

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

**Feb 27 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F96000002541 (8)
1. Corporation Name
UNITED STATES PIPE AND FOUNDRY COMPANY, INC.

Principal Place of Business: P.O. BOX 10406 BIRMINGHAM AL 35202
Mailing Address: P.O. BOX 10406 BIRMINGHAM AL 35202-0406



2. Principal Place of Business (21-24) and 2a. Mailing Address (25-28) fields with sub-fields for Suite, Apt. #, City & State, Zip, and Country.

3. Date Incorporated or Qualified: 05/21/1996
3a. Date of Last Report
4. FEI Number: **APPLIED FOR 13-3429804**
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, and Zip Code.

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	PCOO	<input type="checkbox"/> DELETE
NAME	TEMPLE, W.N.	
STREET ADDRESS	3300 1ST AVE. N.	
CITY-ST-ZIP	BIRMINGHAM AL 35222	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	FLECK, WILLIAM E	
STREET ADDRESS	3300 1ST AVE. N.	
CITY-ST-ZIP	BIRMINGHAM AL 35222	
TITLE	VAT	<input type="checkbox"/> DELETE
NAME	KURUCZ, DONALD M	
STREET ADDRESS	3300 1ST AVE. N.	
CITY-ST-ZIP	BIRMINGHAM AL 35222	
TITLE	VCFO	<input type="checkbox"/> DELETE
NAME	MIZE, E.J. JR.	
STREET ADDRESS	3300 1ST AVE. N.	
CITY-ST-ZIP	BIRMINGHAM AL 35222	
TITLE	V	<input type="checkbox"/> DELETE
NAME	RANSOM, H.L.	
STREET ADDRESS	3300 1ST AVE. N.	
CITY-ST-ZIP	BIRMINGHAM AL 35222	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	ROPER, MICHAEL	
STREET ADDRESS	3300 1ST AVE. N.	
CITY-ST-ZIP	BIRMINGHAM AL 35222	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Vice President
2.3 STREET ADDRESS	Fjelstul, Dean M.
2.4 CITY-ST-ZIP	1500 N.Dale Mabry Highway Tampa, FL 33607
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 checked="" type="checkbox"/> Addition
6.2 NAME	Assistant Treasurer
6.3 STREET ADDRESS	Cynthia B. Eisch
6.4 CITY-ST-ZIP	1500 N.Dale Mabry Highway Tampa, FL 33607

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(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 of this form, or as an attachment with an address.

UNITED STATES PIPE & FOUNDRY COMPANY, INC.
SIGNATURE: By *Cynthia B. Eisch* Asst. Treasurer 2/21/97 (813)871-4273
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

January 15, 1997

UNITED STATES PIPE AND FOUNDRY COMPANY, INC.
3300 First Avenue North
Birmingham, Alabama 35222
Tel: (205) 254-7000

(Subsidiary of Walter Industries, Inc.)

Employer Identification Number 13-3429804

DIRECTORS:

Dean M. Fjelstul
Kenneth E. Hyatt
William N. Temple

OFFICERS:

TITLE:

William N. Temple	President and Chief Operating Officer
Robert M. Aycock	Vice President - Manufacturing
Dean M. Fjelstul	Vice President
Donald M. Kurucz	Vice President and Assistant Treasurer
E. Jack Mize, Jr.	Vice President - Finance, Treasurer, Chief Financial Officer and Chief Accounting Officer
H. Lewis Ransom	Vice President - Marketing
Larry O. Bailey	Controller and Assistant Secretary
Edward A. Porter	Secretary
Frank A. Hult	Assistant Secretary
Lewis R. Knowles	Assistant Secretary
Mary C. Snow	Assistant Secretary
Joseph W. Spransy	Assistant Secretary
Cynthia B. Eisch	Assistant Treasurer
Stephen H. Foxworth	Assistant Treasurer

Incorporated in Alabama May 16, 1996.