

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K/A
(AMENDMENT NO. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report
(Date of earliest event reported) November 12, 1997

L.B. FOSTER COMPANY

(Exact name of registrant as specified in its charter)

DELAWARE	0-1043	25-1324733	
-----	-----	-----	-----
(State or other jurisdiction of incorporation)	(Commission File No.)	(IRS Employer Identification No.)	
415 HOLIDAY DRIVE, PITTSBURGH, PENNSYLVANIA		15220	
-----	-----	-----	-----
(Address of principal executive offices)		(Zip Code)	

Registrant's telephone number,
including area code 412-928-3417

(Former name or former address, if changed since last report.)

Item 7. Financial Statements and Exhibits

(a) Financial Statements of Precise Fabricating Corporation.

Audited Financial Statements as of and for the period ending
June 30, 1997:

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Balance Sheet as of June 30, 1997	7 - 8
Statement of Retained Earnings for the Year ended June 30, 1997	9
Statement of Income for the Year ended June 30, 1997	10
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Unaudited Financial Statements as of and for the period
ending September 30, 1997:

Condensed Balance Sheet as of September 30, 1997	15
Condensed Statement of Income for the Three Months ended September 30, 1997	16
Condensed Statement of Cash Flows for the Three Months ended September 30, 1997	17

(b) Pro Forma Financial Information

The following unaudited pro forma condensed consolidated
financial statements are filed with this report:

Pro Forma Condensed Consolidated Balance Sheet as of September 30, 1997	18 - 19
Pro Forma Condensed Consolidated Statement of Income:	
Year Ended December 31, 1996	20
Nine Months Ended September 30, 1997	21

The Pro Forma Condensed Consolidated Balance Sheet of the
Registrant as of September 30, 1997 reflects the financial
position of the Registrant after giving effect to the
acquisition of certain assets and liabilities of Precise
Fabricating Corporation (Precise) and its affiliate, F & G
Realty Trust, and assumes the acquisition took place on
September 30, 1997. The Pro Forma Condensed Consolidated

Statements of Income for the year ended December 31, 1996 and nine months ended September 30, 1997 assume that the acquisition occurred on January 1, 1996.

The unaudited pro forma condensed consolidated financial statements have been prepared by the Registrant based upon the assumptions required. The unaudited pro forma condensed consolidated financial statements presented herein are shown for illustrative purposes only and are not necessarily indicative of future financial position or future results of operations of the

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Registrant, or of the financial position or results of operations of the Registrant that would have actually occurred had the transaction been in effect of for the periods presented.

In particular, management believes that the pro forma income statement for the nine months ended September 30, 1997 includes income of a nonrecurring nature. The nonrecurring income results from a significant sale with a gross margin of approximately \$300,000 in excess of the amount that would be expected based on historical performance. The Registrant made the decision to purchase Precise based on its long-term potential. The purchase decision was not based on Precise's June 30, 1997 financial statements which included this nonrecurring income.

It should be noted that the Registrant's financial statements will reflect the acquisition only from November 12, 1997, the Closing Date.

The unaudited pro forma condensed consolidated financial statements should be read in conjunction with the historical financial statements and related notes of the Registrant.

(c) Exhibits:

Exhibit 23 Consent of Independent Auditors.

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SIGNATURES

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

L.B. FOSTER COMPANY

By: /s/Roger F. Nejes

Roger F. Nejes
Title: Senior Vice President
Finance and Administration
and Chief Financial Officer

Date: January 21, 1998

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Precise Fabricating Corporation

FINANCIAL STATEMENTS

For the Year Ended June 30, 1997

Precise Fabrication Corporation

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholders
Precise Fabricating Corporation
Georgetown, Massachusetts

We have audited the accompanying balance sheet of Precise Fabricating Corporation as of June 30, 1997, and the related statements of income, retained earnings, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures on the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Precise Fabricating Corporation as of June 30, 1997, and the results of its operations and its cash flows for the year then ended in conformity with generally accepted accounting principles.

/s/ Daniel P. Coughlin, CPA
A Partner of Coughlin Clasby & Co.

