JACUZZI BRANDS INC
Form 10-K/A
November 25, 2003

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

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

For the fiscal year ended September 28, 2002

OR

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

For the transition period from ______ to _______

Commission File Number 1-14557

JACUZZI BRANDS, INC.

(formerly U.S. Industries, Inc.)
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**22-3568449** (I.R.S. employer identification number)
777 S. Flagler Drive; Suite 1100 West **West Palm Beach, FL** (Address of principal executive offices)	**33401** (Zip code)

(561) 514-3838
(Registrant s telephone number, including area code)

101 Wood Avenue South
Iselin, NJ 08830
(Former address, if changed since last report)

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

Title Of Each Class	Name of each exchange on which registered
Common Stock, par value $.01 per share	New York Stock Exchange

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past ninety days: Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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 an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes [X] No [ ]

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of March 28, 2002 (based on the last reported sale price of such stock on the New York Stock Exchange on such date) was approximately $275,423,882.

As of December 1, 2002, the registrant had 74,738,069 shares of Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the registrant s definitive proxy statement pursuant to Regulation 14A of the Securities Exchange Act of 1934 in connection with the annual meeting of stockholders of the registrant to be held on February 20, 2003 are incorporated by reference into Part III of this Report.

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EXPLANATORY NOTE

As previously announced, following discussions with the Securities and Exchange Commission, we are filing this amendment to our Annual Report on Form 10-K (Amendment) for our fiscal year ended September 28, 2002 to 1) restate the accounting for our August 2001 re-acquisition of Rexair, Inc. and 2) restate our operating results for the related amortization of intangible assets. See Note 1 to our consolidated financial statements for further discussion of these restatements. We have also added a schedule disclosing the securities authorized for issuance under our equity compensation plans. This schedule was absent from our original filing.

We have updated Part II, Items 5, 6, 7 and 8 only for those items that have been affected by the restatements or schedule discussed above. This Amendment continues to reflect circumstances as of the date of the original filing of the Annual Report on Form 10-K, and we have not made any attempt to modify or update the disclosures contained therein to reflect events that occurred at a later date, except for the items related to the restatement and as otherwise expressly stated herein. As a result, this Amendment contains forward-looking information that has not been updated for events subsequent to the date of our original filing, and we direct you to our SEC filings made subsequent to the original filing date of December 24, 2002 for additional information.

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PART II

ITEM 5. MARKET FOR REGISTRANT S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

(a) Market Information.
The Company s Common Stock is traded on the NYSE under the symbol JJZ (formerly USI). The following table sets forth, for the fiscal periods indicated, the high and low closing sales price per share of Common Stock as reported by the NYSE.

	Fiscal 2002		Fiscal 2001	
	High	Low	High	Low
First Quarter	$2.69	$1.91	$10.06	$6.44
Second Quarter	$3.92	$1.76	$ 8.55	$5.60
Third Quarter	$4.40	$3.20	$ 6.12	$4.10
Fourth Quarter	$3.70	$2.25	$ 3.90	$1.74

(b) Holders.
As of December 2, 2002, there were approximately 19,423 record holders of Common Stock. The closing price per share of Common Stock as reported by the NYSE on such date was $2.99.

(c) Dividends.
Prior to March 2001, the Company s Board of Directors adopted a cash dividend policy under which the Company paid cash quarterly dividends of $0.05 per share of Common Stock. The last dividend payment was declared on December 31, 2000 and paid on January 21, 2001. In March 2001, the Board of Directors indefinitely suspended the Company s quarterly payment of dividends. Furthermore, the Restructured Facilities (See Note 6 to the Company s Consolidated Financial Statements) executed on August 15, 2001 and amended in October 2002 include a restriction on the payment of any dividends.

(d) Securities authorized for issuance under equity compensation plans.

The following table sets forth information, as of the end of fiscal year 2002, with respect to the Company s compensation plans under which Common Stock is or was authorized for issuance and is outstanding:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plan (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders	5,202,796	$ 11.88	1,399,681
Equity compensation plans not approved by security holders	0	n/a	0
Total	5,202,796	$ 11.88	1,399,681

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ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth the consolidated historical selected financial data of the Company:

	For the Fiscal Years Ended September 30,				
	(Restated) 2002	(Restated) 2001	2000	1999	1998
	(in millions, except per share)				
Statement of Operations:					
Net sales	$1,159.5	$1,107.1	$1,724.9	$2,129.2	$1,974.5
Operating income (loss)	97.4	(23.0)	83.8	207.3	48.5
Income (loss) from continuing operations	33.1	(162.4)	38.7	95.2	(55.6)
Income (loss) from discontinued operations, net of tax	7.8	(344.1)	(3.1)	46.2	17.1
Cumulative effect of accounting change, net of tax		(0.7)			
Net income (loss)	40.9	(507.2)	35.6	141.4	(43.6)
Basic income (loss) per share:					
Income (loss) from continuing operations	0.45	(2.19)	0.48	1.03	(0.58)
Income (loss) from discontinued operations	0.10	(4.65)	(0.04)	0.50	0.18
Cumulative effect of accounting change		(0.01)			
Net income (loss)	0.55	(6.85)	0.44	1.53	(0.46)
Diluted income (loss) per share:					
Income (loss) from continuing operations	0.45	(2.19)	0.47	1.02	(0.58)
Income (loss) from discontinued operations	0.10	(4.65)	(0.04)	0.49	0.18
Cumulative effect of accounting change		(0.01)			
Net income (loss)	0.55	(6.85)	0.43	1.51	(0.45)
Cash dividend declared per share		0.05	0.20	0.20	0.20
Balance Sheet Data (at period end):					
Cash and cash equivalents	$ 32.1	$ 65.2	$ 24.7	$ 57.7	$ 44.3
Working capital	262.9	448.9	541.5	864.2	800.6
Total assets	1,616.2	1,930.4	2,249.9	2,765.0	2,530.3
Total debt	808.1	1,226.8	1,046.2	1,251.8	954.2
Stockholders equity	254.4	217.0	753.7	920.3	960.4

Financial data in fiscal 1998, 1999 and 2000 includes the Diversified segment and Rexair which were sold in March 2000. Rexair was repurchased in August 2001. A comprehensive discussion of these dispositions can be found under **Results of Operations-Acquisition and Disposition of Businesses and Discontinued Operations** in Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A).

Operating income (loss) for fiscal 2001, 2000, 1999 and 1998 includes goodwill amortization of $9.7 million, $13.2 million, $12.3 million and $14.1 million, respectively. The Company stopped amortizing goodwill after adopting SFAS No. 142 on October 1, 2001. Operating income for fiscal 1999 and 1998 includes $6.8 million and $2.4 million, respectively, of equity losses from the Company s investment in the United Pacific Industries (UPI). These losses include charges associated with impairments of UPI and its subsidiaries of $5.5 million and $4.0 million in fiscal 1999 and 1998, respectively.

Income from continuing operations in fiscal 2002 includes non-recurring after-tax charges of $4.7 million, which consists of $2.2 million for a lease obligation, $2.0 million in severance charges and $0.5 million to increase reserves related to the U.S. Brass product lines which were discontinued in 2000.

Loss from continuing operations in fiscal 2001 includes non-recurring after-tax charges of $159.3 million for 1) the recognition of goodwill impairment charges ($100.2 million), 2) the write-down of the carrying value of the Strategic Notes to net realizable value ($45.1 million), 3) the payment of advisory and other related fees associated with the debt restructuring ($6.7 million), 4) the payment of professional fees associated with the previously planned spin-off of the LCA Group ($4.6 million), and 5) the elimination of certain product lines ($2.7 million).

Income from continuing operations in fiscal 2000 includes non-recurring after-tax charges of $64.9 million for 1) the closure of the former Zurn corporate office ($8.0 million), 2) the elimination of certain products lines, write-down of inventory and other related costs at the U.S. Brass operations ($14.1 million), and 3) the recognition of goodwill and asset impairments at the European HVAC operations ($42.8 million). Fiscal 2000 also includes net after-tax credits of $24.4 million related to the gain on the sale of the Diversified Businesses, the gains on the sale of Strategic Notes and additional equity interest and costs written

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off related to the abandoned sale of the lighting segment. In addition, fiscal 2000 includes a $20.0 million reversal of tax contingencies related to the spin-off from Hanson.

Income from continuing operations in fiscal 1999 includes $2.3 million after-tax of unusual costs in conjunction with severance for certain senior executives, and net after tax costs of $4.7 million primarily for the closure of a manufacturing facility and the elimination of certain product lines. Fiscal 1999 also includes a $6.2 million tax benefit from the resolution of prior years tax issues.

Loss from continuing operations in fiscal 1998 includes non-recurring and unusual after-tax charges of $128.2 million of merger, restructuring and other costs, $7.0 million to write-off interest rate protection agreements, $34.1 million to discontinue a business and $5.0 million associated with the refinancing of Zurn s outstanding indebtedness.

Cash dividends exclude dividends declared and paid by Zurn prior to the merger. In March 2001, the Board of Directors indefinitely suspended the Company s quarterly payment of dividends. Furthermore, the restructured facilities include a restriction on the payment of dividends.

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

RESTATEMENT

In October 2003, the Company completed a review of its accounting for the Rexair re-acquisition in response to comments received from the staff of the Securities and Exchange Commission arising as a result of their normal periodic review of the Company s filings. As a result of this review, the Company changed the accounting for its August 2001 re-acquisition of Rexair and the related amortization expense. Consequently, the Company capitalized as goodwill $17.4 million in transaction costs that had been previously expensed in its fiscal 2001 results. These transaction costs were deferred in connection with the March 2000 sale of the Company s interest in Rexair to Strategic Industries LLC (Strategic) and were charged to operations upon the re-acquisition of Rexair in August 2001.

The Company also revised the amount allocated to the Rexair distributor network in connection with the 2001 re-acquisition. The Company originally recorded the distributor network as an indefinite-lived intangible asset with a carrying value of $64 million. The Company reassigned a value of $36 million to the distributor network, recognized the distributor network as a finite-lived asset, and will amortize it on a straight-line basis over 40 years. The Company also recorded a deferred tax liability of $24.7 million for purchased intangibles and accrued expenses of $4.8 million, increasing the excess purchase price, and thus goodwill, by the same amount. The deferred tax liability will be reversed and a deferred tax benefit will be recognized over the amortization period of the intangible assets. The Company has restated its results from August 2001 as a result of these changes. See Note 1 to the consolidated financial statements for a table showing the original allocation and the revised allocation of the purchase price.

As a result of the restatement, total assets increased by $40.9 million to $1,616.2 million as of September 30, 2003 and increased by $46.8 million to $1,930.4 million as of September 30, 2001. Also, stockholders equity increased by $16.7 million to $254.4 million as of September 30, 2002 and increased by $17.4 million to $217.0 million as of September 30, 2001. Income (loss) from continuing operations, net income (loss) and basic and diluted income (loss) per share, as previously reported and as restated, are presented below:

	As Reported	Adjustments	As Restated
Income (loss) from continuing operations			
2002	$ 33.8	$ (0.7)	$ 33.1
2001	(179.8)	17.4	(162.4)
Net income (loss)			
2002	$ 41.6	$ (0.7)	$ 40.9
2001	(524.6)	17.4	(507.2)
Basic income (loss) per share			
2002	$ 0.56	$(0.01)	$ 0.55
2001	(7.09)	0.24	(6.85)
Diluted income (loss) per share			
2002	$ 0.56	$(0.01)	$ 0.55
2001	(7.09)	0.24	(6.85)

See Note 1 to the consolidated financial statements for more information regarding the impact of this restatement on all other balances in our consolidated financial statements.

RESULTS OF OPERATION

The Company redefined its business segments for fiscal 2002 due to the re-acquisition of Rexair on August 15, 2001. The Company now has a Bath & Plumbing segment and a Rexair segment, which consists solely of the Rexair business. On December 28, 2001, the Company s Board of Directors adopted a formal Disposal Plan in connection with the Company s obligation to pay debt amortization. The Disposal Plan called for the sale of five businesses Ames True Temper, Selkirk, Lighting Corporation of America, Spear & Jackson and SiTeco Lighting. The results of operations classified as discontinued are excluded from the following discussions of the Company s continuing operating results and are discussed separately under the caption, Discontinued Operations . On March 24, 2000, the Company completed the disposition of a majority equity interest in its Diversified segment. The Company accounted for the retained interest in its Diversified segment under the equity method of accounting from March 24, 2000 until January 16, 2002, when the Company sold all remaining interests in that segment.

