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Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # 838872 (0)

1. Corporation Name
L. B. FOSTER COMPANY

Principal Place of Business
415 HOLIDAY DRIVE
PITTSBURGH PA 15220

Mailing Address
415 HOLIDAY DRIVE
PITTSBURGH PA 15220

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip
24 Country

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip
29 Country

3. Date Incorporated or Qualified
07/27/1977

4. FEI Number
25-1324733

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

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

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

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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

L. B. FOSTER COMPANY

CORPORATE OFFICERS

Lee B. Foster II	President and Chief Executive Officer
Anthony G. Cipicchio	Vice President - Operations
William S. Cook, Jr.	Vice President - Strategic Planning and Acquisitions
Paul V. Dean	Vice President - Piling Products
Samuel K. Fisher	Vice President - Rail Procurement
Dean A. Frenz	Senior Vice President - Rail Products
Steven L. Hart	Vice President
Stan L. Hasselbusch	Senior Vice President - Construction & Tublar Products
David L. Minor	Vice President and Treasurer
Roger F. Nejes	Senior Vice President - Finance and Administration and Chief Financial Officer
Henry M. Ortwein, Jr.	Vice President - Rail Manufactured Products
Robert W. Sigle	Vice President - Tubular Products
Linda M. Terpenning	Vice President - Human Resources
David L. Voltz	Vice President, General Counsel and Secretary
Donald F. Vukmanic	Vice President and Controller
Rose M. Ciraula	Assistant Secretary

DIRECTORS

James W. Wilcock, Chairman
Lee B. Foster II
John W. Puth
William H. Rackoff
Richard L. Shaw