

FILED
U.S. BANKRUPTCY COURT
03 NOV 14 PM 3:45
NORTHERN DISTRICT
YOUNGSTOWN

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION

In re:

: Chapter 11
: Jointly Administered
:
: Chief Judge William T. Bodoh
:
: Case No. 00-43869
: Case No. 00-43868
: Case No. 00-43870
: Case No. 00-43871
: Case No. 00-43872
: Case No. 00-43899
: Case No. 00-43900
: Case No. 00-43904
: Case No. 00-43905
: Case No. 00-43911
: Case No. 00-43912
:
:

COPPERWELD CORPORATION
COPPERWELD BIMETALLICS PRODUCTS COMPANY
COPPERWELD EQUIPMENT COMPANY
COPPERWELD MARKETING & SALES COMPANY
COPPERWELD TUBING PRODUCTS COMPANY
METALLON MATERIALS ACQUISITION CORPORATION
MIAMI ACQUISITION CORPORATION
SOUTHERN CROSS INVESTMENT COMPANY
TAC ACQUISITION CORPORATION
WELDED TUBE CO. OF AMERICA
WELDED TUBE HOLDINGS, INC.,

Copperweld Debtors.

**NOTICE OF FILING OF AMENDED EXHIBITS TO
SECOND AMENDED JOINT PLAN OF REORGANIZATION OF
COPPERWELD CORPORATION AND CERTAIN OF ITS DEBTOR AFFILIATES**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On October 8, 2003 and November 7, 2003, the above-captioned debtors and debtors in possession (collectively, the "Copperweld Debtors") filed the Second Amended Joint Plan of Reorganization of Copperweld Corporation and Certain of its Debtor Affiliates and modifications thereto, respectively (collectively, the "Second Amended Plan").

2. On November 7, 2003, the Copperweld Debtors filed exhibits (the "Exhibits") to the Second Amended Plan.

3. On November 11, 2003, the Copperweld Debtors filed a Notice of Filing of Amended Exhibit V.A.1 to the Second Amended Joint Plan of Reorganization of Copperweld

#6912

Corporation and Certain of its Debtor Affiliates (D.I. 6881), which identifies the Executory Contracts and Unexpired Leases to Be Assumed and Assigned to New Copperweld or the Copperweld Distribution Trust, as applicable.

4. The Copperweld Debtors hereby file amended versions of the following Exhibits:

a. Exhibit I.A.6 to the Second Amended Plan is the form of the Asset Purchase Agreement, which is amended and attached hereto as Exhibit A;

b. Exhibit I.A.29 to the the Second Amended Plan is the form of the Consulting Agreements between New Copperweld¹ and James A. Loveland and James R. Smith, which are amended and attached hereto as Exhibit B;

c. Exhibit I.A.45 to the Second Amended Plan is the form of the Copperweld Distribution Trust Agreement, which is amended and attached hereto as Exhibit C;

d. Exhibit IV.C.1.a to the Second Amended Plan is the form of the Certificate of Incorporation of New Copperweld, which is amended and attached hereto as Exhibit D;

e. Exhibit IV.C.1.b to the Second Amended Plan is the form of the By-Laws of New Copperweld, which is amended and attached hereto as Exhibit E; and

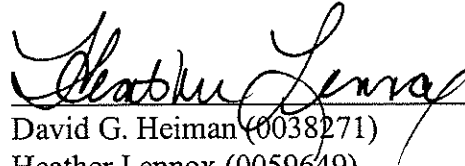
f. Exhibit IV.C.2.a to the Second Amended Plan identifies the Initial Board of Directors and Officers of New Copperweld, which is amended and attached hereto as Exhibit F.

¹ Capitalized terms used herein and not defined have the same meanings ascribed to them in the Second Amended Plan.

4. The Copperweld Debtors reserve the right to modify, amend, supplement, restate or withdraw any information on the Exhibits.

Dated: November 14, 2003

Respectfully submitted,



David G. Heiman (0038271)
Heather Lennox (0059649)
Nicholas M. Miller (0069393)
JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Phone: (216) 586-3939
Facsimile: (216) 579-0212

Jeffrey B. Ellman (OH 0055558)
JONES DAY
3500 Sun Trust Plaza
303 Peachtree Street, N.E.
Atlanta, Georgia 30308-3242
Telephone: (404) 521-3939
Facsimile: (404) 581-8330

ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

EXHIBIT F

Exhibit IV.C.2.a

Initial Board of Directors¹ and Officers² of New Copperweld

NAME	OFFICE(S)
James A. Loveland	Director
James R. Smith	Director
Dennis McGlone	Director, President and Chief Operating Officer
{To be named} Andrew P. Hines	Director ³
{To be named} William Allan Hopkins	Director ³
[To be named]	Vice President and Chief Financial Officer ⁴³
James R. Baske	Vice President and General Manager Mechanical Tubing Business
Douglas J. Hahn	Vice President and General Manager Automotive Components Business
Robert L. Janesko	Treasurer
Steven E. Levy	Vice President and General Manager Bimetallic Wire and Strip Business
William F. Morgan	Vice President and Chief Information Officer
Eugene R. Pocci	Vice President Human Resources
David W. Seeger	Vice President and General Manager Structural Tubing Business

¹ Each director shall hold office until his or her death, disability, resignation or removal, or until such director's successor shall have been duly elected and qualified at the 2004 annual stockholders meeting of New Copperweld.

² Each officer shall hold office until his or her death, resignation, retirement, removal or disqualification or until such officer's successor is elected and qualified.

³ ~~The Copperweld DIP Lenders will name the remaining two directors.~~

⁴³ The Copperweld Debtors have initiated a search for a permanent Chief Financial Officer, which search will be continued by New Copperweld. There can be no assurance that a candidate will be selected prior to the Confirmation Date. If a candidate is selected prior to the Confirmation Date, the Copperweld Debtors will File such information with the Bankruptcy Court.