August 11, 1997
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Precise Fabricating Corporation

BALANCE SHEET

As of June 30, 1997

Assets

Current assets		
Cash		\$ 425,236
Accounts receivable - trade (Note 1)	\$ 1,603,909	
Less allowance for bad debts	(160,000)	

Net accounts receivable - trade		1,443,909
Unbilled - work in process (Note 1)		163,000
Inventory - raw materials (Note 1)		114,000
Accounts receivable - employees		1,202
Prepaid expenses (Note 1)		6,554
Due from stockholders		13,252
Deposit on fixed asset		46,670

Total current assets		2,213,823
Fixed assets at cost (Notes 1 & 2)		
Machinery and equipment	653,241	
Transportation equipment	199,510	
Leasehold improvements	20,715	

Total fixed assets at cost		873,466
Less accumulated depreciation	(666,598)	

Net fixed assets		206,868
Other assets		
Federal tax deposit (Note 5)	76,613	
Account receivable - related entity (Note 6)	29,486	

Total other assets		106,099

Total Assets		\$2,526,790

See Independent Auditors' Report and notes to financial statements.

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Liabilities and Stockholders' Equity

Current liabilities		
Notes payable - current portion (Note 2)	\$ 33,500	
Accounts payable - trade	373,528	
Accrued wages	12,000	
Accrued expenses	10,114	

Total current liabilities		\$ 429,142
Long-term liabilities		
Notes payable (Note 2)	111,696	
Less current portion	(33,500)	

Total long term liabilities		78,196

Total liabilities		507,338
Stockholders' equity		
Capital stock, common - no par value		
Authorized 15,000 shares		
Issued and outstanding 200 shares	10,000	
Retained earnings - Exhibit B	2,009,452	

Total stockholders' equity		2,019,452

Total Liabilities and Stockholders' Equity		\$2,526,790

Exhibit B

Precise Fabricating Corporation
 STATEMENT OF RETAINED EARNINGS
 For the Year Ended June 30, 1997

Accumulated Adjustments Account - (S Corp.)	799,539
Net income - Exhibit C	1,268,940

	2,068,479
Distributions to shareholders	(423,067)

Balance, June 30, 1997	1,645,412
Previously Taxed Income: (C Corp.)	
Balance, June 30, 1986 and June 30, 1997	364,040

Total Retained Earnings, June 30, 1997	\$2,009,452

See Independent Auditors, Report and Notes to financial statements.
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Precise Fabrication Corporation

STATEMENT OF INCOME

For the Year Ended June 30, 1997

Net sales (Note 1)		\$4,890,854
Cost of goods sold		2,837,917
Gross profit		----- 2,052,937
General and administrative expenses		753,698
Income from operations		----- 1,299,239
Other income and (expense)		
Interest income	\$ 19,660	
Interest expense	(7,222)	
Bad debt recovery-change in reserve	(42,250)	

Net other expense		(29,812)

Income before income taxes		1,269,427
Income taxes		
Federal income taxes (Note 1)	0	
Massachusetts income taxes (Note 1)	487	

Total taxes		487

Net income - Exhibit B		\$1,268,940
		----- -----

See Independent Auditors' Report and notes to financial statements.
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Precise Fabricating Corporation

STATEMENT OF CASH FLOWS

For the Year Ended June 30, 1997

Cash flows from operating activities:	
Net income - Exhibit C	\$ 1,268,940
Adjustments:	
Depreciation	72,201
Changes in assets and liabilities:	
(Increase) decrease in:	
Net accounts receivable - trade	(370,869)
Accounts receivable - related entities	(3,825)
Inventories and unbilled work in process	(137,000)
Account receivable - other	(69)
Prepaid expenses & deposit on fixed asset	(46,075)
Federal tax deposit	(36,471)
Increase (decrease) in:	
Accounts payable - trade	(48,467)
Accrued expenses and other	(3,045)

Net cash flows from operating activities	\$ 695,320
Cash flows from investing activities:	
Purchases of fixed assets - net	(99,749)
Advances to stockholders	(4,085)

Net cash flows used in investing activities	(103,834)
Cash flows from financing activities:	
Net proceeds from realty trust	(76,000)
Distributions to shareholders	(423,067)
Net proceeds from note payable	90,000
Cash paid on debt	(69,487)

Net cash flows used in financing activities	(478,554)

Net increase in cash and equivalents	112,932
Cash and equivalents, July 1, 1996	312,304

Cash and equivalents, June 30, 1997	\$ 425,236

See Independent Auditors' Report and notes to financial statements.

