

PORTEC RAIL PRODUCTS INC  
Form SC TO-T/A  
December 15, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE TO  
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 17)**

**PORTEC RAIL PRODUCTS, INC.**  
*(Name of Subject Company (issuer))*  
**FOSTER THOMAS COMPANY**  
*(offeror)*

**a wholly-owned subsidiary of  
L.B. FOSTER COMPANY**  
*(parent of offeror)*

*(Names of Filing Persons (identifying status as offeror, issuer or other person))*

**Common Stock, \$1.00 par value per share**  
*(Title of Class of Securities)*

**736212101**  
*(CUSIP Number of Class of Securities)*

David Voltz  
L.B. Foster Company  
415 Holiday Drive  
Pittsburgh, Pennsylvania 15220  
(412)-928-3417

*(Name, address, and telephone numbers of person authorized  
to receive notices and communications on behalf of filing persons)*

with a copy to:  
Lewis U. Davis, Jr., Esq.  
Buchanan Ingersoll & Rooney PC  
One Oxford Centre  
301 Grant Street, 20th Floor  
Pittsburgh, PA 15219  
(412) 562-8800

**Calculation of Filing Fee**

<b>Transaction valuation*</b>	<b>Amount of Filing Fee**</b>
\$114,944,143	\$8,195.52

\* Estimated for purposes of calculating the amount of the filing fee only, in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended (the Exchange Act). The calculation of the transaction valuation assumes a purchase price of \$11.80 per share and the purchase of 9,741,029 shares of Portec common stock, which is represented by (i) 9,602,029 outstanding shares of common stock; and (ii) 139,000 shares of common stock that were issuable with respect to all outstanding options, in each case as provided by Portec, as of the most recent practicable date.

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The amount of the filing fee was calculated in accordance with Section 14(g)(3) of the Exchange Act, and equals \$71.30 per million dollars of the transaction valuation amount.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$8,195.52  
Form or Schedule TO-T  
Registration  
No.:

Filing Party: L.B. Foster Company and Foster Thomas Company  
Date Filed: February 26, 2010

Schedule TO-T/A

August 31, 2010

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 17 ( Amendment No. 17 ) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on February 26, 2010, as amended (the Schedule TO ), by (i) Foster Thomas Company, a West Virginia corporation (the Purchaser ) and a wholly-owned subsidiary of L.B. Foster Company, a Pennsylvania corporation ( Parent ), and (ii) Parent. The Schedule TO relates to the offer by the Purchaser to purchase all of the outstanding shares of common stock, par value \$1.00 per share (the Shares ), of Portec Rail Products, Inc., a West Virginia corporation ( Portec ), at a purchase price of \$11.80 per Share, net to the seller in cash, without interest thereon and less any applicable withholding or stock transfer taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated February 26, 2010 (which, together with any amendments and supplements thereto, collectively constitute the Offer to Purchase ) and in the related Letter of Transmittal, copies of which are filed with the Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively. Capitalized terms used and not otherwise defined in this Amendment No. 17 have the meanings assigned to such terms in the Schedule TO or the Offer to Purchase. This Amendment No. 17 is being filed on behalf of the Purchaser and Parent. Pursuant to General Instruction F to Schedule TO, the information contained in the Offer to Purchase, including all schedules and annexes thereto, is hereby expressly incorporated by reference in answers to Items 1 through 11 of the Schedule TO and is supplemented by the information specifically provided for herein.

**Item 11. Additional Information.**

Items 5 and 11 of the Schedule TO are amended and supplemented to include the following:

The following paragraph is added to the end of the following Sections of the Offer to Purchase, as applicable: Section 10 Background of the Offer; Past Contacts or Negotiations with Portec and Section 15 Legal Matters; Required Regulatory Approvals Federal Antitrust Laws :

On December 14, 2010, L.B. Foster and Portec issued a joint press release announcing that they have reached an agreement with the Antitrust Division permitting upon judicial approval Purchaser s acquisition of Portec and requiring the sale of certain assets related to Portec s rail joint business primarily located at Portec s Huntington, WV plant. A copy of the press release is filed as Exhibit (a)(5)(Y) hereto and is incorporated herein by reference, and a copy of the Consent Decree and Hold Separate Stipulation, which has been filed along with related papers in the United States District Court for the District of Columbia, is filed as Exhibit (a)(5)(Z) and is incorporated herein by reference.

**Item 12. Exhibits.**

Exhibit Exhibit Name

(a)(5)(Y) Press Release issued December 14, 2010

(a)(5)(Z) Consent Decree and Hold Separate Stipulation

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**SIGNATURE**

After due 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.

L.B. FOSTER COMPANY

Date: December 14, 2010

By: /s/ David Russo

Name: David Russo

Title: Senior Vice President, Chief Financial  
Officer and Treasurer

FOSTER THOMAS COMPANY

Date: December 14, 2010

By: /s/ David Russo

Name: David Russo

Title: Senior Vice President, Chief Financial  
Officer and Treasurer

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Exhibit    Exhibit Name

(a)(5)(Y)    Press Release issued December 14, 2010

(a)(5)(Z)    Consent Decree and Hold Separate Stipulation