UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Form 10-Q

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

For Quarter Ended March 31, 1998

Commission File Number 0-10436

L. B. Foster Company
(Exact name of Registrant as specified in its charter)

Delaware	25-13247733
(State of Incorporation)	(I.R.S. Employer Identification No.)

415 Holiday Drive, Pittsburgh, Pennsylvania	15220
(Address of principal executive offices)	(Zip Code)

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

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 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

Indicate the number of shares of each of the registrant's classes of common stock as of the latest practicable date.

Class	Outstanding at April 29, 1998
Class A Common Stock, Par Value $.01	10,006,301 Shares

L.B. FOSTER COMPANY AND SUBSIDIARIES

INDEX

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

L.B. FOSTER COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In Thousands)

	March 31, 1998	December 31, 1997
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 1,841	$ 1,156
Accounts and notes receivable:		
Trade	43,305	45,022
Other	2,705	2,564
	46,010	47,586
Inventories	41,486	43,365
Current deferred tax assets	172	123
Other current assets	594	557
Property held for resale	3,256	3,461
Total Current Assets	93,359	96,248
Property, Plant & Equipment - at cost	42,090	42,134
Less Accumulated Depreciation	(21,814)	(21,359)
	20,276	20,775
Property Held for Resale	615	615
Other Assets:		
Goodwill and intangibles	4,370	4,484
Investments	1,693	1,693
Other assets	3,386	3,154
Total Other Assets	9,449	9,331
TOTAL ASSETS	$ 123,699	$126,969
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Current maturities of long-term debt	$ 1,287	$ 1,309
Short-term borrowings	10,500	18,111
Accounts payable	14,929	12,524
Accrued payroll and employee benefits	2,557	3,008
Other accrued liabilities	1,655	1,219
Total Current Liabilities	30,928	36,171
Long-Term Debt	19,251	17,530
Deferred Tax Liabilities	744	554
Other Long-Term Liabilities	1,943	2,206
Stockholders' Equity:		
Class A Common stock	102	102
Paid-in capital	35,500	35,434
Retained earnings	36,331	35,625
Treasury stock	(1,100)	(653)
Total Stockholders' Equity	70,833	70,508
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 123,699	$126,969

See Notes to Condensed Consolidated Financial Statements.

L. B. FOSTER COMPANY AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In Thousands, Except Per Share Amounts)

	Three Months Ended March 31, 1998	Three Months Ended March 31, 1997
Net Sales	$ 49,341	$ 54,494
Costs and Expenses:		
Cost of Goods Sold	42,247	48,127
Selling and Administrative Expenses	5,656	5,235
Interest Expense	590	535
Other (Income) Expense	(333)	(83)
	48,160	53,814
Income Before Income Taxes	1,181	680
Income Tax Expense	475	273
Net Income	$ 706	$ 407
Basic Earnings Per Share	$ 0.07	$ 0.04
Diluted Earnings Per Share	$ 0.07	$ 0.04
Average Number of Common Shares Outstanding-Basic	10,061	10,131
Average Number of Common Shares Outstanding-Diluted	10,233	10,214
Cash Dividend per Common Share	$	$

See Notes to Condensed Consolidated Financial Statements.

L.B. Foster Company and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(In Thousands)

