

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. 18)

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

| Transaction valuation* | Amount of Filing Fee** |
|------------------------|------------------------|
| \$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.

\*\* 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 Filing Party: L.B. Foster Company and Foster Thomas Company  
Form or Registration No.: Schedule TO-T 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. 18 (“Amendment No. 18”) 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. 18 have the meanings assigned to such terms in the Schedule TO or the Offer to Purchase. This Amendment No. 18 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.

**Items 1, 4, 5, 6 and 11.**

Items 1, 4, 5, 6 and 11 of the Schedule TO are amended and supplemented to include the following:

The following paragraphs are added to the end of the following Sections of the Offer to Purchase, as applicable: “Summary Term Sheet;” Section 1 — “Terms of the Offer;” Section 2 — “Acceptance for Payment and Payment for Shares;” Section 3 — “Procedures for Accepting the Offer and Tendering Shares;” Section 4 — “Withdrawal Rights;” Section 10 — “Background of the Offer; Past Contacts or Negotiations with Portec” and Section 17 — “Purpose; Plans for Portec”:

“On December 15, 2010, the United States District Court for the District of Columbia signed the Hold Separate Stipulation and Order.

The Offer expired at 5:00 p.m., New York City time, on Wednesday, December 15, 2010. The Depository for the Offer has advised L.B. Foster and Purchaser that, as of such time, 7,630,969 million Shares (not including 46,846 Shares tendered by notice of guaranteed delivery, which Shares may be validly tendered until Monday, December 20, 2010) were validly tendered into, and not withdrawn from, the Offer, representing approximately 79.46% of the outstanding Shares. Purchaser has accepted for payment all Shares that were validly tendered and not withdrawn, and payment will be made promptly, in accordance with the terms of the Offer.

L.B. Foster and Purchaser have immediately commenced a subsequent offering period for all remaining untendered Shares. The subsequent offering period will expire at 5:00 p.m., New York City time, on December 21, 2010, unless extended. Any such extension will be followed by a public announcement no later than 9:00 a.m., New York City time, on the next business day after the subsequent offering period was scheduled to expire.

The same \$11.80 per Share price, net to the seller in cash, without interest thereon and less any required withholding taxes, offered in the initial offering period of the Offer will be paid during the subsequent offering period. Purchaser will immediately accept for payment all Shares validly tendered during this subsequent offering period, and payment will be made promptly after acceptance in accordance with the terms of the Offer. Procedures for tendering Shares during the subsequent offering period are the same as during the initial offering period with two exceptions: (1) Shares cannot be delivered by the guaranteed delivery procedure, and (2) pursuant to Rule 14d-7(a)(2) promulgated under the Securities Exchange Act of 1934, as amended, Shares tendered during the subsequent offering period may not be withdrawn. Shares validly tendered during the initial offering period of the Offer may not be withdrawn during the subsequent offering period.

The full text of the press release issued by L.B. Foster regarding the expiration of the Offer and the announcement of the subsequent offering period is filed as Exhibit (a)(5)(AA) hereto and is incorporated herein by reference.”

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**Item 12. Exhibits.**

| <u>Exhibit</u> | <u>Exhibit Name</u>                    |
|----------------|--|
| (a)(5)(AA)     | Press Release issued December 15, 2010 |

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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 15, 2010

By: /s/ Stan L. Hasselbusch

Name: Stan L. Hasselbusch

Title: President & CEO

FOSTER THOMAS COMPANY

Date: December 15, 2010

By: /s/ Stan L. Hasselbusch

Name: Stan L. Hasselbusch

Title: President & CEO

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Exhibit                      Exhibit Name

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(a)(5)(AA)      Press Release issued December 15, 2010

**L.B. Foster Completes Tender Offer for Portec Rail Products, Inc. and Commences Subsequent Offering Period**

**PITTSBURGH, PA, — December 15, 2010** — L.B. Foster Company (“L.B. Foster”) (Nasdaq:FSTR) today announced that the United States District Court for the District of Columbia signed the Hold Separate Stipulation and Order and that L. B. Foster’s direct wholly-owned subsidiary, Foster Thomas Company, has completed its cash tender offer for Portec Rail Products, Inc. (“Portec”) (Nasdaq:PRPX).

The tender offer for all of the outstanding shares of Portec expired at 5:00 p.m., New York City time, on December 15, 2010. As of that time, the depositary for the offer advised that approximately 7.63 million shares, representing approximately 79.46 percent of Portec’s outstanding shares, were validly tendered and not withdrawn in the offer. Foster Thomas Company has accepted for payment all validly tendered shares.

Foster Thomas Company is providing a subsequent offering period, which will expire at 5:00 p.m., New York City time, on December 21, 2010, unless the subsequent offering period is further extended. During this subsequent offering period, Portec stockholders who did not previously tender their shares of common stock in the offer may do so and will promptly receive the same \$11.80 per share as was paid during the initial offering period.

