

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. 16)

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
Form or Registration No.: Schedule TO-T
Schedule TO-T/A

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

This Amendment No. 16 (“Amendment No. 16”) 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. 16 have the meanings assigned to such terms in the Schedule TO or the Offer to Purchase. This Amendment No. 16 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 4, 5, 6, 8 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;” Section 11 — “The Transaction Agreements” — “The Merger Agreement” and Section 15 — “Legal Matters; Required Regulatory Approvals” — “Federal Antitrust Laws”:

“On December 9, 2010, L.B. Foster and Portec issued a joint press release announcing that each of Portec and L.B. Foster have entered an Asset Purchase Agreement with Koppers Inc. (“Koppers”) pursuant to which Portec has agreed to sell to Koppers certain of Portec’s assets related to Portec’s rail joint business conducted at its Huntington, West Virginia facility. A copy of the press release is filed as Exhibit (a)(5)(X) hereto, and is incorporated herein by reference.”

Item 12. Exhibits.

<u>Exhibit</u>	<u>Exhibit Name</u>
(a)(5)(X)	Press Release issued December 9, 2010

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 9, 2010

By: /s/ David Russo
Name: David Russo
Title: Senior Vice President, Chief Financial Officer and
Treasurer

FOSTER THOMAS COMPANY

Date: December 9, 2010

By: /s/ David Russo
Name: David Russo
Title: Senior Vice President, Chief Financial Officer and
Treasurer

L.B. Foster Company and Portec Rail Products, Inc. Announce Sale of Certain Assets**Koppers, Inc. to Purchase Portec's Rail Joint Business****PITTSBURGH, PA — December 9, 2010.**

L.B. Foster Company ("L.B. Foster", Nasdaq: FSTR) and Portec Rail Products, Inc. ("Portec", Nasdaq: PRPX), announce the signing of an Asset Purchase Agreement ("APA") with Koppers, Inc., a wholly-owned subsidiary of Koppers Holdings Inc. ("Koppers", NYSE: KOP). Koppers will purchase the assets of Portec's rail joint business primarily located at Portec's Huntington, WV Plant. Revenues for this business in 2010 are estimated at approximately \$22 million. This transaction is expected to close by year-end.

Consummation of the divestiture is subject to various conditions including final approval by the Department of Justice Antitrust Division ("DOJ"), entering into a consent order by Foster and Portec to be filed and approved by a federal district court judge and Foster's subsidiary notifying the depository for its tender offer for Portec's shares that it is accepting the tendered shares for payment.

Stan L. Hasselbusch, President and CEO of L.B. Foster stated, "We are very pleased to announce the completion of this critical step in our acquisition of Portec. We have worked diligently with the DOJ to find an acceptable solution to their objections to our acquisition. We are also pleased to be able to sell these assets to Koppers, another Pittsburgh based supplier to the rail industry."

Mr. Hasselbusch further stated, "We appreciate the tireless efforts of the DOJ to cooperate with L.B. Foster and Koppers to reach completion of this APA, and we look forward to their expedited final approval of the divestiture and their filing of the consent order papers."

Upon judicial approval, the antitrust condition in our tender offer will be satisfied and L.B. Foster will be able to close the tender offer and acquire Portec assuming the other conditions of the tender offer are satisfied.

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.

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 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, www.portecrail.com and 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. In addition, investors and stockholders will be able to obtain free copies of the Tender Offer Documents by mailing a request to: Jeff Kondis, Manager, Corporate Marketing, L.B. Foster Company, 415 Holiday Drive, Pittsburgh, PA 15220, or by email to: jkondis@lbfosterco.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. 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.