

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>PATTERSON-KELLEY HOURLY EMPLOYEES PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>206</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/01/1959</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>206</u>	1c Effective date of plan <u>10/01/1959</u>	
1b Three-digit plan number (PN) ▶	<u>206</u>				
1c Effective date of plan <u>10/01/1959</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>HARSCO CORPORATION</u> <u>350 POPLAR CHURCH ROAD</u> <u>CAMP HILL, PA 17011</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>23-1483991</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>717-763-7064</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>339900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>23-1483991</u>	2c Sponsor's telephone number <u>717-763-7064</u>	2d Business code (see instructions) <u>339900</u>	
2b Employer Identification Number (EIN) <u>23-1483991</u>					
2c Sponsor's telephone number <u>717-763-7064</u>					
2d Business code (see instructions) <u>339900</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/14/2013</u> Date	<u>JANET L. HOGAN</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) <u>PARENTEBEARD, LLC</u> <u>46 PUBLIC SQUARE, SUITE 400</u> <u>WILKES-BARRE, PA 18701</u>			Preparer's telephone number (optional) <u>570-820-0100</u>

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 198
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a 43	
b Retired or separated participants receiving benefits.....	6b 93	
c Other retired or separated participants entitled to future benefits.....	6c 31	
d Subtotal. Add lines 6a , 6b , and 6c	6d 167	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 25	
f Total. Add lines 6d and 6e	6f 192	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B 1G 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>PATTERSON-KELLEY HOURLY EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>206</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>HARSCO CORPORATION</u>	D Employer Identification Number (EIN) <u>23-1483991</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>10412456</u>
b Actuarial value	2b <u>10460622</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>120</u> <u>5336252</u>
b For terminated vested participants.....	3b <u>29</u> <u>604824</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>21848</u>
(2) Vested benefits.....	3c(2) <u>2405840</u>
(3) Total active	3c(3) <u>49</u> <u>2427688</u>
d Total	3d <u>198</u> <u>8368764</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.81</u> %
6 Target normal cost.....	6 <u>98787</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>10/14/2013</u>
Signature of actuary		Date
<u>DAVID WEBBER, FSA, EA</u>		<u>11-06137</u>
Type or print name of actuary		Most recent enrollment number
<u>TOWERS WATSON PENNSYLVANIA, INC.</u>		<u>703-258-8000</u>
Firm name		Telephone number (including area code)
<u>901 NORTH GLEBE ROAD</u> <u>ARLINGTON, VA 22203</u>		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	2640137	
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	105460	0
9	Amount remaining (line 7 minus line 8)	2534677	
10	Interest on line 9 using prior year's actual return of <u>3.12</u> %	79082	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		0
b	Interest on (a) using prior year's effective interest rate of <u>6.08</u> % except as otherwise provided (see instructions)		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	2613759	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	93.76 %
15	Adjusted funding target attainment percentage	15	124.99 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	111.70 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ►	18(b)	18(c)

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th
		0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21	Discount rate:			
	a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %
		☐ N/A, full yield curve used		
	b Applicable month (enter code).....	21b 4		
22	Weighted average retirement age	22 63		
23	Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24	Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25	Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26	Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27	If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28	Unpaid minimum required contributions for all prior years	28	
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30	Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31	Target normal cost and excess assets (see instructions):		
	a Target normal cost (line 6)	31a	98787
	b Excess assets, if applicable, but not greater than line 31a	31b	
32	Amortization installments:	Outstanding Balance	Installment
	a Net shortfall amortization installment		
	b Waiver amortization installment		
33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	98787
		Carryover balance	Prefunding balance
35	Balances elected for use to offset funding requirement.....	98787	98787
36	Additional cash requirement (line 34 minus line 35)	36	
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	
38	Present value of excess contributions for current year (see instructions)		
	a Total (excess, if any, of line 37 over line 36)	38a	
	b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40	Unpaid minimum required contributions for all years.....	40	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41	If an election was made to use PRA 2010 funding relief for this plan:		
	a Schedule elected	☐ 2 plus 7 years ☐ 15 years	
	b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42	Amount of acceleration adjustment	42	
43	Excess installment acceleration amount to be carried over to future plan years	43	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>PATTERSON-KELLEY HOURLY EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>206</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HARSCO CORPORATION</u>	D Employer Identification Number (EIN) <u>23-1483991</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

TOWERS WATSON PENNSYLVANIA, INC.