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The following table presents the Company s results of operations by segment for the periods indicated:

	For the Fiscal Years Ended September 30,		
	2002	2001	2000
		(in millions)	
Net Sales			
Bath & Plumbing	$1,060.9	$1,093.8	$1,309.6
Rexair	98.6	13.3	
Diversified (5)			415.3
Total Net Sales	$1,159.5	$1,107.1	$1,724.9
Operating Income (Loss)			
Bath & Plumbing (1) (2) (3)	$ 90.3	$ (2.8)	$ 62.2
Rexair (4)	27.4	2.9	
Diversified (5)			35.7
	117.7	0.1	97.9
Corporate expenses	(20.3)	(23.1)	(14.1)
Total Operating Income (Loss)	$ 97.4	$ (23.0)	$ 83.8

(1) Operating income for fiscal 2002 includes restructuring costs of $7.2 million (see Note 5 to the Company s Consolidated Financial Statements).

(2) The operating loss for fiscal 2001 includes restructuring, impairment and other unusual costs of $105.0 million (see Note 5 to the Company s Consolidated Financial Statements).

(3) Operating income for fiscal 2000 includes restructuring, impairment and other costs of $79.7 million (see Note 5 to the Company s Consolidated Financial Statements).

(4) Rexair s operating income has been restated for the amortization of purchased intangibles (see **RESTATEMENT**).

(5) Rexair s sales and operating income are included in the Diversified segment in fiscal 2000.

Overall

The Company s overall sales increased $52.4 million (5%) in 2002 when compared to 2001 due to the inclusion of Rexair in the fiscal 2002 results. On August 15, 2001, the Company reacquired the 75% equity interest in Rexair previously sold to Strategic as part of the Diversified transactions in March 2000. The Company accounted for Rexair under the equity method of accounting during the time period from March 24, 2000 until August 15, 2001 when the Company held only a 25% equity interest. The increase was partially offset by a 3% decrease in sales in the Bath & Plumbing segment.

Overall sales in 2001 decreased $617.8 million (36%) from 2000. The 2001 results were impacted by the disposals of the Company s Diversified businesses in March 2000, its fire protection business in January 2000 and its European HVAC business in November 2000, as well as the Company s decision to exit certain unprofitable Bath & Plumbing product lines during 2000. The European HVAC and fire protection businesses were both included in the Company s Bath & Plumbing segment. The remaining sales decrease of 9% was attributable to the weaker economy, inventory reduction programs instituted by major customers, inclement weather and unfavorable fluctuations in currency exchange rates.

The Company s operating income (loss), as restated, for 2002, 2001 and 2000 included goodwill impairment, restructuring, and other non-recurring charges of $7.2 million, $105.0 million and $79.7 million, respectively (see Note 5 to the Company s consolidated financial statements). Also included in fiscal 2001 and 2000 results is goodwill amortization of $9.7 million and $13.2 million, respectively. The Company stopped amortizing goodwill after adopting SFAS No. 142 on October 1, 2001. Excluding all these items, operating income (loss), as restated, increased in fiscal 2002 and decreased in fiscal 2001 when compared to the comparable prior year periods. The increase in fiscal 2002 is due to the inclusion of Rexair, partially offset by a decrease in operating income in the Bath & Plumbing segment. The decrease in fiscal 2001 was largely due to the disposal of the Diversified businesses, a decrease in operating income in the Bath & Plumbing segment, as well as higher corporate costs.

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Bath & Plumbing

Sales in the Bath & Plumbing segment decreased $32.9 million (3%) in 2002 in comparison with the prior year. The decrease was partially due to the disposal of the segment s European HVAC businesses and discontinued product lines in the segment s U.S. Brass operations, which contributed approximately $14.0 million to sales in fiscal 2001. In addition, the segment reported decreased sales in the non-premium spa, whirlpool bath and above-ground pools businesses, partially offset by sales increases in the U.K. bath and sink and domestic premium spa businesses. The non-premium spa and whirlpool bath businesses were affected by reduced sales to home center mass merchants. The above-ground pools business was negatively impacted by excess inventory levels experienced by their distributor network due to poor weather conditions over the last two selling seasons. The U.K. bath and sink business experienced improved weather conditions and implemented customer programs that have increased sales to existing customers. The premium spa businesses have been successful in adding a number of new products and dealers for its Jacuzzi and Sundance lines. Foreign currency exchange rates also favorably impacted the sales comparison with prior year by $2.2 million. In 2002, sales of the Company s Eljer line of bathroom products increased over 2001 as a result of greater demand in the homecenter channel. In the industrial and commercial markets, sales of the Company s Zurn Plumbing products in 2002 were flat when compared to 2001 as this sector experienced a decrease in construction activity.

Sales in the Bath & Plumbing segment decreased $215.8 million (16%) in 2001 compared to 2000. The decrease was partially attributable to the disposal of the segment s fire protection and European HVAC businesses and the discontinuance of certain unprofitable product lines at U.S. Brass, which provided the Company with $109.4 million of sales in 2000 while only contributing $14.0 million to sales in 2001. The remaining decrease in sales for 2001 was primarily the result of the economic downturn, inventory reduction programs instituted by major customers, inclement weather in the segment s major markets and increased energy costs, which have softened consumer interest in purchasing spas. The domestic bath and spa businesses accounted for $93.2 million of the sales decrease in 2001. Overseas operations were impacted by unfavorable currency exchange rates, which accounted for approximately $23.7 million of the sales decrease in 2001.

Operating income (loss) included goodwill impairment, restructuring and other non-recurring charges of $7.2 million, $105.0 million and $79.7 million for 2002, 2001 and 2000, respectively. In fiscal 2002, the restructuring charges of $7.2 million included $3.1 million in severance charges, $3.4 million associated with a lease obligation and $0.7 million to increase the reserve for the discontinued product lines of U.S. Brass. For fiscal 2001, the charges consisted of goodwill impairment charges of $100.2 million and non-recurring charges of $4.8 million related to the discontinued product lines at U.S. Brass. The 2000 charges included restructuring charges of $13.1 million related to the closure of the former Zurn corporate office and goodwill and property, plant and equipment impairment charges as well as restructuring charges related to the European HVAC and U.S. Brass operations totaling $45.8 million and $20.8 million, respectively. The segment also recorded goodwill amortization of $9.7 million and $11.1 million in fiscal 2001 and 2000, respectively. Excluding all these items, operating income decreased in 2002 and in 2001 from their comparable prior year periods primarily due to the decreases in sales discussed above. Also contributing to the decrease in fiscal 2002 were the costs of consolidating selected whirlpool bath manufacturing facilities, which were fully operational in the first fiscal quarter of 2003.. These decreases were partially offset by an increase in operating margins at the domestic spa business due to a shift in the sales mix towards the premium spa lines, which are sold at higher margins. After factoring in the sales decrease in 2001 when compared with 2000, the decrease in operating income was further influenced by increased freight and energy costs, and an increase in unabsorbed overhead due to lower production levels.

Rexair

The Rexair segment consists solely of the Rexair business, which the Company reacquired in August 2001. While still owned by Strategic, Rexair recorded sales of $96.1 million and operating income of $24.3 million for the period from October 1, 2000 through August 15, 2001. Total enterprise sales and operating income, as restated, for Rexair for the entire year ended September 30, 2001 was $109.4 million and $27.2 million, respectively, compared to $98.6 million and $27.4 million, respectively, for the year ended September 30, 2002. For the year ended September 30, 2000, Rexair recorded sales of $109.5 million and operating income of $28.8 million. The sales decrease of $10.8 million in fiscal 2002 over the comparable prior year period is primarily attributable to a decrease in unit sales due to political uncertainty as a result of the events of September 11th and recent events in the Middle East. Operating income, as restated, for fiscal 2001 included goodwill amortization of $3.5 million and intangible asset amortization of $0.1 million, while operating income, as restated, for fiscal 2002 included intangible asset amortization of $1.1 million. Operating income for fiscal 2000 included goodwill amortization of $2.4 million. Excluding this amortization, the decrease in operating income, as restated, in fiscal 2002 was primarily due to lower sales, partially offset by reduced general and administrative costs.

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Corporate expenses

Corporate expenses decreased $2.8 million in fiscal 2002 in comparison with the prior year due to a decrease in staff over the latter half of the year, as well as an increase in pension income recognized in 2002. In July 2002, the Company announced the closure of its corporate office in Iselin, New Jersey, in conjunction with its consolidation into a smaller office in West Palm Beach, Florida. The increase in pension income was largely related to a $58 million pension asset retained as a result of the Ames True Temper sale in January 2002. Fiscal 2002 expenses include severance and related compensation expenses of $1.0 million and an increase in legal and other professional services of approximately $1.8 million.

Corporate expenses increased in 2001 in comparison to 2000 because of less pension income and an increase in compensation expense. Also, the Company partially offset corporate expenses through fiscal 2000 with the amortization of a non-compete agreement. The Company amortized $2.2 million per year in connection with this agreement. The pension plans were reorganized in 2000 resulting in a $2.7 million reduction in pension income allocable to the corporate office in 2001. Compensation expenses increased in 2001 because of additional staff added in anticipation of a previously planned spin-off of Lighting Corporation of America and Spear & Jackson.

Interest Income and Expense

Interest expense decreased $13.1 million in 2002 compared to 2001 largely due to lower debt balances resulting from payments made to satisfy the permanent debt reductions of the Restructured Credit Facilities. Interest expense increased $3.5 million in fiscal 2001 compared to 2000. This is largely the result of higher borrowing rates in connection with an amendment of the Company s Revolving Facilities in February 2001, higher borrowing rates under the new Restructured Credit Agreement executed on August 15, 2001 and the assumption of Rexair s $172.5 million debt on August 15, 2001.

Interest income decreased by $20.6 million and increased by $8.5 million in fiscal 2002 and 2001, respectively, when compared with the respective prior years. The variation for both years is largely due to the interest earned on the senior notes received from Strategic as part of the sale of the Company s Diversified businesses in March 2000 (see **Acquisition and Disposition of Businesses**). These notes were sold back to Strategic in January 2002. Interest on these notes totaled $1.6 million, $22.5 million and $12.7 million in fiscal 2002, 2001 and 2000, respectively.

Other

Gain on Sale of Diversified Businesses

The Company recorded a gain of $39.3 million on the sale of its Diversified businesses in fiscal 2000 (see **Acquisition and Disposition of Businesses and Discontinued Operations**).

Equity (Losses) Earnings in Investees

The Company recorded equity losses related to its investment in Strategic and Rexair of $1.4 million in 2001, compared to equity earnings of $3.1 million in 2000. As a result of the Rexair re-acquisition on August 15, 2001, the Company now owns 100% of Rexair. In January 2002, the Company sold all of its remaining interests in Strategic.

Other Expense, Net

Other expense, net, as restated, was $15.6 million, $79.8 million and $4.7 million for fiscal 2002, 2001 and 2000, respectively. Fiscal 2002 primarily includes $9.2 million in financing related charges, $5.2 million associated with the Company s ladder operations disposed of in October 1999, and $1.7 million in write-downs of property plant and equipment, offset by a gain on sale of excess property of $0.8 million. Fiscal 2001 included $45.1 million in impairment charges related to the Strategic Notes, $23.6 million in advisory and other related costs associated with the company s debt restructuring, $8.1 million of professional fees related to the Company s previously planned spin-off of the LCA group and $4.3 million related to the Company s ladder operations. Expenses for 2000 include $5.7 million in charges related to the ladder operations and $0.9 million in charges related to the abandoned sale of the Lighting segment, partially offset by $3.2 million in gains on the sale of excess real estate.

