

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 10-Q

Quarterly Report Under Section 13 or 15 (d)  
of the Securities Exchange Act of 1934

For Quarter Ended September 30, 1996

Commission File Number 0-325

THE DURIRON COMPANY, INC.

(Exact name of Registrant as specified in its charter)

New York

(State or other jurisdiction of incorporation or organization)

31-0267900

(I.R.S. Employer Identification Number)

3100 Research Boulevard, Dayton, Ohio

45420

(Address of principal executive offices)

(Zip Code)

(Registrant's telephone number, including area code)

(937) 476-6100

No Change

(Former name, former address and former fiscal year,  
if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES X NO

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Shares of Common Stock, \$1.25 par value, outstanding as of September 30,  
1996.....23,463,208

PART I: Financial Information

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THE DURIRON COMPANY, INC.  
Consolidated Statement of Income  
Quarters Ended September 30, 1996 and 1995  
(dollars in thousands except per share data)

	1996	1995
	-----	-----
Net sales	\$ 150,169	\$ 132,913
Costs and expenses:		
Cost of sales	88,963	80,658
Selling and administrative	36,230	34,000
Research, engineering and development	3,569	3,846
Interest	1,332	1,295
Other, net	1,742	(1,145)
	-----	-----
	131,836	118,654
Earnings before income taxes	18,333	14,259
Provision for income taxes	6,780	5,212
	-----	-----
Net earnings	\$ 11,553	\$ 9,047
	=====	=====
Earnings per share	\$ 0.47	\$ 0.37
	=====	=====

(See accompanying notes)

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THE DURIRON COMPANY, INC.  
Consolidated Statement of Income  
Nine Months Ended September 30, 1996 and 1995  
(dollars in thousands except per share data)

	1996	1995
	-----	-----
Net sales	\$450,434	\$386,673
Costs and expenses:		
Cost of sales	266,706	231,635
Selling and administrative	109,560	99,184
Research, engineering and development	11,811	11,147
Interest	4,196	3,743
Other, net	4,822	1,508
Restructuring	5,778	--
	-----	-----
	402,873	347,217
Earnings before income taxes	47,561	39,456
Provision for income taxes	16,978	14,730
	-----	-----
Net earnings	\$ 30,583	\$ 24,726
	=====	=====
Earnings per share	\$ 1.24	\$ 1.00
	=====	=====

(See accompanying notes)

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THE DURIRON COMPANY, INC.  
Consolidated Balance Sheet  
(dollars in thousands except per share data)

	September 30, 1996	December 31, 1995
	-----	-----
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 17,544	\$ 19,434
Accounts receivable	111,237	103,963
Inventories	106,857	93,155
Prepaid expenses	11,630	8,170
	-----	-----

Total current assets	247,268	224,722
Property, plant and equipment, at cost	255,513	247,975
Less accumulated depreciation and amortization	155,782	144,252
	-----	-----
Net property, plant and equipment	99,731	103,723
Intangibles and other assets	68,794	66,928
	-----	-----
Total assets	\$ 415,793	\$ 395,373
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 29,110	\$ 31,499
Notes payable	3,357	3,723
Income taxes	4,289	3,448
Accrued liabilities	48,465	44,455
Long-term debt due within one year	6,234	6,597
	-----	-----
Total current liabilities	91,455	89,722
Long-term debt due after one year	73,521	51,756
Postretirement benefits and other deferred items	61,088	58,123
Shareholders' equity:		
Serial preferred stock, \$1.00 par value, no shares issued	--	--
Common stock, \$1.25 par value, 24,568,000 shares issued (24,405,000 in 1995)	30,710	30,506
Capital in excess of par value	8,546	6,022
Retained earnings	179,776	158,754
	-----	-----
	219,032	195,282
Treasury stock (1,105,000 shares at cost)	(28,060)	(210)
Foreign currency and other equity adjustments	(1,243)	700
	-----	-----
Total shareholders' equity	189,729	195,772
	-----	-----
Total liabilities and shareholders' equity	\$ 415,793	\$ 395,373
	=====	=====

(See accompanying notes)

(dollars in thousands)