23-1159360

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	50626	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

PARENTEBEARD LLC

23-2932984

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	13293	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MANUFACTURERS AND TRADERS TRUST CO.

16-0538020

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	9688	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>PATTERSON-KELLEY HOURLY EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>206</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>HARSCO CORPORATION</u>	D Employer Identification Number (EIN) <u>23-1483991</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: HARSCO PENSION & PROFIT SHARING CIF

b Name of sponsor of entity listed in (a): HARSCO CORPORATION

c EIN-PN <u>23-1483991-257</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>10211919</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan PATTERSON-KELLEY HOURLY EMPLOYEES PENSION PLAN	B Three-digit plan number (PN) ►	206
C Plan sponsor's name as shown on line 2a of Form 5500 HARSCO CORPORATION	D Employer Identification Number (EIN) 23-1483991	

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	84266	76680
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	115934	107357
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	10247638	10211919
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	10447838	10395956

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	35382	34034
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	35382	34034

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	10412456	10361922
---	-----------	----------	----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		1347289
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		12025
d Total income. Add all income amounts in column (b) and enter total.....	2d		1359314

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1330844	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1330844
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	62388	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	9688	
(4) Other	2i(4)	6930	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		79006
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1409850

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-50536
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PARENTEBEARD, LLC

(2) EIN: 23-2932984

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>PATTERSON-KELLEY HOURLY EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>206</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HARSCO CORPORATION</u>	D Employer Identification Number (EIN) <u>23-1483991</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>16-0538020</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>3</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

***Patterson-Kelley Hourly
Employees Pension Plan***

Financial Statements and
Supplementary Information

December 31, 2012 and 2011



Patterson-Kelley Hourly Employees Pension Plan

Table of Contents

December 31, 2012 and 2011

	<u>Page</u>
Independent Auditors' Report	1
Financial Statements	
Statement of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5
Supplementary Information	
Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)	19
Schedule H, Line 4(j) - Schedule of Reportable Transactions	20

Independent Auditors' Report

Plan Administrator and Participants
Patterson-Kelley Hourly Employees Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Patterson-Kelley Hourly Employees Pension Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform and we did not perform, any auditing procedures with respect to the information summarized in Notes 5 and 7, which was certified by Manufacturers and Traders Trust Company, the trustee of the plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011 and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules (1) Schedule H, line 4(i) - Schedule of Assets (Held at End of Year) and (2) Schedule H, Line 4(j) - Schedule of Reportable Transactions as of or for the year ended December 31, 2012 are required by the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Reading, Pennsylvania
October 14, 2013

Patterson-Kelley Hourly Employees Pension Plan

Statement of Net Assets Available for Benefits

(In Thousands Except Units and Unit Values)

December 31, 2012 and 2011

	2012		2011	
Assets				
Investments, at fair value:				
Plan interest in the Harsco Pension and Profit Sharing Collective Investment Fund (cost \$3,242 and \$3,612, respectively)	2012	2011		
Units	23,953	26,698		
Unit value (rounded)	\$426.34	\$383.83	\$10,212	\$10,248
Money market fund			107	116
			10,319	10,364
Accrued investment income			77	84
Total Assets			10,396	10,448
Liabilities				
Accrued administrative expenses			(34)	(36)
Net Assets Available for Benefits			\$10,362	\$10,412

See notes to financial statements.

Patterson-Kelley Hourly Employees Pension Plan

Statement of Changes in Net Assets Available for Benefits

(In Thousands)

Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions in Net Assets Attributable to		
Investment Income		
Net increase in plan interest in the Harsco Pension and Profit Sharing Collective Investment Fund	\$ 1,359	\$ 300
Other Plan Income	<u>1</u>	<u>25</u>
Total Additions	<u>1,360</u>	<u>325</u>
Deductions from Net Assets Attributable to		
Benefits Paid to Participants	1,331	627
Administrative Expenses	<u>79</u>	<u>76</u>
Total Deductions	<u>1,410</u>	<u>703</u>
Net Decrease in Net Assets Available for Benefits	(50)	(378)
Net Assets Available for Benefits - Beginning of Year	<u>10,412</u>	<u>10,790</u>
Net Assets Available for Benefits - End of Year	<u>\$10,362</u>	<u>\$10,412</u>

See notes to financial statements.