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Taxes

The effective tax rates for continuing operations for 2002, 2001 and 2000 were (209.3%), 3.2% and 26.9%, respectively. The tax benefit recorded in 2002 is largely attributable to benefits that will be realized due to the recent completion of certain asset sales and changes in tax laws regarding the utilization of loss carry backs. For 2001, the difference between the U.S. statutory rate and the Company s effective tax rate arose principally as a result of the non-deductibility of a portion of the goodwill impairments and non-recurring charges recorded during the year, as well as a valuation allowance for deferred tax assets. The 2000 tax provision includes a $20.0 million benefit from the reversal of tax contingencies established when the Company spun off from Hanson and excludes a tax benefit associated with the write-off of goodwill related to the Company s European HVAC business.

Impairment, Restructuring and Other Non-Recurring Charges

Goodwill Impairment Charges

Operating results at a number of the Company s subsidiaries declined during 2001. In the third quarter of 2001, the Company evaluated the recoverability of the goodwill of these subsidiaries based on a fair value methodology. This evaluation indicated that the carrying value of the goodwill of certain of its subsidiaries was impaired. As a result, the Company recorded goodwill impairment charges totaling $100.2 million in the Bath & Plumbing segment in fiscal 2001.

In fiscal 2000, the Company conducted a strategic review of certain operations in the Bath & Plumbing segment. Upon completion of its review, the Company decided to dispose of its European HVAC operations and to exit three product lines at its U.S. Brass operations. In reaching this decision, the Company considered the profitability of these operations, the fact that the Company was not a market leader in these businesses and the fact that significant investment would be required in order to make these businesses competitive with no assurance of a reasonable return on such investment. As a result of this decision, the Company recorded goodwill impairment charges totaling $24.1 million related to its European HVAC operations and $1.4 million related to its U.S. Brass operations. Other non-recurring charges recorded in conjunction with this decision are discussed below.

Restructuring and Other Non-recurring Charges

In the latter half of 2002, the Company recorded restructuring charges of $7.2 million, which included $3.4 million associated with a lease obligation, $3.1 million in severance charges and $0.7 million to increase the reserve related to the discontinued U.S. Brass product lines. The $3.4 million lease charge related to a revised estimate on the lease obligation associated with the decision to close the Zurn corporate office in January 2000 (see below). In estimating its lease obligation, the Company assumed that it would be able to sublease sections of the building over the course of the lease. Due to the current real estate conditions in that market, the Company has not been able to sublease the office space. The severance charges relate to the elimination of the executive layer of management within the Bath & Plumbing segment and recent Jacuzzi management changes, which resulted in the termination of four employees. These charges consist of $2.3 million in cash related charges, which the Company expects to pay within the next twelve months and $0.8 million in non-cash related charges associated with the accelerated vesting of restricted stock. The reserve related to the U.S. Brass product lines discontinued in fiscal 2000 was increased largely due to an increase in the amount of estimated product liability and warranty claims related to those products.

In September 2000, the Company s Bath & Plumbing segment announced to its employees and to the marketplace that U.S. Brass was exiting its Valley line of faucets, Eastman line of connectors and Sanitary Dash line of under-the-sink pipes. Accordingly, in 2000, the Company recorded restructuring and other non-recurring charges of $19.4 million, which consists of severance and commitment costs of $3.4 million, inventory related charges of $16.0 million ($13.9 million recorded in cost of goods sold and $2.1 million recorded in selling, general and administrative expenses). The Company also recorded other non-recurring charges of $4.8 million in 2001 consisting primarily of accelerated depreciation on machinery that was used to complete the remaining in-process inventory. The Company s decision to exit these three product lines required the closure of two manufacturing facilities in Abilene and Plano, Texas and the termination of approximately 335 employees.

The Company recorded restructuring and other non-recurring charges of $21.7 million in 2000 related to its decision to dispose of its European HVAC operations (see *Goodwill Impairment Charges*). These charges consisted of $18.2 million in fixed asset impairments and $3.5 million in inventory-related charges (recorded in Cost of Goods Sold). The European HVAC operation was subsequently sold in November 2000 (See **Acquisition and Disposition of Businesses and Discontinued Operations**).

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In January 2000, a decision was made to close the former Zurn corporate office in Dallas, Texas which resulted in the termination of 30 employees. The Company recorded a restructuring charge in fiscal 2000 of $13.1 million relating to this decision, which included severance costs of $1.9 million, lease costs of $9.1 million for a lease expiring November 2007, and write-offs of $2.1 million relating to leasehold improvements and other fixed assets.

The principal components of impairment and restructuring charges recorded for continuing operations are:

	2002	2001	2000
		(in millions)	
Impairment of goodwill	$	$ 100.2	$ 25.5
Lease obligations, impairment of equipment and other	4.1		29.6
Severance and related costs	3.1		5.1
Total	$ 7.2	$ 100.2	$ 60.2
Cash charges	$ 6.4	$	$ 16.4
Non-cash charges	0.8	100.2	43.8
Total	$ 7.2	$ 100.2	$ 60.2

As of September 30, 2002, the Company had remaining accruals of $9.4 million for restructuring costs. The activity in the restructuring liability accounts by cost category is as follows:

	Lease and Contract Related Costs	Severance and Related Costs	Total Costs
		(in millions)	
Balance at September 30, 2000	$ 10.1	$ 4.9	$ 15.0
2001 activity:			
Cash payments	(3.3)	(1.6)	(4.9)
Reserves of divested businesses		(3.0)	(3.0)
Balance at September 30, 2001	6.8	0.3	7.1
2002 activity:			
Fiscal 2002 charges	4.1	2.3	6.4
Cash payments	(2.1)	(2.0)	(4.1)
Balance at September 30, 2002	$ 8.8	$ 0.6	$ 9.4

Approximately $2.2 million of the reserves are included in the balance sheet caption Accrued expenses and other current liabilities, while the remaining $7.2 million are recorded in the balance sheet caption Other liabilities. The Company expects the remaining accruals to be paid with cash over the periods provided by the severance and lease agreements of one and five years, respectively.

Other

In 2001, the Company incurred $8.1 million for professional fees associated with the previously planned spin-off of the LCA Group; recorded charges of $45.1 million to reflect the Strategic Notes at their net realizable value; and incurred $6.7 million in advisory and other related costs associated with the Company s debt restructuring executed on August 15, 2001. During 2002, the Company sold the Strategic Notes together with its equity interest in Strategic for net proceeds of $105.9 million, which approximated their carrying value. In 2000, the Company recorded $0.9 million in charges related to the abandoned sale of the LCA Group. All of these costs have been classified as Other expenses in the Company s consolidated statement of operations.

Acquisition and Disposition of Businesses and Discontinued Operations

Acquisition of Businesses

In connection with the Company s sale to Strategic in March 2000 of a 75% interest in Rexair (see *Disposition of Businesses* below), the Company guaranteed Rexair s $200 million credit facility (Rexair Guarantee). This guarantee required the Company to maintain certain credit rating levels. In response to a downgrade of its credit ratings in March 2001, the Company obtained waivers of the ratings default from Rexair s lenders while it pursued the reacquisition of Rexair from Strategic and the restructuring of its debt. On August 15, 2001, the Company reacquired the 75% equity interest in Rexair previously sold to Strategic. The purchase consideration included the return to Strategic of $27.4 million in face value of Strategic s senior notes and the assumption of borrowings outstanding under Rexair s $200 million credit facility. In connection with the reacquisition, the Company reduced its basis in Rexair by the amount of its previously deferred gain of $69.6 million and its previously recorded share of Rexair s net liabilities of $29.3 million and increased its basis by $17.4 million in deferred transaction costs related to the original sale of Rexair in March 2000. The allocation of the purchase consideration (adjusted by the deferred gain, the carrying value of the retained liabilities and the deferred transaction costs) to the assets acquired and liabilities assumed resulted in goodwill of $52.5 million and other intangible assets of approximately $63.3 million. Finite-lived intangible assets include patented technology of $2.6 million and a distributor network of $36.0 million and are being amortized over their useful lives of 10 years and 40 years, respectively. The balance of the intangible assets is related to a trade name, which is not being amortized. The results of Rexair have been included in the Rexair segment from the date of re-acquisition. The Company accounted for Rexair under the equity method of accounting during the time period from March 24, 2000 to August 15, 2001 when the Company accounted for Rexair under the equity method of accounting during the time period from March 24, 2000 to August 15, 2001 when the Company held only a 25% interest. and a distributor network of $36.0 million and are being amortized over their useful lives of 10 years and 40 years, respectively. The balance of the intangible assets is related to a trade name, which is not being amortized. The results of Rexair have been included in the Rexair segment from the date of re-acquisition. The Company accounted for Rexair under the equity method of accounting during the time period from March 24, 2000 to August 15, 2001 when the Company held only a 25% interest.

In June 2000, upon expiration of the contingency period related to the December 1997 acquisition of Spear & Jackson, the Company made additional cash payments totaling $71.4 million to the former owners of Spear & Jackson. The Company was required to pay $36.0 million because the Company s stock price fell below a guaranteed minimum as defined in the acquisition agreement. This amount was recorded as an adjustment to paid-in capital as it was based upon the market price of the Company s stock. The remaining $35.4 million payment was made in satisfaction of additional contingent consideration based on other criteria set forth in the purchase agreement. This amount was recorded as additional goodwill. In September 2002, the Company sold Spear & Jackson as part of its Disposal Plan (see Note 4 to the Company s Consolidated Financial Statements).

Disposition of Businesses (excluding Disposals of Discontinued Operations)

In November 2000, the Company sold its European HVAC business for proceeds of $7.5 million, which approximated its carrying value.

On March 24, 2000, the Company disposed of a majority equity interest in its Diversified segment in two separate transactions. In the first transaction, the Company disposed of the following subsidiaries: Atech Turbine Components, Inc.; Bearing Inspection, Inc.; BiltBest Products, Inc.; EJ Footwear Corp. (including Georgia Boot Inc. and Lehigh Safety Shoe Co.); Garden State Tanning Inc.; Huron Inc.; Jade Holdings Pte Ltd (including Jade Technologies Singapore Ltd and FSM Europe B.B.); Leon Plastics Inc.; Native Textiles Inc. and SCF Industries, Inc. The Company received gross cash proceeds of approximately $203.4 million, retained a preferred equity interest in the buyer, Strategic, having a stated value of approximately $19.5 million, retained a common equity interest in Strategic of 17.7% and received approximately $209.0 million aggregate principal amount of 12% (12.5% effective August 18, 2000) senior notes (the Strategic Notes) due 2007. In addition, Strategic assumed approximately $7.9 million of existing bank debt. As a result of its disposal of the Diversified businesses, the Company recorded a pre-tax gain of $38.4 million.

In the second transaction, Rexair sold newly issued shares to Strategic representing, after issuance, 75% of the equity interest in Rexair. The Company received approximately $195.0 million in cash and retained a 25% direct equity interest in Rexair. In addition, the Company guaranteed Rexair s $200 million credit facility. In connection with the Rexair transaction, the Company recorded a liability of $98.9 million, related to its retained 25% share of Rexair s net liabilities and a deferred gain, which together with the deferral of the related transaction costs of $17.4 million, was to be deferred until the release of the Company s guarantee of Rexair s credit facility. On August 15, 2001, the Company re-acquired Rexair from Strategic in exchange for $27.4 million in face value of the Strategic Notes. Accordingly, the Company s retained 25% share of Rexair s net liabilities and deferred gain, offset by the deferred transaction costs, reduced the re-acquired basis in Rexair (see *Acquisition of Businesses* above).

In August 2000, the Company sold $25.0 million of the Strategic Notes, approximately $1.8 million of the stated value of its preferred equity interest in Strategic and approximately 1.9% of its common equity interest in Strategic. This transaction resulted in a pre-tax gain of $0.9 million. In January 2002, the Company sold its remaining preferred equity interest in Strategic having a stated value of approximately $18 million, its 15.8% common equity interest and its Strategic Notes with a face value of $156.9 million back to Strategic for net proceeds of $105.9 million.

In the second quarter of fiscal 2000, the Company sold its fire protection businesses. The cash consideration paid for these businesses totaled approximately $23.0 million, which approximated their carrying value.

During the first quarter of fiscal 2000, the Company disposed of assets relating to its ladder operations and the infant and children footwear operation. The total proceeds of these separate transactions were $18.0 million, which approximated their carrying values. The Company has retained certain product liabilities of the ladder operations for which $12.3 million has been accrued at September 30, 2002.

