

PORTEC RAIL PRODUCTS INC  
Form SC TO-C  
February 17, 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  
PORTEC RAIL PRODUCTS, INC.  
*(Name of Subject Company (issuer))*  
FOREST 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\***

not applicable

**Amount of Filing Fee\***

not applicable

A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

o 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: Not Applicable

Form or Registration No.: Not Applicable

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Filing Party: Not Applicable

Date Filed: Not Applicable

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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**Item 12. Exhibits.**

<b>Exhibit</b>	<b>Exhibit Name</b>
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99.1	Communication to employees of L.B. Foster Company on February 17, 2010.
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