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Mar 23, 1999 8:00 am
Secretary of State

03-23-1999 90044 039 ***158.75

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 823217

1. Corporation Name
ZURN INDUSTRIES INC



Principal Place of Business 14801 QUORUM DR. DALLAS TX 75240 US	Mailing Address 14801 QUORUM DR. P. O. BOX 709001 DALLAS TX 75370-9001 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

3. Date Incorporated or Qualified 09/12/1969	
4. FEI Number 25-1040754	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
8. This corporation owes the current year Intangible Personal Property Tax. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	V	<input type="checkbox"/> DELETE
NAME	ZURN, JAMES A	
STREET ADDRESS	230 W 41ST ST	
CITY-ST-ZIP	ERIE, PA 00000	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	WOMACK, ROBERT R	
STREET ADDRESS	1333 SOUTH SHORE DRIVE	
CITY-ST-ZIP	ERIE PA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	SHEEDER, FRANK E	
STREET ADDRESS	16 NIAGARA PIER	
CITY-ST-ZIP	ERIE PA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	HAINES, DENNIS	
STREET ADDRESS	6405 ARBORWOOD LN	
CITY-ST-ZIP	ERIE PA	
TITLE	T	<input type="checkbox"/> DELETE
NAME	MELLET, JOHN R	
STREET ADDRESS	19 NIAGARA PIER	
CITY-ST-ZIP	ERIE PA	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	HYNES, JAMES H	
STREET ADDRESS	900 PERSIMMON CT	
CITY-ST-ZIP	FAIRVIEW PA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	SEE ATTACHED SCHEDULE
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	AT
6.3 STREET ADDRESS	Richard W. Hutchins
6.4 CITY-ST-ZIP	14801 Quorum Dr. Dallas, TX, 75240

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 19.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Richard W. Hutchins Richard W. Hutchins 1/18/99 972/560-2170
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

254312-90044-30

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**ZURN INDUSTRIES, INC.
OFFICERS**

NAME AND OFFICE

BUSINESS ADDRESS

Robert R. Womack
Chairman and Chief
Executive Officer

Zurn Industries, Inc.
14801 Quorum Dr.
Dallas, TX 75240

John R. Mellett
Sr. Vice President
Chief Financial Officer

Zurn Industries, Inc.
14801 Quorum Dr.
Dallas, TX 75240

George W. Hanthorn
General Counsel and
Secretary

Zurn Industries, Inc.
14801 Quorum Dr.
Dallas, TX 75240

Dennis Haines
Sr. Vice President
Business Development

Zurn Industries, Inc.
14801 Quorum Dr.
Dallas, TX 75240

John E. Rutzler, III
Vice President
Controller

Zurn Industries, Inc.
14801 Quorum Dr.
Dallas, TX 75240

Richard W. Hutchins
Assistant Treasurer
Director - Taxes

Zurn Industries, Inc.
14801 Quorum Dr.
Dallas, TX 75240

Frank E. Sheeder
Group Vice President

Zurn Industries, Inc.
14801 Quorum Dr.
Dallas, TX 75240

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**ZURN INDUSTRIES, INC.
DIRECTORS**

NAMES

BUSINESS ADDRESS

Robert R. Womack

Zurn Industries, Inc.
14801 Quorum Dr.
Dallas, TX 75240