Patterson-Kelley Hourly Employees Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 1 - Description of the Plan

The following brief description of the Patterson-Kelley Hourly Employees Pension Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a noncontributory defined benefit plan providing retirement, death, and disability benefits to all eligible union employees of Patterson-Kelley, a division of Harsco Corporation (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Although the Company received Board approval as of December 31, 2003 to merge all defined benefit plans maintained by the Company or its subsidiaries in its ERISA controlled group, the Plan has not yet been merged. The merger is planned in order to reduce administrative and funding costs that otherwise will be incurred if these plans continue as separate plans. The merger will be subject to union approval where required.

Effective December 31, 2008, the Plan was amended to change its provisions in several ways. Any participant who was an employee as of the close of business on December 31, 2008 became immediately 100% vested. Also, the Plan was amended to freeze both participation and the accrual of benefits for participants as of December 31, 2008. The benefit accrual for participants in the former Patterson-Kelley Administrative Employees Pension Plan, which merged with the Plan on December 31, 2008, was frozen as of April 1, 2007; however, the eligible compensation for those participants will not be frozen until March 31, 2017.

The Plan evaluated subsequent events for recognition or disclosure through October 14, 2013, the date the financial statements were available to be issued.

Service Rules

Employees are credited with a year of service for each Plan year during which they have at least 1,000 hours of service.

Pension Benefits

Employees with five or more years of continuous service are entitled to annual pension benefits beginning at normal retirement age (65) amounting to monthly benefits equal to the benefit unit in effect at the time of termination of employment multiplied by the participant's number of full years (and fraction thereof, to the nearest month) of continuous service. The Plan permits early retirement as defined in the Plan document. Employees may receive their pension benefits in the form of a life annuity for unmarried participants or for married participants the actuarial equivalent of the life annuity is paid in the form of a 50% joint and survivor annuity. If the present value of the pension does not exceed \$1,000, a lump-sum payment is automatic. If employees terminate before reaching 5 years of service, they forfeit the right to 100% of their accrued benefit.

Patterson-Kelley Hourly Employees Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 1 - Description of Plan (Continued)

Pension Benefits (Continued)

The amount of the monthly benefit, as defined in the Plan document, depends upon, among other things, the years of service of the employee and in which division of the Company the employee worked.

Death and Disability Benefits

The Plan provides for death and disability benefits. In the event of death, the amount of benefit the beneficiary will receive will depend upon, among other things, the employee's status as of the date of death and whether the participant was already receiving normal retirement benefits. In the event a participant becomes totally and permanently disabled, the benefit to be received will depend upon, among other things, the employee's status at the time of disability. After completing 15 years of continuous service, each participant who leaves on total and permanent disability is entitled to 100% of their accrued benefit.

Note 2 - Summary of Significant Accounting Policies

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements follows:

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. See Note 6 for a discussion of fair value measurements. Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Net appreciation includes the gains and losses on investments bought and sold as well as held during the year.

Funding Policy

The Plan is funded by the Company with actuarially determined contributions. The contributions are determined using an actuarial cost method which takes into consideration the present value of benefits expected to accrue during the plan year. The Plan has complied with the minimum funding requirements established by ERISA for 2012 and 2011.

Investment Fees

Net investment returns reflect certain fees paid by the investment funds, as well as the underlying investment funds of the Harsco Pension and Profit Sharing Collective Investment Fund ("CIF"), to their affiliated investment advisors, transfer agents, and others as further described in each fund prospectus or other published documents. These fees are deducted prior to allocation of the Plan's investment earnings activity and thus are not separately identifiable as an expense.

Patterson-Kelley Hourly Employees Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies (Continued)

Payment of Benefits

Benefit payments to participants are recorded when paid.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Administrative Expenses

Administrative costs, such as for legal, accounting, actuarial, and trustee fees, as well as the Pension Benefit Guaranty Corporation ("PBGC") premium, are paid by the Plan.