Precise Fabrication Corporation

NOTES TO FINANCIAL STATEMENTS

For the Year Ended June 30, 1997

Note 1 - Summary of significant accounting policies

The following is a summary of certain significant accounting policies followed in the preparation of these financial statements. The policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Organization

The Company was incorporated in August 1982. Its principal business activity is steel fabrication.

Bad debts

Accounts receivable are reviewed periodically by an officer of the Company and any accounts deemed to be uncollectible are written off as bad debt expense or sales adjustments.

Property and equipment

Property and equipment are stated at cost. When assets are disposed of the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in income for the period. The cost of maintenance and repairs is charged to expense as incurred; significant renewals and betterments are capitalized. Certain items built for a special project have been charged to job cost as they are part of the contract, and have no future value to the corporation. Depreciation is computed using accelerated and straight line methods, calculated to amortize the cost of the assets over their estimated useful lives which are as follows:

Assets	Years
Machinery and equipment	4 - 7
Furniture and fixtures	5 - 7
Transportation equipment	5
Leasehold improvements	10 - 39

Inventory and work in process

Inventory and work in process are stated at the lower of cost or market.

Precise Fabricating Corporation

NOTES TO FINANCIAL STATEMENTS

For the Year Ended June 30, 1997

Note 1 Summary of significant accounting Policies (continued)

Subchapter S election

The Company has elected under the provisions of Subchapter S of the Internal Revenue Code to report income of the Company on each stockholders' personal tax return. The corporation is, therefore, subject to an excise tax on tangible Massachusetts property only. This was \$487 for the year ended 6/30/97. The corporation has prepaid \$480 during the year ended 6/30/97.

Note 2 - Notes payable and line of credit

The Company has a secured line of credit in the amount of \$300,000 with the Fleet Bank of which there was no outstanding balance at June 30, 1997. The line of credit is priced at bank base rate plus 1/2% and is collateralized by the assignment of all corporate assets. This line of credit expires on November 1, 1997 and management believes it will be extended at that time. The Company is also indebted to the following at June 30, 1997.

	Total Note Due at 6/30/97	Maturity Date	Interest Rate	Interest Portion	Current
Salem Five Cents Savings	\$ 90,000	6/02	9.00%	\$ 18,000	
Eastern Bank	10,386	2/99	8.4 %	7,500	
Baybank	11,310	4/99	9.49%	8,000	
	-----			-----	
Total	\$ 111,696				\$ 33,500

All three loans are secured by the assignment of motor vehicles or other equipment.

Current Maturity for the year ending June 30, 1997:

6/30/98	\$33,500
6/30/99	24,196
6/30/00	18,000
6/30/01	18,000
6/30/02	18,000

Total	\$ 111,696

Precise Fabricating Corporation

NOTES TO FINANCIAL STATEMENTS

For the Year Ended June 30, 1997

Note 3 - Rents - related party transactions

The Company rents its facility in Georgetown, Massachusetts from an affiliated realty trust for \$19,000 per month. Under the terms of the lease, the base rent is \$19,000 per month plus a proportionate share of real estate taxes and insurance. The minimum future rental for the lease of the real estate for the fiscal year ending June 30, 1998 and 1999 will be a base rate of \$228,000 per year.

Note 4 - Commitments and contingent liability

An affiliated realty trust is an obligor of an Industrial Revenue Bond originally at \$1,530,000 on December 23, 1987 and was \$1,285,000 at June 30, 1997. Precise Fabricating Corporation is a guarantor of the Industrial Revenue Bond and certain machinery and equipment of the Company is pledged as security for the guarantee of the Bond. The proceeds of the Bond were used for the construction and equipping of manufacturing facilities in Georgetown, Massachusetts. Construction was completed in 1988. In connection with the Industrial Revenue Bond, the Company has entered into a lease with the affiliated realty trust effective June 1, 1988. Future minimum lease payments are discussed in note 3.

Note 5 - Federal tax deposit

The Company was required to make an interest free tax deposit with the Internal Revenue Service to retain a June 30 year end. The deposit will be adjusted every year and is fully refundable if the Company adopts December 31 as its year end.

