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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 2 )\*

LB FOSTER COMPANY

-----  
(Name of Issuer)

CLASS A COMMON STOCK

-----  
(Title of Class of Securities)

350060109

-----  
(CUSIP Number)

GINO PHILLIP ZAVARELLA, ESQ., GENERAL COUNSEL  
MAXUS INVESTMENT GROUP  
28601 CHAGRIN BLVD. - SUITE 500  
CLEVELAND, OHIO 44122  
(216) 687-1000

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notice and Communications)

FEBRUARY 3, 1997

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box .

Check the following box if a fee is being paid with the statement . (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

-----  
CUSIP NO. 350060109

-----  
1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Richard A. Barone / SS # ###-##-####

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS\*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2 (d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

7 SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
0

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
748,400

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
748,400

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.53 %

14 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEM 1-7 (INCLUDING EXHIBITS)  
OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

CUSIP NO. 350060109

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Maxus Asset Management Inc. / ID # 34-1172683

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Ohio

7 SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0

8 SHARED VOTING POWER  
0

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
713,400

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
713,400

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
7.18 %

14 TYPE OF REPORTING PERSON\*  
IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEM 1-7 (INCLUDING EXHIBITS)  
OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

-----  
CUSIP NO. 350060109  
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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Maxus Securities Corp / ID # 34-1151160  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS\*  
00  
-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Ohio  
-----

7 SOLE VOTING POWER  
NUMBER OF SHARES 0  
-----

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
8 SHARED VOTING POWER  
0  
-----

9 SOLE DISPOSITIVE POWER  
0  
-----

10 SHARED DISPOSITIVE POWER  
35,000  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
35,000  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
.35 %  
-----

14 TYPE OF REPORTING PERSON\*  
CO  
-----

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEM 1-7 (INCLUDING EXHIBITS)  
OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

Item 1. Security and Issuer

This Statement relates to the shares of Beneficial Interest (the "Share s") of L.B. Foster Company. The address of Issuer's principal officers is 415 Holiday Drive, Pittsburgh, Pennsylvania 15220.

Item 2. Identity and Background

This Amendment Statement is filed on behalf of all persons and entities and participants of Resource Management, Inc., an entity incorporated under the laws of the State of Ohio and commonly known as the Maxus Investment Group (hereinafter "MIG"), Richard A. Barone, an individual (hereinafter "Mr. Barone"), Maxus Asset Management Inc, an entity incorporated under the laws of the State of Ohio (hereinafter "MAM"), and Maxus Securities Corp, an entity incorporated under the laws of the State of Ohio (hereinafter "MSC"). The aforementioned person and entities are collectively referred to herein as the "Filing Persons". The business address of the aforementioned person and entities is 28601 Chagrin Boulevard - Suite 500, Cleveland, Ohio 44122.

The Filing Persons each disclaim membership in a Group as such term is defined in Section 13(d)(3) of the Securities Exchange Act of 1934 and the Rules and Regulations promulgated thereunder. However, because of the relationships between and among the Filing Persons described herein, they determined to make this filing.

MAM is a registered investment advisor having the power to dispose of the Shares owned by the investment clients for which it acts as advisor. MSC is a broker-dealer. MIG is a financial services corporation which owns all of the outstanding shares of MAM and MSC. Mr. Barone is the controlling shareholder of MIG and is principally employed as Chairman and President of MIG, MAM and MSC and as Chairman of Maxus Income Fund, Maxus Equity Fund and Maxus Laureate Fund, all of which are registered under the Investment Company Act of 1940. See Exhibit A attached to this amended Schedule 13D for additional information on executive officers.

Item 3. Source and Amount of Funds or Other Consideration

MAM owns no Shares directly but may be deemed to beneficially own (within the meaning of Rule 13(d)(3) of the Securities Exchange Act of 1934) 713,400 Shares purchased by MAM for the account of its investment clients. MAM disclaims beneficial ownership of such Shares.

MSC owns no Shares directly but may be deemed to beneficially own (within the meaning of Rule 13(d)(3) of the Securities Exchange Act of 1934) 35,000 Shares purchased by MSC for the account of its brokerage clients. MSC disclaims beneficial ownership of such shares.

Item 4. Purpose of Transaction

The Filing Persons acquired Shares to establish investment positions in the Issuer. Subject to market and business conditions and other factors, the Filing Persons may intend to purchase additional Shares. However, depending upon such factors, the Filing Persons may also maintain their present ownership of Shares or sell some or all of the Shares.