Discontinued Operations

On December 28, 2001, the Board of Directors approved a formal Disposal Plan for five businesses in connection with the Company s obligation to pay debt amortization as set forth in the restructured debt agreements. In connection with the Disposal Plan, the Company incurred a charge of $232.6 million, net of tax, in fiscal 2001, which represented the difference between the historical net carrying value and the estimated net realizable value of the five businesses Ames True Temper, Selkirk, Lighting Corporation of America, Spear & Jackson and SiTeco Lighting. In fiscal 2002, the Company recorded income from discontinued operations of $7.8 million, as it re-evaluated the estimated loss on disposal of its discontinued operations. The discontinued businesses previously comprised the Company s Lawn & Garden and Lighting segments. The net assets of the discontinued businesses are included in net assets held for sale in all periods presented. The Company completed the sales of Ames True Temper in January 2002, Lighting Corporation of America in April 2002, Selkirk in June 2002 and Spear & Jackson in September 2002. In October 2002, the Company completed the sale of SiTeco Lighting.

The operating results of these businesses were classified as discontinued operations in 2001 and 2000 and, in accordance with APB No. 30, their estimated fiscal 2002 operating income was included in the Company s expected loss on disposal of $232.6 million which was recorded in September 2001 and adjusted in fiscal 2002.

Summarized results of these businesses are as follows:

	For fiscal years ended September 30,		
	2002	2001	2000
		(in millions)	
Net sales	$714.1	$1,346.1	$1,419.8
Operating income (loss)	31.7	(57.9)	3.9
Income (loss) from discontinued operations before income taxes	31.8	(66.6)	3.4

Included in operating income (loss) in fiscal 2001 and 2000 are goodwill impairment charges totaling $121.4 million and $84.0 million, respectively. These goodwill impairment charges resulted from evaluations of the recoverability of goodwill performed by the Company based on a fair value methodology. The impairment charges were recorded as part of continuing operations before the approval of the Disposal Plan and were reclassified into discontinued operations after the approval of the Disposal Plan. Excluding the impairment charges, the decrease in sales and operating income for these discontinued operations in fiscal 2002 compared to fiscal 2001 primarily relates to the lost contribution from businesses sold during fiscal 2002.

The decrease in sales in 2001 compared to 2000 relates primarily to the Lighting companies (Lighting Corporation of America and SiTeco Lighting) and Spear & Jackson. Sales at the Lighting companies decreased $50.1 million due to the discontinuance of certain unprofitable product lines in 2000 combined with lower volume sales at the commercial and institutional indoor businesses. Sales at Spear & Jackson decreased primarily due to the sale of its Saw s Division in March 2001. Excluding the goodwill impairment charges mentioned above, operating income for the discontinued operations decreased in 2001 compared to 2000. This decrease was largely from the Ames True Temper business. This was primarily the result of higher warehousing and distribution costs due to higher-than-normal inventory levels and the under-absorption of fixed costs as manufacturing production schedules were curtailed to reduce inventories. The inventory levels were higher than expected due to the opening of a new master distribution center in December 2000, which coincided with inventory reduction plans instituted by major customers. Ames True Temper also incurred $3.8 million in non-recurring charges related to the opening of the new master distribution center.

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LIQUIDITY AND CAPITAL RESOURCES

The Company s primary sources of liquidity and capital resources are cash and cash equivalents, cash provided from operations and available borrowings under the Company s Restructured Facilities (as defined below and in Note 6 to the Company s Consolidated Financial Statements). The Company expects to satisfy operating liquidity needs through operating cash flow.

Net cash provided by (used in) operating activities of continuing operations was $35.8 million, $29.3 million and $(64.3) million in fiscal 2002, 2001 and 2000, respectively. The increase in fiscal 2002 over 2001 was primarily the result of increased operating income, largely due to a full year s contribution from the Rexair business re-acquired in August 2001. The improvement in fiscal 2001 was principally realized through implementing liquidity management actions, primarily directed at accounts receivable, inventories and accounts payable. Also contributing to the improvement over 2000 was the fact that the Diversified businesses were net cash users during 2000. The Diversified businesses are seasonal in nature. They were divested in March 2000 just as they were starting their seasonal change from net cash users to cash generators. The Company has experienced some seasonality in its Jacuzzi and Zurn businesses. Sales of several Jacuzzi products such as spas and swimming pool equipment are sensitive to weather conditions and tend to experience a significant decrease in sales during the fall and winter months (predominantly the first and second fiscal quarters). Sales at Jacuzzi and Zurn are also negatively affected when weather impedes outside construction and installation.

Net cash provided by discontinued operations was $24.7 million, $67.2 million and $28.8 million in 2002, 2001 and 2000, respectively. The decrease in cash provided by discontinued operations in 2002 compared to 2001 is due to the disposals during 2002, largely Ames True Temper in January 2002 and Lighting Corporation of America in April 2002. The increase in cash provided in 2001 over 2000 relates mainly to the implementation of the liquidity management actions described above in continuing operations. Also there were increased working capital requirements at Ames True Temper during 2000 due to a planned move into a new distribution center in early fiscal 2001.

Net cash provided by investing activities was $481.8 million in 2002, compared to net cash used of $7.4 million in 2001, and net cash provided of $322.0 million in 2000. Net cash provided by investing activities in 2002 included $385.7 million in proceeds from the sale of businesses. These net proceeds consisted of $143.1 million for Ames True Temper, $210.2 million for Lighting Corporation of America and $34.9 million for Selkirk. Also included in cash provided from investing activities in 2002 was $105.9 million received from the sale of the Strategic Notes and $3.3 million from the sale of excess real estate, fixed assets and other investments, partially offset by $15.6 million in capital expenditures. Net cash used by investing activities in 2001 consisted of $22.9 million for capital expenditures, partially offset by cash proceeds of $7.5 million received from the sale of the European HVAC operations and $8.7 million from the sale of excess real estate and fixed assets. Net cash provided by investing activities in 2000 primarily consisted of cash proceeds of $402.2 million received from the sale of a majority equity interest in the Diversified businesses and the sale of its fire protection, children s footwear and ladder operations, $24.3 million received from the sale of Strategic Notes and $6.7 million from the sale of excess real estate and property, plant and equipment. This increase in cash was partially offset by $33.1 million required for capital expenditures and $71.4 million for the Spear & Jackson contingency payment (see Note 3 to the Company s Consolidated Financial Statements).

The Company used net cash of $575.9 million, $39.5 million and $307.5 million for financing activities in fiscal 2002, 2001 and 2000, respectively. Cash used in financing activities in 2002 consisted of net repayments of debt and notes payable of $423.2 million and escrow deposits of $152.7 million. The escrow deposits, made for the benefit of the holders of the Company s Senior Notes and certain other creditors, were required under the terms of the Restructured Facilities. Cash used in financing activities for fiscal 2001 includes net proceeds from long-term debt and notes of $16.3 million, offset by dividend payments of $7.7 million and $43.1 million of cash used to purchase the Company s common stock for treasury. The fiscal 2000 amount primarily consists of net repayments of long-term debt and notes of $151.7 million, $143.4 million of cash used to purchase the Company s common stock for treasury and dividend payments of $16.8 million. The cash for the repayments and treasury stock repurchases was generated by the proceeds from the sale of the Company s Diversified businesses discussed earlier.

During October 1999, the Company entered into equity instrument contracts to purchase 2.8 million shares of its common stock. These contracts were settled during 2001 for $43.1 million. During 1999 and 2000, the Company s Board of Directors authorized share repurchase programs aggregating $350.0 million. Under these programs, the Company repurchased $331.8 million of its common stock for treasury, of which $43.1 million and $99.2 million was purchased in 2001 and 2000, respectively. During June 2000, in a separate transaction authorized and undertaken outside the existing share repurchase programs, the Company repurchased all of its common stock held by the former owners of Spear & Jackson for $44.2 million. The repurchase programs have been suspended indefinitely, as the Restructured Facilities entered into on August 15, 2001 contains restrictions on the purchase of Company stock, dividends and other restrictive payments. In March 2001, the Company s Board of Directors indefinitely suspended the Company s quarterly payment of dividends.

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Total stockholders equity increased $38.1 million in fiscal 2002, primarily due to net income recorded for the year of $41.6 million.

During fiscal 2002, the Company paid approximately $4.1 million related to its restructuring plans and expects an additional $2.2 million to be paid in the next 12 months (see Note 5 to the Company s Consolidated Financial Statements for more information on the Company s restructuring activities). Below is a summary of the Company s significant contractual cash obligations as of September 30, 2002, which reflects the sale of SiTeco, the amendments to the Restructured Facilities and the exchange of the Senior Notes.

		Payments due in fiscal					Payments
	Total	2003	2004	2005	2006	2007	due Thereafter
			(in millions)				
Long-term debt	$ 792.8	$ 275.9	$ 13.1	$ 296.5	$ 134.4	$ 71.1	$ 1.8
Escrow deposits for Senior Notes	(134.1)	(130.5)	(3.6)				
Other escrow deposits	(12.4)	(12.4)					
Notes payable	15.3	15.3					
Operating leases	29.5	9.2	6.7	5.1	4.0	2.4	2.1
Total Contractual cash obligations	$ 691.1	$ 157.5	$ 16.2	$ 301.6	$ 138.4	$ 73.5	$ 3.9

In October 1998, USI and USI American Holdings, Inc. (USIAH), issued $250.0 million aggregate principal amount of Senior Notes due October 15, 2003, which bear interest at 7.125%, payable semiannually (7.125% Notes). The net cash proceeds were $247.7 million after transaction fees and discounts. A supplemental indenture was later executed adding USI Global Corporation (USI Global), a wholly owned subsidiary of USI, as a co-obligor under the 7.125% Notes. On September 9, 2002, the Company commenced an Exchange Offer to exchange cash and notes with an interest rate of 11.25% payable December 31, 2005 (the New Notes) for all outstanding 7.125% Notes due October 2003. In connection with the Exchange Offer, the Company also solicited consents from a majority of the 7.125% Note holders to a proposed amendment to the indenture under which the 7.125% Notes were issued so that the cash deposited into a cash collateral account from the sales of the Company s non-core assets that is proportionally allocable to tendering holders may be used to pay the cash consideration in the Exchange Offer (Consent Solicitation).

On November 4, 2002, the Company announced that it had accepted for payment all 7.125% Notes validly tendered in the exchange offer. Approximately $238.2 million or 95% of the 7.125% Notes were tendered for exchange. Note holders who tendered their 7.125% Notes received an amount of cash and principal amount of New Notes that together equaled the principal amount of the 7.125% Notes tendered. The transaction resulted in $104.8 million paid to the note holders from the 7.125% Notes escrow account, New Notes issued of $133.4 million and a balance remaining in 7.125% Notes of $11.8 million. The other terms of the New Notes are substantially similar to the 7.125% Notes. A consent payment of $15 per $1,000 principal amount of New Notes issued was paid out of the Company s general working capital to all holders who delivered their consents on or prior to the consent date, resulting in an additional payment to tendering note holders of approximately $2.0 million.

In fiscal 1997, USIAH issued $125.0 million aggregate principal amount of Senior Notes due December 1, 2006, which bear interest at 7.25%, payable semiannually (7.25% Notes). The net cash proceeds were $123.0 million after transaction fees and discounts. A supplemental indenture was later executed adding USI and USI Global as co-obligors with USIAH under the 7.25% Notes. On October 24, 2002, the Company commenced an offer to purchase up to $54.8 million in aggregate principal amount of its outstanding 2006 Notes. On November 7, 2002, the Company announced that it received tenders, and related consents, from a majority of the holders of its outstanding 7.25% Notes. An amount just shy of 100% or $125.0 million of the 7.25% Notes, were tendered for exchange. The transaction resulted in $54.8 million paid to the note holders from the 7.25% Notes escrow account.