Purchase of Insurance Contracts

In 1977, the Company entered into a deposit administration contract with the AXA Equitable Insurance Company ("AXA") under which the Plan has discontinued contributions. AXA maintains contributions received in prior years in a dividend experience fund to which it adds investment income. At the direction of the Plan's administrator, a single premium to buy an annuity for a retiring employee is withdrawn by AXA from the dividend experience fund. Purchased annuities are contracts under which AXA is obligated to pay benefits to named employees or their beneficiaries. The annuity contracts provide for periodic dividends at AXA's discretion on the basis that the market value of the assets exceeds the estimated present value of future pension payment. Insurance contract dividends earned by the Plan for the years ended December 31, 2012 and 2011 were \$12,025 and \$13,137, respectively, and are recognized as other income to the Plan.

Note 3 - Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on employees' credited service and the benefit rate in effect at the time of retirement. The accumulated plan benefits for active employees are based on their service rendered and the benefit rates in effect as of December 31, 2011. Benefits to be provided via annuity contracts are excluded from Plan assets and are excluded from accumulated plan benefits.

The actuarial present value of accumulated plan benefits is determined by the Plan's actuary as of January 1, 2012 and 2011 and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

Patterson-Kelley Hourly Employees Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 3 - Actuarial Present Value of Accumulated Plan Benefits (Continued)

The significant actuarial assumptions used in the valuation and the determination of the present value of accumulated plan benefits as of January 1, 2012 are as follows:

Assumed rate of return on investments *	7.25% compounded
Mortality basis	RP2000 Combined Healthy Generational Mortality, sex distinct with no collar adjustment, projected with scale AA for 2012. RP2000 Combined Healthy Generational Mortality, sex distinct with no collar adjustment, projected with scale AA for 2011.
Retirement	50% at age 62 increasing to 100% at age 65.
* Net of 0.25% for assumed expenses	

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits.

The actuarial present value of accumulated plan benefits is as follows as of December 31, 2011 (in thousands):

Vested benefits:	
Participants currently receiving payments	\$5,052
Other participants	<u>3,150</u>
	8,202
Nonvested benefits	<u>1</u>
Total Actuarial Present Value of Accumulated Plan Benefits	<u><u>\$8,203</u></u>

Patterson-Kelley Hourly Employees Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 3 - Actuarial Present Value of Accumulated Plan Benefits (Continued)

The changes in the actuarial present value of accumulated plan benefits for the year ended December 31, 2011 are presented below (in thousands):

Actuarial present value of accumulated plan benefits at beginning of year	<u>\$7,767</u>
Increase (decrease) during the year attributable to:	
Benefits accumulated	33
Interest due to the decrease in the discount period	612
Benefits paid	(627)
Assumption changes	<u>418</u>
Net Increase	<u>436</u>
Actuarial present value of accumulated plan benefits at end of year	<u>\$8,203</u>

The effects of the assumption changes disclosed above are the result of changes in the assumed rate of return on investments, the mortality table used to calculate the funding target and target normal cost, and the expense assumption used to calculate the target normal cost.

Note 4 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan terminates, the net assets of the Plan will be allocated in accordance with the Plan document and as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated.

- a) Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under plan provisions in effect at any time during the five years preceding plan termination.
- b) Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") (a U.S. government agency) up to the applicable limitations (discussed subsequently).
- c) All other vested benefits (that is, vested benefits not insured by PBGC).
- d) All nonvested benefits.

Patterson-Kelley Hourly Employees Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 4 - Plan Termination (Continued)

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a ceiling, which is adjusted periodically, on the amount of monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Company and the level of benefits guaranteed by the PBGC.

Note 5 - Plan Interest in the Harsco Pension and Profit Sharing Collective Investment Fund

The following investment information disclosed in the accompanying financial statements and supplementary schedules was obtained or derived from information that has been prepared and certified to as complete and accurate by Manufacturers and Traders Trust Company ("M&T"), the trustee of the Plan, and has not been audited by independent auditors.

