HARSCO CORP
Form 10-K
February 27, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

ý ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013
OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 001-03970
HARSCO CORPORATION
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	23-1483991 (I.R.S. employer identification number)
350 Poplar Church Road, Camp Hill, Pennsylvania (Address of principal executive offices)	17011 (Zip Code)

Registrant's telephone number, including area code 717-763-7064
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common stock, par value $1.25 per share Preferred stock purchase rights	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: NONE
Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ý No o
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No ý
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No o
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ý
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ý	Accelerated filer o	Non-accelerated filer o (Do not check if a	Smaller reporting company o

smaller reporting
company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No ý

The aggregate market value of the Company's voting stock held by non-affiliates of the Company as of June 28, 2013 was $1,870,628,000.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date:

Class	Outstanding at January 31, 2014
Common stock, par value $1.25 per share	80,678,997

DOCUMENTS INCORPORATED BY REFERENCE

Selected portions of the 2014 Proxy Statement are incorporated by reference into Part III of this Report.

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PART I

Item 1. Business.

(a) General Development of Business

Harsco Corporation (the "Company") is a diversified, multinational provider of industrial services and engineered products serving global industries that are fundamental to worldwide economic growth and infrastructure development. The Company's operations fall into four reportable segments: Harsco Metals & Minerals, Harsco Infrastructure, Harsco Rail and Harsco Industrial. The Company has locations in approximately 35 countries, including the United States. The Company was incorporated in 1956.

On November 26, 2013, the Company consummated the previously announced transaction to sell the Company's Harsco Infrastructure Segment into a strategic venture with Clayton, Dubilier & Rice ("CD&R") as part of a transaction that combines the Harsco Infrastructure Segment with Brand Energy & Infrastructure Services, Inc., which CD&R simultaneously acquired (the "Infrastructure transaction"). The Company has contributed substantially all of the Company's equity interests in, and the net assets of, the Harsco Infrastructure Segment to the strategic venture in exchange for approximately $300 million in cash, subject to working capital and other adjustments, and an approximate 29% equity interest in the resulting entity (the "Infrastructure strategic venture" or "Brand"). The Company's equity interest in the Infrastructure strategic venture will be accounted for under the equity method of accounting as prescribed by accounting principles generally accepted in the United States of America ("U.S. GAAP"). Please see Note 1, Summary of Significant Accounting Policies, and Note 5, Equity Method Investments, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data" for additional information on equity method investments.

The Company's executive offices are located at 350 Poplar Church Road, Camp Hill, Pennsylvania 17011 and the Company's main telephone number is (717) 763-7064. The public may read and copy any material the Company files with the Securities and Exchange Commission ("SEC") at their Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The Company's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to such reports filed with or furnished to the SEC under Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, are available free of charge on the SEC's Internet website at www.sec.gov and on the Company's Internet website at www.harsco.com as soon as reasonably practicable after such reports are electronically filed with the SEC. The information posted on the Company's website is not incorporated into the Company's SEC filings.

The Company's principal lines of business and related principal business drivers are as follows:

Principal Lines of Business	Principal Business Drivers
Outsourced, on-site services to steel mills and other metals producers and resource recovery technologies for the re-use of industrial waste stream by-products	Global metals production and capacity utilization Outsourcing of services by metals producers Demand for high-value specialty steel and ferro alloys Demand for environmental solutions for metals and minerals waste streams
Industrial abrasives and roofing granules	Industrial and infrastructure surface preparation and restoration Residential roofing shingles
Engineered scaffolding, concrete forming and shoring, and other access-related services, rentals and sales (a)	Demand for infrastructure and non-residential construction Industrial plant maintenance requirements
Railway track maintenance services and equipment	Global railway track maintenance-of-way capital spending Outsourcing of track maintenance and new track construction by railroads
Industrial grating products	

	Industrial plant and warehouse construction and expansion Off-shore drilling and new rig construction
Air-cooled heat exchangers	Demand for natural gas processing and compression
Heat transfer products	Demand for commercial and institutional boilers and water heaters

(a) The Engineered scaffolding, concrete forming and shoring, and other access-related services, rentals and sales product group is associated with the Harsco Infrastructure Segment, which was disposed of as part of the Infrastructure transaction. See Note 3, Acquisitions and Dispositions, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for additional information on the Infrastructure transaction.

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The Company reports segment information using the "management approach," based on the way management organizes and reports the segments within the enterprise for making operating decisions and assessing performance. The Company's reportable segments are identified based upon differences in products, services and markets served. These segments and the types of products and services offered are more fully described in section (c) below.
In 2013, 2012 and 2011, the United States contributed total revenues of $1.0 billion, $1.1 billion and $1.1 billion, equal to 35%, 36% and 33% of total revenues, respectively. The Company's euro-currency countries contributed total revenues of $0.7 billion, $0.8 billion and $0.8 billion, equal to 25% of total revenues each year in 2013, 2012 and 2011, respectively. The United Kingdom contributed total revenues of $0.4 billion, $0.3 billion and $0.4 billion in 2013, 2012 and 2011, equal to 12%, 11% and 12% of total revenues, respectively. One customer, ArcelorMittal, represented approximately 9% of the Company's revenues during 2013, 9% in 2012 and 11% in 2011. There were no significant inter-segment revenues.

(b) Financial Information about Segments

Financial information concerning industry segments is included in Note 16, Information by Segment and Geographic Area, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," which information is incorporated herein by reference.

(c) Narrative Description of Business

(1) A narrative description of the businesses by reportable segment is as follows:

Harsco Metals & Minerals Segment—47% of consolidated revenues for 2013

The Harsco Metals & Minerals Segment is one of the world's largest providers of on-site, outsourced services to the global metals industries. The Metals business provides its services and solutions on a long-term contract basis, supporting each stage of the metal-making process from initial raw material handling to post-production slag processing and metal recovery. The Metals business' multi-year contracts had estimated future revenues of $5.4 billion at expected production levels at December 31, 2013. This provides the Company with a substantial base of long-term revenues. Approximately 19% of these revenues are expected to be recognized by December 31, 2014, approximately 42% of these revenues are expected to be recognized between January 1, 2015 and December 31, 2017, approximately 20% of these revenues are expected to be recognized between January 1, 2018 and December 31, 2020 and the remaining revenues are expected to be recognized thereafter. There are no significant metals services contracts for which the costs to complete the contract are currently estimated to exceed the revenue to be realized included in the above estimated future revenues.
The Minerals business extracts high-value metallic content from stainless steel by-products and also specializes in the development of minerals technologies for commercial applications, including agriculture fertilizers. The Minerals business also produces industrial abrasives and roofing granules from power-plant utility coal slag at a number of locations throughout the United States. Harsco Minerals' BLACK BEAUTY® abrasives are used for industrial surface preparation, such as rust removal and cleaning of bridges, ship hulls and various structures. Roofing granules are sold to residential roofing shingle manufacturers, primarily for the replacement roofing market. This business is one of the United States' largest producers of slag abrasives and residential roofing granules.
As part of the Segment's initiatives to develop new products and services, in particular environmental solutions, the Segment's technology office is involved with several initiatives and technology alliances focused on developing greater environmental sustainability in steel making, through the recovery of resources from production by-products and waste streams.
The Harsco Metals & Minerals Segment operates in approximately 35 countries. In 2013 and 2012, this Segment's revenues were generated in the following regions:

	Percentage of Revenues			
Region	2013		2012	
Western Europe	41	%	39	%
North America	26	%	28	%
Latin America (a)	16	%	17	%
Asia-Pacific	8	%	8	%

Middle East and Africa	5 %	4 %
Eastern Europe	4 %	4 %

(a) Including Mexico.

For 2013, 2012 and 2011, the Harsco Metals & Minerals Segment's percentage of the Company's consolidated revenues were 47%, 46% and 48%, respectively.

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Harsco Infrastructure Segment—30% of consolidated revenues for 2013

On November 26, 2013, the Company consummated the previously announced Infrastructure transaction. The Company has contributed substantially all of the Company's equity interests in, and the net assets of, the Harsco Infrastructure Segment to the strategic venture in exchange for approximately $300 million in cash, subject to working capital and other adjustments, and an approximate 29% equity interest in the Infrastructure strategic venture. The Company's approximate 29% equity interest in the Infrastructure strategic venture will be accounted for under the equity method of accounting as prescribed by U.S. GAAP. See Note 3, Acquisitions and Dispositions, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for additional information on the Infrastructure transaction.

The Harsco Infrastructure Segment was one of the world's most complete global organizations for the rental and sale of engineered scaffolding, shoring, concrete forming and other access-related solutions for major construction projects as well as industrial plant maintenance programs. The Segment operated from a network of branches throughout the world, including North America, Latin America, Europe, the Gulf Region of the Middle East, Africa and Asia-Pacific using highly mobile equipment that was controlled via a global inventory system. Major services included the provision of concrete shoring and forming systems; scaffolding for non-residential and infrastructure construction projects and industrial maintenance requirements; and a variety of other infrastructure services including project engineering and design, equipment erection and dismantling services, industrial insulation and painting services and equipment sales.

The Company's infrastructure services were provided through branch locations in approximately 30 countries plus export sales worldwide. In 2013 and 2012, this Segment's revenues were generated in the following regions:

	Percentage of Revenues			
Region	2013		2012	
Western Europe	52	%	55	%
North America	22	%	18	%
Middle East and Africa	10	%	9	%
Latin America (a)	7	%	6	%
Asia-Pacific	6	%	7	%
Eastern Europe	3	%	5	%

(a) Including Mexico.

For 2013, 2012 and 2011, the Harsco Infrastructure Segment's percentage of the Company's consolidated revenues were 30%, 31% and 34%, respectively.

Harsco Rail Segment—10% of consolidated revenues for 2013

The Harsco Rail Segment is a global provider of equipment and services for the maintenance, repair and construction of railway track. The Segment's equipment and services support private and government-owned railroads and urban transit systems worldwide.

The Segment's rail products are produced in three countries and products and services are provided worldwide. In 2013, 2012 and 2011, export product sales from the United States for the Harsco Rail Segment were $109.3 million, $177.9 million and $119.4 million, respectively.

For 2013, 2012 and 2011, the Harsco Rail Segment's percentage of the Company's consolidated revenues were 10%, 11% and 9%, respectively.

Harsco Industrial Segment—13% of consolidated revenues for 2013

This Segment includes the Harsco Industrial IKG, Harsco Industrial Air-X-Changers and Harsco Industrial Patterson-Kelley businesses. Approximately 91% of this Segment's revenues originate in North America.

Harsco Industrial IKG manufactures a varied line of industrial grating products at several plants in the United States and international plants located in Mexico and China. These products include a full range of bar grating configurations, which are used mainly in industrial flooring, as well as safety and security applications in the energy, paper, chemical, refining and processing industries.

Harsco Industrial Air-X-Changers is a leading supplier of custom-designed and manufactured air-cooled heat exchangers for the natural gas industry from plants in the United States and Australia. Harsco Industrial Air-X-Changers' heat exchangers are the primary apparatus used to condition natural gas during recovery, compression and transportation from underground reserves through the major pipeline distribution channels.

Harsco Industrial Patterson-Kelley is a leading manufacturer of energy-efficient heat transfer products such as boilers and water heaters for commercial and institutional applications.

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For 2013, 2012 and 2011, this Segment's percentage of the Company's consolidated revenues were 13%, 12% and 9%, respectively.

(1)(i) The products and services of the Company are generated through a number of product groups. These product groups are more fully discussed in Note 16, Information by Segment and Geographic Area, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data." The product groups that contributed 10% or more as a percentage of consolidated revenues in any of the last three fiscal years are set forth in the following table:

	Percentage of Consolidated Revenues		
Product Group	2013	2012	2011
Outsourced, on-site services to steel mills and other metals producers and resource recovery technologies for the re-use of industrial waste stream by-products	45 %	44 %	46 %
Engineered scaffolding, concrete forming and shoring, and other access-related services, rentals and sales	30 %	31 %	34 %
Railway track maintenance services and equipment	10 %	11 %	9 %

(1)(ii) New products and services are added from time to time; however, in 2013, 2012 and 2011 none required the investment of a material amount of the Company's assets.

(1)(iii) The manufacturing requirements of the Company's operations are such that no unusual sources of supply for raw materials are required. The raw materials used by the Company for its limited product manufacturing include principally steel and, to a lesser extent, aluminum, which are usually readily available. The profitability of the Company's manufactured products is affected by changing purchase prices of steel and other materials and commodities.

(1)(iv) While the Company has a number of trademarks, patents and patent applications, it does not consider that any material part of its business is dependent upon them.

(1)(v) The Company furnishes products, materials and certain industrial services within the Harsco Industrial Segment, and historically the Harsco Infrastructure Segment, that are seasonal in nature. As a result, the Company's revenues and results of operations for the first quarter ending March 31 are normally lower than the second, third and fourth quarters. Additionally, the Company has historically generated the majority of its cash flows in the second half of the year. This is a result of normally higher income during the latter part of the year. The Company's historical revenue patterns and cash provided by operating activities are as follows:

Historical Pattern of Revenue from Continuing Operations

(In millions)	2013	2012	2011	2010	2009
First quarter	$715.4	$752.3	$779.1	$742.4	$696.9
Second quarter	759.7	770.6	875.1	786.5	777.0
Third quarter	740.0	756.8	855.9	752.4	744.2
Fourth quarter	681.3	766.3	792.7	757.4	772.5
Totals	$2,896.5	(a) $3,046.0	$3,302.7	(a) $3,038.7	$2,990.6

(a) Does not total due to rounding.

Historical Pattern of Cash Provided (Used) by Operations

(In millions)	2013	2012	2011	2010	2009
First quarter	$3.4	$(1.4)	$13.1	$30.1	$39.6
Second quarter	53.0	37.2	53.7	95.6	116.7
Third quarter	107.7	75.6	123.2	110.3	120.4
Fourth quarter	24.2	87.5	108.7	165.4	157.8
Totals	$188.3	$198.9	$298.8	(a) $401.4	$434.5

(a) Does not total due to rounding.

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(1)(vi) The practices of the Company relating to working capital are similar to those practices of other industrial service providers or manufacturers servicing both domestic and international industrial customers and commercial markets. These practices include the following:

- Standard accounts receivable payment terms of 30 to 60 days, with progress or advance payments required for certain long-lead-time or large orders. Payment terms are slightly longer in certain international markets.
- Standard accounts payable payment terms of 30 to 90 days.
- Inventories are maintained in sufficient quantities to meet forecasted demand. Due to the time required to manufacture certain railway track maintenance equipment to customer specifications, inventory levels of this business tend to increase for an extended period of time during the production phase and decline when the equipment is sold.

(1)(vii) In 2013, 2012 and 2011, sales to one customer, ArcelorMittal, principally in the Harsco Metals & Minerals Segment, were $268.6 million, $283.3 million and $361.9 million, respectively. For 2011, this amount represented more than 10% of the Company's consolidated revenues. These revenues were provided under multiple long-term contracts at several mill sites. In addition, the Harsco Metals & Minerals Segment is dependent largely on the global steel industry, and in 2013, 2012 and 2011 there were two customers, including ArcelorMittal, that each provided in excess of 10% of this Segment's revenues under multiple long-term contracts at several mill sites. The loss of any one of the contracts would not have a material adverse effect upon the Company's financial position or cash flows; however, it could have a significant effect on quarterly or annual results of operations. Additionally, these customers have significant accounts receivable balances. Further consolidation in the global steel industry is possible. Should transactions occur involving some of the Company's larger steel industry customers, it would result in an increase in concentration of revenues and credit risk for the Company. If a large customer were to experience financial difficulty, or file for bankruptcy protection, it could adversely impact the Company's income, cash flows and asset valuations. As part of its credit risk management practices, the Company closely monitors the credit standing and accounts receivable position of its customer base. One of the Company's large steel mill customers in Europe has filed for receivership. It should be noted that the Company has approximately $11 million of receivables due from the customer that is in receivership. During the fourth quarter of 2013, the Company recorded a bad debt reserve of $2.6 million related to this receivable. Although the Company believes the remaining amounts are collectible, should there be an adverse change in the Company's view on collectability there could be a charge against income in future periods.

In 2013 and 2011, the Harsco Rail Segment had two customers and in 2012 one customer that provided in excess of 10% of the Segments' revenues. In 2013, 2012, and 2011, the Harsco Industrial Segment had one customer that provided in excess of 10% of the Segment's revenues. The loss of any of these customers would not have a material adverse impact on the Company's financial positions or cash flows.

(1)(viii) At December 31, 2013, the Company's metals services contracts had estimated future revenues of $5.4 billion at expected production levels, compared with $4.9 billion at December 31, 2012. This increase is primarily due to a number of new contracts and contract extensions signed with various customers during 2013. At December 31, 2013, the Harsco Rail Segment had an estimated order backlog of $229.4 million, compared with $180.3 million at December 31, 2012. This increase is primarily due a contract award worth over $100 million through 2016 from the SBB, the federal railway system of Switzerland, partially offset by shipments during 2013. In addition, at December 31, 2013, the Company had an estimated order backlog of $83.9 million in its Harsco Industrial Segment, compared with $98.4 million at December 31, 2012. The decrease from December 31, 2012 is due principally to decreased demand in natural gas markets.

At December 31, 2013, approximately $113.2 million or 36% of the Company's manufactured products order backlog is not expected to be filled in 2014. The majority of this backlog is expected to be filled in 2015. This is exclusive of long-term metals industry services contracts, roofing granules and industrial abrasives products, and minerals and metal recovery technologies services.

(1)(ix) At December 31, 2013, the Company had no material contracts that were subject to renegotiation of profits or termination at the election of the United States Government.

(1)(x) The Company's competitive environment is complex because of the wide diversity of services and products it provides and the global breadth and depth of markets served. No single service provider or manufacturer competes

with the Company with respect to all services provided or products manufactured and sold. In general, on a global basis, the Company's segments are among the market leaders in their respective sectors and compete with a range of global, regional and local businesses of varying size and scope.

Harsco Metals & Minerals Segment—This Segment provides outsourced on-site services to the global metals industries in more than 35 countries, with its largest operations focused in the United Kingdom, the United States and Brazil. The Company believes it is one of the world's largest providers of on-site, outsourced services to the global metals industries. This Segment's key competitive factors are innovative resource recovery solutions, significant industry experience, technology, safety

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performance, service and value. This Segment competes principally with a number of privately-held businesses for services outsourced by its customers. Additionally, due to the nature of this Segment's services, it encounters a certain degree of "competition" from potential new customers' desire to perform similar services themselves instead of using an outsourced solution.

Harsco Infrastructure Segment—Historically, this Segment provided rental and sales of engineered scaffolding, shoring, concrete forming and other access-related solutions through a global branch network comprising approximately 30 countries. As part of the 2011/2012 Restructuring Program, this Segment exited certain underperforming markets in 2012. The Company believes it was one of the world's most complete global organizations for infrastructure-related access and concrete forming solutions. Its largest operations were based in the United States, the Netherlands and the United Kingdom. The Segment's key competitive factors were engineering expertise, customer service, on-time delivery, product quality, safety performance, global availability of mobile equipment and value. Primary competitors for forming and shoring in the United States, Europe and globally were a limited number of privately-held global providers. Competition in the scaffolding market was more fragmented and regionally focused with a large number of local competitors, principally competing for smaller commercial construction projects, and a limited number of national competitors, principally competing in the industrial markets and for larger construction projects.

On November 26, 2013, the Company consummated the previously announced Infrastructure transaction. The Company has contributed substantially all of the Company’s equity interests in, and the net assets of, the Harsco Infrastructure Segment to the Infrastructure strategic venture in exchange for approximately $300 million in cash, subject to working capital and other adjustments, and an approximate 29% equity interest in the Infrastructure strategic venture. The Company’s approximate 29% equity interest in the Infrastructure strategic venture will be accounted for under the equity method of accounting as prescribed by U.S. GAAP. Additional information related to the Infrastructure transaction is included in Note 3, Acquisitions and Dispositions, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data."

Harsco Rail Segment—This Segment manufactures and sells highly-engineered railway track maintenance equipment produced primarily in the United States for customers throughout the world. Additionally, this Segment provides railway track maintenance services principally in the United States and the United Kingdom. This Segment's key competitive factors are quality, technology, customer service and value. Primary competitors for both products and services are privately-held global businesses as well as certain regional competitors.

Harsco Industrial Segment—This Segment includes manufacturing businesses located principally in the United States with an increasing focus on international growth. During 2011, strategic venture operations were established in China and Australia. Key competitive factors include quality, value, technology and energy-efficiency. Primary competitors are U.S.-based manufacturers of similar products.

(1)(xi) The Company's expense for research and development activities was $9.6 million, $9.1 million and $6.0 million in 2013, 2012 and 2011, respectively. This excludes technology development and engineering costs classified in cost of services and products sold or selling, general and administrative expense. For additional information regarding research and development activities, see the Research and Development section included in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

(1)(xii) The Company has become subject to, as have others, stringent air and water quality control legislation. In general, the Company has not experienced substantial difficulty complying with these environmental regulations, and does not anticipate making any material capital expenditures for environmental control facilities. While the Company expects that environmental regulations may expand, and that its expenditures for air and water quality control will continue, it cannot predict the effect on its business of such expanded regulations. For additional information regarding environmental matters see Note 12, Commitments and Contingencies, to the Consolidated Financial Statements included in Part II, Item 8, "Financial Statements and Supplementary Data."

(1)(xiii) At December 31, 2013, the Company had approximately 12,300 employees.

(d) Financial Information about Geographic Areas

Financial information concerning international and domestic operations is included in Note 16, Information by Segment and Geographic Area, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements

and Supplementary Data," which information is incorporated herein by reference. Export sales from the United States totaled $143.7 million, $214.4 million and $160.7 million in 2013, 2012 and 2011, respectively.

(e) Available Information

Information is provided in Part I, Item 1 (a), "General Development of Business."

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Item 1A. Risk Factors.

Set forth below are risks and uncertainties that could materially and adversely affect the Company's results of operations, financial condition, liquidity and cash flows. The risks set forth below are not the only risks the Company faces. The Company's business operations could also be affected by other factors not presently known to the Company or factors that the Company currently does not consider to be material.

The Company is subject to a variety of market risks, economic uncertainties and potential disruptions of its access to credit.

In the normal course of business, the Company is routinely subjected to a variety of market risks. In addition to the risk associated with interest rate and currency movements on outstanding debt and non-U.S. dollar-denominated assets and liabilities, other examples of market risk facing the Company include customer concentration in the Harsco Metals & Minerals and Harsco Rail Segments; the collectability of receivables; the volatility of financial markets and their effect on customer liquidity and defined benefit pension plans; and global economic and political conditions.

From time to time, disruption in the credit markets has severely restricted access to capital for many companies. When credit markets deteriorate, the Company's ability to incur additional indebtedness to fund operations or refinance maturing obligations as they become due may be constrained. This risk could be exacerbated by further deterioration in the Company's credit ratings. The Company is unable to predict any duration or severity of disruptions in the credit and financial markets and adverse global economic conditions. While these conditions have not impaired the Company's ability to access credit markets and finance operations, a deterioration of economic conditions could materially and adversely affect the Company's business and results of operations. See Liquidity and Capital Resources under Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," for further discussion of the resources available to meet cash requirements.

Negative economic conditions may adversely impact demand for the Company's products and services, as well as the ability of the Company's customers to meet their obligations to the Company on a timely basis. Any disputes with customers could also have an adverse impact on the Company's results of operations and cash flows.

Tightening of credit in financial markets may lead businesses to postpone spending, which may impact the Company's customers, causing them to cancel, decrease or delay their existing and future orders with the Company. Declines in economic conditions may further impact the ability of the Company's customers to meet their obligations to the Company on a timely basis and could result in bankruptcy or receivership filings by any of such customers. If customers are unable to meet their obligations on a timely basis, or if the Company is unable to collect amounts due from customers for any reason, it could adversely impact the realizability of receivables, the valuation of inventories and the valuation of long-lived assets across the Company's businesses. Furthermore, some of the Company's significant customers may be subject to acquisitions and/or consolidations that negatively impact their ability to meet their obligations to the Company on a timely basis, or at all. Additionally, the Company may be negatively affected by contractual disputes with customers, which could have an adverse impact on the Company's results of operations and cash flows.

If the Company cannot generate future cash flows at a level sufficient to recover the net book value of any of its reporting units, the Company may be required to record an impairment charge to its earnings.

As a result of the Company's goodwill impairment testing, the Company may be required to record future impairment charges to the extent it cannot generate future cash flows at a level sufficient to recover the net book value of any of the Company's reporting units. For example, as a result of the October 1, 2012 annual goodwill impairment test, the Company recorded a $265.0 million goodwill impairment charge during the fourth quarter of 2012 related to the Harsco Infrastructure Segment. At December 31, 2013, almost all of the Company's goodwill is allocated to the Harsco Metals business unit, which is included in the Harsco Metals & Minerals Segment. The Company's estimates of fair value are based on assumptions about the future operating cash flows and growth rates of each reporting unit and discount rates applied to these cash flows. Based on the uncertainty of future growth rates and other assumptions used to estimate goodwill recoverability, future reductions in the Company's expected cash flows could cause a

material non-cash goodwill impairment charge, which could have a material adverse effect on the Company's results of operations and financial condition. See Application of Critical Accounting Policies under Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Note 1, Summary of Significant Accounting Policies and Note 7, Goodwill and Other Intangible Assets, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for additional disclosures related to these items.

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The Company's global presence subjects it to a variety of risks arising from doing business internationally.
The Company operates in approximately 35 countries, including the United States. The Company's global footprint exposes it to a variety of risks that may adversely affect the Company's results of operations, financial condition, liquidity and cash flows. These include, but may not be limited to, the following:

- periodic economic downturns in the countries in which the Company does business;
- imposition of or increases in currency exchange controls and hard currency shortages;
- customs matters and changes in trade policy or tariff regulations;
- changes in regulatory requirements in the countries in which the Company does business;
- changes in tax regulations, higher tax rates in certain jurisdictions and potentially adverse tax consequences including restrictions on repatriating earnings, adverse tax withholding requirements and "double taxation";
- longer payment cycles and difficulty in collecting accounts receivable;
- complexities in complying with a variety of U.S. and international laws and regulations;
- political, economic and social instability, civil and political unrest, terrorist actions and armed hostilities in the regions or countries in which the Company does business;
- inflation rates in the countries in which the Company does business;
- laws in various international jurisdictions that limit the right and ability of subsidiaries to pay dividends and remit earnings to affiliated companies unless specified conditions are met;
- sovereign risk related to international governments that include, but may not be limited to, governments stopping interest payments or repudiating their debt, nationalizing private businesses or altering foreign exchange regulations; and
- uncertainties arising from local business practices, cultural considerations and international political and trade tensions.

If the Company is unable to successfully manage the risks associated with its global business, the Company's results of operations, financial condition, liquidity and cash flows may be negatively impacted.
The Company has operations in several countries in the Middle East, including Bahrain, Egypt, Israel, Qatar, Saudi Arabia and the United Arab Emirates, as well as India and Pakistan, some of which are currently experiencing armed hostilities and civil unrest. Additionally, these countries are geographically close to other countries that may have a continued high risk of armed hostilities or civil unrest. During 2013, 2012, and 2011, the Company's Middle East operations contributed approximately $17.5 million, $6.5 million and $3.0 million, respectively, to the Company's operating income (loss) from continuing operations.
Exchange rate fluctuations may adversely impact the Company's business.
Fluctuations in foreign exchange rates between the U.S. dollar and the approximately 25 other currencies in which the Company currently conducts business may adversely impact the Company's results of operations in any given fiscal period. Approximately 74% and 6% of the Company's operating income (loss) from continuing operations for 2013 and 2012, respectively, were derived from operations outside the United States. More specifically, approximately 25% of the Company's revenues were derived from operations where the Euro is the functional currency in both 2013 and 2012 and approximately 12% and 11% of the Company's revenues were derived from operations in the United Kingdom during 2013 and 2012, respectively. Furthermore, approximately 5% of the Company's revenues were derived from operations in Brazil for both 2013 and 2012. The Company's principal foreign currency exposures are in the European Economic and Monetary Union, the United Kingdom and Brazil. Given the structure of the Company's revenues and expenses, an increase in the value of the U.S. dollar relative to the foreign currencies in which the Company earns its revenues generally has a negative impact on results of operations.

Compared with the corresponding period in 2012, the average value of major currencies changed as follows in relation to the U.S. Dollar during 2013, impacting the Company's revenues and income:

- British pound sterling weakened by 2%
- euro strengthened by 3%
- Brazilian real weakened by 10%

Compared with exchange rates at December 31, 2012, the value of major currencies at December 31, 2013 changed as follows:

- British pound sterling strengthened by 2%
- euro strengthened by 4%
- Brazilian real weakened by 13%

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The Company's foreign currency exposures increase the risk of volatility in its consolidated financial statements. If currencies in the above regions change materially in relation to the U.S. dollar, the Company's financial position, results of operations, or cash flows may be materially affected.
To illustrate the effect of foreign exchange rate changes in certain key markets of the Company, in 2013 revenues would have been approximately 1.0% or $21.6 million higher and operating loss would have been approximately 2% or $2.8 million greater if the average exchange rates for 2012 were utilized. In a similar comparison for 2012, revenues would have been approximately 4.0% or $123 million higher and operating loss would have been approximately 5.9% or $10.3 million less if the average exchange rates for 2011 were utilized.
Currency changes also result in assets and liabilities denominated in local currencies being translated into U.S. dollars at different amounts than at the prior period end. Generally, if the U.S. dollar weakens in relation to currencies in countries in which the Company does business, the translated amounts of the related assets and liabilities, and therefore stockholders' equity, would increase. Conversely, if the U.S. dollar strengthens in relation to currencies in countries in which the Company does business, the translated amounts of the related assets, liabilities, and therefore stockholders' equity, would decrease.
Although the Company engages in foreign currency forward exchange contracts and other hedging strategies to mitigate foreign exchange risk, hedging strategies may not be successful or may fail to completely offset the risk.
In addition, competitive conditions in the Company's manufacturing businesses may limit the Company's ability to increase product prices in the face of adverse currency movement. Sales of products manufactured in the United States for the domestic and export markets may be affected by the value of the U.S. dollar relative to other currencies. Any long-term strengthening of the U.S. dollar could depress demand for these products and reduce sales and may cause translation gains or losses due to the revaluation of accounts payable, accounts receivable and other asset and liability accounts. Conversely, any long-term weakening of the U.S. dollar could improve demand for these products and increase sales and may cause translation gains or losses due to the revaluation of accounts payable, accounts receivable and other asset and liability accounts.
Cyclical industry and economic conditions may adversely affect the Company's businesses.
The Company's businesses are subject to general economic slowdowns and cyclical conditions in each of the industries served. In particular:

- The Harsco Metals & Minerals Segment may be adversely impacted by slowdowns in steel mill production, excess capacity, consolidation, bankruptcy or receivership of steel producers or a reversal or slowing of current outsourcing trends in the steel industry;
- The resource recovery technologies business of the Harsco Metals & Minerals Segment may be adversely impacted by slowdowns in customer production or a reduction in the selling price of its materials, which is market-based and varies based upon the current fair value of the components being sold. Therefore, the revenue generated from the sale of such recycled materials varies based upon the fair value of the commodity components being sold;
- The industrial abrasives and roofing granules business of the Harsco Metals & Minerals Segment may be adversely impacted by reduced home resales or economic conditions that slow the rate of residential roof replacement, or by slowdowns in the industrial and infrastructure refurbishment industries;
- The Harsco Rail Segment may be adversely impacted by developments in the railroad industry that lead to lower capital spending or reduced maintenance spending;
- The air-cooled heat exchangers business of the Harsco Industrial Segment is affected by cyclical conditions present in the natural gas industry. Therefore, a slowdown in natural gas drilling or production could adversely affect this business;
- The industrial grating products business of the Harsco Industrial Segment may be adversely impacted by slowdowns in non-residential construction and industrial production; and
- Capital constraints and increased borrowing costs may also adversely impact the financial position and operations of the Company's customers across all business segments.

Furthermore, realization of deferred tax assets is ultimately dependent on generating sufficient income in future periods to ensure recovery of those assets. The cyclicality of the Company's end markets and adverse economic conditions may negatively impact the future income levels that are necessary for the utilization of deferred tax assets.

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The seasonality of the Company's business may cause its quarterly results to fluctuate.
The Company has historically generated the majority of its cash flows provided by operations in the second half of the year. This is a result of normally higher income during the second half of the year, as the Company's business tends to follow seasonal patterns. If the Company is unable to successfully manage the cash flow and other effects of seasonality on the business, its results of operations may suffer. Further details regarding the Company's historical revenue patterns and net cash provided by operating activities are included in Part I, Item 1, "Business."

The Company may lose customers or be required to reduce prices as a result of competition.
The industries in which the Company operates are highly competitive:

- The Harsco Metals & Minerals Segment is sustained mainly through contract renewals and new contract signings. Historically, the Company has a high contract renewal rate. However, the Company may be unable to renew contracts at historical price levels or to obtain additional contracts at historical rates as a result of competition. If the Company is unable to renew its contracts at the historical rates or renewals are at reduced prices, revenue and results of operations may decline. Additionally, the Company has elected not to renew certain underperforming contracts in an effort to improve overall profitability. This has a negative impact on revenues, but ultimately improves overall operating margins. The Company will continue to evaluate contracts in the Harsco Metals & Minerals Segment to ensure returns are consistent with the Company's ongoing strategy.
- The Harsco Rail and Harsco Industrial Segments compete with companies that manufacture similar products both internationally and domestically. Certain international competitors export their products into the United States and sell them at lower prices due to lower labor costs and government subsidies for exports. Such practices may limit the prices the Company can charge for its products and services. Additionally, unfavorable foreign exchange rates can adversely impact the Company's ability to match the prices charged by international competitors. If the Company is unable to match the prices charged by international competitors, it may lose customers.

Increased customer concentration and related credit and commercial risks may adversely impact the Company's future earnings and cash flows.

- The Harsco Metals & Minerals Segment and, to a lesser extent, the Harsco Rail Segment have several large customers throughout the world with significant accounts receivable balances. Consolidation in the global steel industry has occurred in recent years and additional consolidation is possible. Should additional transactions occur involving some of the steel or rail industry's larger companies that are customers of the Company, it would result in an increase in concentration of credit risk for the Company. If a large customer were to experience financial difficulty, or file for bankruptcy or receivership protection, or if the Company were unable to collect amounts due from customers that are currently under bankruptcy or receivership protection, it could adversely impact the Company's results of operations, cash flows and asset valuations.
- The Company's businesses may be negatively affected by disputes with customers, including its major customers. The Company is currently party to multiple contracts in numerous countries with its largest customer, ArcelorMittal. These contracts cover a variety of services. From time to time, the Company may be negotiating the terms of current and potential future services to be rendered due to the scope and complexity of this relationship. Disagreements between the parties can arise as a result of the scope and nature of the relationship and these ongoing negotiations. Although the Company does not have any disputes with ArcelorMittal that are expected to have a material adverse effect on the Company's financial position, results of operations or cash flows, the Company cannot predict whether such disputes will arise in the future.

The Company is subject to changes in legislative, regulatory and legal developments involving income taxes.
The Company is subject to U.S. federal, U.S. state and international income, payroll, property, sales and use, value-added, fuel and other types of taxes in numerous jurisdictions. Significant judgment is required in determining the Company's worldwide provisions for income taxes. Changes in tax rates, enactments of new tax laws, revisions of

tax regulations, and claims or litigation with taxing authorities could result in substantially higher taxes, and therefore, could have a significant adverse effect on the Company's results of operations, financial condition and liquidity.
Currently, a majority of the Company's revenue is generated from customers located outside the United States, and a substantial portion of the Company's assets and employees are located outside the United States. U.S. income tax and international withholding taxes have not been provided on undistributed earnings for certain non-U.S. subsidiaries as such earnings are indefinitely reinvested in the operations of those subsidiaries.
Any U.S. tax reform that reduces the Company's ability to defer U.S. taxes on earnings indefinitely reinvested outside of the United States could have a negative impact on the Company's ability to compete in the global marketplace. Consequently, the Company is monitoring legislative activity and communicating with legislators with the goal of achieving balanced and fair tax reform that would not penalize U.S.-based companies with activities abroad and for generating high paying and stable

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headquarter and technical center jobs. This may include legislative trade-offs between existing tax benefits and lower overall effective tax rates for U.S. companies. The Company continues to monitor tax legislation to be in position to fully understand its potential impact on the Company's operations and to plan accordingly.

The Company's defined benefit net periodic pension cost is directly affected by the equity and bond markets, and a downward trend in those markets could adversely impact the Company's results of operations.

In addition to the economic issues that directly affect the Company's businesses, changes in the performance of equity and bond markets, particularly in the United Kingdom and the United States, impact actuarial assumptions used in determining annual net periodic pension cost, pension liabilities and the valuation of the assets in the Company's defined benefit pension plans. Financial market deterioration would most likely have a negative impact on the Company's net periodic pension cost and the pension assets and liabilities. This could result in a decrease to stockholders' equity and an increase in the Company's statutory funding requirements.

The Company's results of operations may be positively or negatively impacted by the amount of income or expense the Company records for defined benefit pension plans. The Company calculates income or expense for the defined benefit pension plans using actuarial valuations that reflect assumptions relating to financial market and other economic conditions. The most significant assumptions used to estimate defined benefit pension income or expense for the upcoming year are the discount rate and the expected long-term rate of return on plan assets. If there are significant changes in key economic indicators, the impact of these assumptions may materially affect the Company's financial position, results of operations and cash flows. These key economic indicators would also likely affect the amount of cash the Company would contribute to the defined benefit pension plans. For a discussion regarding how the Company's consolidated financial statements can be affected by defined benefit pension plan accounting policies, see Application of Critical Accounting Policies in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

The Company's Pension Committee continues to evaluate alternative strategies to further reduce overall net periodic pension cost, including: conversion of certain remaining defined benefit plans to defined contribution plans; the ongoing evaluation of investment fund managers' performance; the balancing of plan assets and liabilities; the risk assessment of multiemployer pension plans; the possible merger of certain plans; the consideration of incremental voluntary cash contributions to certain plans; and other changes that are likely to reduce future net periodic pension cost volatility and minimize risk.

In addition to the Company's defined benefit pension plans, the Company also participates in numerous multiemployer pension plans throughout the world. Within the United States, the Pension Protection Act of 2006 may require additional funding for multiemployer plans that could cause the Company to be subject to higher cash contributions in the future. Additionally, market conditions and the number of participating employers remaining in each plan may affect the funded status of multiemployer plans and consequently any Company withdrawal liability, if applicable. The Company continues to monitor and assess any full and partial withdrawal liability implications associated with these plans.

Further downgrades in the Company's credit ratings could increase the Company's cost of borrowing and could adversely affect the Company's future earnings and ability to access the capital markets.

The Company's cost of borrowing and ability to access capital markets are affected not only by market conditions but also by the short- and long-term debt ratings assigned to the Company's debt by the major credit rating agencies. These ratings are based, in part, on the Company's financial position and liquidity as measured by credit metrics such as interest coverage and leverage ratios.

During 2013, the major credit rating agencies lowered the credit ratings assigned to the Company to non-investment grade; this in turn increased the Company's cost of borrowing under its credit facility. Additional rating downgrades may further increase the Company's cost of borrowing and could adversely affect the Company's ability to access the capital markets and issue additional debt at rates acceptable to the Company. Any increased borrowing costs or an inability to access the capital markets could have a material adverse effect on the Company's results of operations, financial position, liquidity and cash flows.

See Liquidity and Capital Resources under Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," for further discussion on credit ratings and watch or outlook.

Restrictions imposed by the Company's outstanding notes and credit facility may limit the Company's ability to obtain additional financing or to pursue business opportunities.
The Company’s 5.75% and 2.7% notes include covenants that require the Company to offer to repurchase the notes at 101% of par in the event of a change of control of the Company or disposition of substantially all of the Company’s assets in combination with a downgrade in the Company’s credit rating to non-investment grade. The Company’s credit facility contains covenants that stipulate a maximum total consolidated debt to consolidated earnings before interest, taxes, depreciation and amortization ("EBITDA") ratio of 3.5 to 1.0, limit the proportion of subsidiary consolidated indebtedness to a maximum of

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10% of consolidated tangible assets, and specify a minimum ratio of total consolidated EBITDA to consolidated interest charges of 3.0 to 1.0. These covenants limit the amount of debt the Company may incur, which could limit the Company's ability to obtain additional financing or pursue business opportunities. In addition, the Company's ability to comply with these ratios may be affected by events beyond its control. A breach of any of these covenants or the inability to comply with the required financial ratios could result in a default under the credit facility. In the event of any default under the credit facility, the lenders under the facility could elect to declare all borrowings outstanding, together with accrued and unpaid interest and other fees, to be due and payable, which would cause an event of default under the credit facility. This could, in turn, trigger an event of default under the cross-default provisions of the Company's other outstanding indebtedness. See Liquidity and Capital Resources under Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," for further discussion.

Failure of financial institutions to fulfill their commitments under committed credit facility and derivative financial instruments may adversely affect the Company's future earnings and cash flows.