	1996	1995
	-----	-----
Increase (decrease) in cash and cash equivalents:		
Operating activities:		
Net earnings	\$ 30,583	\$ 24,726
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	15,182	14,218
Loss (gain) on the sale of fixed assets	200	82
Change in assets and liabilities net of effects of acquisitions and divestitures:		
Accounts receivable	(8,316)	(11,638)
Inventories	(14,619)	(11,931)
Prepaid expenses	(3,481)	(2,391)
Accounts payable and accrued liabilities	2,337	8,141
Income taxes	832	2,558
Postretirement benefits and other deferred items	2,941	(635)
	-----	-----
Net cash flows from operating activities	25,659	23,130
Investing activities:		
Capital expenditures	(11,539)	(10,168)
Payment for acquisitions, net of cash acquired	--	(12,206)
Other	(3,374)	(1,347)
	-----	-----
Net cash flows from investing activities	(14,913)	(23,721)
Financing activities:		
Net borrowings under lines-of-credit	(214)	1,490
Payments on long-term debt	(4,042)	(3,999)
Proceeds from long-term debt	27,355	14,438
Proceeds from issuance of common stock	1,999	258
Repurchase of common stock	(27,850)	--
Dividends paid	(9,561)	(7,593)
	-----	-----
Net cash flows from financing activities	(12,313)	4,594
Effect of exchange rate changes	(323)	(551)
	-----	-----
Net increase in cash and cash equivalents	(1,890)	3,452
Cash and cash equivalents at beginning of year	19,434	19,625
	-----	-----
Cash and cash equivalents at end of period	\$ 17,544	\$ 23,077
	=====	=====
Supplemental disclosures of cash flow information:		
Cash paid during year for:		
Interest	\$ 3,033	\$ 3,352
Income taxes	\$ 16,137	\$ 16,075

(See accompanying notes)

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THE DURIRON COMPANY, INC.  
Notes to Consolidated Financial Statements  
(dollars presented in tables in thousands except per share data)

1. Inventories.

The amount of inventories and the method of determining costs for the quarter ended September 30, 1996 and the year ended December 31, 1995 were as follows:

	Domestic inventories (LIFO)	Foreign inventories (FIFO)	Total inventories
September 30, 1996			
Raw materials	\$ 3,490	\$ 3,752	\$ 7,242
Work in process and finished goods	58,513	41,102	99,615
	-----	-----	-----
	\$ 62,003	\$ 44,854	\$106,857
	=====	=====	=====
December 31, 1995			
Raw materials	\$ 2,642	\$ 3,282	\$ 5,924
Work in process and finished goods	48,857	38,374	87,231
	-----	-----	-----
	\$ 51,499	\$ 41,656	\$ 93,155
	=====	=====	=====

LIFO inventories at current cost are \$37,817,000 and \$36,127,000 higher than reported at September 30, 1996 and December 31, 1995, respectively.

2. Shareholders' equity. There are authorized 60,000,000 shares of \$1.25 par value common stock and 1,000,000 shares of \$1.00 par value preferred stock. Changes during the nine months ended September 30, 1996 and 1995 were as follows:

	Common stock	Capital in excess of par value	Retained earnings	Foreign currency & other equity adjustments	Treasury stock	Total shareholders' equity
Balance at December 31, 1994	\$30,427	\$ 5,577	\$138,837	\$ (429)	\$ (59)	\$ 174,353
Net earnings			24,726			24,726
Cash dividends			(7,592)			(7,592)
Retirement of common stock (3,433 shares)	(4)	0	(21)			(25)
Net shares issued (60,578) under stock plans	75	350		247		672
Net shares repurchased (4,655)					(151)	(151)
Foreign currency translation adjustment				1,491		1,491
	-----	-----	-----	-----	-----	-----
Balance at September 30, 1995	\$30,498	\$ 5,927	\$155,950	\$ 1,309	\$ (210)	\$ 193,474
	=====	=====	=====	=====	=====	=====
Balance at December 31, 1995	\$30,506	\$ 6,022	\$158,754	\$ 700	\$ (210)	\$ 195,772
Net earnings			30,583			30,583
Cash dividends			(9,561)			(9,561)
Shares issued (163,339) under stock plans	204	2,524		(483)		2,245
Net shares repurchased (1,104,919)					(27,850)	(27,850)
Foreign currency translation adjustment				(1,460)		(1,460)
	-----	-----	-----	-----	-----	-----
Balance at September 30, 1996	\$30,710	\$ 8,546	\$179,776	\$ (1,243)	\$ (28,060)	\$ 189,729
	=====	=====	=====	=====	=====	=====

As of September 30, 1996, 1,220,423 shares of common stock were reserved for exercise of stock options and grants of restricted shares.

