

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

FILED
Apr 23 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **05/21/1996**

4. FEI Number: **13-3429804**
 Applied For: Not Applicable

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 owes or has paid the current year intangible Personal Property Tax due June 30. Yes No

21	2. Principal Place of Business	2a	Mailing Address
22	Suite, Apt #, etc.	26	Suite, Apt #, etc.
23	City & State	27	City & State
24	Zip	28	Country
25	Country	29	Zip
30		31	Country

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 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCOO <input checked="" type="checkbox"/> DELETE	1.1 TITLE	PCOO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	TEMPLE, W.N.	1.2 NAME	Fifield, Ralph E.
STREET ADDRESS	3300 1ST AVE. N.	1.3 STREET ADDRESS	3300 1st Ave.N.
CITY-ST-ZIP	BIRMINGHAM AL 35222	1.4 CITY-ST-ZIP	Birmingham, AL 35222
TITLE	VPD <input type="checkbox"/> DELETE	2.1 TITLE	
NAME	FJELSTUL DEAN M	2.2 NAME	
STREET ADDRESS	1500 N DALE MABRY HWY	2.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL	2.4 CITY-ST-ZIP	
TITLE	VAT <input checked="" type="checkbox"/> DELETE	3.1 TITLE	
NAME	KURUCZ, DONALD M	3.2 NAME	
STREET ADDRESS	3300 1ST AVE. N.	3.3 STREET ADDRESS	
CITY-ST-ZIP	BIRMINGHAM AL 35222	3.4 CITY-ST-ZIP	
TITLE	VCFO <input type="checkbox"/> DELETE	4.1 TITLE	
NAME	MIZE, E.J. JR.	4.2 NAME	
STREET ADDRESS	3300 1ST AVE. N.	4.3 STREET ADDRESS	
CITY-ST-ZIP	BIRMINGHAM AL 35222	4.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	
NAME	RANSOM, H.L.	5.2 NAME	
STREET ADDRESS	3300 1ST AVE. N.	5.3 STREET ADDRESS	
CITY-ST-ZIP	BIRMINGHAM AL 35222	5.4 CITY-ST-ZIP	
TITLE	AT <input type="checkbox"/> DELETE	6.1 TITLE	
NAME	EISCH CYNTHIA B	6.2 NAME	
STREET ADDRESS	1500 N DALE MABRY HWY	6.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL	6.4 CITY-ST-ZIP	

14. I 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 if changed, or on an attachment with an address.

SIGNATURE: By *[Signature]* ASST. Treasurer 1/23/98 (813) 871-4273

CR2E034 (10/97)

March 1, 1998

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:

Richard E. Almy
Ralph E. Fifield
Dean M. Fjelstul
Kenneth E. Hyatt

OFFICERS:

Ralph E. Fifield
Robert M. Aycock
Dean M. Fjelstul
Frank A. Hult
E. Jack Mize, Jr.

H. Lewis Ransom
Larry O. Bailey
Edward A. Porter
Lewis R. Knowles
Mary C. Snow
Joseph W. Spransy
Cynthia B. Eisch
Stephen H. Foxworth

TITLE:

President and Chief Operating Officer
Vice President - Manufacturing
Vice President
Vice President and Assistant Secretary
Vice President - Finance, Treasurer, Chief Financial
Officer and Chief Accounting Officer
Vice President - Marketing
Controller and Assistant Secretary
Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Treasurer
Assistant Treasurer

Incorporated in Alabama May 16, 1996.

Registered Agent: The Corporation Trust Company
60 Commerce Street
Suite 1100
Montgomery, Alabama 36104