The Company has a committed revolving credit facility with financial institutions available for its use, for which the Company pays commitment fees. The credit facility is provided by a syndicate of several financial institutions, with each institution agreeing severally (and not jointly) to make revolving credit loans to the Company in accordance with the terms of the related credit agreement. If one or more of the financial institutions providing the committed credit facility were to default on its obligation to fund its commitment, the portion of the committed facility provided by such defaulting financial institution would not be available to the Company.

The Company uses cross currency interest rate swaps in conjunction with certain debt issuances in order to secure either a fixed or floating local currency interest rate. The Company has foreign currency forward exchange contracts outstanding as part of a worldwide program to minimize foreign currency operating income and balance sheet exposure. Foreign currency forward exchange contracts are used to hedge commitments, such as foreign currency debt, firm purchase commitments and foreign currency cash flows for certain export sales transactions. The unsecured contracts for cross currency interest rate swaps and foreign currency forward exchange contracts outstanding at December 31, 2013 mature at various times through 2020 and are with major financial institutions. The Company may also enter into derivative contracts to hedge commodity exposures. The Company may be exposed to credit loss in the event of non-performance by the counterparties to the contracts.

The failure of a counterparty to fulfill its obligation under the committed credit facility or derivative financial instruments may have a material adverse effect on the Company's results of operations, financial condition, liquidity and cash flows.

See Liquidity and Capital Resources under Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," for more information.

The Company's cash flows and earnings are subject to changes in interest rates.

The Company's total debt at December 31, 2013 was $810.9 million. Of this amount, approximately 10% had variable rates of interest and approximately 90% had fixed rates of interest. The weighted average interest rate of total debt was approximately 4.8%. At current debt levels, a one percentage point increase/decrease in variable interest rates would increase/decrease interest expense by approximately $0.8 million per year. If the Company is unable to successfully manage its exposure to variable interest rates, its results of operations and financial condition may be negatively impacted.

A negative outcome on personal injury claims against the Company may adversely impact results of operations and financial condition.

The Company has been named as one of many defendants (approximately 90 or more in most cases) in legal actions alleging personal injury from exposure to airborne asbestos over the past several decades. In their suits, the plaintiffs have named as defendants, among others, many manufacturers, distributors and installers of numerous types of equipment or products that allegedly contained asbestos. The majority of the asbestos complaints pending against the Company have been filed in New York. Almost all of the New York complaints contain a standard claim for damages

of $20 million or $25 million against the approximately 90 defendants, regardless of the individual plaintiff's alleged medical condition, and without specifically identifying any Company product as the source of plaintiff's asbestos exposure. If the Company is found to be liable in any of these actions and the liability exceeds the Company's insurance coverage, results of operations, cash flows and financial condition could be adversely affected. For more information concerning this litigation, see Note 12, Commitments and Contingencies, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data."

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Higher than expected claims under insurance policies, under which the Company retains a portion of the risk, could adversely impact results of operations and cash flows.
The Company retains a significant portion of the risk for property, workers' compensation, U.K. employers' liability, automobile and general and product liability losses. Reserves have been recorded that reflect the undiscounted estimated liabilities for ultimate losses, including claims incurred but not reported. Inherent in these estimates are assumptions that are based on the Company's history of claims and losses, a detailed analysis of existing claims with respect to potential value, and current legal and legislative trends. At December 31, 2013 and 2012, the Company had recorded liabilities of $52.4 million and $82.7 million, respectively, related to both asserted and unasserted insurance claims. Included in the balance at December 31, 2013 and 2012 were $4 million and $3.6 million, respectively, of recognized liabilities covered by insurance carriers. If actual claims are higher than those projected by management, an increase to the Company's insurance reserves may be required and would be recorded as a charge to income in the period the need for the change was determined. Conversely, if actual claims are lower than those projected by management, a decrease to the Company's insurance reserves may be required and would be recorded as a reduction to expense in the period the need for the change was determined.

The Company is subject to various environmental laws, and the success of existing or future environmental claims against it could adversely impact the Company's results of operations and cash flows.
The Company's operations are subject to various federal, state, local and international laws, regulations and ordinances relating to the protection of health, safety and the environment, including those governing discharges to air and water, handling and disposal practices for solid and hazardous wastes, the remediation of contaminated sites and the maintenance of a safe workplace. These laws impose penalties, fines and other sanctions for non-compliance and liability for response costs, property damages and personal injury resulting from past and current spills, disposals or other releases of, or exposure to, hazardous materials. The Company could incur substantial costs as a result of non-compliance with or liability for remediation or other costs or damages under these laws. The Company may be subject to more stringent environmental laws in the future, and compliance with more stringent environmental requirements may require the Company to make material expenditures or subject it to liabilities that the Company currently does not anticipate.
The Company is currently involved in a number of environmental remediation investigations and cleanups and, along with other companies, has been identified as a "potentially responsible party" for certain waste disposal sites under the federal "Superfund" law. At several sites, the Company is currently conducting environmental remediation, and it is probable that the Company will agree to make payments toward funding certain other of these remediation activities. It also is possible that some of these matters will be decided unfavorably to the Company and that other sites requiring remediation will be identified. Each of these matters is subject to various uncertainties, and financial exposure is dependent upon such factors as the continuing evolution of environmental laws and regulatory requirements; the availability and application of technology; the allocation of cost among potentially responsible parties; the years of remedial activity required; and the remediation methods selected. The Company has evaluated its potential liability and the Consolidated Balance Sheets at 2013 and 2012 include an accrual of $1.2 million and $1.9 million, respectively, for future expenditures related to environmental matters. The amounts charged against pre-tax earnings related to environmental matters totaled $1.7 million, $1.2 million and $2.0 million during 2013, 2012 and 2011, respectively. The liability for future remediation costs is evaluated on a quarterly basis. Actual costs to be incurred at identified sites in future periods may be greater than the estimates, given inherent uncertainties in evaluating environmental exposures.
Increases in energy prices could increase the Company's operating costs and reduce its profitability.
Worldwide political and economic conditions, an imbalance in the supply and demand for oil, extreme weather conditions and armed hostilities in oil-producing regions, among other factors, may result in an increase in the volatility of energy costs, both on a macro basis and for the Company specifically. To the extent that increased energy costs cannot be passed on to customers in the future, the financial condition, results of operations and cash flows of the Company may be adversely affected.

Increases or decreases in purchase prices (or selling prices) or availability of steel or other materials and commodities may affect the Company's profitability.
The profitability of the Company's manufactured products is affected by changing purchase prices of steel and other materials and commodities. If raw material costs associated with the Company's manufactured products increase and the costs cannot be transferred to the Company's customers, results of operations would be adversely affected. Additionally, decreased availability of steel or other materials could affect the Company's ability to produce manufactured products in a timely manner. If the Company cannot obtain the necessary raw materials for its manufactured products, then revenues, results of operations and cash flows could be adversely affected.
Certain services performed by the Harsco Minerals businesses result in the recovery, processing and sale of recovered metals and minerals and other high-value metal by-products to its customers. The selling price of the by-products material is market-based and varies based upon the current fair value of its components. Therefore, the revenue amounts generated from the sale of such by-products material vary based upon the fair value of the commodity components being sold.

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The Company may not be able to manage and integrate acquisitions successfully.
In the past, the Company has acquired businesses and, on an ongoing basis, continues to evaluate strategic acquisition opportunities that have the potential to support and strengthen the Company. For example, in January 2014, the Company acquired Hammco Corporation ("Hammco"), a provider of process coolers for the natural gas and petrochemical processing industries. The Company can give no assurances that any acquisition opportunities will arise in the future or, if they do, that they will be consummated, or that additional financing or capital, if needed, will be available on satisfactory terms.

In addition, acquisitions involve inherent risks that the businesses acquired will not perform in accordance with the Company's expectations. The Company may not be able to achieve the synergies and other benefits that are expected from the integration of acquisitions as successfully or rapidly as projected, if at all. The Company's failure to effectively integrate newly acquired operations, including the operations of Hammco, could prevent the Company from recognizing expected rates of return on an acquired business and could have a material adverse effect on the results of operations, financial condition, liquidity and cash flows of the Company.

Due to the international nature of the Company's business, the Company could be adversely affected by violations of certain laws.
The Company's policies mandate compliance with certain U.S. and international laws, such as import/export regulations, the U.S. Foreign Corrupt Practices Act and similar anti-bribery laws. With regard to the U.S. Foreign Corrupt Practices Act and anti-bribery laws, the Company operates in many parts of the world that have experienced governmental corruption to some degree and, in certain circumstances, strict compliance with anti-bribery laws may conflict with local customs and practices. The Company cannot provide assurance that its internal controls and procedures will always prevent reckless or criminal acts by its employees or agents. If the Company is found to be liable for violations of these laws (either due to its own acts, out of inadvertence, or due to the acts or inadvertence of others), the Company could suffer criminal or civil penalties or other sanctions, including limitations on its ability to conduct its business, which could have a material adverse effect on results of operations, financial condition, and cash flows.

The Company may be unable to achieve, or may be delayed in achieving, its cost-cutting initiatives, and this may adversely affect operating results and cash flow.
As part of its continuing efforts to improve operating efficiencies and reduce operating costs, the Company has in the past implemented numerous cost-cutting initiatives, including initiatives implemented in the fourth quarter of 2013. The Company anticipates that it will continue to implement cost-cutting initiatives in 2014 and beyond when circumstances warrant. If the Company is unable to achieve, or has any unexpected delays in achieving, the anticipated cost savings associated with these initiatives, its results of operations and cash flow may be adversely affected. Even if the Company meets the goals pursuant to these initiatives, it may not receive the expected financial benefits of these initiatives.

The Company maintains a workforce based upon current and anticipated workload. If the Company does not receive future contract awards or if these awards are delayed, significant cost may result.
The Company's estimates of future performance depend on, among other matters, whether and when the Company will receive certain new contract awards, including the extent to which the Company utilizes its workforce. The rate at which the Company utilizes its workforce is impacted by a variety of factors including the ability to manage attrition; to forecast the need for services, which allows it to maintain an appropriately sized workforce; the ability to transition employees from completed projects to new projects or between segments; and the need to devote resources to non-revenue generating activities such as training or business development. While the Company's estimates are based upon its good faith judgment, these estimates can be unreliable and may frequently change based on newly available information. In the case of large-scale domestic and international projects where timing is often uncertain, it is

particularly difficult to predict whether and when the Company will receive a contract award. The uncertainty of contact award timing can present difficulties in matching the Company's workforce size with contract needs. If an expected contract award is delayed or not received, the Company could incur cost resulting from reductions in staff or redundancy of facilities or equipment that could have a material adverse effect on results of operations, financial condition, liquidity and cash flows.

The success of the Company's strategic ventures depends on the satisfactory performance by strategic venture partners of their strategic venture obligations.

The Company enters into various strategic ventures as part of its strategic growth initiatives as well as to comply with local laws. Differences in opinions or views between strategic venture partners can result in delayed decision-making or failure to agree on material issues which could adversely affect the business and operations of the venture. From time to time in order to establish or preserve a relationship, or to better ensure venture success, the Company may accept risks or responsibilities for the strategic venture that are not necessarily proportionate with the reward it expects to receive. The success of these and other strategic ventures also depends, in large part, on the satisfactory performance by the Company's strategic venture partners of their strategic venture obligations, including their obligation to commit working capital, equity or credit support as required by

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the strategic venture and to support their indemnification and other contractual obligations. If the Company's strategic venture partners fail to satisfactorily perform their strategic venture obligations as a result of financial or other difficulties, the strategic venture may be unable to adequately perform or deliver its contracted services. Under these circumstances, the Company may be required to make additional investments and provide additional services to ensure the adequate performance and delivery of the contracted services. These additional obligations could result in reduced profits or, in some cases, increased liabilities or significant losses for the Company with respect to the strategic venture. In addition, although the Company generally performs due diligence with regard to potential strategic partners or ventures, a failure by a strategic venture partner to comply with applicable laws, rules or regulations could negatively impact its business and, in the case of government contracts, could result in fines, penalties, suspension or even debarment. Unexpected strategic venture developments could have a material adverse effect on results of operations, financial condition and cash flows.

The Company may pursue strategic transactions that it believes will maximize equity returns for stockholders but may involve risk.
From time to time, the Company considers strategic transactions that it believes will maximize stockholder's equity returns over the long-term. For example, in 2013, the Company contributed the Harsco Infrastructure division into a strategic venture with Clayton, Dubilier & Rice ("CD&R"). These types of transactions, however, also involve risk, including risk relating to the costs associated with such transactions, the loss of cash flows and market positions of disposed businesses, and the possibility that savings anticipated to result from such transactions may not be realized. There can be no guarantee that these transactions, including the strategic venture with CD&R, will result in cost savings, be accretive to the Company's earnings, improve operating margins and return on capital, or ultimately maximize equity returns for the Company's stockholders.

Item 1B. Unresolved Staff Comments.
None.

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Item 2. Properties.

Operations of Harsco Corporation and its subsidiaries are conducted at both owned and leased properties in domestic and international locations. The Company's executive offices are located at 350 Poplar Church Road, Camp Hill, Pennsylvania 17011 and are owned. The following table describes the location and principal use of the Company's more significant properties.

Location	Principal Products	Interest
Harsco Metals & Minerals Segment		
Coronel Fabriciano, Brazil	Minerals and Resource Recovery Technologies	Owned
East Chicago, Indiana, United States	Minerals and Resource Recovery Technologies	Owned
Mitterdorf, Austria	Minerals and Resource Recovery Technologies	Leased
Sarver, Pennsylvania, United States	Minerals and Resource Recovery Technologies	Owned
Sorel—Tracy, Canada	Minerals and Resource Recovery Technologies	Leased
Taiyuan City, China	Minerals and Resource Recovery Technologies	Owned and Leased
Timoteo, Brazil	Minerals and Resource Recovery Technologies	Leased
Warren, Ohio, United States	Minerals and Resource Recovery Technologies	Owned
Drakesboro, Kentucky, United States	Roofing Granules/Abrasives	Owned
Gary, Indiana, United States	Roofing Granules/Abrasives	Owned
Fairless Hills, Pennsylvania, United States	Roofing Granules/Abrasives	Owned
Moundsville, West Virginia, United States	Roofing Granules/Abrasives	Leased
Harsco Rail Segment		
Brendale, Australia	Rail Maintenance Equipment	Owned
Ludington, Michigan, United States	Rail Maintenance Equipment	Owned
West Columbia, South Carolina, United States	Rail Maintenance Equipment	Owned
Harsco Industrial Segment		
Catoosa, Oklahoma, United States	Heat Exchangers	Owned and Leased
Sapulpa, Oklahoma, United States	Heat Exchangers	Leased
East Stroudsburg, Pennsylvania, United States	Heat Transfer Products	Owned
Channelview, Texas, United States	Industrial Grating Products	Owned
Garrett, Indiana, United States	Industrial Grating Products	Leased
Leeds, Alabama, United States	Industrial Grating Products	Owned
Queretaro, Mexico	Industrial Grating Products	Owned

The Harsco Metals business, which is part of the Harsco Metals & Minerals Segment, principally operates on customer-owned sites and has administrative offices in Camp Hill, Pennsylvania, and Leatherhead, United Kingdom. The above table includes the principal properties owned or leased by the Company. The Company also operates from a number of other smaller plants, warehouses and offices in addition to the above. The Company considers all of its properties at which operations are currently performed to be in satisfactory condition and suitable for their intended use.

Properties related to the Harsco Infrastructure Segment have been omitted from the above table as they were part of the Infrastructure transaction that was consummated on November 26, 2013. See Note 3, Acquisitions and Dispositions, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for more information on the Infrastructure transaction.

Item 3. Legal Proceedings.

Information regarding legal proceedings is included in Note 12, Commitments and Contingencies, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data."

Item 4. Mine Safety Disclosures.

Not applicable.

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Supplementary Item. Executive Officers of the Registrant

Set forth below, at February 27, 2014, are the executive officers of the Company (this excludes eight corporate officers who are not deemed "executive officers" within the meaning of applicable Securities and Exchange Commission regulations) and certain information with respect to each of them. Each executive officer was last elected to his or her respective position effective April 23, 2013. All terms expire on April 29, 2014. There are no family relationships among any of the executive officers.

Name	Age	Position with the Company
Executive Officers:		
P. K. Decker	48	President and Chief Executive Officer
F. N. Grasberger, III	50	Senior Vice President and Chief Financial Officer
A. V. Dorch	46	Vice President, General Counsel and Corporate Secretary
S. H. Gerson	43	Vice President and Group President–Harsco Industrial
S. W. Jacoby	47	Vice President and Group President–Harsco Rail

P. K. Decker

President and Chief Executive Officer since September 10, 2012. From 2007 until his appointment as President and Chief Executive Officer, Mr. Decker served as President of Tyco Flow Control, the second largest business segment of Tyco International Ltd. (“Tyco”) (a global leader in engineered valves and controls, heat management solutions and large-scale water infrastructure projects). Prior to that, he served Tyco for four years in CFO roles at the operating segment level, including Tyco's multinational Engineered Products and Services division. Before joining Tyco, Mr. Decker held progressively responsible leadership positions throughout a 12-year career at Bristol-Myers Squib, a global biopharmaceutical company. Mr. Decker has served on the Company's Board of Directors since October 29, 2012.

F. N. Grasberger, III

Senior Vice President and Chief Financial Officer since April 22, 2013. Prior to joining the Company, Mr. Grasberger was Managing Director of Fenner Plc’s Precision Polymer division from March 2011 to April 2013. From April 1, 2009 to November 9, 2009 he served as Executive Vice President and Chief Executive Officer of Armstrong Building Products. From January 2005 to March 31, 2009 he served as Senior Vice President and Chief Financial Officer of Armstrong World Industries, Inc. Prior to his employment with Armstrong, Mr. Grasberger served as Vice President and Chief Financial Officer of Kennametal Inc. from 2000 to 2004.

A. V. Dorch

Vice President, General Counsel and Corporate Secretary since June 5, 2012. Served as Vice President, Deputy General Counsel and Assistant Corporate Secretary from April 26, 2011 to June 4, 2012, as Assistant General Counsel and Assistant Corporate Secretary from January 1, 2008 to April 25, 2011 and as Assistant General Counsel from July 6, 2006 to December 31, 2007. Prior to joining the Company, Ms. Dorch served as a senior associate in the Virginia and San Francisco offices of Pillsbury Winthrop Shaw Pittman LLP and worked in Tokyo, Japan for 2 1/2 years. Before that, she held senior legal positions with leading law firms in New York and Boston.

S. H. Gerson

Vice President and Group President–Harsco Industrial since January 25, 2011. Served as Vice President and Group President– Harsco Industrial and Chief Information Officer from July 6, 2010 to January 24, 2011. Served as Chief Information Officer from April 4, 2005 to July 6, 2010. Prior to joining the Company on April 4, 2005, Mr. Gerson was with Kulicke & Soffa Industries, Inc., where he served as IT director of their worldwide application services. He has also served in IT management capacities with Compaq Computers and TRW Inc.

S. W. Jacoby
Vice President and Group President–Harsco Rail since July 6, 2010. Served as President of Harsco Rail from April 2009 to July 2010. Served as Vice President and General Manager of Harsco Track Technologies from August 2007 to April 2009. Served as Vice President and General Manager of Air- X-Changers from April 2005 to August 2007. Prior to that, Mr. Jacoby held senior management positions in the Harsco Industrial business group. Prior to joining the Company in 1995, Mr. Jacoby began his career with Mack Trucks.

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PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Harsco Corporation common stock is listed on the New York Stock Exchange. At December 31, 2013, there were 80,678,925 shares outstanding. In 2013, the Company's common stock traded in a range of $20.98 to $28.99 and closed at $28.03 at year-end. At December 31, 2013, there were approximately 12,400 stockholders. There are no significant limitations on the payment of dividends included in the Company's loan agreements. For additional information regarding Harsco Corporation's common stock market price and dividends declared, see Dividend Action under Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the Common Stock Price and Dividend Information under Part II, Item 8, "Financial Statements and Supplementary Data." For additional information on the Company's equity compensation plans see Part III, Item 11, "Executive Compensation."

Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (a)
October 1, 2013-October 31, 2013	—	—	—	2,000,000
November 1, 2013-November 30, 2013	—	—	—	2,000,000
December 1, 2013-December 31, 2013	—	—	—	2,000,000
Total	—	—	—	

(a) At December 31, 2013, 2,000,000 shares remained available for repurchase under the Company's share repurchase program. On January 28, 2014, the Board of Directors reauthorized the number of shares available for repurchase under the Company's share repurchase program and extended the program for an additional year. As a result, the Company is currently authorized to repurchase up to 2,000,000 shares through January 31, 2015. When and if appropriate, repurchases are made in open market transactions, depending on market conditions. Share repurchases may not occur and may be discontinued at any time.

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Item 6. Selected Financial Data.

Five-Year Statistical Summary

(In thousands, except per share, employee information and percentages)	2013 (a)	2012	2011	2010	2009 (b)
Statement of operations information					
Revenues from continuing operations	$2,896,520	$3,046,018	$3,302,740	$3,038,678	$2,990,577
Amounts attributable to Harsco Corporation common stockholders					
Income (loss) from continuing operations	$(226,449)	$(253,693)	$(9,447)	$10,885	$133,838
Loss from discontinued operations	(1,492)	(919)	(2,063)	(4,131)	(15,061)
Net income (loss)	(227,941)	(254,612)	(11,510)	6,754	118,777
Financial position and cash flow information					
Working capital	$231,986	$428,868	$377,163	$387,082	$418,237
Total assets	2,441,748	2,975,969	3,338,877	3,469,220	3,639,240
Long-term debt	783,158	957,428	853,800	849,724	901,734
Total debt	810,904	969,266	908,772	884,932	984,927
Depreciation and amortization	237,041	272,117	310,441	315,239	311,531
Capital expenditures	(246,147)	(265,023)	(313,101)	(192,348)	(165,320)
Cash provided by operating activities	188,255	198,879	298,776	401,427	434,458
Cash provided (used) by investing activities	62,685	(219,268)	(255,822)	(202,023)	(269,360)
Cash used by financing activities	(248,664)	(4,546)	(39,554)	(171,521)	(164,083)
Ratios					
Return on average equity (c)	(29.1)%	(21.7)%	(0.6)%	0.7%	9.1%
Current ratio (d)	1.4:1	1.7:1	1.5:1	1.5:1	1.6:1
Per share information attributable to Harsco Corporation common stockholders					
Basic—Income (loss) from continuing operations	$(2.80)	$(3.15)	$(0.12)	$0.14	$1.67
Loss from discontinued operations	(0.02)	(0.01)	(0.03)	(0.05)	(0.19)
Net income (loss)	$(2.82)	$(3.16)	$(0.14) (e)	$0.08 (e)	$1.48
Diluted—Income (loss) from continuing operations	$(2.80)	$(3.15)	$(0.12)	$0.13	$1.66
Loss from discontinued operations	(0.02)	(0.01)	(0.03)	(0.05)	(0.19)
Net income (loss)	$(2.82)	$(3.16)	$(0.14) (e)	$0.08	$1.47
Other information					
Book value per share	$7.52	$10.69	$15.16	$18.23	$18.79
	0.820	0.820	0.820	0.820	0.805

Cash dividends declared per share					
Diluted weighted-average number of shares outstanding	80,755	80,632	80,736	80,761	80,586
Number of employees	12,300	18,500	19,650	19,300	19,600

(a) Includes impacts of the Infrastructure transaction consummated on November 26, 2013.

(b) Includes ESCO Interamerica, Ltd. acquired November 10, 2009.

(c) Return on average equity is calculated by dividing income (loss) from continuing operations by average equity throughout the year.

(d) Current ratio is calculated by dividing total current assets by total current liabilities.

(e) Does not total due to rounding.

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.
The following discussion should be read in conjunction with the Consolidated Financial Statements provided under Part II, Item 8, "Financial Statements and Supplementary Data," of this Annual Report on Form 10-K.
Amounts included in this Item 7 of this Annual Report on Form 10-K are rounded in millions and all percentages are calculated based on actual amounts. As a result, minor differences may exist due to rounding.
Forward-Looking Statements

The nature of the Company's business and the many countries in which it operates subject it to changing economic, competitive, regulatory and technological conditions, risks and uncertainties. In accordance with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company provides the following cautionary remarks regarding important factors that, among others, could cause future results to differ materially from the results contemplated by forward-looking statements, including the expectations and assumptions expressed or implied herein. Forward-looking statements contained herein could include, among other things, statements about management's confidence in and strategies for performance; expectations for new and existing products, technologies and opportunities; and expectations regarding growth, sales, cash flows, and earnings. Forward-looking statements can be identified by the use of such terms as "may," "could," "expect," "anticipate," "intend," "believe," "likely," "estimate," "plan" or other comparable terms.
Factors that could cause actual results to differ, perhaps materially, from those implied by forward-looking statements include, but are not limited to: (1) changes in the worldwide business environment in which the Company operates, including general economic conditions; (2) changes in currency exchange rates, interest rates, commodity and fuel costs and capital costs; (3) changes in the performance of equity and bond markets that could affect, among other things, the valuation of the assets in the Company's pension plans and the accounting for pension assets, liabilities and expenses; (4) changes in governmental laws and regulations, including environmental, tax and import tariff standards; (5) market and competitive changes, including pricing pressures, market demand and acceptance for new products, services and technologies; (6) unforeseen business disruptions in one or more of the many countries in which the Company operates due to political instability, civil disobedience, armed hostilities, public health issues or other calamities; (7) the seasonal nature of the Company's business; (8) the Company's ability to successfully enter into new contracts and complete new acquisitions or strategic ventures in the time-frame contemplated, or at all; (9) the integration of the Company's strategic acquisitions; (10) the amount and timing of repurchases of the Company's common stock, if any; (11) the prolonged recovery in global financial and credit markets and economic conditions generally, which could result in the Company's customers curtailing development projects, construction, production and capital expenditures, which, in turn, could reduce the demand for the Company's products and services and, accordingly, the Company's revenues, margins and profitability; (12) the outcome of any disputes with customers; (13) the financial condition of the Company's customers, including the ability of customers (especially those that may be highly leveraged and those with inadequate liquidity) to maintain their credit availability; (14) the Company's ability to successfully implement and receive the expected benefits of cost-reduction and restructuring initiatives, including the achievement of expected cost savings in the expected time frame; (15) the ability to successfully implement the Company's strategic initiatives and portfolio optimization and the impact of such initiatives; (16) the ability of the strategic venture between the Company and Clayton, Dubilier & Rice ("CD&R") to effectively integrate the Company's Infrastructure business and the Brand Energy & Infrastructure Services business and realize the synergies contemplated by the transaction; (17) the Company's ability to realize cost savings from the divestiture of the Infrastructure business, as well as the transaction being accretive to earnings and improving operating margins and return on capital; (18) risk and uncertainty associated with intangible assets; and (19) other risk factors listed from time to time in the Company's SEC reports. A further discussion of these, along with other potential risk factors, can be found in Part I, Item 1A, "Risk Factors," of this Annual Report on Form 10-K. The Company cautions that these factors may not be exhaustive and that many of these factors are beyond the Company's ability to control or predict. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results. The Company undertakes no duty to update forward-looking statements except as may be required by law.

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Executive Overview

On November 26, 2013, the Company consummated the previously announced transaction to sell the Company's Harsco Infrastructure Segment into a strategic venture with CD&R as part of a transaction that combines the Harsco Infrastructure Segment with Brand Energy & Infrastructure Services, Inc., which CD&R simultaneously acquired (the "Infrastructure transaction"). The Company has contributed substantially all of the Company's equity interests in, and the net assets of, the Harsco Infrastructure Segment to the strategic venture in exchange for approximately $300 million in cash, inclusive of working capital and other adjustments, and an approximate 29% equity interest in the resulting entity (the "Infrastructure strategic venture" or "Brand"). The Company's equity interest in the Infrastructure strategic venture will be accounted for under the equity method of accounting as prescribed by accounting principles generally accepted in the United States of America ("U.S. GAAP"). Please see Note 1, Summary of Significant Accounting Policies, and Note 5, Equity Method Investments, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data" for additional information on equity method investments.

As a result of the Infrastructure transaction, the Company recorded an estimated loss on disposal of Harsco Infrastructure Segment and transaction costs of $291.4 million during 2013. See Application of Critical Accounting Policies under Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and Note 3, Acquisitions and Dispositions, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data" for additional information on the Infrastructure transaction.

In the Harsco Metals & Minerals Segment, overall global steel production softened modestly in 2013, most notably in Europe and South America. Offsetting this was the start up of new contracts at various locations across the globe. The Company continues to see significant bidding activities for its services and environmental solutions to customers around the world.

The Harsco Infrastructure Segment faced challenges in 2013 as continued market uncertainty impacted the business through project delays, scope reductions and job cancellations along with increased labor and transportation costs incurred to provide its products and services.

The Harsco Rail Segment's 2013 results were negatively affected by the volume of equipment deliveries and contract services, most notably from the decreased volume attributable to completing the large contract with the China Railway Corporation, formerly the China Ministry of Railways (the "CRC"). In addition, the Harsco Rail Segment recorded a non-cash long lived asset impairment charge of $9.0 million in the fourth quarter of 2013 on certain rail grinding equipment used in providing contract services in order to reduce the equipment's carrying value to fair value based upon the expected future realizable cash flows, including anticipated selling prices.

The Harsco Industrial Segment recorded another solid performance in 2013, led by favorable volume increases in its air-cooled heat exchangers and industrial boilers businesses. This Segment continues to focus on the worldwide energy sector, and part of the ongoing strategy for this Segment is the successful globalization of the business with a renewed emphasis on product development and differentiation.

Revenues by Segment

(Dollars in millions)	2013	2012	Change	%
Harsco Metals & Minerals	$1,359.0	$1,404.1	$(45.1)	(3.2)%
Harsco Infrastructure	885.4	937.3	(51.9)	(5.5)
Harsco Rail	286.2	352.0	(65.9)	(18.7)
Harsco Industrial	366.0	352.6	13.4	3.8
Total Revenues	$2,896.5	$3,046.0	$(149.5)	(4.9)%

Revenues by Region

(Dollars in millions)	2013	2012	Change	%
Western Europe	$1,061.3	$1,081.9	$(20.6)	(1.9)%
North America	1,094.3	1,187.6	(93.3)	(7.9)
Latin America (a)	317.6	327.3	(9.7)	(3.0)
Asia-Pacific	186.3	199.9	(13.6)	(6.8)

Middle East and Africa	154.6	151.0	3.6	2.4
Eastern Europe	82.5	98.4	(15.9)	(16.2)
Total Revenues	$2,896.5	$3,046.0	$(149.5)	(4.9)%

(a) Includes Mexico.

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Revenues for the Company totaled $2.9 billion and $3.0 billion for 2013 and 2012, respectively. The Company generated lower revenues for 2013 primarily due to decreased volume after completion of the large contract with the CRC for the Harsco Rail Segment and the timing of the Infrastructure transaction. Foreign currency translation decreased revenues by $21.6 million for 2013 in comparison with the prior year. Revenues from the Company's targeted growth markets (those outside North America and Western Europe) were approximately 26% of total revenues in 2013 and 2012.

Operating Income (Loss) by Segment (Dollars in millions)	2013	2012	Change	%
Harsco Metals & Minerals	$80.8	$85.5	$(4.7)	(5.5)%
Harsco Infrastructure	(275.8)	(368.7)	92.9	25.2
Harsco Rail	28.3	56.1	(27.8)	(49.5)
Harsco Industrial	61.0	60.2	0.9	1.5
Corporate	(29.2)	(7.9)	(21.3)	(269.5)
Total Operating Loss	$(134.8)	$(174.8)	$40.0	22.9 %

Operating Margins by Segment	2013	2012
Harsco Metals & Minerals	5.9 %	6.1 %
Harsco Infrastructure	(31.1)	(39.3)
Harsco Rail	9.9	15.9
Harsco Industrial	16.7	17.1
Consolidated Operating Margin	(4.7)%	(5.7)%

Operating loss from continuing operations for 2013 was $134.8 million compared with an operating loss from continuing operations of $174.8 million in 2012. This decrease was principally driven by non-repeated restructuring charges associated with the 2011/2012 Restructuring Program and the non-cash goodwill impairment charge for the Harsco Infrastructure Segment offset by the non-cash loss on disposal of Harsco Infrastructure Segment and transaction costs for the Infrastructure transaction. These, and other significant items, impacting the comparison of the operating loss for 2013 with 2012 include:

- Restructuring charges of $94.5 million associated with the 2011/2012 Restructuring Program in 2012 that were not repeated in 2013.
- Non-cash goodwill impairment charge of $265.0 million in the Harsco Infrastructure Segment that was not repeated in 2013.
- Non-cash loss on disposal of Harsco Infrastructure Segment of $271.3 million recorded during 2013 as a result of the Infrastructure transaction.
- Transaction costs of $20.1 million recorded during 2013, in the corporate caption, as a result of the Infrastructure transaction.
- Unfavorable impact of $24.0 million from decreased volume of equipment deliveries and contract services in the Harsco Rail Segment, principally due to completion of the large contract with the CRC.
- Non-cash long lived asset impairment charge of $9.0 million, recorded during 2013, on rail grinders used in providing contract services in the Harsco Rail Segment.
- Pre-tax expense of approximately $8.0 million incurred for a long-lived asset impairment related to an exited contract in the Harsco Metals & Minerals Segment in 2012 not repeated in 2013.

Diluted loss per share from continuing operations for 2013 was $2.80 compared with a loss of $3.15 for 2012.

The Company continues to have sufficient available liquidity and has been able to obtain all necessary financing. The Company currently expects operational and business needs to be covered by cash from operations supplemented with borrowings from time to time due to historical patterns of seasonal cash flow and for the funding of various projects.

See Liquidity and Capital Resources under Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" for further discussion on cash flows.

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Harsco Metals & Minerals Segment:

Significant Impacts on Revenues (In millions)	
Revenues—2012	$1,404.1
Exited underperforming contracts	(38.9)
Impact of foreign currency translation	(18.1)
Net effects of price/volume changes, primarily attributable to volume changes	11.9
Revenues—2013	$1,359.0

Significant Impacts on Operating Income:

- Continued lower global steel production was experienced in the steel mills services business. Overall, steel production by customers under services contracts was down 2% in 2013 compared with 2012.
- Exited underperforming contracts and an extended production outage during the year at a large customer location in North America.
- Continued lower demand and pricing for by-products in North America.
- Lower demand in the roofing granules business.
- Nickel prices decreased 16% in 2013 compared with 2012.
- Results for 2012 include approximately $8.0 million in expenses due to the Company's decision to exit an underperforming contract.
- Foreign currency translation did not significantly impact operating income in 2013 compared with 2012.

Harsco Infrastructure Segment:

Significant Impacts on Revenues (In millions)	
Revenues—2012	$937.3
Infrastructure transaction timing	(62.9)
Exited operations in certain countries	(12.4)
Impact of foreign currency translation	(1.5)
Net increased volume and mix	24.9
Revenues—2013	$885.4

Significant Effects on Operating Loss:

- Operating income was affected in 2013 by the estimated non-cash loss on disposal of Harsco Infrastructure Segment of $271.3 million partially offset by a decrease in depreciation expense of $17.3 million associated with the reclassification of substantially all the assets of the Harsco Infrastructure Segment to Assets held-for-sale. Both adjustments were a result of the Infrastructure transaction, as described in Note 3, Acquisitions and Dispositions, in Part II, Item 8, "Financial Statements and Supplementary Data."
- Pre-tax restructuring program costs totaling $88.6 million and non-cash goodwill impairment charge totaling $265.0 million incurred in 2012 were not repeated in 2013.
- Improved volume for 2013 compared with the same periods of 2012 offset by negative impacts of increased costs of services and transportation incurred to provide its products and services.
- Foreign currency translation did not significantly impact operating income in 2013 compared with 2012.

Harsco Rail Segment:

Significant Impacts on Revenues (In millions)	
Revenues—2012	$352.0
Net decreased volume	(64.2)
Impact of foreign currency translation	(1.6)
Revenues—2013	$286.2

Significant Impacts on Operating Income:

- Operating income for 2013 was impacted by decreases in machine sales primarily due to the completion of the large contract with the CRC and a decrease in contract services, partially offset by strong parts sales compared with 2012.
- Non-cash long lived asset impairment charge of $9.0 million on certain rail grinders used in providing contract services.
- Foreign currency translation did not significantly impact operating income in 2013 compared with 2012.

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Harsco Industrial Segment:

Significant Effects on Revenues (In millions)	
Revenues—2012	$352.6
Net increased volume	13.8
Impact of foreign currency translation	(0.4)
Revenues—2013	$366.0

Significant Effects on Operating Income:

- Operating income for 2013 compared with 2012 was affected favorably by improved demand for industrial boilers and air cooled heat exchangers.
- Foreign currency translation did not significantly impact operating income in 2013 compared with 2012.

Outlook, Trends and Strategies

Despite uncertainties in the global economy, along with the challenges of global steel production and related pricing, the Company believes it is positioned to execute actions in the short- to medium-term to transform the Company to generating top quartile returns for its stockholders. Through a disciplined focus on return based capital allocations and business portfolio strategies, the Company's transformation process will enable it to generate returns above its cost of capital with a balanced business portfolio without endangering its financial profile with unreasonable leverage. These business portfolio strategies will focus on improving the performance of the Harsco Metals & Minerals Segment by driving operational efficiencies through simplifying its business model, establishing necessary protocols to facilitate better contract outcomes and improving the mix of its products and services with higher value added offerings. For the Harsco Rail and Industrial Segments, the Company will focus on disciplined growth organically and through acquisitions that improve these businesses' competitive positions in core markets or adjacent market spaces.

As discussed above, the Company successfully consummated its previously announced Infrastructure transaction that provided for approximately $300 million in cash, subject to working capital and other adjustments, and an approximate 29% equity interest in the Infrastructure strategic venture. The Infrastructure transaction improved the Company's balance sheet and liquidity position along with positioning the Company to harvest the synergies and value creation from the Infrastructure strategic venture in the long-term upon future exit.

The Company's strengthened balance sheet, capital structure, available liquidity, and cash flows provide the flexibility for disciplined growth in the Harsco Rail and Harsco Industrial Segments. Additionally, the Company will continue to pursue cost-reduction and efficiency initiatives, including Continuous Improvement, which have significantly reduced, and are expected to continue to reduce, the Company's cost structure and further enhance its financial strength without diminishing its services and products capabilities. As part of these initiatives, the Company will continue to focus on developing an active, lean corporate center that optimizes corporate costs while continuing to develop value added activities to support the Company in its transformation.

The Company's expansion into targeted growth markets; its diversity of services and products in industries that are fundamental to global growth; its long-term mill services and minerals supply contracts; its return based capital allocations and business portfolio strategies; its focus on executing cost reduction and efficiency initiatives; and the 29% equity interest in Brand, help mitigate the Company's overall long-term exposure to changes in the economic outlook in any single economy or industry. However, deterioration of global economies and industries could still have an adverse impact on the Company's results of operations, financial condition and cash flows.

The following significant items, risks, trends and strategies are expected to affect the Company in 2014 and beyond:

- The Company will focus on the goal of providing top quartile returns for its stockholders by balancing its portfolio of businesses, and by executing its strategic and operational strategies with reasonable amounts of financial leverage. As a result, the Company's business portfolio strategies will vary by business and will center on growing the Harsco Rail and Harsco Industrial Segment's high return businesses while improving the Harsco Metals & Minerals Segment's performance through better contract portfolio management and mix, along with operational efficiencies through simplifying its business model.

- The Company will continue to build and transform its management team, build and develop strong core capabilities and develop an active and lean corporate center that balances costs with value added services beyond corporate governance functions.