Note 6 - Account receivable - related entity

Entities related via common ownership are indebted to the corporation at June 30, 1997 as follows:

D & N Realty Trust	\$ 29,486
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PRECISE FABRICATING CORPORATION
 CONDENSED BALANCE SHEET
 SEPTEMBER 30, 1997
 (Unaudited, in thousands)

ASSETS

CURRENT ASSETS:

Cash and cash equivalents	\$ 539
Accounts receivable	1,743
Inventories	277
Other current assets	7

Total Current Assets	2,566
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PROPERTY, PLANT AND EQUIPMENT - at cost	237
OTHER ASSETS	92

TOTAL ASSETS	\$2,895
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LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:

Current maturities of long-term debt	\$34
Accounts payable - trade	343
Other accrued liabilities	22

Total Current Liabilities	399
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LONG-TERM DEBT	70
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STOCKHOLDERS' EQUITY:

Class A Common stock	10
Retained earnings	2,416

Total Stockholders' Equity	2,426
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TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$2,895
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PRECISE FABRICATING CORPORATION
CONDENSED STATEMENT OF INCOME
THREE MONTHS ENDED SEPTEMBER 30, 1997
(Unaudited: in thousands)

NET SALES	\$1,380

COSTS AND EXPENSES:	
Cost of goods sold	806
Selling and administrative expenses	180
Interest expense	3
Other (income) expense	(2)

	987

INCOME BEFORE INCOME TAXES	393
INCOME TAX EXPENSE	0

NET INCOME	\$ 393

PRECISE FABRICATING CORPORATION
 CONDENSED STATEMENT OF CASH FLOWS
 THREE MONTHS ENDED SEPTEMBER 30, 1997
 (Unaudited: in thousands)

CASH FLOWS FROM OPERATING ACTIVITIES:	
Net income	\$393
Depreciation	15
Changes in assets and liabilities:	
Accounts receivable	(226)
Inventories	0
Other assets	14
Accounts payable - trade	(30)
Other accrued liabilities	0

Net Cash Provided by Operating Activities	166

CASH FLOWS FROM INVESTING ACTIVITIES:	
Proceeds from sale of machinery and equipment	2

Net Cash Provided by Investing Activities	2

CASH FLOWS FROM FINANCING ACTIVITIES:	
Repayments of long-term debt	(8)
Distributions to shareholders	(46)

Net Cash Used by Financing Activities	(54)

Net increase in Cash and Cash Equivalents	114
Cash and Cash Equivalents at Beginning of Period	425

Cash and Cash Equivalents at End of Period	\$539

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:	
Interest Paid	\$3

Income Taxes Paid	\$0

PRO FORMA FINANCIAL INFORMATION
L. B. FOSTER COMPANY
PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
SEPTEMBER 30, 1997

(Unaudited, in thousands)

	Historical	Precise Fabricating Corp.	Adjustments	Pro Forma
ASSETS				

CURRENT ASSETS:				
Cash and cash equivalents	\$ 1,056	\$ 539	\$ (539) (a)	\$ 1,056
Accounts receivable	44,545	1,743		46,288
Inventories	48,367	277		48,644
Other current assets	407	7	(7) (a)	407

Total Current Assets	94,375	2,566	(546)	96,395
PROPERTY, PLANT AND EQUIPMENT - at cost				
PROPERTY HELD FOR RESALE	18,762	237	1,269 (b, d)	20,268
GOODWILL AND INTANGIBLES	4,054	0		4,054
INVESTMENTS	2,365		2,453 (b, d)	4,818
OTHER ASSETS	1,693			1,693
	3,133	92	(92) (a)	3,133

TOTAL ASSETS	\$124,382	\$2,895	\$3,084	\$130,361

LIABILITIES AND STOCKHOLDERS' EQUITY				

CURRENT LIABILITIES:				
Short-term borrowings	\$ 13,000	\$ 0	\$5,634 (c)	\$ 18,634
Current maturities of long-term debt	1,327			1,327
Accounts payable - trade	13,149	343		13,492
Other accrued liabilities	3,871	22	(20) (a)	3,873

Total Current Liabilities	31,347	365	5,614	37,326
LONG-TERM DEBT	20,833	104	(104) (a)	20,833

OTHER LONG-TERM LIABILITIES	2,504			2,504

STOCKHOLDERS' EQUITY:				
Class A Common stock	102	10	(10) (a)	102
Paid-in capital	35,425			35,425
Retained earnings	34,828	2,416	(2,416) (a)	34,828
Treasury stock	(657)			(657)

Total Stockholders' Equity	69,698	2,426	(2,426)	69,698

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$124,382	\$2,895	\$3,084	\$130,361

(a) Assets, liabilities and equity of Precise Fabricating Corp. not acquired.