Patterson-Kelley Hourly Employees Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 5 - Plan Interest in the Harsco Pension and Profit Sharing Collective Investment Fund (Continued)

The fair value of the net assets held by the CIF and the Plan's allocable portion as of December 31 are summarized as follows (dollars in thousands):

	<u>2012</u>	<u>2011</u>
Assets		
Investments in securities at fair value:		
Bonds, debentures and notes:		
U.S. Treasury notes and collateralized securities	\$ 22,580	\$ 23,946
Corporate bonds, notes and convertible debentures	7,444	5,681
Common stocks *	42,111	40,876
Mutual funds - equity	104,356	101,079
Mutual funds - bonds	36,447	41,762
Cash and money market accounts	<u>2,531</u>	<u>1,730</u>
	215,469	215,074
Accrued interest and dividends receivable	173	147
Due from broker for securities sold	<u>515</u>	<u>-</u>
Total Assets	<u>216,157</u>	<u>215,221</u>
Liabilities		
Due to broker for securities purchased	479	-
Due to participants for net units sold and redeemed	99	478
Income due participants	1,356	1,235
Accrued administrative expenses	<u>86</u>	<u>137</u>
Total Liabilities	<u>2,020</u>	<u>1,850</u>
Net Assets	<u>\$214,137</u>	<u>\$213,371</u>
Plan's allocable portion	<u>4.77%</u>	<u>4.80%</u>

* Includes approximately \$10,575 and \$9,261 of Harsco Corporation Common Stock, which represents approximately 4.94% and 4.34% of net assets for 2012 and 2011, respectively.

Patterson-Kelley Hourly Employees Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 5 - Plan Interest in the Harsco Pension and Profit Sharing Collective Investment Fund (Continued)

The CIF's investment income (including gains and losses on investments bought and sold, as well as held during the year) for each significant class of investments consists of the following for the years ended December 31 (in thousands):

	<u>2012</u>	<u>2011</u>
Investment income:		
Net realized and unrealized appreciation (depreciation) in fair value of investments:		
U.S. Treasury notes and collateralized securities	\$(297)	\$4,174
Corporate bonds, notes and convertible debentures	337	498
Common stocks	6,462	(5,013)
Mutual funds - equity	14,085	(5,338)
Mutual funds - bonds	2,560	5,049
	<u>23,147</u>	<u>(630)</u>
Interest	1,849	4,053
Dividends	<u>3,732</u>	<u>3,771</u>
	5,581	7,824
Less investment advisory fees	<u>(563)</u>	<u>(724)</u>
Net investment income	<u>\$28,165</u>	<u>\$6,470</u>

Financial instruments, which potentially subject the CIF to a concentration of credit risk, consist principally of investments. The CIF limits this risk by diversifying the CIF's investment portfolio. The degree and concentration of credit risk varies depending upon the type and diversity of investments within the portfolio.

Patterson-Kelley Hourly Employees Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 6 - Fair Value Measurements

The Plan measures its investments at fair value on a recurring basis in accordance with accounting principles generally accepted in the United State of America. Fair value is defined as 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. The framework that the authoritative guidance establishes for measuring fair value includes a hierarchy used to classify the inputs used in measuring fair value. The hierarchy prioritizes the inputs used in determining valuations into three levels. The level in the fair value hierarchy within which the fair value measurement falls is determined based on the lowest level input that is significant to the fair value measurement. The levels of the fair value hierarchy are as follows:

Level 1 – Fair value is based on unadjusted quoted prices in active markets that are accessible to the Plan for identical assets. These generally provide the most reliable evidence and are used to measure fair value whenever available.

Level 2 – Fair value is based on significant inputs, other than Level 1 inputs, that are observable either directly or indirectly for substantially the full term of the asset through corroboration with observable market data. Level 2 inputs include quoted market prices in active markets for similar assets or liabilities, quoted market prices in inactive markets for identical or similar assets, and other observable inputs.

Level 3 – Fair value would be based on significant unobservable inputs. Examples of valuation methodologies that would result in Level 3 classification include option pricing models, discounted cash flows, and similar techniques.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31 (in thousands):

2012				
Fair Value Measurement Using:				
Fair Value	Level 1	Level 2	Level 3	
M&T money market fund	\$107	\$-	\$-	
2011				
Fair Value Measurement Using:				
Fair Value	Level 1	Level 2	Level 3	
M&T money market fund	\$116	\$-	\$-	

The M&T money market fund is stated at cost, which approximates fair value.