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- Management will continue to be selective and disciplined in allocating capital by rigorously analyzing projects and utilizing a return based capital allocation process. The Company expects capital expenditures in 2014 to exceed 2013 levels due to a higher level of committed contract renewals in the Harsco Metals & Minerals Segment and targeted investment in the Harsco Industrial Segment.
- The Company will focus on growing the Harsco Industrial and Harsco Rail Segments through disciplined organic expansion and acquisitions that improve these businesses' competitive positioning in core markets or adjacent market spaces. Management will target acquisitive growth that provides synergistic benefits to the Company, either through cost synergies from combined platforms or revenue synergies from expanded offerings and scalability.
- The Company expects that the Infrastructure transaction will provide synergies and growth potential in the Infrastructure strategic venture that create additional value for the Company's equity interest upon exit in the future.
- The Company will continue to place a strong focus on disciplined growth and expansion into targeted emerging markets to grow and improve the balance of its geographic footprint. More specifically, the Company's global growth strategies include steady, targeted expansion, particularly in Asia-Pacific, the Gulf Region of the Middle East and Africa to further complement the Company's already strong presence throughout Europe and North America. Growth is expected to be achieved through the provision of additional services to existing customers; new higher margin contracts and higher valued added service offerings in both developed and targeted growth markets; and targeted strategic ventures and partnerships. This growth is expected to come both organically and through investments such as the Taiyuan Iron & Steel (Group) Co, Ltd. strategic venture in China, and other recent contracts in India and China. Over time, a balanced geographic footprint should also benefit the Company through further diversification of its customer base.
- The Company expects strong cash flows from operating activities. In regard to the use of these cash flows, the Company's intends to take a balanced approach. The Company intends to continue to pay a regular cash dividend, which has been paid every year since 1939. In addition, the Company will continue to allocate capital expenditures to projects with an appropriate return profile. The Company will continue to focus its Continuous Improvement efforts on improving working capital management, including the management of accounts receivable and accounts payable balances and reducing inventory levels, along with operational efficiencies.
- The Company generates the majority of its revenue from customers located outside the United States, and a substantial portion of the Company's assets and employees are located outside the United States. United States income tax and international withholding taxes have not been provided on undistributed earnings for certain non-U.S. subsidiaries as the Company considers such earnings as indefinitely reinvested in the operations of those subsidiaries. Any tax reform that reduces the Company's ability to defer U.S. taxes on profit indefinitely reinvested outside the United States could have a negative impact on the Company's ability to compete in the global marketplace. The Company will continue to monitor events in the United States for legislation that may affect the Company's results.
- The Company expects its effective income tax rate to approximate 30 percent to 32 percent for the full year 2014.
- Fluctuations in the U.S. dollar can have a significant impact on the Company's results of operations and cash flows as the majority of its revenues are generated outside of North America.
- Volatility in energy and commodity costs (e.g., diesel fuel, natural gas, steel, etc.) and worldwide demand for these commodities could impact the Company's operations, both in cost increases or decreases to the extent that such increases or decreases are not passed on to customers. However, volatility in energy and commodity costs may provide additional service opportunities for the Harsco Metals & Minerals Segment as customers may outsource more services to reduce overall costs. Volatility may also affect opportunities in the Infrastructure strategic venture with CD&R for additional plant maintenance and capital improvement projects. Similarly, natural gas price volatility may affect opportunities in the Harsco Industrial Segment.

Harsco Metals & Minerals Segment:

- The Harsco Metals & Minerals Segment experienced a modest reduction in customer steel production in 2013. The Company does not expect a material increase in steel production or pricing in 2014. Offsetting these challenges are incremental benefits from exiting underperforming contracts and improvements in renewed and existing contracts.
-

The Company will focus on improving its contract outcomes by establishing protocols to monitor bidding activities, creating uniform structures and systems to aid in contract decision making, and forming processes to address underperforming contracts more rapidly along with targeted actions to improve the operational efficiencies of the business.

- The Company will continue to focus on winning contracts in emerging markets where steel production is increasing and where the customers value the Company's environmental solutions. The Company will continue its focus on ensuring that forecasted profits for contracts meet certain established requirements and deliver returns above costs of capital. Given this strategy, the possibility exists that additional contracts may not be renewed resulting in exit costs during the period in which such decisions are finalized.

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- An example of the Company's longer-term strategy is the July 2013 announcement of a new 15-year slag management and metal recovery services contract with Essar Steel India Limited, one of India's largest steel producers and exporters, scheduled to commence in late 2014 or early 2015. This is another major contract announcement in India during the current year following new contracts with JSW Steel, a leading private sector steel producer and Jindal Stainless Limited, India's largest stainless steel producer. Combined with other ongoing contracts, this Segment's portfolio of business in the Indian steel sector now totals more than $500 million in projected future revenues over the next 10 to 15 years. In addition, the Company announced two multi-year contract wins in January 2014 in China totaling approximately $200 million in contract revenue for contract renewals with Hangzhou Iron & Steel Group and a new award with Ningbo Iron & Steel Co Ltd.
- The Company will emphasize prudent global expansion of its reclamation and recycling business for extracting high-value metallic content from slag and responsibly handling and recycling residual materials. Environmental services provide growth opportunities in the reclamation and recycling business as additional outsourced functions in slag management of stainless steel and other high-value metals arise.
- As the Company has disclosed previously, one of the Company’s large steel mill customers in Europe has filed for receivership. The Company has approximately $11 million of receivables with this customer. During the fourth quarter of 2013, the Company recorded a bad debt reserve of $2.6 million related to this receivable. Although the Company believes the remaining amounts are collectible, should there be an adverse change in the Company's view on collectability, there could be a charge against income in future periods.
- Further consolidation in the global steel industry is possible. Should additional consolidations occur involving some of the steel industry's larger companies that are customers of the Company, it could result in an increase in concentration of revenues and credit risk for the Company. If a large customer were to experience financial difficulty, or file for bankruptcy or receivership protection, or if the Company were unable to collect amounts due from customers that are currently under bankruptcy or receivership protection, it could adversely impact the Company's income, cash flows and asset valuations. As part of its credit risk management practices, the Company closely monitors the credit standing and accounts receivable position of its customer base. Further consolidation may also increase pricing pressure on the Company and the competitive risk of services contracts that are due for renewal. Additionally, disputes with customers, including attempts by major customers to unilaterally change the terms and pricing of certain contracts, may adversely affect the Company's results. Conversely, such consolidation may provide additional service opportunities for the Company as the Company believes it is well-positioned competitively. As a result of this customer concentration, a key strategy of the Company is to diversify its customer base and expand to emerging market customers.
- The industrial abrasives and roofing granules business within the Harsco Metals & Minerals Segment generates value by collecting and processing boiler slag, a coal combustion by-product ("CCP"), into commercially useful products that put this material to beneficial use in products such as roofing materials and blasting abrasives. In May 2010, the Environmental Protection Agency ("EPA") released a proposed rule that set out two different options with regard to the regulation of CCPs produced by coal-fired utility boilers. One option would regulate CCPs as hazardous waste when the CCPs are destined for disposal in landfills and surface impoundments. The second option would regulate the disposal of CCPs as solid waste by issuing minimum national criteria for proper management of these nonhazardous, solid wastes. Neither proposal changes the EPA's prior determination that beneficially used CCPs, including the Company's products, are exempt from the hazardous waste regulations. The adoption, terms and timing of any new regulation controlling disposal of CCPs remain uncertain, however, and there can be no assurance that any CCP regulation will continue to provide for an exemption for beneficial use of CCPs. The Company will continue to closely monitor the EPA's proposal.

Harsco Rail Segment:

- The short-term outlook for this business is unfavorably impacted by the volume of equipment deliveries from its large contract with the CRC, which were mostly completed during the first quarter of 2013. Compared with 2013, revenues for this Segment are expected to remain relatively flat in 2014 largely due to the completion of the large contract with the CRC offset by organic growth in its after-market parts business and expected deliveries of existing equipment

orders with improving operating income and margins. Excluding the effects of the large contract with the CRC, revenue is expected to grow organically at a modest pace.

The success in China has been leveraged to secure several new orders in other geographies, as well as with multiple metro systems in China. Recently, the Company secured a contract award worth over $100 million through 2016 from the SBB, the federal railway system of Switzerland. This award broadens the business landscape for the Harsco Rail Segment by introducing the first rail products the Company will design and manufacture in Europe. The Company's capabilities to compete and deliver on large projects provides increased opportunities to build out its pipeline further, and it enables the Company to continue to pursue other large projects. The Company will continue to focus on growing its after-market parts business

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- The longer-term outlook for this Segment continues to be favorable. The global demand for railway maintenance-of-way equipment, parts and services continues to be strong, giving positive indication of further opportunities for this Segment.
- The Harsco Rail Segment expects to develop a larger presence in certain developing countries as track construction and maintenance needs grow. Additionally, sales opportunities along with strategic acquisitions and/or strategic ventures in the Harsco Rail Segment will be considered if the appropriate strategic opportunities arise.

Harsco Industrial Segment:

- The Harsco Industrial Segment is expecting another year of consistent performance for revenue and operating income in 2014, and will continue to focus on product innovation and development to drive strategic growth in its businesses. As an example, the Company launched a new stainless steel boiler in October 2013 that expanded the boundaries of energy efficiency and innovative design.
- The Company will focus on growing the Harsco Industrial Segment through disciplined organic expansion and acquisitions that improve competitive positioning in core markets or adjacent market spaces. In January 2014, the Company announced the acquisition of Hammco Corporation, a provider of process coolers for the natural gas and petrochemical processing industries. This acquisition provides the Harsco Industrial Segment with entry into the process cooler market and complements the existing air cooled heat exchangers business offerings.
- Worldwide supply and demand for steel and other commodities impact raw material costs for the Harsco Industrial Segment. The Company has implemented strategies to help mitigate, but not eliminate, the potential impact that changes in steel and other commodity prices could have on operating income. If steel or other commodity costs associated with the Company's manufactured products increase and the costs cannot be passed on to the Company's customers, operating income would be adversely affected. Conversely, reduced steel and other commodity costs would improve operating income to the extent such savings are not transferred to customers.
- The air-cooled heat exchangers business of the Harsco Industrial Segment is dependent on a small group of key customers. The loss of one of these customers due to competition or due to financial difficulty, or the filing for bankruptcy protection, could adversely impact the Company's income, cash flows and asset valuations. As part of its credit risk management practices, the Company closely monitors the credit standing and accounts receivable position of its customer base. Longer term, global diversification should reduce customer concentration.

Harsco Infrastructure Segment (Infrastructure strategic venture with CD&R):

- On November 26, 2013, the Company consummated the previously announced Infrastructure transaction. The Company has contributed substantially all of the Company’s equity interests in, and the net assets of, the Harsco Infrastructure Segment to the Infrastructure strategic venture in exchange for approximately $300 million in cash, inclusive of working capital and other adjustments, and an approximate 29% equity interest in the Infrastructure strategic venture. The Company’s approximate 29% equity interest in the Infrastructure strategic venture will be accounted for under the equity method of accounting as prescribed by U.S. GAAP. Please see Note 1, Summary of Significant Accounting Policies, Note 3, Acquisitions and Dispositions, and Note 5, Equity Method Investments, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data" for additional information on equity method investments and the Infrastructure transaction.
- The Infrastructure strategic venture creates opportunities for additional value creation from the Company's equity position in a stronger and larger business with a more diversified portfolio of services and offerings. The Company will record its proportionate share of the Infrastructure strategic venture's net income or loss one quarter in arrears.
- The Company expects to generate additional value in the future upon exit from the Infrastructure strategic venture that will provide additional cash proceeds to the Company.
- As part of the Infrastructure transaction, the Company is required to make quarterly payments to its partner in the Infrastructure strategic venture, either (at the Company's election) (i) in cash, with total payments to equal approximately $22 million per year on a pre-tax basis (approximately $15 million per year after-tax), or (ii) in kind through the transfer of approximately 2.5% of the Company's ownership interest in the Infrastructure

strategic venture on an annual basis (the "unit adjustment liability"). The Company's obligation to make such quarterly payments will cease upon the earlier of (i) the Infrastructure strategic venture achieving $479.0 million in last twelve months' earnings before interest, taxes, depreciation and amortization ("EBITDA") for three quarters, which need not be consecutive, or (ii) eight years after the closing of the Infrastructure transaction. The Company intends to make these quarterly payments in cash and will continue to evaluate the implications of making payments in cash or in kind based upon performance of the Infrastructure strategic venture.

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Results of Operations for 2013, 2012 and 2011

(In millions, except per share information and percentages)	2013	2012	2011
Revenues from continuing operations	$2,896.5	$3,046.0	$3,302.7
Cost of services and products sold	2,234.2	2,349.5	2,570.6
Selling, general and administrative expenses	481.1	503.3	535.7
Research and development expenses	9.6	9.1	6.0
Goodwill impairment charge	—	265.0	—
Loss on disposal of Harsco Infrastructure Segment and transaction costs	291.4	—	—
Other expenses	15.1	93.8	102.7
Operating income (loss) from continuing operations	(134.8)	(174.8)	87.6
Interest expense	(49.7)	(47.4)	(48.7)
Change in fair value to unit adjustment liability	(1.0)	—	—
Income tax expense from continuing operations	(34.9)	(35.3)	(49.8)
Loss from continuing operations	(216.7)	(253.2)	(7.5)
Diluted earnings (loss) per common share from continuing operations attributable to Harsco Corporation common stockholders	(2.80)	(3.15)	(0.12)
Effective income tax rate for continuing operations	(19.0)%	(16.1)%	119.6%

Comparative Analysis of Consolidated Results

Revenues

Revenues for 2013 decreased $149.5 million or 5% from 2012. This decrease was attributable to the following significant items:

Changes in Revenues - 2013 vs. 2012	(In millions)
Net decreased revenues in the Harsco Rail Segment due principally to the completion of the large contract with the CRC.	$(64.2)
Impact of timing of the Infrastructure transaction.	(62.9)
Exited underperforming contracts in the Harsco Metals & Minerals Segment.	(38.9)
Impact of foreign currency translation.	(21.6)
Impact of exited operations in certain countries in the Harsco Infrastructure Segment.	(12.4)
Net increased revenues in the Harsco Infrastructure Segment due principally to increased volumes and mix.	24.9
Increased market demand with gains in market share in the principally energy-related and industrial grating markets served by the businesses in the Harsco Industrial Segment.	13.8
Net increased revenues in the Harsco Metals & Minerals Segment due to price/volume, primarily attributable to volume changes.	11.8
Total change in revenues - 2013 vs. 2012	$(149.5)

Revenues for 2012 increased $256.7 million or 8% from 2011. This increase was attributable to the following significant items:

Changes in Revenues - 2012 vs. 2011	(In millions)
Impact of foreign currency translation.	$(123.0)
Exited underperforming contracts in the Harsco Metals & Minerals Segment.	(68.1)
Net decreased revenues in the Harsco Infrastructure Segment due principally to decreased volumes in erection and dismantling services.	(66.7)
Impact of exited operations in the Harsco Infrastructure Segment.	(60.6)
Net decreased revenues in the Harsco Metals & Minerals Segment due to decreased steel production by customers.	(38.8)

Net increased revenues in the Harsco Rail Segment due principally to increased equipment deliveries.	52.6
Increased market demand with gains in market share and overall economic improvement in the principally energy-related markets served by these businesses in the Harsco Industrial Segment.	47.9
Total Change in Revenues 2012 vs. 2011	$(256.7)

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Cost of Services and Products Sold

Cost of services and products sold for 2013 decreased $115.3 million or 5% from 2012. This decrease was attributable to the following significant items:

Change in Cost of Services and Products Sold - 2013 vs. 2012	(In millions)
Impact of timing of Infrastructure transaction.	$(61.3)
Effect of foreign currency translation.	(24.4)
Decreased costs due to changes in revenues (exclusive of the effect of foreign currency translation, and including the impact of restructuring program savings and the impact of fluctuations in commodity costs included in selling prices).	(17.5)
Impact of exited operations in certain countries in the Harsco Infrastructure Segment.	(12.1)
Total Change in Cost of Services and Products Sold 2013 vs. 2012	$(115.3)

Cost of services and products sold for 2012 decreased $221.1 million or 9% from 2011. This increase was attributable to the following significant items:

Change in Cost of Services and Products Sold - 2012 vs. 2011	(In millions)
Effect of foreign currency translation.	$(96.0)
Decreased costs due to changes in revenues (exclusive of the effect of foreign currency translation, and including the impact of restructuring program savings and the impact of fluctuations in commodity costs included in selling prices).	(66.1)
Effect of exited operations in the Harsco Infrastructure Segment.	(51.1)
Other.	(7.9)
Total Change in Cost of Services and Products Sold 2012 vs. 2011	$(221.1)

Selling, General and Administrative Expenses

Selling, general and administrative expenses for 2013 decreased $22.3 million or 4% from 2012. This decrease was attributable to the following significant items:

Changes in Selling, General and Administrative Expenses - 2013 vs. 2012	(In millions)
Decreased compensation expense due to the realization of cost savings benefits from restructuring activities, exited operations in the Harsco Infrastructure Segment, and timing of the Infrastructure transaction.	$(20.0)
Decreased commissions primarily due to lower sales in the Harsco Rail Segment.	(6.7)
Decreased insurance expense.	(2.2)
Lower bad debt expense.	(1.0)
Effect of foreign currency translation.	(0.7)
Increased professional fees.	9.0
Other.	(0.7)
Total Change in Selling, General and Administrative Expenses 2013 vs. 2012	$(22.3)

Selling, general and administrative expenses for 2012 decreased $32.3 million or 6% from 2011. This increase was attributable to the following significant items:

Changes in Selling, General and Administrative Expenses - 2012 vs. 2011	(In millions)
Decreased compensation expense due to the realization of cost savings benefits from restructuring activities and exited operations in the Harsco Infrastructure Segment.	$(25.5)
Effect of foreign currency translation.	(16.8)
Decreased professional fees.	(5.1)
Increased commissions primarily due to higher sales in the Harsco Rail and Harsco Industrial Segment.	7.6
Higher bad debt expense.	3.5

Other.	4.0
Total Change in Selling, General and Administrative Expenses 2012 vs. 2011	$(32.3)

Goodwill Impairment Charge

In the fourth quarter of 2012, the Company recorded a pre-tax, non-cash goodwill impairment charge of $265.0 million in its Harsco Infrastructure Segment as a result of its annual impairment testing procedures. Please see Application of Critical Accounting Policies under Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Result of Operations," for further discussion regarding the goodwill impairment charge.

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Loss on Disposal of Harsco Infrastructure Segment and Transaction Costs

On November 26, 2013, the Company consummated the Infrastructure transaction. The Company has contributed substantially all of the Company's equity interests in, and the net assets of, the Harsco Infrastructure Segment to the Infrastructure strategic venture in exchange for approximately $300 million in cash, subject to working capital and other adjustments, and an approximate 29% equity interest in Brand. The Company's approximate 29% equity interest in the Infrastructure strategic venture will be accounted for under the equity method of accounting as prescribed by U.S. GAAP. Please see Note 1, Summary of Significant Accounting Policies, and Note 5, Equity Method Investments, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data" for additional information on equity method investments.

As a result of the Infrastructure transaction, the Company recorded an estimated non-cash long-lived asset impairment charge of $241.3 million during the third quarter of 2013. The Company recorded an additional loss on disposal of Harsco Infrastructure Segment of $30.0 million during the fourth quarter of 2013 related to the Infrastructure transaction. The increase loss on disposal of Harsco Infrastructure Segment from September 30, 2013 was due principally to the final valuation of the equity interest in the Infrastructure strategic venture and changes in working capital and other adjustments. Additionally, the Company incurred $20.1 million of expenses during the year ended December 31, 2013 in conjunction with the Infrastructure transaction.

Please see Note 3, Acquisitions and Dispositions, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data" for additional information on the Infrastructure transaction.

Other Expenses

This income statement classification includes: restructuring costs for employee termination benefit costs, impaired asset write-downs, product line rationalization, costs to exit activities, net gains on the disposal of non-core assets and business combination accounting adjustments for contingent consideration related to acquisitions by the Company. The most significant change in Other expenses relates to restructuring costs that were incurred principally in the Harsco Infrastructure Segment. Additional information on Other expenses is included in Note 17, Other Expenses, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data."

During 2013, 2012 and 2011, the Company recorded pre-tax Other expenses of $15.1 million, $93.8 million and $102.7 million, respectively. The major components of this income statement caption are as follows:

	Other (Income) Expenses		
(In thousands)	2013	2012	2011
Net gains	$(4,657)	$(5,848)	$(6,162)
Contingent consideration adjustments	—	—	(3,966)
Employee termination benefits costs	3,928	31,158	36,174
Costs to exit activities	5,382	38,626	10,007
Product line rationalization	—	24,966	66,063
Impaired asset write-downs	9,688	7,152	—
Other (income) expense	769	(2,278)	624
Total	$15,110	$93,776	$102,740

Interest Expense

2013 vs. 2012

Interest expense in 2013 was $49.7 million, an increase of $2.3 million or 5% compared with 2012. The increase primarily reflects higher average borrowings prior to the Infrastructure transaction.

2012 vs. 2011

Interest expense in 2012 was $47.4 million, a decrease of $1.4 million or 3% compared with 2011. The decrease primarily reflects fluctuations in foreign currency exchange rates and decreased financing costs associated with the renewed revolving credit facility, partially offset by higher outstanding net borrowings.

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Change in Fair Value to Unit Adjustment Liability
This caption represents the non-cash fair value adjustment to the Company's unit adjustment liability related to the Infrastructure transaction since November 26, 2013.

As part of the Infrastructure transaction, the Company is required to make quarterly payments to its partner in the Infrastructure strategic venture. The resulting liability is reflected in the caption, Unit adjustment liability, on the Company's Consolidated Balance Sheets. The Company will recognize the change in the fair value of the unit adjustment liability each period until the Company is no longer required to make these payments or chooses not to make these payments. The change in the fair value of the unit adjustment liability is a non-cash expense. For the year ended December 31, 2013, the Company recognized expense of $1.0 million related to the change in the fair value of the unit adjustment liability.

The Company's obligation to make such quarterly payments will cease upon the earlier of (i) Brand achieving $479.0 million in last twelve months' EBITDA for three quarters, which need not be consecutive, or (ii) eight years after the closing of the Infrastructure transaction. In addition, upon the initial public offering of Brand, the Company's quarterly payment obligation will decrease by the portion of CD&R's ownership interest sold and is eliminated completely once CD&R's ownership interest in Brand falls below 20%. In the event of a liquidation event of Brand, CD&R is entitled to a liquidation preference of approximately $336 million, plus any quarterly payments that had been paid in kind.

The Company intends to make these quarterly payments in cash and will continue to evaluate the implications of making payments in cash or in kind based upon performance of the Infrastructure strategic venture. In the future, should the Company decide not to make the cash payment, the value of both the equity method investment in Brand and the related unit adjustment liability may be impacted, and the change may be reflected in earnings in that period.

Income Tax Expense from Continuing Operations

2013 vs. 2012
Income tax expense from continuing operations in 2013 was $34.9 million, a decrease of $0.3 million compared to 2012. This slight decrease was due to the tax effects of the jurisdictional mix of the $291.4 million non-cash long lived asset impairment charge and transaction costs from the Infrastructure transaction, valuation allowances recorded against deferred tax assets within certain foreign jurisdictions that Infrastructure operates and additional tax costs of cash repatriation from the Infrastructure transaction. The effective income tax rate relating to continued operations for 2013 was (19.0)% versus (16.1)% for 2012. The effective income tax rate changed between 2012 and 2013 primarily due to the jurisdictional mix of the $291.4 million non-cash long lived asset impairment charge and transaction costs for the Infrastructure transaction in 2013 compared with $265.0 million non-deductible, non-cash goodwill impairment charges recorded during 2012, tax expense recorded for valuation allowances on deferred tax assets within certain foreign jurisdictions that Infrastructure operated, and for the additional tax costs of repatriation from the Infrastructure transaction.
2012 vs. 2011
Income tax expense from continuing operations in 2012 was $35.2 million, a decrease of $14.6 million or 29% compared to 2011. The decrease is mainly due to a change in realizability of the beginning of the year deferred tax assets of $37.3 million primarily related to the Company's U.K. deferred tax assets on its U.K pension obligations recorded in 2011 that was not repeated in 2012 offset by a change in the geographic mix of earnings for year 2012 compared with prior years primarily due to losses from operations and restructuring charges in certain jurisdictions where tax benefits are not more-likely-than-not to be recognized. The effective income tax rate relating to continued operations for 2012 was (16.1)% versus 119.6% for 2011. The decrease in the effective income tax rate for 2012 compared with 2011 is the result of certain discrete items, including: a non-deductible goodwill impairment charge of $265.0 million for which the Company has no tax basis as a result of historical stock acquisitions; and a change in the

realizability of beginning of the year deferred tax assets of $37.3 million primarily related to the Company's U.K. deferred tax assets on its U.K. pension obligations in 2011 that were not repeated in 2012. The decrease in the effective tax rate for 2012 compared with 2011 was offset by a change in the geographic mix of earnings for year 2012 compared with prior years primarily due to losses from operations and restructuring charges in certain jurisdictions where tax benefits will not be able to be recognized; and the reduction in tax benefits from the lapse of several statutes of limitations for uncertain tax positions in 2012 compared to 2011.
For additional detail, see Note 11, Income Taxes, to the Consolidated Financial Statements under Part II, Item 8, “Financial Statements and Supplementary Data."

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Loss from Continuing Operations

2013 vs. 2012

A loss from continuing operations in 2013 of $216.7 million was $36.5 million lower than the loss from continuing operations in 2012 of $253.2 million. This decrease was principally driven by non-repeated restructuring charges associated with the 2011/2012 Restructuring Program of $94.5 million and the pre-tax $265.0 million goodwill impairment charge in the Harsco Infrastructure Segment, partially offset by the $291.4 million loss on disposal of Harsco Infrastructure Segment and transaction costs for the Infrastructure transaction, and lower volume in the Harsco Rail Segment.

2012 vs. 2011

A loss from continuing operations in 2012 of $253.2 million was $245.7 million higher than the loss from continuing operations in 2011 of $7.5 million. This increase principally resulted from a pre-tax $265.0 million goodwill impairment charge in the Harsco Infrastructure Segment as described above. This was partially offset by improved markets in the natural gas and industrial grating business in the Harsco Industrial Segment.

Liquidity and Capital Resources

Overview

The Company continues to have sufficient available liquidity and has been able to obtain all necessary financing. The Company currently expects operational and business needs to be met by cash from operations supplemented with borrowings from time to time due to historical patterns of seasonal cash flow and for the funding of various projects. The Company continues to implement and perform on capital efficiency initiatives to enhance liquidity. These initiatives have included: prudent reduction of capital spending to projects where the highest returns can be achieved while redeploying existing capital investments; optimization of worldwide cash positions; reductions in discretionary spending; and frequent evaluation of customer and business-partner credit risk.

During 2013, the Company generated $188.3 million in operating cash flow, a decrease from the $198.9 million generated in 2012. Approximately $13.7 million of cash was disbursed in 2013 for restructuring costs associated with the Fourth Quarter 2010 Harsco Infrastructure Program and the 2011/2012 Restructuring Program, which are described in Note 19, Restructuring Programs, in Part II, Item 8, "Financial Statements and Supplementary Data," compared to $81.3 million in 2012. In 2013, the Company invested $246.1 million in capital expenditures, mostly for the Harsco Metals & Minerals Segment, compared with $265.0 million invested in 2012. The Company paid approximately $66 million in dividends to stockholders in both 2013 and 2012.

The Company's net cash borrowings decreased by $183.7 million in 2013 principally due to the use of proceeds from the Infrastructure transaction to repay short-term borrowings. The Company’s total consolidated debt to consolidated EBITDA ratio was 2.1 to 1.0 at December 31, 2013.

The Company plans to redeploy discretionary cash for disciplined organic growth and international or market-segment diversification; for growth in long-term, higher-return service contracts for the Harsco Metals & Minerals Segment, principally in targeted growth markets or for customer diversification; and for strategic investments or possible acquisitions in the Harsco Rail and Harsco Industrial Segments. The Company also foresees continuing its long and consistent history of paying dividends to stockholders.

The Company continues its focus on improving working capital efficiency. The Company's Continuous Improvement initiatives are being used to further improve effective and efficient use of working capital, particularly in accounts receivable and inventories.

The Company received $303.0 million of net proceeds upon consummation of the Infrastructure transaction. The Company generated $19.0 million in cash flow from asset sales in 2013 compared with $49.8 million in 2012. While the Company plans to continue to supplement cash from operations with future assets sales, included in these amounts

are $0.4 million and $18.0 million for 2013 and 2012, respectively, of assets sales associated with restructuring programs that will not repeat in future years. Asset sales have been a normal part of the Company's business model, primarily for the Harsco Infrastructure and Harsco Metals & Minerals Segments.

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Cash Requirements

The following summarizes the Company's expected future payments related to contractual obligations and commercial commitments at December 31, 2013:

Contractual Obligations and Commercial Commitments at December 31, 2013 (a)

		Payments Due by Period			
(In millions)	Total	Less than 1 year	1-3 years	3-5 years	After 5 years
Short-term borrowings	$7.5	$7.5	$—	$—	$—
Long-term debt (including current maturities and capital leases)	803.4	20.3	287.5	494.5	1.1
Projected interest payments on long-term debt (b)	135.2	36.5	62.1	36.5	0.1
Pension obligations (c)	750.8	76.5	145.0	152.6	376.7
Operating leases (non-cancellable) (d)	40.9	11.6	13.5	4.6	11.2
Purchase obligations (e)	106.9	101.2	4.5	1.1	0.1
Cross currency interest rate swaps (f)	609.5	29.1	59.4	269.8	251.2
Foreign currency forward exchange contracts (g)	541.8	541.8	—	—	—
Unit adjustment liability (h)	143.6	22.3	44.6	44.6	32.1
Total contractual obligations (i)	$3,139.6	$846.8	$616.6	$1,003.7	$672.5

(a) See Note 5, Equity Method Investments; Note 8, Debt and Credit Agreements; Note 9, Operating Leases; Note 10, Employee Benefit Plans; Note 11, Income Taxes; and Note 15, Financial Instruments, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for additional disclosures on the unit adjustment liability; short-term borrowings and long-term debt (including capital leases); operating leases; pensions; income taxes; and cross currency interest rate swaps and foreign currency forward exchange contracts, respectively.

(b) The total projected interest payments on long-term debt are based upon borrowings, interest rates and foreign currency exchange rates at December 31, 2013. The interest rates on variable-rate debt and the foreign currency exchange rates are subject to changes beyond the Company's control and may result in actual interest expense and payments differing from the amounts projected above.

(c) Amounts represent principally expected payments to beneficiaries from defined benefit pension plans for the next ten years. The Company expects to make a minimum of $38.4 million in cash contributions to its defined benefit pension plans during 2014.

(d) The decrease in contractual obligations related to operating leases (non-cancellable) since December 31, 2012 relates primarily to the consummation of the Infrastructure transaction. See Note 3, Acquisitions and Dispositions, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for additional information related to the Infrastructure transaction.

(e) Purchase obligations represent legally-binding obligations to purchase property, plant and equipment, inventory and other commitments made in the normal course of business to meet operations requirements.

(f) Amounts represents the notional value of the cross currency interest rate swaps outstanding at December 31, 2013. Due to the nature of these contracts, there will be offsetting cash flows of approximately $627.4 million to these obligations. The cross currency interest rate swaps are recorded on the Consolidated Balance Sheets at fair value.

(g) Amounts represents the notional value of the foreign currency exchange contracts outstanding at December 31, 2013. Due to the nature of these contracts, there will be offsetting cash flows of approximately $539.8 million to these obligations, with the difference recognized as a gain or loss in the Consolidated Statements of Operations.

(h) Amounts represent expected payments related to the unit adjustment liability that resulted from the Infrastructure transaction. See Note 5, Equity Method Investments, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for additional information on the unit adjustment liability.

(i) At December 31, 2013, in addition to the above contractual obligations, the Company had approximately $17.5 million of potential long-term tax liabilities, including interest and penalties, related to uncertain tax positions. Because of the high degree of uncertainty regarding the future cash flows associated with these potential long-term tax liabilities, the Company is unable to estimate the years in which settlement will occur with the respective taxing authorities. These long-term tax liabilities may be partially offset by loss carry forwards of $8.9 million which may be recognized upon the resolution of certain uncertain tax positions.

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Off-Balance Sheet Arrangements

The following table summarizes the Company's contingent commercial commitments at December 31, 2013. These amounts are not included on the Company's Consolidated Balance Sheets since there are no current circumstances known to management indicating that the Company will be required to make payments on these contingent commercial commitments.

Commercial Commitments at December 31, 2013

		Amount of Commercial Commitment Expiration Per Period				
(In millions)	Total	Less than 1 Year	1-3 Years	3-5 Years	Over 5 Years	Indefinite Expiration
Standby letters of credit	$110.4	$103.2	$6.0	$1.2	$—	$—
Guarantees	83.5	11.6	0.6	—	6.1	65.2
Performance bonds	26.2	12.4	6.2	—	—	7.6
Other commercial commitments	11.1	—	—	—	—	11.1
Total commercial commitments	$231.2	$127.2	$12.8	$1.2	$6.1	$83.9

Certain commercial commitments that are of a continuous nature do not have an expiration date and are therefore considered to be indefinite in nature. Please refer to Note 15, Financial Instruments, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for additional disclosures related to off-balance sheet agreements.

Sources and Uses of Cash

The Company's principal sources of liquidity are cash from operations and borrowings under its credit agreement, augmented by cash proceeds from asset sales. The primary drivers of the Company's cash flow from operations are the Company's revenues and income. Cash returns on capital investments made in prior years, for which limited cash is currently required, are a significant source of cash from operations. Depreciation expense related to these investments is a non-cash charge.

Major uses of operating cash flows and borrowed funds include: capital investments, principally in the Harsco Metals & Minerals Segment; payroll costs and related benefits; dividend payments; pension funding payments; inventory purchases for the Harsco Rail and Harsco Industrial Segments; income tax payments; debt principal and interest payments; insurance premiums and payments of self-insured casualty losses; and machinery, equipment, automobile and facility lease payments. Additionally, in 2012, there were significant payments under restructuring programs as noted above. Cash may also be used for targeted strategic acquisitions as appropriate opportunities arise.

Resources Available for Cash Requirements for Operational and Growth Initiatives

In addition to utilizing cash from operations and cash proceeds from asset sales, the Company has bank credit facilities available throughout the world. Public markets are also accessed through discrete-term note issuance to investors. The Company also utilizes capital leases to finance the acquisition of certain equipment when appropriate which allows the Company to minimize capital expenditures. The Company expects to continue to utilize all these sources to meet its future cash requirements for operations and growth initiatives.

The following table illustrates available credit at December 31, 2013:

(In millions)	Facility Limit	Outstanding Balance	Available Credit
Multi-year revolving credit facility	$525.0	$35.0	$490.0

In March 2012, the Company entered into an Amended and Restated Five Year Credit Agreement (the "Credit Agreement") providing for $525 million of borrowing capacity through a syndicate of 14 banks. The Credit Agreement matures in March 2017. The Company has the option to increase the borrowing capacity available under

the Credit Agreement to $550 million. The Credit Agreement amended and restated the Company’s multi-year revolving credit facility, which was set to mature in December 2012. Borrowings under the Credit Agreement are available in most major currencies with active markets and at interest rates based upon LIBOR, plus a margin.

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On September 12, 2013, the Company entered into Amendment No.1 ("Amendment No. 1") to the Credit Agreement. In addition to certain administrative and conforming modifications, Amendment No. 1 replaced the total consolidated debt to total consolidated capital ratio debt covenant. That debt covenant was replaced by a debt covenant for total consolidated debt to consolidated EBITDA, which is not to exceed 3.5 to 1.0. During the three months ended September 30, 2013, the Company expensed $0.4 million of fees associated with Amendment No. 1.

On December 20, 2013, the Company entered into Amendment No. 2 ("Amendment No. 2") to the Credit Agreement. Amendment No. 2 modified certain defined terms to reflect the impact of the Infrastructure transaction. During the three months ended December 31, 2013, the Company expensed $0.3 million of fees associated with Amendment No. 2.

During the third quarter of 2013, the Company's U.S. commercial paper program was canceled. The cancellation of the Company's U.S. commercial paper program had no impact on the Company's liquidity and capital resources because the Company had sufficient available credit under the Credit Agreement.

Additionally, the Company retired the $150.0 million aggregate principal amount of 5.125% notes, due September 15, 2013, at maturity using borrowings under the Credit Agreement; which were repaid during the fourth quarter of 2013 using proceeds from the Infrastructure transaction.

See Note 8, Debt and Credit Agreements, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for more information on the Company's Credit Agreement.

Credit Ratings and Outlook

The following table summarizes the Company's current debt ratings:

Rating Agency	Long-term Notes	Watch / Outlook
Standard & Poor's (S&P)	BB+	Stable Outlook
Moody's	Ba1	Stable Outlook
Fitch	BBB-	Negative Outlook

In December 2013, S&P lowered the Company's long-term rating to BB+ while removing the Company from negative watch. Any future downgrades to the Company’s credit ratings may increase borrowing costs to the Company, while an improvement in the Company’s credit ratings may decrease such costs. However, any future downgrades in the Company’s credit ratings will not reduce availability under the Credit Agreement.

Working Capital Position

Changes in the Company's working capital are reflected in the following table:

(Dollars are in millions)	December 31 2013	December 31 2012	Increase (Decrease)
Current Assets			
Cash and cash equivalents	$93.6	$95.3	$(1.6)
Trade accounts receivable, net	353.2	600.3	(247.1)
Other receivables, net	46.5	39.8	6.6
Inventories	155.7	236.5	(80.8)
Assets held-for-sale	114.0	2.4	111.6
Other current assets	75.8	92.2	(16.3)
Total current assets	838.8	1,066.4	(227.7)
Current Liabilities			
Notes payable and current maturities	27.7	11.8	15.9
Accounts payable	181.4	221.5	(40.1)
Accrued compensation	53.1	94.4	(41.3)
Income taxes payable	7.2	10.1	(2.9)
Liabilities of assets held-for-sale	109.2	—	109.2
Due to unconsolidated affiliate	25.0	—	25.0
Unit adjustment liability	22.3	—	22.3

Other current liabilities	180.9	299.8	(118.9)
Total current liabilities	606.8	637.6	(30.8)
Working Capital	$232.0	$428.9	$(196.9)
Current Ratio (a)	1.4 :1	1.7 :1	

(a) Calculated as Current assets / Current liabilities

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Working capital decreased $196.9 million or 45.9% in 2013 due primarily to the following factors:

- As part of the Infrastructure transaction, the Company contributed substantially all current assets and current liabilities of the Harsco Infrastructure Segment to the Infrastructure strategic venture; and
- Increased current liabilities related to the Infrastructure transaction including the current portions of the funding of certain transferred defined benefit pension plan obligations for a period of time and the unit adjustment liability included in the new captions, Due to unconsolidated affiliate and Unit adjustment liability, respectively.

Additional factors impacting working capital for the year ended December 31, 2013 were as follows:

- Working capital was positively affected by a decrease in Other current liabilities related to a decrease in customer advances in the Harsco Rail Segment due to the delivery of certain machines;
- Working capital was negatively impacted by an increase in Notes payable and current maturities related to the repayment requirements of the Company's borrowings; and
- Working capital was negatively impacted by an increase in Accounts payable primarily due to the timing of payments across all segments.

Certainty of Cash Flows

The certainty of the Company's future cash flows is underpinned by the long-term nature of the Company's metals services contracts, the order backlog for the Company's railway track maintenance services and equipment, and overall discretionary cash flows (operating cash flows plus cash from asset sales in excess of the amounts necessary for capital expenditures to maintain current revenue levels) generated by the Company. Historically, the Company has utilized these discretionary cash flows for growth-related capital expenditures, strategic acquisitions, debt repayment and dividend payments.

At December 31, 2013, the Company's metals services contracts had estimated future revenues of $5.4 billion at expected production levels, compared with $4.9 billion at December 31, 2012. This is primarily due to a number of new contracts and contract extensions signed with various customers during 2013. There are no significant metals services contracts for which the costs to complete the contract are currently estimated to exceed the revenue to be realized included in the above estimated future revenues.

At December 31, 2013, the Company's railway track maintenance services and equipment business had estimated future revenues of $229.4 million compared with $180.3 million at December 31, 2012. This increase is primarily due to a contract award worth over $100 million through 2016 from the SBB, the federal railway system of Switzerland, partially offset by shipments during 2013. The railway track maintenance services and equipment business includes items with long lead-times necessary to build certain equipment. In addition, at December 31, 2013, the Company had an order backlog of $83.9 million in the Harsco Industrial Segment. This compares with $98.4 million at December 31, 2012. The decrease from December 31, 2012 is due principally to modest decreases in the industrial grating products and air-cooled heat exchanger businesses. Order backlog for roofing granules and slag abrasives; and for the reclamation and recycling services of high-value content from steelmaking slag is excluded from the above amounts. These amounts are generally not quantifiable due to the short order lead times for certain services, the nature and timing of the products and services provided and equipment rentals with the ultimate length of the rental period unknown.

The types of products and services that the Company provides are not subject to rapid technological change, which increases the stability of related cash flows. Additionally, the Company believes each business in its balanced portfolio is a leader in the industries and major markets the Company serves. Due to these factors, the Company is confident in the Company's future ability to generate positive cash flows from operations.

Cash Flow Summary

The Company's cash flows from operating, investing and financing activities, as reflected on the Consolidated Statements of Cash Flows, are summarized in the following table:

Summarized Cash Flow Information

(In millions)	2013		2012		2011	
Net cash provided by (used in):						
Operating activities	$188.3		$198.9		$298.8	
Investing activities	62.7		(219.3	)	(255.8	)
Financing activities	(248.7	)	(4.5	)	(39.6	)
Effect of exchange rate changes on cash	(3.9	)	(1.0	)	(6.5	)
Net change in cash and cash equivalents	$(1.6	)	$(25.9	)	$(3.1	)

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Cash From Operating Activities—Net cash provided by operating activities in 2013 was $188.3 million, a decrease of $10.6 million from 2012. The decrease was primarily due to net decreased working capital, partially offset by a reduction in restructuring payments and higher net income (excluding the impact of non-cash impairment charges). Net cash provided by operating activities in 2012 was $198.9 million, a decrease of $99.9 million from 2011. The decrease was primarily due to increased cash outflows associated with the 2011/2012 Restructuring Program and the Fourth Quarter 2010 Harsco Infrastructure Program.

