

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. 8)

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

Transaction valuation*

\$114,067,450

Calculation of Filing Fee

Amount of Filing Fee**

\$8,133

* 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 \$11.71 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: \$8,133
Form or Registration No.:
Schedule TO-T

Filing Party: L.B. Foster Company and Foster Thomas Company Date
Filed: February 26, 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. 8 (“Amendment No. 8”) 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 \$11.71 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. 8 have the meanings assigned to such terms in the Schedule TO or the Offer to Purchase. This Amendment No. 8 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 Section 11 — “The Transaction Agreements” - “The Merger Agreement” of the Offer to Purchase:

“On May 13, 2010, L.B. Foster, Purchaser and Portec executed the First Amendment to the Agreement and Plan of Merger (the “First Amendment”) pursuant to which the Drop Dead Date was extended until the close of business on August 31, 2010. The First Amendment also contains an irrevocable and unconditional waiver by L.B. Foster and Purchaser of the provisions in Section 5.3(b)(i) of the Merger Agreement for purposes of allowing representatives of Portec to contact representatives of Ameridan Resources LLC to determine whether Ameridan Resources LLC is considering a current offer to acquire all or substantially all of the voting securities of Portec and, if so, the terms of such offer. A copy of the First Amendment is filed as Exhibit (a)(5)(N) hereto, and is incorporated herein by reference.”

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 Section 10 — “Background of the Offer; Past Contacts or Negotiations with Portec” of the Offer to Purchase:

“On May 13, 2010, L.B. Foster and Portec executed a timing agreement dated as of April 29, 2010 with the Antitrust Division pursuant to which L.B. Foster and Portec have agreed, subject to certain conditions, that they will not consummate the Merger before July 16, 2010, without the Antitrust Division’s consent.”

Item 11 of the Schedule TO is further amended and supplemented to include the following:

The following paragraph is added to the end of Section 15 — “Legal Matters; Required Regulatory Approvals” — “Federal Antitrust Laws” of the Offer to Purchase:

“On May 13, 2010, L.B. Foster and Portec issued a joint press release announcing that each of L.B. Foster and Portec entered into a timing agreement with the Antitrust Division pursuant to which L.B. Foster and Portec have agreed, subject to certain conditions, that they will not consummate the Merger before July 16, 2010, without the Antitrust Division’s consent.”

Item 12. Exhibits.

<u>Exhibit</u>	<u>Exhibit Name</u>
(a)(5)(N)	First Amendment to Agreement and Plan of Merger dated May 13, 2010, by and among Portec Rail Products, Inc., L. B. Foster Company and Foster Thomas Company.
(a)(5)(O)	Press Release issued May 13, 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: May 13, 2010

By: /s/ David L. Voltz
Name: David L. Voltz
Title: Vice President, General Counsel and Secretary

FOSTER THOMAS COMPANY

Date: May 13, 2010

By: /s/ David L. Voltz
Name: David L. Voltz
Title: Vice President and Secretary

<u>Exhibit</u>	<u>Exhibit Name</u>
(a)(5)(N)	First Amendment to Agreement and Plan of Merger dated May 13, 2010, by and among Portec Rail Products, Inc., L. B. Foster Company and Foster Thomas Company.
(a)(5)(O)	Press Release issued May 13, 2010

**FIRST AMENDMENT TO
AGREEMENT AND PLAN OF MERGER**

THIS FIRST AMENDMENT TO AGREEMENT AND PLAN OF MERGER (the "Amendment") is made and entered into on this 13th day of May, 2010, by and among Portec Rail Products, Inc., a West Virginia corporation (the "Company"), L. B. Foster Company, a Pennsylvania corporation ("Parent"), and Foster Thomas Company, a West Virginia corporation and wholly owned subsidiary of Parent ("Acquisition Co.").

INTRODUCTION

A. The Company, Parent and Acquisition Co. have previously entered into an Agreement and Plan of Merger, dated as of February 16, 2010 (the "Agreement"), whereby it has been agreed that Acquisition Co. will make a cash tender offer to acquire all of the Company's outstanding shares of common stock, \$1.00 par value per share, upon the terms and conditions set forth in the Agreement and the offer documents filed with the Securities and Exchange Commission by Parent and Acquisition Co.