	Three Months Ended March 31, 1998	Three Months Ended March 31, 1997
Cash Flows from Operating Activities:		
Net income	$ 706	$ 407
Adjustments to reconcile net income to net cash provided (used) by operating activities:		
Deferred income taxes	141	220
Depreciation and amortization	768	646
Gain on sale of property, plant and equipment	(15)	(157)
Change in operating assets and liabilities:		
Accounts receivable	1,576	5,368
Inventory	1,879	(9,737)
Property held for resale	205	(31)
Other current assets	(37)	(7)
Other non-current assets	(233)	(195)
Accounts payable - trade	2,405	164
Accrued payroll and employee benefits	(361)	(1,363)
Other current liabilities	436	(710)
Other liabilities	(263)	112
Net Cash Provided (Used) by Operating Activities	$ 7,207	$(5,283)
Cash Flows from Investing Activities:		
Proceeds from sale of property, plant and equipment	320	563
Capital expenditures on property, plant and equipment	(459)	(518)
Net Cash (Used) Provided by Investing Activities	(139)	45
Cash Flows from Financing Activities:		
(Repayments) proceeds from issuance of revolving credit agreement borrowings	(7,611)	6,730
Proceeds from Industrial Revenue Bond	2,045	
Exercise of stock options	28	540
Treasury share transactions	(499)	
Repayments of capital leases	(346)	(387)
Net Cash (Used) Provided by Financing Activities	(6,383)	6,883
Net Increase in Cash and Cash Equivalents	685	1,645
Cash and Cash Equivalents at Beginning of Period	1,156	1,201
Cash and Cash Equivalents at End of Period	$ 1,841	$ 2,846
Supplemental Disclosures of Cash Flow Information:		
Interest Paid	$ 599	$ 524
Income Taxes Paid	$ 29	$ 17

During 1998, no capital expenditures were financed through the issuance of capital leases, however, during 1997, the Company financed the purchase of certain capital expenditures totaling $33,500 through the issuance of capital leases.

See Notes to Condensed Consolidated Financial Statements.

L. B. FOSTER COMPANY AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. FINANCIAL STATEMENTS

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all estimates and adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included, however, actual results could differ from those estimates. Operating results for the three months ended March 31, 1998 are not necessarily indicative of the results that may be expected for the year ended December 31, 1998. Certain items previously reported in specific financial statement captions were reclassified in 1997. The reclassifications had no effect on income. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 1997.

2. ACCOUNTING PRINCIPLES

In June 1997, the FASB issued SFAS No. 130, "Reporting Comprehensive Income" and SFAS No. 131, "Disclosures About Segments of an Enterprise and Related Information". The Company has had no reportable transactions under the provisions of SFAS No. 130 and the Company does not anticipate that the reporting requirements of SFAS No. 131 will have a material impact on existing disclosures.

3. ACCOUNTS RECEIVABLE

Credit is extended on an evaluation of the customer's financial condition and, generally, collateral is not required. Credit terms are consistent with industry standards and practices. Trade accounts receivable at March 31, 1998 and December 31, 1997 have been reduced by an allowance for doubtful accounts of $1,537,000 and $1,468,000, respectively. Bad debt expense was $69,000 and $51,000 for the three month periods ended March 31, 1998 and 1997, respectively.

4. INVENTORIES

Inventories of the Company at March 31, 1998 and December 31, 1997 are summarized as follows in thousands:

	March 31, 1998	December 31, 1997
Finished goods	$ 31,665	$ 30,380
Work-in-process	6,391	7,826
Raw materials	6,715	8,369
Total inventories at current costs:	44,771	46,575
(Less):		
Current costs over LIFO stated values	(2,685)	(2,610)
Reserve for decline in market value of inventories	(600)	(600)
	$ 41,486	$ 43,365

Inventories of the Company are generally valued at the lower of last-in, first-out (LIFO) cost or market. Other inventories of the Company are valued at average cost or market, whichever is lower. An actual valuation of inventory under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations must necessarily be based on management's estimates of expected year-end levels and costs.

5. REVOLVING CREDIT AGREEMENT

The Company maintains a $45,000,000 revolving credit agreement. The interest rate is, at the Company's option, based on the prime rate, the domestic certificate of deposit rate (CD rate) or the Euro-bank rate. The interest rates are adjusted quarterly based on the fixed charge coverage ratio defined in the agreement. The ranges are prime to prime plus 0.25%, the CD rate plus 0.45% to the CD rate plus 1.125%, and the Euro-bank rate plus 0.45% to the Euro-bank rate plus 1.125%. Borrowings under the agreement, which expires July 1, 1999, are secured by accounts receivable and inventory.