Included in the cash flows from operating activities section of the Consolidated Statement of Cash Flows is the caption Other, net. In 2013, there were no individually significant components of this caption. In 2012, this caption consisted principally the non-cash impact of gains and losses on the sale of assets not included in the 2011/2012 Restructuring Program, as well as $10.9 million of non-cash cumulative currency translation adjustment gains associated with the exit of from certain countries in 2012. In 2011, there were no individually significant components of this caption.

Also included in the cash flows from operating activities section of the Consolidated Statement of Cash Flows is the caption Other assets and liabilities. For the years ended December 31, 2013, 2012 and 2011, the decreases in this caption were $46.8 million, $51.4 million and $52.6 million, respectively. The major components of this caption include the net impact of defined benefit pension plan funding, fluctuations in advances from customers and fluctuations in vendor prepayments. A summary of these components for the years presented is as follows:

(in millions)	2013	2012	2011
Net cash provided by (used in):			
Change in net defined benefit pension liabilities	$(16.1)	$(12.7)	$(19.6)
Change in advance on contracts to customers	(21.4)	(63.9)	(17.1)
Change in prepaid expenses	(2.7)	30.2	(6.9)
Other	(6.6)	(5.0)	(9.0)
Total	$(46.8)	$(51.4)	$(52.6)

Cash Used in Investing Activities—In 2013, cash provided by investing activities was $62.7 million consisting primarily of net proceeds from the Infrastructure transaction of $303.0 million, partially offset by capital investments of $246.1 million. Capital investments decreased $18.9 million compared with 2012. In 2012, cash used in investing activities was $219.3 million consisting principally of capital investments of $265.0 million. Capital investments decreased $48.1 million compared with 2011.

Cash Used in Financing Activities—In 2013, cash used in financing activities was $248.7 million, an increase of $244.1 million from 2012. The increase was primarily due to use of cash proceeds from the Infrastructure transaction to repay outstanding borrowings. Cash used in financing activities in 2012 was $4.5 million, a decrease of $35.0 million from 2011. The decrease was primarily due to increased commercial paper borrowings and use of the Company's multi-year revolving credit facility.

The following table summarizes the Company's debt and capital positions at December 31, 2013 and 2012:

(Dollars are in millions)	December 31 2013	December 31 2012
Notes payable and current maturities	$27.7	$11.8
Long-term debt	783.2	957.4
Total debt	810.9	969.3
Total equity	606.8	861.6
Total capital	$1,417.7	$1,830.9

Debt Covenants

During mid-September 2013, the Company entered into Amendment No. 1. In addition to certain administrative and conforming modifications, Amendment No. 1 replaced the total consolidated debt to total consolidated capital ratio covenant of the Credit Agreement with a total consolidated debt to consolidated EBITDA ratio covenant, which is not to exceed 3.5 to 1.0.

Additionally, the Credit Agreement contains covenants that limit the proportion of subsidiary consolidated indebtedness to a maximum of 10% of consolidated tangible assets and require a minimum total consolidated EBITDA to consolidated interest charges ratio of 3.0 to 1.0. The Company's 5.75% and 2.70% notes include covenants that require the Company to offer to repurchase the notes at 101% of par in the event of a change of control of the Company or disposition of substantially all of the Company's assets in combination with a downgrade in the Company's credit rating to non-investment grade. At December 31, 2013, the Company was in compliance with these covenants as the total consolidated debt to consolidated EBITDA ratio was 2.1 to 1.0, the proportion of subsidiary consolidated indebtedness to consolidated tangible assets was 4.2% and total

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consolidated EBITDA to consolidated interest charges was 8.0 to 1.0. Based on balances at December 31, 2013, the Company could increase borrowings by $549.3 million and still be in compliance with its debt covenants. Alternatively, keeping all other factors constant, the Company's EBITDA could decrease by $156.9 million and the Company would still be within its covenants. The Company expects to continue to be in compliance with these debt covenants for at least the next twelve months.

Cash Management

The Company has various cash management systems throughout the world that centralize cash in various bank accounts where it is economically justifiable and legally permissible to do so. These centralized cash balances are then redeployed to other operations to reduce short-term borrowings and to finance working capital needs or capital expenditures. Due to the transitory nature of cash balances, they are normally invested in bank deposits that can be withdrawn at will or in very liquid short-term bank time deposits and government obligations. The Company's policy is to use the largest banks in the various countries in which the Company operates. The Company monitors the creditworthiness of its banks and when appropriate will adjust its banking operations to reduce or eliminate exposure to less credit worthy banks. The Company plans to continue its strategy of targeted, prudent investing for strategic purposes for the foreseeable future and to make more efficient use of existing investments.

At December 31, 2013, the Company's consolidated cash and cash equivalents included $91.7 million held by non-U.S. subsidiaries. At December 31, 2013, less than 10% of the Company's consolidated cash and cash equivalents had regulatory restrictions that would preclude the transfer of funds with and among subsidiaries. The cash and cash equivalents held by non-U.S. subsidiaries also included $25.5 million held in consolidated strategic ventures. The strategic venture agreements may require strategic venture partner approval to transfer funds with and among subsidiaries. While the Company's remaining non-U.S. cash and cash equivalents can be transferred with and among subsidiaries, the majority of these non-U.S. cash balances will be used to support the on-going working capital needs and continued growth of the Company's non-U.S. operations.

The Company currently expects to continue paying dividends to stockholders. In February 2014, the Company paid its 255th consecutive quarterly cash dividend. In January 2014, the Company also declared its 256th consecutive quarterly cash dividend, payable in May 2014.

The Company's financial position and debt capacity should enable it to meet current and future requirements. As additional resources are needed, the Company should be able to obtain funds readily and at competitive costs. The Company intends to continue investing in high-return, organic growth projects and prudent, strategic alliances and ventures; reduce debt; and pay cash dividends as a means of enhancing stockholder value.

Application of Critical Accounting Policies

The Company's discussion and analysis of its financial condition and results of operations are based upon the consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent liabilities. On an ongoing basis, the Company evaluates the estimates, including those related to defined benefit pension benefits, notes and accounts receivable, goodwill, long-lived asset impairment, inventories, legal and other contingencies, and income taxes. The impact of changes in these estimates, as necessary, is reflected in the respective segment's results of operations in the period of the change. The Company bases estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different outcomes, assumptions or conditions.

The Company believes the following critical accounting policies are affected by the Company's more significant judgments and estimates used in the preparation of the Company's consolidated financial statements. Management has

discussed the development and selection of the critical accounting estimates described below with the Audit Committee of the Board of Directors (the "Board") and they have reviewed the Company's disclosures relating to these estimates in this Management's Discussion and Analysis of Financial Condition and Results of Operations. These items should be read in conjunction with Note 1, Summary of Significant Accounting Policies, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data."

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Defined Benefit Pension Benefits

The Company has defined benefit pension plans in several countries. The largest of these plans are in the United Kingdom and the United States. The Company's funding policy for these plans is to contribute amounts sufficient to meet the minimum funding pursuant to U.K. and U.S. statutory requirements, plus any additional amounts that the Company may determine to be appropriate.

The Company continues to evaluate alternative strategies to further reduce overall net periodic pension cost including the consideration of converting the remaining few defined benefit plans to defined contribution plans; the ongoing evaluation of investment fund managers' performance; the balancing of plan assets and liabilities; the risk assessment of multiemployer pension plans; the possible merger of certain plans; the consideration of incremental cash contributions to certain plans; and other changes that could reduce future net periodic pension cost volatility and minimize risk.

Changes in the discount rate assumption and the actual performance of plan assets compared with the expected long-term rate of return on plan assets are the primary drivers in the change in funded status of the Company's defined benefit pension plans. These factors are components of actuarial loss (gain) and impact the amount recognized in Other comprehensive income (loss), as such actuarial changes are not reflected directly in the Consolidated Statements of Operations, but amortized over time in accordance with U.S. GAAP. The tables below show the underfunded status of the Company's combined defined benefit pension plans, global weighted average discount rate at year end, the comparison of actual and expected return on plan assets and Other comprehensive income (loss) attributable to pension liability adjustments. The change in the underfunded status of from December 31, 2012 to December 31, 2013 reflects higher discount rates, the impact of transferring certain defined benefit pension plans to the Infrastructure strategic venture as part of the Infrastructure transaction, performance of overall equity markets resulting in higher actual returns on plan assets and increased employer contributions. The change in underfunded status from December 31, 2011 to December 31, 2012 reflects moderate changes in underfunded status as actual asset returns in excess of expected returns helped counteract the impact of decreases in the discount rate. The change in underfunded status from December 31, 2010 to December 31, 2011 reflects a decrease in discount rate coupled with actual returns less than expected returns as market conditions negatively impacted both U.S. and international plans.

(in millions)	December 31 2013	December 31 2012	December 31 2011	December 31 2010
Underfunded status	$237.8	$384.1	$343.6	$218.6
Global weighted average discount rate	4.7 %	4.2 %	4.7 %	5.4 %

(in millions)	For the Years Ended December 31 2013	2012	2011
Actual return on plan assets	$100.5	$85.6	$26.0
Expected return on plan assets	62.6	60.7	69.2
Other comprehensive income (loss) attributable to pension liability adjustments, pre-tax	106.7	(61.2)	(143.0)

The Company made cash contributions to its defined benefit pension plans of $32.9 million, $36.0 million and $32.4 million during 2013, 2012 and 2011, respectively. Additionally, the Company expects to make a minimum of $38.4 million in cash contributions to its defined benefit pension plans during 2014. See Note 3, Acquisitions and Dispositions, in Part II, Item 8, "Financial Statements and Supplementary Data," for additional information related to the Infrastructure transaction.

Critical Estimate—Defined Benefit Pension Benefits

Accounting for defined benefit pension plans requires the use of actuarial assumptions. The principal assumptions used include the discount rate and the expected long-term rate of return on plan assets. Each assumption is reviewed annually and represents management's best estimate at that time. The assumptions are selected to represent the average expected experience over time and may differ in any one year from actual experience due to changes in capital

markets and the overall economy. These differences will impact the amount of unfunded benefit obligation and the expense recognized.

The discount rates used in calculating the Company's projected benefit obligations at the December 31, 2013 measurement date for the U.K. and U.S. defined benefit pension plans were 4.6% and 4.7%, respectively, and the global weighted-average discount rate was 4.7%. The discount rates selected represent the average yield on high-quality corporate bonds at the measurement dates. Annual net periodic pension cost is determined using the discount rates at the beginning of the year. The discount rates for 2012 expense were 4.3% for the U.K. plan, 3.8% for the U.S. plans and 4.2% for the global weighted-average of plans. Net periodic pension cost and the projected benefit obligation generally increase as the selected discount rate decreases.

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The expected long-term rate of return on plan assets is determined by evaluating the asset return expectations with the Company's advisors as well as actual, long-term, historical results of asset returns for the pension plans. Generally the net periodic pension cost increases as the expected long-term rate of return on assets decreases. For 2013, the global weighted-average expected long-term rate of return on asset assumption was 6.8%. For 2014, the expected global long-term rate of return on assets is 7.0%. This rate was determined based on a model of expected asset returns for an actively managed portfolio.

Changes in defined benefit net periodic pension cost may occur in the future due to changes in actuarial assumptions and due to changes in returns on plan assets resulting from financial market conditions. Holding all other assumptions constant, using December 31, 2013 plan data, a one-half percent increase or decrease in the discount rate and the expected long-term rate of return on plan assets would increase or decrease annual 2013 pre-tax defined benefit net periodic pension cost as follows:

Approximate Changes in Pre-tax Defined Benefit Net Periodic Pension Cost

	U.S. Plans	U.K. Plan
Discount rate		
One-half percent increase	Decrease of $0.1 million	Decrease of $1.9 million
One-half percent decrease	Increase of $0.1 million	Increase of $2.0 million
Expected long-term rate of return on plan assets		
One-half percent increase	Decrease of $1.1 million	Decrease of $3.6 million
One-half percent decrease	Increase of 1.1 million	Increase of $3.6 million

Should circumstances that affect these estimates change, increases or decreases to the net pension obligations may be required. Additionally, certain events could result in the pension obligation changing at a time other than the annual measurement date. This would occur when a benefit plan is amended or when plan curtailments or settlements occur. See Note 10, Employee Benefit Plans, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for additional disclosures related to these items.

Notes and Accounts Receivable

Notes and accounts receivable are stated at their net realizable value through the use of an allowance for doubtful accounts. The allowance is maintained for estimated losses resulting from the inability or unwillingness of customers to make required payments. The Company has policies and procedures in place requiring customers to be evaluated for creditworthiness prior to the execution of new service contracts or shipments of products. These reviews are structured to minimize the Company's risk related to realizability of its receivables. Despite these policies and procedures, the Company may at times still experience collection problems and potential bad debts due to economic conditions within certain industries (e.g., construction and steel industries), countries or regions in which the Company operates. At December 31, 2013 and 2012, trade accounts receivable of $353.2 million and $600.3 million, respectively, were net of reserves of $6.6 million and $17.3 million, respectively. The decreases in accounts receivable and related reserves since December 31, 2012, primarily relates to the consummation of the Infrastructure transaction. See Note 3, Acquisitions and Dispositions, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for additional information related to the Infrastructure transaction.

Critical Estimate—Notes and Accounts Receivable

A considerable amount of judgment is required to assess the realizability of receivables, including the current creditworthiness of each customer, related aging of past due balances and the facts and circumstances surrounding any non-payment. The Company's provisions for bad debts during 2013, 2012 and 2011 were $10.2 million, $11.3 million and $7.9 million, respectively.

On a monthly basis, customer accounts are analyzed for collectability. Reserves are established based upon a specific-identification method as well as historical collection experience, as appropriate. The Company also evaluates specific accounts when it becomes aware of a situation in which a customer may not be able to meet its financial obligations due to a deterioration in its financial condition, credit ratings bankruptcy or receivership. The reserve requirements are based on the facts available to the Company and are reevaluated and adjusted as additional

information is received. Reserves are also determined by using percentages (based upon experience) applied to certain aged receivable categories. Specific issues are discussed with corporate management, and any significant changes in reserve amounts or the write-off of balances must be approved by a specifically designated corporate officer. All approved items are monitored to ensure they are recorded in the proper period. Additionally, any significant changes in reserve balances are reviewed to ensure the proper corporate approval has occurred.

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If the financial condition of the Company's customers were to deteriorate, resulting in their inability to make payments, additional allowances may be required. Conversely, an improvement in a customer's ability to make payments could result in a decrease of the allowance for doubtful accounts. Changes in the allowance for doubtful accounts related to both of these situations would be recorded through income in the period the change was determined. It should be noted that the Company has approximately $11 million of receivables due from the customer that is in receivership. During the fourth quarter of 2013, the Company recorded a bad debt reserve of $2.6 million related to this receivable. Although the Company believes the remaining amounts are collectible, should there be an adverse change in the Company's view on collectability there could be a charge against income in future periods. The Company has not materially changed its methodology for calculating allowances for doubtful accounts for the years presented. See Note 4, Accounts Receivable and Inventories, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for additional disclosures related to these items.

Goodwill

The Company's goodwill balances were $431.3 million and $429.2 million at December 31, 2013 and 2012, respectively. The Company performs the annual goodwill impairment test as of October 1. The Company has seven reporting units (only three of which have goodwill associated with them as of December 31, 2013), of which two are included in the Harsco Metals & Minerals Segment. The remaining reporting unit is the Harsco Rail Segment. Almost all of the Company's goodwill is allocated to the Harsco Metals business unit which is included in the Harsco Metals & Minerals Segment.

Critical Estimate—Goodwill

In accordance with U.S. GAAP, goodwill is not amortized and is tested for impairment at least annually or more frequently if indicators of impairment exist or if a decision is made to dispose of a business. Goodwill is allocated among and evaluated for impairment at the reporting unit level, which is defined as an operating segment or one level below an operating segment for which discrete financial information is available. A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include declining cash flows or operating losses at the reporting unit level, a significant adverse change in legal factors or in the business climate, an adverse action or assessment by a regulator, unanticipated competition, a loss of key personnel, or a more-likely-than-not expectation that a reporting unit or a significant portion of a reporting unit will be sold or otherwise disposed of, among others.

The evaluation of potential goodwill impairment involves comparing the current fair value of each reporting unit to its net book value, including goodwill. The Company uses a discounted cash flow model (“DCF model”) to estimate the current fair value of reporting units, as management believes forecasted operating cash flows are the best indicator of current fair value. A number of significant assumptions and estimates are involved in the preparation of DCF models including future revenues and operating margin growth, the weighted-average cost of capital (“WACC”), tax rates, capital spending, pension funding, the impact of business initiatives, and working capital projections. These assumptions and estimates may vary significantly between reporting units. DCF models are based on approved operating plans for the early years and historical relationships and projections for later years. WACC rates are derived from internal and external factors including, but not limited to, the average market price of the Company's stock, shares outstanding, book value of the Company's debt, the long-term risk free interest rate, and both market and size-specific risk premiums. Due to the many variables noted above and the relative size of the Company's goodwill, differences in assumptions may have a material impact on the results of the Company's annual goodwill impairment testing. If the net book value of a reporting unit were to exceed its current fair value, the second step of the goodwill impairment test would be required to determine if an impairment existed and the amount of goodwill impairment to record, if any. The second step of the goodwill impairment test compares the net book value of a reporting unit's goodwill with the implied fair value of that goodwill. The implied fair value of goodwill represents the excess of fair value of the reporting unit over the fair value amounts assigned to all of the assets and liabilities of the reporting unit if it were to be acquired in a business combination and the current fair value of the reporting unit represented the

purchase price. The second step of the goodwill impairment test requires the utilization of valuation experts.

The performance of the Company’s 2013 annual impairment tests did not result in any impairment of the Company’s goodwill.

For the Company's 2013 annual goodwill impairment test, the average annual revenue growth rates over the duration of the DCF models ranged from 1.7% to 3.0%. The average annual cash flow growth rates over the duration of the DCF models ranged from 5.1% to 12.1%. The WACCs used in the 2013 annual goodwill impairment test ranged from 9.0% to 10.6%.

Had the current fair value of the Company's remaining reporting units been hypothetically lowered by 10% as of October 1, 2013, the current fair value of the reporting units would have still exceeded their net book value. Additionally, had the WACC for each of the Company's remaining reporting units been increased by 50 basis points as of October 1, 2013, the current fair value for the Company's remaining reporting units would have still exceeded their net book value.

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The first step of the 2012 annual goodwill impairment test indicated that the net book value of the Harsco Infrastructure reporting unit exceeded its current fair value, requiring the Company to perform the second step of the goodwill impairment test to measure the amount of impairment loss, if any. In performing the second step of the goodwill impairment test, the Company compared the implied fair value of goodwill for the Harsco Infrastructure reporting unit to its carrying value. This analysis resulted in a non-cash, goodwill impairment charge of $265.0 million, which was recognized during the fourth quarter of 2012. This charge had no impact on the Company's cash flows or compliance with debt covenants. The facts and circumstances leading to the goodwill impairment of the Harsco Infrastructure reporting unit primarily relate to a prolonged downturn in the European markets versus what was expected earlier in 2012 and its impact on the timing for near-term cash flows. The performance of the Company's 2012 annual goodwill impairment test did not result in any impairment for the Company's remaining reporting units.

It is important to note that fair values that could be realized in an actual transaction could differ materially from those used to evaluate the impairment of goodwill. The Company has not materially changed its methodology for goodwill impairment testing for the years presented. See Note 1, Summary of Significant Accounting Policies and Note 7, Goodwill and Other Intangible Assets, to the Consolidated Financial Statements under Part II, Item 8, “Financial Statements and Supplementary Data,” for additional disclosure related to these items.

Long-lived Asset Impairment
Long-lived assets are reviewed for impairment when events and circumstances indicate that the book value of an asset may be impaired. During 2013, the Company recorded a $271.3 million loss on disposal of Harsco Infrastructure Segment related to the Infrastructure transaction. Additionally, the amounts charged against pre-tax income from continuing operations related to impaired long-lived assets included in the Other expenses caption on the Consolidated Statements of Operations were $9.7 million and $7.2 million in 2013 and 2012, respectively. There were no amounts charged against pre-tax income from continuing operations related to impaired long-lived assets included in the Other expenses caption on the Consolidated Statements of Operations for 2011.

Critical Estimate—Asset Impairment
The determination of a long-lived asset impairment involves significant judgments based upon short-term and long-term projections of future asset performance. If the undiscounted cash flows associated with an asset do not exceed the asset's book value, impairment loss estimates would be based upon the difference between the book value and fair value of the asset. The fair value is generally based upon the Company's estimate of the amount that the assets could be bought or sold for in a transaction between willing parties. If quoted market prices for the asset or similar assets are unavailable, the fair value estimate is generally calculated using a DCF model. Should circumstances change that affect these estimates, additional impairment charges may be required and would be recorded through income in the period the change was determined.

As a result of the Infrastructure transaction, the Company recorded an estimated non-cash long-lived asset impairment charge of $241.3 million during the third quarter of 2013. The Company recorded an additional loss on disposal of Harsco Infrastructure Segment of $30.0 million during the fourth quarter of 2013 related to the Infrastructure transaction. The increase loss on disposal of Harsco Infrastructure Segment from September 30, 2013 was due principally to the final valuation of the equity interest in the Infrastructure strategic venture and changes in working capital and other adjustments. Further adjustments to the impairment charge may be necessary and the final impairment charge may differ, possibly materially, as a result of any adjustments made to the valuation of certain items set forth on the closing statement prepared by the Company in connection with the Infrastructure transaction, which is subject to review by Brand and requires final agreement between Brand and the Company. The Company determined that the impairment charges were necessary given the fair value of the consideration received in the Infrastructure transaction. The amount of the impairment charge represents the Company's estimate of the difference

between the book value of the Harsco Infrastructure Segment, less costs to sell, and the sum of the cash consideration plus the fair value of the Company's approximate 29% equity interest in the Infrastructure strategic venture. The fair value of the equity interest was determined based on the expected future discounted cash flows of the Infrastructure strategic venture.

The Company has not materially changed its methodology for calculating long-lived asset impairments for the years presented. U.S. GAAP requires consideration of all valuation techniques for which market participant inputs can be obtained without undue cost and effort. The use of a DCF model continues to be an appropriate method for determining fair value, however, methodologies such as quoted market prices must also be evaluated. See Note 17, Other Expenses, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for additional disclosure related to these items.

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Inventories

Inventories are stated at the lower of cost or market. Inventory balances are adjusted for estimated obsolete or unmarketable inventory equal to the difference between the cost of inventory and its estimated market value. At December 31, 2013 and 2012, inventories of $155.7 million and $236.5 million, respectively, are net of lower of cost or market reserves and obsolescence reserves of $9.7 million and $8.5 million, respectively. The decreases in inventories since December 31, 2012, primarily relates to the consummation of the Infrastructure transaction. See Note 3, Acquisitions and Dispositions, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for additional information related to the Infrastructure transaction.

Critical Estimate—Inventories

In assessing the ultimate realization of inventory balances, the Company is required to make judgments as to future demand requirements and compare these with the current or committed inventory levels. If actual market conditions are determined to be less favorable than those projected by management, additional inventory write-downs may be required and would be recorded through income in the period the determination is made. Additionally, the Company records reserves to adjust a substantial portion of its U.S. inventory balances to the last-in, first-out ("LIFO") method of inventory valuation. In adjusting these reserves throughout the year, the Company estimates its year-end inventory costs and quantities. At December 31 of each year, the reserves are adjusted to reflect actual year-end inventory costs and quantities. During periods of inflation, the LIFO expense usually increases and during periods of deflation it decreases. These year-end adjustments resulted in pre-tax income of $1.7 million in 2013, pre-tax expense of $0.5 million in 2012 and pre-tax income of $0.6 million in 2011.

The Company has not materially changed its methodology for calculating inventory reserves for the years presented. See Note 4, Accounts Receivable and Inventories, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for additional disclosures related to these items.

Insurance Reserves

The Company retains a significant portion of the risk for U.S. workers' compensation, U.K. employers' liability, automobile, general and product liability losses. At December 31, 2013 and 2012, the Company recorded liabilities of $52.4 million and $82.7 million, respectively, related to both asserted as well as unasserted insurance claims. At December 31, 2013 and 2012, $4.0 million and $3.6 million, respectively, was included in insurance liabilities related to claims covered by insurance carriers for which a corresponding receivable has been recorded. The decreases in recorded liabilities related to both asserted as well as unasserted insurance claims since December 31, 2012, primarily relates to the consummation of the Infrastructure transaction. See Note 3, Acquisitions and Dispositions, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for additional information related to the Infrastructure transaction.

Critical Estimate—Insurance Reserves

Insurance reserves have been recorded based upon actuarial calculations that reflect the undiscounted estimated liabilities for ultimate losses including claims incurred but not reported. Inherent in these estimates are assumptions that are based on the Company's history of claims and losses, a detailed analysis of existing claims with respect to potential value, and current legal and legislative trends. If actual claims differ from those projected by management, changes (either increases or decreases) to insurance reserves may be required and would be recorded through income in the period the change was determined. During 2013, 2012 and 2011, the Company recorded a retrospective insurance reserve adjustment that decreased pre-tax insurance expense from continuing operations for self-insured programs by $7.2 million, $4.3 million and $2.7 million, respectively. The increase from 2012 relates to non-cash out-of-period adjustments related to these policies. See Note 1, Summary of Significant Accounting Policies, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for additional information related these out-of-period adjustments. The Company has programs in place to improve claims experience, such as disciplined claim and insurance litigation management and a focused approach to workplace safety.

The Company has not materially changed its methodology for calculating insurance reserves for the years presented. There are currently no known trends, demands, commitments, events or uncertainties that are reasonably likely to occur that would materially affect the methodology or assumptions described above.

Legal and Other Contingencies

Reserves for contingent liabilities are recorded when it is probable that an asset has been impaired or a liability has been incurred and the loss can be reasonably estimated. Adjustments to estimated amounts are recorded as necessary based on new information or the occurrence of new events or the resolution of an uncertainty. Such adjustments are recorded in the period that the required change is identified.

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Critical Estimate—Legal and Other Contingencies

On a quarterly basis, recorded contingent liabilities are analyzed to determine if any adjustments are required. Additionally, functional department heads within each business are consulted monthly to ensure all issues with a potential financial accounting impact, including possible reserves for contingent liabilities, have been properly identified, addressed or disposed of. Specific issues are discussed with corporate management and any significant changes in reserve amounts or the adjustment or write-off of previously recorded balances must be approved by a specifically designated corporate officer. If necessary, outside legal counsel, other third parties or internal experts are consulted to assess the likelihood and range of outcomes for a particular issue. Approved changes in reserve amounts are monitored to ensure they are recorded in the proper period. Additionally, any significant changes in reported business-unit reserve balances are reviewed to ensure the proper corporate approval has occurred. On a quarterly basis, the Company's business units submit a reserve listing to the corporate headquarters which is reviewed with corporate management and the Board during scheduled meetings. All significant reserve balances are discussed with a designated corporate officer to assess their validity, accuracy and completeness. Anticipated changes in reserves are identified for further consideration prior to the end of a reporting period. Any new issues that may require a reserve are also identified and discussed to ensure proper disposition.

The Company has not materially changed its methodology for calculating legal and other contingencies for the years presented. There are currently no known trends, demands, commitments, events or uncertainties that are reasonably likely to occur that would materially affect the methodology or assumptions described above. See Note 12, Commitments and Contingencies, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for additional disclosure on contingencies.

Income Taxes

The Company's income tax expense, deferred tax assets and liabilities and reserves for uncertain tax positions reflect management's best estimate of taxes to be paid. The Company is subject to various federal, state and local income taxes in the taxing jurisdictions where the Company operates. In determining consolidated income tax expense, the Company makes its best estimate of the annual effective income tax rate at the end of each quarterly period and applies that rate to year-to-date income before income taxes to arrive at the year-to-date income tax provision (exclusive of loss jurisdictions for which no tax benefit is realizable with any discrete tax items recorded separately). At December 31, 2013, 2012 and 2011, the Company's annual effective income tax rate on income from continuing operations was (19.0)%, (16.1)% and 119.6%, respectively.

Critical Estimate—Income Taxes

The annual effective income tax rates are estimated by giving recognition to currently enacted tax rates, tax holidays, tax credits, capital losses, and tax deductions, as well as certain exempt income and non-deductible expenses for all of the jurisdictions where the Company operates. The income tax provision for a quarterly period incorporates any change in the year-to-date provision from the previous quarterly periods. The Company has not materially changed its methodology for calculating income tax expense for the years presented or for quarterly periods.

The Company records deferred tax assets to the extent the Company believes these assets will more-likely-than-not be realized. In making such determinations, the Company considers all available positive and negative evidence, including future reversals of existing deferred tax liabilities, projected future taxable income, feasible and prudent tax planning strategies and recent financial operating results. In the event the Company was to determine that it would be able to realize deferred tax assets in the future in excess of their net recorded amount, an adjustment to the valuation allowance would be made that would reduce the provision for income taxes.

The valuation allowances of $127.2 million and $126.5 million at December 31, 2013 and 2012, respectively, related principally to deferred tax assets for U.K. pension liabilities, net operating loss carryforwards, capital losses, currency translation and foreign investment tax credits that are uncertain as to realizability. In 2013, the Company recorded a net increase in the valuation allowance of $9.4 million related to the Infrastructure transaction and $7.1 million related to losses in certain jurisdictions that the Company determined it is more-likely-than not that these assets will not be realized. This was offset by a $15.8 million reduction in tax expense related to U.K. pension and currency translation

adjustments recorded through Accumulated other comprehensive loss. Additionally in 2012, due to the negative financial performance of the Company's U.K. operations and restructuring charges, the Company recorded a non-cash tax expense of approximately $6.1 million to recognize a valuation allowance to fully offset the U.K. operations' net deferred tax assets primarily related to U.K. pension liabilities and losses from operations, as the Company determined it is more-likely-than-not that these assets will not be realized. Excluding the valuation allowance activity related to the Infrastructure transaction, the additional increase in valuation allowances resulted primarily from losses generated in certain jurisdictions that the Company determined it is more-likely-than-not that these assets will not be realized.

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A tax benefit from an uncertain tax position may be recognized when it is more-likely-than-not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on its technical merits. The unrecognized tax benefits at December 31, 2013 and 2012 were $17.4 million and $24.5 million, respectively, including accrued interest and penalties. The unrecognized tax benefit may decrease as a result of the lapse of statute of limitations or as a result of final settlement and resolution of outstanding tax matters in various state and international jurisdictions.

The Company has not provided U.S. income taxes on certain non-U.S. subsidiaries' undistributed earnings as such amounts are permanently reinvested outside the United States. The Company evaluates future financial projections for its most significant subsidiaries, the need to reinvest earnings locally and the overall cash requirements of the Company. Based upon this evaluation, the Company determined that certain undistributed earnings from non-U.S. subsidiaries are indefinitely reinvested. The Company believes that it can generate sufficient cash flows to avoid the one-time tax costs associated with repatriation of undistributed earnings to the U.S. from prior periods. At December 31, 2013 and 2012, such earnings were approximately $815 million and $882 million, respectively. If these earnings were repatriated at December 31, 2013, the one-time tax cost associated with the repatriation would be approximately $159 million.

See Note 11, Income Taxes, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data," for additional disclosures related to these items.

Research and Development

Internal funding for research and development was as follows:

	Research and Development Expenses		
(In millions)	2013	2012	2011
Harsco Metals & Minerals Segment	$1.9	$1.7	$1.8
Harsco Infrastructure Segment	2.9	3.1	2.7
Harsco Rail Segment	3.4	3.3	0.9
Harsco Industrial Segment	1.3	0.9	0.7
Consolidated Totals	$9.6	$9.1	$6.0

The amounts shown exclude technology development and engineering costs classified in cost of services sold; cost of products sold; or selling, general and administrative expenses.

Recently Adopted and Recently Issued Accounting Standards

Information on recently adopted and recently issued accounting standards is included in Note 2, Recently Adopted and Recently Issued Accounting Standards, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data."

Dividend Action

The Company has paid dividends each year since 1939. The Company paid four quarterly cash dividends of $0.205 per share in 2013, for an annual rate of $0.82 per share. The Board normally reviews the dividend rate periodically during the year and annually at its fourth quarter meeting. There are no significant restrictions on the payment of dividends.

The February 18, 2014 dividend payment of $0.205 per share marked the 255th consecutive quarterly dividend. The Company is philosophically committed to maintaining or increasing the dividend at a sustainable level.

On January 28, 2014, the Company's Board declared a quarterly cash dividend of $0.205 per share, payable May 15, 2014 to stockholders of record at the close of business on April 15, 2014.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

See Part I, Item 1A, "Risk Factors," for quantitative and qualitative disclosures about market risk.

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Item 8. Financial Statements and Supplementary Data.
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Management's Report on Internal Control Over Financial Reporting

Management of Harsco Corporation, together with its consolidated subsidiaries (the "Company"), is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Securities Exchange Act Rule 13a-15(f) or 15d-15(e). The Company's internal control over financial reporting is a process designed under the supervision of the Company's principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's consolidated financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States of America.

The Company's internal control over financial reporting includes policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets of the Company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and the directors of the Company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the Company's consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

Management has assessed the effectiveness of its internal control over financial reporting at December 31, 2013 based on the framework established in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management has determined that the Company's internal control over financial reporting was effective at December 31, 2013.

The effectiveness of the Company's internal control over financial reporting at December 31, 2013 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report appearing in this Annual Report on Form 10-K, which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting at December 31, 2013.

/s/ PATRICK K. DECKER	/s/ F. NICHOLAS GRASBERGER, III
Patrick K. Decker	F. Nicholas Grasberger, III
President, Chief Executive Officer and Director	Senior Vice President and Chief Financial Officer
February 27, 2014	February 27, 2014

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Report of Independent Registered Public Accounting Firm

To The Stockholders of the Corporation:

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Harsco Corporation at December 31, 2013 and December 31, 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP
Philadelphia, Pennsylvania
February 27, 2014

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HARSCO CORPORATION
CONSOLIDATED BALANCE SHEETS

(In thousands, except share amounts)	December 31 2013	December 31 2012
ASSETS		
Current assets:		
Cash and cash equivalents	$93,605	$95,250
Trade accounts receivable, net	353,181	600,264
Other receivables	46,470	39,836
Inventories	155,689	236,512
Assets held-for-sale	113,968	2,399
Other current assets	75,842	92,182
Total current assets	838,755	1,066,443
Investments	298,856	3,201
Property, plant and equipment, net	711,346	1,266,225
Goodwill	431,265	429,198
Intangible assets, net	53,261	77,726
Other assets	108,265	133,176
Total assets	$2,441,748	$2,975,969
LIABILITIES		
Current liabilities:		
Short-term borrowings	$7,489	$8,560
Current maturities of long-term debt	20,257	3,278
Accounts payable	181,410	221,479
Accrued compensation	53,113	94,398
Income taxes payable	7,199	10,109
Dividends payable	16,536	16,520
Insurance liabilities	10,523	19,434
Advances on contracts	24,053	47,696
Liabilities of assets held-for-sale	109,176	—
Due to unconsolidated affiliate	24,954	—
Unit adjustment liability	22,320	—
Other current liabilities	129,739	216,101
Total current liabilities	606,769	637,575
Long-term debt	783,158	957,428
Deferred income taxes	8,217	18,880
Insurance liabilities	41,879	63,248
Retirement plan liabilities	241,049	385,062
Due to unconsolidated affiliate	27,292	—
Unit adjustment liability	84,023	—
Other liabilities	42,526	52,152
Total liabilities	1,834,913	2,114,345
COMMITMENTS AND CONTINGENCIES		
HARSCO CORPORATION STOCKHOLDERS' EQUITY		
Preferred stock, Series A junior participating cumulative preferred stock	—	—
Common stock, par value $1.25 (issued 112,198,693 and 112,063,938 shares at December 31, 2013 and 2012, respectively)	140,248	140,080

Additional paid-in capital	159,025	152,645
Accumulated other comprehensive loss	(370,615)	(411,168)
Retained earnings	1,381,321	1,675,490
Treasury stock, at cost (31,519,768 and 31,479,310 shares at December 31, 2013 and 2012, respectively)	(746,237)	(745,205)
Total Harsco Corporation stockholders' equity	563,742	811,842
Noncontrolling interests	43,093	49,782
Total equity	606,835	861,624
Total liabilities and equity	$2,441,748	$2,975,969

See accompanying notes to consolidated financial statements.

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HARSCO CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS

	Years ended December 31		
(In thousands, except per share amounts)	2013	2012	2011
Revenues from continuing operations:			
Service revenues	$2,229,966	$2,340,996	$2,700,664
Product revenues	666,554	705,022	602,076
Total revenues	2,896,520	3,046,018	3,302,740
Costs and expenses from continuing operations:			
Cost of services sold	1,766,730	1,861,732	2,162,948
Cost of products sold	467,485	487,784	407,680
Selling, general and administrative expenses	481,052	503,339	535,679
Research and development expenses	9,570	9,139	6,044
Goodwill impairment charge	—	265,038	—
Loss on disposal of Harsco Infrastructure Segment and transaction costs	291,372	—	—
Other expenses	15,110	93,776	102,740
Total costs and expenses	3,031,319	3,220,808	3,215,091
Operating income (loss) from continuing operations	(134,799)	(174,790)	87,649
Interest income	2,087	3,676	2,751
Interest expense	(49,654)	(47,381)	(48,735)
Change in fair value to unit adjustment liability	(966)	—	—
Income (loss) from continuing operations before income taxes and equity income	(183,332)	(218,495)	41,665
Income tax expense	(34,912)	(35,251)	(49,848)
Equity in income of unconsolidated entities, net	1,548	564	690
Loss from continuing operations	(216,696)	(253,182)	(7,493)
Discontinued operations:			
Loss on disposal of discontinued business	(2,398)	(1,843)	(3,306)
Income tax benefit related to discontinued business	906	924	1,243
Loss from discontinued operations	(1,492)	(919)	(2,063)
Net Loss	(218,188)	(254,101)	(9,556)
Less: Net income attributable to noncontrolling interests	(9,753)	(511)	(1,954)
Net loss attributable to Harsco Corporation	$(227,941)	$(254,612)	$(11,510)
Amounts attributable to Harsco Corporation common stockholders:			
Loss from continuing operations, net of tax	$(226,449)	$(253,693)	$(9,447)
Loss from discontinued operations, net of tax	(1,492)	(919)	(2,063)
Net Loss attributable to Harsco Corporation common stockholders	$(227,941)	$(254,612)	$(11,510)
Weighted average shares of common stock outstanding	80,755	80,632	80,736
Basic loss per share attributable to Harsco Corporation common stockholders:			
Continuing operations	$(2.80)	$(3.15)	$(0.12)
Discontinued operations	(0.02)	(0.01)	(0.03)
Basic loss per share attributable to Harsco Corporation common stockholders	$(2.82)	$(3.16)	$(0.14) (a)

Diluted weighted average shares of common stock outstanding	80,755		80,632		80,736		
Diluted loss per share attributable to Harsco Corporation common stockholders:							
Continuing operations	$(2.80	)	$(3.15	)	$(0.12	)	
Discontinued operations	(0.02	)	(0.01	)	(0.03	)	
Diluted loss per share attributable to Harsco Corporation common stockholders	$(2.82	)	$(3.16	)	$(0.14	)	(a)

(a) Does not total due to rounding.

See accompanying notes to consolidated financial statements.

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HARSCO CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Years ended December 31		
(In thousands)	2013	2012	2011
Net loss	$(218,188)	$(254,101)	$(9,556)
Other comprehensive income (loss):			
Foreign currency translation adjustments, net of deferred income taxes	(55,827)	11,434	(60,575)
Net gains (losses) on cash flow hedging instruments, net of deferred income taxes of $(1,410), $567 and $(2,126) in 2013, 2012 and 2011, respectively	1,047	(4,333)	5,991
Reclassification adjustment for gain on cash flow hedging instruments, net of deferred income taxes of $25 in 2011	—	—	(58)
Pension liability adjustments, net of deferred income taxes of $(11,095), $7,572 and $19,143 in 2013, 2012 and 2011, respectively	95,604	(53,645)	(123,827)
Unrealized gain (loss) on marketable securities, net of deferred income taxes of $(18), $(3) and $7 in 2013, 2012 and 2011, respectively	31	6	(11)
Total other comprehensive income (loss)	40,855	(46,538)	(178,480)
Total comprehensive loss	(177,333)	(300,639)	(188,036)
Less: Comprehensive income attributable to noncontrolling interests	(10,055)	(950)	(1,733)
Comprehensive loss attributable to Harsco Corporation	$(187,388)	$(301,589)	$(189,769)

See accompanying notes to consolidated financial statements.

