and shapes; aluminum and brass forgings; aluminum and copper impact extrusions; plastic fittings and valves; refrigeration valves and fittings; and fabricated tubular products. The Company also resells imported brass and plastic plumbing valves, malleable iron fittings, steel nipples, faucets and plumbing specialty products. Mueller's operations are located throughout the United States, and in Canada, Mexico, Great Britain, and China.

The Company's businesses are aggregated into two reportable segments: the Plumbing & Refrigeration segment and the Original Equipment Manufacturers (OEM) segment. Prior to 2005, the Company disclosed its reportable segments as Standard Products and Industrial Products. Additional operating segments have been recognized following an internal reorganization in 2005. For disclosure purposes, as permitted under SFAS No. 131 "Disclosures about Segments of an Enterprise and Related Information", certain operating segments are aggregated into reportable segments. The Plumbing & Refrigeration segment is composed of the Standard Products Division (SPD), the Trading Group, and European Operations. The OEM segment is composed of the Industrial Products Division (IPD) and Engineered Products Division (EPD). These reportable segments are described in more detail below. SPD manufactures and sells copper tube, copper and plastic fittings, and valves in North America. European Operations manufactures copper tube in Europe, which is sold in Europe and the Middle East; activities also include import distribution. The Trading Group sources products for import distribution in North America. The Plumbing & Refrigeration segment sells products to wholesalers in the HVAC (heating, ventilation, and air-conditioning), plumbing, and refrigeration markets, to distributors to the manufactured housing and recreational vehicle industries, and to building material retailers. The OEM segment manufactures and sells brass and copper alloy rod, bar, and shapes; aluminum and brass forgings; aluminum and copper impact extrusions; refrigeration valves and fittings; fabricated tubular products; and gas valves and assemblies. The OEM segment sells its products primarily to original equipment manufacturers, many of which are in the HVAC, plumbing, and refrigeration markets. The majority of the Company's manufacturing facilities operated at moderate levels during 2005, 2004 and 2003.

During 2002, the Company sold its wholly owned subsidiary, Utah Railway Company. Certain expenses related primarily to retiree benefits at inactive operations were formerly combined with the operations of Utah Railway Company under a third industry segment, Other Businesses. Following the sale of Utah Railway Company and its classification as discontinued operations, these expenses of inactive operations have been combined into the unallocated expenses classification.

Information concerning segments and geographic information appears under "Note 15 - Industry Segments" in the Notes to Consolidated Financial Statements for the year ended December 31, 2005 in Item 8 of this Report, which is incorporated herein by reference.

The Company is a Delaware corporation incorporated on October 3, 1990.

Plumbing & Refrigeration Segment

Mueller's Plumbing & Refrigeration segment includes the Standard Products Division (SPD) which manufactures a broad line of copper tube, in sizes ranging from 1/8 inch to 8 inch diameter, and which are sold in various straight lengths and coils. Mueller is a market leader in the air-conditioning and refrigeration service tube markets. Additionally, Mueller supplies a variety of water tube in straight lengths and coils used for plumbing applications in virtually every type of construction project. SPD also manufactures copper and plastic fittings and related components for the plumbing and heating industry that are used in water distribution systems,

heating systems, air-conditioning, and refrigeration applications, and drainage, waste, and vent systems. A major portion of SPD's products are ultimately used in the domestic residential and commercial construction markets.

Through its Trading Group, the Plumbing & Refrigeration segment fabricates steel pipe nipples and resells imported brass and plastic plumbing valves, malleable iron fittings, faucets, and plumbing specialty products to plumbing wholesalers, distributors to the manufactured housing and recreational vehicle industries and building materials retailers.

On August 15, 2005, the Company acquired 100 percent of the outstanding stock of KX Group LTD (Brassware). Brassware, located in Whitton, Birmingham, England, is an import distributor of plumbing and residential heating products with annual sales of approximately $48 million to plumbers' merchants and builders' merchants in the U.K. and Ireland.

On December 14, 2004, the Company acquired shares in seven companies and inventory of another (collectively, Mueller Comercial S.A.). These operations, with annual sales of approximately $60 million, include pipe nipple manufacturing in Mexico and import distribution businesses which product lines include malleable iron fittings and other plumbing specialties.

Additionally, on August 27, 2004, the Company acquired 100 percent of the outstanding stock of Vemco Brasscapri Limited (Vemco). Vemco, located in Wellington, Somerset, England, is an import distributor of plumbing products with annual sales of approximately $26 million to plumbers' merchants and builders' merchants throughout the U.K. and Ireland.

On September 27, 2002, the Company acquired certain assets of Colonial Engineering, Inc.'s Fort Pierce, Florida operations. These operations manufacture injected molded plastic pressure fittings for plumbing, agricultural, and industrial use including a line of PVC Schedule 40 and 80 and CPVC fittings.

In December 2002, the Company initiated a plan to sell or liquidate its French manufacturing operations, Mueller Europe S.A. On March 3, 2003, Mueller Europe S.A. filed a petition for liquidation with the Commercial Court of Provins Province, France and, on March 4, 2003, the Court declared the entity to be in liquidation. The disposition of remaining assets and obligations of Mueller Europe S.A. is under the jurisdiction of the Court. In 2003, the Company recognized operating losses from discontinued operations incurred by Mueller Europe S.A. for the period the business operated.

The Plumbing & Refrigeration segment markets primarily through its own sales and distribution organization, which maintains sales offices and distribution centers throughout the United States and in Canada, Mexico, and Europe. Additionally, products are sold and marketed through a network of agents, which, when combined with the Company's sales organization, provide the Company broad geographic market representation.

These businesses are highly competitive. The principal methods of competition for Mueller's products are customer service, availability, and price. The total amount of order backlog for the Plumbing & Refrigeration segment as of December 31, 2005 was not significant.

The Company competes with various companies, depending on the product line. In the U.S. copper tubing business, the domestic competition includes Cerro Flow Products, Inc., Cambridge-Lee Industries (Reading Tube Corporation), Wolverine Tube, Inc., and Howell Metal Company (a subsidiary of Commercial Metals Company), as well as many actual and potential foreign competitors. In the European copper tubing business, Mueller competes with at least eight European-based manufacturers of copper tubing as well as other foreign-based manufacturers. In the copper fittings market, competitors include Elkhart Products Company, a subsidiary of Aalberts Industries N.V., and NIBCO, Inc., as well as several foreign manufacturers. Additionally, the Company's copper tube and fittings businesses compete with a large number of manufacturers of substitute products made from other metals and plastic. The plastic fittings competitors include NIBCO, Inc., Charlotte Pipe & Foundry, and other companies. Management believes that no single competitor offers such a wide-ranging product line as Mueller and that this is a competitive advantage in some markets.

OEM Segment

Mueller's OEM segment includes the Industrial Products Division (IPD), which manufactures brass rod, nonferrous forgings, and impact extrusions that are sold primarily to OEMs in the plumbing, refrigeration, fluid power,

and automotive industries, as well as to other manufacturers and distributors. The Company's Port Huron, Michigan mill extrudes brass, bronze, and copper alloy rod in sizes ranging from 3/8 inches to 4 inches in diameter. These alloys are used in applications that require a high degree of machinability, wear and corrosion resistance, as well as electrical conductivity. IPD also manufactures brass and aluminum forgings, which are used in a wide variety of products, including automotive components, brass fittings, industrial machinery, valve bodies, gear blanks, and computer hardware. IPD also serves the automotive, military ordnance, aerospace, and general manufacturing industries with cold-formed aluminum and copper impact

extrusions. Typical applications for impacts are high strength ordnance, high-conductivity electrical components, builders' hardware, hydraulic systems, automotive parts, and other uses where toughness must be combined with varying complexities of design and finish. Additionally IPD manufactures shaped and formed tube, produced to tight tolerances, for baseboard heating, appliances, and medical instruments. The OEM segment also includes the Engineered Products Division (EPD), which manufactures and fabricates valves and custom OEM products for refrigeration and air-conditioning applications. The total amount of order backlog for the OEM segment as of December 31, 2005 was not significant.

In December 2005, two subsidiaries of the Company received a business license from a Chinese industry and commerce authority, establishing a joint venture with Jiangsu Xingrong Hi-Tech Co., Ltd. and Jiangsu Baiyang Industries Ltd. The joint venture, in which the Company holds a 50.5 percent interest, produces inner groove and smooth tube in level-wound coils, pancake coils, and straight lengths, primarily to serve the Chinese domestic OEM air-conditioning market as well as to complement the Company's U.S. product line. The joint venture is located primarily in Jintan City, Jiangsu Province, China and is expected to produce approximately 80 million pounds of product in 2006 and approximately 110 million pounds of product in 2007. The joint venture entity is named Jiangsu Mueller-Xingrong Copper Industries Limited.

On August 21, 2002, the Company acquired 100 percent of the outstanding stock of Overstreet-Hughes, Co., Inc. Overstreet-Hughes, located in Carthage, Tennessee, manufactures precision tubular components and assemblies primarily for the OEM air-conditioning market.

During 2000, the Company completed two acquisitions: (i) Micro Gauge, Inc. and a related business, Microgauge Machining, Inc., a specialized machining operation, and (ii) Propipe Technologies, Inc., a fabricator of gas train manifold systems.

IPD and EPD primarily sell directly to OEM customers. Competitors, primarily in the brass rod market, include Cerro Metal Products Company, Inc., Chase Industries, Inc., a subsidiary of Olin Corporation, Extruded Metals Inc., and others both domestic and foreign. Outside of North America, IPD and EPD sell products through various channels.

Labor Relations

At December 31, 2005, the Company employed approximately 4,800 employees, of which approximately 2,300 were represented by various unions. The union contracts that cover employees at the Company's Port Huron, Michigan facilities expire April 1, 2007, and the union contract that covers employees at the Company's Wynne, Arkansas facility expires December 1, 2009. In February 2005, the union contract that covers employees at the Company's Fulton, Mississippi facility was extended though August 1, 2007. The union contract at the Company's facility in North Wales, Pennsylvania expires on July 28, 2006, and the union contract at the Company's facility in Waynesboro, Tennessee expires on November 4, 2006. The union contracts at the Company's U.K. and Mexico operations are renewed annually. The Company expects to renew these contacts without material disruption of its operations.

As of December 31, 2005, approximately 21 percent of the Company's employees were covered by collective bargaining or similar agreements that will expire during 2006.

On June 25, 2004, employees at the Company's operations in Brighton, Michigan voted to seek representation through collective bargaining. The union's year-long presumption of majority status has expired. The Company has good-faith doubt that the union continues to represent a majority of the employees but has not tested the union's standing. No bargaining has occurred since September 2005, and the union has not requested bargaining.

Raw Material and Energy Availability

The major portion of Mueller's base metal requirements (primarily copper) is normally obtained through short-term supply contracts with competitive pricing provisions (for cathode) and the open market (for scrap). Other raw materials used in the production of brass, including brass scrap, zinc, tin, and lead, are obtained from zinc and lead producers, open-market dealers, and customers with brass process scrap. Raw materials used in the fabrication of aluminum and plastic products are purchased in the open market from major producers.

Adequate supplies of raw material have historically been available to the Company from primary producers, metal brokers, and scrap dealers. Sufficient energy in the form of natural gas, fuel oils, and electricity is available to operate the Company's production facilities. While temporary shortages of raw material and fuels may occur occasionally, to date they have not materially hampered the Company's operations.

During 2005 and 2004, an increasing demand for copper and copper alloy from China had an effect on the global distribution of such commodities. The increased demand for copper (cathode and scrap) and copper alloy products from the export market caused a tightening in the domestic raw materials market. Mueller's copper tube facilities can accommodate both refined copper and copper scrap as the primary feedstock. The Company has commitments from refined copper producers for a portion of its metal requirements for 2006. Adequate quantities of copper are currently available. While the Company will continue to react to market developments, resultant pricing volatility or supply disruptions, if any, could nonetheless adversely affect the Company.

Environmental Matters

Compliance with environmental laws and regulations is a matter of high priority for the Company. Mueller's provision for environmental compliance related to non-operating properties was $0.6 million in 2005, $1.0 million in 2004, and $1.2 million in 2003. Environmental costs related to operating properties is classified as cost of goods sold and is not significant. Other than as discussed below, the Company is not involved in any Superfund sites other than as one of numerous potentially responsible parties (PRPs) in which cases management believes that any obligation would be insignificant. Except as discussed below, the Company does not anticipate that it will need to make material expenditures for such compliance activities during the remainder of the 2006 fiscal year, or for the next two fiscal years.

Mining Remedial Recovery Company

Mining Remedial Recovery Company (MRRC), a wholly owned subsidiary, was formed for the purpose of managing the remediation of certain properties and the appropriate disposition thereof. These properties and related obligations were transferred to MRRC as part of a court-ordered bankruptcy reorganization in 1990. MRRC was the owner of property at a Superfund site in Midvale, Utah, but the Company's obligation to contribute to remediation was resolved by a settlement with the Government in 1990. This property was sold during 2004.

Mammoth Mine Site

MRRC owns certain inactive mines in Shasta County, California. MRRC has continued a program, begun in the late 1980s, of sealing mine portals with concrete plugs in mine adits which were discharging water. The sealing program has achieved a reduction in the metal load in discharges from these adits; however, additional reductions are required pursuant to an order issued by the California Regional Water Quality Control Board (QCB). In response to a 1996 Order issued by the QCB, MRRC completed a feasibility study in 1997 describing measures designed to mitigate the effects of acid rock drainage. In December 1998, the QCB modified the 1996 order extending MRRC's time to comply with water quality standards. In September 2002, the QCB adopted a new order requiring MRRC to adopt Best Management Practices (BMP) to control discharges of acid mine drainage. The new order extends the time to comply with water quality standards until September 2007. MRRC has agreed to implement BMP to reduce or prevent the discharge of acid mine drainage until such point as compliance with the order is achieved or, through the Use Attainability Analysis process, the designated beneficial uses of the respective watercourses are modified, allowing for the adoption of alternative receiving water limits. At this site, MRRC spent approximately $0.3 million in 2005, and estimates it will spend between approximately $0.3 and $0.8 million annually over the next ten years. Future expenditures beyond a ten-year horizon are not reasonably estimable or foreseeable.

U.S.S. Lead

In 1991, U.S.S. Lead Refinery, Inc., a wholly owned subsidiary (Lead Refinery), responded to an information request from the EPA under Superfund for information on whether Lead Refinery arranged for the disposal of hazardous substances in the vicinity of the Grand Calumet River/Indiana Harbor Ship Canal. By letter dated February 4, 1997, the Indiana Department of Environmental Management notified Lead Refinery that a pre-assessment screening of the Grand Calumet River and the Indiana Harbor Canal conducted pursuant to Superfund had identified releases of hazardous substances from Lead Refinery and other PRPs that had adversely impacted natural resources. Lead Refinery is in settlement negotiations in an effort to settle its natural resources damages.

In 1991, Lead Refinery also responded to an information request under Superfund regarding a site in East Chicago, Indiana. In 1992, the EPA advised Lead Refinery of its intent to list the property as a Superfund site; however, to date, the EPA had deferred such listing. In 1993, Lead Refinery entered into a Consent Order with the EPA pursuant to Section

3008(h) of the Resource Conservation and Recovery Act. The Consent Order covers remediation activities at the East Chicago, Indiana site and provides for Lead Refinery to complete certain on-site interim remedial activities and studies that extend off-site. In November 1996, the EPA approved, with modifications, the Interim Stabilization Measures Work plan and designated a Corrective Action Management Unit at the Lead Refinery site. Site activities, which began in December 1996, have been substantially concluded. Additionally, Lead Refinery is aware that the EPA is evaluating whether further action in the area near Lead Refinery's facility should be undertaken. Lead Refinery, without additional assistance from MRRC, lacks the financial resources needed to complete any additional remediation that may be required.

Lead Refinery has been informed by the former owner and operator of a Superfund site located in Pedricktown, New Jersey that it intends to seek CERCLA response costs for alleged shipments of hazardous substances to the site. Lead Refinery has executed an agreement regarding that site, which indefinitely extends the statute of limitations. By letter dated January 26, 1996, Lead Refinery and other PRPs received from the EPA a proposed Administrative Order on Consent to perform the remedial design for operable Unit 1 of the Pedricktown Superfund Site. Lead Refinery determined not to execute the Administrative Order on Consent based on its lack of ability to finance the clean up or pay response costs incurred by the EPA. Several other PRPs, however, executed the agreement and are conducting the remedial design.

In October 2003, Lead Refinery received a settlement offer from private settlers of $0.9 million for CERCLA contribution to past and future response costs incurred at the NL/Taracorp Superfund site located in Granite City, Illinois. Lead Refinery declined that offer. In February of 2004, NL Industries, Inc. filed a contribution action against all non-settling PRPs on the EPA's allocation list, including Lead Refinery, seeking payments of an equitable share of clean-up costs incurred by that corporation. Lead Refinery has not been served with a complaint and will, if necessary, contest this action.

Other

In connection with acquisitions, the Company established environmental reserves to fund the cost of remediation at sites currently or formerly owned by various acquired entities. The Company, through its acquired subsidiaries, is engaged in ongoing remediation and site characterization studies.

Mueller Copper Tube Products, Inc.

In 1999, Mueller Copper Tube Products, Inc. (MCTP) commenced a cleanup and remediation of soil and groundwater at its Wynne, Arkansas plant. MCTP is currently removing trichloroethylene, a cleaning solvent formerly used by MCTP, from the soil and groundwater. On August 30, 2000, MCTP received approval of its Final Comprehensive Investigation report and Storm Water Drainage Investigation Report addressing the treatment of soils and groundwater, from the Arkansas Department of Environmental Quality. The Company established a reserve for this project in connection with the acquisition of MCTP in 1998.

Other Business Factors

The Registrant's business is not materially dependent on patents, trademarks, licenses, franchises, or concessions held. In addition,

expenditures for company-sponsored research and development activities were not material during 2005, 2004, or 2003. No material portion of the Registrant's business involves governmental contracts. Seasonality of the Company's sales is not significant.

SEC Filings

We make available through our internet website our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission (SEC). To retrieve any of this information, you may access our internet home page at www.muellerindustries.com, select Mueller Financials, and then select SEC Filings.

Reports filed with the SEC may also be viewed or obtained at the SEC Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the SEC Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC; the website address is www.sec.gov.

ITEM 1A. RISK FACTORS

The Company is exposed to risk as it operates its businesses. To provide a framework to understand the operating environment of the Company, we are providing a brief explanation of the more significant risks associated with our businesses. Although we have tried to identify and discuss key risk factors, others could emerge in the future. These risk factors should be considered carefully when evaluating the Company and its businesses.

Increases in energy costs and the cost and availability of raw materials used in our products could impact our cost of goods sold and our distribution expenses, which could have a material adverse impact on our operating margins.

Both the costs of raw materials used in our manufactured products (copper, brass, zinc, aluminum, and PVC and ABS resins) and energy costs (natural gas and fuel) have been rising during the last several years, which has resulted in increased production and distribution costs. While we typically attempt to pass increased costs through to our customers or to modify or adapt our activities to mitigate the impact of these increases, we may not be able to do so successfully. Failure to fully pass these increases to our customers or to modify or adapt our activities to mitigate the impact could have a material adverse impact on our operating margins. Additionally, if we are for any reason unable to obtain raw materials or energy, our ability to manufacture our finished goods would be impacted which could have a material adverse impact on our operating margins.

The departure of key personnel could disrupt our business.

We depend on the continued efforts of our senior management. The loss of key personnel, or the inability to hire and retain qualified executives, could negatively impact our ability to manage our business.

Economic conditions in the housing and commercial construction industries as well as changes in interest rates could have a material adverse impact on our business, financial condition and results of operations.

Our businesses are sensitive to changes in general economic conditions, including, in particular, conditions in the housing and commercial construction industries. Prices for our products are affected by overall supply and demand in the market for our products and for our competitors' products. In particular, market prices of building products historically have been volatile and cyclical, and we may be unable to control the timing and amount of pricing changes for our products. Prolonged periods of weak demand or excess supply in any of our businesses could negatively affect our revenues and margins and could result in a material adverse impact on our business, financial condition and results of operations.

The markets that we serve, including, in particular, the housing and commercial construction industries, are significantly affected by movements in interest rates. Significantly higher interest rates could have a material adverse effect on our business, financial condition and results of operations. Our businesses are also affected by a variety of other factors beyond our control, including, but not limited to, employment levels, foreign currency rates, unforeseen inflationary pressures and consumer confidence. Since we operate in a variety of geographic areas, our

businesses are subject to the economic conditions in each such area. General economic downturns or localized downturns in the regions where we have operations could have a material adverse effect on our business, financial condition and results of operations.

Competitive conditions including the impact of imports and substitute products could have a material adverse effect on our margins and profitability.