The agreement includes financial covenants requiring a minimum net worth, a fixed charge coverage ratio, a leverage ratio and a current ratio. The agreement also places restrictions on dividends, investments, capital expenditures, indebtedness and sales of certain assets.

6. EARNINGS PER COMMON SHARE

In 1997, the Financial Accounting Standards Board issued Statement No. 128, "Earnings Per Share" (SFAS No. 128). Statement No. 128 replaced the calculation of primary and fully diluted earnings per share with basic and diluted earnings per share.

Basic earnings per share excludes any dilutive effects of options, warrants and certain convertible securities. Basic earnings per share are computed by dividing net income by the weighted average number of Class A Common shares outstanding during the periods ended March 31, 1998 and 1997 of approximately 10,061,000 and 10,131,000, respectively.

Diluted earnings per share uses the average market prices during the period in calculating the dilutive effect of options under the treasury stock method. Using this method, the weighted average number of Class A Common shares outstanding during the periods ended March 31, 1998 and 1997 were approximately 10,233,000 and 10,214,000, respectively.

7. COMMITMENTS AND CONTINGENT LIABILITIES

The Company is subject to laws and regulations relating to the protection of the environment and the Company's efforts to comply with increasingly stringent environmental regulations may have an adverse effect on the Company's future earnings. In the opinion of management, compliance with the present environmental protection laws will not have a material adverse effect on the financial condition, competitive position, or capital expenditures of the Company.

The Company is subject to legal proceedings and claims which arise in the ordinary course of its business.   In the opinion of management, the amounts of ultimate liability with respect to these actions will not materially effect the financial position of the Company.

At March 31, 1998, the Company had outstanding letters of credit of approximately $2,900,000.

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

	Three Months Ended March 31, 1998	Three Months Ended March 31, 1997
	(Dollars in thousands)	
Net Sales:		
Rail Products	$ 27,572	$ 23,546
Construction Products	12,011	19,198
Tubular Products	9,758	11,750
Total Net Sales	49,341	54,494
Gross Profit:		
Rail Products	3,971	2,633
Construction Products	2,479	2,370
Tubular Products	859	1,364
Other	(215)	
Total Gross Profit	7,094	6,367
Expenses:		
Selling and Administrative Expenses	5,656	5,235
Interest Expense	590	535
Other (Income) Expense	(333)	(83)
Total Expenses	5,913	5,687
Income Before Income Taxes	1,181	680
Income Tax Expense	475	273
Net Income	$ 706	$ 407
Gross Profit %:		
Rail Products	14%	11%
Construction Products	21%	12%
Tubular Products	9%	12%
Total Gross Profit %	14%	12%

Results of Operations for the Three Months Ended March 31, 1998

Net income for the 1998 first quarter was $0.7 million or $0.07 per share on net sales of $49.3 million. This compares to a 1997 first quarter net income of $0.4 million or $0.4 per share on net sales of $54.5 million.

Rail products' 1998 first quarter net sales were $27.6 million or an increase of 17% over the same period last year due primarily to higher used rail sales. Construction products' net sales declined 37% or $7.2 million from the year earlier quarter primarily due to the previously announced loss of a sheet piling supplier. Tubular products' sales declined $2.0 million or 17% from the same quarter of 1997 principally as a result of lower volume sales from the Company's Newport, Kentucky pipe coating facility and the timing of Fosterweld shipments. Changes in net sales are primarily the result of changes in volume rather than changes in prices.

The gross margin percentage for the total Company was 14% in the 1998 first quarter or an increase of 2% from the same period last year. Rail products' gross margin percentage in the first quarter of 1998 was 14% compared to 11% in the first quarter of 1997. This increase is attributable to a change in the mix of products sold principally in the relay rail division. The gross margin percentage for construction products climbed to 21% from 12% in the year earlier quarter as a result of increased margins on piling products. Tubular products' gross margin percentage in the first quarter of 1998 declined 3% to 9% primarily due to decreased volume at the Newport pipe coating and Fosterweld facilities.