**About Portec Rail Products, Inc.**

Established in 1906, Portec serves both domestic and international rail markets by manufacturing, supplying and distributing a broad range of rail products, rail anchors, rail spikes, railway friction management products and systems, rail joints, railway wayside data collection and data management systems and freight car securement systems. Portec also manufactures material handling equipment for industries outside the rail transportation sector through its United Kingdom operation. Portec operates through its four global business segments: Railway Maintenance Products (Salient Systems), Shipping Systems, Portec Rail Nova Scotia Company in Canada (Kelsan friction management, rail anchor and spike products), and Portec Rail Products, Ltd. in the UK (material handling and Coronet Rail products). Portec Rail Products is headquartered in Pittsburgh, PA.

**About L.B. Foster Company**

L.B. Foster is a leading manufacturer, fabricator and distributor of products and services for the rail, construction, energy and utility markets with approximately 30 locations throughout the United States. The Company was founded in 1902 and is headquartered in Pittsburgh, PA. Please visit our Website: [www.lbfoster.com](http://www.lbfoster.com).

**Forward-Looking Statements**

*This press release contains “forward-looking statements”. Such statements include, but are not limited to, statements about the anticipated timing of the closing of the transaction involving L.B. Foster and Portec and the expected benefits of the transaction, including potential synergies and cost savings, future financial and operating results, and the combined company’s plans and objectives. In addition, statements made in this communication about anticipated financial*

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results, future operational improvements and results or regulatory approvals are also forward-looking statements. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results could vary materially from L.B. Foster's and Portec's expectations.

Risks and uncertainties include the satisfaction of closing conditions for the acquisition, including clearance under the Hart-Scott-Rodino Antitrust Improvements Act; the tender of sixty-five percent of the outstanding shares of common stock of Portec Rail Products, Inc., calculated on a fully diluted basis; the possibility that the transaction will not be completed, or if completed, not completed on a timely basis; the potential that market segment growth will not follow historical patterns; general industry conditions and competition; business and economic conditions, such as interest rate and currency exchange rate fluctuations; technological advances and patents attained by competitors; and domestic and foreign governmental laws and regulations. L.B. Foster can give no assurance that any of the transactions related to the tender offer will be completed or that the conditions to the tender offer and the merger will be satisfied. A further list and description of additional business risks, uncertainties and other factors can be found in Portec's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, as well as other Portec SEC filings and in L.B. Foster's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 as well as other L.B. Foster SEC filings. Copies of these filings, as well as subsequent filings, are available online at [www.sec.gov](http://www.sec.gov), [www.portecrail.com](http://www.portecrail.com) and [www.lbfoster.com](http://www.lbfoster.com). Many of the factors that will determine the outcome of the subject matter of this communication are beyond L.B. Foster's or Portec's ability to control or predict. Neither L.B. Foster nor Portec undertakes to update any forward-looking statements as a result of new information or future events or developments.

### **Important Additional Information**

The tender offer (the "Offer") described in this press release for all of the outstanding shares of common stock of Portec has been made pursuant to a Tender Offer Statement on Schedule TO, containing an offer to purchase, a letter of transmittal and other documents relating to the Offer (the "Tender Offer Documents"), which L.B. Foster and Foster Thomas Company, a wholly-owned subsidiary of L.B. Foster, filed with the Securities and Exchange Commission (the "SEC") and first mailed to Portec stockholders on February 26, 2010. Also on February 26, 2010, Portec filed with the SEC a related Solicitation/Recommendation Statement on Schedule 14D-9, which was amended and restated in its entirety by Amendment No. 9 to the Solicitation/Recommendation Statement on Schedule 14D-9 that Portec filed with the SEC on May 18, 2010 (the "Solicitation/Recommendation Statement"). This press release is for informational purposes only and does not constitute an offer to purchase shares of common stock of Portec, nor is it a substitute for the Tender Offer Documents. **Portec stockholders are strongly advised to read the Tender Offer Documents, the Solicitation/Recommendation Statement and other relevant materials as they become available, because they contain important information about the Offer that should be read carefully before any decision is made with respect to the Offer.**

Portec stockholders can obtain copies of these materials (and all other related documents filed with the SEC), when available, at no charge on the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, investors and stockholders will be able to obtain free copies of the Tender Offer Documents by

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mailing a request to: Jeff Kondis, Manager, Corporate Marketing, L.B. Foster Company, 415 Holiday Drive, Pittsburgh, PA 15220, or by email to: [jkondis@lbfoosterco.com](mailto:jkondis@lbfoosterco.com), and free copies of the Solicitation/Recommendation Statement by mailing a request to: John N. Pesarsick, Chief Financial Officer, Portec Rail Products, Inc., 900 Old Freeport Road, Pittsburgh, PA 15238, or by email to: [jpesarsick@portecrail.com](mailto:jpesarsick@portecrail.com). Investors and Portec stockholders may also read and copy any reports, statements and other information filed by L.B. Foster or Portec with the SEC, at the SEC public reference room at 100 F Street, N.E., Washington, DC 20549. Please call the SEC at 1-800-SEC-0330 or visit the SEC's website for further information on its public reference room.

Contact information: David Russo (412) 928-3450

[drusso@lbfoosterco.com](mailto:drusso@lbfoosterco.com)