The markets we serve are competitive across all product lines. Some consolidation of customers has occurred and may continue, which could shift buying power to customers. In some cases, customers have moved production to low-cost countries such as China, or sourced components from there, which has reduced demand in North America for some of the products we produce. These conditions could have a material adverse impact on our ability to maintain margins and profitability. The potential threat of imports and substitute products is based upon many factors including raw material prices, distribution costs, foreign exchange rates and production costs.

Our exposure to exchange rate fluctuations on cross border transactions and the translation of local currency results into U.S. dollars could have an adverse impact on our results of operations or financial position.

We conduct our business through subsidiaries in several different countries, and fluctuations in currency exchange rates could have a significant impact on the reported results of our operations, which are presented in U.S. dollars. A significant and growing portion of our products are manufactured in, or acquired from suppliers located in, lower cost regions. Cross border transactions, both with external parties and intercompany relationships, result in increased exposure to foreign exchange fluctuations. The strengthening of certain currencies such as the Euro and U.S. dollar could expose our U.S. based businesses to competitive threats from lower cost producers in other countries such as China. Lastly, our sales are translated into U.S. dollars for reporting purposes. The strengthening of the U.S. dollar could result in unfavorable translation effects when the results of foreign operations are translated into U.S. dollars. Accordingly, significant changes in exchange rates, particularly the Euro, Pound Sterling, Mexican Peso and the Chinese Renminbi, could have an adverse impact on our results of operations or financial position.

We are subject to claims, litigation and regulatory proceedings that could have a material adverse effect on us.

We are, from to time, involved in various claims, litigation matters and regulatory proceedings. These matters may include, among other things, contract disputes, personal injury claims, environmental claims or proceedings, other tort claims, employment and tax matters and other litigation including class actions that arise in the ordinary course of our business. Although we intend to defend these matters vigorously, we cannot predict with certainty the outcome or effect of any claim or other litigation matter, and there can be no assurance as to the ultimate outcome of any litigation or regulatory proceeding. Litigation and regulatory proceedings may have a material adverse effect on us because of potential adverse outcomes, defense costs, the diversion of our management's resources, availability of insurance coverage and other factors.

A strike or other work stoppage, or our inability to renew collective bargaining agreements on favorable terms, could impact our cost structure and our ability to operate our facilities and produce our products, which could have a adverse effect on our results of operations.

As of December 31, 2005, approximately 48% of our 4,800 employees were covered by collective bargaining or similar agreements. If we are unable to negotiate acceptable new agreements with the unions representing our employees upon expiration of existing contracts, we could experience strikes or other work stoppages. Strikes or other work stoppages, could cause a significant disruption of operations at our facilities which could have an adverse impact on us. New or renewal agreements with unions representing our employees could call for higher wages or benefits paid to union members, which would increase our operating costs and could adversely affect our

profitability. Higher costs and/or limitations on our ability to operate our facilities and produce our products resulting from increased labor costs, strikes or other work stoppages could have an adverse effect on our results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Information pertaining to the Registrant's major operating facilities is included below. Except as noted, the Registrant owns all of its principal properties. The Registrant's plants are in satisfactory condition and are suitable for the purpose for which they were designed and are now being used.

Location	Approximate Property Size	Description
Plumbing & Refrigeration Segment		
Fulton, MS	418,000 sq. ft. 52.37 acres	Copper tube mill. Facility includes casting, extruding, and finishing equipment to produce copper tubing, including tube feedstock for the Company's copper fittings plants and Precision Tube factory.
Fulton, MS	103,000 sq. ft. 11.9 acres	Casting facility. Facility includes casting equipment to produce copper billets used in the adjoining copper tube mill.
Wynne, AR	682,000 sq. ft.(1) 39.2 acres	Copper tube mill. Facility includes extrusion and finishing equipment to produce copper tubing and copper tube line sets.
Fulton, MS	58,500 sq. ft. 15.53 acres	Packaging and bar coding facility for retail channel sales.
Fulton, MS	70,000 sq. ft.(2) 7.68 acres	Copper fittings plant. High-volume facility that produces copper fittings using tube feedstock from the Company's adjacent copper tube mill.
Covington, TN	159,500 sq. ft. 40.88 acres	Copper fittings plant. Facility produces copper fittings using tube feedstock from the Company's copper tube mills.

Location	Approximate Property Size	Description
Port Huron, MI	40,000 sq. ft. 5.11 acres	Formed tube plant. Produces copper fittings using cold heading equipment.
Portage, MI	205,000 sq. ft. 18 acres	Plastic fittings plant. Produces DWV fittings using injection molding equipment.
Ontario, CA	211,000 sq. ft.(3) 10 acres	Plastic fittings plant. Produces DWV fittings using injection molding equipment.
Upper Sandusky, OH	82,000 sq. ft. 7.52 acres	Plastic fittings plant. Produces DWV fittings using injection molding equipment.
Fort Pierce, FL	69,875 sq. ft. 5.60 acres	Plastic fittings plant. Produces pressure fittings using injection molding equipment.
Monterrey,	120,000 sq. ft. (3)	Pipe nipples plant. Produces pipe nipples,

Location	Approximate Property Size	Description
Mexico	3.4 acres	cut pipe and merchant couplings.
Tijuana, Mexico	25,000 sq. ft. (3) 0.7 acres	Pipe nipples plant. Produces pipe nipples, cut pipe and merchant couplings.
Bilston, England United Kingdom	402,500 sq. ft. 14.95 acres	Copper tube mill. Facility includes casting, extruding, and finishing equipment to produce copper tubing.
OEM Segment		
Port Huron, MI	322,500 sq. ft. 71.5 acres	Brass rod mill. Facility includes casting, extruding, and finishing equipment to produce brass rods and bars, in various shapes and sizes.
Port Huron, MI	127,500 sq. ft.	Forgings plant. Produces brass and aluminum forgings.
Marysville, MI	81,500 sq. ft. 6.72 acres	Aluminum and copper impacts plant. Produces made-to-order parts using cold impact processes.
Hartsville, TN	78,000 sq. ft. 4.51 acres	Refrigeration products plant. Produces products used in refrigeration applications such as ball valves, line valves, and compressor valves.
Carthage, TN	67,520 sq. ft. 10.98 acres	Fabrication facility. Produces precision tubular components and assemblies.

Location	Approximate Property Size	Description
Jacksboro, TN	65,066 sq. ft. 11.78 acres	Bending and fabricating facility. Produces gas burners, supply tubes, and manifolds for the gas appliance industry.
Waynesboro, TN	57,000 sq. ft.(4) 5.0 acres	Gas valve plant. Facility produces brass valves and assemblies for the gas appliance industry.
North Wales, PA	174,000 sq. ft. 18.9 acres	Precision Tube factory. Facility fabricates copper tubing, copper alloy tubing, aluminum tubing, and fabricated tubular products.
Brighton, MI	65,000 sq. ft.(3)	Machining operation. Facility machines component parts for supply to automotive industry.
Middletown, OH	55,000 sq. ft. 2.0 acres	Fabricating facility. Produces burner systems and manifolds for the gas appliance industry.
Jintan City, Jiangsu Province China	322,580 sq. ft.(5) 33.0 acres	Copper tube mill. Facility includes casting, and finishing equipment to produce engineered copper tube primarily for OEMs.

In addition, the Company owns and/or leases other properties used as distribution centers and corporate offices.

(1) Facility, or some portion thereof, is located on land leased from a local municipality, with an option to purchase at nominal cost.
(2) Facility is leased under a long-term lease agreement, with an option to purchase at nominal cost.
(3) Facility is leased under an operating lease.
(4) Facility is leased from a local municipality for a nominal amount.
(5) Facility is located on land that is under a long-term land use rights agreement.

ITEM 3. LEGAL PROCEEDINGS

The Company is involved in certain litigation as a result of claims that arose in the ordinary course of business, which management believes will not have a material adverse effect on the Company's financial position or results of operations. Additionally, the Company may realize the benefit of certain

insurance, tax, and legal claims and litigation in the future; these gain contingencies are not recognized in the Consolidated Financial Statements.

Environmental Proceedings

Reference is made to "Environmental Matters" in Item 1 of this Report, which is incorporated herein by reference, for a description of environmental proceedings.

Copper Tube Antitrust Litigation

Beginning in September 2004, the Company has been named as a defendant in several purported class action complaints brought by direct and indirect purchasers alleging anticompetitive activities with respect to the sale of copper plumbing tubes in the United States. Two such purported class actions were filed in the United States District Court for the Western District of Tennessee (the Federal Actions), four were filed in the Superior Court of the State of California, County of San Francisco (the California Actions), one was filed in the Circuit Court for Shelby County, Tennessee (the Tennessee Action), and one was filed in the Superior Court of the Commonwealth of Massachusetts, County of Middlesex (the Massachusetts Action, and with the Federal Actions, the California Actions and the Tennessee Action, the Actions). Wholly owned Company subsidiaries, WTC Holding Company, Inc., Deno Holding Company, Inc., and Mueller Europe Ltd. are named in all of the Actions, and Deno Acquisition Eurl is named in two of the Actions. Deno Acquisition Eurl has not been served with the complaint in either of the Actions in which it is named, and only the Company has been served with the complaint in the Tennessee Action. The claims in the California and Massachusetts Actions against WTC Holding Company, Inc. and Deno Holding Company, Inc. have been dismissed without prejudice. All of the Actions, which are similar, seek declaratory (except for the Massachusetts Action) and monetary relief. Plaintiffs' motions to consolidate and for appointment of lead counsel in the Federal Actions and plaintiffs' motion to consolidate the California Actions have been granted. On July 6, 2005, a motion to dismiss the Federal Actions for failure to state a claim was granted as to WTC Holding Company, Inc. and Deno Holding Company, Inc. and denied as to Mueller Industries, Inc. Plaintiffs' motion for reconsideration of the July 6, 2005 order dismissing the claims in the Federal Actions against WTC Holding Company, Inc. and Deno Holding Company, Inc. is pending. Mueller Europe's motion to dismiss the Federal Actions for lack of personal jurisdiction and on other grounds is pending. The Company's demurrer to the complaint in the California Actions and the Company's motion to dismiss the Tennessee Action for failure to state a claim are pending. The Company has not yet been required to respond to the complaint in the Massachusetts Action. Mueller Europe has not yet been required to respond to the complaints in the California, Tennessee, and Massachusetts Actions. The Company believes that the claims for relief in the Actions are without merit and intends to defend the Actions vigorously.

Copper Price Manipulation Litigation

Two of the Company's subsidiaries, Mueller Copper Tube Products Inc. and Mueller Copper Tube Company Inc., brought a lawsuit (the Price Manipulation Action) against J.P. Morgan Chase & Co. and Morgan Guaranty Trust Company of New York (collectively "Morgan") to recover damages the Company believes it suffered on first purchases of copper cathode resulting from an alleged conspiracy to manipulate the price of copper cathode by Morgan (and certain of its predecessors and affiliates) and others in violation of the federal antitrust laws. The lawsuit was filed on June 12, 2003, in the U.S. District Court for the Western District of Wisconsin. The Company's lawsuit was consolidated with those of certain other first purchasers of copper cathode and rod under the name "In re Copper Antitrust Litigation". Although the Price Manipulation Action was dismissed by the district court on March 2, 2004, as

barred by the statute of limitations, the U.S. Court of Appeals for the Seventh Circuit, on February 6, 2006, reversed the district court's decision in part and remanded the Price Manipulation Action for further proceedings in the district court. Although the Company is unable to predict the likely outcome of the Price Manipulation Action at this time, the Company is prosecuting the case vigorously, and intends to continue to do so in the future.

Other Matters

The Company is aware of investigations of competition in markets in which it participates, or has participated in the past, in Europe and Canada. On September 22, 2005, the European Commission adopted a statement alleging infringements in Europe of competition rules by manufacturers of copper fittings and related companies, including the Company, WTC Holding Company, Inc., and Mueller Europe Ltd., for activities undertaken in Europe. The

Company took the lead in bringing these issues to the attention of the European Commission and has fully cooperated in the resulting investigation from its inception. The Company does not anticipate any material adverse effect on its business or financial condition as a result of the matters discussed in this paragraph under "Other Matters."

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

As of March 6, 2006, the number of holders of record of Mueller's Common Stock was approximately 1,800. On March 6, 2006, the closing price for Mueller's Common Stock on the New York Stock Exchange was $33.17.

Issuer Purchases of Equity Securities

The Company's Board of Directors has authorized the repurchase, until October 2006, of up to ten million shares of the Company's Common Stock through open market transactions or through privately negotiated transactions. The Company has no obligation to purchase any shares and may cancel, suspend, or extend the time period for the purchase of shares at any time. Any purchases will be funded primarily through existing cash and cash from operations. The Company may hold any shares purchased in treasury or use a portion of the repurchased shares for employee benefit plans, as well as for other corporate purposes. Through December 31, 2005, the Company had repurchased approximately 2.4 million shares under this authorization. Below is a summary of the Company's stock repurchases for the period ended December 31, 2005.

<TABLE>
<CAPTION>

	(a)	(b)	(c)	(d)
<S>	Total Number of Shares Purchased <C>	Average Price Paid per Share <C>	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <C>	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs <C>
				7,647,030 (1)
October 2 - October 29, 2005	-	$ -		
October 30 - November 26, 2005	-	-		
November 27 - December 31, 2005	14,207 (2)	26.93		

</TABLE>

(1) Shares available to be purchased under the Company's 10 million share repurchase authorization until October 2006. This repurchase plan was announced on October 27, 2005.

(2) Shares tendered to the Company by employee stock option holders in payment of the option purchase price upon exercise.

The Company's Board of Directors declared a regular quarterly dividend of 10 cents per share on its common stock for each fiscal quarter of 2005 and 2004. During 2004, the Company also paid a special dividend composed of $6.50 in cash and $8.50 in principal amount of its 6% Subordinated Debentures due 2014 per common share. Payment of dividends in the future is dependent upon the Company's financial condition, cash flows, capital requirements, earnings, and other factors.

The high, low, and closing prices of Mueller's Common Stock on the New York Stock Exchange for each fiscal quarter of 2005 and 2004 were as follows:

	High	Low	Close
2005			
Fourth quarter	$ 28.42	$ 24.41	$ 27.42
Third quarter	29.99	25.35	27.77
Second quarter	28.39	24.75	27.24
First quarter	32.74	27.13	27.97
2004 (1)			
Fourth quarter	$ 32.67	$ 21.42	$ 32.17
Third quarter	28.53	20.53	27.70
Second quarter	22.36	15.94	21.12
First quarter	21.11	15.28	18.24

(1) Information prior to October 26, 2004 was reduced by the difference between the closing price on October 26, 2004 and the opening price on October 27, 2004, or $14.57 per share, to adjust for the recapitalization by Special Dividend.

ITEM 6. SELECTED FINANCIAL DATA

(In thousands, except per share data)

	2005	2004	2003	2002	2001
For the fiscal year:(3)					

Net sales	$ 1,729,923	$ 1,379,056	$ 999,078	$ 952,983	$ 969,106
Operating income	131,758	112,490	49,384	85,756	105,529
Net income from continuing operations	89,218 (2)	79,416 (2)	44,221	71,177	65,423
Diluted earnings per share from continuing operations	2.40	2.15	1.19	1.92	1.76
Cash dividends per share	0.40	6.90 (1)	-	-	-
At year-end:(3)					
Total assets	1,104,638	963,731	1,055,184	987,947	916,065
Long-term debt	312,070	310,650 (1)	11,437	14,005	46,977

<FN>

(1) During 2004 the Company paid 40 cents per share in regular ten cent quarterly cash dividends; additionally the Company paid a Special Dividend composed of $6.50 in cash per share and $8.50 per share in the form of 6% Subordinated Debentures due 2014

(2) Includes interest expense on 6% Subordinated Debentures following distribution in the fourth quarter of 2004

(3) Includes activity of acquired businesses from the following purchase dates: (i) Brassware, August 15, 2005, (ii) Mueller Comercial S.A., December 14, 2004, (iii) Vemco, August 27, 2004, (iv) Overstreet-Hughes, August 21, 2002, and (v) certain assets of Colonial Engineering, September 27, 2002

</TABLE>

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's discussion and analysis of financial condition and results of operations is contained in the caption "Financial Review" in the "Consolidated Financial Statements" submitted as a separate section of this Annual Report on Form 10-K commencing on page F-1.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Quantitative and qualitative disclosures about market risk are contained in the caption "Financial Review" in the "Consolidated Financial Statements" submitted as a separate section of this Annual Report on Form 10-K commencing on page F-1.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Financial Statements required by this item are contained in the "Consolidated Financial Statements" submitted as a separate section of this Annual Report on Form 10-K commencing on page F-1.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures designed to ensure information required to be disclosed in Company reports filed under the Securities Exchange Act of 1934, as amended (the Exchange Act), is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in Company reports filed under the Exchange Act is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures pursuant to Rule 13a-15(b) of the Exchange Act as of December 31, 2005. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, because of the material weakness in internal controls related to the accounting for income taxes as described below, the Company's disclosure controls and procedures were not effective as of December 31, 2005.

Management's Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) under the Securities Exchange Act of 1934. Pursuant to the rules and regulations of the Securities and Exchange Commission, internal control over financial reporting is a process designed by, or under the supervision of, the Company's principal executive and principal financial officers, and effected by the Company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States. Due to inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Further, because of changes in conditions, effectiveness of internal control over financial reporting may vary over time.

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's internal control over financial reporting as of December 31, 2005 based on the control criteria established in a report entitled "Internal Control-Integrated Framework", issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on such evaluation management has determined that a material weakness related to the accounting for income taxes existed as of December 31, 2005.

As defined by the Public Company Accounting Oversight Board's Auditing Standard No. 2, a material weakness in internal control is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements would not be prevented or detected on a timely basis by the Company. The principal factors contributing to the material weakness in accounting for income taxes were (1) inadequate staffing and technical expertise within the Company's tax department, (2) ineffective review and approval practices, (3) inadequate processes to effectively reconcile income tax accounts, and (4) inadequate application of the provisions of SFAS No. 109 to tax planning strategies. These deficiencies resulted in adjustments to correct the Company's accounting for income taxes which were recorded prior to the issuance of the Consolidated Financial Statements as of and for the year ended December 31, 2005. These deficiencies, in the aggregate, were determined to be a material weakness. As a result of the aforementioned material weakness, management has concluded that the Company's internal control over financial reporting was not effective as of December 31, 2005. Management has also determined that the existence of the material weakness did not result in a material misstatement of the financial results reported for prior annual or interim periods.

Management's assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2005, has been audited by Ernst & Young LLP, an independent registered public accounting firm. Their report below expresses an unqualified opinion on management's assessment and an adverse opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2005, due to the material weakness in internal controls related to the accounting for income taxes.

Remediation of Material Weakness

Management is in the process of implementing additional procedures to enhance the controls surrounding accounting for income taxes. Specifically, management will undertake the following actions intended to address the identified control weakness:

* Evaluate current staffing resources;
* Require additional education and training in prevailing accounting standards that govern income tax reporting for personnel involved in the preparation and review of income tax reporting matters;
* Engage third-party experts to conduct an independent review and evaluation of the Company's process of accounting for and reporting of income taxes; and
* Implement a standardized reporting system related to income tax reporting matters that will facilitate timely information gathering and analysis for all business units.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the Company's fiscal quarter ending December 31, 2005, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. However, the Company

plans to implement changes in internal control over financial reporting to correct the material weakness related to the accounting for income taxes.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Mueller Industries, Inc.

We have audited management's assessment, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting, that Mueller Industries, Inc. (the Company) did not maintain effective internal control over financial reporting as of December 31, 2005, because of the effect of the material weakness identified in management's assessment based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered

necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a control deficiency, or combination of control 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. The following material weakness has been identified and included in management's assessment.

As of December 31, 2005, the Company did not maintain effective controls over the accounting for income taxes including income taxes payable, deferred income tax assets and liabilities and the related income tax provision. Specifically, there was (1) inadequate staffing and technical expertise within the Company's tax department, (2) ineffective review and approval practices, (3) inadequate processes to effectively reconcile income tax accounts, and (4) inadequate controls over the proper application of the provisions of SFAS No. 109 to tax planning strategies. These deficiencies resulted in adjustments to the consolidated financial statements for the year ended December 31, 2005, to correct income taxes payable, deferred income tax assets and liabilities and the related income tax provision. These deficiencies, in the aggregate, were determined to be a material weakness. Additionally, this material weakness, if not remediated, could result in a misstatement of income taxes payable, deferred income tax assets and liabilities and the related income tax provision that would result in a material misstatement to annual or interim financial statements that would not be prevented or detected.

This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the December 31, 2005 consolidated financial statements, and this report does not affect our report dated March 10, 2006 on those financial statements.

In our opinion, management's assessment that the Company did not maintain effective internal control over financial reporting as of December 31, 2005, is fairly stated, in all material respects, based on the COSO control criteria. Also, in our opinion, because of the effect of the material weakness described above on the achievement of the objectives of the control criteria, the Company has not maintained effective internal control over financial reporting as of December 31, 2005, based on the COSO control criteria.