B. Additionally, the boards of directors of each of the Company, Parent and Acquisition Co. have approved a merger of Acquisition Co. with and into the Company, with the Company as the surviving corporation, upon the terms and conditions set forth in the Agreement.

C. Following the execution of the Agreement, the parties received a request for additional information from the Antitrust Division of the Department of Justice ("DOJ") under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.

D. Following discussions with the DOJ, the Company, Parent and Acquisition Co. desire to enter into a letter agreement with the DOJ related to the timing of certain notices to be made to the DOJ and the closing of the transactions contemplated by the Agreement (the "Timing Agreement").

E. Additionally, the parties desire to extend the Drop Dead Date, as such term is defined in the Agreement, to accommodate the execution of the Timing Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing premises hereby made a part of this Amendment, the mutual covenants and agreements contained herein, and for other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound subject to the satisfaction of the conditions set forth herein, hereby agree as follows:

1. The Agreement is hereby amended in all respects necessary such that the execution and delivery of the Timing Agreement by the Company and Parent and the actions taken by the parties pursuant to the Timing Agreement shall not in any way be deemed to be a breach of the

Agreement or any representation, warranty or covenant contained therein, including, but not limited to those representations and warranties contained in Section 4.3 of the Agreement.

2. The Drop Dead Date, as defined in Section 8.1(c) of the Agreement is hereby amended such that the Drop Dead Date shall now mean “the close of business on August 31, 2010”.

3. Parent and Acquisition Co. hereby irrevocably and unconditionally waive the provisions in Section 5.3(b)(i) of the Agreement for purposes of representatives of the Company contacting representatives of Ameridan Resources LLC to determine whether Ameridan Resources LLC is considering a current offer to acquire all or substantially all of the voting securities of the Company and, if so, the terms of such offer. Nothing herein shall constitute a waiver of any of the Company’s obligations under the Agreement, including Section 5.3, with respect to any Alternative Transaction Proposal.

4. Except as specifically amended herein, the Agreement and all other documents, instruments and agreements executed and/or delivered in connection therewith, shall remain in full force and effect, and are hereby ratified and confirmed.

5. This Amendment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns and shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania, without regard to any conflicts of laws principles thereto that would call for the application of the laws of another jurisdiction.

6. This Amendment may be executed in counterparts, each of which shall be deemed an original and all of which shall constitute one and the same instrument. Signatures delivered by means of facsimile, “.pdf” or other electronic transmission shall be valid and binding to the same extent as the delivery of original signatures.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this First Amendment to Agreement and Plan of Merger to be executed as of the date first above written.

COMPANY:

PORTEC RAIL PRODUCTS, INC.

By: /s/ Marshall T. Reynolds

Its: Chairman of the Board

PARENT:

L. B. FOSTER COMPANY

By: /s/ Stan Hasselbusch

Its: President and Chief Executive Officer

ACQUISITION CO.:

FOSTER THOMAS COMPANY

By: /s/ Stan Hasselbusch

Its: President and Chief Executive Officer

L.B. Foster and Portec Enter into Timing Agreement with the Department of Justice and Amend Merger Agreement

PITTSBURGH, PA, — May 13, 2010 — L.B. Foster Company (“L.B. Foster”, NASDAQ: FSTR) and Portec Rail Products, Inc. (“Portec”, NASDAQ: PRPX) today announced that both companies have entered into a timing agreement with the Antitrust Division of the Department of Justice (the “Antitrust Division”) pursuant to which L.B. Foster and Portec have agreed, subject to certain conditions, that they will not consummate L.B. Foster’s acquisition of Portec before July 16, 2010, without the Antitrust Division’s consent.

As previously announced on March 22, 2010, L.B. Foster and Portec each received a formal second request for additional information and documentary material from the Antitrust Division regarding the Agreement and Plan of Merger dated February 16, 2010 (“Merger Agreement”) pursuant to which L.B. Foster proposed to acquire Portec through a tender offer and subsequent merger.

L.B. Foster and Portec also announced that they have executed an amendment to the Merger Agreement pursuant to which the parties have agreed, among other things, to extend the drop dead date for completion of the acquisition to August 31, 2010.

Both L.B. Foster and Portec are cooperating with the Antitrust Division and are working toward responding to the second request.

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 (the "Solicitation/Recommendation Statement") with the SEC. 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.

Contact information: David Russo (412) 928-3450
drusso@lbfosterco.com