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The 7.25% Notes, 7.125% Notes and New Notes (collectively, the Senior Notes) are guaranteed by USI Atlantic. The 7.25% and 7.125% Senior Notes are redeemable at the option of the Company, in whole or in part, at a redemption price equal to the greater of (i) 100% of the principal amount to be redeemed or (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the Senior Notes to be redeemed, discounted at a rate based on the yield to maturity of the comparable U.S. Government securities plus a spread (10 basis points for the 7.25% Notes and 50 basis points for the 7.125% Notes) plus, in each case, accrued interest to the date of redemption. The New Notes are redeemable without premium or penalty using the New Notes escrow account or otherwise at 103% if redeemed from the issue date to, but not including, the first anniversary of issuance, 102% thereafter through December 30, 2004 and 101% from December 31, 2004 to, but not including, the maturity date. Certain restrictions on dividends and the purchase of common stock for treasury contained in the indenture for the 7.25% Notes were eliminated in August 1998 based upon the Company s credit rating at that time. The 7.125% Notes and New Notes were issued without such restrictions; however, the Restructured Facilities (discussed below) contain restrictions on dividends as well as the purchase of common stock for treasury. The security interests granted to the holders of the Senior Notes as a result of the Restructured Facilities are discussed in more detail below.

During fiscal 2001, the Company had a $300 million 364-day credit facility (the Credit Facility) scheduled to expire on October 26, 2001. The Company also had a five-year revolving line of credit providing for borrowings in both U.S. dollars and foreign currencies and letters of credit, which had original availability of $500 million (the Credit Agreement), scheduled to terminate on December 12, 2001. The Credit Facility and Credit Agreement (together, the Revolving Facilities) were restructured on August 15, 2001. The Company completed the re-acquisition of Rexair and restructured the Rexair Credit Facilities on the same date. The amended facilities (including the Rexair Credit Facility, the Restructured Facilities) extended the final maturity date of the Company s debt under the Revolving Facilities to November 30, 2002, which coincided with the final maturity of the Rexair Credit Facility. On October 21, 2002, the Company announced that it obtained an amendment to the Restructured Facilities, providing for an extension of the maturity date to October 2004 (see further below for more details on the amended facilities).

The Restructured Facilities originally provided for an increase in availability under the five-year Credit Agreement from $500 million to $830 million, availability under the Rexair Credit Facility of $195 million (reduced by $5 million in May 2002), the termination of the multi-currency borrowing feature under the five-year Credit Agreement, the elimination of the 364-day Credit Facility and scheduled permanent reductions of the Company s senior debt (a combination of the Restructured Facilities, the Senior Notes and other defined obligations). The required cumulative permanent principal reductions of the Company s senior debt were scheduled at $75 million, $200 million, $450 million and $600 million during the periods ending December 31, 2001; March 31, 2002; June 30, 2002 and October 15, 2002, respectively.

On December 21, 2001, the Company obtained a waiver from its lenders under the Restructured Facilities that permitted the Company to satisfy the remaining balance of the December 31, 2001 $75 million reduction through a permanent reduction of the unfunded commitments under the Restructured Facilities, to the extent not satisfied through cash flow or asset sale proceeds. Under the terms of the waiver, the permanent reduction resulting from the sale of Ames True Temper was reduced by the amount of the unfunded commitment (approximately $58 million) used to satisfy the December 31, 2001 amortization. In October 2002, the Company obtained a similar waiver from its lenders to satisfy the remaining balance of the October 15, 2002 reduction (approximately $27 million), through a reduction of the unfunded commitments. With the sale of SiTeco on October 18, 2002, this portion of the unfunded commitment was restored. On June 30, 2002, the Company obtained an amendment to the Rexair Credit Facility which contained, among other things, revised ratios for interest coverage and consolidated leverage as well as revised minimum EBITDA covenants.

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Under the Restructured Facilities, substantially all proceeds from the sale of assets are required to be applied to reduce the Company s funded and unfunded senior debt, on a pro rata basis. The senior debt includes the Senior Notes where the Company or any subsidiary subject to the Senior Notes covenants completes an asset sale. Proceeds allocable to the Senior Notes and other defined obligations are required to be deposited in cash collateral accounts for the benefit of the relevant holders; any claims of the lenders of the Restructured Facilities to amounts on deposit in the cash collateral accounts are subordinated to the claims of the relevant holders, including the payment in full of the Senior Notes and other obligations. Any reductions of senior debt with asset sale proceeds are credited dollar-for-dollar towards the scheduled permanent principal reductions. Below is a summary of significant asset sales completed in fiscal 2002.

	Transaction Date	Gross Proceeds	Estimated Transaction and Other Costs (1)	Deposited in Escrow Accounts	Reduction of Restructured Facilities
Ames True Temper	1/14/2002	$ 165.0	$ 21.9	$ 44.1	$ 99.0
Strategic Notes	1/16/2002	107.6	1.7	31.9	74.0
Lighting Corp. of America	4/26/2002	250.0	39.8	64.3	145.9
Selkirk	6/24/2002	40.0	5.1	7.1	27.8

(1) Estimated transaction and other costs include working capital adjustments and escrows for future liabilities. Approximately $24.3 million of these costs are still outstanding as of September 30, 2002 ($15.8 million in current liabilities and $8.5 million in long-term liabilities).

On September 6, 2002, the Company sold substantially all of the assets of Spear & Jackson to MegaPro Tools, Inc. (MegaPro). Net proceeds consisted of notes from the buyer of £150,000 and a 29.5% equity interest in the common shares of the buyer. The Company is subject to restrictions on the voting and disposition of these shares. This investment was recorded at its fair value at the date of acquisition based on an independent valuation in accordance with the Company s accounting policy (See Note 2).

On October 18, 2002, the Company completed the sale of SiTeco to funds advised by JPMorgan Partners, the private equity arm of JPMorgan Chase & Company. Net proceeds of approximately $103.8 million were applied to reduce the Company s funded and unfunded senior debt, including $34.0 million deposited into escrow accounts for the benefit of the holders of the Company s Senior Notes and certain other creditors.

Also in October 2002, the Restructured Facilities were amended, extending the maturity of the facilities to October 4, 2004. The amended Restructured Facilities decrease the availability of USI borrowings (excluding Rexair, the USI Facility) to $365 million, which consists of a $250 million term loan and $115 million revolving facility. Availability on the Rexair portion of the facilities was reduced to $90 million, which includes a $75 million term loan and $15 million revolver. Required cumulative permanent reductions of the USI Facility are scheduled on July 31, 2003 and August 31, 2004 for $20 million and $50 million, respectively. The Rexair Facility requires cumulative permanent reductions of $2 million per quarter in fiscal 2003 and $3 million for each of the first three quarters of 2004.

The Restructured Facilities require that the Company and Rexair maintain minimum monthly EBITDA, as defined; comply with maximum monthly capital expenditure limits; maintain minimum availability (as defined) of no less than $25 million and comply with other customary affirmative and negative covenants. In addition, the amended Rexair Credit Facility requires that excess cash generated by Rexair be segregated from excess cash generated by the remainder of the Company s operations and used only to reduce the debt outstanding on the Rexair Credit Facility. The Senior Notes and the Restructured Facilities contain cross-default and cross-acceleration provisions.

The Restructured Facilities provide for increasing interest rates over the remaining term. The spread over London Interbank Offered Rate (LIBOR) was 275 basis points until December 31, 2001, after which the spread increased by 50 basis points each quarter thereafter through December 2002. With the amendment in October 2002, the interest rate increases to 675 basis points over LIBOR from December 2002 through June 2003. Beginning July 2003 the spread will increase by 50 basis points on the first day of each quarter through the maturity date. The Restructured Facilities also provide for several new fees including an unused commitment fee of 0.50% (which increases to 0.75% with the October 2002 amendment) and a facing fee on all outstanding letters of credit of 0.25% per annum.

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The lenders of the Revolving Facilities were granted on April 30, 2001 security interests in substantially all of the assets of the Company and its domestic subsidiaries, including shares of the Company s domestic subsidiaries and 65% of the shares of certain of the Company s foreign subsidiaries. As a result of having the Revolving Facilities secured, the Rexair Guarantee became secured with certain assets. In addition, the Company s Senior Notes also became equally and ratably secured with the Revolving Facilities and the Rexair Guarantee with respect to the assets of the Company and its subsidiaries that are subject to the covenant restrictions under the Senior Notes. The covenants contained in the indentures under which the Senior Notes were issued apply to the Company and any domestic subsidiary that is a significant subsidiary (within the meaning of rule 1-02(w) of Regulation S-X promulgated under the Securities and Exchange Act of 1934 or any successor provision). In accordance with the Rule, the determination that a subsidiary is a significant subsidiary is made on a consolidated basis, taking into account such subsidiary and all of its consolidated subsidiaries. The subsidiaries identified as significant subsidiaries at October 1, 2002 include USI Atlantic Corp., USI American Holdings, Inc., USI Global Corp., JUSI Holdings, Inc., Jacuzzi Inc. and Zurn Industries, Inc. After considering the equal and ratable security interest of the Senior Notes, separate financial statements for USI Atlantic Corp., USI American Holdings, Inc., USI Global Corp.,and JUSI Holdings, Inc. are included elsewhere in this annual report. A significant subsidiary may itself have one or more subsidiaries that, when looked at on a consolidated basis, do not constitute significant subsidiaries under the Rule. As a result, these subsidiaries, on a stand-alone basis, are not subject to the covenant restrictions under the Senior Notes, and no portion of the proceeds of assets sales completed by these subsidiaries would be allocable to the Senior Notes.

The security interests that were granted to the lenders of the Revolving Facilities on April 30, 2001 remain in place under the Restructured Facilities, as do the arrangements to equally and ratably secure the Rexair Guaranty and to equally and ratably secure the Senior Notes with certain assets. In addition, certain domestic and foreign subsidiaries of the Company that are not subject to the Senior Notes covenant restrictions have guaranteed the Restructured Facilities. Under the Restructured Facilities, the Company also agreed to provide the lenders with security interests in the shares and assets of certain of the Company s foreign subsidiaries.

Below is a pro forma summary of the new debt structure of the Company after considering the exchange offerings on the Senior Notes, the proceeds received on the sale of SiTeco and the amendment to the Restructured Facilities.

	As of Sep 30, 2002	Pro Forma As of Sep 30, 2002
	(in millions)	
Notes payable	$ 15.3	$ 15.3
7.125% Senior Notes due fiscal 2004	249.5	11.8
7.25% Senior Notes due fiscal 2007	124.1	69.8
11.25% Senior Notes due fiscal 2006		133.1
Restructured Facilities, Rexair	92.8	78.8
Restructured Facilities, U.S. Industries	317.5	245.7
Other long-term debt	8.9	8.9
	808.1	563.4
Less escrow for Senior Notes	(134.1)	(4.9)
Net debt outstanding	$ 674.0	$ 558.5

At November 23, 2002, the Company had approximately $355.0 million committed under the USI Facility, of which approximately $261.2 million had been utilized and the balance of $93.8 million was available. Also as of November 23, 2002, $14.3 million was available for borrowing solely by Rexair under the Rexair Credit Facility. These amounts are net of letters of credit outstanding of $15.1 million. The Company also had letters of credit outstanding with other financial institutions totaling $28.6 million as of November 23, 2002. The Company believes that completed assets sales, cash flows from operations and proceeds from refundable taxes will be sufficient to meet future liquidity and other capital needs. The Company will continue to pursue alternative funding arrangements to fund amounts due upon the maturity of the Restructured Facilities and Senior Notes beginning on October 4, 2004.

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NEW ACCOUNTING PRONOUNCEMENTS

In June 2001, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standard (Statement) No. 143, *Accounting for Asset Retirement Obligations*, which is effective for fiscal years beginning after June 15, 2002. The Statement requires legal obligations associated with the retirement of long-lived assets to be recognized at their fair value at the time the obligations are incurred. Upon initial recognition of a liability, that cost should be capitalized as part of the related long-lived asset and allocated to expense over the useful life of the asset. The Company will adopt the new rules on asset retirement obligations on October 1, 2002. Application of the new rules is not expected to have a significant impact on the Company s financial position and results of operations.