/s/ Ernst & Young LLP

Memphis, Tennessee
March 10, 2006

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The information required by Item 10 is contained under the captions "Ownership of Common Stock by Directors and Executive Officers and Information about Director Nominees," "Corporate Governance," "Report of the Audit Committee of the Board of Directors," and "Section 16(a) Beneficial Ownership Compliance Reporting" in the Company's Proxy Statement for its 2006 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission on or about March 20, 2006, which is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 is contained under the caption "Executive Compensation" in the Company's Proxy Statement for its 2006 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission on or about March 20, 2006, which is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Equity Compensation Plan Information

The following table discloses information as adjusted for the Company's Special Dividend regarding the securities to be issued and the securities remaining available for issuance under the Registrant's stock-based incentive plans as of December 31, 2005 (shares in thousands):

<TABLE>
<CAPTION>

Plan category	(a) Number of securities to be issued upon exercise of outstanding options, warrants, and rights	(b) Weighted average exercise price of outstanding options warrants, and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
<S>	<C>	<C>	<C>
Equity compensation plans approved by security holders	1,576	$ 22.19	41
Equity compensation plans not approved by security holders	336	18.20	-
Total	1,912	21.49	41

</TABLE>

On February 13, 2002 Mr. O'Hagan was granted an option to acquire 100,000 shares of Common Stock at an exercise price of $31.75 per share (subsequent to the grant, on October 26, 2004 the option grant was modified to equitably adjust for the Company's Special Dividend to 155,610 shares of Common Stock at an exercise price of $20.40 per share) and on February 13, 2003 Mr. O'Hagan was granted an option to acquire 100,000 shares of Common Stock at an exercise price of $25.10 per share (subsequent to the grant, on October 26, 2004 the option grant was modified to equitably adjust for the Company's Special Dividend to 155,610 shares of Common Stock at an exercise price of $16.13 per share) (collectively, the O'Hagan Treasury Options). Each of the O'Hagan Treasury Options has a term of ten years, subject to earlier expiration upon termination of employment, and vests ratably over a five-year period from the date of the grant, except that if there is a Change in Control as defined in Mr. O'Hagan's employment agreement with the Company (the O'Hagan Employment Agreement), all of the O'Hagan Treasury Options will become immediately exercisable on the later to occur of (i) the day Mr. O'Hagan notifies the Company he is terminating his employment with the Company as a result of said change, and (ii) ten days prior to the date Mr. O'Hagan's employment with the Company is terminated by the Company. In addition, all outstanding unvested O'Hagan Treasury Options will immediately vest and become exercisable if Mr. O'Hagan's employment is terminated by the Company without Cause (as defined in the O'Hagan Employment Agreement) or by Mr. O'Hagan for Good Reason (as defined in the O'Hagan Employment Agreement). The O'Hagan Treasury Options may only be exercised for shares of Common Stock held in treasury by the Company.

On June 30, 2003, the Company granted to Mr. Michael O. Fifer options to acquire 20,000 shares of Common Stock at an exercise price of $27.06 per share. Subsequent to the grant, on October 26, 2004 the remaining unexercised options were modified to equitably adjust for the Company's Special Dividend to 24,897 shares of Common Stock at an exercise price of $17.39 per share. These options have a term of ten years, subject to earlier expiration upon termination of employment, and vest and become exercisable ratably over a five-year period from the date of the grant. These options may only be exercised for shares of Common Stock held in treasury by the Company.

Other information required by Item 12 is contained under the captions "Principal Stockholders" and "Ownership of Common Stock by Directors and Executive Officers and Information about Director Nominees" in the Company's Proxy Statement for its 2006 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission on or about March 20, 2006, which is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

None.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by Item 14 is contained under the caption "Appointment of Auditors" in the Company's Proxy Statement for its 2006 Annual Meeting of Stockholders to be filed with the Securities and Exchange Commission on or about March 20, 2006, which is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this report:

1. Financial Statements: the financial statements, notes, and report of independent registered public accounting firm described in Item 8 of this Annual Report on Form 10-K are contained in the "Consolidated Financial Statements" submitted as a separate section of this Annual Report on Form 10-K commencing on page F-1.

2. Financial Statement Schedule: the financial statement schedule described in Item 8 of this report contained in the "Consolidated Financial Statements" submitted as a separate section of this Annual Report on Form 10-K commencing on page F-1.

3. Exhibits:

3.1 Certificate of Incorporation of the Registrant and all amendments thereto. (Incorporated herein by reference to Exhibit 3.1 of the Registrant's Annual Report on Form 10-K, dated March 1, 2004, for the fiscal year ended December 27, 2003).

3.2 By-laws of the Registrant, as amended and restated, effective November 10, 1994 (Incorporated herein by reference to Exhibit 3.2 of the Registrant's Annual Report on Form 10-K, dated March 24, 2003, for the fiscal year ended December 28, 2002).

4.1 Indenture, dated as of October 26, 2004, by and between Mueller Industries, Inc, and SunTrust Bank, as trustee (Incorporated herein by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K, dated October 26, 2004).

4.2 Form of 6% Subordinated Debenture due 2014 (Incorporated herein by reference to Exhibit 4.2 of the Registrant's Current Report on Form 8-K, dated October 26, 2004).

4.3 Certain instruments with respect to long-term debt of the Registrant have not been filed as Exhibits to this Report since the total amount of securities authorized under any such instruments does not exceed 10 percent of the total assets of the Registrant and its subsidiaries on a consolidated basis. The Registrant agrees to furnish a copy of each such instrument upon request of the Securities and Exchange Commission.

10.1 Stock Option Agreement, dated December 4, 1991, by and between the Registrant and Harvey L. Karp (Incorporated herein by reference to Exhibit 10.4 of the Registrant's Annual Report on Form 10-K, dated March 24, 2003, for the

fiscal year ended December 28, 2002).

10.2 Stock Option Agreement, dated March 3, 1992, by and between the Registrant and Harvey L. Karp (Incorporated herein by reference to Exhibit 10.5 of the Registrant's Annual Report on Form 10-K, dated March 24, 2003, for the fiscal year ended December 28, 2002).

10.3 Mueller Industries, Inc. 1991 Incentive Stock Option Plan, as amended (Incorporated herein by reference to Exhibit 10.6 of the Registrant's Annual Report on Form 10-K, dated March 24, 2003, for the fiscal year ended December 28, 2002 and Exhibit 99.2 of the Registrant's Current Report on Form 8-K, dated August 31, 2004).

10.4 Summary description of the Registrant's 2006 bonus plan for certain key employees.

10.5 Amended and Restated Employment Agreement, effective as of September 17, 1997, by and between the Registrant and Harvey L. Karp (Incorporated herein by reference to Exhibit 10.8 of the Registrant's Annual Report on Form 10-K, dated March 24, 2003, for the fiscal year ended December 28, 2002).

10.6 Amended and Restated Employment Agreement, effective as of September 17, 1997, by and between the Registrant and William D. O'Hagan (Incorporated herein by reference to Exhibit 10.9 of the Registrant's Annual Report on Form 10-K, dated March

24, 2003, for the fiscal year ended December 28, 2002).

10.7 Amendment to Amended and Restated Employment Agreement, effective May 12, 2000, by and between the Registrant and William D. O'Hagan (Incorporated herein by reference to Exhibit 10.1 of the Registrant's Quarterly Report on Form 10-Q, dated July 24, 2000, for the quarter ended June 24, 2000).

10.8 Mueller Industries, Inc. 1994 Stock Option Plan, as amended (Incorporated herein by reference to Exhibit 10.11 of the Registrant's Annual Report on Form 10-K, dated March 24, 2003, for the fiscal year ended December 28, 2002 and Exhibit 99.3 of the Registrant's Current Report on Form 8-K, dated August 31, 2004).

10.9 Mueller Industries, Inc. 1994 Non-Employee Director Stock Option Plan, as amended (Incorporated herein by reference to Exhibit 10.12 of the Registrant's Annual Report on Form 10-K, dated March 24, 2003, for the fiscal year ended December 28, 2002 and Exhibit 99.6 of the Registrant's Current Report on Form 8-K, dated August 31, 2004).

10.10 Mueller Industries, Inc. Deferred Compensation Plan, effective December 1, 2000 (Incorporated herein by reference to Exhibit 10.13 of the Registrant's Annual Report on Form 10-K, dated March 26, 2001, for the fiscal year ended December 30, 2000).

10.11 Mueller Industries, Inc. 1998 Stock Option Plan, as amended (Incorporated herein by reference to Exhibit 10.14 of the Registrant's Annual Report on Form 10-K, dated March 24, 2003, for the fiscal year ended December 28, 2002 and Exhibit 99.4 of the Registrant's Current Report on Form 8-K, dated August 31, 2004).

10.12 Stock Option Agreement, dated May 7, 1997, by and between the Registrant and William D. O'Hagan (Incorporated herein by reference to Exhibit 10.12 of the Registrant's Annual Report on Form 10-K, dated March 1, 2004, for the fiscal year ended December 27, 2003).

10.13 Stock Option Agreement, dated October 9, 1998, by and between the Registrant and William D. O'Hagan (Incorporated herein by reference to Exhibit 10.13 of the Registrant's Annual Report on Form 10-K, dated March 1, 2004, for the fiscal year ended December 27, 2003).

10.14 Stock Option Agreement, dated February 13, 2002, by and between the Registrant and William D. O'Hagan (Incorporated herein by reference to Exhibit 10.17 of the Registrant's Annual Report on Form 10-K, dated March 24, 2003, for the fiscal year ended December 28, 2002).

10.15 Employment Agreement, effective October 17, 2002, by and between the Registrant and Kent A. McKee (Incorporated herein by reference to Exhibit 10.18 of the Registrant's Annual Report on Form 10-K, dated March 24, 2003, for the fiscal year ended December 28, 2002).

10.16 Stock Option Agreement, dated February 13, 2003, by and between the Registrant and William D. O'Hagan (Incorporated herein by reference to Exhibit 10.16 of the Registrant's Annual Report on Form 10-K, dated March 1, 2004, for the fiscal year ended December 27, 2003).

10.17 Nonqualified Stock Option Agreement, dated June 30, 2003, by and between the Registrant and Michael O. Fifer, as amended (Incorporated herein by reference to Exhibit 10.18 of the Registrant's Annual Report on Form 10-K, dated March 1, 2004, for the fiscal year ended December 27, 2003 and Exhibit 99.7 of the Registrant's Current Report on Form 8-K, dated August 31, 2004).

10.18 Consulting Agreement, dated June 21, 2004, by and between the Registrant and Harvey Karp (Incorporated herein by reference to Exhibit 10.1 of the Registrant's Quarterly Report on Form 10-Q, dated July 16, 2004, for the quarter ended June 26, 2004).

10.19 Consulting Agreement, dated June 21, 2004, by and between the Registrant and William D. O' Hagan (Incorporated herein by reference to Exhibit 10.2 of the Registrant's Quarterly Report on Form 10-Q, dated July 16, 2004, for the quarter ended June 26, 2004).

10.20 Amendment, dated June 21, 2004, to the Amended and Restated Employment Agreement dated as of September 17, 1997, by and between the Registrant and Harvey Karp (Incorporated herein by reference to Exhibit 10.3 of the Registrant's Quarterly Report on Form 10-Q, dated July 16, 2004, for the quarter ended June 26, 2004).

10.21 Securities Purchase Agreement, dated December 14, 2004, among Mueller Comercial de Mexico, S. de R.L. de C.V., WTC HOLDCO I, LLC, MIYAR LLC, NICNA, GmbH, and The Seller Parties (Incorporated herein by reference to Exhibit 10.21 of the Registrant's Annual Report on Form 10-K, dated March 4, 2005, for the fiscal year ended December 25, 2004).

10.22 Inventory Purchase Agreement, dated December 14, 2004, by and between Niples del Norte S.A. de C.V. and Mueller de Mexico S.A. de C.V (Incorporated herein by reference to Exhibit 10.22 of the Registrant's Annual Report on Form 10-K, dated March 4, 2005, for the fiscal year ended December 25, 2004).

10.23 Credit Agreement among the Registrant (as Borrower) and Standard Federal Bank and other banking institutions and Standard Federal Bank (as Agent) dated as of November 6, 2003 (Incorporated herein by reference to Exhibit 4.2 of the Registrant's Annual Report on Form 10-K, dated March 1, 2004, for the fiscal year ended December 27, 2003).

10.24 First Amendment to Credit Agreement among the Registrant (as Borrower) and Standard Federal Bank and other banking institutions and Standard Federal Bank (as Agent) dated as of September 27, 2004 (Incorporated herein by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K, dated September 27, 2004).

10.25 Second Amendment to the Amended and Restated Employment Agreement dated as of September 17, 1997, by and between the Registrant and Harvey Karp (Incorporated herein by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K, dated May 5, 2005).

10.26 Second Amendment to the Amended and Restated Employment Agreement dated as of September 17, 1997, by and between the Registrant and William D. O'Hagan (Incorporated herein by reference to Exhibit 10.3 of the Registrant's Current Report on Form 8-K, dated May 5, 2005).

10.27 Mueller Industries, Inc. Annual Bonus Plan (Incorporated herein by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K, dated May 5, 2005).

10.28 Equity Joint Venture Agreement, among Mueller Streamline China, LLC, Mueller Streamline Holding, S.L., Jiangsu Xingrong Hi-Tech Co., Ltd. and Jiangsu Baiyang Industries Ltd. (Incorporated herein by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K, dated December 5, 2005).

10.29 Amendment to the Mueller Industries, Inc. Deferred Compensation Plan, dated December 15, 2005.

10.30 Mueller Industries, Inc. 2002 Stock Option Plan, as amended (Incorporated herein by reference to Exhibit 99.5 of the Registrant's Current Report on Form 8-K, dated August 31, 2004 and Exhibit 10.3 of the Registrant's Current Report on Form 8-K, dated December 27, 2005).

14.0 Code of Business Conduct and Ethics (Incorporated herein by reference to Exhibit 14.0 of the Registrant's Annual Report on Form 10-K, dated March 1, 2004, for the fiscal year ended December 27, 2003).

21.0 Subsidiaries of the Registrant.

23.0 Consent of Independent Registered Public Accounting Firm (Includes report on Financial Statement Schedule).

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.

32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, on March 15, 2006.

MUELLER INDUSTRIES, INC.

/s/ HARVEY L. KARP
Harvey L. Karp, Chairman of the Board

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

Signature	Title	Date
/s/HARVEY L KARP Harvey L. Karp	Chairman of the Board, and Director	March 15, 2006
/s/ALEXANDER P. FEDERBUSH Alexander P. Federbush	Director	March 15, 2006
/s/GENNARO J. FULVIO Gennaro J. Fulvio	Director	March 15, 2006
/s/GARY S. GLADSTEIN Gary S. Gladstein	Director	March 15, 2006
/s/TERRY HERMANSON Terry Hermanson	Director	March 15, 2006
/s/ROBERT B. HODES Robert B. Hodes	Director	March 15, 2006
/s/WILLIAM D. O'HAGAN William D. O'Hagan	President, Chief Executive Officer (Principal Executive Officer), Director	March 15, 2006

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following person on behalf of the Registrant and in the capacities and on the date indicated.

Signature and Title	Date
/s/ KENT A. MCKEE Kent A. McKee Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 15, 2006
/s/ RICHARD W. CORMAN Richard W. Corman Vice President - Controller	March 15, 2006

MUELLER INDUSTRIES, INC.

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FINANCIAL STATEMENT SCHEDULE

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FINANCIAL REVIEW

OVERVIEW

The Company is a leading manufacturer of copper, brass, plastic, and aluminum products. The range of these products is broad: copper tube and fittings; brass and copper alloy rod, bar, and shapes; aluminum and brass forgings; aluminum and copper impact extrusions; plastic fittings and valves; refrigeration valves and fittings; and fabricated tubular products. The Company also resells imported brass and plastic plumbing valves, malleable iron fittings, steel nipples, faucets and plumbing specialty products. Mueller's operations are located throughout the United States, and in Canada, Mexico, Great Britain, and China.

The Company's businesses are aggregated into two reportable segments: the Plumbing & Refrigeration segment and the OEM segment. Prior to 2005, the Company disclosed its reportable segments as Standard Products and Industrial Products. Additional operating segments have been recognized following an internal reorganization in 2005. For disclosure purposes, as permitted under SFAS No. 131 "Disclosures about Segments of an Enterprise and Related Information", certain operating segments are aggregated into reportable segments. The Plumbing & Refrigeration segment is composed of the Standard Products Division (SPD), the Trading Group, and European Operations. The OEM segment is composed of the Industrial Products Division (IPD) and Engineered Products Division (EPD). These reportable segments are described in more

detail below. SPD manufactures and sells copper tube, copper and plastic fittings, and valves in North America. European Operations manufactures copper tube in Europe, which is sold in Europe and the Middle East; activities also include import distribution. The Trading Group sources products for import distribution in North America. The Plumbing & Refrigeration segment sells products to wholesalers in the HVAC (heating, ventilation, and air-conditioning), plumbing, and refrigeration markets, to distributors to the manufactured housing and recreational vehicle industries, and to building material retailers. The OEM segment manufactures and sells brass and copper alloy rod, bar, and shapes; aluminum and brass forgings; aluminum and copper impact extrusions; refrigeration valves and fittings; fabricated tubular products; and gas valves and assemblies. The OEM segment sells its products primarily to original equipment manufacturers (OEMs), many of which are in the HVAC, plumbing, and refrigeration markets. The majority of the Company's manufacturing facilities operated at moderate levels during 2005, 2004 and 2003.

New housing starts and commercial construction are important determinants of the Company's sales to the HVAC, refrigeration, and plumbing markets because the principal end use of a significant portion of the Company's products is in the construction of single and multi-family housing and commercial buildings. Repairs and remodeling projects are also important drivers of underlying demand for these products. The following are important economic indicators that impact the Company's businesses. New housing starts in the U.S. were 1.9 million, 2.0 million, and 1.8 million in 2005, 2004, and 2003, respectively. The seasonally adjusted annual rate of the Value of Private Non-Residential Construction put in place, per the U.S. Census Bureau, was $255.4 billion in 2005, $229.2 billion in 2004, and $217.3 billion in 2003. At December, the average 30 year fixed mortgage rate was 6.27 percent in 2005, 5.75 percent in 2004, and 5.88 percent in 2003.

Profitability of certain of the Company's product lines depends upon the "spreads" between the cost of raw material and the selling prices of its completed products. The open market prices for copper cathode and scrap, for example, influence the selling price of copper tubing, a principal product manufactured by the Company. The Company attempts to minimize the effects on profitability from fluctuations in material costs by passing through these costs to its customers. The Company's earnings and cash flow are dependent upon these spreads that fluctuate based upon market conditions.

Earnings and profitability are also subject to market trends such as substitute products and imports. Plastic plumbing systems are the primary substitute product; these products represent an increasing share of consumption. Imports of copper tubing from Mexico have increased in recent years, although U.S. consumption is still predominantly supplied by U.S. manufacturers.

The year ended December 31, 2005, contained 53 weeks while the years ended December 25, 2004 and December 27, 2003, contained 52 weeks.

Recapitalization through Special Dividend

In September 2004, the Company authorized a special dividend consisting of $6.50 in cash and $8.50 in principal amount of the Company's 6% Subordinated Debentures due 2014 (the Debentures) for each share of Common Stock (the Special Dividend). The Special Dividend, distributed in the fourth quarter of 2004, substantially reduced the Company's cash position by $245.6 million and its stockholders' equity by $545.1 million, and increased its long-term debt by $299.5 million.

RESULTS OF OPERATIONS

2005 Performance Compared with 2004

Consolidated net sales in 2005 were $1.7 billion, a 25 percent increase over net sales of $1.4 billion in 2004. The increase is primarily attributable to higher raw material costs (which are passed through in the form of higher selling prices as discussed above), and acquired businesses, which accounted for approximately $106.3 million. Net selling prices generally fluctuate with changes in raw material prices. The COMEX average copper price in 2005 was approximately $1.68 per pound, or approximately 30 percent higher than the 2004 average of $1.29. This change increased the Company's net sales and cost of goods sold.

Cost of goods sold increased $314 million, to $1.4 billion in 2005. This increase was attributable primarily to higher raw material costs (as discussed above) and acquired businesses. Gross profit was $300 million or 17.3 percent of net sales in 2005 compared with $263 million or 19.1 percent of net sales in 2004. The increase in gross profit was due to (i) higher spreads in core product lines, primarily copper tube and fittings, (ii)

acquired businesses and (iii) $1.3 million (or 2 cents per diluted share) resulting from the liquidation of LIFO inventory layers.

Depreciation and amortization of $40.7 million in 2005 compares with $40.6 million in 2004. Selling, general, and administrative expenses increased to $127.4 million in 2005; this $21.0 million increase was due to (i) incremental costs of approximately $14.3 million attributed to acquired businesses, (ii) increased professional fees of approximately $3.3 million, (iii) increased distribution costs of approximately $1.3 million, and (iv) net increase of other costs of approximately $2.1 million.