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HARSCO CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years ended December 31		
(In thousands)	2013	2012	2011
Cash flows from operating activities:			
Net loss	$(218,188)	$(254,101)	$(9,556)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Depreciation	221,266	251,905	276,021
Amortization	15,775	20,212	34,420
Deferred income tax expense (benefit)	(18,427)	(10,708)	20,826
Equity in income of unconsolidated entities, net	(1,548)	(564)	(690)
Dividends from unconsolidated entities	37	308	226
Harsco 2011/2012 Restructuring Program non-cash adjustment	—	31,443	67,320
Goodwill impairment charge	—	265,038	—
Loss on disposal of Harsco Infrastructure Segment	271,296	—	—
Other, net	2,735	(27,098)	(7,432)
Changes in assets and liabilities, net of acquisitions and dispositions of businesses:			
Accounts receivable	(34,504)	22,016	(58,011)
Inventories	18,510	2,365	7,976
Accounts payable	14,319	(37,649)	(2,713)
Accrued interest payable	(1,836)	(319)	(375)
Accrued compensation	(9,860)	517	12,554
Harsco Infrastructure Segment 2010 Restructuring Program accrual	(6,788)	(5,211)	(19,629)
Harsco 2011/2012 Restructuring Program accrual	(17,705)	(7,883)	30,471
Other assets and liabilities	(46,827)	(51,392)	(52,632)
Net cash provided by operating activities	188,255	198,879	298,776
Cash flows from investing activities:			
Purchases of property, plant and equipment	(246,147)	(265,023)	(313,101)
Proceeds from the Infrastructure transaction	303,039	—	—
Proceeds from sales of assets	18,984	49,779	42,653
Purchase of businesses, net of cash acquired*	(2,849)	(740)	(1,938)
Other investing activities, net	(10,342)	(3,284)	16,564
Net cash provided (used) by investing activities	62,685	(219,268)	(255,822)
Cash flows from financing activities:			
Short-term borrowings, net	(1,901)	(43,464)	21,637
Current maturities and long-term debt:			
Additions	316,804	285,850	301,515
Reductions	(498,600)	(184,372)	(297,854)
Cash dividends paid on common stock	(66,211)	(66,068)	(66,146)
Dividends paid to noncontrolling interests	(3,381)	(2,605)	(4,171)
Purchase of noncontrolling interests	(166)	—	—
Contributions from noncontrolling interests	4,825	8,097	8,851
Common stock issued—options	371	725	2,403
Common stock acquired for treasury	—	—	(5,788)
Other financing activities, net	(405)	(2,709)	(1)
Net cash used by financing activities	(248,664)	(4,546)	(39,554)
Effect of exchange rate changes on cash	(3,921)	(999)	(6,454)
Net decrease in cash and cash equivalents	(1,645)	(25,934)	(3,054)

Cash and cash equivalents at beginning of period	95,250	121,184	124,238
Cash and cash equivalents at end of period	$93,605	$95,250	$121,184
*Purchase of businesses, net of cash acquired			
Property, plant and equipment	$(2,437)	$—	$(1,394)
Other noncurrent assets and liabilities, net	(412)	(740)	(544)
Net cash used to acquire businesses	$(2,849)	$(740)	$(1,938)

See accompanying notes to consolidated financial statements.

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HARSCO CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(In thousands, except share and per share amounts)	Common Stock Issued	Common Stock Treasury	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total
Balances, January 1, 2011	$139,514	$(737,106)	$141,298	$2,073,920	$ (185,932)	$ 36,451	$1,468,145
Net income (loss)				(11,510)		1,954	(9,556)
Cash dividends declared:							
Common @ $0.82 per share				(66,176)			(66,176)
Noncontrolling interests						(4,171)	(4,171)
Translation adjustments, net of deferred income taxes of $2,504					(60,354)	(221)	(60,575)
Cash flow hedging instrument adjustments, net of deferred income taxes of $(2,101)					5,933		5,933
Contributions from noncontrolling interests						9,526	9,526
Pension liability adjustments, net of deferred income taxes of $19,143					(123,827)		(123,827)
Marketable securities unrealized gains, net of deferred income taxes of $7					(11)		(11)
Stock options exercised, net 157,058 shares	249	(840)	2,910				2,319
Vesting of restricted stock units, net 92,630 shares	151	(910)	985				226
Treasury shares repurchased, 286,577		(5,788)					(5,788)
Amortization of unearned stock-based, compensation, net of forfeitures			3,873				3,873
Balances, December 31, 2011	$139,914	$(744,644)	$149,066	$1,996,234	$ (364,191)	$ 43,539	$1,219,918

HARSCO CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Continued)

(In thousands, except share and per share	Common Stock Issued	Common Stock Treasury	Additional	Retained Earnings	Accumulated Other	Noncontrolling Interests	Total

amounts)			Paid-in Capital		Comprehensive Income (Loss)		
Balances, January 1, 2012	$139,914	$(744,644)	$149,066	$1,996,234	$ (364,191)	$ 43,539	$1,219,918
Net income (loss)				(254,612)		511	(254,101)
Cash dividends declared:							
Common @ $0.82 per share				(66,132)			(66,132)
Noncontrolling interests						(2,605)	(2,605)
Translation adjustments, net of deferred income taxes of $(5,436)					10,995	439	11,434
Cash flow hedging instrument adjustments, net of deferred income taxes of $567					(4,333)		(4,333)
Contributions from noncontrolling interests						8,602	8,602
Sale of investment in consolidated subsidiary						(704)	(704)
Pension liability adjustments, net of deferred income taxes of $7,572					(53,645)		(53,645)
Marketable securities unrealized gains, net of deferred income taxes of $(3)					6		6
Stock options exercised, 38,900 shares	49		661				710
Vesting of restricted stock units and other stock grants, net 68,558 shares	117	(561)	959				515
Amortization of unearned stock-based compensation, net of forfeitures			1,959				1,959
Balances, December 31, 2012	$140,080	$(745,205)	$152,645	$1,675,490	$ (411,168)	$ 49,782	$861,624

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HARSCO CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Continued)

(In thousands, except share and per share amounts)	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss) (a)	Noncontrolling Interests	Total
	Issued	Treasury					
Balances, January 1, 2013	$140,080	$(745,205)	$152,645	$1,675,490	$(411,168)	$49,782	$861,624
Net income (loss)				(227,941)		9,753	(218,188)
Cash dividends declared:							
Common @ $0.82 per share				(66,228)			(66,228)
Noncontrolling interests						(4,764)	(4,764)
Translation adjustments, net of deferred income taxes of $(5,924)					(56,198)	371	(55,827)
Cash flow hedging instrument adjustments, net of deferred income taxes of $(1,410)					1,116	(69)	1,047
Contributions from noncontrolling interests						4,825	4,825
Purchase of subsidiary shares from noncontrolling interest			(292)			107	(185)
Noncontrolling interests transferred in the Infrastructure transaction (see Note 3, Acquisitions and Dispositions)			1,003			(16,912)	(15,909)
Pension liability adjustments, net of deferred income taxes of $(11,095)					95,604		95,604
Marketable securities unrealized gains, net of deferred income taxes of $(18)					31		31
Stock options exercised, net 20,000 shares	25		375				400
Vesting of restricted stock units and other stock grants, net 74,297 shares	143	(1,032)	2,074				1,185
Amortization of unearned portion of			3,220				3,220

stock-based compensation, net of forfeitures							
Balances, December 31, 2013	$140,248	$(746,237)	$159,025	$1,381,321	$(370,615)	$43,093	$606,835

(a) Includes changes due to the Infrastructure transaction. See Note 18, Components of Other Comprehensive Loss.

See accompanying notes to consolidated financial statements.

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HARSCO CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
1. Summary of Significant Accounting Policies
On November 26, 2013, the Company consummated the previously announced transaction to sell the Company's Harsco Infrastructure Segment into a strategic venture with Clayton, Dubilier & Rice ("CD&R") as part of a transaction that combines the Harsco Infrastructure Segment with Brand Energy & Infrastructure Services, Inc., which CD&R simultaneously acquired (the "Infrastructure transaction"). See Note 3, Acquisitions and Dispositions, for additional information on the Infrastructure transaction.

Consolidation
The consolidated financial statements include all accounts of Harsco Corporation (the "Company"), all entities in which the Company has a controlling voting interest, and variable interest entities required to be consolidated in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"). Intercompany accounts and transactions have been eliminated among consolidated entities.

The Company's management has evaluated all activity of the Company and concluded that subsequent events are properly reflected in the Company's consolidated financial statements and notes as required by U.S. GAAP.

Reclassifications and Out of Period Adjustments
Certain reclassifications have been made to prior year amounts to conform with current year classifications.

During the second quarter of 2013, the Company recorded non-cash out-of-period adjustments that had the net effect of increasing after-tax income by $3.0 million, or $0.04 per diluted share, for the second quarter of 2013, and by $2.6 million, or $0.03 per diluted share, for the first half of 2013. The adjustments are primarily the result of correcting claims-paid information for certain international accrued insurance reserves which were identified during the regular, periodic evaluation of these reserves during the quarter. The Company assessed the individual and aggregate impact of these adjustments on the current year and all prior periods and determined that the cumulative effect of the adjustments was not material to the full-year 2013 results, and did not result in a material misstatement to any previously issued annual or quarterly financial statements. Consequently, the Company recorded the $3.0 million net adjustment in the second quarter of 2013 and has not revised any previously issued annual financial statements or interim financial data.

Cash and Cash Equivalents
Cash and cash equivalents include cash on hand, demand deposits and short-term investments that are highly liquid in nature and have an original maturity of three months or less.

Equity Method Investments
The equity method of accounting is used for investments in which the Company has the ability to exercise significant influence over, but not control of, an investee. Significant influence generally exists if the Company has an ownership interest representing between 20% and 50% of the voting stock of an investee. Equity method investments are recorded at initial fair value and are adjusted to recognize the Company's proportionate share of the investee's net income or losses after the date of the investment, additional contributions made, distributions received, and impairments resulting from other-than-temporary declines in estimated fair value.

Equity method investments are reviewed for impairment whenever events or changes in circumstances indicate that an other-than-temporary decline in the estimated fair value of the investment has occurred. In these instances, the Company compares the estimated fair value of the investment to the book value of the investment to determine if an impairment has occurred. If the estimated fair value of the investment is less than the book value of the investment

and the decline is considered to be other-than-temporary, the excess of the book value over the estimated fair value is recognized as an impairment.

See Note 5, Equity Method Investments, for additional information on equity method investments.

Inventories

Inventories are stated at the lower of cost or market. Inventories in the United States are principally accounted for using the last-in, first-out ("LIFO") method. The Company's remaining inventories are accounted for using the first-in, first-out ("FIFO") or average cost methods. See Note 4, Accounts Receivable and Inventories, for additional information on inventories.

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Depreciation
Property, plant and equipment is recorded at cost and depreciated over the estimated useful lives of the assets using principally the straight-line method. When property is retired from service, the cost of the retirement is charged to the allowance for depreciation to the extent of the accumulated depreciation and the balance is charged to income. Long-lived assets to be disposed of by sale are not depreciated while they are held for sale.

Leases
The Company leases certain property and equipment under noncancelable lease agreements. All lease agreements are evaluated and classified as either an operating lease or capital lease in accordance with U.S. GAAP. A lease is classified as a capital lease if any of the following criteria are met: transfer of ownership to the Company by the end of the lease term; the lease contains a bargain purchase option; the lease term is equal to or greater than 75% of the asset's economic life; or the present value of future minimum lease payments is equal to or greater than 90% of the asset's fair market value. Operating lease expense is recognized ratably over the lease term, including rent abatement periods and rent holidays. See Note 6, Property, Plant and Equipment, and Note 8, Debt and Credit Agreements, for additional information on capital leases and Note 9, Operating Leases, for additional information on operating leases.

Goodwill and Other Intangible Assets
In accordance with U.S. GAAP, goodwill is not amortized and is tested for impairment at least annually, or more frequently if indicators of impairment exist, or if a decision is made to dispose of a business. Goodwill is allocated among and evaluated for impairment at the reporting unit level, which is defined as an operating segment or one level below for which discrete financial information is available. A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include declining cash flows or operating losses at the reporting unit level, a significant adverse change in legal factors or business climate, an adverse action or assessment by a regulator, unanticipated competition, a loss of key personnel, or a more-likely-than-not expectation that a reporting unit or a significant portion of a reporting unit will be sold or otherwise disposed of, among others.

The Company performs the annual goodwill impairment test as of October 1. The Company has seven reporting units (only three of which have goodwill associated with them as of December 31, 2013), of which two are included in the Harsco Metals & Minerals Segment. The remaining reporting unit is the Harsco Rail Segment. Almost all of the Company's goodwill is allocated to the Harsco Metals business, which is included in the Harsco Metals & Minerals Segment.

The evaluation of potential goodwill impairment involves comparing the current fair value of each reporting unit to its net book value, including goodwill. The Company uses a discounted cash flow model ("DCF model") to estimate the current fair value of reporting units, as management believes forecasted operating cash flows are the best indicator of current fair value. A number of significant assumptions and estimates are involved in the preparation of DCF models including future revenues and operating margin growth, the weighted-average cost of capital ("WACC"), tax rates, capital spending, pension funding, the impact of business initiatives, and working capital projections. These assumptions and estimates may vary significantly between reporting units. DCF models are based on approved operating plans for the early years and historical relationships and projections for later years. WACC rates are derived from internal and external factors including, but not limited to, the average market price of the Company's stock, shares outstanding, book value of the Company's debt, the long-term risk free interest rate, and both market and size-specific risk premiums. Due to the many variables noted above and the relative size of the Company's goodwill, differences in assumptions may have a material impact on the results of the Company's annual goodwill impairment testing. If the net book value of a reporting unit were to exceed its current fair value, the second step of the goodwill impairment test would be required to determine if an impairment existed and the amount of goodwill impairment to record, if any. The second step of the goodwill impairment test compares the net book value of a reporting unit's goodwill with the implied fair value of that goodwill. The implied fair value of goodwill represents the excess of fair

value of the reporting unit over the fair value amounts assigned to all of the assets and liabilities of the reporting unit if it were to be acquired in a business combination and the current fair value of the reporting unit represented the purchase price. The second step of the goodwill impairment test requires the utilization of valuation experts.

See Note 7, Goodwill and Other Intangible Assets, for additional information on goodwill.

Impairment of Long-Lived Assets (Other than Goodwill)
Long-lived assets are reviewed for impairment when events and circumstances indicate that the carrying amount of an asset may not be recoverable. The Company's policy is to determine if an impairment loss exists when it is determined that the carrying amount of the asset exceeds the sum of the expected undiscounted future cash flows resulting from use of the asset, and its eventual disposition. Impairment losses are measured as the amount by which the carrying amount of the asset exceeds its fair value, normally as determined in either open market transactions or through the use of a discounted cash flow model. Long-lived assets to be disposed of are reported at the lower of the carrying amount or fair value less cost to sell. See Note 3, Acquisitions and Dispositions, and Note 17, Other Expenses, for additional information on impairment of long-lived assets (other than goodwill).

Revenue Recognition
Service revenues and product revenues are recognized when they are realized or realizable and when earned. Revenue is realized or realizable and earned when all of the following criteria are met: persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the Company's price to the buyer is fixed or determinable and collectability is reasonably assured. Service revenues include the Harsco Infrastructure Segment as well as service revenues of the Harsco Metals & Minerals and Harsco Rail Segments. Product revenues include the Harsco Industrial Segment and the product revenues of the Harsco Metals & Minerals and Harsco Rail Segments.
Harsco Metals & Minerals Segment—This Segment provides services predominantly on a long-term, volume-of-production contract basis. Contracts may include both fixed monthly fees as well as variable fees based upon specific services provided to the customer. The fixed-fee portion is recognized periodically as earned (normally monthly) over the contractual period. The variable-fee portion is recognized as services are performed and differs from period to period based upon the actual provision of services. This Segment also sells industrial abrasives and roofing granules products. Product revenues are recognized generally when title and risk of loss transfer, and when all revenue recognition criteria have been met. Title and risk of loss for domestic shipments generally transfer to the customer at the point of shipment. For export sales, title and risk of loss transfer in accordance with the international commercial terms included in the specific customer contract.
Harsco Infrastructure Segment—This Segment historically provided services under both fixed-fee and time-and-materials short-term contracts, rented equipment under month-to-month rental contracts and, to a lesser extent, sold products to customers. Equipment rentals were recognized as earned over the contractual rental period. Services provided on a fixed-fee basis were recognized over the contractual period based upon the completion of specific units of accounting (i.e., erection and dismantling of equipment). Services provided on a time-and-materials basis were recognized when earned as services were performed. Product revenue was recognized when title and risk of loss transferred and when all revenue recognition criteria had been met. As a result of the Infrastructure transaction, this Segment no longer recognizes revenue from operations. See Note 3, Acquisitions and Dispositions, for additional information on the Infrastructure transaction.
Harsco Rail Segment—This Segment sells railway track maintenance equipment, parts and provides railway track maintenance services. Product revenue is recognized generally when title and risk of loss transfer, and when all of the revenue recognition criteria have been met. Title and risk of loss for domestic shipments generally transfer to the customer at the point of shipment. For export sales, title and risk of loss transfer in accordance with the international commercial terms included in the specific customer contract. Revenue may be recognized subsequent to the transfer of title and risk of loss for certain product sales, if the specific sales contract includes a customer acceptance clause that provides for different timing. In those situations revenue is recognized after transfer of title and risk of loss and after customer acceptance. Services are predominantly on a long-term, time-and-materials contract basis. Revenue is recognized when earned as services are performed within the long-term contracts.
Harsco Industrial Segment—This Segment sells industrial grating products, heat exchangers, and heat transfer products. Product revenues are generally recognized when title and risk of loss transfer, and when all of the revenue recognition criteria have been met. Title and risk of loss for domestic shipments generally transfer to the customer at the point of shipment. For export sales, title and risk of loss transfer in accordance with the international commercial terms

included in the specific customer contract.

Income Taxes

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of the events that have been included in the consolidated financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

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The Company records deferred tax assets to the extent that the Company believes that these assets will more-likely-than-not be realized. In making such determinations, the Company considers all available positive and negative evidence, including future reversals of existing deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial results. In the event the Company was to determine that it would be able to realize deferred income tax assets in the future in excess of their net recorded amount, an adjustment to the valuation allowance would be made that would reduce the provision for income taxes.

The Company prepares and files its tax returns based on its interpretation of tax laws and regulations and records its provision for income taxes based on these interpretations. Uncertainties may exist in estimating the Company's tax provisions and in filing its tax returns in the many jurisdictions in which the Company operates, and as a result these interpretations may give rise to an uncertain tax position. The tax benefit from an uncertain tax position is recognized when it is more-likely-than-not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on its technical merits. Each subsequent period the Company determines if existing or new uncertain tax positions meet a more-likely-than-not recognition threshold and adjust accordingly.

The Company recognizes interest and penalties related to unrecognized tax benefits within Income tax expense in the accompanying Consolidated Statements of Operations. Accrued interest and penalties are included in Other liabilities on the Consolidated Balance Sheets.

In general, it is the practice and the intention of the Company to reinvest the undistributed earnings of its non-U.S. subsidiaries. Should the Company repatriate future earnings, such amounts would become subject to U.S. taxation upon remittance of dividends and under certain other circumstances, thereby giving recognition to current tax expense and to international tax credits.

The significant assumptions and estimates described in the preceding paragraphs are important contributors to the effective tax rate each year.

See Note 11, Income Taxes, for additional information on income taxes.

Accrued Insurance and Loss Reserves

The Company retains a significant portion of the risk for U.S. workers' compensation, U.K. employers' liability, automobile, general and product liability losses. During 2013, 2012 and 2011, the Company recorded insurance expense from continuing operations related to these lines of coverage of $30.0 million, $33.8 million and $37.0 million, respectively. Reserves have been recorded that reflect the undiscounted estimated liabilities including claims incurred but not reported. When a recognized liability is covered by third-party insurance, the Company records an insurance claim receivable to reflect the covered liability. Changes in the estimates of the reserves are included in net loss in the period determined. During 2013, 2012 and 2011, the Company recorded retrospective insurance reserve adjustments that decreased pre-tax insurance expense from continuing operations for self-insured programs by $7.2 million, $4.3 million and $2.7 million, respectively. At December 31, 2013 and 2012, the Company has recorded liabilities of $52.4 million and $82.7 million, respectively, related to both asserted as well as unasserted insurance claims. Included in the balance at December 31, 2013 and 2012 were $4.0 million and $3.6 million, respectively, of recognized liabilities covered by insurance carriers. Amounts estimated to be paid within one year have been classified as current Insurance liabilities, with the remainder included in non-current Insurance liabilities on the Consolidated Balance Sheets.

The decrease in recorded liabilities related to both asserted as well as unasserted insurance claims since December 31, 2012, primarily relates to the consummation of the Infrastructure transaction. See Note 3, Acquisitions and Dispositions, for additional information related to the Infrastructure transaction.

Warranties

The Company has recorded product warranty reserves of $9.5 million, $9.1 million and $5.6 million at December 31, 2013, 2012 and 2011, respectively. The Company provides for warranties of certain products as they are sold. The following table summarizes the warranty activity for 2013, 2012 and 2011:

(In thousands)	2013	2012	2011
Warranty reserves, beginning of the year	$9,092	$5,596	$5,037
Accruals for warranties issued during the year	5,016	7,935	4,003

Reductions related to pre-existing warranties	(1,966)	(2,401)	(1,769)
Warranties paid	(2,573)	(1,958)	(1,677)
Other (principally foreign currency translation)	(21)	(80)	2
Warranty reserves, end of the year	$9,548	$9,092	$5,596

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Warranty expense and payments are incurred principally in the Harsco Rail and Harsco Industrial Segments. Warranty activity may vary from year to year depending upon the mix of revenues and contractual terms related to product warranties.

Foreign Currency Translation

The financial statements of the Company's subsidiaries outside the United States, except for those subsidiaries located in highly inflationary economies and those entities for which the U.S. dollar is the currency of the primary economic environment in which the entity operates, are measured using the local currency as the functional currency. Assets and liabilities of these subsidiaries are translated at the exchange rates at the balance sheet date. Resulting translation adjustments are recorded in the cumulative translation adjustment account, a separate component of Accumulated other comprehensive loss on the Consolidated Balance Sheets. Income and expense items are translated at average monthly exchange rates. Gains and losses from foreign currency transactions are included in net income loss. For subsidiaries operating in highly inflationary economies, and those entities for which the U.S. dollar is the currency of the primary economic environment in which the entity operates, gains and losses on foreign currency transactions and balance sheet translation adjustments are included in net loss. In 2013, 2012 and 2011, the Company had no subsidiaries operating in highly inflationary economies.

Financial Instruments and Hedging

The Company has operations throughout the world that are exposed to fluctuations in related foreign currencies in the normal course of business. The Company seeks to reduce exposure to foreign currency fluctuations through the use of forward exchange contracts. The Company does not hold or issue financial instruments for trading purposes, and it is the Company's policy to prohibit the use of derivatives for speculative purposes. The Company has a Foreign Currency Risk Management Committee that meets periodically to monitor foreign currency risks.

The Company executes foreign currency forward exchange contracts to hedge transactions for firm purchase commitments, to hedge variable cash flows of forecasted transactions and for export sales denominated in foreign currencies. These contracts are generally for 90 days or less; however, where appropriate, longer-term contracts may be utilized. For those contracts that are designated as qualified cash flow hedges, gains or losses are recorded in Accumulated other comprehensive loss on the Consolidated Balance Sheets.

The Company uses cross currency interest rate swaps in conjunction with certain debt issuances in order to lock in fixed local currency interest rates. Under these cross currency interest rate swaps, the Company receives interest based on a fixed or variable U.S. dollar rate and pays interest based on a fixed local currency rate based on the contractual amounts in U.S. dollars and the local currency, respectively.

Amounts recorded in Accumulated other comprehensive loss on the Consolidated Balance Sheets are reclassified into operations in the same period or periods during which the hedged forecasted transaction affects income. The cash flows from these contracts are classified consistent with the cash flows from the transaction being hedged (e.g., the cash flows related to contracts to hedge the purchase of fixed assets are included in cash flows from investing activities, etc.). The Company also enters into certain forward exchange contracts that are not designated as hedges. Gains and losses on these contracts are recognized in operations based on changes in fair market value. For fair value hedges of a firm commitment, the gain or loss on the derivative and the offsetting gain or loss on the hedged firm commitment are recognized currently in operations.

See Note 15, Financial Instruments for additional information financial instruments and hedging.

Earnings Per Share

Basic earnings per share are calculated using the weighted-average shares of common stock outstanding, while diluted earnings per share reflect the dilutive effects of stock-based compensation. All share and per share amounts are restated for any stock splits and stock dividends that occur prior to the issuance of the financial statements. See Note 13, Capital Stock, for additional information on earnings per share.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses. Actual results could differ from those estimates.

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2. Recently Adopted and Recently Issued Accounting Standards

The following accounting standards have been adopted in 2013:

On January 1, 2013, the Company adopted Financial Accounting Standards Board ("FASB") issued changes related to offsetting assets and liabilities. The changes require additional disclosure regarding the offsetting of assets and liabilities to enable users of financial statements to understand the effect on financial position. The adoption of these changes did not have a material impact on the Company's consolidated financial statements. The disclosures required by these changes are included in Note 15, Financial Instruments.

On January 1, 2013, the Company adopted FASB issued changes related to the presentation of reclassification adjustments out of accumulated other comprehensive income. These changes require additional disclosure related to changes in accumulated other comprehensive income by component and significant items reclassified out of accumulated other comprehensive income. Other than the additional disclosure requirements, the adoption of these changes did not have a material impact on the Company's consolidated financial statements. The disclosures required by these changes are included in Note 18, Components of Accumulated Other Comprehensive Loss.

On July 17, 2013, the Company adopted FASB issued changes related to the inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a benchmark interest rate for hedge accounting purposes. These changes also removed restrictions on using different benchmark rates for similar hedges. The adoption of these changes did not have a material impact on the Company's consolidated financial statements.

The following accounting standards have been issued and become effective for the Company at a future date:

In March 2013, the FASB issued changes related to a parent's accounting for the cumulative translation adjustment upon derecognition of certain subsidiaries or groups of assets within a foreign entity or of an investment in a foreign entity. The changes resolve diversity in practice related to these matters. The changes became effective for the Company on January 1, 2014. Management has determined that these changes will not have a material impact on the Company's consolidated financial statements.

In July 2013, the FASB issued changes related to financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists that could be used to offset the liability for an uncertain tax position. The changes resolve diversity in practice related to these matters. The changes became effective for the Company on January 1, 2014. Management has determined that these changes will not have a material impact on the Company's consolidated financial statements.

3. Acquisitions and Dispositions

Acquisitions

In January 2014, the Company acquired Hammco Corporation ("Hammco"), a U.S. manufacturer of high specification air-cooled heat exchangers for the natural gas and petrochemical processing markets.

Certain of the Company's acquisitions in prior years included contingent consideration features for which defined goals needed to be met by the acquired business in order for payment of the consideration. Each quarter until settlement of these contingencies, the Company assessed the likelihood that an acquired business would achieve the goals and the resulting fair value of the contingency. In accordance with U.S. GAAP, these adjustments were recognized in operating income (loss) from continuing operations in the Consolidated Statements of Operations as a component of the Other expenses caption. The Company's assessment of these performance goals resulted in the following reductions to previously recognized contingent consideration liabilities:

	Years Ended December 31		
(In thousands)	2013	2012	2011
Reduction of contingent consideration liabilities	$—	$—	$3,966

All contingent consideration liabilities have been settled and there was no recorded contingent consideration liability as of December 31, 2013 or 2012.

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Net Loss Attributable to the Company and Changes to Noncontrolling Interest
The following table discloses the effects of changes in the Company's ownership interests in subsidiaries on the Company's equity.

	Years Ended December 31		
(In thousands)	2013	2012	2011
Net loss attributable to the Company	$(227,941)	$(254,612)	$(11,510)
Net increase in the Company's paid-in capital for changes to noncontrolling interest	711	—	—
Change from net loss attributable to the Company and changes to noncontrolling interest	$(227,230)	$(254,612)	$(11,510)

Dispositions

Infrastructure Transaction
On November 26, 2013, the Company consummated the Infrastructure transaction. The Company has contributed substantially all of the Company’s equity interests in, and the net assets of, the Harsco Infrastructure Segment to the strategic venture in exchange for approximately $300 million in cash, subject to working capital and other adjustments, and an approximate 29% equity interest in the resulting entity (the " Infrastructure strategic venture" or "Brand"). The Company’s equity interest in the Infrastructure strategic venture will be accounted for under the equity method of accounting as prescribed by U.S. GAAP. See Note 1, Summary of Significant Accounting Policies, and Note 5, Equity Method Investments, for additional information on equity method investments.

As a result of the Infrastructure transaction, the Company recorded an estimated non-cash long-lived asset impairment charge of $241.3 million during the third quarter of 2013. The Company recorded an additional loss on disposal of Harsco Infrastructure Segment of $30.0 million during the fourth quarter of 2013 related to the Infrastructure transaction. The increase loss on disposal of Harsco Infrastructure Segment from September 30, 2013 was due principally to the final valuation of the equity interest in the Infrastructure strategic venture and changes in working capital and other adjustments. Further adjustments to the impairment charge may be necessary and the final impairment charge may differ, possibly materially, as a result of any adjustments made to the valuation of certain items set forth on the closing statement to be prepared by Brand in connection with the Infrastructure transaction, which is subject to review by the Company and requires final agreement between Brand and the Company. The Company determined that the impairment charges were necessary given the fair value of the consideration received in the Infrastructure transaction. The amount of the impairment charge represents the Company's estimate of the difference between the book value of the Harsco Infrastructure Segment, less costs to sell, and the sum of the cash consideration plus the fair value of the Company's approximate 29% equity interest in the Infrastructure strategic venture. The fair value of the equity interest was determined based on the expected future discounted cash flows of the Infrastructure strategic venture.

While the Infrastructure transaction was consummated on November 26, 2013, necessary regulatory approvals related to certain jurisdictions were still required at December 31, 2013. The carrying amounts of the remaining assets and liabilities that were aggregated in the captions Assets held-for-sale and Liabilities of assets held-for-sale, respectively, on the Consolidated Balance Sheet at December 31, 2013 are as follows:

(In thousands)	December 31 2013	(In thousands)	December 31 2013
Assets held-for-sale:		Liabilities of assets held-for-sale:	
Cash and cash equivalents	$1,290	Accounts payable	$4,143
Trade accounts receivable, net	28,471	Accrued compensation	4,618
Due from unconsolidated affiliate	65,728	Income taxes payable	1,105

Inventories	5,898	Insurance liabilities - current portion	21
Other current assets	2,129	Due to unconsolidated affiliate	97,079
Property, plant and equipment, net	10,343	Other current liabilities	2,210
Other assets	109		
	$113,968		$109,176

The ownership interest in the jurisdictions representing the assets held-for-sale and liabilities of assets held-for-sale at December 31, 2013 were transferred to Brand during January 2014, subject to satisfaction of customary closing conditions.

Additionally, the Company incurred $20.1 million of transaction costs during the year ended December 31, 2013 in conjunction with the Infrastructure transaction.

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Harsco Gas Technologies

Consistent with the Company's strategic focus to grow and allocate financial resources principally to its industrial services businesses, the Company sold its Gas Technologies Segment to Taylor Wharton International in 2007. The Company recorded after-tax losses from discontinued operations of $1.5 million, $0.9 million and $2.1 million, in 2013, 2012 and 2011, respectively. The losses incurred in 2013, 2012 and 2011 included charges related to potential and contingent claims. The Consolidated Statements of Operations for the years ended 2013, 2012 and 2011 reflect the Gas Technologies Segment's results as discontinued operations.

4. Accounts Receivable and Inventories

Accounts receivable consist of the following:

(In thousands)	Accounts Receivable December 31 2013	December 31 2012
Trade accounts receivable	$359,819	$617,517
Less: Allowance for doubtful accounts	(6,638)	(17,253)
Trade accounts receivable, net	$353,181	$600,264
Other receivables (a)	$46,470	$39,836

(a) Other receivables include insurance claim receivables, employee receivables, tax claim receivables and other miscellaneous receivables not included in Trade accounts receivable, net.

The following table reflects the provision for doubtful accounts related to trade accounts receivable for the years ended December 31, 2013, 2012 and 2011:

	Years Ended December 31		
(In thousands)	2013	2012	2011
Provision for doubtful accounts related to trade accounts receivable	$10,175	$11,266	$7,880

Inventories consist of the following:

(In thousands)	Inventories December 31 2013	December 31 2012
Finished goods	$23,112	$69,904
Work-in-process	25,623	28,944
Raw materials and purchased parts	72,118	99,058
Stores and supplies	34,836	38,606
Total inventories	$155,689	$236,512
Valued at lower of cost or market:		
LIFO basis	$94,939	$108,633
FIFO basis	9,859	14,641
Average cost basis	50,891	113,238
Total inventories	$155,689	$236,512

Inventories valued on the LIFO basis at December 31, 2013 and 2012 were approximately $28.4 million and $28.5 million, respectively, less than the amounts of such inventories valued at current costs.

During 2013, there was no significant impact on net loss as a result of reducing certain inventory quantities valued on a LIFO basis. As a result of reducing certain inventory quantities valued on the LIFO basis, net loss decreased from that which would have been recorded under the FIFO basis of valuation by $0.1 million and $0.1 million in 2012 and 2011, respectively.

The decreases in Accounts receivable and Inventories since December 31, 2012, primarily relates to the consummation of the Infrastructure transaction. See Note 3, Acquisitions and Dispositions, for additional information

related to the Infrastructure transaction.

5. Equity Method Investments

As a result of the Infrastructure transaction, the Company owned an approximate 29% equity interest in Brand at December 31, 2013. See Note 3, Acquisitions and Dispositions, for additional information related to the Infrastructure transaction.

Brand is a leading provider of specialized services to the global energy, industrial and infrastructure markets that combines a global footprint, broad service offerings and rigorous operating processes to support customer required facility maintenance and turnaround needs and capital driven upgrade and expansion plans. Brand's range of services includes work access, corrosion management, atmospheric and immersion coatings, insulation services, fireproofing and refractory, mechanical services, forming and shoring and other complementary specialty services. Brand delivers services through a global network of strategically located branches in six continents with a particular focus on major hydrocarbon and power generation markets globally. In addition, Brand has co-located branches at energy-related customer facilities providing a consistent presence for required maintenance work.

The Company will record the Company's proportionate share of Brand's net income or loss one quarter in arrears. Accordingly, the Company's Consolidated Statement of Operations for the year ended December 31, 2013 does not include any amounts related to the Infrastructure strategic venture in the caption Equity in income of unconsolidated entities, net. The Company will begin recording the Company's proportionate share of Brand's net income or loss during the first quarter of 2014. The book value of the Company's investment in Brand at December 31, 2013 was $296.1 million.

The initial determination of fair value of the Company's equity method investment (Level 3) in Brand was derived with a primary reliance upon the income approach. Various DCF models were created based on the Company's most likely case view of cash flow projections for Brand over a five year horizon. The following table details quantitative information about significant unobservable inputs:

(Dollars in thousands)	Fair Value at December 31 2013	Valuation Technique	Unobservable Input	Range Low		High	
Equity method investment - Brand	$296,082	Discounted cash flow	EBITDA Margin	10.9	%	12.6	%
			Ratio of capital expenditures to revenues	2.9	%	3.8	%
			Long-term revenue growth	3.0	%	3.0	%
			WACC Rate	9.25	%	9.25	%
			Cost of equity	12.5	%	12.5	%
			Implied exit EBITDA multiple	7.0X		7.5X	
			Discount for lack of marketability	15	%	15	%

As part of the Infrastructure transaction, the Company is required to make quarterly payments to its partner in the Infrastructure strategic venture, either (at the Company's election) (i) in cash, with total payments to equal approximately $22 million per year on a pre-tax basis (approximately $15 million per year after-tax), or (ii) in kind through the transfer of approximately 2.5% of the Company's ownership interest in the Infrastructure strategic venture

on an annual basis (the "unit adjustment liability"). The resulting liability is reflected in the caption, Unit adjustment liability, on the Company's Consolidated Balance Sheets. The Company will recognize the change in the fair value of the unit adjustment liability each period until the Company is no longer required to make these payments or chooses not to make these payments. The change in the fair value of the unit adjustment liability is a non-cash expense. For the year ended December 31, 2013, the Company recognized $1.0 million of change in the fair value of the unit adjustment liability.

The Company's obligation to make such quarterly payments will cease upon the earlier of (i) Brand achieving $479.0 million in last twelve months' earnings before interest, taxes, depreciation and amortization ("EBITDA") for three quarters, which need not be consecutive, or (ii) eight years after the closing of the Infrastructure transaction. In addition, upon the initial public offering of Brand, the Company's quarterly payment obligation will decrease by the portion of CD&R's ownership interest sold and is eliminated completely once CD&R's ownership interest in Brand falls below 20%. In the event of a liquidation event of Brand, CD&R is entitled to a liquidation preference of approximately $336 million, plus any quarterly payments that had been paid in kind.

At December 31, 2013, the balance related to the unit adjustment liability is $106.3 million and is included in the current and non-current captions, Unit adjustment liability, on the Consolidated Balances Sheets. The initial fair value of the unit adjustment liability (Level 3) was determined using key unobservable inputs including the expectation to continue to make cash payments over various exit horizons and a WACC of 9.5%. A reconciliation of beginning and ending balances related to the unit adjustment liability is included in Note 15, Financial Instruments.

The Company intends to make these quarterly payments in cash and will continue to evaluate the implications of making payments in cash or in kind based upon performance of the Infrastructure strategic venture. In the future, should the Company decide not to make the cash payment, the value of both the equity method investment in Brand and the related unit adjustment liability may be impacted, and the change may be reflected in earnings in that period.

Balances related to transactions between the Company and Brand at December 31, 2013 are as follows:

(In thousands)	December 31 2013
Balances due from Brand	$85,908
Balances due to Brand	149,325

These balances between the Company and Brand relate primarily to the finalization of the Infrastructure transaction, including transition services and the funding of certain transferred defined benefit pension plan obligations through 2018. There is not expected to be any significant level of revenue or expense between the Company and Brand on an on-going basis once all aspects of the Infrastructure transaction have been finalized.

6. Property, Plant and Equipment

Property, plant and equipment consist of the following:

(In thousands)	Estimated Useful Lives	December 31 2013	December 31 2012
Land	—	$16,652	$26,336
Land improvements	5-20 years	13,615	14,199
Buildings and improvements	5-40 years	192,346	190,078
Machinery and equipment	3-20 years	1,969,493	2,950,384
Uncompleted construction	—	86,508	107,633
Gross property, plant and equipment		2,278,614	3,288,630
Less: Accumulated depreciation		(1,567,268)	(2,022,405)
Property, plant and equipment, net		$711,346	$1,266,225

Included in the amounts are $23.5 million and $5.2 million of property, plant and equipment under capital leases at December 31, 2013 and 2012, respectively.

Buildings and improvements include leasehold improvements that are amortized over the shorter of their useful lives or the initial term of the lease.

The decreases in Property, plant and equipment since December 31, 2012, primarily relates to the consummation of the Infrastructure transaction. See Note 3, Acquisitions and Dispositions, for additional information related to the Infrastructure transaction.

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7. Goodwill and Other Intangible Assets

Goodwill by Segment

The following table reflects the changes in carrying amounts of goodwill by segment (there is no goodwill associated with the Harsco Infrastructure or Harsco Industrial Segment) for the years ended December 31, 2013 and 2012:

(In thousands)	Harsco Metals & Minerals Segment	Harsco Infrastructure Segment	Harsco Rail Segment	Consolidated Totals
Balance at December 31, 2011	$411,876	$259,715	$9,310	$680,901
Changes to goodwill (a)	—	(2,295)	—	(2,295)
Goodwill impairment	—	(265,038)	—	(265,038)
Foreign currency translation	8,012	7,618	—	15,630
Balance at December 31, 2012	419,888	—	9,310	429,198
Foreign currency translation	2,067	—	—	2,067
Balance at December 31, 2013	$421,955	$—	$9,310	$431,265

(a) Changes to goodwill relate principally to the allocation of goodwill, in accordance with U.S. GAAP, to components of the Harsco Infrastructure Segment that were disposed of as part of the 2011/2012 Restructuring Program.

The Company's methodology for determining reporting unit fair value is described in Note 1, Summary of Significant Accounting Policies. Performance of the Company's 2013 annual impairment test did not result in impairment of any of the Company's reporting units. The first step of the October 1, 2012 annual goodwill impairment test indicated that the net book value of the Harsco Infrastructure reporting unit exceeded its current fair value, requiring the Company to perform the second step of the goodwill impairment test to measure the amount of impairment loss, if any. In performing the second step of the goodwill impairment test, the Company compared the implied fair value of goodwill for the Harsco Infrastructure reporting unit to its carrying value. This analysis resulted in a non-cash, goodwill impairment charge of $265.0 million, which was recognized during the fourth quarter of 2012. This charge had no impact on the Company's cash flows or compliance with debt covenants. As a result of this goodwill impairment charge, there is no remaining goodwill associated with the Harsco Infrastructure Segment.

