

PORTEC RAIL PRODUCTS INC  
Form SC TO-T/A  
March 24, 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. 5)  
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\***

\$114,067,450

**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

Filing Party: L.B. Foster Company and Foster Thomas Company

Form or Registration No.: Schedule TO-T

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:

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This Amendment No. 5 ( Amendment No. 5 ) amends and supplements the Tender Offer Statement on Schedule TO (as originally filed with the Securities and Exchange Commission on February 26, 2010 and as amended by Amendment No. 1 thereto filed with the SEC on March 1, 2010, Amendment No. 2 thereto filed with the SEC on March 3, 2010, Amendment No. 3 thereto filed with the SEC on March 8, 2010 and Amendment No. 4 thereto filed with the SEC on March 23, 2010 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. 5 have the meanings assigned to such terms in the Schedule TO or the Offer to Purchase. This Amendment No. 5 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 1 through 11 of the Schedule TO are amended and supplemented to include the following:

In accordance with the terms of the Merger Agreement, on March 23, 2010, Purchaser extended the Offer until 12:00 midnight (one minute after 11:59 p.m.) New York City, New York time on Monday, April 26, 2010, unless further extended. The full text of the press release issued by L.B. Foster on March 23, 2010 announcing the Offer's extension is filed as Exhibit (a)(5)(J) to the Schedule TO and is incorporated by reference into the Schedule TO.

Accordingly, all references to the Expiration Date in the Offer to Purchase are hereby amended to be references to 12:00 midnight, New York City, New York time on April 26, 2010.

**Item 12. Exhibits.**

Exhibit Exhibit Name

(a)(5)(J) Press Release issued March 23, 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: March 23, 2010

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

FOSTER THOMAS COMPANY

Date: March 23, 2010

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

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Exhibit    Exhibit Name

(a)(5)(J)    Press Release issued March 23, 2010