Interest expense increased to $19.6 million in 2005 from $4.0 million in 2004. This increase was primarily due to the issuance of the Debentures on October 26, 2004.

Other income includes (i) gains on the sale of land and buildings for approximately $3.7 million, (ii) interest income on invested cash balances of $2.3 million, (iii) rents, royalties and other, net of $1.5 million, and (iv) equity in earnings of an unconsolidated subsidiary (Conbraco Industries, Inc.) of $4.5 million.

The expense related to environmental remediation at certain non-operating properties of the Company, included in other income, net, totaled $0.6 million in 2005 compared with $1.0 million in 2004. The environmental expense related to operating properties is included as a component of cost of goods sold and was not significant for the periods presented.

Income tax expense was $35.0 million, for an effective rate of 28.2 percent, for 2005; this rate is lower than the expected rate due to (i) tax planning strategy and structure related to a business acquired in Mexico in 2004, (ii) an adjustment that reduced 2005 income tax expense by approximately $2.9 million, or 8 cents per diluted share, to correct estimated taxes provided for in prior years, and (iii) recognition of the tax benefit of a foreign net operating loss carryforward in the U.K. that was previously reserved. Management has concluded that the $2.9 million adjustment is immaterial to the consolidated results of operations and financial condition for the current year as well as the prior affected years.

Income from discontinued operations consists of business interruption insurance proceeds, net of tax, related to operations sold in 2002.

The Company's employment was approximately 4,800 at the end of 2005 compared with 4,500 at the end of 2004.

Plumbing & Refrigeration Segment

Net sales by Plumbing & Refrigeration were $1.3 billion in 2005 compared with $1.0 billion in 2004 for a 30 percent increase. Operating income was $125.5 million in 2005 compared with $108.3 million in 2004. The increase in net sales is due primarily to higher raw material costs, which are reflected in higher selling prices. This $17.2 million increase in operating profit was due to (i) higher spreads and volume in certain product lines, (ii) $1.3 million (or 2 cents per diluted share) resulting from the liquidation of LIFO inventory layers, and (iii) operating income from acquired businesses in Mexico and the U.K.

OEM Segment

OEM's net sales were $460 million in 2005 compared with $392 million in 2004. Operating income increased by $6.4 million to $27.0 million in 2005 compared with $20.6 million in 2004. During 2005, the OEM Segment posted improved results in all product areas with the exception of Brass Rod. Brass rod consumption in the U.S. has steadily declined over the past five years, due to the outsourcing of many manufactured products. Brass Rod continues to be a solidly profitable business, although management anticipates difficult economic conditions to continue into the foreseeable future.

2004 Performance Compared with 2003

Consolidated net sales in 2004 were $1.4 billion, a 38 percent increase over net sales of $999 million in 2003. The increase is primarily attributable to higher raw material costs (which are passed through in the form of higher selling prices as discussed above), and increased volume. Net selling prices generally fluctuate with changes in raw material prices.

The COMEX average copper price in 2004 was approximately $1.29 per pound, or 59 percent more than the 2003 average of 81 cents. This change increased the Company's net sales and cost of goods sold.

Cost of goods sold increased $300 million, to $1.1 billion in 2004. This increase was attributable primarily to higher raw material costs (as discussed above) and increased volume. Gross profit was $263 million or 19.1 percent of net sales in 2004 compared with $183 million or 18.3 percent of net sales in 2003. The increase in gross profit was due to higher spreads in core product lines, primarily copper tube, fittings, and brass rod.

Depreciation and amortization increased to $40.6 million in 2004 from $39.0 million in 2003. Selling, general, and administrative expense increased to $106.4 million in 2004; this $11.5 million increase was due to (i) higher incentive compensation costs resulting from increased volume and profitability of approximately $9.5 million, (ii) increased distribution cost of approximately $2.5 million, and (iii) net reduction of other costs of $0.5 million.

During 2004, the Company recognized a $3.9 million impairment charge related to its subsidiary, Overstreet-Hughes Co., Inc., of which $2.3 million was goodwill and the remainder, was property, plant, and equipment. The results of Overstreet-Hughes, a component of IPD, which manufactures tubular components and assemblies primarily for the OEM air-conditioning market, have not met expectations. The Company has reduced its carrying cost in these long-lived assets to its best estimate of fair value. This estimate was determined based on a discounted cash flow method.

Interest expense increased to $4.0 million in 2004 from $1.2 million in 2003. This increase was primarily due to the issuance of the Debentures on October 26, 2004. Other income includes (i) gains on the sale of land for approximately $5.7 million, (ii) interest income on invested cash balances of $2.4 million, and (iii) rents, royalties and other of $1.7 million, offset by equity in loss of an unconsolidated subsidiary (Conbraco Industries, Inc.) of $2.0 million, which includes a provision of $2.3 million for certain federal income tax audit exposures of Conbraco that were assessed in 2004. Conbraco

settled these tax matters during the second quarter of 2005; consequently, the Company reversed a loss accrual that resulted in a $2.3 million gain in 2005.

The expense related to environmental remediation at certain non-operating properties of the Company, included in other income, net, totaled $1.0 million in 2004 compared with $1.2 million in 2003. The environmental expense related to operating properties is included as a component of cost of goods sold and was not significant for the periods presented.

Income tax expense was $35.9 million, for an effective rate of 31 percent, for 2004; this rate is lower than the expected rate due to (i) the recognition of a capital loss carryforward related to sales of land that had a tax basis significantly less than the realized proceeds, (ii) recognition of foreign tax credits, (iii) recognition of foreign net operating loss carryforwards, and (iv) a deferred income tax benefit from reducing a valuation allowance that primarily relates to the closure of open tax years. During 2003, the Company recognized a deferred income tax benefit, upon the closure of the open tax year, by reducing a valuation allowance of $9.3 million related to an operating loss resulting from the 1999 sale of a subsidiary. Realization of the tax benefit occurred during the year of sale.

During 2003, the Company recognized a $1.7 million gain to reflect adjustments to estimates on disposition of Mueller Europe S.A. as no further obligations or contingencies are expected from these discontinued operations.

The Company's employment was approximately 4,500 at the end of 2004 compared with 3,500 at the end of 2003. This increase primarily relates to businesses acquired during 2004.

Plumbing & Refrigeration Segment

Net sales by Plumbing & Refrigeration were $1.0 billion in 2004 compared with $717.6 million in 2003 for a 39.6 percent increase. Operating income was $108.3 million in 2004 compared with $54.1 million in 2003. This $54.2 million increase in operating profit was due to higher spreads and volume in certain product lines. Of this increase in operating income, approximately $44 million was from copper tube and copper fittings with the remainder attributable to other product lines.

OEM Segment

OEM's net sales were $392 million in 2004 compared with $292 million in 2003. Operating income increased by $8.9 million to $20.6 million in 2004 compared with $11.7 million in 2003. This increase is due primarily to improved spreads and volume in brass rod. Of this increase in operating income, approximately $11 million is attributable to Brass Rod, Forgings, Impacts and Micro Gauge, and the balance attributable to other product lines offset by a $3.9 million impairment charge for Overstreet-Hughes (as discussed above).

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash and cash equivalents balance increased to $129.7 million at year-end from $47.5 million at December 25, 2004. Major components of the 2005 change included $106.1 million of cash provided by operating activities, $15.3 million of cash used in investing activities and $11.5 million of cash used in financing activities.

Net income from continuing operations of $89.2 million in 2005 was the primary component of cash provided by operating activities. Depreciation and amortization of $40.9 million was the primary non-cash adjustment. Major changes in working capital included a $55.6 million increase in trade accounts receivable due to better volumes and increased selling prices in 2005 compared with 2004, and $61.7 million increase in current liabilities due to (i) a $44.5 million increase in trade accounts payable due to higher raw material costs, (ii) a $9.9 million increase in accrued discounts and allowances due to higher volumes, (iii) a $10.0 million increase in income taxes payable, and (iv) a net reduction of other liabilities of $2.7 million. Operating cash flow provided by discontinued operations consists of business interruption insurance proceeds, net of tax, related to operations sold in 2002.

The major components of net cash used for investing activities during 2005 included $18.4 million used for capital expenditures and $10.6 million used for the acquisition of Brassware reduced by $3.7 million of purchase price adjustments related to acquisitions completed in the prior year.

Net cash used in financing activities totaled $11.5 million in 2005, consisting of $14.6 million for cash dividends and $1.1 million for debt repayments, offset by the proceeds from the sale of treasury stock of $4.8 million. These treasury stock transactions relate to stock option exercises; the Company made no open market purchases of treasury stock during 2005.

The Company has a $150 million unsecured line-of-credit (Credit Facility) which expires in November 2007. At year-end, the Company had no borrowings against the Credit Facility. Approximately $12.7 million in letters of credit were backed by the Credit Facility at the end of 2005. As of December 31, 2005, the Company's total debt was $316.2 million or 43 percent of its total capitalization.

Covenants contained in the Company's financing obligations require, among other things, the maintenance of minimum levels of tangible net worth and meet certain minimum financial ratios. As of December 31, 2005, the Company was in compliance with all of its debt covenants.

The Company expects to invest between $25 and $30 million for capital expenditures during 2006.

Contractual cash obligations of the Company as of December 31, 2005 included the following:

<TABLE>
(In millions)
<CAPTION>

	Payments Due by Year				
	Total	2006	2007-2008	2009-2010	Thereafter
<S>	<C>	<C>	<C>	<C>	<C>
Long-term debt,					

including capital lease obligations	$316.2	$ 4.1	$ 2.3	$ 0.2	$309.6
Interest on fixed-rate debt	163.8	18.6	37.3	36.0	71.9
Consulting Agreements (1)	13.3	-	1.3	2.7	9.3
Operating leases	23.5	7.1	9.1	3.5	3.8
Investment in China joint venture (2)	12.4	12.4	-	-	-
Purchase commitments (3)	406.6	406.6	-	-	-
Total contractual cash obligations	$935.8	$448.8	$ 50.0	$ 42.4	$394.6

</TABLE>

(1) See Note 10 to Consolidated Financial Statements.

(2) See Note 13 to Consolidated Financial Statements.

(3) Purchase commitments include $79.3 million of open fixed price purchases of raw materials. Additionally, the Company has contractual supply commitments, totaling $327.3 million at year-end prices, for raw materials consumed in the ordinary course of business; these contracts contain variable pricing based upon COMEX.

The above obligations will be satisfied with existing cash, the Credit Facility, and cash generated by operations. Additionally, the cash flow to fund pension and OPEB obligations was $2.6 million in 2005 and $1.9 million in 2004. During 2005 and 2004, funded pension assets recovered a significant portion of market value declines experienced in 2002. The Company expects to contribute approximately $2.4 million to its pension plans and $0.9 million to its other postretirement benefit plans in 2006. The Company has no off-balance sheet financing arrangements except for the operating leases identified above.

Fluctuations in the cost of copper and other raw materials affect the Company's liquidity. Changes in material costs directly impact components of working capital, primarily inventories and accounts receivable. Since the end of the third quarter of 2003, there has been a significant increase in COMEX copper prices. From the September 30, 2003 close through the end of 2004, the cost had risen to approximately $1.45 per pound, or approximately 80 percent. COMEX copper continued to increase through the end of 2005 when it closed at $2.16 per pound.

The Company's Board of Directors declared a regular quarterly dividend of 10 cents per share on its Common Stock during each quarter of 2005 and 2004. Additionally, the Company distributed a Special Dividend composed of $6.50 in cash and $8.50 in principal amount of the Company's 6% Subordinated Debentures due 2014 per share of Common Stock. Payment of dividends in the future is dependent upon the Company's financial condition, cash flows, capital requirements, earnings, and other factors.

Management believes that cash provided by operations, the Credit Facility, and currently available cash of $129.7 million will be adequate to meet the Company's normal future capital expenditure and operational needs. The Company's current ratio (current assets divided by current liabilities) was 2.4 to 1 as of December 31, 2005.

The Company's Board of Directors has authorized the repurchase, until October 2006, of up to ten million shares of the Company's Common Stock through open market transactions or through privately negotiated transactions. The Company has no obligation to purchase any shares and may cancel, suspend, or extend the time period for the purchase of shares at any time. Any purchases will be funded primarily through existing cash and cash from operations. The Company may hold any shares purchased in treasury or use a portion of the repurchased shares for employee benefit plans, as well as for other corporate purposes. Through December 31, 2005, the Company had repurchased approximately 2.4 million shares under this authorization.

Environmental Matters

The Company ended 2005 with total environmental reserves of approximately $9.1 million. Based upon information currently available, management believes that the outcome of pending environmental matters will not materially affect the overall financial position and results of operations of the Company.

MARKET RISKS

The Company is exposed to market risk from changes in raw material costs,

foreign currency exchange, and energy costs. To reduce such risks, the Company may periodically use financial instruments. All hedging transactions are authorized and executed pursuant to policies and procedures. Further, the Company does not buy or sell financial instruments for trading purposes. A discussion of the Company's accounting for derivative instruments and hedging activities is included in the Summary of Significant Accounting Policies in the Notes to Consolidated Financial Statements.

Cost and Availability of Raw Materials and Energy

Copper and brass represent the largest component of the Company's variable costs of production. The cost of these materials is subject to global market fluctuations caused by factors beyond the Company's control. Significant increases in the cost of metal, to the extent not reflected in prices for the Company's finished products, or the lack of availability could materially and adversely affect the Company's business, results of operations and financial condition.

The Company occasionally enters into forward fixed-price arrangements with certain customers. The Company may utilize forward contracts to hedge risks associated with forward fixed-price arrangements. The Company may also utilize forward contracts to manage price risk associated with inventory. The effective portion of gains or losses with respect to these positions are deferred in stockholders' equity as a component of comprehensive income and reflected in earnings upon the sale of inventory. Periodic value fluctuations of the contracts generally offset the value fluctuations of the underlying fixed-price transactions or inventory. At year-end, the Company held open forward contracts to purchase approximately $2.1 million of copper over the next seven months.

Futures contracts may also be used to manage price risk associated with natural gas purchases. The effective portion of gains and losses with respect to these positions are deferred in stockholders' equity as a component of comprehensive income and reflected in earnings upon consumption of natural gas. Periodic value fluctuations of the contracts generally offset the value fluctuations of the underlying natural gas prices. At year-end, the Company held no open hedge forward contracts to purchase natural gas.

Interest Rates

At December 31, 2005 and December 25, 2004, the fair value of the Company's debt was estimated at $298.1 million and $307.5 million, respectively, primarily using market yields and taking into consideration the underlying terms of the debt. Such fair value was less than the carrying value of debt at December 31, 2005 by $18.1 million and exceeded the carrying value at December 25, 2004 by $8.5 million. Market risk is estimated as the potential change in fair value resulting from a hypothetical 10 percent decrease in interest rates and amounted to $4.1 million at December 31, 2005 and $5.9 million at December 25, 2004.

The Company had variable-rate debt outstanding of $5.5 million at December 31, 2005 and December 25, 2004. At these borrowing levels, a hypothetical 10 percent increase in interest rates would have had an insignificant unfavorable impact on the Company's pretax earnings and cash flows. The primary interest rate exposure on floating-rate debt is based on LIBOR.

Foreign Currency Exchange Rates

Foreign currency exposures arising from transactions include firm commitments and anticipated transactions denominated in a currency other than an entity's functional currency. The Company and its subsidiaries generally enter into transactions denominated in their respective functional currencies. Foreign currency exposures arising from transactions denominated in currencies other than the functional currency are not material; however, the Company may utilize certain forward fixed-rate contracts to hedge such transactional exposures. Gains and losses with respect to these positions are deferred in stockholders' equity as a component of comprehensive income and reflected in earnings upon collection of receivables. At year-end, the Company had no open forward contracts to exchange foreign currencies.

The Company's primary foreign currency exposure arises from foreign-denominated revenues and profits and their translation into U.S. dollars. The primary currencies to which the Company is exposed include the Canadian dollar, the British pound sterling, the Euro, and the Mexican peso.

Additionally, with the investment in Jiangsu Mueller-Xingrong Copper Industries Limited, the Company is exposed to the Chinese renminbi. The Company generally views as long-term its investments in foreign subsidiaries with a functional currency other than the U.S. dollar. As a result, the Company generally does not hedge these net investments. The net investment in foreign subsidiaries translated into U.S. dollars using the year-end exchange rates was $143.3 million at December 31, 2005 and $120.8 million at December 25, 2004. The primary reason for the increase in 2005 is from businesses acquired during the year. The potential loss in value of the Company's net investment in foreign subsidiaries resulting from a hypothetical 10 percent adverse change in quoted foreign currency exchange rates at December 31, 2005 and December 25, 2004 amounted to $14.3 million and $12.1 million, respectively. This change would be reflected in the currency translation component of accumulated other comprehensive income in the equity section of the Company's Consolidated Balance Sheet, unless the foreign subsidiaries are sold or otherwise disposed.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's Consolidated Financial Statements are prepared in accordance with accounting principles generally accepted in the United States. Application of these principles requires the Company to make estimates, assumptions, and judgments that affect the amounts reported in the Consolidated Financial Statements. Management believes the most complex and sensitive judgments, because of their significance to the Consolidated Financial Statements, result primarily from the need to make estimates about the effects of matters, which are inherently uncertain. The accounting policies and estimates that are most critical to aid in understanding and evaluating the results of operations and financial position of the Company include the following:

Inventory Valuation

Inventories are valued at the lower of cost or market. A significant component of the Company's inventory is copper; the domestic copper inventories are valued under the LIFO method, which represent approximately 17.0 percent of total inventories. The market price of copper cathode and scrap are subject to volatility. During periods when open market prices decline below net book value, the Company may need to provide an allowance to reduce the carrying value of its inventory. In addition, certain items in inventory may be considered obsolete and, as such, the Company may establish an allowance to reduce the carrying value of those items to their net realizable value. Changes in these estimates related to the value of inventory, if any, may result in a materially adverse or positive impact on the Company's reported financial position or results of operations. The Company recognizes the impact of any changes in estimates, assumptions, and judgments in income in the period in which it is determined.

Deferred Taxes

Deferred tax assets and liabilities are recognized on the difference between the financial statement and the tax law treatment of certain items. Realization of certain components of deferred tax assets is dependent upon the occurrence of future events. The Company records valuation allowances to reduce its deferred tax assets to the amount it believes is more likely than not to be realized. These valuation allowances can be impacted by changes in tax laws, changes to statutory tax rates, and future taxable income levels and are based on the Company's judgment, estimates, and assumptions regarding those future events. In the event the Company were to determine that it would not be able to realize all or a portion of the net deferred tax assets in the future, the Company would increase the valuation allowance through a charge to income in the period that such determination is made. Conversely, if the Company were to determine that it would be able to realize its deferred tax assets in the future, in excess of the net carrying amounts, the Company would decrease the recorded valuation allowance through an increase to income in the period that such determination is made.

Environmental Reserves

The Company recognizes an environmental liability when it is probable the liability exists and the amount is reasonably estimable. The Company estimates the duration and extent of its remediation obligations based upon reports of outside consultants; internal analyses of clean-up costs, ongoing monitoring costs, and estimated legal fees; communications with regulatory agencies; and changes in environmental law. If the Company were to determine that its estimates of the duration or extent of its environmental obligations were no longer accurate, the Company would adjust its environmental liabilities accordingly in the period that such determination is made.

Estimated future expenditures for environmental remediation are not discounted to their present value. Accrued environmental liabilities are not reduced by potential insurance reimbursements.

Environmental expenses that relate to ongoing operations are included as a component of cost of goods sold. Environmental expenses related to certain non-operating properties are included in other income, net on the Consolidated Statements of Income.

Allowance for Doubtful Accounts

The Company provides an allowance for receivables that may not be fully collected. In circumstances where the Company is aware of a customer's inability to meet its financial obligations (e.g., bankruptcy filings or substantial down-grading of credit ratings), it records a reserve for bad debts against amounts due to reduce the net recognized receivable to the amount it believes most likely will be collected. For all other customers, the Company recognizes reserves for bad debts based on its historical collection experience. If circumstances change (e.g., greater than expected defaults or an unexpected material change in a major customer's ability to meet its financial obligations), the Company's estimate of the recoverability of amounts due could be changed by a material amount.