Intangible Assets

Intangible assets totaled $53.3 million, net of accumulated amortization of $143.4 million at December 31, 2013 and $77.7 million, net of accumulated amortization of $172.6 million at December 31, 2012. The following table reflects these intangible assets by major category:

	December 31, 2013		December 31, 2012	
(In thousands)	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer related	$150,307	$110,889	$183,862	$129,904
Non-compete agreements	1,126	1,024	1,347	1,310
Patents	6,211	5,273	6,909	5,503
Technology related	27,185	18,931	29,588	17,551
Trade names	4,113	2,969	18,685	11,688
Other	7,753	4,348	9,947	6,656
Total	$196,695	$143,434	$250,338	$172,612

Amortization expense for intangible assets was $13.8 million, $17.6 million and $31.5 million for 2013, 2012 and 2011, respectively. The following table shows the estimated amortization expense for the next five fiscal years based on current intangible assets.

(In thousands)	2014	2015	2016	2017	2018
Estimated amortization expense (a)	$8,500	$7,250	$6,750	$3,750	$3,500

(a) These estimated amortization expense amounts do not reflect the potential effect of future foreign currency exchange rate fluctuations.

The decreases in Intangible assets and estimated amortization expense for the next five fiscal years since December 31, 2012, primarily relates to the consummation of the Infrastructure transaction. See Note 3, Acquisitions and Dispositions, for additional information related to the Infrastructure transaction.

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8. Debt and Credit Agreements

The Company has a multi-year revolving credit facility that is available for use throughout the world. The following table illustrates the amount outstanding under the multi-year revolving credit facility and available credit at December 31, 2013. The multi-year revolving credit facility is described in more detail below the table.

Summary of Credit Facility at December 31, 2013

(In thousands)	Facility Limit	Outstanding Balance	Available Credit
Multi-year revolving credit facility	$525,000	$35,000	$490,000

In March 2012, the Company entered into an Amended and Restated Five Year Credit Agreement (the "Credit Agreement") providing for $525 million of borrowing capacity through a syndicate of 14 banks. The Credit Agreement matures in March 2017. The Company has the option to increase the borrowing capacity available under the Credit Agreement to $550 million. The Credit Agreement amends and restates the Company's multi-year revolving credit facility, which was set to mature in December 2012. Borrowings under the Credit Agreement are available in most major currencies with active markets and at interest rates based upon LIBOR, plus a margin.

On September 12, 2013, the Company entered into Amendment No.1 ("Amendment No. 1") to the Credit Agreement. In addition to certain administrative and conforming modifications, Amendment No. 1 replaced the total consolidated debt to total consolidated capital ratio debt covenant. That debt covenant was replaced by a debt covenant for total consolidated debt to consolidated EBITDA, which is not to exceed 3.5 to 1.0. During the three months ended September 30, 2013, the Company expensed $0.4 million of fees associated with Amendment No. 1.

On December 20, 2013, the Company entered into Amendment No. 2 ("Amendment No. 2") to the Credit Agreement. Amendment No. 2 modified certain defined terms to reflect the impact of the Infrastructure transaction. During the three months ended December 31, 2013, the Company expensed $0.3 million of fees associated with Amendment No. 2.

At December 31, 2013 and 2012, the Company had $35.0 million and $89.5 million, respectively, of commercial paper and Credit Agreement borrowings outstanding in the aggregate. At December 31, 2013 and 2012, all such balances were classified as long-term borrowings in the Consolidated Balance Sheets. Classification of such balances is based on the Company's ability and intent to repay such amounts over the subsequent twelve months, as well as reflects the Company's ability and intent to borrow for a period longer than a year. To the extent the Company expects to repay any amounts within the subsequent twelve months, the amounts are classified as short-term borrowings.

During the third quarter of 2013, the Company's U.S. commercial paper program was canceled. The cancellation of the Company's U.S. commercial paper program had no impact on the Company's liquidity and capital resources because the Company had sufficient available credit under the Credit Agreement.

Short-term borrowings amounted to $7.5 million and $8.6 million at December 31, 2013 and 2012, respectively. Short-term borrowings consist principally of bank overdrafts. The weighted-average interest rate for short-term borrowings at December 31, 2013 and 2012 was 10.8% and 4.9%, respectively. The weighted-average interest rate for short-term borrowing increased due to increased borrowings in certain jurisdictions, primarily Argentina, China and India.

	Long-Term Debt	
(In thousands)	December 31 2013	December 31 2012
5.75% notes due May 15, 2018	$448,268	$447,931
5.125% notes due September 15, 2013	—	149,875
2.7% notes due October 15, 2015	249,373	249,022
	105,774	113,878

Other financing payable (including capital leases) in varying amounts due principally through 2018 with a weighted-average interest rate of 3.6% and 2.7% at December 31, 2013 and 2012, respectively		
Total debt	803,415	960,706
Less: current maturities	(20,257)	(3,278)
Total long-term debt	$783,158	$957,428

Additionally, the Company retired the $150.0 million aggregate principal amount of 5.125% notes, due September 15, 2013, at maturity using borrowings under the Company's Credit Agreement, which were subsequently repaid with proceeds from the Infrastructure transaction.

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The maturities of long-term debt for the four years following December 31, 2014 are as follows:

(In thousands)	
2015	$267,835
2016	19,643
2017	42,667
2018	451,860

Cash payments for interest on all debt were $50.1 million, $45.5 million and $46.4 million in 2013, 2012 and 2011, respectively.

In addition to the total consolidated debt to consolidated EBITDA ratio covenant, which is not to exceed 3.5 to 1.0, the Credit Agreement contains covenants that limit the proportion of subsidiary consolidated indebtedness to a maximum of 10% of consolidated tangible assets and require a minimum total consolidated EBITDA to consolidated interest charges ratio of 3.0 to 1.0. The Company's 5.75% and 2.7% notes include covenants that require the Company to offer to repurchase the notes at 101% of par in the event of a change of control of the Company or disposition of substantially all of the Company's assets in combination with a downgrade in the Company's credit rating to non-investment grade. At December 31, 2013, the Company was in compliance with these and all other covenants.

9. Operating Leases

The Company leases certain property and equipment under noncancelable operating leases. Rental expense under such operating leases was $51.7 million (including $33.8 million related to the Harsco Infrastructure Segment), $54.9 million and $66.1 million in 2013, 2012 and 2011, respectively.

Future minimum payments under operating leases with noncancelable terms are as follows:

(in thousands)	
2014	$11,610
2015	8,277
2016	5,271
2017	2,937
2018	1,617
After 2018	11,218

Total minimum rentals to be received in the future under noncancelable subleases at December 31, 2013 are $0.2 million.

The decreases in future minimum payments under operating leases with noncancelable terms and minimum rentals to be received in the future under noncancelable subleases since December 31, 2012, primarily relates to the consummation of the Infrastructure transaction. See Note 3, Acquisitions and Dispositions, for additional information related to the Infrastructure transaction.

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10. Employee Benefit Plans

Pension Benefits

The Company has defined benefit pension retirement plans covering a substantial number of its employees. The defined benefits for salaried employees generally are based on years of service and the employee's level of compensation during specified periods of employment. Defined benefit plans covering hourly employees generally provide benefits of stated amounts for each year of service. The multiemployer plans in which the Company participates provide benefits to certain unionized employees. The Company's funding policy for qualified plans is consistent with statutory regulations and customarily equals the amount deducted for income tax purposes. The Company also makes periodic voluntary contributions as recommended by its pension committee. The Company's policy is to amortize prior service costs of defined benefit pension plans over the average future service period of active plan participants.

For most U.S. defined benefit pension plans and a majority of international defined benefit pension plans, accrued service is no longer granted. In place of these plans, the Company has established defined contribution pension plans providing for the Company to contribute a specified matching amount for participating employees' contributions to the plan. For U.S. employees, this match is made on employee contributions up to 4% of their eligible compensation. Additionally, the Company may provide a discretionary contribution of up to 2% of compensation for eligible employees. This discretionary amount has not been provided for the years 2013, 2012 and 2011. For non-U.S. employees, this match is up to 6% of eligible compensation with an additional 2% going towards insurance and administrative costs.

Net periodic pension cost for U.S. and international pension plans for 2013, 2012 and 2011 is as follows:

	U.S. Plans			International Plans		
(In thousands)	2013	2012	2011	2013	2012	2011
Defined benefit plans:						
Service cost	$2,565	$1,887	$1,557	$3,457	$3,418	$4,350
Interest cost	11,767	12,780	13,468	42,707	46,174	48,768
Expected return on plan assets	(15,642)	(15,617)	(16,480)	(46,920)	(45,050)	(52,735)
Recognized prior service costs	248	224	245	335	397	424
Recognized losses	5,052	4,637	2,982	16,447	15,194	11,332
Amortization of transition liability	—	—	—	—	8	43
Settlement/curtailment loss (gain)	—	1,510	—	(372)	(2,589)	183
Defined benefit plans pension cost	3,990	5,421	1,772	15,654	17,552	12,365
Multiemployer plans	12,444	10,186	13,264	5,449	5,539	6,547
Defined contribution plans	4,945	5,066	5,434	11,139	12,770	14,157
Net periodic pension cost	$21,379	$20,673	$20,470	$32,242	$35,861	$33,069

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The change in the financial status of the pension plans and amounts recognized on the Consolidated Balance Sheets at December 31, 2013 and 2012 are as follows:

	U.S. Plans		International Plans	
(In thousands)	2013	2012	2013	2012
Change in benefit obligation:				
Benefit obligation at beginning of year	$316,448	$298,769	$1,068,750	$968,218
Service cost	2,565	1,887	3,457	3,418
Interest cost	11,767	12,780	42,707	46,174
Plan participants' contributions	—	—	689	830
Amendments	—	—	(394)	60
Actuarial (gain) loss	(28,158)	27,803	(8,245)	65,379
Settlements/curtailments	—	(3,029)	(1,619)	(9,506)
Benefits paid	(19,051)	(21,762)	(46,269)	(44,968)
Effect of foreign currency	—	—	19,744	39,181
Infrastructure transaction transfer (a)	—	—	(120,115)	—
Other	—	—	—	(36)
Benefit obligation at end of year	$283,571	$316,448	$958,705	$1,068,750
Change in plan assets:				
Fair value of plan assets at beginning of year	$218,084	$209,237	$783,059	$714,163
Actual return on plan assets	31,931	27,429	68,535	58,194
Employer contributions	2,615	6,254	30,258	29,713
Plan participants' contributions	—	—	689	830
Settlements/curtailments	—	(3,074)	(1,028)	(3,885)
Benefits paid	(19,051)	(21,762)	(45,207)	(43,954)
Effect of foreign currency	—	—	11,455	27,998
Infrastructure transaction transfer (a)	—	—	(76,850)	—
Fair value of plan assets at end of year	$233,579	$218,084	$770,911	$783,059
Funded status at end of year	$(49,992)	$(98,364)	$(187,794)	$(285,691)

(a) During 2013, certain international plans' benefit obligations and plan assets were transferred to the Infrastructure strategic venture as part of the Infrastructure transaction, as described in Note 3, Acquisitions and Dispositions.

Amounts recognized on the Consolidated Balance Sheets consist of the following at December 31, 2013 and 2012:

	U.S. Plans		International Plans	
(In thousands)	December 31 2013	December 31 2012	December 31 2013	December 31 2012
Noncurrent assets	$2,148	$490	$3,894	$5,892
Current liabilities	(2,045)	(2,531)	(534)	(1,048)
Noncurrent liabilities	(50,095)	(96,323)	(191,154)	(290,535)
Accumulated other comprehensive loss before tax	109,348	159,094	401,300	469,949

Amounts recognized in Accumulated other comprehensive loss, before tax, consist of the following at December 31, 2013 and 2012:

	U.S. Plans		International Plans	
(In thousands)	2013	2012	2013	2012
Net actuarial loss	$109,081	$158,579	$400,726	$467,438
Prior service cost	267	515	574	2,511
Total	$109,348	$159,094	$401,300	$469,949

The estimated amounts that will be amortized from accumulated other comprehensive loss into defined benefit net periodic pension cost in 2014 are as follows:

(In thousands)	U.S. Plans	International Plans
Net actuarial loss	$3,352	$14,224
Prior service cost	90	190
Total	$3,442	$14,414

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The Company's estimate of expected contributions to be paid in year 2014 for the U.S. defined benefit plans is $7.8 million and for the international defined benefit plans is $30.6 million.

Future Benefit Payments

The expected benefit payments for defined benefit plans over the next 10 years are as follows:

(In millions)	2014	2015	2016	2017	2018	2019-2023
U.S. Plans	$24.5	$17.6	$18.0	$17.7	$17.8	$91.1
International Plans	44.0	45.7	47.7	49.4	51.5	285.5

Net Periodic Pension Cost Assumptions

The weighted-average actuarial assumptions used to determine the net periodic pension cost for 2013, 2012 and 2011 were as follows:

	U.S. Plans			International Plans			Global Weighted-Average		
	December 31			December 31			December 31		
	2013	2012	2011	2013	2012	2011	2013	2012	2011
Discount rates	3.8 %	4.4 %	5.3 %	4.3 %	4.8 %	5.5 %	4.2 %	4.7 %	5.4 %
Expected long-term rates of return on plan assets	7.5 %	7.8 %	7.8 %	6.6 %	6.7 %	7.4 %	6.8 %	6.9 %	7.5 %
Rates of compensation increase	3.0 %	3.0 %	3.0 %	2.8 %	3.4 %	3.3 %	2.8 %	3.4 %	3.3 %

The expected long-term rates of return on plan assets for the 2014 net periodic pension cost are 7.5% for the U.S. plans and 6.8% for the international plans. The expected global long-term rate of return on assets for 2014 is 7.0%.

Defined Benefit Pension Obligation Assumptions

The weighted-average actuarial assumptions used to determine the defined benefit pension plan obligations at December 31, 2013 and 2012 were as follows:

	U.S. Plans		International Plans		Global Weighted-Average	
	December 31		December 31		December 31	
	2013	2012	2013	2012	2013	2012
Discount rates	4.7 %	3.8 %	4.7 %	4.3 %	4.7 %	4.2 %
Rates of compensation increase	3.0 %	3.0 %	3.4 %	2.8 %	3.3 %	2.8 %

The U.S. discount rate was determined using a yield curve that was produced from a universe containing approximately 500 U.S. dollar-denominated, AA-graded corporate bonds, all of which were noncallable (or callable with make-whole provisions), and excluding the 10% of the bonds with the highest yields and the 10% with the lowest yields within each maturity group. The discount rate was then developed as the level-equivalent rate that would produce the same present value as that using spot rates to discount the projected benefit payments. For international plans, the discount rate is aligned to corporate bond yields in the local markets, normally AA-rated corporations. The process and selection seeks to approximate the cash inflows with the timing and amounts of the expected benefit payments.

Accumulated Benefit Obligation

The accumulated benefit obligation for all defined benefit pension plans at December 31, 2013 and 2012 was as follows:

	U.S. Plans		International Plans	
	December 31		December 31	
(In millions)	2013	2012	2013	2012
Accumulated benefit obligation	$283.5	$316.4	$950.7	$1,055.7

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Plans with Accumulated Benefit Obligation in Excess of Plan Assets

The projected benefit obligation, accumulated benefit obligation and fair value of plan assets for pension plans with accumulated benefit obligations in excess of plan assets at December 31, 2013 and 2012 were as follows:

(In millions)	U.S. Plans December 31 2013	U.S. Plans December 31 2012	International Plans December 31 2013	International Plans December 31 2012
Projected benefit obligation	$274.8	$306.5	$926.8	$1,040.4
Accumulated benefit obligation	274.8	306.5	923.9	1,029.4
Fair value of plan assets	222.6	207.7	737.6	749.6

The asset allocations attributable to the Company's U.S. defined benefit pension plans at December 31, 2013 and 2012, and the long-term target allocation of plan assets, by asset category, are as follows:

U.S. Plans Asset Category	Target Long-Term Allocation	Percentage of Plan Assets at December 31 2013	2012
Domestic equity securities	34%-44%	41.8 %	38.0 %
International equity securities	14%-24%	19.5 %	19.7 %
Fixed income securities	27%-37%	25.9 %	30.5 %
Cash and cash equivalents	Less than 5%	3.2 %	2.3 %
Other	5%-15%	9.6 %	9.5 %

Plan assets are allocated among various categories of equities, fixed income securities and cash and cash equivalents with professional investment managers whose performance is actively monitored. The primary investment objective is long-term growth of assets in order to meet present and future benefit obligations. The Company periodically conducts an asset/liability modeling study and accordingly adjusts investments among and within asset categories to ensure the long-term investment strategy is aligned with the profile of benefit obligations.

The Company reviews the long-term expected return on asset assumption on a periodic basis taking into account a variety of factors including the historical investment returns achieved over a long-term period, the targeted allocation of plan assets and future expectations based on a model of asset returns for an actively managed portfolio. The model simulates 1,000 different capital market results over 20 years. For both 2014 and 2013, the expected return-on-asset assumption for U.S. plans was 7.5% .

The U.S. defined benefit pension plans assets include 450,000 shares of the Company's common stock valued at $12.6 million at December 31, 2013 and 450,000 shares of the Company's common stock valued at $10.6 million at December 31, 2012. These shares represented 5.4% and 4.8% of total plan assets at December 31, 2013 and 2012, respectively. Dividends paid to the pension plans on the Company's common stock amounted to $0.4 million in 2013, 2012 and 2011.

The asset allocations attributable to the Company's international defined benefit pension plans at December 31, 2013 and 2012 and the long-term target allocation of plan assets, by asset category, are as follows:

International Plans Asset Category	Target Long-Term Allocation	Percentage of Plan Assets at December 31 2013	2012
Equity securities	37.5 %	38.5 %	34.5 %
Fixed income securities	42.5 %	42.0 %	48.0 %
Cash and cash equivalents	—	0.3 %	0.2 %
Other	20.0 %	19.2 %	17.3 %

Plan assets at December 31, 2013 in the U.K. defined benefit pension plan amounted to 94% of the international pension assets. These assets are allocated among various categories of equities, fixed income securities and cash and cash equivalents with professional investment managers whose performance is actively monitored. The primary investment objective is long-term growth of assets in order to meet present and future benefit obligations. The Company periodically conducts asset/liability modeling studies and accordingly adjusts investment amounts within

asset categories to ensure the long-term investment strategy is aligned with the profile of benefit obligations.
For the international long-term rate of return assumption, the Company considered the current level of expected returns in risk-free investments (primarily government bonds), the historical level of the risk premium associated with other asset classes in which the portfolio is invested and the expectations for future returns of each asset class and plan expenses. The expected return for each asset class was then weighted based on the target asset allocation to develop the expected long-term rate of

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return on assets. For both 2014 and 2013, the expected return on asset assumption for the U.K. plan was 6.8%. The remaining international pension plans, with assets representing 6% of the international pension assets, are under the guidance of professional investment managers and have similar investment objectives.

The fair values of the Company's U.S. pension plans' assets at December 31, 2013 by asset class are as follows:

(In thousands)	Total	Level 1	Level 2	Level 3
Domestic equities:				
Common stocks	$48,915	$48,915	$—	$—
Mutual funds—equities	48,807	13,204	35,603	—
International equities—mutual funds	45,475	45,475	—	—
Fixed income investments:				
U.S. Treasuries and collateralized securities	18,787	—	18,787	—
Corporate bonds and notes	8,374	8,374	—	—
Mutual funds—bonds	33,326	33,326	—	—
Other—mutual funds	22,508	22,508	—	—
Cash and money market accounts	7,387	7,387	—	—
Total	$233,579	$179,189	$54,390	$—

The fair values of the Company's international pension plans' assets at December 31, 2013 by asset class are as follows:

(In thousands)	Total	Level 1	Level 2	Level 3
Equity securities:				
Mutual funds—equities	$296,980	$—	$296,980	$—
Fixed income investments:				
Mutual funds—bonds	314,965	—	314,965	—
Insurance contracts	8,797	—	8,797	—
Other:				
Real estate funds/limited partnerships	52,733	—	32,310	20,423
Other mutual funds	94,980	—	94,980	—
Cash and money market accounts	2,456	2,456		—
Total	$770,911	$2,456	$748,032	$20,423

The fair values of the Company's U.S. pension plans' assets at December 31, 2012 by asset class are as follows:

(In thousands)	Total	Level 1	Level 2	Level 3
Domestic equities:				
Common stocks	$42,142	$42,142	$—	$—
Mutual funds—equities	40,727	11,110	29,617	—
International equities—mutual funds	42,962	37,651	5,311	—
Fixed income investments:				
U.S. Treasuries and collateralized securities	22,625	—	22,625	—
Corporate bonds and notes	7,539	7,539	—	—
Mutual funds—bonds	36,447	36,447	—	—
Other—mutual funds	20,667	20,667	—	—
Cash and money market accounts	4,975	4,975	—	—
Total	$218,084	$160,531	$57,553	$—

The fair values of the Company's international pension plans' assets at December 31, 2012 by asset class are as follows:

(In thousands)	Total	Level 1	Level 2	Level 3
Equity securities:				
Mutual funds—equities	$269,789	$—	$269,789	$—
Fixed income investments:				

Mutual funds—bonds	309,274	—	309,274	—
Insurance contracts	66,900	—	66,900	—
Other:				
Real estate funds / limited partnerships	49,007	—	31,261	17,746
Other mutual funds	86,537	—	86,537	—
Cash and money market accounts	1,552	1,552	—	—
Total	$783,059	$1,552	$763,761	$17,746

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The following table summarizes changes in the fair value of Level 3 assets for 2012 and 2013:

Level 3 Asset Changes for the Twelve Months Ended December 31

(In thousands)	2013	2012	2011
Real Estate Limited Partnership:			
Balance at beginning of year	$17,746	$12,025	$10,184
Contributions to partnership	838	2,535	5,697
Cash distributions received	(1,380)	(1,270)	(333)
Actual return on plan assets:			
Related to asset still held at end of year	3,219	4,456	(3,523)
Balance at end of year	$20,423	$17,746	$12,025

Following is a description of the valuation methodologies used for the plans' investments measured at fair value:

- Level 1 Fair Value Measurements—Investments in interest-bearing cash are stated at cost, which approximates fair value. The fair values of money market accounts and certain mutual funds are based on quoted net asset values of the shares held by the Plan at year-end. The fair values of domestic and international stocks and corporate bonds, notes and convertible debentures are valued at the closing price reported in the active market on which the individual securities are traded.
- Level 2 Fair Value Measurements—The fair values of investments in mutual funds for which quoted net asset values in an active market are not available are valued by the investment advisor based on the current market values of the underlying assets of the mutual fund based on information reported by the investment consistent with audited financial statements of the mutual fund. Further information concerning these mutual funds may be obtained from their separate audited financial statements. Investments in U.S. Treasury notes and collateralized securities are valued based on yields currently available on comparable securities of issuers with similar credit ratings.
- Level 3 Fair Value Measurements—Real estate limited partnership interests are valued by the general partners based on the underlying assets. The limited partnership interests are valued using unobservable inputs and have been classified within Level 3 of the fair value hierarchy.

Multiemployer Plans

The Company contributes to numerous multiemployer pension plans under the terms of collective-bargaining agreements that cover its union-represented employees, many of whom are temporary in nature. The risks of participating in multiemployer pension plans differ from traditional company-sponsored defined benefit plans as follows:

- Assets contributed to a multiemployer pension plan by one employer may be used to provide benefits to the employees of other participating employers;
- When a participating employer stops contributing to a multiemployer pension plan, the unfunded obligations of the plan become the responsibility of the remaining participating employers, subject to any exemptions that may apply; and
- If the Company elects to stop participation in a multiemployer pension plan, the Company may be required to pay a withdraw liability which is based upon the underfunded status of the plan.

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The Company's participation in multiemployer pension plans for the years ended December 31, 2013, 2012 and 2011 is outlined below. The Company considers significant plans to be those plans to which the Company contributed more than 5% of total contributions to the plan in a given plan year and for which the Company remains liable for the Company's share of the underfunded liability to the plan or for which the Company believes the Company's share of the unfunded liability for the plan may be material to the Company.

(In thousands)

Pension Fund	Identification Number	Pension Protection Act Zone Status For Plan Years Ended		Contributions By The Company For Plan Years Ended (a)			Subject to Financial Improvement Plan	Surcharge Imposed	Expiration Date of Collective-Bargaining Agreement
		2012	2011	2013	2012	2011			
Significant multiemployer plans for which plan financial information is not publicly available outside the Company's financial statements:									
New Zealand Steel Pension Fund	018-054-531	N/A	N/A	$886	$909	$891	Yes	No	2016
Summary aggregate information for multiemployer plans which are not individually significant:									
All other multiemployer plans (b)				17,007	14,905	19,390			
Total Contributions				$17,893	$15,814	$20,281			

(a) These amounts represent either contributions for the plan year as confirmed by plan sponsors or the Company's estimates based on its fiscal year accounts payable records which will be updated as confirmation is received from plan sponsors.

(b) Activity related to the Cumberland MD Vicinity Building Construction Employees Trust Fund, Greater Pennsylvania Carpenters' Pension Fund, and Ohio Carpenters' Pension Plan is now included in the caption All other multiemployer plans. These plans were part of the Infrastructure transaction and the Company is no longer liable for the underfunded liabilities of the plans.

For plan years ended 2013 and 2012, the Company contributed more than 5% of the total contributions to the New Zealand Steel Pension Fund. The New Zealand Steel Pension Fund is a defined benefit superannuation scheme registered in New Zealand under the Superannuation Schemes Act of 1989 to provide retirement benefits to the salaried employees of the New Zealand Steel United Group of companies. The New Zealand Steel Pension Fund financial statements for the years ended June 30, 2013 and 2012 indicated total assets of $276.1 million and $252.5 million, respectively; total actuarial present value of accumulated plan benefits of $302.4 million and $283.7 million, respectively; and total contributions for all participating employers of $13.3 million and $10.6 million, respectively.

11. Income Taxes

Income (loss) from continuing operations before income taxes and equity income as reported in the Consolidated Statements of Operations consists of the following:

(In thousands)	2013	2012	2011
United States	$(26,855)	$40,411	$47,680
International	(156,477)	(258,906)	(6,015)
Total income (loss) before income taxes and equity income	$(183,332)	$(218,495)	$41,665

Income tax expense as reported in the Consolidated Statements of Operations consists of the following:

(In thousands)	2013	2012	2011

Income tax expense (benefit):			
Currently payable:			
U.S. federal	$10,949	$22,603	$4,249
U.S. state	1,375	1,561	913
International	41,015	21,795	23,860
Total income taxes currently payable	53,339	45,959	29,022
Deferred U.S. federal	(17,341)	(3,831)	670
Deferred U.S. state	401	(843)	503
Deferred international	(1,487)	(6,034)	19,653
Total income tax expense	$34,912	$35,251	$49,848

Cash payments for income taxes, including taxes on the gain or loss from discontinued business, were $44.4 million, $42.6 million and $42.3 million for 2013, 2012 and 2011, respectively.

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The following is a reconciliation of the normal expected statutory U.S. federal income tax rate to the effective income tax rate as a percentage of Income (loss) from continuing operations before income taxes and equity income as reported in the Consolidated Statements of Operations:

	2013	2012	2011
U.S. federal income tax rate	35.0 %	35.0 %	35.0 %
U.S. state income taxes, net of federal income tax benefit	0.5	(0.1)	2.9
U.S. domestic manufacturing deductions and credits	2.6	1.7	(9.6)
Tax costs of repatriation from the Infrastructure transaction	(7.2)	—	—
Difference in effective tax rates on international earnings and remittances	0.2	(0.7)	(11.7)
Uncertain tax position contingencies and settlements	3.0	2.5	(18.0)
Changes in realization on beginning of the year deferred tax assets	(11.0)	(1.8)	89.1
Restructuring charges with no realizable tax benefits	—	(9.8)	23.0
U.S. nondeductible items	(1.6)	(0.7)	6.0
Loss from disposal from the Infrastructure transaction	(40.9)	—	—
Non-deductible goodwill impairment	—	(42.5)	—
Cumulative effect of change in statutory tax rates/laws	0.3	0.1	3.5
Other, net	0.1	0.2	(0.6)
Effective income tax rate	(19.0)%	(16.1)%	119.6 %

The effective income tax rate changed between 2013 and 2012 primarily due to the jurisdictional mix of the $271.3 million estimated loss on disposal of Harsco Infrastructure Segment recorded in 2013 on the Infrastructure transaction compared with $265.0 million non-deductible goodwill impairment charges recorded during 2012, tax expense recorded for valuation allowances on deferred tax assets within certain foreign jurisdictions that Infrastructure operates, and for the tax costs of repatriation from the Infrastructure transaction. The effective income tax rate changed between 2012 and 2011 primarily due to lower earnings from continuing operations, a non-deductible goodwill impairment charge of $265.0 million for which the Company has no tax basis as a result of historical stock acquisitions, and a change in the realizability of beginning of the year deferred tax assets of $37.3 million primarily related to the Company's U.K. deferred tax assets on its U.K. pension obligations recorded in 2011 and not repeated in 2012.

The tax effects of the temporary differences giving rise to the Company's deferred tax assets and liabilities at December 31, 2013 and 2012 are as follows:

	2013		2012	
(In thousands)	Asset	Liability	Asset	Liability
Depreciation and amortization	$—	$35,378	$—	$99,219
Expense accruals	28,550	—	38,595	—
Inventories	3,592	—	2,649	—
Provision for receivables	752	—	1,677	—
Deferred revenue	—	1,764	—	2,014
Operating loss carryforwards	86,236	—	99,475	—
Foreign tax credit carryforwards	16,085	—	24,223	—
Capital loss carryforwards	3,177	—	—	—
Pensions	81,564	—	104,413	—
Currency adjustments	27,536	—	26,661	—
Equity investment in Infrastructure strategic venture	—	28,965	—	—
Unit adjustment liability	39,335	—	—	—

Post-retirement benefits	1,013	—	1,160	—
Other	6,159	—	25,324	—
Subtotal	293,999	66,107	324,177	101,233
Valuation allowance	(127,164)	—	(126,532)	—
Total deferred income taxes	$166,835	$66,107	$197,645	$101,233

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The deferred tax asset and liability balances recognized on the Consolidated Balance Sheets at December 31, 2013 and 2012 are as follows:

(In thousands)	2013	2012
Other current assets	$44,315	$45,672
Other assets	65,105	70,271
Other current liabilities	475	651
Deferred income taxes	8,217	18,880

At December 31, 2013, the tax-effected amount of net operating loss carryforwards ("NOLs") totaled $86.2 million. Tax-effected NOLs from international operations are $77.4 million. Of that amount, $55.5 million can be carried forward indefinitely, and $21.9 million will expire at various times between 2014 and 2031. Tax-effected U.S. state NOLs are $8.8 million. Of that amount, $0.2 million expire at various times between 2014 and 2018, $3.6 million expire at various times between 2019 and 2023, $2.1 million expire at various times between 2024 and 2028, and $2.9 million expire at various times between 2029 and 2033. At December 31, 2013, the tax-effected amount of capital loss carryforwards totaled $3.2 million which expire in 2018.

The valuation allowances of $127.2 million and $126.5 million at December 31, 2013 and 2012, respectively, related principally to deferred tax assets for U.K. pension liabilities, NOLs, capital losses, currency translation and foreign investment tax credits that are uncertain as to realizability. In 2013, the Company recorded a net increase in the valuation allowance of $9.4 million related to the Infrastructure transaction and $7.1 million related to losses in certain jurisdictions that the Company determined it is more-likely-than not that these assets will not be realized. This was offset by a $15.8 million reduction in valuation allowance related to U.K. pension and currency translation adjustments recorded through Accumulated other comprehensive loss. Additionally in 2012, due to the negative financial performance of the Company's U.K. operations and restructuring charges, the Company recorded a non-cash tax expense of approximately $6.1 million to recognize a valuation allowance to fully offset the U.K. operations' net deferred tax assets primarily related to U.K. pension liabilities and losses from operations, as the Company determined it is more-likely-than-not that these assets will not be realized.

The Company has not provided U.S. income taxes on certain of its non-U.S. subsidiaries' undistributed earnings as such amounts are indefinitely reinvested outside the United States. At December 31, 2013 and 2012, such earnings were approximately $815 million and $882 million, respectively. If these earnings were repatriated at December 31, 2013, the one-time tax cost associated with the repatriation would be approximately $159 million.

The Company had a tax holiday in Asia that expired in 2012. The Company no longer has tax holidays in Europe and the Middle East as they have all expired. During 2011, tax holidays in Asia, Europe and the Middle East resulted in a reduction of $0.1 million in income tax expense, while during 2012 and 2013 these tax holidays resulted in no change to income tax expense.

The Company recognizes accrued interest and penalty expense related to unrecognized income tax benefits in income tax expense. During 2013, 2012 and 2011, the Company recognized an income tax benefit of $3.1 million, $1.8 million and $1.0 million, respectively, for interest and penalties. The Company has accrued $4.9 million and $8.0 million for the payment of interest and penalties at December 31, 2013 and 2012, respectively.

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A reconciliation of the change in the unrecognized income tax benefits balance from January 1, 2011 to December 31, 2013 is as follows:

(In thousands)	Unrecognized Income Tax Benefits	Deferred Income Tax Benefits	Unrecognized Income Tax Benefits, Net of Deferred Income Tax Benefits
Balances, January 1, 2011	$35,889	$(738)	$35,151
Additions for tax positions related to the current year (includes currency translation adjustment)	2,534	(10)	2,524
Additions for tax positions related to prior years (includes currency translation adjustment)	4,014	(11)	4,003
Other reductions for tax positions related to prior years	(147)	—	(147)
Statutes of limitation expirations	(8,521)	224	(8,297)
Settlements	(361)	18	(343)
Balance at December 31, 2011	$33,408	$(517)	$32,891
Additions for tax positions related to the current year (includes currency translation adjustment)	584	(8)	576
Additions for tax positions related to prior years (includes currency translation adjustment)	37	2	39
Other reductions for tax positions related to prior years	(3,987)	—	(3,987)
Statutes of limitation expirations	(5,124)	154	(4,970)
Settlements	—	—	—
Balance at December 31, 2012	$24,918	$(369)	$24,549
Additions for tax positions related to the current year (includes currency translation adjustment)	500	(5)	495
Additions for tax positions related to prior years (includes currency translation adjustment)	145	(4)	141
Other reductions for tax positions related to prior years	(3,050)	—	(3,050)
Statutes of limitation expirations	(3,348)	180	(3,168)
Settlements	(1,616)	—	(1,616)
Total unrecognized income tax benefits that, if recognized, would impact the effective income tax rate at December 31, 2013	$17,549	$(198)	$17,351

Included in the additions for tax positions related to the current year for 2013 is approximately $0.1 million of unrecognized tax benefits that created additional operating losses in a foreign jurisdiction. To the extent the unrecognized tax benefit is recognized, a full valuation allowance would be recorded against these operating losses.

Included in the other reductions for tax positions related to prior years for 2013 is $3.1 million of previously unrecognized tax benefits, of which $1.5 million were recognized in 2013 as a result of closure of various foreign income tax examinations, $1.4 million were transferred as part of the Infrastructure transaction and $0.2 million related to adjustments to other prior year tax positions. These benefits were previously deemed to not meet the more-likely-than-not standard.

Within the next twelve months, it is reasonably possible that up to $2.3 million of unrecognized income tax benefits will be recognized upon settlement of tax examinations and the expiration of various statutes of limitations

The Company files its income tax returns as prescribed by the tax laws of the jurisdictions in which it operates. With few exceptions, the Company is no longer subject to U.S and international income tax examinations by tax authorities through 2006.

The Company was contacted by the U.S. Internal Revenue Service to audit the Company's 2010 income tax return. The Internal Revenue Service commenced its audit during the second quarter of 2013.

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12. Commitments and Contingencies

Environmental

The Company is involved in a number of environmental remediation investigations and cleanups and, along with other companies, has been identified as a "potentially responsible party" for certain waste disposal sites. While each of these matters is subject to various uncertainties, it is probable that the Company will agree to make payments toward funding certain of these activities and it is possible that some of these matters will be decided unfavorably to the Company. The Company has evaluated its potential liability, and its financial exposure is dependent upon such factors as the continuing evolution of environmental laws and regulatory requirements, the availability and application of technology, the allocation of cost among potentially responsible parties, the years of remedial activity required and the remediation methods selected. The Consolidated Balance Sheets at December 31, 2013 and 2012 include accruals in Other current liabilities of $1.2 million and $1.9 million, respectively, for environmental matters. The amounts charged against pre-tax income related to environmental matters totaled $1.7 million, $1.2 million and $2.0 million in 2013, 2012 and 2011, respectively.

The Company evaluates its liability for future environmental remediation costs on a quarterly basis. Although actual costs to be incurred at identified sites in future periods may vary from the estimates (given inherent uncertainties in evaluating environmental exposures), the Company does not expect that any costs that are reasonably possible to be incurred by the Company in connection with environmental matters in excess of the amounts accrued would have a material adverse effect on the Company's financial condition, results of operations or cash flows.

Brazilian Tax Disputes

The Company is involved in a number of tax disputes with federal, state and municipal tax authorities in Brazil. These disputes are at various stages of the legal process, including the administrative review phase and the collection action phase, and include assessments of fixed amounts of principal and penalties, plus interest charges that increase at statutorily determined amounts per month and are assessed on the aggregate amount of the principal and penalties. In addition, the losing party at the collection action or court of appeals phase could be subject to a charge to cover statutorily mandated legal fees, which are generally calculated as a percentage of the total assessed amounts due, inclusive of penalty and interest. A large number of the claims relate to value-added ("ICMS"), services and social security ("INSS") tax disputes. The largest proportion of the assessed amounts relate to ICMS claims filed by the State Revenue Authorities from the State of São Paulo, Brazil (the "SPRA"), encompassing the period from January 2002 to May 2005.

In October 2009, the Company received notification of the SPRA's final administrative decision regarding the levying of ICMS in the State of São Paulo in relation to services provided to a customer in the State between January 2004 and May 2005. As of December 31, 2013, the principal amount of the tax assessment from the SPRA with regard to this case is approximately $3 million, with penalty, interest and fees assessed to date increasing such amount by an additional $27 million. Any change in the aggregate amount since the Company's last Annual Report on Form 10-K is due to an increase in assessed interest and statutorily mandated legal fees for the year. All such amounts include the effect of foreign currency translation.

Another ICMS tax case involving the SPRA refers to the tax period from January 2002 to December 2003, and is still pending at the administrative phase, where the aggregate amount assessed by the tax authorities in August 2005 was $10.6 million (the amounts with regard to this claim are valued as of the date of the assessment since it has not yet reached the collection phase), composed of a principal amount of $2.5 million, with penalty and interest assessed through that date increasing such amount by an additional $8.1 million. All such amounts include the effect of foreign currency translation.

The Company continues to believe that it is not probable it will incur a loss for these assessments by the SPRA. The Company also continues to believe that sufficient coverage for these claims exists as a result of the Company's customer's indemnification obligations and such customer's pledge of assets in connection with the October 2009 notice, as required by Brazilian procedure.

The Company intends to continue its practice of vigorously defending itself against these tax claims under various alternatives, including judicial appeal. The Company will continue to evaluate its potential liability with regard to

these claims on a quarterly basis; however, it is not possible to predict the ultimate outcome of these tax-related disputes in Brazil. No loss provision has been recorded in the Company's consolidated financial statements because the loss contingency is not deemed probable, and the Company does not expect that any costs that are reasonably possible to be incurred by the Company in connection with Brazilian tax disputes would have a material adverse effect on the Company's financial condition, results of operations or cash flows.

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Other

In the United States, the Company has been named as one of many defendants (approximately 90 or more in most cases) in legal actions alleging personal injury from exposure to airborne asbestos over the past several decades. In their suits, the plaintiffs have named as defendants, among others, many manufacturers, distributors and installers of numerous types of equipment or products that allegedly contained asbestos.

The Company believes that the claims against it are without merit. The Company has never been a producer, manufacturer or processor of asbestos fibers. Any component within a Company product that may have contained asbestos would have been purchased from a supplier. Based on scientific and medical evidence, the Company believes that any asbestos exposure arising from normal use of any Company product never presented any harmful levels of airborne asbestos exposure, and, moreover, the type of asbestos contained in any component that was used in those products was protectively encapsulated in other materials and is not associated with the types of injuries alleged in the pending suits. Finally, in most of the depositions taken of plaintiffs to date in the litigation against the Company, plaintiffs have failed to specifically identify any Company products as the source of their asbestos exposure.

The majority of the asbestos complaints pending against the Company have been filed in New York. Almost all of the New York complaints contain a standard claim for damages of $20 million or $25 million against the approximately 90 defendants, regardless of the individual plaintiff's alleged medical condition, and without specifically identifying any Company product as the source of plaintiff's asbestos exposure.

At December 31, 2013, there were 17,572 pending asbestos personal injury claims filed against the Company. Of these cases, 17,135 were pending in the New York Supreme Court for New York County in New York State. The other claims, totaling 437, were filed in various counties in a number of state courts, and in certain Federal District Courts (including New York), and those complaints generally assert lesser amounts of damages than the New York State court cases or do not state any amount claimed.