(b) The following amounts were allocated as increases to the historical balance sheet of Precise Fabricating Corp. to reflect the fair values of assets received:

Property & Equipment \$1,269,000
Goodwill \$2,453,000

(c) To record increase in borrowings as a result of acquisition.

(d) Useful lives of significant assets acquired:

	Amount -----	Asset Life -----
Buildings	\$ 700,000	20 years
Manufacturing Equipment	\$ 506,000	3 to 10 years
Office Equipment	\$ 100,000	2 to 10 years
Goodwill	\$2,453,000	10 years

PRO FORMA FINANCIAL INFORMATION
L. B. FOSTER COMPANY
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME
YEAR ENDED DECEMBER 31, 1996
(Unaudited: in thousands, except per share amounts)

	Historical	Precise Fabricating Corp.	Adjustments	Total
NET SALES	\$243,071	\$4,158		\$247,229
COSTS AND EXPENSES:				
Cost of goods sold	212,111	2,935	87 (a)	215,133
Selling and administrative expenses	22,765	813	(43) (b)	23,535
Interest expense	2,365	6	408 (c)	2,779
Other (income) expense	(600)	(20)		(620)
	236,641	3,734	452	240,827
INCOME BEFORE INCOME TAXES	6,430	424	(452)	6,402
INCOME TAX EXPENSE	2,572	0	(11) (d)	2,561
NET INCOME	\$ 3,858	\$ 424	(441)	\$ 3,841
Average Number of Common Shares Outstanding	9,953			9,953
Earnings per Common Share	\$0.39			\$0.39

- (a) Increase from goodwill amortization and depreciation expense, partly offset by the elimination of affiliated rent.
(b) Decrease primarily from elimination of affiliated rent.
(c) Interest expense on borrowing related to the acquisition.
(d) Income tax expense at statutory rates.

PRO FORMA FINANCIAL INFORMATION
L. B. FOSTER COMPANY
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME
NINE MONTHS ENDED SEPTEMBER 30, 1997
(Unaudited: in thousands, except per share amounts)

	Historical	Precise Fabricating Corp.	Adjustments	Total
NET SALES	\$165,145	\$3,874		\$169,019
COSTS AND EXPENSES:				
Cost of goods sold	142,561	1,981	65 (a)	144,607
Selling and administrative expenses	17,073	446	142 (b)	17,661
Interest expense	1,845	8	306 (c)	2,159
Other (income) expense	(314)	(13)		(327)
	161,165	2,422	513	164,100
INCOME BEFORE INCOME TAXES	3,980	1,452	(513)	4,919
INCOME TAX EXPENSE	1,490		357 (d)	1,847
NET INCOME	\$2,490	\$1,452 (e)	(\$870)	\$3,071
Average Number of Common Shares Outstanding	10,141			10,141
Earnings per Common Share	\$0.25			\$0.30

- (a) Increase from goodwill amortization and depreciation expense, partly offset by the elimination of affiliated rent.
- (b) Increase from performance related accruals, partly offset by the elimination of affiliated rent.
- (c) Interest expense on borrowing related to the acquisition.
- (d) Income tax expense at statutory rates.
- (e) The Precise income statement includes income of a nonrecurring nature. The nonrecurring income results from a significant sale with a gross margin of approximately \$300,000 in excess of the amount that would be expected based on historical trends.

Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statements (Form S-8 Nos. 33-17073, 33-35152 and 33-79450) pertaining to the 1985 Long-Term Incentive Plan of L.B. Foster Company, as amended and restated, of our report dated August 11, 1997 with respect to the financial statements of Precise Fabricating Corporation included in L.B. Foster Company's current report on Form 8-K/A dated January 21, 1998 filed with the Securities and Exchange Commission.

/s/Coughlin, Clasby & Company

Coughlin, Clasby & Company

Peabody, Massachusetts
January 15, 1998
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/s/By Daniel P. Coughlin CPA
/s/ & Partners 1/13/98