In August 2001, the FASB issued Statement No. 144, *Accounting for the Impairment or Disposal of Long-lived Assets*, which addresses financial accounting and reporting for the impairment or disposal of long-lived assets and supercedes Statement No. 121, *Accounting for the Impairment of Long-lived Assets and for Long-lived Assets to be Disposed Of*, and the accounting and reporting provisions of Accounting Principles Board Opinion No. 30, *Reporting the Results of Operations for a Disposal of a Segment of a Business*. Statement No. 144 is effective for fiscal years beginning after December 15, 2001, with earlier application encouraged. The Company expects to adopt the new rules as of October 1, 2002, and it does not expect adoption of the Statement to have a significant impact on the Company s financial position and results of operations.

In April 2002, the FASB issued Statement No. 145, *Rescission of FASB Statements No. 4, 44 and 64, Amendment of FASB Statement No. 13 and Technical Correction.* This Statement eliminates extraordinary accounting treatment for reporting gain or loss on debt extinguishment, and amends other existing authoritative pronouncements to make various technical corrections, clarifies meanings or describes their applicability under changed conditions. The provisions of this Statement will be effective for the Company October 1, 2002; however, early application of the Statement is encouraged. Debt extinguishments reported as extraordinary items prior to scheduled or early adoption of this Statement would be reclassified following adoption. The Company does not anticipate a significant impact on its cash flows or results of operations as a result of adopting this Statement.

In June 2002, the FASB issued Statement No. 146, *Accounting for Costs Associated with Exit or Disposal Activities.* This Statement requires that the Company record costs associated with exit or disposal activities at their fair values when a liability has been incurred. Under previous guidance, certain exit costs were accrued upon management s commitment to an exit plan, which is generally before an actual liability has been incurred. The Company is required to adopt this Statement on October 1, 2002. The Company does not expect the adoption of this Statement to have a material affect on its cash flows or the results of its operations.

FOREIGN CURRENCY MATTERS

The functional currency of each of the Company s foreign operations at September 30, 2002 is the local currency. Assets and liabilities of foreign subsidiaries are translated at the exchange rates in effect at the balance sheet dates, while revenue, expenses and cash flows are translated at average exchange rates for the period. Translation gains and losses are reported as a component of Stockholders Equity.

EFFECTS OF INFLATION

Because of the relatively low level of inflation experienced in the Company s principal markets, inflation did not have a material impact on its results of operations in fiscal 2002, 2001 or 2000.

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CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Management s discussion and analysis of its financial condition and results of operations are based upon the Company s condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses as well as the disclosure of contingent assets and liabilities. Management regularly reviews its estimates and assumptions. These estimates and assumptions, which are based upon historical experience and on various other factors believed to be reasonable under the circumstances, form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Reported amounts and disclosures may have been different had management used different estimates and assumptions or if different conditions had occurred in the periods presented. The Company s accounting policies can be found in Note 2 to the Company s Consolidated Financial Statements. Below is a discussion of the policies that the Company believes may involve a high degree of judgment and complexity.

Trade Receivables

The Company records an allowance for doubtful accounts, reducing its receivables balance to an amount the Company estimates is collectible from its customers. Management uses significant judgment in estimating uncollectible amounts, considering numerous factors such as current overall economic conditions, industry-specific economic conditions, historical and current customer performance and customer relationships. Although the Company considers its allowances for uncollectible accounts to be adequate and proper, changes in economic conditions or customer circumstances could have a material effect on the reserve balances required. Historically, actual results have not deviated significantly from those previously estimated by management.

Inventories

The Company s inventories are stated at the lower of cost or market value. Management reviews its inventory balances to determine if inventories can be sold at amounts equal to or greater than their recorded values. The review includes the identification of slow-moving inventories, obsolete inventories and discontinued products based on the historical performance of the inventories and current operational plans for inventories, as well as estimated future customer demand for the inventories. Historically, actual results have not deviated significantly from those previously estimated by management.

Deferred Income Taxes

Deferred tax assets and liabilities represent the tax effects, based on current law, of any temporary differences in the timing of when revenues and expenses are recognized for tax purposes and when they are recognized for financial statement purposes. Management reviews the deferred tax assets periodically for recoverability, and valuation allowances are provided as necessary. The Company considers expected future income and gains from investments as well as tax planning strategies, including the potential sale of certain assets, in assessing the need for a valuation allowance against its deferred tax assets. If future taxable income is different than expected, the Company may need to change its valuation allowance on its deferred tax assets.

Net Assets Held for Sale

The Company records reserves for the difference between the carrying value and the net realizable value of its net assets held for sale. These reserves require that management make assumptions about estimated proceeds, based on the demand for these assets and current market conditions, and about estimated costs to sell, based on management s professional knowledge and experience. The Company monitors these reserves on an on-going basis and records adjustments to its estimates based on actual results and management s updated knowledge.

Goodwill and Other Intangibles

The Company has significant intangible assets related to goodwill and other acquired intangibles. The determination of related estimated useful lives and whether or not these assets are impaired involves significant judgment. Changes in strategy, reporting unit operating results and/or market conditions could significantly impact management s judgment and could require adjustments to recorded asset balances.

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Commitments and Contingencies

The Company is subject to proceedings, lawsuits and other claims related to environmental, labor, product and other matters. The Company is required to assess the likelihood of any adverse judgments or outcomes to these matters as well as potential ranges of probable losses. Management determines the amount of reserves needed, if any, for each individual issue based on their professional knowledge and experience and discussions with legal counsel. The required reserves may change in the future due to new developments in each matter, the ultimate resolution of each matter or changes in approach, such as a change in settlement strategy, in dealing with these matters.

Pension and Post-Retirement Benefits

The Company has significant pension and post-retirement benefit income and expense and assets/liabilities that are developed from actuarial valuations. These valuations include key assumptions regarding discount rates, expected return on plan assets, mortality rates, merit and promotion increases and the current health care cost trend rate. The Company considers current market conditions in selecting these assumptions. Changes in the related pension and post-retirement benefit income/costs or assets/liabilities may occur in the future due to changes in the assumptions. When valuing the pension plans at September 2002, the Company reduced its discount rate and expected rate of return on assets. This change in assumptions will reduce the amount of pension income recognized by approximately $5.2 million in fiscal 2003 as compared to fiscal 2002. The lower discount rate and increase in current healthcare costs are also expected to increase expenses related to post-retirement benefits by approximately $2.3 million in 2003.

Environmental and Asbestos Liabilities

It is often difficult to estimate the future impact of environmental matters, including potential liabilities. The Company accrues for losses associated with environmental remediation obligations when such losses are probable and reasonably estimable. This practice is followed whether the claims are asserted or unasserted. Reserves for estimated losses from environmental remediation are, depending on the site, based primarily upon internal or third party environmental studies, and estimates as to the number, participation level and financial viability of any other PRP s, the extent of contamination and the nature of required remedial actions. Such accruals are adjusted as further information develops or circumstances change. Costs of future expenditures for environmental remediation obligations are not discounted to their present fair value. Recoveries of environmental remediation costs from other parties are recognized as assets when their receipt is deemed probable. Management expects that the amount reserved will be paid out over the periods of remediation for the applicable sites, which range up to 30 years, and that such reserves are adequate based on all current data. Each of the sites in question is at various stages of investigation or remediation; however, no information currently available reasonably suggests that projected expenditures associated with remedial action or compliance with environmental laws for any single site or for all sites in the aggregate, will have a material adverse affect on the Company s financial condition, results of operations or cash flows.

The estimate of Zurn s asbestos liability is developed from actuarial valuations and is based on its view of the current and anticipated number of future asbestos claims, the timing and amounts of asbestos payments, the status of ongoing litigation and the potential impact of defense strategies and settlement initiatives. However, there are inherent uncertainties involved in estimating both the number of future asbestos claims as well as future settlement costs, and the actual liability could exceed Zurn s estimate due to changes in facts and circumstances after the date of the estimate. Zurn s present estimate of its asbestos liability is predicated on the assumption that its recent vigorous defense strategy will enable it to reduce both its claim frequency and claim severity in the future. While Zurn believes there is evidence, in recent claims settlements, for such an impact of successful defense strategy, if the defense strategy ultimately is not successful, to the extent assumed by Zurn, then severity and frequency of asbestos claims could increase substantially above Zurn s estimates. Further, while there is presently no reasonable basis for estimating Zurn s asbestos liability beyond 2012, such liability may continue beyond 2012, and such liability could be substantial.

Revenue Recognition

The Company records revenue when delivery has occurred and title has passed to the customer. Provisions are made for warranties and returns. Management uses significant judgment in estimating warranty and sales return costs, considering numerous factors such as current overall economic conditions, industry-specific economic conditions and historical sales return and warranty rates. Although the Company considers its warranty and sales return reserves to be adequate and proper, changes in historical customer patterns could require adjustments to the reserves. Historically, however, actual results have not deviated significantly from those previously estimated by management. The Company also records reductions to its revenues for customer and distributor programs and incentive offerings including special pricing agreements, promotions and other volume-based incentives. The Company may take actions to increase customer incentive offerings possibly resulting in an incremental reduction of revenue at the time the incentive is offered.

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DISCLOSURE CONCERNING FORWARD-LOOKING STATEMENTS AND FACTORS THAT MAY AFFECT FUTURE RESULTS

In December 1995, the Private Securities Litigation Reform Act of 1995 (the Act) was enacted by the United States Congress. The Act, as amended, contains certain amendments to the Securities Act of 1933 and the Securities Exchange Act of 1934. These amendments provide protection from liability in private lawsuits for forward-looking statements made by public companies. The Company takes advantage of the safe harbor provisions of the Act.

The Company s Annual Report on Form 10-K, including the Letter of the Chairman and Chief Executive Officer included in the Annual Report to Stockholders contains both historical information and other information that may be used to infer future performance. Examples of historical information include the Company s annual financial statements and the commentary on past performance contained in the MD&A. While the Company has specifically identified certain information as being forward-looking in the context of its presentation, the Company cautions the reader that, with the exception of information that is clearly historical, all the information contained in this Annual Report on Form 10-K and the letter of the Chairman and Chief Executive Officer included in the Report to Stockholders should be considered to be forward-looking statements as referred to in the Act. Without limitation, when it uses the words believe, estimate, plan, expect, intend, anticipate, conti project, probably, should, and similar expressions, the Company intends to clearly express that the information deals with possible future events and is forward-looking in nature.

Forward-looking information involves risks and uncertainties. This information is based on various factors and assumptions about future events that may or may not actually come true. As a result, the Company s operations and financial results in the future could differ substantially from those the Company has discussed in the forward-looking statements in this Annual Report and other documents that have been filed with the Securities and Exchange Commission. In particular, various economic and competitive factors, including those discussed below could cause the Company s actual results in future years to differ materially from those expressed in any forward-looking statement. All subsequent written and oral forward-looking statements attributable to the Company are expressly qualified in their entirety by the foregoing factors.

The following are some of the factors we believe could cause our actual results to differ materially from expected and historical results. Other factors besides those listed here could also adversely affect results.

Covenants of Senior Secured Credit Facilities

The senior secured credit facilities contain various provisions that limit our management s discretion by restricting its ability to, among other things:

- incur additional debt or enter into sale and lease back transactions;
- pay dividends or distributions on our capital stock or repurchase our capital stock;
- issue preferred stock of subsidiaries;
- make certain investments;
- create liens to secure debt;
- enter into transactions with affiliates;
- merge or consolidate with another company; and
- transfer and sell assets.

In addition, the senior secured credit facilities require the Company to meet specified financial ratios and tests. These restrictions could limit the Company s ability to plan for or react to market conditions or meet extraordinary capital needs or otherwise restrict corporate activities.

If the Company were to fail to comply with the covenants and restrictions of the senior secured credit facilities, senior notes or any other subsequent financing agreements, a default could occur. Such a default could allow the lenders, if the agreements so provide, to accelerate the related debt as well as any other debt to which a cross-acceleration or cross-default provision applies. In addition, the lenders could terminate any commitments they had made to supply us with further funds.

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Substantial Indebtedness

The Company is highly leveraged. The Company s high level of indebtedness could further interfere with its ability to operate its business. For example, it could:

- increase our vulnerability to general adverse economic and industry conditions;
- limit our ability to obtain additional financing;
- require the dedication of a substantial portion of our cash flow from operations to the payment of principal of, and interest on, our indebtedness;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry; and
- place us at a competitive disadvantage relative to less leveraged competitors.