RECENTLY ISSUED ACCOUNTING STANDARDS

In December 2004, the Financial Accounting Standards Board issued SFAS No. 123(R), "Share-Based Payment", which is a revision of SFAS No. 123 and supercedes APB No. 25. SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be valued at fair value on the date of grant, and to be expensed over the applicable vesting period. Pro forma disclosure of the income statement effects of share-based payments is no longer an alternative. SFAS No. 123(R) provides alternative methods of adoption, which include prospective application and a modified retroactive application. The Company expects it will adopt the provisions of SFAS No. 123(R) using the modified prospective transition method. Under this application, the Company will be required to record compensation expense for all awards granted after the date of adoption and for the unvested portion of previously granted awards that remain outstanding at the date of adoption. The impact of adoption of SFAS No. 123(R) cannot be predicted at this time because it will depend on, among other things, levels of share-based payments granted in the future and the market value of the Company's common stock. However, had the Company adopted SFAS No. 123(R) in prior periods, the impact of that standard would have approximated the impact of SFAS No. 123 as illustrated in the pro-forma disclosure of net income and earnings per share in the Notes to the Consolidated Financial Statements. SFAS No. 123(R) also requires the benefits of tax deductions in excess of recognized compensation cost to be reported as a financing cash flow, rather than as an operating cash flow, as required under current literature. This requirement will reduce net operating cash flows and increase net financing cash flows in periods after adoption. While the Company cannot estimate what those amounts will be in the future (because they depend on, among other things, when employees exercise stock options), the amount of operating cash flows recognized in the years ended December 31, 2005 and December 25, 2004 for such excess tax deductions was $1.0 million and $31.8 million respectively. The Company is required to adopt the provisions of SFAS No. 123(R) effective as of the beginning of the first quarter of 2006.

In November 2004, the FASB issued SFAS No. 151, "Inventory Cost". This statement amends the guidance in Accounting Research Bulletin No. 43, Chapter 4, Inventory Pricing, to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material (spoilage). This statement is effective for inventory cost incurred during fiscal years beginning after June 15, 2005. This statement will be considered and adopted by the Company effective January 1, 2006. The impact of adopting SFAS No. 151 will not be material to the Company's consolidated results of operations.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Annual Report contains various forward-looking statements and includes assumptions concerning the Company's operations, future results, and prospects. These forward-looking statements are based on current expectations and are subject to risk and uncertainties. In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company provides the following cautionary statement identifying important economic, political, and technological factors, among others, the absence of which could cause actual results or events to differ materially from those set forth in or implied by the forward-looking statements and related assumptions.

Such factors include: (i) the current and projected future business environment, including interest rates and capital and consumer spending; (ii) the domestic housing and commercial construction industry environment; (iii) availability and price fluctuations in commodities (including copper, natural gas, and other raw materials, including crude oil that indirectly effects plastic resins); (iv) competitive factors and competitor responses to the Company's initiatives; (v) stability of government laws and regulations, including taxes; (vi) availability of financing; and (vii) continuation of the environment to make acquisitions, domestic and foreign, including regulatory requirements and market values of candidates.

Mueller Industries, Inc.
Consolidated Statements of Income
Years Ended December 31, 2005, December 25, 2004, and December 27, 2003

(In thousands, except per share data)

	2005	2004	2003
Net sales	$1,729,923	$1,379,056	$ 999,078
Cost of goods sold	1,430,075	1,115,612	815,849
Gross profit	299,848	263,444	183,229
Depreciation and amortization	40,696	40,613	38,954
Selling, general, and administrative expense	127,394	106,400	94,891
Impairment charge	-	3,941	-
Operating income	131,758	112,490	49,384
Interest expense	(19,550)	(3,974)	(1,168)
Other income, net	11,997	6,842	3,220

Income from continuing operations before income taxes	124,205	115,358	51,436
Income tax expense	(34,987)	(35,942)	(7,215)
Income from continuing operations	89,218	79,416	44,221
Income from discontinued operations, net of income taxes	3,324	-	1,160
Net income	$ 92,542	$ 79,416	$ 45,381

See accompanying notes to consolidated financial statements.

</TABLE>

Mueller Industries, Inc.
Consolidated Statements of Income (continued)
Years Ended December 31, 2005, December 25, 2004, and December 27, 2003
<TABLE>
(In thousands, except per share data)
<CAPTION>

<S>	2005 <C>	2004 <C>	2003 <C>
Weighted average shares for basic earnings per share	36,590	35,321	34,264
Effect of dilutive stock options	513	1,590	2,597
Adjusted weighted average shares for diluted earnings per share	37,103	36,911	36,861
Basic earnings per share:			
From continuing operations	$ 2.44	$ 2.25	$ 1.29
From discontinued operations	0.09	-	0.03
Basic earnings per share	$ 2.53	$ 2.25	$ 1.32
Diluted earnings per share:			
From continuing operations	$ 2.40	$ 2.15	$ 1.19
From discontinued operations	0.09	-	0.04
Diluted earnings per share	$ 2.49	$ 2.15	$ 1.23
Dividends per share	$ 0.40	$ 15.40	$ -

See accompanying notes to consolidated financial statements.
</TABLE>

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Mueller Industries, Inc.
Consolidated Balance Sheets
As of December 31, 2005 and December 25, 2004
<TABLE>
(In thousands)
<CAPTION>

<S>	2005 <C>	2004 <C>
Assets		
Current assets		
Cash and cash equivalents	$ 129,685	$ 47,449
Accounts receivable, less allowance for doubtful accounts of $5,778 in 2005 and $3,925 in 2004	248,395	196,762
Inventories	196,987	187,853
Current deferred income taxes	19,900	15,276
Other current assets	17,019	7,991
Total current assets	611,986	455,331
Property, plant, and equipment, net	307,046	335,610
Goodwill	152,171	136,615
Other assets	33,435	36,175
Total Assets	$ 1,104,638	$ 963,731

See accompanying notes to consolidated financial statements.
</TABLE>

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Mueller Industries, Inc.
Consolidated Balance Sheets (continued)
As of December 31, 2005 and December 25, 2004
<TABLE>
(In thousands, except share data)
<CAPTION>

<S>	2005 <C>	2004 <C>
Liabilities and Stockholders' Equity		
Current liabilities		
Current portion of long-term debt	$ 4,120	$ 5,328
Accounts payable	124,216	79,723
Accrued wages and other employee costs	38,095	37,992
Other current liabilities	84,961	57,775
Total current liabilities	251,392	180,818

Long-term debt, less current portion	312,070	310,650
Pension liabilities	21,721	19,611
Postretirement benefits other than pensions	13,515	13,556
Environmental reserves	9,073	9,503
Deferred income taxes	63,944	67,479
Other noncurrent liabilities	3,078	10,361
Total liabilities	674,793	611,978
Minority interest in subsidiaries	6,937	67
Stockholders' equity		
Preferred stock - shares authorized 4,985,000; none outstanding	-	-
Series A junior participating preferred stock - $1.00 par value; shares authorized 15,000; none outstanding	-	-
Common stock - $.01 par value; shares authorized 100,000,000; issued 40,091,502; outstanding 36,643,590 in 2005 and 36,389,824 in 2004	401	401
Additional paid-in capital, common	252,889	252,931
Retained earnings	253,433	175,537
Accumulated other comprehensive (loss) income	(8,848)	3,085
Treasury common stock, at cost	(74,967)	(80,268)
Total stockholders' equity	422,908	351,686
Commitments and contingencies	-	-
Total Liabilities and Stockholders' Equity	$ 1,104,638	$ 963,731

See accompanying notes to consolidated financial statements.
</TABLE>

Mueller Industries, Inc.
Consolidated Statements of Cash Flows
Years Ended December 31, 2005, December 25, 2004, and December 27, 2003
<TABLE>
(In thousands)
<CAPTION>

<S>	2005 <C>	2004 <C>	2003 <C>
Operating activities:			
Income from continuing operations	$ 89,218	$ 79,416	$ 44,221
Reconciliation of income from continuing operations to net cash provided by operating activities:			
Depreciation	40,398	40,316	38,531
Amortization of intangibles	298	297	423
Amortization of Subordinated Debenture costs	162	26	-
Income tax benefit from exercise of stock options	991	31,778	18
Impairment charge	-	3,941	-
Deferred income taxes	(9,556)	2,711	(287)
Provision for doubtful accounts receivable	1,911	1,404	3,172
Minority interest in subsidiaries, net of dividend paid	9	(141)	(213)
(Gain) loss on disposals of properties	(3,665)	(5,729)	290
Equity in (earnings) loss of unconsolidated subsidiary	(4,480)	2,026	460
Changes in assets and liabilities, net of businesses acquired:			
Receivables	(55,577)	(17,995)	(35,129)
Inventories	(5,979)	(26,208)	2,948
Other assets	(2,870)	(2,055)	3,240
Current liabilities	61,741	42,913	14,620
Other liabilities	(5,894)	296	(54)
Other, net	(590)	1,765	1,176
Net cash provided by operating activities	106,117	154,761	73,416
Investing activities:			
Capital expenditures	(18,449)	(19,980)	(27,236)

Acquisition of businesses, net of cash received	(6,937)	(56,946)	-
Proceeds from sales of properties	10,112	6,334	1,412
Purchase of Conbraco Industries, Inc. common stock	-	-	(10,806)
Escrowed IRB proceeds	-	-	449
Net cash used in investing activities	(15,274)	(70,592)	(36,181)

See accompanying notes to consolidated financial statements.

</TABLE>

Mueller Industries, Inc.
Consolidated Statements of Cash Flows (continued)
Years ended December 31, 2005, December 25, 2004, and December 27, 2003
<TABLE>
(In thousands)
<CAPTION>

<S>	2005 <C>	2004 <C>	2003 <C>
Financing activities:			
Repayments of long-term debt	$ (1,091)	$ (6,608)	$ (3,894)
Dividends paid	(14,646)	(259,882)	-
Acquisition of treasury stock	(551)	(42,641)	-
Proceeds from the sale of treasury stock	4,819	18,978	389
Subordinated Debenture issuance costs	-	(2,187)	-
Net cash used in financing activities	(11,469)	(292,340)	(3,505)
Effect of exchange rate changes on cash	(462)	532	3,505
Net cash provided by operating activities of discontinued operations	3,324	-	252
Increase (decrease) in cash and cash equivalents	82,236	(207,639)	37,487
Cash and cash equivalents at the beginning of the year	47,449	255,088	217,601
Cash and cash equivalents at the end of the year	$ 129,685	$ 47,449	$ 255,088

For supplemental disclosures of cash flow information, see Notes 1, 5, 6, 7, and 13.

See accompanying notes to consolidated financial statements.

</TABLE>

Mueller Industries, Inc.
Consolidated Statements Stockholders' Equity
Years Ended December 31, 2005, December 25, 2004, and December 27, 2003
<TABLE>
(In thousands)
<CAPTION>

	2005		2004		2003	
	Shares	Amount	Shares	Amount	Shares	Amount
<S>	<C>	<C>	<C>	<C>	<C>	<C>

Common stock:						
Balance at beginning of year	40,092	$ 401	40,092	$ 401	40,092	$ 401
Balance at end of year	40,092	$ 401	40,092	$ 401	40,092	$ 401
Additional paid-in capital:						
Balance at beginning of year		$ 252,931		$ 259,110		$ 258,939
Issuance of shares under incentive stock option plan		(1,033)		(37,957)		153
Tax benefit related to employee stock options		991		31,778		18
Balance at end of year		$ 252,889		$ 252,931		$ 259,110
Retained earnings:						
Balance at beginning of year		$ 175,537		$ 655,495		$ 610,114
Net income		92,542		79,416		45,381
Dividends		(14,646)		(559,374)		-
Balance at end of year		$ 253,433		$ 175,537		$ 655,495
Accumulated other comprehensive (loss) income:						
Foreign currency translation		$ (10,122)		$ 8,560		$ 10,941
Minimum pension liability adjustment, net of applicable income tax (expense) benefit of $339, $(2), $(3)		(2,141)		(2)		4,277
Change in fair value of derivatives, net of applicable income tax expense of $(201), $(134), $(156)		330		219		255
Losses reclassified into earnings from other comprehensive income, net of applicable income tax (expense) benefit of $0, $65, $(45)		-		(106)		74
Total other comprehensive (loss) income		(11,933)		8,671		15,547
Balance at beginning of year		3,085		(5,586)		(21,133)
Balance at end of year		$ (8,848)		$ 3,085		$ (5,586)

</TABLE>
See accompanying notes to consolidated financial statements.

Mueller Industries, Inc.
Consolidated Statements Stockholders' Equity (continued)
Years Ended December 31, 2005, December 25, 2004, and December 27, 2003
<TABLE>
(In thousands)
<CAPTION>

	2005		2004		2003	
	Shares	Amount	Shares	Amount	Shares	Amount
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Treasury stock:						
Balance at beginning of year	3,702	$ (80,268)	5,815	$ (94,562)	5,834	$ (94,798)
Issuance of shares under incentive stock option plan	(283)	5,852	(3,242)	56,935	(19)	236
Repurchase of common stock	29	(551)	1,129	(42,641)	-	-
Balance at end of year	3,448	$ (74,967)	3,702	$ (80,268)	5,815	$ (94,562)
Total comprehensive income:						
Net income		$ 92,542		$ 79,416		$ 45,381
Other comprehensive (loss) income		(11,933)		8,671		15,547
Total comprehensive income		$ 80,609		$ 88,087		$ 60,928

</TABLE>

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements

Note 1 - Summary of Significant Accounting Policies

Nature of Operations

The principal business of Mueller Industries, Inc. is the manufacture and sale of copper tube and fittings; brass and copper alloy rod, bar, and shapes; aluminum and brass forgings; aluminum and copper impact extrusions; plastic fittings and valves; refrigeration valves and fittings; fabricated tubular products; and gas valves and assemblies. The Company also resells imported brass and plastic plumbing valves, malleable iron fittings, steel nipples, faucets, and plumbing specialty products. The Company markets its products to the HVAC, plumbing, refrigeration, hardware, and other industries. Mueller's operations are located throughout the United States and in Canada, Mexico, Great Britain, and China.

Principles of Consolidation

The Consolidated Financial Statements include the accounts of Mueller Industries, Inc. and its majority owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. The minority interest represents a separate private ownership of 49.5 percent of Jiangsu Mueller - Xingrong Copper Industries Limited, 25 percent of Ruby Hill Mining Company, and 19 percent of Richmond-Eureka Mining Company. The Company accounts for its minority investment in Conbraco Industries, Inc. on the equity method.

Revenue Recognition

Revenue is recognized when title passes to the customer either when products are shipped, provided collection is determined to be probable and no significant obligations remain for the Company, or upon the terms of the sale. Estimates for future rebates on certain product lines and bad debts are recognized in the period which the revenue is recorded. The cost of shipping product to customers is expensed as incurred as a component of cost of goods sold.

Cash Equivalents

Temporary investments with original maturities of three months or less are considered to be cash equivalents. These investments are stated at cost. At December 31, 2005 and December 25, 2004, temporary investments consisted of certificates of deposit, commercial paper, bank repurchase agreements, and U.S. and foreign government securities totaling $123.7 million and $46.6 million, respectively.

Allowance for Doubtful Accounts

The Company provides an allowance for receivables that may not be fully collected. In circumstances where the Company is aware of a customer's inability to meet its financial obligations (e.g., bankruptcy filings or substantial down-grading of credit ratings), it records a reserve for bad debts against amounts due to reduce the net recognized receivable to the amount it believes most likely will be collected. For all other customers, the Company recognizes reserves for bad debts based on its historical collection experience. If circumstances change (e.g., greater than expected defaults or an unexpected material change in a major customer's ability to meet its financial obligations), the Company's estimate of the recoverability of amounts due could be changed by a material amount.

Inventories

The Company's inventories are valued at the lower of cost or market. The material component of its U.S. copper tube and copper fittings inventories is valued on a last-in, first-out (LIFO) basis. Other inventories, including the non-material components of U.S. copper tube and copper fittings, are valued on a first-in, first-out (FIFO) basis. Inventory costs include material, labor costs, and manufacturing overhead.

The market price of copper cathode and scrap are subject to volatility. During periods when open market prices decline below net book value, the Company may need to provide an allowance to reduce the carrying value of its inventory. In addition, certain items in inventory may be considered obsolete and, as such, the Company may establish an allowance to reduce the carrying value of those items to their net realizable value. Changes in these estimates related to the value of inventory, if any, may result in a materially adverse or positive impact on the Company's reported financial position or results of operations. The Company recognizes the impact of any changes in estimates, assumptions, and judgments in income in the period in which it is determined.

Property, Plant, and Equipment

Property, plant, and equipment are stated at cost. Depreciation of buildings, machinery, and equipment is provided on the straight-line method over the estimated useful lives ranging from 20 to 40 years for buildings and five to 20 years for machinery and equipment. Leasehold improvements are amortized over the lesser of their useful life or the remaining lease term. Repairs and maintenance are expensed as incurred.

Goodwill

Goodwill represents cost in excess of fair values assigned to the underlying net assets of acquired businesses. Under Statement of Financial Accounting Standards (SFAS) No. 142, "Goodwill and Other Intangible Assets", goodwill is subject to impairment testing which compares carrying values to fair values and, when appropriate, the carrying value of these assets is required to be reduced to fair value. The Company performs its annual impairment assessment as of the first day of the fourth quarter of each fiscal year, unless circumstances dictate more frequent assessments. For testing purposes, the Company uses components of its reporting segments; components of a segment having similar economic characteristics are combined.

No impairment loss resulted from the 2005 or 2004 annual tests performed under SFAS No. 142; however, as discussed in Note 4, an impairment charge was recognized in the first quarter of 2004. There can be no assurance that additional goodwill impairment will not occur in the future.

Self Insurance Accruals

The Company is primarily self insured for workers' compensation claims and benefits paid under employee health care programs. Accruals are primarily based on estimated undiscounted cost of claims, which includes incurred-but-not-reported claims and are classified as accrued wages and other employee costs.

Environmental Reserves and Environmental Expenses

The Company recognizes an environmental liability when it is probable the liability exists and the amount is reasonably estimable. The Company estimates the duration and extent of its remediation obligations based upon reports of outside consultants; internal analyses of clean-up costs, ongoing monitoring costs, and estimated legal fees; communications with regulatory agencies; and changes in environmental law. If the Company were to determine that its estimates of the duration or extent of its environmental obligations were no longer accurate, the Company would adjust its environmental liabilities accordingly in the period that such determination is made. Estimated future expenditures for environmental remediation are not discounted to their present value. Accrued environmental liabilities are not reduced by potential insurance reimbursements.

Environmental expenses that relate to ongoing operations are included as a component of cost of goods sold. Environmental expenses related to certain non-operating properties are included in other income, net on the Consolidated Statements of Income.

Earnings Per Share

Basic earnings per share is computed based on the average number of common shares outstanding. Diluted earnings per share reflects the increase in average common shares outstanding that would result from the assumed exercise of outstanding stock options calculated using the treasury stock method. Approximately 417 thousand stock options were excluded from the computation of diluted earnings per share at December 31, 2005 as the options' exercise price was higher than the average market price of the Company's stock.

Income Taxes

Deferred tax assets and liabilities are recognized on the difference between the financial statement and the tax law treatment of certain items. Realization of certain components of deferred tax assets is dependent upon the occurrence of future events. The Company records valuation allowances to reduce its deferred tax assets to the amount it believes is more likely than not to be realized. These valuation allowances can be impacted by changes in tax laws, changes to statutory tax rates, and future taxable income levels and are based on the Company's judgment, estimates, and assumptions regarding those future events. In the event the Company were to determine that it

would not be able to realize all or a portion of the net deferred tax assets in the future, the Company would increase the valuation allowance through a charge to income tax expense in the period that such determination is made. Conversely, if the Company were to determine that it would be able to realize its deferred tax assets in the future, in excess of the net carrying amounts, the Company would decrease the recorded valuation allowance through a decrease to income tax expense in the period that such determination is made.

Stock-Based Compensation

The Company accounts for its stock-based compensation plans using the intrinsic value method prescribed in Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" (APB No. 25), and related Interpretations. No stock-based employee compensation expense is reflected in net income because the exercise price of the Company's incentive employee stock options equals the market price of the underlying stock on the date of grant. The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of SFAS No. 123, "Accounting for Stock-Based Compensation", to stock-based employee compensation.

<TABLE>
(In thousands, except per share data)
<CAPTION>

<S>	2005 <C>	2004 <C>	2003 <C>
Net income	$ 92,542	$ 79,416	$ 45,381
SFAS No. 123 compensation expense, net of income taxes	(2,360)	(2,114)	(2,028)
SFAS No. 123 pro forma net income	$ 90,182	$ 77,302	$ 43,353
Pro forma earnings per share:			
Basic	$ 2.46	$ 2.19	$ 1.27
Diluted	$ 2.41	$ 2.09	$ 1.18
Earnings per share, as reported:			
Basic	$ 2.53	$ 2.25	$ 1.32
Diluted	$ 2.49	$ 2.15	$ 1.23

</TABLE>

Concentrations of Credit and Market Risk

Concentrations of credit risk with respect to accounts receivable are limited due to the large number of customers comprising the Company's customer base, and their dispersion across different geographic areas and different industries, including HVAC, plumbing, refrigeration, hardware, automotive, OEMs, and others.

The Company minimizes its exposure to base metal price fluctuations through various strategies. Generally, it prices an equivalent amount of copper raw material, under flexible pricing arrangements it maintains with

its suppliers, at the time it determines the selling price of finished products to its customers.