Selling and administrative expenses increased 8% in the 1998 first quarter in comparison to the same period last year principally due to the additional expense associated with operating the Company's recent acquisitions. Interest rates increased 10% over the year earlier quarter as a result of increased borrowings to fund acquisitions. Other income included a gain of $0.2 million for the sale of a Houston, Texas property, which had been classified as property held for resale. The provision for income taxes was recorded at 40%.

Liquidity and Capital Resources

The Company generates internal cash flow from the sale of inventory and the collection of accounts receivable. During the first quarter of 1998 the average turnover rate for accounts receivable was lower than the same period last year due to slower collections of certain transit and Fosterweld contracts. The average turnover rate for inventory was higher in 1998 than in 1997, primarily in rail products. Working capital at March 31, 1998 was $62.4 million compared to $60.1 million at December 31, 1997.

Year to date, the Company had total capital expenditures of $0.5 million. In addition, the Company repurchased $0.5 million of its common stock in accordance with the Company's previously announced buy-back program. Management anticipates completing this program in 1998. Capital expenditures in 1998 are expected to be consistent with 1997 and are anticipated to be funded by cash flows from operations.

Total revolving credit agreement borrowings at March 31, 1998 were $25.5 million, or a decrease of $7.6 million from the end of the prior year. The Company borrowed $2.0 million through an industrial revenue bond to finance part of the Precise Manufacturing Corporation acquisition. Outstanding letters of credit at March 31, 1998 were $2.9 million. At March 31, 1998 the Company had $16.6 million in unused borrowing commitment. Management believes its internal and external sources of funds are adequate to meet anticipated needs.

Other Matters

The Company owns 13% of the Dakota, Minnesota & Eastern Railroad Corporation (DM&E), a privately held, regional railroad which operates over 1,100 miles of track in five states. The Company's investment in the stock is recorded in the Company's accounts at its historical cost of $1.7 million, comprised of $0.2 million of common stock and $1.5 million of the DM&E's Series B Preferred Stock and warrants. Although this investment's market value is not readily determinable, management believes that this investment disregarding the DM&E's proposed Powder River Basin project discussed below, is worth significantly more than its historical cost.

The DM&E announced in June 1997 that it plans to build an extension from the DM&E's existing line into the low sulfur coal market of the Powder River Basin in Wyoming and to rebuild approximately 600 miles of existing track (the "Project"). The DM&E has also announced that the estimated cost of this project is $1.4 billion. The Project is subject to approval by the Surface Transportation Board and the Project is scheduled to be completed within five years.

In February 1998, the DM&E filed its application with the Surface Transportation Board seeking authority to construct approximately 280 miles of new railroad line. The DM&E has indicated that this new railroad line could be available to carry Power River Basin coal within two years after regulatory approval is obtained.

Morgan Stanley & Co., Inc., has been retained by the DM&E to assist in identifying strategic partners or potential acquirers of all or a portion of the equity of the DM&E. The DM&E has stated that the DM&E could repay project debt and cover its operating costs if it captures a 5% market share in the Powder River Basin. If the Project proves to be viable, management believes that the value of the Company's investment in the DM&E could increase dramatically.

In February of 1998, the Company entered into a letter of intent to sell its spiralweld pipe manufacturing facility located in Parkersburg, West Virginia, to Northwest Pipe Company of Portland, Oregon. The Fosterweld division generates approximately $12 million in revenues and employs approximately 50 people. Completion of the transaction is subject to due diligence and the execution of a definitive purchase agreement. The transaction is expected to close in the second quarter of 1998. Management anticipates that the proceeds from this transaction will exceed its current investment of $4 million of fixed assets and $5 million of working capital.

The Company's integrated accounting and distribution software is licensed from a national vendor. The current releases of this vendor's software is year 2000 compliant. The Company expects to install the year 2000 compliant version in 1998. Management believes that this schedule is achievable and does not anticipate any adverse impact in becoming year 2000 compliant from its licensed software or other operating equipment.