The Company s ability to generate sufficient cash flow from operations to pay the principal of, and interest on, our indebtedness is uncertain. In particular, the Company may not meet its anticipated revenue and operating expense targets, and as a result, its future debt service obligations could exceed the cash available to it.

Significant Customers

The Company has certain customers that are very important to its business and the successful implementation of its business strategy. Some of the Company s products are sold in very competitive markets. Competitors may adopt more aggressive policies and devote greater resources to the development, promotion and sale of their products than the Company, which could result in a loss of customers. The loss of one or more of these major customers could have a material adverse effect on the Company s business, results of operations and financial condition.

Prices of Raw Materials or Finished Goods

The Company purchases most of the raw materials for its products on the open market, and relies on third parties for the sourcing of certain finished goods. As such, cost of products sold may be affected by changes in the market price of raw materials or sourced finished goods. The Company does not generally engage in commodity hedging transactions for raw materials. Significant increases in the prices of the Company s products due to increases in the cost of raw materials or sourcing could have a negative effect on demand for its respective end-products, or to the extent the Company cannot pass such increases on to its customers, on its margins and profitability, as well as a material adverse effect on the Company s business, financial condition and results of operations.

Interest Rate Sensitivity

The interest rate relating to the Company s Restructured Facilities is based on a spread over LIBOR. The Restructured Facilities represent a considerable portion of the Company s debt, and a significant change in the LIBOR rate could have a material adverse effect on the Company s business, financial condition and results of operations. Currently the Company is not utilizing any interest rate protection agreements to limit its exposure to this risk.

International Operations

The Company has significant operations outside the United States. Also, certain of its domestic businesses generate significant revenue from export sales and certain businesses obtain a significant amount of finished goods from unaffiliated suppliers in East Asia. The Company s international operations subject it to risks associated with operating in foreign countries, including

fluctuations in currency exchange rates, unstable political and economic conditions, imposition of limitations on conversion of foreign currencies into dollars or remittance of dividends and other payments by foreign subsidiaries, imposition or increase of withholding and other taxes on remittances and other payments of foreign subsidiaries, hyperinflation in certain foreign countries and imposition or increase of investment and other restrictions by foreign governments. No assurance can be given that such risks will not have a material adverse effect on the Company s business, financial condition and results of operations.

Product Mix

Historically, the Company s businesses have sold a wide range of products. If the mix of products it sells shifts to include a larger percentage of products with lower profit margins, earnings may be negatively affected.

Environmental Regulation

The Company s past and present business operations and its past and present ownership and operation of real property are subject to extensive and changing federal, state, local and foreign environmental laws and regulations pertaining to the discharge of materials into the environment, the handling and disposal of wastes (including solid and hazardous wastes) or otherwise relating to health, safety and protection of the environment. As such, the nature of its operations and previous operations by others at real property owned by the Company expose it to the risk of claims under environmental, health and safety laws and regulations, and there can be no assurance that material costs or liabilities will not be incurred in connection with such claims. Based on the Company s experience to date, it does not expect such claims or the costs of compliance with federal, state, local and foreign environmental, health and safety laws and regulations to have a material impact on its capital expenditures, earnings or competitive position. No assurance can be given, however, that the discovery of presently unknown environmental conditions, changes in environmental, health and safety laws and regulations or their interpretation, or other unanticipated events will not give rise to expenditures or liabilities that may have such an effect.

Seasonality

The Company s business segments experience seasonal business swings, which correspond to the North American seasons. This seasonality requires the Company to manage its cash flows over the course of the year. If sales were to fall substantially below what the Company would normally expect during certain periods, its annual financial results would be adversely impacted and its ability to service debt may also be adversely affected.

Weather

Weather could adversely affect the Company s business, financial condition and our results of operation. Adverse weather, such as unusually prolonged periods of cold or rain, blizzards, hurricanes and other severe weather patterns, could delay or halt construction activity. For example, an unusually severe winter can lead to reduced construction activity and magnify the seasonal decline in the Company s net sales and earnings during the winter months.

Competition

The markets in which the Company sells its products are highly competitive. The Company competes against some international, national and many regional rivals, resulting in substantial pressure on our pricing and profit margins. In addition, certain of the Company s products from foreign manufacturers are subject to competition from other importers and could even be subject to competition from certain of the Company s customers seeking to source directly from such foreign manufacturers. As a result of pricing pressures, the Company may in the future experience reductions in profit margins. The Company believes that its purchasing power, nationwide distribution network and marketing capabilities and its manufacturing efficiency allow it to competitively price its products. The Company cannot assure you that it will be able to maintain or increase the current market share of its products successfully in the future.

Demand for Products

Many individuals who purchase the Company s products depend on financing either by independent consumer finance companies or, to a lesser extent, by independent distributors in order to make purchases. Fluctuations in the prevailing interest rates could affect the availability of financing to the Company s customers. The unavailability of consumer credit could lead to a reduction in demand for the Company s products and have a material adverse effect on the Company s business, financial condition and results of operations.

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Furthermore, demand in the building and home improvement product industries is influenced by new construction activity and the demand for replacement products as well as repairs/remodeling activity. There can be no assurance that the Company will maintain a balanced mix of new and repair/remodel revenue within the Bath & Plumbing segment. Accordingly, the strength of the U.S. economy (including confidence in the U.S. economy by our customers), the strength of the residential and commercial real estate markets, institutional building activity, the age of existing housing stock, job growth and interest rates have a direct impact on the Company. Threat or actual break out of hostilities and acts of war or terrorism involving the U.S. could also negatively impact construction, repair or remodeling activity. Any declines in new housing or commercial construction starts or demand for replacement building and home improvement products may adversely impact the Company and there can be no assurance that any such adverse effects would not be material and would not continue for an indeterminate period of time.

Increase in Size and Market Power of Distributors

The Company believes that there is a trend among its distributors to increase in size and market power. If this trend continues, they may be able to exert pressure on the Company to reduce prices and create price competition. Any resulting price competition may adversely affect the Company s sales and profit margins.

Business Strategy

The Company s ability to implement its business strategy successfully is dependent upon a number of factors including competition, availability of working capital and general economic conditions. Significant elements of the business strategy include growth of market share and introduction of related and new products. There can be no assurance that the Company will be able to implement its strategy or be able to obtain financing for such strategy on acceptable terms. The Indentures governing the senior secured credit facilities and senior notes will substantially limit the Company s ability to incur additional debt to finance its strategy. In addition, the failure to implement the Company s business strategy successfully may adversely affect its ability in the future to service its debt.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Board of Directors and Stockholders of
Jacuzzi Brands, Inc. (Formerly U.S. Industries, Inc.)

We have audited the consolidated balance sheets of Jacuzzi Brands, Inc. (the Company) as of September 30, 2002 and 2001, and the related consolidated statements of operations, cash flows, and changes in stockholders equity for each of the three years in the period ended September 30, 2002. Our audits also included the financial statement schedule listed in the index at Item 14(a). These financial statements and schedule are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the 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 the Company at September 30, 2002 and 2001, and the consolidated results of its operations and its cash flows for each of the three years in the period ended September 30, 2002, in conformity with accounting principles generally accepted in the United States. Also, 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.

As discussed in Note 1, the Company restated its 2001 and 2002 consolidated financial statements to treat approximately $17.4 million of costs, which had previously been expensed, as additional purchase price in connection with the re-acquisition of Rexair, Inc. in fiscal 2001. The Company also restated its 2001 and 2002 consolidated financial statements for the reallocation of the purchase price in the re-acquisition of Rexair, Inc., among identifiable intangible assets, goodwill and deferred tax liabilities and for the change in designation of the distributor network to a finite-lived intangible asset with a 40-year estimated life.

As discussed in Note 2 to the consolidated financial statements, the Company changed its method of accounting for goodwill and other intangible assets in 2002.

/s/ Ernst & Young LLP

West Palm Beach, Florida
November 8, 2002, except for Note 13
as to which the date is July 15, 2003;
and Paragraphs 4 through 10 of Note 1
as to which the date is October 16, 2003

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JACUZZI BRANDS, INC. (F/K/A U.S. INDUSTRIES, INC.)

CONSOLIDATED STATEMENTS OF OPERATIONS
(in millions except per share)

	For the Fiscal Years Ended September 30,		
	2002 (Restated)	2001 (Restated)	2000
Net sales	$1,159.5	$1,107.1	$1,724.9
Operating costs and expenses:			
Cost of products sold	799.8	783.4	1,250.8
Selling, general and administrative expenses	255.1	246.5	330.1
Impairment and restructuring charges	7.2	100.2	60.2
Operating income (loss)	97.4	(23.0)	83.8
Interest expense	(75.7)	(88.8)	(85.3)
Interest income	4.6	25.2	16.7
Gain on sale of businesses			39.3
Equity (losses) earnings in investees		(1.4)	3.1
Other expense, net	(15.6)	(79.8)	(4.7)
Income (loss) before income taxes, discontinued operations and cumulative effect of accounting change	10.7	(167.8)	52.9
Benefit (provision) for income taxes	22.4	5.4	(14.2)
Income (loss) from continuing operations	33.1	(162.4)	38.7
Discontinued operations:			
Loss from operations (net of tax provisions of $37.1 and $6.5 in 2001 and 2000, respectively)		(103.7)	(3.1)
Gain (loss) on disposals (net of tax benefit of $10.3 in 2001)	7.8	(240.4)	
Income (loss) from discontinued operations	7.8	(344.1)	(3.1)
Cumulative effect of accounting change, net of taxes of $0.8 in 2001		(0.7)	
Net income (loss)	$ 40.9	$ (507.2)	$ 35.6
Income (loss) per basic share:			
Continuing operations	$ 0.45	$ (2.19)	$ 0.48
Discontinued operations	0.10	(4.65)	(0.04)
Cumulative effect of accounting change		(0.01)	
Net income (loss)	$ 0.55	$ (6.85)	$ 0.44
Income (loss) per diluted share:			
Continuing operations	$ 0.45	$ (2.19)	$ 0.47
Discontinued operations	0.10	(4.65)	(0.04)
Cumulative effect of accounting change		(0.01)	
Net income (loss)	$ 0.55	$ (6.85)	$ 0.43

See notes to Consolidated Financial Statements.

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JACUZZI BRANDS, INC. (F/K/A U.S. INDUSTRIES, INC.)

CONSOLIDATED BALANCE SHEETS
(in millions, except share data)

	(Restated) At September 30,	
	2002	**2001**
ASSETS		
Current assets:		
Cash and cash equivalents	$ 32.1	$ 65.2
Restricted cash collateral accounts	142.9	
Trade receivables, net of allowances of $8.6 in 2002 and $8.3 in 2001	230.7	228.8
Inventories	183.0	191.0
Deferred income taxes	31.0	6.2
Net assets held for sale	103.8	491.6
Income taxes receivable	37.2	6.8
Other current assets	24.6	137.4
Total current assets	785.3	1,127.0
Restricted cash collateral accounts	15.4	4.4
Property, plant and equipment, net	144.3	158.5
Pension assets	140.4	152.1
Insurance for asbestos claims	145.0	107.0
Other assets	34.9	32.2
Goodwill and other intangibles, net	350.9	349.2
TOTAL ASSETS	$1,616.2	$1,930.4
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Notes payable	$ 15.3	$ 12.0
Current maturities of long-term debt	275.9	436.5
Trade accounts payable	99.5	101.3
Accrued expenses and other current liabilities	131.7	128.3
Total current liabilities	522.4	678.1
Long-term debt	516.9	778.3
Deferred income taxes	42.1	37.1
Asbestos claims	145.0	107.0
Other liabilities	135.4	112.9
Total liabilities	1,361.8	1,713.4
Commitments and contingencies		
Stockholders equity:		
Common stock (par value $.01 per share, authorized 300,000,000 shares; issued 99,096,734 shares; outstanding 74,607,499 and 74,286,648 shares in 2002 and 2001, respectively)	1.0	1.0
Paid in capital	655.5	660.8
Accumulated deficit	(2.6)	(43.5)
Unearned restricted stock	(1.7)	(6.0)
Accumulated other comprehensive loss	(39.1)	(30.8)
Treasury stock (24,489,235 and 24,810,086 shares, respectively) at cost	(358.7)	(364.5)
Total stockholders equity	254.4	217.0

TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$1,616.2	$1,930.4

See notes to Consolidated Financial Statements.