Derivative Instruments and Hedging Activities

The Company has utilized forward contracts to manage the volatility related to purchases of copper and natural gas, and certain transactions denominated in foreign currencies. In addition, the Company has reduced its exposure to increases in interest rates by entering into an interest rate swap contract. These contracts have been designated as cash flow hedges. In accordance with SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities", the Company has recorded the fair value of these contracts in the Consolidated Balance Sheet. The related gains and losses on the contracts are deferred in stockholders' equity as a component of comprehensive income. With respect to the copper and natural gas contracts, deferred gains and losses are recognized in cost of goods sold in the period in which the related sales or consumption of the commodities are recognized. Deferred gains and losses on foreign currency contracts are recognized in net sales in the period in which the foreign sales are collected. Deferred gain or loss on the interest rate swap contract is recognized in interest expense in the period in which the related interest payment being hedged is expensed. To the extent that the changes in the fair value of the contracts do not perfectly offset the changes in the present value of the hedged transactions, that ineffective portion is immediately recognized in earnings. Gains and losses recognized by the Company related to the ineffective portion of its hedging instruments, as well as gains and losses related to the portion of the hedging instruments excluded from the assessment of hedge effectiveness, were not material to the Company's Consolidated Financial Statements. Should these contracts no longer meet hedge criteria in accordance with SFAS No. 133, either through lack of effectiveness or because the hedged transaction is not probable of occurring, all deferred gains and losses related to the hedge will be immediately reclassified from accumulated other comprehensive income into earnings.

The Company primarily executes derivative contracts with major financial institutions. These counterparties expose the Company to credit risk in the event of non-performance. The amount of such exposure is limited to the fair value of the contract plus the unpaid portion of amounts due to the Company pursuant to terms of the derivative instruments, if any. Although there are no collateral requirements, if a downgrade in the credit rating of these counterparties occurs, management believes that this exposure is mitigated by provisions in the derivative arrangements which allow for the legal right of offset of any amounts due to the Company from the counterparties with any amounts payable to the counterparties by the Company. As a result, management considers the risk of counterparty default to be minimal.

At December 31, 2005, the Company held open forward commitments to purchase approximately $2.1 million of copper in the next seven months.

Fair Value of Financial Instruments

The carrying amounts for cash and cash equivalents, accounts receivable, and accounts payable approximate fair value due to the short-term maturity of these instruments. Primarily using market yields, the fair value of the Company's debt instruments were estimated to be $298.0 million and $307.5 million at December 31, 2005 and December 25, 2004, respectively. The fair value of the Company's interest rate swap contract was approximately $0.2 million at December 31, 2005 and approximately $0.7 million at December 25, 2004.

This value represents the estimated amount the Company would need to pay if the contract was terminated before maturity, principally resulting from market interest rate decreases. The fair value of committed forward contracts to purchase copper was $2.3 million at December 31, 2005. The Company estimates the fair value of contracts by obtaining quoted market prices.

Fair value estimates are made at a specific point in time based on relevant market information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Foreign Currency Translation

For foreign subsidiaries, the functional currency is the local currency. Balance sheet accounts are translated at exchange rates in effect at the end of the year and income statement accounts are translated at average exchange rates for the year. Translation gains and losses are included in stockholders' equity as a component of comprehensive income. Transaction gains and losses included in the Consolidated Statements of Income were not

significant.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates, assumptions, and judgments that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Recently Issued Accounting Standards

In December 2004, the Financial Accounting Standards Board issued SFAS No. 123(R), "Share-Based Payment", which is a revision of SFAS No. 123 and supercedes APB No. 25. SFAS No. 123(R) requires all share-based payments to employees, including grants of employee stock options, to be valued at fair value on the date of grant, and to be expensed over the applicable vesting period. Pro forma disclosure of the income statement effects of share-based payments is no longer an alternative. SFAS No. 123(R) provides alternative methods of adoption, which include prospective application and a modified retroactive application. The Company expects it will adopt the provisions of SFAS No. 123(R) using the modified prospective transition method. Under this application, the Company will be required to record compensation expense for all awards granted after the date of adoption and for the unvested portion of previously granted awards that remain outstanding at the date of adoption. The impact of adoption of SFAS No. 123(R) cannot be predicted at this time because it will depend on, among other things, levels of share-based payments granted in the future and the market value of the Company's common stock. However, had the Company adopted SFAS No. 123(R) in prior periods, the impact of that standard would have approximated the impact of SFAS No. 123 as illustrated in the above pro-forma disclosure of net income and earnings per share. SFAS No. 123(R) also requires the benefits of tax deductions in excess of recognized compensation cost to be reported as a financing cash flow, rather than as an operating cash flow, as required under current

literature. This requirement will reduce net operating cash flows and increase net financing cash flows in periods after adoption. While the Company cannot estimate what those amounts will be in the future (because they depend on, among other things, when employees exercise stock options), the amount of operating cash flows recognized in the years ended December 31, 2005 and December 25, 2004 for such excess tax deductions was $1.0 million and $31.8 million respectively. The Company is required to adopt the provisions of SFAS No. 123(R) effective as of the beginning of the first quarter of 2006.

In November 2004, the FASB issued SFAS No. 151, "Inventory Cost". This statement amends the guidance in Accounting Research Bulletin No. 43, Chapter 4, Inventory Pricing, to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material (spoilage). This statement is effective for inventory cost incurred during fiscal years beginning after June 15, 2005. This statement will be considered and adopted by the Company effective January 1, 2006. The impact of adopting SFAS No. 151 will not be material to the Company's consolidated results of operations.

Reclassifications

Certain amounts in the prior years Consolidated Financial Statements have been reclassified to conform to the current year presentation.

General

The year ended December 31, 2005, contained 53 weeks while the years ended December 25, 2004 and December 27, 2003, contained 52 weeks.

Note 2 - Inventories

<TABLE>
(In thousands)
<CAPTION>

<S>	2005 <C>	2004 <C>
Raw material and supplies	$ 42,268	$ 34,270
Work-in-process	24,610	24,201
Finished goods	130,109	129,382
Inventories	$ 196,987	$ 187,853

</TABLE>

Inventories valued using the LIFO method totaled $33.5 million at December 31, 2005 and $36.5 million at December 25, 2004. At December 31,

2005 and December 25, 2004, the approximate FIFO cost of such inventories was $87.8 million and $64.4 million respectively. During 2005 inventory quantities valued using the LIFO method declined which resulted in liquidation of LIFO inventory layers. The effect of liquidation of LIFO layers decreased cost of sales by approximately $1.3 million, or approximately 2 cents per diluted share.

Note 3 - Property, Plant, and Equipment, Net

<TABLE>
(In thousands)
<CAPTION>

<S>	2005 <C>	2004 <C>
Land and land improvements	$ 11,881	$ 9,431
Buildings	93,013	97,679
Machinery and equipment	504,075	497,591
Construction in progress	7,098	5,479
	616,067	610,180
Less accumulated depreciation	(309,021)	(274,570)
Property, plant, and equipment, net	$ 307,046	$ 335,610

</TABLE>

Note 4 - Goodwill

The changes in the carrying amount of goodwill were as follows:

<TABLE>
(In thousands)
<CAPTION>

<S>	Plumbing & Refrigeration Segment <C>	OEM Segment <C>	Total <C>
Balance at December 27, 2003	$ 94,070	$ 10,779	$ 104,849
Goodwill resulting from acquisitions during the year	33,013	-	33,013
Impairment charge	-	(2,279)	(2,279)
Foreign currency translation adjustment	1,032	-	1,032
Balance at December 25, 2004	128,115	8,500	136,615
Goodwill resulting from acquisitions during the year	11,174	-	11,174
Adjustments to the fair value of businesses acquired during 2004	1,589	-	1,589
Contingent earn-out payments	3,000	353	3,353
Foreign currency translation adjustment	(560)	-	(560)
Balance at December 31, 2005	$ 143,318	$ 8,853	$ 152,171

</TABLE>

The results of the Company's wholly owned subsidiary Overstreet-Hughes Co., Inc. (Overstreet-Hughes) have not met expectations. During 2004, the Company recognized a $3.9 million non-cash impairment charge related to Overstreet-Hughes and reduced its goodwill by $2.3 million and its carrying cost in long-lived assets by $1.6 million, its best estimate of fair value. This estimate was determined based on a discounted cash flow method.

Note 5 - Long-Term Debt

<TABLE>
(In thousands)
<CAPTION>

<S>	2005 <C>	2004 <C>
6% Subordinated Debentures, due 2014	$ 299,492	$ 299,492
2001 Series IRBs with interest at 6.63%, due 2021	10,000	10,000
Other, including capitalized lease obligations	6,698	6,486
	316,190	315,978

Less current portion of long-term debt	(4,120)	(5,328)
Long-term debt	$ 312,070	$ 310,650

</TABLE>

On October 26, 2004, as part of a Special Dividend, the Company issued $299.5 million in principal amount of its 6% Subordinated Debentures (the Debentures) due November 1, 2014. Interest on the Debentures is payable semi-annually on May 1 and November 1. The Company may repurchase the Debentures through open market transactions or through privately negotiated transactions. The Debentures may be redeemed in whole at any time or in part from time to time at the option of the Company at the following redemption price (expressed as a percentage of principal amount) plus any accrued but unpaid interest to, but excluding, the redemption date:

<TABLE>
If redeemed during the 12-month period beginning October 26,
<CAPTION>

Year	Redemption Price
<S>	<C>
2005	104%
2006	103
2007	102
2008	101
2009 and thereafter	100

</TABLE>

The Company has a Credit Agreement (the Agreement) with a syndicate of banks establishing an unsecured $150 million revolving credit facility (the Credit Facility) which matures in November 2007. Borrowings under the Credit Facility bear interest, at the Company's option, at (i) LIBOR plus a variable premium or (ii) the greater of Prime or the Federal Funds rate plus .5 percent. LIBOR advances may be based upon the one, two, three, or six-month LIBOR. The variable premium over LIBOR is based on certain financial ratios, and can range from 37.5 to 67.5 basis points. At December 31, 2005, the premium was 47.5 basis points. Additionally, a facility fee is payable quarterly on the total commitment and varies from 12.5 to 20.0 basis points

based upon the Company's capitalization ratio. Availability of funds under the Credit Facility is reduced by the amount of certain outstanding letters of credit, which are used to secure the Company's payment of insurance deductibles and retiree health benefits, totaling approximately $12.7 million at December 31, 2005. Terms of the letters of credit are generally one year but are renewable annually as required. There were no borrowings outstanding as of December 31, 2005.

Borrowings under the Agreement require the Company, among other things, to maintain certain minimum levels of net worth and meet certain minimum financial ratios. At December 31, 2005, the Company was in compliance with all debt covenants.

Aggregate annual maturities of the Company's debt are $4.1 million, $2.1 million, $0.2 million, $0.1 million, and $0.1 million for the years 2006 through 2010 respectively, and $309.6 million thereafter. Interest paid in 2005, 2004, and 2003 was $19.0 million, $1.1 million, and $1.2 million respectively. No interest was capitalized in 2005, 2004, or 2003.

Note 6 - Stockholders' Equity

On October 26, 2004, the Company distributed a Special Dividend consisting of $6.50 in cash and $8.50 in principal amount of the Company's 6% Subordinated Debentures due 2014 for each share of Common Stock. Additionally, the Company paid regular quarterly cash dividends of 10 cents per share per quarter in 2005 and 2004.

The Company's Board of Directors has authorized the repurchase, until October 2006, of up to 10 million shares of the Company's Common Stock through open market transactions or through privately negotiated transactions. The Company has no obligation to purchase any shares and may cancel, suspend, or extend the time period for the purchase of shares at any time. Any purchases will be funded primarily through existing cash and cash from operations. The Company may hold any shares purchased in treasury or use a portion of the repurchased shares for employee benefit plans, as well as for other corporate purposes. Through December 31, 2005, the Company had repurchased approximately 2.4 million shares under this authorization.

Components of accumulated other comprehensive (loss) income are as

follows:

<TABLE>
(In thousands)
<CAPTION>

	2005	2004
<S>	<C>	<C>
Cumulative foreign currency translation adjustment	$ 6,154	$ 16,275
Minimum pension liability, net of income tax	(14,984)	(12,842)
Unrealized derivative losses, net of income tax	(18)	(348)
Accumulated other comprehensive (loss) income	$ (8,848)	$ 3,085

</TABLE>

During 2004, the change in cumulative foreign currency translation adjustment primarily relates to the Company's investment in its U.K. subsidiaries and fluctuations in exchange rates between the British pound sterling and the U.S. dollar. The value of the British pound increased by approximately 8.6 percent against the U.S. dollar.

During 2005, the reduction in cumulative foreign currency translation adjustment relates to the decrease in value of British pound sterling of approximately 10.4 percent plus the tax effect of certain inter-company transactions of approximately $1.7 million, partially offset by the increase in value of the Mexican peso of approximately 3.7 percent.

Note 7 - Income Taxes

The components of income from continuing operations before income taxes were taxed under the following jurisdictions:

<TABLE>
(In thousands)
<CAPTION>

	2005	2004	2003
<S>	<C>	<C>	<C>
Domestic	$ 114,735	$ 110,913	$ 58,927
Foreign	9,470	4,445	(7,491)
Income from continuing operations before income taxes	$ 124,205	$ 115,358	$ 51,436

</TABLE>

Income tax expense attributable to continuing operations consists of the following:

<TABLE>
(In thousands)
<CAPTION>

	2005	2004	2003
<S>	<C>	<C>	<C>
Current tax expense:			
Federal	$ 42,811	$ 30,920	$ 4,928
Foreign	499	642	1,744
State and local	1,233	1,669	830
Current tax expense	44,543	33,231	7,502
Deferred tax expense (benefit):			
Federal	(7,570)	3,020	504
Foreign	(280)	(182)	(869)
State and local	(1,706)	(127)	78
Deferred tax expense (benefit)	(9,556)	2,711	(287)
Income tax expense	$ 34,987	$ 35,942	$ 7,215

</TABLE>

No provision is made for U.S. income taxes applicable to undistributed earnings of foreign subsidiaries that are indefinitely reinvested in foreign operations. It is not practicable to compute the potential deferred tax liability associated with these undistributed foreign earnings.

The difference between the reported income tax expense and a tax determined by applying the applicable U.S. federal statutory income tax rate

to income from continuing operations before income taxes is reconciled as follows:

(In thousands)

	2005	2004	2003
Expected income tax expense	$ 43,471	$ 40,375	$ 18,003
State and local income tax, net of federal benefit	316	1,160	618
Adjustment for change in estimate of state deferred tax liability	(1,129)	-	-
Foreign income taxes	(975)	(652)	220
Valuation allowance	(1,962)	(2,605)	(12,190)
Adjustment for correction of prior year tax provision	(2,862)	-	-
U.S. manufacturers deduction	(1,015)	-	-
Other, net	(857)	(2,336)	564
Income tax expense	$ 34,987	$ 35,942	$ 7,215

The adjustment of $2.9 million, or 8 cents per diluted share, to correct the prior year income tax provision is immaterial to the results of operations and financial condition for 2005 as well as the prior affected years.

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are presented below:

(In thousands)

	2005	2004
Deferred tax assets:		
Accounts receivable	$ 1,864	$ 1,250
Inventories	7,267	1,641
Pension, OPEB, and accrued items	11,769	11,466
Other reserves	5,762	8,818
Net operating loss carryforwards	6,876	10,956
Capital loss carryforwards	-	445
Other	653	846
Total deferred tax assets	34,191	35,422
Less valuation allowance	(3,612)	(12,880)
Deferred tax assets, net of valuation allowance	30,579	22,542
Deferred tax liabilities:		
Property, plant, and equipment	70,724	73,321
Other	3,899	1,424
Total deferred tax liabilities	74,623	74,745
Net deferred tax liability	$ (44,044)	$ (52,203)

As of December 31, 2005, the Company had utilized all recognized domestic net operating loss carryforwards and alternative minimum tax credit carryforwards. As of December 31, 2005, the Company had foreign net operating loss carryforwards (foreign NOL's) and interest carryforwards from U.K. operations available to offset $22.9 million of foreign subsidiary income of which $10 million has not been recognized. These carryforwards are available to offset foreign subsidiary income over an indefinite period.

Tax expense in 2005 was reduced by $2.5 million due to the reduction in valuation allowance associated with tax benefits related primarily to the net operating loss carryforward in the U.K. The remaining reduction of the valuation allowance is primarily due to reclassifications resulting from filing amended returns in the U.K.

The reduction of the valuation allowance in 2004, was primarily the result of recognition of a deferred income tax benefit upon the closure of open tax years, a reduction of the estimated valuation allowance for foreign tax credit carryforwards, and a reduction of the allowance associated with capital loss carryforwards used to offset capital gains from the sale of non-operating property.

During 2003, the Company recognized a deferred income tax benefit, upon closure of the open tax year, by reducing a valuation allowance of $9.3 million related to an operating loss resulting from the 1999 sale of a subsidiary. Realization of the tax benefit occurred during the year of sale.

Income taxes paid were approximately $34.5 million in 2005, $5.0 million in 2004, and $0.8 million in 2003.

The Internal Revenue Service is examining the Company's federal income tax returns for years 2004, 2003, and 2002. The results of the examination are not expected to have a material effect on the Consolidated Financial Statements.

Note 8 - Other Current Liabilities

Included in other current liabilities were accrued discounts and allowances of $39.5 million at December 31, 2005 and $29.6 million at December 25, 2004, and taxes payable of $23.6 million at December 31, 2005 and $13.6 million at December 25, 2004.

Note 9 - Employee Benefits

The Company sponsors several qualified and nonqualified pension plans and other postretirement benefit plans for certain of its employees. In 2004, the Company changed its accounting principle by accelerating the date for actuarial measurement of its obligation for certain pension plans from year-end to November 30. The Company believes the one-month acceleration of the measurement date is a preferred change as it allows time for management to evaluate and report the actuarial pension measurements as well as evaluate those results in funding decisions. The effect of the change on the obligation and assets of the pension plans did not have a material cumulative effect on pension expense or accrued benefit cost.

The following tables provide a reconciliation of the changes in the plans' benefit obligations and the fair value of the plans' assets over the two-year period ending December 31, 2005, and a statement of the plans' funded status as of December 31, 2005 and December 25, 2004:

<TABLE>
(In thousands)
<CAPTION>

	Pension Benefits		Other Benefits	
	2005	2004	2005	2004
<S>	<C>	<C>	<C>	<C>
Change in benefit obligation:				
Obligation at beginning of year	$ 144,216	$ 132,342	$ 10,800	$ 10,756
Service cost	2,150	1,972	7	5
Interest cost	8,095	7,972	632	649
Participant contributions	493	403	-	-
Plan amendments	-	281	200	-
Actuarial loss	8,589	2,912	658	99
Benefit payments	(7,141)	(6,116)	(698)	(709)
Settlement	(68)	-	-	-
Foreign currency translation adjustment	(6,561)	4,450	-	-
Obligation at end of year	$ 149,773	$ 144,216	$ 11,599	$ 10,800
Change in fair value of plan assets:				
Fair value of plan assets at beginning of year	$ 125,824	$ 114,889	$ -	$ -
Actual return on plan assets	17,704	12,428	-	-
Employer contributions	1,924	1,237	698	709
Participant contributions	493	403	-	-
Benefit payments	(7,141)	(6,116)	(698)	(709)
Settlement	(68)	-	-	-
Foreign currency translation adjustment	(4,442)	2,983	-	-
Fair value of plan assets at end of year	$ 134,294	$ 125,824	$ -	$ -
Funded status:				
Funded (underfunded) status at end of year	$ (15,479)	$ (18,392)	$ (11,599)	$ (10,800)
Unrecognized prior service cost	2,198	2,570	120	(72)
Unrecognized gain	15,756	17,729	3,302	2,774
Net amount recognized	$ 2,475	$ 1,907	$ (8,177)	$ (8,098)

</TABLE>

The projected benefit obligation, accumulated benefit obligation, and fair value of plan assets for the pension plans with benefit obligations in excess of plan assets were $65.7 million, $64.3 million, and $45.3 million, respectively, as of December 31, 2005, and $114.2 million, $112.5 million, and $93.7 million, respectively, as of December 25, 2004. The Company sponsors one pension plan in the U.K. which comprises 42 percent of the above benefit obligation and 32 percent of the plan assets as of December 31, 2005.