3. Dividends.

Dividends paid during the quarters ended September 30, 1996 and 1995 were based on 24,556,429 and 24,380,592 respectively, common shares outstanding on the applicable dates of record.

4. Earnings per share.

Earnings per share for the nine months ended September 30, 1996 and 1995 were based on average common shares and common share equivalents outstanding of 24,665,447 and 24,738,288, respectively.

5. Contingencies.

The Company is involved as a "potentially responsible party" at five former public waste disposal sites which may be subject to remediation under pending government procedures. The sites are in various stages of evaluation by federal and state environmental authorities. The projected cost of remediating these sites, as well as the Company's alleged "fair share" allocation, is uncertain and speculative until all studies have been completed and the parties have either negotiated an amicable resolution or the matter has been judicially resolved. At each site, there are many other parties who have similarly been identified, and the identification and location of additional parties is continuing under applicable federal or state law. Many of the other parties identified are financially strong and solvent companies which appear able to pay their share of the remediation costs. Based on the Company's preliminary information about the waste disposal practices at these sites and the environmental regulatory process in general, the Company believes that it is likely that ultimate remediation liability costs for each site will be apportioned among all liable parties, including site owners and waste transporters, according to the volumes and/or toxicity of the wastes shown to have been disposed of at the sites.

The Company is a defendant in numerous pending lawsuits (which include, in many cases, multiple claimants) which seek to recover damages for alleged personal injury allegedly resulting from exposure to asbestos containing products formerly manufactured and distributed by the Company. A high percentage of these claims was assumed by the Company in 1995 as the result of the merger of Durametallic Corporation. All such products were used within self-contained process equipment, and management does not believe that there was any emission of ambient asbestos fiber during the use of this equipment. As of December 31, 1995, the Company has resolved numerous claims at an average of about \$120 per claim, the cost of which was fully paid by insurance. The Company continues to have a substantial amount of available insurance from financially solvent carriers to cover the cost of both defending and resolving the claims.

The Company is also a defendant in several other products liability lawsuits which are insured, subject to the applicable deductibles, and certain other non-insured lawsuits received in the ordinary course of business. The Company has fully accrued the estimated loss reserve for each such lawsuit. No insurance recovery has been projected for settlement of any of the insured claims because management currently believes that all will be resolved within applicable deductibles.

Although none of the aforementioned gives rise to any additional liability that can now be reasonably estimated, it is possible that the

Company could incur additional costs in the range of \$250,000 to \$1,500,000 over the upcoming five years to fully resolve these matters. Although the Company has accrued the minimum end of this range as a precaution, management has no current reason to believe that any such increase is probable or quantifiable. The Company will continue to evaluate these contingent loss exposures and, if they develop, recognize expense as soon as such losses can be reasonably estimated.

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6. Merger.

On November 30, 1995, the Company merged with Durametallic Corporation. The acquisition was accounted for under the pooling of interests method of accounting, and accordingly, the accompanying consolidated financial statements have been restated for all periods prior to the acquisition to include the financial position, results of operations and cash flows of Durametallic.

7. Restructuring

The Company recognized a restructuring charge of \$5.8 million, or \$.12 per share after tax, during the second quarter of 1996 to consolidate Duriron and its recently acquired Durametallic operations in Europe and Australia. The restructuring charge resulted in termination costs of \$3.2 million and exit costs of \$2.6 million.

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The financial information contained in this report is unaudited, but, in the opinion of the Company, all adjustments (consisting of normal recurring accruals) which are necessary for a fair presentation of the operating results for the period have been made.

