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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **F96000002541**

1. Corporation Name
UNITED STATES PIPE AND FOUNDRY COMPANY, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business
**P.O. BOX 10406
 BIRMINGHAM AL 35202**

Mailing Address
**P.O. BOX 10406
 BIRMINGHAM AL 35202**

3. Date Incorporated or Qualified
05/21/1996

4. FEI Number
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 owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business

21 22 Suite, Apt. #, etc. 23 City & State 24 Zip 25 Country

2a. Mailing Address

26 **1500 N.Dale Mabry Hwy.**

27 Suite, Apt. #, etc. **Tax Dept. 7-East**

28 City & State **Tampa, FL**

29 Zip **33607** 30 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PCOD	<input type="checkbox"/> DELETE
NAME	FIFIELD, RALPH E	
STREET ADDRESS	3300 1ST AVENUE NORTH	
CITY-ST-ZIP	BIRMINGHAM AL 35222	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	FJELSTUL DEAN M	
STREET ADDRESS	1500 N DALE MABRY HWY	
CITY-ST-ZIP	TAMPA FL	
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	AT	<input type="checkbox"/> DELETE
NAME	EISCH CYNTHIA B	
STREET ADDRESS	1500 N DALE MABRY HWY	
CITY-ST-ZIP	TAMPA FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 type="checkbox"/> Addition
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 checked="" type="checkbox"/> Addition
6.2 NAME	S PORTER, EDWARD A.
6.3 STREET ADDRESS	1500 N.Dale Mabry Hwy.
6.4 CITY-ST-ZIP	Tampa, FL 33607

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, with all other like empowered.

SIGNATURE: *By Katherine B. ...* Asst. Treasurer 1/29/99 (813)871-4273
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

150027-90169-K
F96000002541
July 22, 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:

TITLE:

Ralph E. Fifield	President and Chief Operating Officer
Robert M. Aycock	Vice President - Manufacturing
Dean M. Fjelstul	Vice President
Frank A. Hult	Vice President and Assistant Secretary
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
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.

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