As of December 31, 2013, the Company has obtained dismissal by stipulation, or summary judgment prior to trial, in 27,148 cases.

In view of the persistence of asbestos litigation nationwide, the Company expects to continue to receive additional claims. However, there have been developments during the past several years, both by certain state legislatures and by certain state courts, which could favorably affect the Company's ability to defend these asbestos claims in those jurisdictions. These developments include procedural changes, docketing changes, proof of damage requirements and other changes that require plaintiffs to follow specific procedures in bringing their claims and to show proof of damages before they can proceed with their claim. An example is the action taken by the New York Supreme Court (a trial court), which is responsible for managing all asbestos cases pending within New York County in the State of New York. This Court issued an order in December 2002 that created a Deferred or Inactive Docket for all pending and future asbestos claims filed by plaintiffs who cannot demonstrate that they have a malignant condition or discernible physical impairment, and an Active or In Extremis Docket for plaintiffs who are able to show such medical condition. As a result of this order, the majority of the asbestos cases filed against the Company in New York County have been moved to the Inactive Docket until such time as the plaintiffs can show that they have incurred a physical impairment. At December 31, 2013, the Company has been listed as a defendant in 187 Active or In Extremis asbestos cases in New York County. The Court's Order has been challenged by some plaintiffs.

Except with regard to the legal costs in a few limited, exceptional cases, the Company's insurance carrier has paid all legal and settlement costs and expenses to date related to the Company's U.S. asbestos cases. The Company has liability insurance coverage under various primary and excess policies that the Company believes will be available, if necessary, to substantially cover any liability that might ultimately be incurred on these claims.

The Company intends to continue its practice of vigorously defending these claims and cases. It is not possible to predict the ultimate outcome of asbestos-related lawsuits, claims and proceedings due to the unpredictable nature of personal injury litigation, and no loss provision has been recorded in the Company's consolidated financial statements because a loss contingency is not deemed probable or estimable. Despite this uncertainty, and although results of operations and cash flows for a given period could be adversely affected by asbestos-related lawsuits, claims and proceedings, the Company does not expect that any costs that are reasonably possible to be incurred by the Company

in connection with asbestos litigation would have a material adverse effect on the Company's financial condition, results of operations or cash flows.

The Company is subject to various other claims and legal proceedings covering a wide range of matters that arose in the ordinary course of business. In the opinion of management, all such matters are adequately covered by insurance or by established reserves, and, if not so covered, are without merit or are of such kind, or involve such amounts, as would not have a material adverse effect on the financial position, results of operations or cash flows of the Company.

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Insurance liabilities are recorded when it is probable that a liability has been incurred for a particular event and the amount of loss associated with the event can be reasonably estimated. Insurance reserves have been estimated based primarily upon actuarial calculations and reflect the undiscounted estimated liabilities for ultimate losses, including claims incurred but not reported. Inherent in these estimates are assumptions that are based on the Company's history of claims and losses, a detailed analysis of existing claims with respect to potential value, and current legal and legislative trends. If actual claims differ from those projected by management, changes (either increases or decreases) to insurance reserves may be required and would be recorded through income in the period the change was determined. When a recognized liability is covered by third-party insurance, the Company records an insurance claim receivable to reflect the covered liability. Insurance claim receivables are included in Other receivables on the Company's Consolidated Balance Sheets. See Note 1, Summary of Significant Accounting Policies, to the consolidated financial statements for the year ended December 31, 2013 for additional information on Accrued Insurance and Loss Reserves.

13. Capital Stock

The authorized capital stock of the Company consists of 150,000,000 shares of common stock and 4,000,000 shares of preferred stock, both having a par value of $1.25 per share. The preferred stock is issuable in series with terms as fixed by the Board of Directors (the "Board"). No preferred stock has been issued. Under the Company's Preferred Stock Purchase Rights Agreement (the "Agreement"), the Board authorized and declared a dividend distribution of one right for each share of common stock outstanding on the record date. The rights may only be exercised if, among other things and with certain exceptions, a person or group has acquired 15% or more of the Company's common stock without the prior approval of the Board. Each right entitles the holder to purchase 1/100th share of Harsco Series A Junior Participating Cumulative Preferred Stock at an exercise price of $230. Once the rights become exercisable, the holder of a right will be entitled, upon payment of the exercise price, to purchase a number of shares of common stock calculated to have a value of two times the exercise price of the right. The rights expire on October 9, 2017, do not have voting power, and may be redeemed by the Company at a price of $0.001 per right at any time until the 10th business day following public announcement that a person or group has accumulated 15% or more of the Company's common stock. The Agreement also includes an exchange feature. At December 31, 2013 and 2012, 806,789 and 805,846 shares, respectively, of $1.25 par value preferred stock were reserved for issuance upon exercise of the rights.

The Board has authorized the repurchase of shares of common stock as follows:

	Shares Authorized to be Purchased January 1	Additional Shares Authorized for Purchase	Shares Purchased	Remaining Shares Authorized for Purchase December 31
2011	2,000,000	—	286,577	1,713,423
2012	1,713,423	—	—	1,713,423
2013	1,713,423	286,577	—	2,000,000

At December 31, 2013, 2,000,000 shares remained available for repurchase under the Company's share repurchase program. On January 28, 2014, the Board reauthorized the number of shares available for repurchase under the Company's share repurchase program and extended the program for an additional year. As a result, the Company is currently authorized to repurchase up to 2,000,000 shares through January 31, 2015. When and if appropriate, repurchases are made in open market transactions, depending on market conditions. Share repurchases may not occur and may be discontinued at any time.

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The following table summarizes the Company's common stock:

	Common Stock Shares Issued	Treasury Shares (a)	Outstanding Shares
Outstanding, January 1, 2011	111,611,102	31,097,043	80,514,059
Stock options exercised	199,032	41,974	157,058
Vested restricted stock units	121,133	28,503	92,630
Treasury shares purchased	—	286,577	(286,577)
Outstanding, December 31, 2011	111,931,267	31,454,097	80,477,170
Stock options exercised	38,900	—	38,900
Vested restricted stock units	45,898	14,677	31,221
Other stock grants	47,873	10,536	37,337
Outstanding, December 31, 2012	112,063,938	31,479,310	80,584,628
Stock options exercised	20,000	—	20,000
Vested restricted stock units	25,215	9,358	15,857
Stock appreciation rights exercised	2,713	521	2.192
Other stock grants	86,827	30,579	56,248
Outstanding, December 31, 2013	112,198,693	31,519,768	80,678,925

(a) The Company repurchases shares in connection with the issuance of shares under stock-based compensation programs.

The following is a reconciliation of the average shares of common stock used to compute basic earnings per common share to the shares used to compute diluted earnings per common share as shown in the Consolidated Statements of Operations:

(In thousands, except per share data)	2013	2012	2011
Loss from continuing operations attributable to Harsco Corporation common stockholders	$(226,449)	$(253,693)	$(9,447)
Weighted-average shares outstanding—basic	80,755	80,632	80,736
Dilutive effect of stock-based compensation	—	—	—
Weighted-average shares outstanding—diluted	80,755	80,632	80,736
Loss from continuing operations per common share, attributable to Harsco Corporation common stockholders:			
Basic	$(2.80)	$(3.15)	$(0.12)
Diluted	$(2.80)	$(3.15)	$(0.12)

The following average outstanding stock-based compensation units were not included in the computation of diluted earnings per share because the effect was antidilutive:

(In thousands)	2013	2012	2011
Restricted stock units	265	148	64
Stock options	286	389	755
Stock appreciation rights	1,078	530	—
Other stock-based compensation units	101	317	554

14. Stock-Based Compensation

The 2013 Equity and Incentive Compensation Plan authorizes the issuance of up to 6,800,000 shares of the Company's common stock for use in paying incentive compensation awards in the form of stock options or other equity awards such as restricted stock, restricted stock units ("RSUs") or stock appreciation rights ("SARs"). Of the 6,800,000 shares authorized, a maximum of 3,400,000 shares may be issued for awards other than option rights or SARs, as defined in the plan. The 1995 Non-Employee Directors' Stock Plan authorizes the issuance of up to 600,000 shares of the

Company's common stock for equity awards. Both plans have been approved by the Company's stockholders. At December 31, 2013, there were 6,019,212 shares available for granting equity awards under the 2013 Equity and Incentive Compensation Plan, of which 3,271,831 shares were available for awards other than option rights or SARs. At December 31, 2013, there were 143,903 shares available for granting under the 1995 Non-Employee Directors' Stock Plan.

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Restricted Stock Units
The Board approves the granting of performance-based RSUs as the long-term equity component of director, officer and certain key employee compensation. The RSUs require no payment from the recipient and compensation cost is measured based on the market price on the grant date and is generally recorded over the vesting period. The vesting period for RSUs granted to non-employee directors is one year, and each restricted stock unit is exchanged for a like number of shares of Company stock following the termination of the participant's service as a director. Generally, RSUs granted to officers and certain key employees prior to 2012 vest on a pro rata basis over a three-year period, and the specified retirement age is 62. RSUs granted in May of 2013 "cliff" vest at the end of three years, and the specified retirement age is 62. Upon vesting, each restricted stock unit is exchanged for a like number of new shares of the Company's stock. RSUs do not have an option for cash payment.
The following table summarizes RSUs issued and the compensation expense recorded for 2013, 2012 and 2011:
Stock-Based Compensation Expense

(Dollars in thousands, except per unit)	Restricted Stock Units	Weighted Average Fair Value	Expense 2013	2012	2011
Directors:					
2010	16,000	30.99	$—	$—	$165
2011	20,192	34.79	—	234	468
2012	30,618	21.44	255	402	—
2013	46,287	20.60	636	—	—
Employees:					
2008	130,950	45.95	—	—	68
2009	121,625	25.98	—	43	626
2010	26,000	23.78	—	21	383
2011	17,250	23.55	69	195	140
2012	141,486	18.75	383	525	—
2013	170,582	20.63	633	—	—
Total			$1,976	$1,420	$1,850

Restricted stock unit activity for 2013, 2012 and 2011 was as follows:

	Restricted Stock Units	Weighted Average Grant-Date Fair Value
Nonvested at January 1, 2011	140,535	$30.83
Granted	37,442	29.61
Vested	(113,136)	33.55
Forfeited	(2,200)	25.15
Nonvested at December 31, 2011	62,641	25.39
Granted	172,104	19.23
Vested	(67,861)	24.86
Forfeited	(25,411)	20.35
Nonvested at December 31, 2012	141,473	19.19
Granted	216,869	20.62
Vested	(69,955)	20.54
Forfeited	(74,546)	22.61
Nonvested at December 31, 2013	213,841	$19.95

At December 31, 2013, the total unrecognized compensation cost related to nonvested RSUs was $2.8 million, which will be recognized over a weighted-average period of approximately two years.

Stock Options

From time to time, the Company may grant incentive stock options and nonqualified stock options to officers, certain key employees and non-employee directors under the plans noted above. The stock options would generally vest three years from the date of grant, which is the date the Board approved the grants, and expire no later than seven years after the date of grant. The exercise price of the stock would be fair value on the grant date. Upon exercise, a new share of Company common stock is issued for each option.

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Stock option activity for 2013, 2012 and 2011 was as follows:

	Shares Under Option	Weighted Average Exercise Price	Aggregate Intrinsic Value (in millions)(a)
Outstanding, January 1, 2011	273,672	$16.46	$3.3
Granted	617,500	31.75	—
Exercised	(199,032)	15.95	—
Expired	(30,300)	30.92	—
Outstanding, December 31, 2011	661,840	30.22	0.2
Exercised	(38,900)	18.23	—
Forfeited/Expired	(294,940)	31.29	—
Outstanding, December 31, 2012	328,000	30.67	0.2
Exercised	(20,000)	16.96	
Forfeited/Expired	(79,000)	31.00	
Outstanding, December 31, 2013	229,000	$31.75	$—

(a) Intrinsic value is defined as the difference between the current market value and the exercise price, for those options where the market price exceeds the exercise price.

In January 2011, 617,500 stock options were granted. The Company used a binomial lattice model to estimate the fair value of $10.90 for this stock-based award. The fair value was estimated with the following assumptions: Dividend yield—2.5%; Volatility—40.6%; Risk-free interest rate—0.6%; and Expected life—seven years. These assumptions are based on multiple factors, including the historical volatility of the Company's stock price. The options vest three years from the grant date and expire seven years after the grant date. Compensation expense recognized in 2013 and 2011 totaled $0.2 million and $2.0 million, respectively. There was no compensation expense recognized in 2012. The decrease in compensation expense related for 2013 and 2012 was primarily due to forfeitures.

At December 31, 2013, the total unrecognized compensation cost related to nonvested stock options was less than $0.1 million, which is expected to be recognized in 2014.

Net cash proceeds from the exercise of stock options totaled $0.4 million, $0.7 million and $2.4 million in 2013, 2012 and 2011, respectively.

The total intrinsic value of options exercised during 2013, 2012 and 2011 was $0.1 million, $0.1 million and $2.2 million, respectively.

The following table summarizes information concerning outstanding and exercisable options at December 31, 2013:

	Options Outstanding				Options Exercisable	
Range of Exercisable Prices	Vested	Unvested	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Life in Years	Number Exercisable	Weighted Average Exercise Price Per Share
$31.75 - $31.75	80,000	149,000	31.75	4.1	80,000	31.75

At December 31, 2013, outstanding options, substantially all of which are expected to vest, have a weighted-average remaining contractual life of 4.1 years and no intrinsic value. Vested and currently exercisable options have a weighted-average remaining contractual life of 4.1 years and no intrinsic value.

Weighted-average grant-date fair value of unvested options during the year ended December 31, 2013 was as follows:

	Shares Under Option	Weighted Average Grant-Date Fair Value
Outstanding, January 1, 2013	304,000	$10.90

Vested	(80,000)	10.90
Forfeited	(75,000)	10.90
Outstanding, December 31, 2013	149,000	$10.90

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Stock Appreciation Rights

The Company may grant SARs to officers under the 2013 Equity and Incentive Compensation Plan. The SARs would generally vest on a pro-rata basis from one to five years from the date of grant, and expire no later than ten years after the date of grant, and the specified retirement age is 62. SARs require no cash payment from the recipient. The exercise price of the SAR would be fair value on the grant date. Upon exercise, a new share of Company stock is issued based on the increase in the fair value of the stock over the exercise price of the SAR. SARs do not have an option for cash payment.

During 2012, the Company issued SARs covering 318,452 shares in March, 345,502 shares in May and 43,058 shares in September under the 1995 Executive Incentive Compensation Plan to officers and key executive employees. During 2013, SARs covering 903,814 shares, 5,018 shares and 15,000 shares were issued in May, June and November, respectively, under the 2013 Equity and Incentive Compensation Plan.

The fair value of each SAR grant was estimated on the date of grant using a Black-Scholes pricing model with the following assumptions:

	March 2012 Grant		May 2012 Grant		September 2012 Grant		May 2013 Grant		June 2013 Grant		November 2013 Grant	
Risk-free interest rate	1.56	%	1.18	%	1.00	%	1.17	%	1.41	%	1.91	%
Dividend yield	3.50	%	4.20	%	3.80	%	3.61	%	3.56	%	3.13	%
Expected life (years)	6.5		6.5		6.5		6.5		6.5		6.5	
Volatility	43.9	%	44.0	%	44.3	%	44.1	%	44.1	%	43.8	%
SAR grant price	$23.73		$19.65		$21.37		$22.70		$23.03		$26.22	
Fair value of SAR	$6.10		$4.77		$6.20		$6.86		$7.07		$8.60	

SARs activity for 2013 and 2012 was as follows:

	SARs			
	Number of Shares		Weighted Average Exercise Price	Aggregate Intrinsic Value (in millions) (a)
Outstanding, January 1, 2012	—		$—	$—
Granted	707,012		21.23	
Forfeited/expired	(181,725	)	21.23	
Outstanding, December 31, 2012	525,287		21.23	1.2
Granted	923,832		22.76	
Exercised	(11,037	)	19.65	
Forfeited	(476,624	)	22.28	
Outstanding, December 31, 2013	961,458		$22.20	$5.6

(a) Intrinsic value is defined as the difference between the current market value and the exercise price, for those SARs where the market price exceeds the exercise price.

The total intrinsic value of SARs exercised during 2013 was $0.1 million. No SARs were exercised in prior years.

The following table summarizes information concerning outstanding and exercisable SARs at December 31, 2013:

	SARs Outstanding				SARs Exercisable	
Range of exercisable prices	Vested	Unvested	Weighted-Average Exercise Price per Share	Weighted-Average Remaining Contractual Life in Years	Number Exercisable	Weighted-Average Exercise Price per Share

$19.65 - $22.70	77,576	783,239	$ 21.98	9.1	77,576	$ 20.47
$23.03 - $26.22	44,377	56,266	24.07	8.5	44,377	23.73
	121,953	839,505	$ 22.20	9.1	121,953	$ 21.65

At December 31, 2013, outstanding SARs, substantially all of which are expected to vest, have a weighted-average remaining contractual life of 9.1 years and an aggregate intrinsic value of $5.6 million. Vested and currently exercisable SARs have a weighted-average remaining contractual life of 8.5 years and an aggregate intrinsic value of $0.8 million.
At December 31, 2013, total unrecognized compensation expense related to nonvested SARs was $4.8 million, which is expected to be recognized over a weighted average period of approximately 4.2 years.

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Weighted-average grant date fair value of unvested SARs during the year ended December 31, 2013 was as follows:

	Shares	Weighted-Average Grant Date Fair Value
Unvested shares, January 1, 2013	525,287	$ 21.23
Granted	923,832	22.76
Vested	(121,953)	21.65
Exercised	(11,037)	19.65
Forfeited	(476,624)	22.28
Unvested shares, December 31, 2013	839,505	$ 22.27

Other Stock Grants

During 2012, the Company issued 43,873 shares to its then Interim Chief Executive Officer as part of his compensation agreement. In addition, 4,000 shares were issued to other employees under incentive award programs. All shares vested immediately and were not subject to any holding period restrictions. Fair value of the grants were based on the market price of Company stock at the grant date. Expense recognized in 2012 for these grants total $1.0 million.

There was a $0.1 million increase, no change and a $1.1 million decrease of excess tax benefits principally from RSUs recognized in 2013, 2012 and 2011, respectively.

15. Financial Instruments

Off-Balance Sheet Risk

As collateral for the Company's performance and to insurers, the Company is contingently liable under standby letters of credit, bonds and bank guarantees in the amounts of $216.3 million and $208.8 million at December 31, 2013 and 2012, respectively. These standby letters of credit, bonds and bank guarantees are generally in force for up to four years. Certain issues have no scheduled expiration date. The Company pays fees to various banks and insurance companies that range from 0.32% to 2.55% per annum of the instruments' face value. If the Company were required to obtain replacement standby letters of credit, bonds and bank guarantees at December 31, 2013 for those currently outstanding, it is the Company's opinion that the replacement costs would be within the present fee structure.

The Company has currency exposures in approximately 35 countries. The Company's primary foreign currency exposures during 2013 were in the European Economic and Monetary Union, the United Kingdom and Brazil.

Off-Balance Sheet Risk—Third-Party Guarantees

In connection with the Infrastructure transaction, the Company has outstanding guarantees and letters of credit related to the Harsco Infrastructure Segment that are still in force. These guarantees and letters of credit are provided to enable the legacy business to obtain financing for their operations. The maximum potential amount of future payments (undiscounted) related to these guarantees was approximately $19 million at December 31, 2013. These guarantees and letters of credit are expected to be replaced by Brand during 2014. There is no recognition of a liability related to these guarantees or letters of credit as the Company believes that the potential for making any payments is remote and they have been indemnified by Brand as part of the Infrastructure transaction.

The Company provided an environmental indemnification for properties that were sold to a third party in 2007. The maximum term of this guarantee is 20 years, and the Company would be required to perform under the guarantee only if an environmental matter is discovered on the properties. The Company is not aware of environmental issues related to these properties. There is no recognition of this potential future payment in the consolidated financial statements as the Company believes the potential for making this payment is remote.

The Company provided an environmental indemnification for property from a lease that terminated in 2006. The term of this guarantee is indefinite, and the Company would be required to perform under the guarantee only if an environmental matter was discovered on the property relating to the time the Company leased the property. The Company is not aware of any environmental issues related to this property. The maximum potential amount of future payments (undiscounted) related to this guarantee is estimated to be $3.0 million at both December 31, 2013 and

2012. There is no recognition of this potential future payment in the consolidated financial statements as the Company believes the potential for making this payment is remote.

Any liabilities related to the Company's obligation to stand ready to act on third-party guarantees are included in Other current liabilities or Other liabilities (as appropriate) on the Consolidated Balance Sheets. Any recognition of these liabilities did not have a material impact on the Company's financial condition or results of operations for 2013, 2012 or 2011.

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In the normal course of business, the Company provides legal indemnifications related primarily to the performance of its products and services and patent and trademark infringement of its products and services sold. These indemnifications generally relate to the performance (regarding function, not price) of the respective products or services and therefore no liability is recognized related to the fair value of such guarantees.

Derivative Instruments and Hedging Activities

The Company uses derivative instruments, including foreign currency forward exchange contracts, commodity contracts and cross currency interest rate swaps, to manage certain foreign currency, commodity price and interest rate exposures. Derivative instruments are viewed as risk management tools by the Company and are not used for trading or speculative purposes.

All derivative instruments are recorded on the Consolidated Balance Sheets at fair value. Changes in the fair value of derivatives used to hedge foreign currency denominated balance sheet items are reported directly in earnings along with offsetting transaction gains and losses on the items being hedged. Derivatives used to hedge forecasted cash flows associated with foreign currency commitments or forecasted commodity purchases may be accounted for as cash flow hedges, as deemed appropriate and if the criteria for hedge accounting are met. Gains and losses on derivatives designated as cash flow hedges are deferred as a separate component of equity and reclassified to earnings in a manner that matches the timing of the earnings impact of the hedged transactions. Generally, at December 31, 2013, these deferred gains and losses will be reclassified to earnings over 10 to 15 years from the balance sheet date. The ineffective portion of all hedges, if any, is recognized currently in earnings.

The fair value of outstanding derivative contracts recorded as assets and liabilities on the Consolidated Balance Sheets at December 31, 2013 and 2012 was as follows:

(in thousands)	Asset Derivatives Balance Sheet Location	Fair Value	Liability Derivatives Balance Sheet Location	Fair Value
December 31, 2013				
Derivatives designated as hedging instruments:				
Foreign currency forward exchange contracts	Other current assets	$40	Other current liabilities	$17
Cross currency interest rate swaps	Other assets	26,001	Other liabilities	13,410
Total derivatives designated as hedging instruments		$26,041		$13,427
Derivatives not designated as hedging instruments:				
Foreign currency forward exchange contracts	Other current assets	$1,216	Other current liabilities	$3,267

(in thousands)	Asset Derivatives Balance Sheet Location	Fair Value	Liability Derivatives Balance Sheet Location	Fair Value
December 31, 2012				
Derivatives designated as hedging instruments:				
Cross currency interest rate swaps	Other assets	$39,058	Other liabilities	$14,346
Derivatives not designated as hedging instruments:				
Foreign currency forward exchange contracts	Other current assets	$853	Other current liabilities	$1,775

All of the Company's derivatives are recorded in the Consolidated Balance Sheets at gross amounts and not offset. All of the Company's cross currency interest rate swaps and certain foreign currency forward exchange contracts are transacted under International Swaps and Derivatives Association ("ISDA") documentation. Each ISDA master

agreement permits the net settlement of amounts owed in the event of default. The Company's derivative assets and liabilities subject to enforceable master netting arrangements did not result in a net asset or net liability at December 31, 2013. The Company's derivative assets and liabilities subject to enforceable master netting arrangements resulted in a $0.1 million net liability at December 31, 2012.

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The effect of derivative instruments in the Consolidated Statements of Operations and the Consolidated Statements of Comprehensive Income during 2013, 2012 and 2011 was as follows:
Derivatives Designated as Hedging Instruments

(In thousands)	Amount of Gain (Loss) Recognized in Other Comprehensive Income ("OCI") on Derivative—Effective Portion	Location of Gain (Loss) Reclassified from Accumulated OCI into Income—Effective Portion	Amount of Gain (Loss) Reclassified from Accumulated OCI into Income—Effective Portion	Location of Gain (Loss) Recognized in Income on Derivative—Ineffective Portion and Amount Excluded from Effectiveness Testing	Amount of Gain (Loss) Recognized in Income on Derivative—Ineffective Portion and Amount Excluded from Effectiveness Testing	
Year Ended December 31, 2013:						
Foreign currency forward exchange contracts	$ 48	Cost of services and products sold	$ (8)	Cost of services and products sold	$ (6)	
Cross currency interest rate swaps	2,409		—	Cost of services and products sold	(12,061)	(a)
	$ 2,457		$ (8)		$ (12,067)	
Year Ended December 31, 2012:						
Foreign currency forward exchange contracts	$ (152)	Cost of services and products sold	$ 270		$ —	
Cross currency interest rate swaps	(4,748)		—	Cost of services and products sold	(13,384)	(a)
	$ (4,900)		$ 270		$ (13,384)	
Year Ended December 31, 2011:						
Foreign currency forward exchange contracts	$ 887	Cost of services and products sold	$ 83		$ —	
Cross currency interest rate swaps	7,230		—	Cost of services and products sold	7,642	(a)
	$ 8,117		$ 83		$ 7,642	

(a) These gains (losses) offset foreign currency fluctuation effects on the debt principal.

Derivatives Not Designated as Hedging Instruments

(In thousands)	Location of Gain (Loss) Recognized in Income on Derivative	Amount of Gain (Loss) Recognized in Income on Derivative for the Twelve Months Ended December 31(a)		
		2013	2012	2011
Foreign currency forward exchange contracts	Cost of services and products sold	$(10,463)	$(3,529)	$7,238

(a) These gains (losses) offset amounts recognized in cost of service and products sold principally as a result of intercompany or third-party foreign currency exposures.

Foreign Currency Forward Exchange Contracts

The Company conducts business in multiple currencies and, accordingly, is subject to the inherent risks associated with foreign exchange rate movements. The financial position and results of operations of substantially all of the Company's foreign subsidiaries are measured using the local currency as the functional currency. Foreign currency-denominated assets and liabilities are translated into U.S. dollars at the exchange rates existing at the respective balance sheet dates, and income and expense items are translated at the average exchange rates during the respective periods. The aggregate effects of translating the balance sheets of these subsidiaries are deferred and recorded in Accumulated other comprehensive loss, which is a separate component of equity.

The Company uses derivative instruments to hedge cash flows related to foreign currency fluctuations. Foreign currency forward exchange contracts outstanding are part of a worldwide program to minimize foreign currency exchange operating income and balance sheet exposure by offsetting foreign currency exposures of certain future payments between the Company and its various subsidiaries, suppliers or customers. The unsecured contracts are with major financial institutions. The Company may be exposed to credit loss in the event of non-performance by the contract counterparties. The Company evaluates the creditworthiness of the counterparties and does not expect default by them. Foreign currency forward exchange contracts are used to hedge commitments, such as foreign currency debt, firm purchase commitments and foreign currency cash flows for certain export sales transactions.

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The following tables summarize, by major currency, the contractual amounts of the Company's foreign currency forward exchange contracts in U.S. dollars at December 31, 2013 and 2012. The "Buy" amounts represent the U.S. dollar equivalent of commitments to purchase foreign currencies, and the "Sell" amounts represent the U.S. dollar equivalent of commitments to sell foreign currencies. The recognized gains and losses offset amounts recognized in cost of services and products sold principally as a result of intercompany or third-party foreign currency exposures.

Contracted Amounts of Foreign Currency Exchange Forward Contracts Outstanding at December 31, 2013:

(In thousands)	Type	U.S. Dollar Equivalent	Maturity	Recognized Gain (Loss)	
British pounds sterling	Sell	$26,931	January 2014	$(277	)
British pounds sterling	Buy	1,976	January 2014	15	
Euros	Sell	248,943	January 2014 through July 2014	(335	)
Euros	Buy	242,385	January 2014 through March 2014	(1,335	)
Other currencies	Sell	12,708	January 2014 through July 2014	(134	)
Other currencies	Buy	8,907	January 2014 through August 2014	38	
Total		$541,850		$(2,028	)

Included in the contracted amounts of foreign currency exchange forward contracts outstanding at December 31, 2013 are $121.2 million of foreign currency exchange forward contracts entered into by the Company under the Transition Services Agreement with Brand. The Company has recognized a $0.7 million mark-to-market liability associated with these foreign currency exchange forward contracts.

Contracted Amounts of Foreign Currency Exchange Forward Contracts Outstanding at December 31, 2012:

(In thousands)	Type	U.S. Dollar Equivalent	Maturity	Recognized Gain (Loss)	
British pounds sterling	Sell	$—		$—	
British pounds sterling	Buy	6,141	January 2013 through February 2013	58	
Euros	Sell	264,234	January 2013 through March 2013	(1,082	)
Euros	Buy	116,618	January 2013 through February 2013	187	
Other currencies	Sell	2,811	January 2013 through March 2013	(15	)
Other currencies	Buy	44,291	January 2013	(71	)
Total		$434,095		$(923	)

In addition to foreign currency forward exchange contracts, the Company designates certain loans as hedges of net investments in international subsidiaries. The Company recorded pre-tax net losses of $9.8 million and $5.3 million and pre-tax net gains of $6.3 million related to hedges of net investments during 2013, 2012 and 2011, respectively, in the caption Accumulated other comprehensive loss.

Cross Currency Interest Rate Swaps

The Company uses cross currency interest rate swaps in conjunction with certain debt issuances in order to secure a fixed local currency interest rate. Under these cross currency interest rate swaps, the Company receives interest based on a fixed or floating U.S. dollar rate and pays interest on a fixed local currency rate based on the contractual amounts in dollars and the local currency, respectively. At maturity, there is also the payment of principal amounts between currencies. The cross currency interest rate swaps are recorded on the Consolidated Balance Sheets at fair value, with changes in value attributed to the effect of the swaps' interest spread recorded in Accumulated other comprehensive loss. Changes in value attributed to the effect of foreign currency fluctuations are recorded in the Consolidated Statements of Operations and offset currency fluctuation effects on the debt principal. The following table indicates the contractual amounts of the Company's cross currency interest rate swaps:

(In millions)	Contractual Amounts	Interest Rates Receive	Pay

Maturing 2018	$250.0	Fixed U.S. dollar rate	Fixed euro rate
Maturing 2020	220.0	Fixed U.S. dollar rate	Fixed British pound sterling rate
Maturing 2013 through 2017	10.2	Floating U.S. dollar rate	Fixed rupee rate

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Fair Value of Derivative Assets and Liabilities and Other Financial Instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The Company utilizes market data or assumptions that the Company believes market participants would use in valuing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique.

The fair value hierarchy distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1—Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2—Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3—Inputs that are both significant to the fair value measurement and unobservable.

In instances in which multiple levels of inputs are used to measure fair value, hierarchy classification is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

The following table indicates the fair value hierarchy of the financial instruments of the Company at December 31, 2013 and 2012:

Level 2 Fair Value Measurements (In thousands)	December 31 2013	December 31 2012
Assets		
Foreign currency forward exchange contracts	$1,256	$853
Cross currency interest rate swaps	26,001	39,058
Liabilities		
Foreign currency forward exchange contracts	3,284	1,775
Cross currency interest rate swaps	13,410	14,346

The following table reconciles the beginning and ending balances for liabilities measured on a recurring basis using unobservable inputs (Level 3) for 2013:

Level 3 Liabilities—Unit Adjustment Liability for the Twelve Months Ended December 31 (In thousands)	2013
Balance at beginning of year	$—
Recognition of unit adjustment liability	107,500
Payments	(2,123)
Change in fair value to unit adjustment liability	966
Balance at end of year	$106,343

See Note 3, Acquisitions and Dispositions, for additional information related to the unit adjustment liability.

The Company primarily applies the market approach for recurring fair value measurements and endeavors to utilize the best available information. Accordingly, the Company utilizes valuation techniques that maximize the use of observable inputs, such as forward rates, interest rates, the Company's credit risk and counterparties' credit risks, and which minimize the use of unobservable inputs. The Company is able to classify fair value balances based on the ability to observe those inputs. Commodity derivatives, foreign currency forward exchange contracts and cross

currency interest rate swaps are classified as Level 2 fair value based upon pricing models using market-based inputs. Model inputs can be verified, and valuation techniques do not involve significant management judgment.

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The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable, accrued liabilities and short-term borrowings approximate fair value due to the short-term maturities of these assets and liabilities. At December 31, 2013 and 2012, the total fair value of long-term debt, including current maturities, was $832.6 million and $1.0 billion, respectively, compared to carrying value of $803.4 million and $960.7 million, respectively. Fair values for debt are based on quoted market prices (Level 1) for the same or similar issues or on the current rates offered to the Company for debt of the same remaining maturities.

Concentrations of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents and accounts receivable. The Company places its cash and cash equivalents with high-quality financial institutions and, by policy, limits the amount of credit exposure to any single institution.

Concentrations of credit risk with respect to accounts receivable are generally limited in the Harsco Industrial Segments due to the Company's large number of customers and their dispersion across different industries and geographies. However, the Company's Harsco Metals & Minerals Segment and, to a lesser extent, the Harsco Rail Segment have several large customers throughout the world with significant accounts receivable balances. Consolidation in the global steel or rail industries could result in an increase in concentration of credit risk for the Company.

The Company generally does not require collateral or other security to support customer receivables. If a receivable from one or more of the Company's larger customers becomes uncollectible, it could have a material effect on the Company's results of operations or cash flows.

16. Information by Segment and Geographic Area

The Company reports information about its operating segments using the "management approach," which is based on the way management organizes and reports the segments within the enterprise for making operating decisions and assessing performance. The Company's reportable segments are identified based upon differences in products, services and markets served.

In 2013, the Company had four reportable segments. These segments and the types of products and services offered include the following:

Harsco Metals & Minerals Segment

These businesses provide on-site, outsourced services to steel mills and other metal producers such as aluminum and copper. Services include slag processing; semi-finished inventory management; material handling; scrap management; in-plant transportation; and a variety of other services. Other major products and services include minerals and recycling technologies; environmental solutions for metals and mining customers' waste streams; and granules for asphalt roofing shingles as well as abrasives for industrial surface preparation derived from coal slag. Major customers include steel mills and asphalt roofing manufacturers.

Harsco Infrastructure Segment

Historically, major services included project engineering and equipment installation, as well as the sale and rental of scaffolding, shoring and concrete forming systems for industrial maintenance and capital improvement projects, civil infrastructure projects, non-residential construction, and international multi-dwelling residential construction projects. Services were provided to industrial and petrochemical plants; the infrastructure construction, repair and maintenance markets; commercial and industrial construction contractors; and public utilities. As a result of the Infrastructure transaction, this Segment no longer recognizes revenue from operations. See Note 3, Acquisitions and Dispositions, for additional information on the Infrastructure transaction.

Harsco Rail Segment

This Segment manufactures railway track maintenance equipment and provides track maintenance services. The major customers include private and government-owned railroads and urban mass transit systems worldwide.

Harsco Industrial Segment
Major products include industrial grating; air-cooled heat exchangers; and boilers and water heaters. Major customers include industrial plants and the non-residential, commercial and public construction and retrofit markets; and the natural gas exploration and processing industry.

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Other Information

The measurement basis of segment profit or loss is operating income (loss). There are no significant inter-segment sales. Corporate assets include principally cash, prepaid taxes, fair value of derivative instruments and U.S. deferred income taxes. Countries with revenues from unaffiliated customers or net property, plant and equipment of ten percent or more of the consolidated totals (in at least one period presented) are as follows:

Information by Geographic Area (a)

	Revenues from Unaffiliated Customers Year Ended December 31		
(In thousands)	2013	2012	2011
United States	$1,021,770	$1,108,051	$1,087,454
United Kingdom	353,915	331,894	398,222
All Other	1,520,835	1,606,073	1,817,064
Totals including Corporate	$2,896,520	$3,046,018	$3,302,740

(a) Revenues are attributed to individual countries based on the location of the facility generating the revenue.

	Property, Plant and Equipment, Net Balances at December 31		
(In thousands)	2013	2012	2011
United States	$147,820	$242,890	$276,966
China	86,822	55,656	21,700
All Other	476,704	967,679	975,818
Totals including Corporate	$711,346	$1,266,225	$1,274,484

In 2013, 2012 and 2011, sales to one customer, ArcelorMittal, principally in the Harsco Metals & Minerals Segment, were $268.6 million, $283.3 million and $361.9 million, respectively. For 2011, this amount represented more than 10% of the Company's consolidated revenues. These revenues were provided under multiple long-term contracts at several mill sites. In addition, the Harsco Metals & Minerals Segment is dependent largely on the global steel industry, and in 2013, 2012 and 2011 there were two customers, including ArcelorMittal, that each provided in excess of 10% of this Segment's revenues under multiple long-term contracts at several mill sites. The loss of any one of these contracts would not have a material adverse impact upon the Company's financial position or cash flows; however, it could have a material effect on quarterly or annual results of operations. Additionally, consolidation in the global steel industry has increased the Company's exposure to these customers. Should additional consolidations occur involving some of the steel industry's larger companies which are customers of the Company, it would result in an increase in concentration of credit risk for the Company.

In 2013 and 2011, the Harsco Rail Segment had two customers and in 2012 one customer that provided in excess of 10% of the Segments' revenues. In 2013, 2012, and 2011, the Harsco Industrial Segment had one customer that provided in excess of 10% of the Segment's revenues. The loss of any of these customers would not have a material adverse impact on the Company's financial positions or cash flows.

As a result of the Infrastructure transaction, the Company recorded an estimated non-cash long-lived asset impairment charge of $241.3 million during the third quarter of 2013. The Company recorded an additional loss on disposal of Harsco Infrastructure Segment of $30.0 million during the fourth quarter of 2013 related to the Infrastructure transaction.

In the fourth quarter of 2012, the Company recorded a non-cash goodwill impairment charge of $265.0 million related to the Harsco Infrastructure Segment. See Note 7, Goodwill and Other Intangibles, for additional disclosure regarding the goodwill impairment charge.

In the fourth quarter of 2011, the Company implemented the 2011/2012 Restructuring Program to further optimize rental assets and sales inventories in the Harsco Infrastructure Segment; reduce the number of administrative locations in the Harsco Infrastructure and Harsco Metals & Minerals Segments; and reduce the global workforce in the Harsco Infrastructure and Harsco Metals & Minerals Segments. The Harsco Infrastructure and Harsco Metals & Minerals

Segments recorded pre-tax charges of $88.6 million and $5.5 million respectively, for the 2011/2012 Restructuring Program in 2012. The Harsco Infrastructure and Harsco Metals & Minerals Segments recorded pre-tax charges of $87.6 million and $12.8 million, respectively, for the 2011/2012 Restructuring Program in 2011.

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Operating Information by Segment:

(In thousands)	Year Ended December 31 2013	2012	2011
Revenues			
Harsco Metals & Minerals	$1,359,004	$1,404,103	$1,588,302
Harsco Infrastructure	885,377	937,293	1,108,293
Harsco Rail	286,167	352,036	300,029
Harsco Industrial	365,972	352,586	306,116
Total Revenues	$2,896,520	$3,046,018	$3,302,740
Operating Income (Loss)			
Harsco Metals & Minerals	$80,801	$85,523	$109,593
Harsco Infrastructure	(275,762)	(368,657)	(125,555)
Harsco Rail	28,299	56,079	58,746
Harsco Industrial	61,035	60,160	50,656
Corporate	(29,172)	(7,895)	(5,791)
Total Operating Income (Loss)	$(134,799)	$(174,790)	$87,649
Total Assets			
Harsco Metals & Minerals	$1,595,221	$1,561,973	$1,537,538
Harsco Infrastructure (a)	456,323	1,018,979	1,371,143
Harsco Rail	159,774	188,348	213,410
Harsco Industrial	83,189	81,035	80,784
Corporate	147,241	125,634	136,002
Total Assets	$2,441,748	$2,975,969	$3,338,877
Depreciation and Amortization			
Harsco Metals & Minerals	$158,837	$163,137	$183,784
Harsco Infrastructure	58,449	89,814	107,621
Harsco Rail	10,362	10,116	10,133
Harsco Industrial	3,329	3,098	2,805
Corporate	6,064	5,952	6,098
Total Depreciation and Amortization	$237,041	$272,117	$310,441
Capital Expenditures			
Harsco Metals & Minerals	$173,179	$189,358	$212,009
Harsco Infrastructure	62,889	63,137	88,456
Harsco Rail	3,502	4,133	4,497
Harsco Industrial	3,936	3,669	4,938
Corporate	2,641	4,726	3,201
Total Capital Expenditures	$246,147	$265,023	$313,101

(a) The total assets of the Harsco Infrastructure Segment at December 31, 2013 represent assets held-for-sale, the value of the equity method investment in Brand, and related net deferred tax assets.