The following table provides the amounts recognized in the Consolidated Balance Sheets as of December 31, 2005 and December 25, 2004:

<TABLE>
(In thousands)
<CAPTION>

	Pension Benefits		Other Benefits	
	2005	2004	2005	2004
<S>	<C>	<C>	<C>	<C>
Prepaid benefit cost	$ 8,555	$ 8,664	$ -	$ -
Accrued benefit liability	(21,414)	(19,611)	(8,177)	(8,098)
Accumulated other comprehensive income	15,334	12,854	-	-
Net amount recognized	$ 2,475	$ 1,907	$ (8,177)	$ (8,098)

</TABLE>

The components of net periodic benefit cost are as follows:

(In thousands)

	2005	2004	2003
Pension benefits:			
Service cost	$ 2,150	$ 1,972	$ 1,766
Interest cost	8,095	7,972	7,495
Expected return on plan assets	(9,711)	(9,125)	(7,724)
Amortization of prior service cost	372	373	491
Amortization of net loss	919	963	1,327
Effect of special events	25	-	-
Net periodic benefit cost	$ 1,850	$ 2,155	$ 3,355
Other benefits:			
Service cost	$ 7	$ 5	$ 5
Interest cost	632	649	694
Amortization of prior service cost	8	(8)	(8)
Amortization of net loss	130	142	120
Net periodic benefit cost	$ 777	$ 788	$ 811

Prior service costs are amortized on a straight-line basis over the average remaining service period of active participants. Gains and losses in excess of 10 percent of the greater of the benefit obligation and the market-related value of assets are amortized over the average remaining service period of active participants.

The assumptions used in the measurement of the Company's benefit obligations are as follows:

	Pension Benefits		Other Benefits	
	2005	2004	2005	2004
Weighted average assumptions:				
Discount rate	5.59%	5.91%	6.00%	6.00%
Expected return on plan assets	7.94%	8.06%	N/A	N/A
Rate of compensation increases	4.00%	4.50%	N/A	N/A

The assumptions used in the measurement of the Company's net periodic benefit cost are as follows:

	Pension Benefits			Other Benefits		
	2005	2004	2003	2005	2004	2003
Weighted average assumptions:						
Discount rate	5.91%	6.08%	6.42%	6.00%	6.25%	6.75%
Expected return on plan assets	8.06%	8.07%	8.05%	N/A	N/A	N/A
Rate of compensation increases	4.50%	4.25%	4.00%	N/A	N/A	N/A

Only one pension plan uses the rate of compensation increase in its benefit formula. All other pension plans are based on length of service.

The annual assumed rate of increase in the per capita cost of covered benefits (i.e., health care cost trend rate) is assumed to range from 7.0 to 9.1 percent for 2005, gradually decrease to 4.5 percent for 2011, and remain at that level thereafter. The health care cost trend rate assumption has a significant effect on the amounts reported. For example, increasing the assumed health care cost trend rates by one percentage point would increase the accumulated postretirement benefit obligation by $963 thousand and the service and interest cost components of net periodic postretirement benefit costs by $54 thousand for 2005. Decreasing the assumed health care cost

trend rates by one percentage point in each year would decrease the accumulated postretirement benefit obligation and the service and interest cost components of net periodic postretirement benefit costs for 2005 by $879 thousand and $49 thousand, respectively.

The weighted average asset allocation of the Company's pension fund assets are as follows:

Asset Category	Pension Plan Assets 2005	2004
Equity securities	65%	71%
Index funds	15	10
Debt securities	6	4
Cash and equivalents	3	4
Other	11	11
	100%	100%

The measurement date for the majority of the plans is November 30.

The Company's pension plan obligations are long-term in nature and, accordingly, the plan assets are invested for the long-term. The Company believes that a diversified portfolio of equity securities (both actively managed and index funds) and private equity funds have an acceptable risk-return profile that, over the long-term, is better than fixed income securities. Consequently, the pension plan assets are heavily weighted to equity investments. Plan assets are monitored periodically. Based upon results, investment managers and/or asset classes are redeployed when considered necessary. Expected rates of return on plan assets were determined based on historical market returns giving consideration to the composition of each plan's portfolio.

The plans' assets do not include investment in securities issued by the Company. The Company expects to contribute approximately $2.4 million to its pension plans and $0.9 million to its other postretirement benefit plans in 2006. The Company expects future benefits to be paid from the plans as follows:

(In thousands)

	Pension Benefits	Other Benefits
2006	$ 7,931	$ 853
2007	7,700	855
2008	7,854	859
2009	7,910	857
2010	7,831	854
2011-2015	42,699	3,918
Total	$ 81,925	$ 8,196

The Company sponsors voluntary employee savings plans that qualify under Section 401(k) of the Internal Revenue Code of 1986. Compensation expense for the Company's matching contribution to the 401(k) plans was $2.2 million in 2005 and $2.0 million in 2004 and 2003. The Company's match is a cash contribution. Participants direct the investment of their account balances by allocating among a range of asset classes including mutual funds (equity, fixed income, and balanced funds), and money market funds. The plans do not offer direct investment in securities issued by the Company.

In October 1992, the Coal Industry Retiree Health Benefit Act of 1992 (the Act) was enacted. The Act mandates a method of providing for postretirement benefits to UMWA current and retired employees, including some retirees who were never employed by the Company. In October 1993, beneficiaries were assigned to the Company and the Company began its mandated contributions to the UMWA Combined Benefit Fund, a multiemployer trust. Beginning in 1994, the Company was required to make contributions for assigned beneficiaries under an additional multiemployer trust created by the Act, the UMWA 1992 Benefit Plan. The ultimate amount of the Company's liability under the Act will vary due to factors which include, among other

things, the validity, interpretation, and regulation of the Act, its joint and several obligation, the number of valid beneficiaries assigned, and the extent to which funding for this obligation will be satisfied by transfers of excess assets from the 1950 UMWA pension plan and transfers from the Abandoned Mine Reclamation Fund. Nonetheless, the Company believes it has an adequate reserve for this liability, which totaled $6.1 million in 2005 and in 2004.

The Company maintains a nonqualified deferred compensation plan which, prior to 2005, permitted certain management employees to annually elect to defer, on a pretax basis, a portion of their compensation. The deferred benefit to be provided is based on the amount of compensation deferred and earnings on the deferrals. During 2005, deferrals ceased and the majority of the participants elected to withdraw from the plan. The Company has invested in certain assets to assist in funding this plan. The fair value of these assets, included in other assets, was $0.9 million at December 31, 2005 and $7.7 million at December 25, 2004.

The Company makes contributions to certain multiemployer defined benefit pension plan trusts that cover union employees based on collective bargaining agreements. Contributions by employees are not required nor are they permitted. Pension expense under the multiemployer defined benefit pension plans was $0.7 million for 2005, $0.4 million for 2004, and $0.3 million for 2003.

Note 10 - Commitments and Contingencies

The Company is subject to environmental standards imposed by federal, state, local, and foreign environmental laws and regulations. For non-operating properties, the Company has provided and charged to income $0.6 million in 2005, $1.0 million in 2004, and $1.2 million in 2003 for pending environmental matters. The basis for the provision is updated information and results of ongoing remediation and monitoring programs. Environmental reserves total $9.1 million in 2005 and $9.5 million in 2004. These estimated future costs, which will be funded in future years as remediation programs progress, are not discounted to their present value, and are not reduced by potential insurance reimbursements. Management believes that the outcome of pending environmental matters will not materially affect the financial position or results of operations of the Company.

The Company is involved in certain litigation as a result of claims that arose in the ordinary course of business, which management believes will not have a material adverse effect on the Company's financial position or results of operations. Additionally, the Company may realize the benefit of certain insurance, tax, and legal claims and litigation in the future; these gain contingencies are not recognized in the Consolidated Financial Statements.

Beginning in September 2004, the Company has been named as a defendant in several purported class action complaints brought by direct and indirect purchasers alleging anticompetitive activities with respect to the sale of copper plumbing tubes in the United States. Two such purported class actions were filed in the United States District Court for the Western District of Tennessee (the Federal Actions), four were filed in the Superior Court of the State of California, County of San Francisco (the California Actions), one was filed in the Circuit Court for Shelby County, Tennessee (the Tennessee Action), and one was filed in the Superior Court of the Commonwealth of Massachusetts, County of Middlesex (the Massachusetts Action, and with the Federal Actions, the California Actions and the Tennessee Action, the Actions). Wholly owned Company subsidiaries, WTC Holding Company, Inc., Deno Holding Company, Inc., and Mueller Europe Ltd. are named in all of the Actions, and Deno Acquisition Eurl is named in two of the Actions. Deno Acquisition Eurl has not been served with the complaint in either of the Actions in which it is named, and only the Company has been served with the complaint in the Tennessee Action. The claims in the California and Massachusetts Actions against WTC Holding Company, Inc. and Deno Holding Company, Inc. have been dismissed without prejudice. All of the Actions, which are similar, seek declaratory (except for the Massachusetts Action) and monetary relief. Plaintiffs' motions to consolidate and for appointment of lead counsel in the Federal Actions and plaintiffs' motion to consolidate the California Actions have been granted. On July 6, 2005, a motion to dismiss

the Federal Actions for failure to state a claim was granted as to WTC Holding Company, Inc. and Deno Holding Company, Inc. and denied as to Mueller Industries, Inc. Plaintiffs' motion for reconsideration of the July 6, 2005 order dismissing the claims in the Federal Actions against WTC Holding Company, Inc. and Deno Holding Company, Inc. is pending. Mueller Europe's motion to dismiss the Federal Actions for lack of personal jurisdiction and on other grounds is pending. The Company's demurrer to the complaint in the California Actions and the Company's motion to dismiss the Tennessee Action for failure to state a claim are pending. The Company has not yet been required to respond to the complaint in the Massachusetts Action. Mueller

Europe has not yet been required to respond to the complaints in the California, Tennessee, and Massachusetts Actions. The Company believes that the claims for relief in the Actions are without merit and intends to defend the Actions vigorously.

The Company is aware of investigations of competition in markets in which it participates, or has participated in the past, in Europe and Canada. On September 22, 2005, the European Commission adopted a statement alleging infringements in Europe of competition rules by manufacturers of copper fittings and related companies, including the Company, WTC Holding Company, Inc., and Mueller Europe Ltd., for activities undertaken in Europe. The Company took the lead in bringing these issues to the attention of the European Commission and has fully cooperated in the resulting investigation from its inception. The Company does not anticipate any material adverse effect on its business or financial condition as a result of these matters.

The Company leases certain facilities and equipment under operating leases expiring on various dates through 2011. The lease payments under these agreements aggregate to approximately $7.1 million in 2006, $5.4 million in 2007, $3.7 million in 2008, $1.9 million in 2009, and $1.6 million in 2010, and $3.8 million thereafter. Total lease expense amounted to $7.9 million in 2005, $7.2 million in 2004, and $7.0 million in 2003.

The Company has assessed its risk and provided estimated accruals for various potential tax matters in a number of jurisdictions. The ultimate amount of the liabilities, if any, may vary, however, the Company believes it has adequate reserves for its assessed risk.

During 2004, the Company (1) entered into consulting and non-compete agreements (the Consulting Agreements) with Harvey L. Karp, Chairman of the Board, and William D. O'Hagan, Chief Executive Officer, and (2) amended Mr. Karp's employment agreement with the Company. The amendment to Mr. Karp's employment agreement eliminates the three-year rolling term of the agreement and imposes a fixed term ending on December 31, 2007. The Consulting Agreements provide for post-employment services to be provided by Messrs. Karp and O'Hagan for a six-year period. During the first four years of the Consulting Agreements, an annual fee equal to two-thirds of each executive's Final Base Compensation (as defined in his agreement) will be payable. During the final two years, the annual fee is set at one-third of each Executive's Final Base Compensation. During the term of the Consulting Agreements, each executive agrees not to engage in Competitive Activity (as defined in the Consulting Agreements) and will be entitled to receive certain other benefits from the Company. The term of Mr. O'Hagan's Consulting Agreement will commence upon Mr. O'Hagan's termination of employment by the Company without Cause (as defined in his current employment agreement) or his voluntary resignation from employment with the Company for Good Reason (as defined in his current employment agreement). The term of Mr. Karp's Consulting Agreement will commence on the earlier of January 1, 2008 (the day following the end of his fixed employment term) or his termination of employment by the Company without Cause (as defined in his employment agreement) or his voluntary resignation for Good Reason (as defined in his employment agreement). Based upon the value of the non-compete provisions of the Consulting Agreements, the Company will expense the value of the Consulting Agreements over their term.

Note 11 - Other Income, Net

<TABLE>
(In thousands)
<CAPTION>

<S>	2005 <C>	2004 <C>	2003 <C>
Rent and royalties	$ 2,111	$ 1,773	$ 2,821
Interest income	2,306	2,385	2,466
Gain (Loss) on disposal of properties, net	3,665	5,729	(290)
Minority interest in income			

of subsidiaries	(9)	(43)	(152)
Environmental expense	(556)	(976)	(1,165)
Equity in earnings (loss) of unconsolidated subsidiary	4,480	(2,026)	(460)
Other income, net	$ 11,997	$ 6,842	$ 3,220

</TABLE>

Note 12 - Stock Options

The Company follows APB No. 25 in accounting for its stock options. Under APB No. 25, no compensation expense is recognized because the exercise price of the Company's incentive stock options equals the market price of the underlying stock on the date of grant.

Under existing plans, the Company may grant options to purchase shares of Common Stock at prices not less than the fair market value of the stock on the date of the grant. Generally, the options vest annually in equal increments over a five-year period beginning one year from the date of the grant. Any unexercised options expire after not more than ten years. No options may be granted after ten years from the date of plan adoption. At December 31, 2005, there were approximately 41,000 shares available for future grants under existing plans.

Additionally, the Company has granted stock options to key executives as retention incentives and inducements to enter into employment agreements with the Company. Generally, these special grants have terms and conditions similar to those granted under the Company's other stock option plans.

The income tax benefit associated with the exercise of stock options reduced income taxes payable, classified as other current liabilities, by $1.0 million in 2005, $31.8 million in 2004, and $18 thousand in 2003. Such benefits are reflected as additions directly to additional paid-in capital and, therefore, have no effect on the Company's earnings.

Concurrent with the Company's recapitalization by Special Dividend in 2004, outstanding stock options were adjusted. This equitable adjustment involved an adjustment to the number of shares subject to each outstanding option and an adjustment to the option price. The objective of these adjustments was to maintain the option holders' intrinsic value following issuance of the Special Dividend.

A summary of the Company's stock option activity and related information follows:

<TABLE>
(Shares in thousands)
<CAPTION>

<S>	Options <C>	Weighted Average Exercise Price <C>
Outstanding at December 28, 2002	3,921	$ 10.06
Granted	281	25.66
Exercised	(24)	21.78
Expired, cancelled, or surrendered	(53)	28.92
Outstanding at December 27, 2003	4,125	10.82
Granted	479	20.77
Exercised	(3,247)	5.90
Expired, cancelled, or surrendered	(68)	26.40
Equitable adjustment to outstanding options	493	
Outstanding at December 25, 2004	1,782	18.78
Granted	460	30.02
Exercised	(283)	18.04
Expired, cancelled, or surrendered	(47)	24.45
Outstanding at December 31, 2005	1,912	21.49
Options exercisable at:		
December 27, 2003	3,554	$ 8.03
December 25, 2004	759	18.32
December 31, 2005	774	18.71

</TABLE>

Information about options outstanding at December 31, 2005 is as follows:

Options Outstanding   Options Exercisable

Range of Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
$11.97 - $18.70	596	5.8	$16.11	370	$15.89
20.40 - 31.22	1,316	7.5	23.92	404	21.29

Mr. Harvey L. Karp, Chairman of the Company's Board of Directors, exercised options to purchase 2.4 million shares of Company stock during 2004. As provided in Mr. Karp's option agreement, the Company withheld the number of shares, at their fair market value, sufficient to cover the minimum withholding taxes incurred by the exercise. These shares withheld have been classified as acquisition of treasury stock in the Company's Consolidated Financial Statements.

As of December 31, 2005, the Company had reserved 1.1 million shares of its Common Stock for issuance pursuant to certain stock option plans.

Pro forma information regarding net income and earnings per share is required by SFAS No. 123, and has been determined as if the Company had accounted for its stock options under the fair value method. The fair value for these options at the date of grant was estimated assuming a weighted average expected life of the options of six years, and dividend yield of 1.3 percent in 2005, 1.3 percent in 2004, and no dividend payments in 2003. ` The weighted average risk free interest rate used in the model was 4.45 percent for 2005, 2.99 percent for 2004, and 3.81 percent for 2003. The weighted average volatility factor of the expected market value of the Company's Common Stock was 0.249 in 2005, 0.274 in 2004, and 0.331 in 2003. The pro forma information was determined using the Black-Scholes option valuation model. Option valuation models require highly subjective assumptions including the expected stock price volatility. For purposes of pro forma disclosures, the estimated fair value of the options is amortized to expense over the options' vesting periods. The Company's pro forma information is included in the Summary of Significant Accounting Policies.

Note 13 - Acquisitions and Investments

In December 2005, two subsidiaries of the Company received a business license from a Chinese industry and commerce authority, establishing a joint venture with Jiangsu Xingrong Hi-Tech Co., Ltd. and Jiangsu Baiyang Industries Ltd. The joint venture, in which the Company holds a 50.5 percent interest, produces inner groove and smooth tube in level-wound coils, pancake coils, and straight lengths, primarily to serve the Chinese domestic OEM air-conditioning market as well as to complement the Company's U.S. product line. The joint venture is located primarily in Jintan City, Jiangsu Province, China. The joint venture entity is named Jiangsu Mueller-Xingrong Copper Industries Limited. On December 21, 2005, the Company contributed $7.0 million of its initial planned cash investment of $19.4 million. The results of operations of this joint venture will be reported in the OEM Segment and included in the Company's Consolidated Financial Statements from January 1, 2006.

On August 15, 2005, the Company acquired 100 percent of the outstanding stock of KX Group LTD (Brassware). Brassware, located in Witton, Birmingham, England is an import distributor of plumbing and residential heating products with annual sales of approximately $48 million to plumbers' merchants and builders' merchants in the U.K. and Ireland. The cost of the acquired business, including cash of $10.6 million plus $1.8 million of notes issued, totaled $12.4 million. The total estimated fair value of assets acquired was approximately $17.6 million, consisting primarily of receivables of $8.4 million, inventory of $6.4 million and property and equipment of $1.5 million. The total estimated fair value of liabilities assumed was approximately $16.4 million, consisting primarily of notes payable of $8.3 million and trade payables and other current liabilities of $8.1 million. The excess of the purchase price over the estimated fair value of assets acquired and liabilities assumed of $11.2 million was allocated to goodwill of the Plumbing & Refrigeration Segment as this acquisition will broaden the Company's product line in the U.K.

On December 14, 2004, the Company acquired shares in seven companies and inventory of another (collectively Mueller Comercial S.A.) for an aggregate of $42.3 million, subject to closing adjustments, including $3.0 million for a contingent earn-out payment. These operations include pipe nipple manufacturing in Mexico and import distribution businesses which product

lines include malleable iron fittings and other plumbing specialties. The combined sales of Mueller Comercial S.A. are approximately $60 million annually.

On August 27, 2004, the Company acquired 100 percent of the outstanding stock of Vemco Brasscapri Limited (Vemco). Vemco, located in Wellington, Somerset, England, is an import distributor of plumbing products with annual sales of approximately $26 million to plumbers' merchants and builders' merchants throughout the U. K. Total consideration paid at closing was approximately $14.6 million.

These acquisitions were accounted for using the purchase method of accounting. Therefore, the results of operations of the acquired businesses were included in the Company's Consolidated Financial Statements from their respective acquisition dates. The purchase price for these acquisitions, which was financed by available cash balances, has been allocated to the assets of the acquired businesses based on their respective fair market values. At December 25, 2004, the purchase price of Mueller Comercial S.A. had been preliminarily allocated to the acquired assets based on their estimated fair market value and was finalized in 2005.

The total fair value of assets acquired in 2004 was $80.9 million, consisting primarily of receivables of $20.7 million, inventories of $18.9 million, and properties of $8.4 million. The fair value of liabilities assumed in 2004 was $22.3 million, consisting primarily of $8.3 million of notes payable and $14.0 million of accounts payable and other current liabilities. The excess of the purchase price over the estimated fair value of assets acquired and liabilities assumed of $33.0 million was allocated to goodwill of the Plumbing & Refrigeration Segment as these acquisitions will broaden the Company's product line in the U.K. and Mexico and should provide opportunities to leverage our manufacturing operations. The Mueller Comercial purchase price allocation was finalized in 2005. The impact of the final allocation was a reduction in the fair value of the net assets acquired of $1.3 million, primarily from a reduction in the fair value of property, plant and equipment based on an appraisal of the long-lived assets as well as certain purchase price adjustments refunded by the Seller. The net result of these adjustments to the preliminary purchase price allocation was to increase goodwill related to Mueller Comercial by approximately $4.3 million. Goodwill is not deductible for tax purposes.