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JACUZZI BRANDS, INC. (F/K/A U.S. INDUSTRIES, INC.)

CONSOLIDATED BALANCE SHEETS
(in millions, except share data)

	For the Fiscal Years Ended September 30,		
	2002 (Restated)	2001 (Restated)	2000
OPERATING ACTIVITIES:			
Income (loss) from continuing operations	$ 33.1	$ (162.4)	$ 38.7
Adjustments to reconcile income (loss) from continuing operations to net cash provided by (used in) operating activities of continuing operations:			
Depreciation and amortization	28.1	38.0	48.0
Amortization of deferred financing costs	6.9	4.2	3.9
(Benefit) provision for deferred income taxes	(34.8)	(2.7)	9.6
Provision for doubtful accounts	3.9	2.8	3.0
Gain on sale of excess real estate	(0.8)		(3.2)
Equity loss (earnings) in investee		1.4	(3.1)
Gain on sale of businesses			(39.3)
Loss on sale of property, plant and equipment	1.7		0.7
Impairment, restructuring and other charges	0.8	145.2	43.8
Changes in operating assets and liabilities, excluding the effects of acquisitions and dispositions:			
Trade receivables	(11.0)	39.3	(20.8)
Inventories	10.6	10.6	(3.7)
Other current assets	3.9	(3.3)	(5.1)
Other assets	(7.4)	(4.1)	(26.1)
Trade accounts payable	(1.9)	1.0	(38.9)
Income taxes payable	(2.2)	0.4	(14.8)
Accrued expenses and other current liabilities	(4.7)	(18.5)	(40.1)
Other liabilities	9.9	(22.3)	(16.9)
Other, net	(0.3)	(0.3)	
Net cash provided by (used in) operating activities of continuing operations	35.8	29.3	(64.3)
Income (loss) from discontinued operations	7.8	(344.1)	(3.1)
Adjustments to reconcile income (loss) from discontinued operations to net cash provided by discontinued operations:			
(Gain)/loss on disposal of discontinued operations	(7.8)	240.4	
Impairments and other charges		121.4	84.0
Other increases (decreases) in net assets held for sale	24.7	49.5	(52.1)
Net cash provided by discontinued operations	24.7	67.2	28.8
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	60.5	96.5	(35.5)
INVESTING ACTIVITIES:			
Proceeds from sale of businesses	388.2	7.5	402.2
Proceeds from sale of Strategic Notes	105.9		24.3
Acquisition of companies, net of cash acquired			(78.4)
Purchases of property, plant and equipment	(15.6)	(22.9)	(33.1)
Proceeds from sale of property, plant and equipment	1.5	5.5	1.2
Proceeds from sale of excess real estate	0.5	3.2	5.5
Other investing activities, net	1.3	(0.7)	0.3

NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	481.8	(7.4)	322.0
FINANCING ACTIVITIES:			
Proceeds from long-term debt	72.5	1,544.6	3,127.7
Repayment of long-term debt	(498.3)	(1,514.9)	(3,284.9)
Escrow deposits	(152.7)	(4.4)	
Proceeds (repayment) of notes payable, net	2.6	(13.4)	5.5
Payment of dividends		(7.7)	(16.8)
Proceeds from exercise of stock options		0.3	4.4
Purchase of treasury stock		(43.1)	(143.4)
Other financing activities, net		(0.9)	
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	(575.9)	(39.5)	(307.5)
Effect of exchange rate changes on cash and cash equivalents	0.5	(9.1)	(12.0)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(33.1)	40.5	(33.0)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	65.2	24.7	57.7
CASH AND CASH EQUIVALENTS AT END OF YEAR	$ 32.1	$ 65.2	$ 24.7

See notes to Consolidated Financial Statements.

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JACUZZI BRANDS, INC. (F/K/A U.S. INDUSTRIES, INC.)

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY FOR THE FISCAL YEARS ENDED SEPTEMBER 30, 2002, 2001 AND 2000 (in millions except share data)

	Common Stock	Paid in Capital	Retained Earnings (Deficit)	Unearned Restricted Stock	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Comprehensive Income (Loss)	Total
Balance at September 30, 1999	$ 1.0	$ 701.1	$ 448.2	$ (15.9)	$ (26.9)	$ (187.3)		$ 920.2
Net income			35.6				$ 35.6	35.6
Cash dividend declared ($0.20 per share)			(16.2)					(16.2)
Amortization of unearned restricted stock				3.3				3.3
Purchase of 11,453,020 shares of common stock						(143.4)		(143.4)
Treasury stock issued to employees and directors (223,753 shares)		(0.6)		(2.9)		3.5		
Forfeiture of 148,698 shares of unearned restricted stock				2.5		(2.5)		
Treasury stock issued (428,311 shares) upon exercise of options		(3.3)				7.7		4.4
Payment for guarantee of stock value for acquisition		(36.0)						(36.0)
Sale of Diversified businesses:								
Accelerated amortization of unearned restricted stock				3.9				3.9
Translation adjustment					5.4		5.4	5.4
Minimum pension liability adjustment					1.7		1.7	1.7
Translation adjustment					(24.8)		(24.8)	(24.8)
Minimum pension liability adjustment					(0.4)		(0.4)	(0.4)
Other comprehensive loss							(18.1)	
Total comprehensive income							$ 17.5	
Balance at September 30, 2000	1.0	661.2	467.6	(9.1)	(45.0)	(322.0)		753.7
Net loss (restated)			(507.2)				$ (507.2)	(507.2)
Cash dividend declared ($0.05 per share)			(3.9)					(3.9)
Amortization of unearned restricted stock				2.9				2.9
Purchase of 2,815,200 shares of common stock						(43.1)		(43.1)
Treasury stock issued to directors (20,640 shares)		(0.2)				0.3		0.1
Forfeiture of 8,500 shares of unearned restricted stock				0.2		(0.2)		
Treasury stock issued (30,000 shares) upon exercise of options		(0.2)				0.5		0.3
Discontinued operations:								
Translation adjustment					27.4		27.4	27.4
Minimum pension liability adjustment					7.1		7.1	7.1
Translation adjustment					(13.2)		(13.2)	(13.2)
Fair value of derivatives adjustment					(1.4)		(1.4)	(1.4)
Minimum pension liability adjustment					(5.7)		(5.7)	(5.7)

Other comprehensive income							14.2	
Total comprehensive loss							$ (493.0)	
Balance at September 30, 2001 (Restated)	1.0	660.8	(43.5)	(6.0)	(30.8)	(364.5)		217.0
Net income (restated)			40.9				$ 40.9	40.9
Amortization of unearned restricted stock (continuing operations)				2.4				2.4
Amortization of unearned restricted stock (discontinued operations)				1.7				1.7
Treasury stock issued to directors (90,880 shares)		(1.3)				1.5		0.2
Treasury stock issued in 401K match (262,804 shares)		(3.5)				4.4		0.9
Forfeiture of 32,833 shares of unearned restricted stock		(0.5)		0.2		(0.1)		(0.4)
Translation adjustment					3.4		3.4	3.4
Fair value of derivatives adjustment					1.4		1.4	1.4
Minimum pension liability adjustment					(13.1)		(13.1)	(13.1)
Other comprehensive loss							(8.3)	
Total comprehensive income							$ 32.6	
Balance at September 30, 2002 (Restated)	$ 1.0	$ 655.5	$ (2.6)	$ (1.7)	$ (39.1)	$ (358.7)		$ 254.4

See notes to Consolidated Financial Statements.

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JACUZZI BRANDS, INC. (F/K/A U.S. INDUSTRIES, INC.)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 BASIS OF PRESENTATION

The Company manufactures and distributes a broad range of consumer and industrial products through its two business segments Bath & Plumbing and Rexair.

The Company operates on a 52- or 53-week fiscal year ending on the Saturday nearest to September 30. The fiscal year periods presented in our consolidated financial statements consisted of the 52 weeks ending on September 28, 2002, September 29, 2001, or September 30, 2000, but are presented as of September 30 in each of those years for convenience. Businesses over which the Company has the ability to exercise significant influence, but are not consolidated into the Company s results, are accounted for using the equity method. In March 2000, the Company completed the disposition of a majority equity interest in its Diversified segment. The Company accounted for its retained interest in the Diversified segment under the equity method of accounting from March 2000 until January 2002, when the Company sold all remaining interests in that segment. The Company eliminates intercompany balances and transactions when consolidating the account balances of the subsidiaries.

Certain amounts have been reclassified in the Company s prior year statements to conform them to the presentation used in the current year.

Restatement

In October 2003, the Company completed a review of its accounting for the Rexair re-acquisition in response to comments received from the staff of the Securities and Exchange Commission arising as a result of their normal periodic review of the Company s filings. As a result of this review, the Company changed the accounting for its August 2001 re-acquisition of Rexair and the related amortization expense. Consequently, the Company capitalized as goodwill $17.4 million in transaction costs that had been previously expensed in its fiscal 2001 results. These transaction costs were deferred in connection with the March 2000 sale of the Company s interest in Rexair to Strategic Industries LLC (Strategic) and were charged to operations upon the re-acquisition of Rexair in August 2001.

The Company also revised the amount allocated to the Rexair distributor network in connection with the 2001 re-acquisition. The Company originally recorded the distributor network as an indefinite-lived intangible asset with a carrying value of $64 million. The Company reassigned a value of $36 million to the distributor network, recognized the distributor network as a finite-lived asset, and will amortize it on a straight-line basis over 40 years. The Company also recorded a deferred tax liability of $24.7 million for purchased intangibles and accrued expenses of $4.8 million, increasing the excess purchase price, and thus goodwill, by the same amount. The deferred tax liability will be reversed and a deferred tax benefit will be recognized over the amortization period of the intangible assets. The Company has restated its results from August 2001 as a result of these changes.

The revised allocation of the purchase price as of September 30, 2002 is as follows:

	Rexair Segment		
	Original Allocation	Revised Allocation	Amortizable Life
		(in millions)	
Distributor Network	$64.0	$ 36.0	40 years
Trade name	8.8	24.7	Indefinite
Patent	0.9	2.6	10 years
Goodwill		52.5	Indefinite
	$73.7	$115.8	

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JACUZZI BRANDS, INC. (F/K/A U.S. INDUSTRIES, INC.)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 1 BASIS OF PRESENTATION (Continued)

A reconciliation of the amounts previously reported in our consolidated balance sheets as of September 30, 2002 and September 30, 2001 to the amounts in this Report on Form 10-K/A is provided as follows:

	As Reported	Re-allocation of Rexair s Purchase Price	Reversal of Deferred Transaction Costs	Amortization of Intangible Assets	Amortization of Deferred Tax Benefit	As Restated
			(in millions)			
Goodwill and other intangibles, net						
September 2002	$ 310.0	$ 42.1	$	$ (1.2)	$	$ 350.9
September 2001	302.4	46.9		(0.1)		349.2
Total assets						
September 2002	$ 1,575.3	$ 42.1	$	$ (1.2)	$	$ 1,616.2
September 2001	1,883.6	46.9		(0.1)		1,930.4
Deferred income taxes (liabilities)						
September 2002	$ 17.9	$ 24.7	$	$	$ (0.5)	$ 42.1
September 2001	12.5	24.7			(0.1)	37.1
Accrued expenses and other current liabilities						
September 2002	$ 131.7	$	$	$	$	$ 131.7
September 2001	123.5	4.8				128.3
Total current liabilities						
September 2002	$ 522.4	$	$	$	$	$ 522.4
September 2001	673.3	4.8				678.1
Total liabilities						
September 2002	$ 1,337.6	$ 24.7	$	$	$ (0.5)	$ 1,361.8
September 2001	1,684.0	29.5			(0.1)	1,713.4
Stockholders equity						
September 2002	$ 237.7	$	$ 17.4	$ (1.2)	$ 0.5	$ 254.4
September 2001	199.6		17.4	(0.1)	0.1	217.0
Total liabilities & stockholders equity						
September 2002	$					