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Management's Discussion and Analysis  
of Financial Condition and Results of Operations

Capital Resources and Liquidity - Nine Months Ended September 30, 1996

The Company's capital structure, consisting of long-term debt, deferred items and shareholders' equity, continues to enable the Company to finance short-and long-range business objectives. At September 30, 1996, long-term debt was 22.7% of the Company's capital structure, compared to 16.9% at December 31, 1995. The increase in long-term debt reflected additional borrowings needed to fund the share repurchase program (see paragraph 5 of Capital Resources and Liquidity for further information about the repurchase program). Based upon annualized 1996 results, the interest coverage ratio of the Company's indebtedness was 12.3 at September 30, 1996, compared with 10.7 for the twelve months ended December 31, 1995.

The return on average net assets at September 30, 1996 was 13.8% based upon 1996 annualized results (including the impact of the second quarter restructuring charge), compared to 11.5% at December 31, 1995. Annualized



return on average shareholders' equity was 20.5% (including this charge) at September 30, 1996, compared to 16.6% at December 31, 1995. Increases in these returns, despite the impact of a restructuring charge in the second quarter of 1996, reflect the Company's improved level of profitability. Management continues to focus on improving its performance in these areas.

Capital spending in 1996 is expected to be approximately \$17.5 million, compared with \$13.3 million in 1995. The 1996 expenditures will be invested in new and replacement products, international market development and general manufacturing equipment upgrades.

The Company's liquidity position is reflected in a current ratio of 2.7 to 1 at September 30, 1996. This compares to 2.5 to 1 at December 31, 1995. Cash in excess of current requirements was invested in high-grade, short-term securities. The Company is in the final stages of negotiating a \$100 million revolving credit agreement to provide permanent financing for the stock repurchase program and future general purposes. Cash and amounts available under these borrowing arrangements will be adequate to fund operating needs and capital expenditures through the remainder of the year.

On July 26, 1996, the Company announced that its Board of Directors had authorized the purchase in the open market and through negotiated transactions of up to 2.4 million of its shares of Common Stock at an aggregate purchase price not to exceed \$50 million. It is the Company's intent to repurchase the shares quickly and as long as market conditions remain favorable. The maximum number of shares covered by the authorization represents up to almost 10% of the number of outstanding shares. Under the share repurchase program, the Company repurchased 1.1 million shares at price of \$27.8 million during the third quarter of 1996. Revolving credit agreements were utilized to fund the repurchase.

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#### Results of Operations - Nine Months Ended September 30, 1996

Net sales for the nine months ended September 30, 1996 were a record of \$450.4 million. This compares with net sales of \$386.7 million in the same period in 1995. The 16% increase in net sales reflects strong global shipments from all business units and across all geographic regions. Foreign contributions to consolidated net sales were 33.7% and 33.0% for the nine month periods ended September 30, 1996 and 1995, respectively. Total net sales to foreign customers including export sales from the U.S. were 41.2% and 37.9% for the first nine months of 1996 and 1995, respectively. The increase in foreign contributions reflects higher levels of shipments into the European, Asian and Latin American markets.

Incoming business was a record \$459.0 million for the first nine months of 1996. This reflects an increase of 12% over the same period in 1995. The record level of incoming business is expected to continue through 1996. The 1996 incoming business level reflected strong activity throughout the global organization. Incoming business in the international markets was particularly strong during the first nine months of 1996 compared with 1995. Backlog at September 30, 1996 was \$110.9 million, compared with a backlog of \$101.4 million at December 31, 1995. The Company remains committed to its program of reducing throughput time and meeting customer request dates for deliveries.

The gross profit margin was 40.8% for the nine months ended September 30, 1996. This compares to 40.1% for the same period in 1995. The improvement in the margin reflects improved pricing, a more favorable product mix and the impact of the Company's continued emphasis on cost control. In addition, burden absorption improved due to the higher levels of plant utilization.

Selling and administrative expenses as a percentage of net sales for the nine months ended September 30, 1996 were 24.3%, compared to 25.7% for the same period in 1995. The decrease in expense as a percentage of net sales is consistent with the Company's plan to further leverage expense in 1996 while continuing to invest in the development and growth of international operations. Selling and administrative expense in dollars increased between periods due to higher commission payments on large project shipments, global market development and general wage increases.