Patterson-Kelley Hourly Employees Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 6 - Fair Value Measurements (Continued)

Fair Value Measurements for the CIF

The following table sets forth by level, within the fair value hierarchy, CIF investments at fair value as of December 31 (in thousands):

	2012			
	Assets at Fair Value as of December 31, 2012			
	Fair Value	Level 1	Level 2	Level 3
Mutual Funds:				
Index Funds	\$ 18,236	\$ -	\$18,236	\$ -
Balance Funds	20,667	20,667	-	-
Growth Funds	65,453	37,672	27,781	-
Fixed Income Funds	36,447	36,447	-	-
Total Mutual Funds	140,803	94,786	46,017	-
Common Stocks:				
Materials	721	721	-	-
Industrials	15,103	15,103	-	-
Telecommunications	107	107	-	-
Consumer discretionary	3,822	3,822	-	-
Consumer staples	1,676	1,676	-	-
Energy	3,965	3,965	-	-
Financial	8,167	8,167	-	-
Healthcare	4,302	4,302	-	-
Information technology	3,262	3,262	-	-
Utilities	604	604	-	-
Common	381	-	381	-
Total Common Stocks	42,110	41,729	381	-
Corporate Bonds, Notes and Convertible Debentures	7,444	7,444	-	-
U.S. Treasury Notes and Collateralized Securities	22,580	-	22,580	-
Money Market Funds	2,568	2,568	-	-
Total Assets at Fair Value	\$215,505	\$146,527	\$68,978	\$ -

Patterson-Kelley Hourly Employees Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 6 - Fair Value Measurements (Continued)

2011				
Assets at Fair Value as of December 31, 2011				
	Fair Value	Level 1	Level 2	Level 3
Mutual Funds:				
Index Funds	\$ 18,371	\$ -	\$18,371	\$ -
Balance Funds	20,190	20,190	-	-
Growth Funds	62,518	34,585	27,933	-
Fixed Income Funds	41,762	41,762	-	-
Total Mutual Funds	142,841	96,537	46,304	-
Common Stocks:				
Materials	891	891	-	-
Industrials	13,086	13,086	-	-
Telecommunications	115	115	-	-
Consumer discretionary	4,154	4,154	-	-
Consumer staples	2,381	2,381	-	-
Energy	3,272	3,272	-	-
Financial	4,619	4,619	-	-
Healthcare	3,945	3,945	-	-
Information technology	6,320	6,320	-	-
Utilities	714	714	-	-
Common	206	-	206	-
Other	1,173	1,173	-	-
Total Common Stocks	40,876	40,670	206	-
Corporate Bonds, Notes and Convertible Debentures	5,681	5,681	-	-
U.S. Treasury Notes and Collateralized Securities	23,946	-	23,946	-
Money Market Funds	1,730	1,730	-	-
Total Assets at Fair Value	\$215,074	\$144,618	\$70,456	\$ -

Patterson-Kelley Hourly Employees Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 6 - Fair Value Measurements (Continued)

Following is a description of the valuation methodologies used for CIF 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 common 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.

Plan assets are allocated among various categories of equities, fixed income, 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.

There are no unfunded commitments or redemption restrictions on units of the CIF.

For both Plan and CIF investments, there have been no significant changes in the methodologies used during the years ended December 31, 2012 and 2011.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan's management believes the valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain investments could result in a different fair value measurement at the reporting date.

Patterson-Kelley Hourly Employees Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 7 - Information Certified by Trustee

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA for 2012 and 2011. Accordingly, M&T, the trustee of the Plan, has certified to the completeness and accuracy of all investments reported in the accompanying Statement of Net Assets Available for Benefits as of December 31, 2012 and 2011, the supplemental Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2012, the related investment activity reported in the Statement of Changes in Net Assets Available for Benefits for the years ended December 31, 2012 and 2011, and the supplemental Schedule H, Line 4(j) - Schedule of Reportable Transactions for the year ended December 31, 2012.

