

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 2, 2008 (April 28, 2008)

L.B. Foster Company

(Exact name of registrant as specified in its charter)

Pennsylvania

000-10436

25-1324733

(State or other jurisdiction of incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

415 Holiday Drive, Pittsburgh, Pennsylvania

15220

(Address of principal executive offices)

(Zip Code)

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

None

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

On April 28, 2008, the Registrant's wholly owned subsidiary, CXT Inc., signed a lease amendment for its concrete tie and crossings plant in Spokane, Washington with the landlord, Park SPE, LLC. The amendment extends the term of the Lease through July 31, 2010 effective August 1, 2008. The amendment is attached hereto and incorporated by reference.

Item 9.01 Exhibits

10.12.6 Seventh Amendment dated April 28, 2008 to lease between CXT Incorporated and Park SPE, LLC.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

L.B. FOSTER COMPANY

(Registrant)

Date: May 2, 2008

/s/ David J. Russo

David J. Russo
Senior Vice President
Chief Financial Officer and Treasurer

Exhibit Index

Exhibit Number

Description

10.12.6

Seventh Amendment dated April 28, 2008 to lease between
CXT Incorporated and Park SPE, LLC.

SEVENTH AMENDMENT TO LEASE

THIS AMENDMENT made and entered into this 28th day of April, 2008, by and between PARK SPE, LLC, hereinafter called "Lessor," and CXT INCORPORATED, a Delaware corporation hereinafter called "Lessee."

RECITALS

WHEREAS, on April 1, 1993, the Lessor and Lessee entered into an agreement of Lease covering those certain premises described as a portion of those certain premises described as Spokane County Altered Binding Site Plan No. 87-17, Spokane County Binding Site Plan No. 88-21, and Spokane County Binding Site Plan No. 88-22, containing approximately 8,619,217 gross square feet (Building S-16), located at 3808 North Sullivan Road, situated in the County of Spokane, the State of Washington.

WHEREAS, on March 28, 1996 the Lessor and Lessee entered into a First Amendment to Lease covering those certain premises whereby expanding its Premises to include 2.765 acres of Parcel A (located East of Tract A) and increasing the monthly Base Rent and Common Area Expenses.

WHEREAS, on June 30, 1999 the Lessor and Lessee entered into a Second Amendment to Lease covering those certain premises whereby Lessee entered into a transaction wherein its stockholders sold all of their stock to L.B. Foster Company, which sales constituted a transfer of the Lessee's interest in the Lease requiring Lessor's consent. The Lease and all addendums and amendments thereto are hereinafter collectively referred to as the "Lease."

WHEREAS, on November 7, 2002 the Lessor and Lessee entered into a Third Amendment to Lease covering those certain premises whereby extending the Term of the Lease for an additional year effective January 1, 2003.

WHEREAS, on December 15, 2003 the Lessor and Lessee entered into a Fourth Amendment to Lease covering those certain premises whereby extending the Term of the Lease for an additional seven (7) months effective January 1, 2004.

WHEREAS, on June 29, 2004 the Lessor and Lessee entered into a Fifth Amendment to Lease covering those certain premises whereby extending the Term of the Lease for an additional two (2) years effective August 1, 2004.

WHEREAS, on May 9th, 2006 the said Lessor and Lessee entered into a Sixth Amendment to Lease covering those certain premises whereby extending the Term of the Lease for an additional two (2) years effective August 1, 2006.

WHEREAS, the said Lessee now desires to extend the Term of the Lease for an additional two (2) year period effective August 1, 2008.

NOW, THEREFORE, in consideration of the promises and agreements herein contained, it is hereby agreed as follows:

Article 3. Term, shall be amended as follows:

The Term of the Lease shall be extended for an additional two (2) year period effective August 1, 2008 and shall end on July 31, 2010.

Article 4. Base Rent, Paragraph 4.1, shall be amended as follows:

August 1, 2008 through July 31, 2010 \$18,541.00 per month

EXCEPT for the new terms and conditions listed above, all other terms and conditions of the Lease and any subsequent amendment(s) shall remain in full force and effect.

IN WITNESS WHEREOF, the said Lessor and Lessee have executed this amendment to lease the day and year first written above.

LESSOR:
PARK SPE, LLC

LESSEE:
CXT INCORPORATED,
a Delaware corporation

/s/ Rob B. Gragg

/s/ Kevin R. Haugh

Rob B. Gragg, Authorized Representative

Kevin R. Haugh, Vice President

/s/ David Voltz

David Voltz, Secretary

STATE OF WASHINGTON)
) ss.
COUNTY OF SPOKANE)

On this 28th day of April, 2008, personally appeared Rob B.

Gragg to me known to be the Authorized Representative of PARK SPE, LLC, the limited liability company, that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said company, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute the said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

/s/ Dale C. Porter

Name Printed: Dale C. Porter

NOTARY PUBLIC in and for the State of Washington,
residing at Spokane Valley.

My Commission Expires: 8-01-2008

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF ALLEGHENY)

On this 2nd day of May, 2008 personally appeared Kevin R. Haugh to me known to

be the Vice President of CXT INCORPORATED, the Delaware corporation, that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said company, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute the said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

/s/ Nancy J. Gianni

Name Printed: Nancy J. Gianni

NOTARY PUBLIC in and for the State of Pennsylvania,
residing at

My Commission Expires: June 1, 2010

STATE OF PENNSYLVANIA)
) ss.
COUNTY OF ALLEGHENY)

On this 2nd day of May, 2008, personally appeared David Volz to me known to be

the Secretary of CXT INCORPORATED, the Delaware corporation, that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said company, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute the said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

/s/ Nancy J. Gianna

Name Printed: Nancy J. Gianni

NOTARY PUBLIC in and for the State of Pennsylvania,
residing at

My Commission Expires: June 1, 2010