Research, engineering and development expense as a percentage of net sales for the nine months ended September 30, 1996 was 2.6%, compared with 2.9% for the same period in 1995. The expense level during the first half of 1996 reflects the Company's continued investment in new products and production processes.

Other expense was \$4.8 million for the nine month period ended September 30, 1996, compared to \$1.5 million for the same period in 1995. The increase in expense reflects higher levels of long and short term incentive compensation expense as the Company achieved record financial results, a lower level of royalty income in 1996 compared with an unusually high amount of income in 1995, and lower foreign currency gains in 1996.

The Company recognized a restructuring charge of \$5.8 million before income taxes, or \$.12 per share after tax, during the second quarter of 1996 to consolidate Duriron and its recently acquired

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Durametallic operations in Europe and Australia. Durametallic operations in Belgium, Germany, Italy, France and Australia will be combined with larger and more efficient Duriron facilities during the second half of 1996. The restructuring was a part of the plan to obtain positive synergies between the two companies. The savings associated with the plan will be immediate since the facilities had been unprofitable for many years and fixed operating costs will be permanently reduced. Annual savings associated with the personnel reductions alone will amount to approximately \$1.5 million. The restructuring plan is expected to result in the termination of approximately 55 employees at a cost of \$3.2 million. In addition, exit costs associated with the plant closings are estimated at \$2.6 million. The restructuring activities are expected to be funded with operating cash flows. Additional costs to fully implement the reorganization plan of approximately \$.02-\$.03 per share will be recorded as period costs and categorized into cost of sales and administrative expense in the latter half of 1996. These future costs relate to moving equipment and cross-training employees to support ongoing operations at the Duriron facilities. The majority of employees to be terminated have been given notice. Through September 30, 1996, termination fees of \$.4 million and exit fees of \$.3 million were paid. The majority of charges and payment of termination fees are expected to be incurred during the fourth quarter of 1996 with minimal changes in estimate from the original accrual.

The effective tax rate for the nine months ended September 30, 1996 was 35.7%, compared with 37.3% in 1995. The lower 1996 effective tax rate includes benefits associated with restructuring the Company's German entities and other tax benefits of the aforementioned restructuring. Excluding the tax impact on the restructuring, the tax rate for 1996 was 37.0%. The reduction in the 1996 tax rate excluding the impact of the restructuring reflects the recognition of tax loss carryforwards in the Company's Asia Pacific and European operations.

Earnings from operations for the nine months ended September 30, 1996 were a record \$33.6 million, or \$1.36 per share, before the restructuring of \$3.0 million after tax, or \$.12 per share. This reflects a 36% increase in profits over 1995 earnings of \$24.7 million, or \$1.00 per share.

Including the restructuring, net earnings of \$30.6 million remained at a record level and exceeded the prior year by 24%. The increase in profits reflects the combination of strong business and leveraging of expenses. The impact of the merger with Durametallic continues to be accretive to earnings per share.

#### Results of Operations - Three Months Ended September 30, 1996

Net sales for the three months ended September 30, 1996 were a record of \$150.2 million, compared to net sales of \$132.9 million for the same period in 1995. The 13% increase in net sales reflects strong global shipments from all operations and across all geographic regions. Foreign contributions to consolidated net sales were 34.4% and 33.1% for the three month periods ended September 30, 1996 and 1995, respectively. Total net sales to foreign customers including export sales from the U.S. were 42.3% and 38.1% for the third quarters of 1996 and 1995, respectively. The increase in foreign contributions reflects higher levels of export sales and shipments into the Asian and Latin American markets.

Incoming business was \$148.7 million in the third quarter of 1996. This reflects an increase of 7% over incoming business of \$139.0 million during the same period in 1995. The 1996 incoming

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business level reflected strong activity throughout the global organization. Incoming business in the European and Latin American markets was particularly strong during the third quarter of 1996 compared with 1995. Backlog at September 30, 1996 was \$110.9 million, compared with a backlog of \$101.4 million at December 31, 1995.