Item 5. Interest in Securities of the Issuer

Set forth below for the Filing Persons, in the aggregate, is the number of Shares which may be deemed to be beneficially owned as of February 3, 1997, and the percentage of the Shares outstanding represented by such ownership (based on 9,937,738 Shares outstanding):

Name:	No. of Shares	Percent of Class
Maxus Asset Management, Inc(1)	713,400	7.18 %
Maxus Securities Corp(2)	35,000	0.35 %
Total(3)	748,400	7.53 %

These Shares are owned by investment clients of MAM and MAM may be deemed to beneficially own these Shares by reason of its power to dispose of such Shares under its Investment Management Agreement with such clients. MAM, however, disclaims beneficial ownership of all such Shares. These Shares are owned by brokerage clients of MSC. MSC may be deemed to beneficially own these Shares by virtue of such relationship, although it has no contractual power to vote or dispose of such Shares. MSC disclaims beneficial ownership of all such Shares.

Mr. Barone owns no Shares directly but, by virtue of his positions as Chairman and President of MAM and MIG he may be deemed to beneficially own the 748,400 Shares which may be deemed to be beneficially owned by MAM. Mr. Barone disclaims beneficial ownership of all such Shares.

MIG owns no Shares directly and MIG may be deemed to beneficially own the 748,400 Shares which may be deemed to be beneficially owned by MAM. MIG, however, disclaims beneficial ownership of all such Shares.

MAM and its investment clients share the power to dispose of the Shares which may be deemed to be beneficially owned by MAM. By virtue of their relationship to MAM, MIG and Mr. Barone may also be deemed to share such power. None of the Filing Persons has any power to vote the Shares.

Exhibit B attached hereto sets forth the transactions in Shares effected by the Filing Persons since original filing, the dates of such transactions and the per Share purchase price. The Shares were traded on the NASDAQ.

Item 6. Contracts, Arrangements, Understanding or Relationships with Respect to Securities of the Issuer.

Except as set forth in this Statement, there are no contracts, arrangements, understanding or relationships (legal or otherwise) among the Filing Persons or between any of the Filing Persons and any other person, with respect to any Shares.

Item 7. Material to be Filed as Exhibits

Exhibit A Description of Directors and Executive officers of MAM and MIG.

Exhibit B Transactions in Shares since 12/03/1996

Signatures

After reasonable inquiry, and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Maxus Asset Management

Date: 02/03/97 by: \_\_\_/s/ Richard A. Barone\_\_\_  
Richard A. Barone, President

Maxus Securities Corp

Date: 02/03/97 by: \_\_\_/s/ Richard A. Barone\_\_\_  
Richard A. Barone, President

Maxus Investment Group

Date: 02/03/97 by: \_\_\_/s/ Richard A. Barone\_\_\_  
Richard A. Barone, President

Richard A. Barone

Date: 02/03/97 by: \_\_\_/s/ Richard A. Barone\_\_\_  
Richard A. Barone

Exhibit A

Entity	Directors(1) (2)	Executive Officers
Maxus Asset Management, Inc.	Richard A. Barone Umberto P. Fedeli Gino P. Zavarella	Richard A. Barone, Chairman & President Robert W. Curtin, Secretary & Sr. Vice-President
Maxus Securities Corp.	Richard A. Barone Robert W. Curtin Gino P. Zavarella	Richard A. Barone, Chairman & President Robert W. Curtin, Secretary & Sr. Vice-President
Maxus Investment Group	Richard A. Barone Robert W. Curtin Robert F. Pincus	Richard A. Barone, Chairman & President Robert W. Curtin, Secretary & Sr. Vice-President Vice-President

(1) All Directors and Executive Officers listed above is a United States citizen.

(2) The business address of the Filing Persons are as follows:

Richard A. Barone, Robert W. Curtin, Robert F. Pincus and Gino P. Zavarella and Maxus Asset Management, Inc. and Maxus Investment Group:  
28601 Chagrin Boulevard - Suite 500, Cleveland, Ohio 44122;

The business address of Umberto P. Fedeli is:  
5005 Rockside Road, Independence, Ohio 44131.

Exhibit B

Maxus Asset Management  
 Securities cross-reference for  
 LB Foster Co.  
 (FSTRA)

Trade Date	Dollar Amount
01-24-97	8249.75
12-05-96	6930
01-10-97	15150
12-17-96	6824.95
01-06-97	8099.75
01-06-97	12334.75
01-03-97	7849.75
01-10-97	7599.75
01-24-97	12684.25
01-23-97	6061
01-23-97	20109.35
01-23-97	34318.75
01-10-97	7599.75
01-16-97	7974.75
01-23-97	40223.45
01-14-97	5875.75
01-14-97	3914
12-19-96	13261
12-19-96	4260.94
01-24-97	8207.75
01-24-97	4101.5
01-24-97	9741.07
01-24-97	8474.75
01-24-97	8224.75
01-28-97	8349.75
01-28-97	8457.75
01-28-97	12679.5
01-28-97	20820
01-28-97	8474.75
01-23-97	8224.75
01-06-97	7849.75
01-13-97	3814.75
01-21-97	7974.75
01-24-97	8457.75
01-24-97	12867
01-06-97	9457.75
12-06-96	19721.82