Management continues to evaluate the overall performance of certain operations. A decision to terminate an existing operation could have a material adverse effect on near-term earnings but would not be expected to have a material adverse effect on the financial condition of the Company.

Outlook

The Company has not had a domestic sheet piling supplier since March 1997. Revenues from piling products are anticipated to decline as the Company's remaining piling inventory is liquidated. The Company, however, will become Chaparral Steel's exclusive domestic distributor of steel sheet piling when Chaparral Steel's manufacturing facility, being constructed in Richmond, Virginia, begins operations in 1999.

The rail segment of the business depends on one source for fulfilling certain trackwork contracts. The Company has provided $6.8 million of working capital to this supplier in the form of loans and progress payments. If, for any reason, this supplier is unable to perform, the Company could experience a short-term negative effect on earnings and liquidity.

The Company's operations are, in part, dependent on governmental funding of infrastructure projects. Significant changes in the level of government funding of these projects could have a favorable or unfavorable impact on the operating results of the Company. Additionally, governmental actions concerning taxation, tariffs, the environment or other matters could impact the operating results of the Company. The Company is also dependent on the availability of rail cars and weld trains to ship its products. The Company has experienced delays in certain projects due to the lack of availability of rail cars. The current merger activities in the railroads have exacerbated this problem. The Company can provide no assurances that a solution to the problem will occur in the near-term. The Company's operating results may also be affected by adverse weather conditions.

Although backlog is not necessarily indicative of future operating results, total Company backlog at March 31, 1998, was approximately $101.4 million, which includes $9.6 million from Fosterweld. The following table provides the backlog by business segment.

	Backlog		
	March 31, 1998	March 31, 1997	December 31, 1997
Rail Products	$ 55,481	$ 33,928	$ 51,584
Construction Products	26,270	22,048	23,284
Tubular Products	19,682	12,523	3,955
Total Backlog	$101,433	$ 68,499	$ 78,823

Forward-Looking Statements

Statements relating to the potential value or viability of the DM&E or the Project, or management's belief as to such matters, are forward-looking statements and are subject to numerous contingencies and risk factors. The Company has based its assessment on information provided by the DM&E and has not independently verified such information. In addition to matters mentioned above, factors which can adversely affect the value of the DM&E, its ability to complete the Project or the viability of the Project include the following: labor disputes, any inability to obtain necessary environmental and government approvals for the Project in a timely fashion, an inability to obtain financing for the Project, competitor's response to the Project, market demand for coal or electricity and changes in environmental laws and regulations.

The Company wishes to caution readers that various factors could cause the actual results of the Company to differ materially from those indicated by forward-looking statements made from time to time in news releases, reports, proxy statements, registration statements and other written communications (including the preceding sections of this Management's Discussion and Analysis), as well as oral statements made from time to time by representatives of the Company. Except for historical information, matters discussed in such oral and written communications are forward-looking statements that involve risks and uncertainties, including but not limited to general business conditions, the availability of material from major suppliers, the impact of competition, the seasonality of the Company's business, taxes, inflation and governmental regulations.

PART II OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

See Note 7, "Commitments and Contingent Liabilities", to the Condensed Consolidated Financial Statements.

Item 6. EXHIBITS AND REPORTS ON FORM 8-K

a) EXHIBITS

Unless marked by an asterisk, all exhibits are incorporated by reference:

3.1	Restated Certificate of Incorporation as amended to date, filed as Exhibit 3.1 to Form 10-Q for the quarter ended March 31, 1987.
3.2	Bylaws of the Registrant, as amended to date, filed as Exhibit 3.2 to Form 10-K for the year ended December 31, 1997.
4A	Rights Agreement, dated as of May 15, 1997, between L.B. Foster Company and American Stock Transfer & Trust Company, including the form of Rights Certificate and the Summary of Rights attached thereto, filed as Exhibit 4A to Form 8-A dated May 23, 1997.
4.1	Amended and Restated Loan Agreement by and among the Registrant and Mellon Bank, N.A., NBD Bank, and Corestates Bank, N.A. dated as of November 1, 1995 and filed as Exhibit 4.1 to Form 10-K for the year ended December 31, 1995.
4.1.1	First Amendment to Amended and Restated Loan Agreement dated January 1, 1996, and filed as Exhibit 4.1.1 to Form 10-K for the year ended December 31, 1997.
4.1.2	Second Amendment to Amended and Restated Loan Agreement dated December 31, 1996, and filed as Exhibit 4.1.2 to Form 10-K for the year ended December 31, 1997.
4.1.3	Third Amendment to Amended and Restated Loan Agreement dated April 9, 1997, and filed as Exhibit 4.1.3 to Form 10-K for the year ended December 31, 1997.
4.1.4	Fourth Amendment to Amended and Restated Loan Agreement dated November 12, 1997, and filed as Exhibit 4.1.4 to Form 10-K for the year ended December 31, 1997.
10.15	Lease between the Registrant and Amax, Inc. for manufacturing facility at Parkersburg, West Virginia, dated as of October 19, 1978, filed as Exhibit 10.15 to Registration Statement No. 2-72051.
10.16	Lease between Registrant and Greentree Building Associates for Headquarters office, dated as of June 9, 1986, as amended to date, filed as Exhibit 10.16 to Form 10-K for the year ended December 31, 1988.
10.16.1	Amendment dated June 19, 1990 to lease between Registrant and Greentree Building Associates, filed as Exhibit 10.16.1 to Form 10-Q for the quarter ended June 30, 1990.
10.16.2	Amendment dated May 29, 1997 to lease between Registrant and

Greentree Building Associates, filed as Exhibit 10.16.2 to Form 10-Q for the quarter ended June 30, 1997.

10.19	Lease between the Registrant and American Cast Iron Pipe Company for Pipe-Coating facility in Birmingham, Alabama dated December 11, 1991, filed as Exhibit 10.19 to Form 10-K for the year ended December 31, 1991.
10.19.1	Amendment to Lease between the Registrant and American Cast Iron Pipe Company for Pipe-Coating facility in Birmingham, Alabama dated April 15, 1997, filed as Exhibit 10.19.1 to Form 10-Q for the quarter ended March 31, 1997.
10.33.2	Amended and Restated 1985 Long Term Incentive Plan, as amended and restated February 26, 1997, filed as Exhibit 10.33.2 to Form 10-Q for the quarter ended June 30, 1997. **
10.45	Medical Reimbursement Plan, filed as Exhibit 10.45 to Form 10-K for the year ended December 31, 1992. **
10.46	Leased Vehicle Plan, as amended to date, filed as Exhibit 10.46 to Form 10-K for the year ended December 31, 1997. **
10.49	Lease agreement between Newport Steel Corporation and Registrant dated as of October 12, 1994 and filed as Exhibit 10.49 to Form 10-Q for the quarter ended September 30, 1994.
10.49.1	Amendment to lease between Registrant and Newport Steel Corporation dated March 13, 1998 and filed as Exhibit 10.49.1 to Form 10-K for the year ended December 31, 1997.
10.50	L.B. Foster Company 1998 Incentive Compensation Plan, filed as Exhibit 10.50 to Form 10-K for the year ended December 31, 1997. **
10.51	Supplemental Executive Retirement Plan, filed as Exhibit 10.51 to Form 10-K for the year ended December 31, 1994. **
19	Exhibits marked with an asterisk are filed herewith.
**	Identifies management contract or compensatory plan or arrangement required to be filed as an Exhibit.

b) Reports on Form 8-K

No reports on Form 8-K were filed by the Registrant during the three month period ended March 31, 1998.

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.

L.B. FOSTER COMPANY
(Registrant)

Date: May 6, 1998

By /s/ Roger F. Nejes

Roger F. Nejes
Sr. Vice President-
Finance and Administration
& Chief Financial Officer
(Principal Financial Officer
and Duly Authorized Officer
of Registrant)

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3-MOS
DEC-31-1998
MAR-31-1998
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