The gross profit margin was 40.8% for the three months ended September 30, 1996. This compares to 39.3% for the same period in 1995. The improvement in the margin reflects better pricing, a more favorable product mix, and the impact of the Company's continued emphasis on cost control. Third quarter margins in both 1996 and 1995 were negatively impacted by lower production levels due to summer vacations and European shutdowns.

Selling and administrative expenses as a percentage of net sales for the three months ended September 30, 1996 were 24.1%, compared to 25.6% for the same period in 1995. The decrease in expense as a percentage of net sales is consistent with the Company's plan to further leverage expense in 1996 while continuing to invest in the development and growth of international operations. Selling and administrative expense in dollars increased between periods due to higher commission payments on large project shipments and global market development.

Other expense was \$1.7 million for the quarter ended September 30, 1996, compared to income of \$1.1 million for the same period in 1995. The increase in expense reflects higher levels of long and short term incentive compensation expense, a lower level of royalty income in 1996 compared with an unusually high amount of income in 1995, lower foreign currency gains, and lower interest income.

Net earnings for the three months ended September 30, 1996 were a record \$11.6 million, or \$.47 per share. This reflects a 28% increase in profits over 1995 earnings of \$9.0 million, or \$.37 per share. The increase in profits reflects the combination of strong business and leveraging of expenses. The impact of the merger with Durametallic continues to be accretive to earnings per share in the third quarter of 1996. Net earnings for future quarters of 1996 and thereafter are uncertain and dependent on general worldwide economic conditions in the Company's major markets and their strong impact on the level of incoming business activity.

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE DURIRON COMPANY, INC.  
(Registrant)

/s/ Bruce E. Hines

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Bruce E. Hines  
Senior Vice President  
Chief Administrative Officer

Date: November 14, 1996

PART II  
OTHER INFORMATION

ITEM 1 Not Applicable During Reporting Period. For related information, please see footnote #5, entitled "Contingencies", in the footnotes to the financial statements set forth in Part I.

ITEM 2 Not Applicable During Reporting Period

ITEM 3 Not Applicable During Reporting Period

ITEM 4 Not Applicable During Reporting Period

ITEM 5 Not Applicable During Reporting Period

ITEM 6 Exhibits and Reports on Form 10K

(a) The following Exhibits are attached hereto:

27.1 Financial Data Schedule

All other Exhibits are incorporated by reference

(b) Not applicable during reporting period

## INDEX TO EXHIBITS

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(4)	INSTRUMENTS DEFINING THE RIGHTS OF SECURITY HOLDERS, INCLUDING INDENTURES:	
4.1	Lease agreement, indenture of mortgage and deed of trust, and guarantee agreement, all executed on June 1, 1978 in connection with 9-1/8% Industrial Development Revenue Bonds, Series A, City of Cookeville, Tennessee.....	+
4.2	Lease agreement, indenture of trust, and guaranty agreement, all executed on June 1, 1978 in connection with 7-3/8% Industrial Development Revenue Bonds, Series B, City of Cookeville, Tennessee.....	+
4.3	Lease agreement, indenture of mortgage and agreement, lessee guaranty agreement, and letter of representation and indemnity agreement, all dated as of December 1, 1983 and executed in connection with the Industrial Development Revenue Bonds (1983 The Duriron Company, Inc. Project), Erie Company, New York Industrial Development Agency were filed with the Commission as Exhibit 4.4 to the Company's Report on Form 10-K for the year ended December 31, 1983.....	*
4.4	Form of Rights Agreement dated as of August 1, 1986 between The Duriron Company, Inc. and Bank One, Indianapolis, National Association, as Rights Agent was filed as an Exhibit to the Company's Form 8-A dated August 13, 1986.....	*
4.5	Amendment to Rights Agreement dated August 1, 1996 was filed as Exhibit 4.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1996.....	*