During 2002, the Company acquired an equity interest in Conbraco Industries, Inc. for $7.3 million in cash; early in 2003, the Company acquired an additional interest for $10.8 million. Conbraco is a manufacturer of flow control products including ball valves, backflow preventers, and plumbing and heating products for commercial and industrial applications. The Company's interest totaled approximately 38 percent of Conbraco's equity at December 31, 2005. This investment is accounted for by the equity method of accounting, and is included in the other assets classification in the Consolidated Balance Sheets. A provision of $2.3 million was recognized in 2004 for certain federal income tax audit exposures

of Conbraco. Conbraco settled these tax matters during 2005; consequently, the Company reversed the loss accrual that resulted in a $2.3 million gain in 2005.

Note 14 - Discontinued Operations

During 2002, the Company completed the sale of its wholly owned subsidiary, Utah Railway Company and initiated a plan to sell or liquidate its French manufacturing operations, Mueller Europe S. A. In 2003, the Company recognized a $.5 million operating loss from discontinued operations plus a $1.7 million gain to reflect adjustments to the previous estimates on disposition. During 2005, the Company recognized a gain of $5.2 million less income tax of $1.9 million upon the settlement of a business interruption claim related to operations sold in 2002. In 2005, the Company has classified the cash flows attributable to discontinued operations as operating cash flows provided by discontinued operations.

Note 15 - Industry Segments

The Company's reportable segments are Plumbing & Refrigeration and OEM. Prior to 2005, the Company disclosed its reportable segments as Standard Products and Industrial Products. Additional operating segments have been recognized following an internal reorganization in 2005. For disclosure purposes, as permitted under SFAS No. 131 "Disclosures about Segments of an Enterprise and Related Information", certain operating segments are aggregated into reportable segments. The Plumbing & Refrigeration segment is composed of Standard Products (SPD), European Operations, and the Trading Group. The OEM segment is composed of Industrial Products (IPD) and Engineered Products (EPD). These segments are classified primarily by the markets for their

products. Performance of segments is generally evaluated by their operating income.

SPD manufactures copper tube and fittings, plastic fittings, and line sets. These products are manufactured in the U.S. Outside the U.S., the Company's European Operations manufacture copper tube, which is sold in Europe and the Middle East. The Trading Group imports and resells brass and plastic plumbing valves, malleable iron fittings, faucets, and plumbing specialty products; it also fabricates steel nipples, cut pipe, and merchant couplings. The European Operations consist of copper tube manufacturing and the import distribution of fittings, valves, and plumbing specialties primarily in the U.K. and Ireland. The Plumbing & Refrigeration segment's products are sold primarily to plumbing, refrigeration, and air-conditioning wholesalers, hardware wholesalers and co-ops, and building product retailers.

IPD manufactures brass rod, impact extrusions, and forgings as well as a variety of end products including plumbing brass; automotive components; valves and fittings; and specialty copper, copper-alloy, and aluminum tubing. EPD manufactures and fabricates valves and assemblies for the refrigeration, air-conditioning, gas appliance, and barbecue grill markets. These products are sold primarily to OEM customers.

Summarized segment and geographic information is shown in the following tables. Geographic sales data indicates the location from which products are shipped. Unallocated expenses include general corporate expenses, plus certain charges or credits not included in segment activity. Certain expenses related primarily to retiree benefits at inactive operations were formerly combined with the operations of Utah Railway Company under a third industry segment, Other Businesses. Following the sale of Utah Railway Company and its classification as discontinued operations, these expenses of inactive operations have been combined into the unallocated expenses classification. In addition, the operations of Mueller Europe S.A. are classified as discontinued operations and have been eliminated from the operating results of the Plumbing & Refrigeration Segment.

Worldwide sales to one customer in the Plumbing & Refrigeration segment totaled $264.2 million in 2005, $170.1 million in 2004, and $111.0 million in 2003 which represented 15 percent in 2005, 12 percent in 2004 and 11 percent in 2003 of the Company's consolidated net sales. No other customer accounted for more than 10 percent of consolidated net sales.

SEGMENT INFORMATION:
<TABLE>
(In thousands)
<CAPTION>

	2005	2004	2003
<S>	<C>	<C>	<C>
Net sales:			
Plumbing & Refrigeration	$1,281,688	$1,002,086	$ 717,606
OEM	460,301	392,645	292,008
Elimination of intersegment sales	(12,066)	(15,675)	(10,536)
	$1,729,923	$1,379,056	$ 999,078
Depreciation and amortization:			
Plumbing & Refrigeration	$ 29,393	$ 28,309	$ 26,038
OEM	10,225	11,158	11,023
General corporate	1,240	1,172	1,893
	$ 40,858	$ 40,639	$ 38,954
Operating income:			
Plumbing & Refrigeration	$ 125,502	$ 108,265	$ 54,123
OEM	26,985	20,562	11,672
Unallocated expenses	(20,729)	(16,337)	(16,411)
	$ 131,758	$ 112,490	$ 49,384
Expenditures for long-lived assets:			
Plumbing & Refrigeration	$ 20,727	$ 74,536	$ 21,465
OEM	4,915	2,338	5,623
	$ 25,642	$ 76,874	$ 27,088

</TABLE>

SEGMENT INFORMATION (continued):

(In thousands)

	2005	2004	2003
Segment assets:			
Plumbing & Refrigeration	$ 718,484	$ 691,404	$ 594,236
OEM	197,697	179,926	159,303
General corporate	188,457	92,401	301,645
	$1,104,638	$ 963,731	$1,055,184

GEOGRAPHIC INFORMATION:

(In thousands)

	2005	2004	2003
Net sales:			
United States	$1,477,942	$1,211,178	$ 895,994
United Kingdom	204,020	144,784	83,787
Other	47,961	23,094	19,297
	$1,729,923	$1,379,056	$ 999,078
Long-lived assets:			
United States	$ 392,097	$ 416,206	$ 437,182
United Kingdom	63,221	61,463	46,936
Other	37,334	30,731	711
	$ 492,652	508,400	$ 484,829

Note 16 - Quarterly Financial Information (Unaudited)

(In thousands, except per share data)

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2005				
Net sales	$ 401,663	$ 410,506	$ 434,130	$ 483,624
Gross profit (1)	67,639	64,843	73,616	93,750(2)
Income from continuing operations (7)	15,208	17,183	21,016	35,811(3)
Income from discontinued operations, net of tax	-	-	3,324	-
Net income	15,208	17,183	24,340	35,811
Basic earnings per share:				
From continuing operations	0.42	0.47	0.57	0.98
From discontinued operations	-	-	0.09	-
Basic earnings per share	0.42	0.47	0.66	0.98
Diluted earnings per share:				
From continuing operations	0.41	0.46	0.57	0.97
From discontinued operations	-	-	0.09	-
Diluted earnings per share	0.41	0.46	0.66	0.97
Dividends per share	0.10	0.10	0.10	0.10
2004				

Net sales	$ 345,959	$ 380,822	$ 322,512	$ 329,763
Gross profit (1)	64,930	77,102	59,324	62,088
Income from continuing operations (7)	17,960 (4)	27,048	18,754(5)	15,654 (6)
Net income	17,960	27,048	18,754	15,654
Basic earnings per share:				
From continuing operations	0.52	0.77	0.53	0.43
From discontinued operations	-	-	-	-
Basic earnings per share:	0.52	0.77	0.53	0.43
Diluted earnings per share:				
From continuing operations	0.49	0.73	0.51	0.42
From discontinued operations	-	-	-	-
Diluted earnings per share	0.49	0.73	0.51	0.42
Dividends per share	0.10	0.10	0.10	15.10

</TABLE>

(1) Gross profit is net sales less cost of goods sold, which excludes depreciation and amortization.
(2) Fourth quarter of 2005 includes liquidation of LIFO inventories of $1.3 million.
(3) Fourth quarter of 2005 includes a benefit of $2.9 million to correct prior year income tax provisions, a benefit of $1.1 million resulting from a change in estimate on deferred state taxes, and a $1.4 million benefit from utilization of foreign NOL's previously reserved.
(4) First quarter of 2004 includes pre-tax recognition of $3.9 million non-cash impairment charge, $5.2 million non-operating gain on sale of property, and $3.3 million non-operating loss on equity of non-consolidated subsidiary.
(5) Third quarter of 2004 includes recognition of deferred tax benefit of $2.8 million.
(6) Fourth quarter of 2004 includes pre-tax benefit of $2.8 million resulting from changes in estimates of inventory reserves plus $1.7 million benefit from changes in estimated health care accrual rates.
(7) Includes interest expense on 6% Subordinated Debentures following distribution in the fourth quarter of 2004.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Mueller Industries, Inc.

We have audited the accompanying consolidated balance sheets of Mueller Industries, Inc. as of December 31, 2005 and December 25, 2004, and the related consolidated statements of income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2005. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Mueller Industries, Inc. at December 31, 2005 and December 25, 2004, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2005, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 9 to the consolidated financial statements, in 2004, the Company changed the measurement date for most of its pension plans from year-end to November 30.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of Mueller Industries, Inc.'s internal control over financial reporting as of December 31, 2005, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organization of the Treadway Commission and our report dated March 10, 2006 expressed an unqualified opinion on management's annual assessment and an adverse opinion on the effectiveness of internal control over financial reporting.

/s/ Ernst & Young LLP

Memphis, Tennessee
March 10, 2006

MUELLER INDUSTRIES, INC.
SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS
Years Ended December 31, 2005, December 25, 2004, and December 27, 2003
(In thousands)
<TABLE>
<CAPTION>

		Additions			
	Balance at beginning of year	Charged to costs and expenses	Other additions	Deductions	Balance at end of year
<S>	<C>	<C>	<C>	<C>	<C>
2005					
Allowance for doubtful accounts	$ 3,925	$ 1,911	$ 165	$ 223	$ 5,778
Environmental reserves	$ 9,503	$ 556	$ (215)(1)	$ 771	$ 9,073
Valuation allowance for deferred tax assets	$ 12,880	$ 602	$ -	$ 9,870	$ 3,612
2004					
Allowance for doubtful accounts	$ 4,734	$ 1,404	$ 200	$ 2,413	$ 3,925
Environmental reserves	$ 9,560	$ 976	$ 659 (1)	$ 1,692	$ 9,503
Valuation allowance for deferred tax assets	$ 15,485	$ 1,479	$ -	$ 4,084	$ 12,880
2003					
Allowance for doubtful accounts	$ 6,443	$ 3,172	$ -	$ 4,881	$ 4,734
Environmental reserves	$ 9,110	$ 1,165	$ 1,293 (1)	$ 2,008	$ 9,560
Valuation allowance for deferred tax assets	$ 33,030	$ 1,807	$ -	$ 19,352 (2)	$ 15,485

<FN>
(1) Includes currency translation changes in 2005, 2004, and 2003 and insurance proceeds in 2004 and 2003.
(2) Includes a $5.4 million reclassification between "Deferred tax" and "Current taxes payable".

</TABLE>

EXHIBIT INDEX

Exhibits	Description
10.4	Summary description of the Registrant's 2006 bonus plan for certain key employees.
10.29	Amendment to the Mueller Industries, Inc. Deferred Compensation Plan, dated December 15, 2005.
21.0	Subsidiaries of the Registrant.
23.0	Consent of Independent Registered Public Accounting Firm (Includes report on Financial Statement Schedule).
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit 10.4

2006 BONUS PLAN FOR CERTAIN KEY EMPLOYEES

The Company has a discretionary bonus program under which exempt salaried employees (other than the Chairman and the CEO) may be paid bonuses based on a percentage of base annual salary. The bonus percent is based on a variety of guidelines including the performance levels of the respective business units measured by earnings before tax.

The bonus payment to an employee is based upon (i) their assigned bonus grade level, (ii) actual company earnings achieved relative to a pre-determined target, which is adjusted upward if company performance exceeds target and reduced if company performance is less than target, (iii) base salary paid during the fiscal year, and (iv) discretionary ranking of the individual's performance.

Exhibit 10.29

AMENDMENT TO THE MUELLER INDUSTRIES, INC. DEFERRED COMPENSATION PLAN

WHEREAS, the Board of Directors of the Company (the "Board") has determined to amend the Mueller Industries, Inc. Deferred Compensation Plan (amended and restated, effective as of December 1, 2000) (the "Plan") (i) to provide that no deferral elections under the Plan may be made with respect to compensation to be earned during and after the 2005 Plan Year, and (ii) to provide Participants with the right to receive a distribution of all or a portion of their account balance under the Plan during the 2005 Plan Year.

NOW, THEREFORE, the Plan is hereby amended as follows:

1. By adding the following new section 11.5 to Article 11:
"Cessation of Further Deferrals and Termination of Account Balances in 2005.

(a) Notwithstanding anything herein to the contrary, effective as of December 31, 2004, the Plan shall be frozen and no further deferrals may be made hereunder. All deferral elections that were made under the Plan for compensation to be earned in 2005 shall be cancelled.

(b) A Participant may make a one-time election prior to December 9, 2005 to receive a distribution of all or a portion of his or her Account Balance under the Plan (a "2005 Distribution"). An election to receive a 2005 Distribution must be delivered to the Committee, in a form prescribed by the Committee, no later than December 9, 2005. In the event that a Participant elects a 2005 Distribution, the Participant shall receive a payment equal to that portion of the Participant's Account Balance so elected on or before December 31, 2005. Earnings on that portion of a Participant's Account Balance distributed shall be credited through the date of distribution. The full amount of any 2005 Distribution, subject to applicable withholding, shall be included in the Participant's income for calendar year 2005."

2. Except as modified by this Amendment, all of the terms and conditions of the Plan shall remain valid and in full force and effect.

IN WITNESS WHEREOF, the undersigned, a duly authorized officer of the Company, has executed this instrument as of the 15th day of December 2005 on behalf of the Board.

By:___________________________
Name: Gary C. Wilkerson
Title: Vice President, General Counsel & Secretary

EXHIBIT 21.0

MUELLER INDUSTRIES, INC.
List of Subsidiaries

Subsidiary*	State or Country of Incorporation
Mueller Brass Co. (Assumed name: Mueller Brass Products)	Michigan
Mueller Industrial Realty Co.	Michigan
Itawamba Industrial Gas Company, Inc.	Mississippi
Streamline Copper & Brass Ltd.	Canada
Mueller Plastics Holding Company, Inc.	Ohio
Mueller Plastics Corporation, Inc.	Delaware
MPC Foundry, Inc.	Delaware
MPC Machine Shop, Inc.	Delaware
Mueller Brass Forging Company, Inc.	Delaware
Mueller Copper Fittings Company, Inc.	Delaware
Mueller Fittings Company, Inc.	Michigan
Mueller Copper Tube Company, Inc.	Delaware
Mueller East, Inc.	Delaware
Mueller Formed Tube Company, Inc.	Delaware
Mueller Impacts Company, Inc.	Delaware
Mueller Line Set Inc.	Delaware
Mueller Press Company, Inc.	Mississippi
Mueller Refrigeration Products Company, Inc.	Delaware
Mueller Refrigeration Company, Inc.	Michigan
Mueller LBHC, Inc.	Delaware
Lincoln Brass Works, Inc. (Assumed name: Mueller Gas Products)	Michigan
Overstreet-Hughes, Co., Inc.	Tennessee
Mueller Refrigeration Holding Co., Inc.	Delaware
Mueller Streamline Co.	Delaware
Precision Tube Company, Inc.	Pennsylvania
Southland Pipe Niples Co., Inc.	Texas
Mueller Tool and Machine, Inc.	Delaware
Mueller Casting Company, Inc.	Delaware
Micro Gauge, Inc.	Michigan
Microgauge Machining, Inc.	Michigan
Propipe Technologies, Inc. (Assumed name: Mueller Gas Products)	Ohio
WTC Holding Company, Inc.	Michigan
Mueller Europe, Ltd.	United Kingdom
Vemco Brasscapri Ltd.	United Kingdom
Brasscapri Limited	United Kingdom
Primaflow Limited	United Kingdom
KX Company Limited	United Kingdom
Brassware Sales Limited	United Kingdom
Instox Limited	United Kingdom
DENO Investment Company, Inc.	Michigan
Mueller de Mexico S.A. de C.V. (1)	Mexico
DENO Holding Company, Inc.	Michigan
DENO Acquisition EURL	France
Mueller Europe, S.A. (2)	France
B & K Industries, Inc.	Illinois
Mueller Copper Tube Products, Inc.	Delaware

List of Subsidiaries

Subsidiary*	State or Country of Incorporation
Arava Natural Resources Company, Inc.	Delaware
United States Fuel Company	Nevada
King Coal Company	Utah
Canco Oil & Gas Ltd.	Alberta, Canada
Aegis Oil & Gas Leasing Ltd.	Alberta, Canada
Bayard Mining Corporation	Delaware
Washington Mining Company	Maine
Amwest Exploration Company	Delaware
USSRAM Exploration Company	Maine
Richmond-Eureka Mining Company (81%)	Maine
Ruby Hill Mining Company (75%)	Nevada
White Knob Mining Company	Idaho
Arava Exploration Company	Colorado
Summit Systems, Inc.	Delaware
Kennet Company Limited	Bermuda
Mining Remedial Recovery Company	Delaware
Carpentertown Coal & Coke Company	Pennsylvania
USS Lead Refinery, Inc.	Maine
Leon Water Enterprises, Inc. (50%)	Texas
Macomber Construction Company	Ohio
Macomber Incorporated	Ohio

Macomber Building and Land Corporation	Delaware
DENO Investment Company II, Inc.	Michigan
MII Financial Corporation	Michigan
Mueller Streamline Holding S.L.	Spain
WTC HoldCo I, LLC	Delaware
WTC HoldCo II, LLC	Delaware
Mueller Comercial de Mexico S. de R.L. de C.V. (3)	Mexico
NICNA Mexico S. de R.L. de C.V. (4)	Mexico
NICNA Mexico Servious S. de R.L. de C.V. (4)	Mexico
NICNA Mexico Proyectos S. de R.L. de C.V. (4)	Mexico
NICNA Mexico Comercial S. de R.L. de C.V. (4)	Mexico
NICNA Mexico Ventas S. de R.L. de C.V. (4)	Mexico
NICNA Mexico Maquinaria S. de R.L. de C.V. (4)	Mexico
Mueller Streamline II, LLC	Delaware
Mueller Streamline Trading, LLC	Delaware
Mueller Streamline China, LLC	Delaware
Jiangsu Mueller-Xingrong Copper Industries Limited (50.5%)	China

* All subsidiaries are 100% owned, except as shown.

(1) Owned by DENO Investment Company, Inc. (99.8%) and Mueller Streamline Co. (.2%).

(2) On March 3, 2003, Mueller Europe S.A. filed a petition for liquidation with the Commercial Court of Provins Province, France and, on March 4, the Court declared the entity to be in liquidation. Less than 1% owned by non-affiliated individuals.

(3) Owned by Mueller Streamline Holding S.L. (51.7%) and WTC HoldCo I, LLC (48.3%).

(4) Less than 1% of the outstanding common stock is owned by WTC HoldCo I, LLC.

Exhibit 23.0

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Annual Report on Form 10-K of Mueller Industries, Inc. and in the following Registration Statements of Mueller Industries, Inc. of our reports dated March 10, 2006, with respect to Mueller Industries, Inc.'s consolidated financial statements, management of Mueller Industries, Inc.'s assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting included in the 2005 Annual Report to Shareholders of Mueller Industries, Inc.:

* Form S-8 No. 333-91237 pertaining to the Mueller Industries, Inc. 2002 Stock Option Plan
* Form S-8 No. 333-72726 pertaining to the Stock Option Agreements for Harvey L. Karp and William D. O'Hagan
* Form S-8 No. 333-52325 pertaining to the Mueller Industries, Inc. 1998 Stock Option Plan
* Form S-8 No. 33-54705 pertaining to the Mueller Industries, Inc. 1994 Stock Option Plan and the 1994 Non-Employee Director Stock Option Plan
* Form S-8 No. 33-47307 pertaining to the Mueller Industries, Inc. 1991 Incentive Stock Option Plan

Our audits also included the financial statement schedule of Mueller Industries, Inc. listed in Item 15(a). This schedule is the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, the financial statement schedule referred to above, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

/s/ Ernst & Young LLP

Memphis, Tennessee
March 10, 2006

Exhibit 31.1

CERTIFICATION

I, William D. O'Hagan, certify that:

1. I have reviewed this annual report on Form 10-K of Mueller Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)), for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 15, 2006

/s/William D. O'Hagan
William D. O'Hagan
President and
Chief Executive Officer

CERTIFICATION

I, Kent A. McKee, certify that:

1. I have reviewed this annual report on Form 10-K of Mueller Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)), for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 15, 2006

/s/Kent A. McKee
Kent A. McKee
Executive Vice President and
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Mueller Industries, Inc. (the "Company") on Form 10-K for the period ending December 31, 2005 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, William D. O'Hagan, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/William D. O'Hagan
William D. O'Hagan
Chief Executive Officer
March 15, 2006

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Mueller Industries, Inc. (the "Company") on Form 10-K for the period ending December 31, 2005 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kent A. McKee, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Kent A. McKee
Kent A. McKee
Chief Financial Officer
March 15, 2006