The Harsco Infrastructure Segment currently holds the Company's approximate 29% equity interest in the Infrastructure strategic venture that resulted from the Infrastructure transaction. The Company will record the Company's proportionate share of Brand's net income or loss one quarter in arrears. Accordingly, the Company's Consolidated Statement of Operations for the year ended December 31, 2013 does not include any amounts related to the Infrastructure strategic venture in the caption Equity in income of unconsolidated entities, net. The Company will begin recording the Company's proportionate share of Brand's net income or loss during the first quarter of 2014. See Note 5, Equity Method Investments, for additional information on the Company's equity method investment in Brand.

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Reconciliation of Segment Operating Income (Loss) to Consolidated Income From Continuing Operations Before Income Taxes and Equity Income:

	Year Ended December 31		
(In thousands)	2013	2012	2011
Segment operating income (loss)	$(105,627)	$(166,895)	$93,440
General Corporate expense	(29,172)	(7,895)	(5,791)
Operating income (loss) from continuing operations	(134,799)	(174,790)	87,649
Interest income	2,087	3,676	2,751
Interest expense	(49,654)	(47,381)	(48,735)
Change in fair value to unit adjustment liability	(966)	—	—
Income (loss) from continuing operations before income taxes and equity income	$(183,332)	$(218,495)	$41,665

Information about Products and Services:

	Revenues from Unaffiliated Customers Year Ended December 31		
(In thousands)	2013	2012	2011
Product Group			
Outsourced, on-site services to steel mills and other metals producers and resource recovery technologies for the re-use of industrial waste stream by-products	$1,292,511	$1,333,248	$1,518,902
Engineered scaffolding, concrete forming and shoring, and other access-related services, rentals and sales (a)	885,377	937,293	1,108,293
Railway track maintenance services and equipment	286,167	352,036	300,029
Air-cooled heat exchangers	180,738	175,896	142,960
Industrial grating products	142,355	136,157	113,388
Industrial abrasives and roofing granules	66,493	70,855	69,399
Heat transfer products	42,879	40,533	49,769
Consolidated Revenues	$2,896,520	$3,046,018	$3,302,740

(a) The Engineered scaffolding, concrete forming and shoring, and other access-related services, rentals and sales product group is associated with the Harsco Infrastructure Segment which was disposed of as part of the Infrastructure transaction. See Note 3, Acquisitions and Dispositions, for additional information on the Infrastructure transaction.

17. Other Expenses

During 2013, 2012 and 2011, the Company recorded pre-tax other expenses from continuing operations of $15.1 million, $93.8 million and $102.7 million, respectively. The major components of this Consolidated Statements of Operations caption are as follows:

	Other (Income) Expenses		
(In thousands)	2013	2012	2011
Net gains	$(4,657)	$(5,848)	$(6,162)
Contingent consideration adjustments	—	—	(3,966)
Employee termination benefit costs	3,928	31,158	36,174
Costs to exit activities	5,382	38,626	10,007
Product line rationalization	—	24,966	66,063
Impaired asset write-downs	9,688	7,152	—
Other (income) expense	769	(2,278)	624

Total	$15,110	$93,776	$102,740

Other expenses in 2013 were incurred in conjunction with impaired asset write-downs primarily in the Harsco Rail Segment, costs to exit activities primarily in the Harsco Metals & Minerals Segment and Corporate, employee termination benefit costs primarily in the Harsco Metals & Minerals Segment, partially offset by net gains primarily in the Harsco Infrastructure Segment.

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Substantially all other expenses in 2012 and 2011 were incurred in conjunction with restructuring programs initiated within the Harsco Infrastructure Segment and the Harsco Metals & Minerals Segment in 2011 and the Harsco Infrastructure Segment in 2010. See Note 19, Restructuring Programs, for additional information on these restructuring programs.

Net Gains

Net gains result from the sales of redundant properties (primarily land, buildings and related equipment) and non-core assets. In 2013, gains related to assets sold principally in the United States and Western Europe. In 2012, gains related to assets sold principally in the United States. In 2011, gains related to assets sold principally in the United Kingdom and the United States.

	Net Gains		
(In thousands)	2013	2012	2011
Harsco Metals & Minerals Segment	$(1,043)	$(2,449)	$(1,666)
Harsco Infrastructure Segment	(2,864)	(2,198)	(3,607)
Harsco Industrial Segment	(750)	(1,089)	(889)
Corporate	—	(112)	—
Total	$(4,657)	$(5,848)	$(6,162)

Cash proceeds associated with these gains are included in the caption proceeds from sales of assets in the cash flows from investing activities section of the Consolidated Statements of Cash Flows.

Contingent Consideration Adjustments

Certain of the Company's acquisitions in prior years included contingent consideration features for which defined goals needed to be met by the acquired business in order for payment of the consideration. Each quarter until settlement of these contingencies, the Company assessed the likelihood that an acquired business would achieve the goals and the resulting fair value of the contingency. In accordance with U.S. GAAP for business combinations, these adjustments were recognized in the caption operating income (loss) from continuing operations in the Consolidated Statements of Operations as a component of the other expenses caption. The Company's assessment of these performance goals resulted in the following reductions to previously recognized contingent consideration liabilities:

	Contingent Consideration Adjustments		
(In thousands)	2013	2012	2011
Harsco Infrastructure Segment	$—	$—	$(3,966)

All contingent consideration liabilities have been settled and there was no recorded contingent consideration liability as of December 31, 2013 and 2012.

Employee Termination Benefit Costs

Costs and the related liabilities associated with involuntary termination benefit costs associated with one-time benefit arrangements provided as part of an exit or disposal activity are recognized by the Company when a formal plan for reorganization is approved at the appropriate level of management and communicated to the affected employees. Additionally, costs associated with ongoing benefit arrangements, or in certain countries where statutory requirements dictate a minimum required benefit, are recognized when they are probable and estimable.

The employee termination benefit costs in 2013 related primarily to the Harsco Metals & Minerals Segment and were primarily in Latin America, Western Europe, the Middle East and Africa, and North America. The employee termination benefit costs in 2012 related primarily to the 2011/2012 Restructuring Program and were primarily in Western Europe, North America, the United Kingdom and the Asia-Pacific region. The employee termination benefits costs in 2011 related primarily to the 2011/2012 Restructuring Program and were primarily in Western Europe and the United Kingdom.

	Employee Termination Benefit Costs		
(In thousands)	2013	2012	2011
Harsco Metals & Minerals Segment	$3,561	$8,082	$18,533
Harsco Infrastructure Segment (a)	(326)	17,291	16,546
Harsco Rail Segment	235	245	296

Harsco Industrial Segment	115	418	423
Corporate	343	5,122	376
Total	$3,928	$31,158	$36,174

(a) Amounts related to the Harsco Infrastructure Segment during 2013 primarily relate to the finalization of certain accrued amounts associated with the Company's restructuring programs.

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Costs to Exit Activities

Costs associated with exit or disposal activities are recognized as follows:

- Costs to terminate a contract that is not a capital lease are recognized when an entity terminates the contract or when an entity ceases using the right conveyed by the contract. This includes the costs to terminate the contract before the end of its term or the costs that will continue to be incurred under the contract for its remaining term without economic benefit to the entity (e.g., lease run-out costs).
- Other costs associated with exit or disposal activities (e.g., costs to consolidate or close facilities and relocate equipment or employees) are recognized and measured at their fair value in the period in which the liability is incurred.

In 2013, $5.4 million of exit costs were incurred, principally at Corporate related to the preliminary phases of the Infrastructure transaction and the Harsco Metals & Minerals Segment at various sites.

In 2012, $38.6 million of exit costs were incurred, principally related to Western Europe, the United States and the United Kingdom. This consists primarily of branch structure reduction and office rationalization costs in the Harsco Infrastructure and Harsco Metals & Minerals Segments. Costs to exit activities included $10.9 million of gains from currency translation adjustments recognized in earnings. The currency translation adjustments are non-cash items recognized when the Company has substantially liquidated its investment in a foreign entity. The Company exited certain countries and recognized such adjustment gains in conjunction with the Company's 2011/2012 Restructuring Program.

In 2011, $10.0 million of exit costs were incurred, principally related to the United States, the United Kingdom and Western Europe. This consists primarily of branch structure reduction and office rationalization costs in the Harsco Infrastructure and Harsco Metals & Minerals Segments.

	Costs to Exit Activities		
(In thousands)	2013	2012	2011
Harsco Metals & Minerals Segment	$2,705	$3,627	$1,313
Harsco Infrastructure Segment (a)	(254)	34,820	8,694
Corporate	2,931	179	$—
Total	$5,382	$38,626	$10,007

(a) Amounts related to the Harsco Infrastructure Segment during 2013 primarily relate to the finalization of certain accrued amounts associated with the Company's restructuring programs.

Product Line Rationalization

The Company did not record any product line rationalization charges in 2013. The product line rationalization charges of $25.0 million and $66.1 million in 2012 and 2011, respectively, represent a write-down of certain rental assets and sale inventories in the Harsco Infrastructure Segment that were discontinued as part of the 2011/2012 Restructuring Program and the Fourth Quarter 2010 Harsco Infrastructure Program, to streamline and optimize product offerings. These charges are net of estimated salvage value. Salvage values were based on estimates of proceeds to be realized through the sale of this inventory outside the normal course of business.

Impaired Asset Write-downs

Impaired asset write-downs are measured as the amount by which the carrying amount of assets exceeds their fair value. Fair value is estimated based upon the expected future realizable cash flows including anticipated selling prices. Non-cash impaired asset write-downs are included in the caption other, net on the Consolidated Statements of Cash Flows as adjustments to reconcile net loss to net cash provided by operating activities.

In 2013, $9.7 million of impaired asset write-downs were incurred, principally in the Harsco Rail Segment related to certain contract services assets being written-down to the net realizable value. In 2012, impaired asset write-downs were recorded in the Harsco Metals & Minerals Segment principally in the Asia-Pacific region resulting from exiting an underperforming contract. There were no impaired asset write-downs recorded in 2011.

(In thousands)	Impaired Asset Write-downs 2013	2012	2011
Harsco Metals & Minerals Segment	$689	$7,152	$—
Harsco Rail Segment	8,999	—	—
Total	$9,688	$7,152	$—

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18. Components of Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss is included on the Consolidated Statements of Stockholders' Equity. The components of Accumulated other comprehensive loss, net of the effect of income taxes, and activity for the year ended December 31, 2013 are as follows:

	Components of Accumulated Other Comprehensive Income (Loss) - Net of Tax				
(In thousands)	Cumulative Foreign Exchange Translation Adjustments	Effective Portion of Derivatives Designated as Hedging Instruments	Cumulative Unrecognized Actuarial Losses on Pension Obligations	Unrealized Loss on Marketable Securities	Total
Balance at December 31, 2012	$62,308	$(8,139)	$(465,286)	$(51)	$(411,168)
Other comprehensive income (loss) before reclassifications	(39,848) (a)	1,060 (b)	55,581 (c)	31	16,824
Amounts reclassified from accumulated other comprehensive loss	—	8	19,839	—	19,847
Amounts reclassified from accumulated other comprehensive loss in connection with the asset impairment loss recognized in the Infrastructure transaction (See Note 3, Acquisitions and Dispositions)	(15,979)	(21)	20,184	—	4,184
Total other comprehensive income (loss)	(55,827)	1,047	95,604	31	40,855
Less: Other comprehensive (income) loss attributable to noncontrolling interests	(371)	69	—	—	(302)
Other comprehensive income (loss) attributable to Harsco Corporation	(56,198)	1,116	95,604	31	40,553
Balance at December 31, 2013	$6,110	$(7,023)	$(369,682)	$(20)	$(370,615)

(a) Principally foreign currency fluctuation.
(b) Net change from periodic revaluations.
(c) Principally changes due to annual actuarial remeasurements.

Amounts reclassified from accumulated other comprehensive loss for the year ended December 31, 2013 are as follows:

(In thousands)	Year Ended December 31, 2013	Affected Caption in the Consolidated Statements of Operations
Amortization of defined benefit pension items (a):		

Actuarial losses	$12,435	(b) Selling, general and administrative expenses
Actuarial losses	9,064	(b) Cost of services and products sold
Prior-service costs	298	(b) Selling, general and administrative expenses
Prior-service costs	285	(b) Cost of services and products sold
Total before tax	22,082	
Tax benefit	(2,243)	
Total reclassification of defined benefit pension items, net of tax	$19,839	
Amortization of cash flow hedging instruments (a):		
Foreign currency forward exchange contracts	$11	Cost of services and products sold
Tax benefit	(3)	
Total reclassification of cash flow hedging instruments	$8	

(a) Amounts in parentheses indicate credits to profit/loss.
(b) These accumulated other comprehensive loss components are included in the computation of net periodic pension costs. Please refer to Note 10, Employee Benefit Plans, for additional details.

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Amounts reclassified from accumulated other comprehensive loss in connection with the asset impairment loss recognized in the Infrastructure transaction are as follows:

(In thousands)	Year Ended December 31, 2013	Affected Caption in the Consolidated Statements of Operations
Foreign exchange translation adjustments, before tax	$(15,979)	Loss on disposal of Harsco Infrastructure Segment and transaction costs
Tax effect	—	
Total reclassification of foreign exchange transaction adjustments	$(15,979)	
Cash flow hedging instruments, before tax	$(34)	Loss on disposal of Harsco Infrastructure Segment and transaction costs
Tax effect	13	
Total reclassification of cash flow hedging instruments	$(21)	
Defined benefit pension items, before tax	$20,184	Loss on disposal of Harsco Infrastructure Segment and transaction costs
Tax effect	—	
Total reclassification of defined benefit pension items	$20,184	

19. Restructuring Programs

In recent years, the Company has instituted restructuring programs to balance short-term profitability goals with long-term strategies. A primary objective of these programs has been to establish platforms upon which the affected businesses can grow with reduced fixed investment and generate annual operating expense savings. The restructuring programs have been instituted in response to the continuing impact of global financial and economic uncertainty on the Company's end markets, particularly in the Company's Harsco Infrastructure Segment. Restructuring costs incurred in these programs were recorded in the Other expenses caption of the Consolidated Statements of Operations. The timing of associated cash payments is dependent on the type of restructuring cost and can extend over a multi-year period.

2011/2012 Restructuring Program

Under the 2011/2012 Restructuring Program, the Company optimized rental assets and sale inventories by removing non-core assets under an expanded product rationalization and branch structure reduction program undertaken in its Harsco Infrastructure Segment and optimized office structures and reduced global workforce in the Harsco Infrastructure and Harsco Metals & Minerals Segments. Benefits under this program, in the form of reduced costs, were $63.0 million for the full year of 2013. This represents an incremental $8.0 million in benefits under this program when compared with the benefits realized in 2012. The majority of these savings related to the Harsco Infrastructure Segment, which was disposed of as part of the Infrastructure transaction. See Note 3, Acquisitions and Dispositions, for additional information related to the Infrastructure transaction. The Company incurred approximately $95 million and $101 million in pre-tax charges under this program in years ended December 31, 2012 and 2011, respectively.

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The restructuring accrual for the 2011/2012 Restructuring Program at December 31, 2013 and the activity for the year ended December 31, 2013 are as follows:

(In thousands)	Accrual December 31 2012	Non-Cash Charges / Adjustments	Cash Payments	Foreign Currency Translation	Transfers Between Segments (a)	Other Transfers (b)	Remaining Accrual December 31 2013
Harsco Infrastructure Segment							
Employee termination benefit costs	$ 6,999	$ (1,000)	$ (5,087)	$ (245)	$—	$ (667)	$—
Cost to exit activities	9,000	(691)	(3,269)	(55)	(3,248)	(1,737)	—
Total Harsco Infrastructure Segment	15,999	(1,691)	(8,356)	(300)	(3,248)	(2,404)	—
Harsco Metals & Minerals Segment							
Employee termination benefit costs	6,494	(139)	(4,516)	(33)	—	—	1,806
Cost to exit activities	499	(207)	(205)	8	—	—	95
Total Harsco Metals & Minerals Segment	6,993	(346)	(4,721)	(25)	—	—	1,901
Harsco Corporate							
Employee termination benefit costs	13	2	(15)	—	—	—	—
Cost to exit activities	—	—	(62)	—	3,248	—	3,186
Total Harsco Corporate	13	2	(77)	—	3,248	—	3,186
Total	$ 23,005	$ (2,035)	$ (13,154)	$ (325)	$—	$ (2,404)	$ 5,087

(a) The Company transferred $3.2 million of lease obligations included in the cost to exit activities caption from the Harsco Infrastructure Segment to Corporate. These are liabilities not included as part of the Infrastructure transaction and retained by the Company.
(b) As part of the Infrastructure transaction, the Company transferred certain restructuring program accruals to Brand.
Cash expenditures related to the remaining employee termination benefit costs accrual at December 31, 2013 are expected to be paid principally throughout 2014 with approximately $3.3 million of exit activity costs for lease terminations expected to be paid over the remaining life of the leases.

Fourth Quarter 2010 Harsco Infrastructure Program

Under the Fourth Quarter 2010 Harsco Infrastructure Program, the Harsco Infrastructure Segment reduced its branch structure; consolidated and/or closed administrative office locations; reduced its global workforce; and rationalized its product lines.

The restructuring accrual for the Fourth Quarter 2010 Harsco Infrastructure Program at December 31, 2013 and the activity for the year ended December 31, 2013 are as follows:

(In thousands)	Accrual December 31 2012	Non-Cash Charges / Adjustments	Cash Payments	Foreign Currency Translation	Other Transfers (a)	Remaining Accrual December 31 2013

Harsco Infrastructure Segment						
Cost to exit activities	$ 6,791	$ (695)	$ (506)	$ (3)	$ (5,587)	$—
Total	$ 6,791	$ (695)	$ (506)	$ (3)	$ (5,587)	$—

(a) As part of the Infrastructure transaction, the Company transferred certain restructuring program accruals to Brand.

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Two-Year Summary of Quarterly Results (Unaudited)
(In millions, except per share amounts)

2013				
Quarterly	First	Second	Third	Fourth
Revenues	$715.4	$759.7	$740.0	$681.3
Gross profit (a)	151.1	182.6	172.2	156.4
Net income (loss) attributable to Harsco Corporation	7.2	23.8	(233.7) (c)	(25.3) (c)
Basic earnings (loss) per share attributable to Harsco Corporation common stockholders:				
Continuing operations	$0.09	$0.30	$(2.89) (c)	$(0.31) (c)
Discontinued operations (b)	—	(0.01)	—	—
Basic earnings (loss) per share attributable to Harsco Corporation common stockholders	$0.09	$0.29	$(2.89)	$(0.31)
Diluted earnings (loss) per share attributable to Harsco Corporation common stockholders:				
Continuing operations	$0.09	$0.30	$(2.89) (c)	$(0.31) (c)
Discontinued operations (b)	—	(0.01)	—	—
Diluted earnings (loss) per share attributable to Harsco Corporation common stockholders	$0.09	$0.29	$(2.89)	$(0.31)

2012				
Quarterly	First	Second	Third	Fourth
Revenues	$752.3	$770.6	$756.8	$766.3
Gross profit (a)	158.7	185.8	176.8	169.5
Net income (loss) attributable to Harsco Corporation	(29.4) (d)	12.7 (d)	26.4 (d)	(264.4) (d) (e)
Basic earnings (loss) per share attributable to Harsco Corporation common stockholders:				
Continuing operations	$(0.36) (d)	$0.16 (d)	$0.32 (d)	$(3.27) (d) (e)
Discontinued operations (b)	(0.01)	—	—	—
Basic earnings (loss) per share attributable to Harsco Corporation common stockholders	$(0.36) (f)	$0.16	$0.33 (f)	$(3.28) (f)
Diluted earnings (loss) per share attributable to Harsco Corporation common stockholders:				
Continuing operations	$(0.36) (d)	$0.16 (d)	$0.32 (d)	$(3.27) (d) (e)
Discontinued operations (b)	(0.01)	—	—	—
Diluted earnings (loss) per share attributable to Harsco Corporation common stockholders	$(0.36) (f)	$0.16	$0.33 (f)	$(3.28) (f)

(a) Gross profit is defined as Revenues less costs and expenses associated directly with or allocated to products sold or services rendered.

(b) Discontinued operations related principally to the Gas Technologies Segment which was sold in the fourth quarter of 2007. See Note 3, Acquisitions and Dispositions, for additional information on discontinued operations.

(c) During 2013, the Company recorded a $271.3 million, loss on disposal of Harsco Infrastructure Segment, or $3.16 per basic and diluted share. During the third and fourth quarters of 2013, there were $241.3 million and $30.0 million of pre-tax loss on disposal of Harsco Infrastructure Segment incurred, respectively, related to the Infrastructure transaction. See Note 3, Acquisitions and Dispositions, for additional information on the pre-tax loss

on disposal of Harsco Infrastructure Segment.

(d) During 2012, the Company incurred an additional $94.5 million of pre-tax restructuring charges, or $1.06 per basic and diluted share, related to the 2011/2012 Restructuring Program. During the first, second, third and fourth quarters of 2012 there were $35.4 million, $29.7 million, $8.5 million and $20.9 million of pre-tax restructuring charges incurred, respectively. See Note 19, Restructuring Programs, for additional information on restructuring charges.

(e) In the fourth quarter of 2012, the Company incurred a $265.0 million, pre-tax goodwill impairment charge, or $3.29 per basic and diluted share. See Note 7, Goodwill and Other Intangible Assets, for additional information on the pre-tax goodwill impairment charge.

(f) Does not total due to rounding.

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Common Stock Price and Dividend Information
(Unaudited)

	Market Price Per Share		Dividends Declared
	High	Low	Per Share
2013			
First quarter	$26.02	$22.84	$ 0.205
Second quarter	24.75	20.98	0.205
Third quarter	27.03	23.20	0.205
Fourth quarter	28.99	23.86	0.205
2012			
First quarter	$24.48	$19.80	$0.205
Second quarter	23.86	18.57	0.205
Third quarter	22.45	19.35	0.205
Fourth quarter	23.54	18.40	0.205

Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure.
None.

Item 9A. Controls and Procedures.
Based on the evaluation required by Securities Exchange Act Rules 13a-15(b) and 15d-15(b), the Company's management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of disclosure controls and procedures, as defined in Securities Exchange Act Rules 13a-15(e) and 15d-15(e), at December 31, 2013. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective at December 31, 2013. There were no changes in internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting during the fourth quarter of 2013.
Management's Report on Internal Controls Over Financial Reporting is included in Part II, Item 8, "Financial Statements and Supplementary Data." The effectiveness of the Company's internal control over financial reporting at December 31, 2013 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in the Report of Independent Registered Public Accounting Firm appearing in Part II, Item 8, "Financial Statements and Supplementary Data," which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting at December 31, 2013.

Item 9B. Other Information.
None.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The information regarding executive officers of the Company required by this Item is set forth as a Supplementary Item, titled "Executive Officers of the Registrant," at the end of Part I of this Annual Report on Form 10-K (pursuant to Instruction 3 to Item 401(b) of Regulation S-K) and is incorporated herein by reference. The other information required by this Item is incorporated herein by reference from the disclosures that will be included under the sections entitled "Corporate Governance," "Nominees for Director," "The Nominating Process," "Report of the Audit Committee" and "Section 16(a) Beneficial Ownership Reporting Compliance" of the Company's Definitive Proxy Statement for its 2014 Annual Meeting of Stockholders (the "2014 Proxy Statement"), which will be filed pursuant to SEC Regulation 14A not later than 120 days after the end of the Company's fiscal year ended December 31, 2013.
The Company's Code of Conduct (the "Code"), which applies to all officers, directors and employees of the Company, may be found on the Company's Internet website, www.harsco.com. The Company intends to disclose on its website any amendments to the Code or any waiver from a provision of the Code granted to an officer or director of the Company. The Code is available in print, without charge, to any person who requests it. To request a copy of the Code please contact the Company's Senior Director—Corporate Communications at (717) 730-3683.

Item 11. Executive Compensation.

The information regarding compensation of executive officers and directors required by this Item is incorporated herein by reference from the disclosures that will be included under the sections entitled "Executive Compensation," "Compensation Discussion and Analysis" and "Non-Employee Director Compensation" of the 2014 Proxy Statement. The other information required by this Item is incorporated herein by reference from the disclosures that will be included under the sections entitled "Compensation Committee Interlocks and Insider Participation" and "Compensation Committee Report" of the 2014 Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information regarding security ownership of certain beneficial owners and management required by this Item is incorporated herein by reference from the disclosures that will be included under the section entitled "Share Ownership of Directors, Management and Certain Beneficial Owners" of the 2014 Proxy Statement.
Equity compensation plan information is incorporated herein by reference from the disclosures that will be included under the section entitled "Equity Compensation Plan Information" of the 2014 Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information regarding certain relationships and related transactions required by this Item is incorporated herein by reference from the disclosures that will be included under the section entitled "Transactions with Related Persons" of the 2014 Proxy Statement. The information regarding director independence required by this Item is incorporated herein by reference from the disclosures that will be included under the section entitled "Corporate Governance" of the 2014 Proxy Statement.

Item 14. Principal Accounting Fees and Services.

The information regarding principal accounting fees and services required by this Item is incorporated herein by reference from the disclosures that will be included under the sections entitled "Report of the Audit Committee" and "Fees Billed by the Independent Auditors for Audit and Non-Audit Services" of the 2014 Proxy Statement.

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PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) 1. The Index to Consolidated Financial Statements and Supplementary Data is located under Part II, Item 8, "Financial Statements and Supplementary Data."

	Page
Index to Consolidated Financial Statements and Supplementary Data	46

2. The following financial statement schedule should be read in conjunction with the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data":

	Page
Schedule II—Valuation and Qualifying Accounts for the years 2013, 2012 and 2011	103

Financial statement schedules other than that listed above are omitted because the required information is not applicable, or because the information required is included in the consolidated financial statements.

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SCHEDULE II. VALUATION AND QUALIFYING ACCOUNTS
Continuing Operations
(In thousands)

COLUMN A	COLUMN B	COLUMN C	COLUMN D		COLUMN E
		Additions	Additions (Deductions)		
Description	Balance at Beginning of Period	Charged to Cost and Expenses	Due to Currency Translation Adjustments	Other	Balance at End of Period
For the year 2013:					
Allowance for Doubtful Accounts	$17,253	$10,175	$(191)	$(20,599) (a)	$6,638
Deferred Tax Assets—Valuation Allowance	$126,532	$4,164	$(5,769)	$2,237	$127,164
For the year 2012:					
Allowance for Doubtful Accounts	$17,829	$11,266	$166	$(12,008) (b)	$17,253
Deferred Tax Assets—Valuation Allowance	$99,617	$18,552	$3,449	$4,914	$126,532
For the year 2011:					
Allowance for Doubtful Accounts	$20,283	$7,880	$(677)	$(9,657) (b)	$17,829
Deferred Tax Assets—Valuation Allowance	$29,469	$47,575 (c)	$(312)	$22,885 (d)	$99,617

(a) Includes principally the decrease in the allowance for doubtful accounts since December 31, 2012 related to the consummation of the Infrastructure transaction and utilization of previously reserved amounts.
(b) Includes principally the utilization of previously reserved amounts.
(c) Includes principally a valuation allowance recorded to fully offset the U.K. operations' net deferred tax assets primarily related to U.K. pension liabilities.
(d) Includes principally a valuation allowance recorded on other comprehensive income (loss) activity related to U.K. pension.

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Listing of Exhibits Filed with Form 10-K

Exhibit Number	Description of Exhibit
2(a)*	Purchase Agreement, dated as of September 15, 2013, by and among Harsco Corporation, on behalf of itself and the other sellers named therein, Bullseye, Inc., on behalf of itself and the other buyers named therein, Bullseye Investors, Inc. and CD&R Bullseye Holdings, L.P. (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2013, Commission File Number 001-03970). The registrant has omitted certain immaterial schedules and exhibits to this exhibit pursuant to the provisions of Regulation S-K, Item 601(b)(2). The registrant will furnish a copy of any of the omitted schedules and exhibits to the Securities and Exchange Commission upon request.
3(a)	Restated Certificate of Incorporation (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2013, Commission File Number 001-03970).
3(b)	Certificate of Designation filed September 25, 1997 (incorporated by reference to the Company's Annual Report on Form 10-K for the period ended December 31, 1997, Commission File Number 001-03970).
3(c)	By-laws, as amended January 28, 2014.
4(a)	Preferred Stock Purchase Rights Agreement (incorporated by reference to Registration Statement on Form 8-A dated October 2, 1987, Commission File Number 001-03970).
4(b)	Rights Agreement, dated as of September 25, 2007, by and between Harsco Corporation and Mellon Investor Services LLC, as Rights Agent (incorporated by reference to the Company's Current Report on Form 8-K dated September 26, 2007, Commission File Number 001-03970).
4(c)	Debt and Equity Securities (incorporated by reference to the Company's Registration Statement on Form S-3 dated December 15, 1994, Registration No. 33-56885).
4(d) (i)	Indenture, dated as of May 15, 2008, by and between Harsco Corporation and the Bank of New York, as trustee (incorporated by reference to the Company's Current Report on Form 8-K dated May 20, 2008, Commission File Number 001-03970).
4(d) (ii)	Supplemental Indenture, dated as of May 15, 2008, by and between Harsco Corporation and the Bank of New York, as trustee (incorporated by reference to the Company's Current Report on Form 8-K dated May 20, 2008, Commission File Number 001-03970).
4(d) (iii)	Form of Global Security representing Harsco Corporation's 5.75% Senior Notes due 2018 (incorporated by reference to the Company's Current Report on Form 8-K dated May 20, 2008, Commission File Number 001-03970).
4(e) (i)	Indenture, dated as of September 20, 2010, by and between Harsco Corporation and Wells Fargo Bank, National Association, as trustee (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2010, Commission File Number 001-03970).
4(e) (ii)	First Supplemental Indenture, dated as of September 20, 2010, by and between Harsco Corporation and Wells Fargo Bank, National Association, as trustee (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2010, Commission File Number 001-03970).
4(e) (iii)	Form of 2.700% Senior Notes due 2015 (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2010, Commission File Number 001-03970).

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Material Contracts—Credit and Underwriting Agreements

10(a)(i)	Amended and Restated Five-Year Credit Agreement, dated March 2, 2012, among Harsco Corporation, the lenders named therein, Citibank, N.A., as administrative agent, RBS Securities Inc., as syndication agent, and the Bank of Tokyo-Mitsubishi UFJ, Ltd., HSBC Bank USA, National Association, ING Bank N.V., Dublin Branch, JPMorgan Chase Bank, N.A. and Lloyds TSB Bank PLC, as documentation agents (incorporated by reference to the Company's Current Report on Form 8-K dated March 7, 2012, Commission File No. 001-03970).
10(a)(ii)	Amendment No. 1, dated September 12, 2013, to the Amended and Restated Five-Year Credit Agreement, dated March 2, 2012, among Harsco Corporation, the lenders named therein, Citibank, N.A., as administrative agent, RBS Securities Inc., as syndication agent, and the Bank of Tokyo-Mitsubishi UFJ, Ltd., HSBC Bank USA, National Association, ING Bank N.V., Dublin Branch, JPMorgan Chase Bank, N.A. and Lloyds TSB Bank PLC, as documentation agents (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2013, Commission File Number 001-03970).
10(a)(iii)	Amendment No. 2, dated December 20, 2013, to the Amended and Restated Five-Year Credit Agreement, dated March 2, 2012, among Harsco Corporation, the lenders named therein, Citibank, N.A., as administrative agent, RBS Securities Inc., as syndication agent, and the Bank of Tokyo-Mitsubishi UFJ, Ltd., HSBC Bank USA, National Association, ING Bank N.V., Dublin Branch, JPMorgan Chase Bank, N.A. and Lloyds TSB Bank PLC, as documentation agents.

Material Contracts—Management Contracts and Compensatory Plans

10(b)	Harsco Corporation Supplemental Retirement Benefit Plan as amended and restated January 1, 2009 (incorporated by reference to the Company's Annual Report on Form 10-K, for the period ended December 31, 2008, Commission File Number 001-03970).
10(c)	Trust Agreement between Harsco Corporation and Dauphin Deposit Bank and Trust Company dated July 1, 1987 relating to the Supplemental Retirement Benefit Plan (incorporated by reference to the Company's Annual Report on Form 10-K for the period ended December 31, 1987, Commission File Number 001-03970).
10(d)	Harsco Corporation Supplemental Executive Retirement Plan as amended (incorporated by reference to the Company's Annual Report on Form 10-K for the period ended December 31, 1991, Commission File Number 001-03970).
10(e)	Trust Agreement between Harsco Corporation and Dauphin Deposit Bank and Trust Company dated November 22, 1988 relating to the Supplemental Executive Retirement Plan (incorporated by reference to the Company's Annual Report on Form 10-K for the period ended December 31, 1988, Commission File Number 001-03970).
10(f)	Special Supplemental Retirement Benefit Agreement for D. C. Hathaway (incorporated by reference to the Company's Annual Report on Form 10-K for the period ended December 31, 1988, Commission File Number 001-03970).
10(g)	Harsco Corporation 1995 Executive Incentive Compensation Plan, as Amended and Restated effective March 12, 2012 (incorporated by reference to the Company's Current Report on Form 8-K dated March 13, 2012, Commission File No. 001-03970).
10(h)	Authorization, Terms and Conditions of the Annual Incentive Awards, as Amended and Restated April 27, 2004, under the 1995 Executive Incentive Compensation Plan (incorporated by reference to the Company's Current Report on Form 8-K dated March 23, 2006, Commission File Number 001-03970).
10(i)	Authorization, Terms and Conditions of Other Performance Awards under the 1995 Executive Incentive Compensation Plan (as amended and restated) (incorporated by reference to the Company's Current Report on Form 8-K dated March 22, 2007, Commission File Number 001-03970).
10(j)	

	Restricted Stock Units Agreement (incorporated by reference to the Company's Current Report on Form 8-K dated January 23, 2007, Commission File Number 001-03970).
10(k)	Restricted Stock Units Agreement for International Employees (incorporated by reference to the Company's Annual Report on Form 10-K for the period ended December 31, 2007, Commission File Number 001-03970).
10(l)	Stock Option Contract (incorporated by reference to the Company's Current Report on Form 8-K dated January 31, 2011, Commission File Number 001-03970).
10(m)	Harsco Corporation 2013 Equity and Incentive Compensation Plan (incorporated by reference to the Company's Current Report on Form 8-K dated April 26, 2013, Commission File Number 001-03970).
10(n)	Harsco Corporation Form of Restricted Stock Units Agreement (effective for grants on and after May 10, 2013) (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2013, Commission File Number 001-03970).
10(o)	Harsco Corporation Form of Stock Appreciation Rights Agreement (effective for grants on and after May 10, 2013) (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2013, Commission File Number 001-03970).

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10(p)(i)	Harsco Corporation 1995 Non-Employee Directors' Stock Plan as Amended and Restated at January 27, 2004 (incorporated by reference to Proxy Statement dated March 23, 2004 on Exhibit A, pages A-1 through A-9, Commission File Number 001-03970).
10(p)(ii)	Amendment No. 1 to the Harsco Corporation 1995 Non-Employee Directors' Stock Plan (incorporated by reference to the Company's Annual Report on Form 10-K for the period ended December 31, 2008, Commission File Number 001-03970).
10(q)	Harsco Corporation Form of Restricted Stock Units Agreement (Directors) (incorporated by reference to the Company's Current Report on Form 8-K dated April 26, 2005, Commission File Number 001-03970).
10(r)	Harsco Corporation Deferred Compensation Plan for Non-Employee Directors (as Amended and Restated as of December 31, 2008) (incorporated by reference to the Company's Annual Report on Form 10-K for the period ended December 31, 2008, Commission File Number 001-03970).
10(s)	Settlement and Consulting Agreement (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2003, Commission File Number 001-03970).
10(t)	Harsco Non-Qualified Retirement Savings & Investment Plan Part B—Amendment and Restatement as of January 1, 2009 (incorporated by reference to the Company's Annual Report on Form 10-K for the period ended December 31, 2008, Commission File Number 001-03970).
10(u)	Form of Change in Control Severance Agreement (incorporated by reference to the Company's Annual Report on Form 10-K for the period ended December 31, 2010, Commission File Number 001-03970).
10(v)	Notification Letter to Henry W. Knueppel, dated March 7, 2012 (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2012, Commission File Number 001-03970).
10(w)	Separation and Release Agreement, dated March 9, 2012, between the Company and Salvatore D. Fazzolari (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2012, Commission File Number 001-03970).
10(x)	Notification Letter to Patrick Decker dated July 28, 2012 (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2012, Commission File Number 001-03970).
10(y)	Separation Agreement, dated as of December 5, 2012, by and between the Company and Stephen J. Schnoor (incorporated by reference to the Company's Current Report on Form 8-K dated December 11, 2012, Commission File Number 001-03970).
10(z)	Release Agreement, dated as of December 5, 2012, by and between the Company and Stephen J. Schnoor (incorporated by reference to the Company's Current Report on Form 8-K dated December 11, 2012, Commission File Number 001-03970).
10(aa)	Notification Letter to F. Nicholas Grasberger, III dated March 20, 2013 (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2013, Commission File Number 001-03970).
10(bb)	Retention and Severance Agreement, made as of October 27, 2013, by and between Harsco Corporation and Mark Kimmel (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2013, Commission File Number 001-03970).
Director Indemnity Agreements	
10(cc)(i)	A. J. Sordoni, III (incorporated by reference to the Company's Annual Report on Form 10-K for the period ended December 31, 1989, same as shown for J.J. Burdge, Commission File Number 001-03970).
10(cc)(ii)	R. C. Wilburn (incorporated by reference to the Company's Annual Report on Form 10-K for the period ended December 31, 1989, same as shown for J.J. Burdge, Commission File Number 001-03970).
10(cc)(iii)	

	K. G. Eddy (incorporated by reference to the Company's Current Report on Form 8-K dated August 27, 2004, Commission File Number 001-03970).
10(cc)(iv)	T. D. Growcock (incorporated by reference to the Company's Current Report on Form 8-K dated August 27, 2004, same as shown for K.G. Eddy, Commission File Number 001-03970).
10(cc)(v)	H.W. Knueppel (incorporated by reference to the Company's Current Report on Form 8-K dated August 27, 2004, same as shown for K.G. Eddy, Commission File Number 001-03970).
10(cc)(vi)	S.E. Graham (incorporated by reference to the Company's Current Report on Form 8-K dated August 27, 2004, same as shown for K.G. Eddy, Commission File Number 001-03970).
10(cc)(vii)	D.C. Everitt (incorporated by reference to the Company's Current Report on Form 8-K dated August 27, 2004, same as shown for K.G. Eddy, Commission File Number 001-03970).
10(cc)(viii)	J.M. Loree (incorporated by reference to the Company's Current Report on Form 8-K dated August 27, 2004, same as shown for K.G. Eddy, Commission File Number 001-03970).
10(cc)(ix)	J.F. Earl (incorporated by reference to the Company's Current Report on Form 8-K dated August 27, 2004, same as shown for K.G. Eddy, Commission File Number 001-03970).

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12	Computation of Ratios of Earnings to Fixed Charges.
21	Subsidiaries of the Registrant.
23	Consent of Independent Registered Public Accounting Firm.
31(a)	Certification Pursuant to Rule 13a-14(a) and 15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer).
31(b)	Certification Pursuant to Rule 13a-14(a) and 15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Chief Financial Officer).
32	Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chief Executive Officer and Chief Financial Officer).
101	The following financial statements from Harsco Corporation's Annual Report on Form 10-K for the year ended December 31, 2013, filed with the Securities and Exchange Commission on February 27, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets; (ii) the Consolidated Statements of Operations; (iii) the Consolidated Statements of Cash Flows; (iv) the Consolidated Statements of Changes in Equity; (v) the Consolidated Statements of Comprehensive Income (Loss) and (vi) the Notes to Consolidated Financial Statements.

Exhibits other than those listed above are omitted for the reason that they are either not applicable or not material.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

	HARSCO CORPORATION (Registrant)
DATE February 27, 2014	/s/ F. NICHOLAS GRASBERGER, III F. Nicholas Grasberger, III Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Capacity	Date
/s/ PATRICK K. DECKER	President, Chief Executive Officer and Director (Principal Executive Officer)	February 27, 2014
Patrick K. Decker		
/s/ F. NICHOLAS GRASBERGER, III	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 27, 2014
F. Nicholas Grasberger, III		
/s/ HENRY W. KNUEPPEL	Non-Executive Chairman and Director	February 27, 2014
Henry W. Knueppel		
/s/ JAMES F. EARL	Director	February 27, 2014
James F. Earl		
/s/ KATHY G. EDDY	Director	February 27, 2014
Kathy G. Eddy		
/s/ DAVID C. EVERITT	Director	February 27, 2014
David C. Everitt		
/s/ STUART E. GRAHAM	Director	February 27, 2014
Stuart E. Graham		
/s/ TERRY D. GROWCOCK	Director	February 27, 2014
Terry D. Growcock		
/s/ JAMES M. LOREE	Director	February 27, 2014
James M. Loree		
/s/ ANDREW J. SORDONI, III	Director	February 27, 2014
Andrew J. Sordoni, III		
/s/ DR. ROBERT C. WILBURN	Director	February 27, 2014
Dr. Robert C. Wilburn		