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4.6	Loan Agreement, dated as of March 19, 1987, between The Duriron Company, Inc. and Metropolitan Life Insurance Company, including the form of Promissory Note delivered in connection therewith, was filed with the Commission as Exhibit 7 to the Company's Current Report on Form 8-K dated April 6, 1987.....	*
4.7	The Credit Agreement between The Duriron Company, Inc. and Bank One, Dayton, N.A., dated as of November 30, 1989.....	+
4.8	Interest Rate and Currency Exchange Agreement between the Company and Barclays Bank dated November 17, 1992 PLC in the amount of \$25,000,000 was filed as Exhibit 4.9 to Company's Report of Form 10-K for year ended December 31, 1992.....	*
4.9	Loan Agreement in the amount of \$25,000,000 between the Company and Metropolitan Life Insurance Company dated November 12, 1992 was filed as Exhibit 4.10 to the Company's Annual Report on Form 10-K for the year ended December 31, 1992 .....	*
4.10	Revolving Credit Agreement between the	

	Company and Fifth Third Bank dated November 23, 1992 in the amount of \$10,000,000 .....	+
4.11	Revolving Credit Agreement between the Company and First of America Bank - Michigan, N.A. in the amount of \$20,000,000 and dated August 22, 1995.....	+
(10)	MATERIAL CONTRACTS: (See Footnote "a")	
10.1	The Duriron Company, Inc. Incentive Compensation Plan (the "Incentive Plan") for Senior Executives, as amended and restated effective January 1, 1994, was filed as Exhibit 10.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 1993.....	*

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10.2	Amendment No. 1 to the Incentive Plan was filed as Exhibit 10.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995.....	*
10.3	The Duriron Company, Inc. Supplemental Pension Plan for Salaried Employees was filed with the Commission as Exhibit 10.4 to the Company's Annual Report on Form 10-K for the year ended December 31, 1987.....	*
10.4	The Duriron Company, Inc. amended and restated Director Deferral Plan was filed as Attachment A to the Company's definitive 1996 Proxy Statement filed with the Commission on March 10, 1996.....	*
10.5	Form of Employment Agreement ("Employment Agreement") between The Duriron Company, Inc. and each of the current officers was filed as Exhibit 10.4 to the Company's Annual Report on Form 10-K for year ended December 31, 1992..	*
10.6	Form of Amendment No. 1 to Employment Agreement was filed as Exhibit 10.6 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995.....	*
10.7	The Duriron Company, Inc. First Master Benefit Trust Agreement dated October 1, 1987 was filed as Exhibit 10.24 to the Company's Annual Report on Form 10-K for the year ended December 31, 1987.....	*
10.8	Amendment #1 to the first Master Benefit Trust Agreement dated October 1, 1987 was filed as Exhibit 10.24 to the Company's Annual Report on Form 10-K for the year ended December 31, 1993.....	*
10.9	Amendment #2 to First Master Benefit Trust Agreement was filed as Exhibit 10.25 to the Company's Annual Report on Form 10-K for the year ended December 31, 1993.....	*

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10.10	The Duriron Company, Inc. Second Master Benefit Trust Agreement dated October 1, 1987 was filed as Exhibit 10.12 to	
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	the Company's Annual Report on Form 10-K for the year ended December 31, 1987.....	*
10.11	First Amendment to Second Master Benefit Trust Agreement was filed as Exhibit 10.26 to the Company's Annual Report on Form 10-K for the year ended December 31, 1993.....	*
10.12	The Duriron Company, Inc. Long-Term Incentive Plan (the "Long-Term Plan"), as amended and restated effective November 1, 1993 was filed as Exhibit 10.8 to the Company's Annual Report on Form 10-K for the year ended December 31, 1993....	*
10.13	Amendment No. 1 to the Long-Term Plan was filed as Exhibit 10.13 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995.....	*
10.14	The Duriron Company, Inc. 1989 Stock Option Plan as amended and restated April 23, 1991 was filed as Exhibit 10.11 to the Company's Annual Report on Form 10-K for the year ended December 31, 1991.....	*
10.15	The Duriron Company, Inc. 1989 Restricted Stock Plan (the "Restricted Stock Plan") as amended and restated effective April 23, 1991, was filed as Exhibit 10.12 to the Company's Annual Report on Form 10-K for the year ended December 31, 1991	*
10.16	Amendment #1 to the Restricted Stock Plan was filed as Exhibit 10.20 to the Company's Annual Report on Form 10-K for the year ended December 31, 1992.....	*
10.17	Amendment #2 to the Restricted Stock Plan was filed as Exhibit 10.27 to the Company's Annual Report on Form 10-K for the year ended December 31, 1994.....	*

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10.18	Amendment #3 to the Restricted Stock Plan was filed as Exhibit 10.18 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995.....	*
10.19	Amendment #4 to the Restricted Stock Plan was filed as Exhibit 10.19 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995.....	*
10.20	The Duriron Company, Inc. Retirement Compensation Plan for Directors ("Director Retirement Plan") was filed as Exhibit 10.15 on the Company's Annual Report to Form 10-K for the year ended December 31, 1988.....	*
10.21	Amendment No. 1 to Director Retirement Plan was filed as Exhibit 10.21 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995.....	*
10.22	Reserved	
10.23	The Company's Benefit Equalization Pension Plan ("Equalization Plan") was filed as Exhibit 10.16 to the Company's Annual Report on Form 10-K for the year ended December 31, 1989.....	*
10.24	Amendment #1 dated December 15, 1992 to the Equalization Plan was filed as Exhibit 10.18 to the Company's Annual Report on Form 10-K for the year ended December 31, 1992.....	*
10.25	The Company's Equity Incentive Plan as amended and restated effective July 21, 1995 was filed as Exhibit 10.25 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995.....	*
10.26	Supplemental Pension Agreement between the Company and William M. Jordan dated January 18, 1993 was filed as Exhibit 10.15 to the Company's Annual Report on Form 10-K for the year ended December 31, 1992.....	*

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10.27	1979 Stock Option Plan, as amended and restated April 23, 1991, and Amendment #1 thereto dated December 15, 1992, was filed as Exhibit 10.17 to the Company's Annual Report on Form 10-K for the year ended December 31, 1992 .....	*
10.28	Deferred Compensation Plan for Executives was filed as Exhibit 10.19 to the Company's Annual Report on Form 10-K for the year ended December 31, 1992 .....	*
10.29	Executive Life Insurance Plan of The Duriron Company, Inc. was filed as Exhibit 10.29 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995.....	*
10.30	Executive Long-Term Disability Plan of The Duriron Company, Inc. was filed as Exhibit 10.30 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995.....	*
10.31	Consulting Agreement between James S. Ware and Durametallic Corporation dated April 21, 1991 was filed as Exhibit 10.31 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995.....	*
10.32	Senior Executive Death Benefit Agreement between James S. Ware and Durametallic dated April 12, 1991 was filed as Exhibit 10.32 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995.....	*
10.33	Executive Severance Agreement between James S. Ware and Durametallic Corporation dated January 6, 1994 was filed as Exhibit 10.33 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995.....	*

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MANUALLY  
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10.34	Agreement between James S. Ware and the Company dated September 11, 1995 was filed as Exhibit 10.34 to the Company's Annual Report on Form 10-K for the year ended December 31, 1995.....	*
10.35	Agreement and Plan of Merger Among The Duriron Company, Inc., Wolverine Acquisition Corporation and Durametallic Corporation, dated as of September 11, 1995 was filed as Annex A on the Form S-4 Registration Statement filed by the Company on September 11, 1995.....	*
10.36	Split-Dollar Life Insurance Agreement between the Company and James S. and Sheila D. Ware Irrevocable Trust II signed March 6, 1996 was filed as Exhibit 10.36 to the Company's quarterly report on Form 10-Q for the quarter ended March 31, 1996.....	*

(27) FINANCIAL DATA SCHEDULE

27.1	Financial Data Schedule (submitted for the SEC's information).....
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<FN>  
" " "

Indicates that the exhibit is incorporated by reference into this quarterly report on form 10-Q from a previous filing with the Commission. The Company's file number with the Commission is "0-325".

" + "

Indicates that the document relates to a class of indebtedness that does not exceed 10% of the total assets of the Company and subsidiaries and that the Company will furnish a copy of



the document to the Commission upon request.

"a"

The documents identified under Item 10 include all management contracts and compensatory plans and arrangements required to be filed as exhibits.

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