Investments that represent five percent or more of the Plan's net assets available for benefits consist of the following as of December 31 (in thousands):

	<u>2012</u>	<u>2011</u>
Plan interest in the CIF	\$10,212	\$10,248

Note 8 - Tax Status

The Plan obtained its latest determination letter on October 4, 2012, in which the Internal Revenue Service ("IRS"), stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Note 9 - Related Party Transactions

The Plan's investments are managed by M&T Investment Group, an affiliate of M&T. The Plan invests in certain funds (directly and within the CIF) owned by M&T. M&T is the trustee as defined by the Plan, and therefore, transactions in these funds qualify as party-in-interest transactions. Fees paid by the Plan for the trustee fees amounted to \$9,688 and \$9,986 for the years ended December 31, 2012 and 2011, respectively. CIF transactions in Harsco Corporation common stock also qualify as party-in-interest transactions. There were no purchases or sales of Harsco Corporation common stock in the CIF during 2012 and 2011. All other transactions which may be considered parties-in-interest transactions relate to normal plan management and administrative services, and the related payment of fees.

Certain administrative functions of the Plan are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

Patterson-Kelley Hourly Employees Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 10 - Risks and Uncertainties

Investments of the Plan are exposed to various risks, such as interest rate, market, and credit risk. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in values of investment securities will occur in the near term and that such changes could materially affect amounts reported in the Statement of Net Assets Available for Benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to the uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Patterson-Kelley Hourly Employees Pension Plan

Schedule of Assets (Held at End of Year)

Form 5500 - Schedule H - Line 4i

EIN: 23-1483991

Plan Number: 206

December 31, 2012

Plan Investments Other Than The Harsco Pension and Profit Sharing Collective Investment Fund

(a)	Identity of Issue (b)	Description of Investment (c)	Cost (d)	Current Value (e)
*	M&T Bank	MTB Money Market Institutional Index Fund	\$107,357	\$107,357

***** Represents party-in-interest.

Patterson-Kelley Hourly Employees Pension Plan

Schedule of Reportable Transactions

Form 5500 - Schedule H - Line 4j

EIN: 23-1483991

Plan Number: 206

Year Ended December 31, 2012

Identity of Party Involved (a)	Description of Asset (b)	Number of Transactions	Purchase Price (c)	Selling Price (d)	Lease Rental (e)	Expense Incurred with Transactions (f)	Cost of Asset (g)	Current Value of Asset on Transaction Date (h)	Net Gain (Loss) (i)
Category (i) Single Transactions									
* M&T Bank	Wilmington Prime Money Market Fund	1 1	545,919 -	- 525,681	- -	- -	545,919 525,681	545,919 525,681	- -
* M&T Bank	Harsco Pension & Profit Sharing Investment Fund	1	-	545,919	-	-	515,086	545,919	30,833
Category (iii) Series of Transactions									
* M&T Bank	Wilmington Prime Money Market Fund	32 35	1,336,204 -	- 1,228,845	- -	- -	1,336,204 1,228,845	1,336,204 1,228,845	- -
* M&T Bank	Harsco Pension & Profit Sharing Investment Fund	1 11	2,035 -	- 1,130,920	- -	- -	2,035 1,062,604	2,035 1,130,920	- 68,316

* Represents party-in-interest.

Summary of plan provisions

Patterson Kelley – Non-Clerical

Plan Provisions

Covered Employees	Employees covered by a collective bargaining agreement between Patterson-Kelley Company, Division of Harsco Corporation, and the International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers, and Helpers, Local Lodge 307. Such employees become participants in the plan after attaining age 20 1/2 and completing 6 months of continuous service. Eligibility is frozen as of December 31, 2008.
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Definitions

Vesting service	Elapsed time from the later of date of hire or January 1 in the plan year in which the participant reaches age 18.
Benefit service	Elapsed time from the later of date of hire or age 20½. Benefit service is frozen as of December 31, 2008.

Benefits

Monthly pension benefit	Monthly benefit unit times years of continuous service
Monthly benefit unit	\$28.00 per month effective October 1, 2002
	\$29.00 per month effective October 1, 2005
	\$30.00 per month effective October 1, 2006
	\$31.00 per month effective October 1, 2007

Benefit	Age	Vesting Service	Benefit Service	Description
Normal retirement	65	5		Accrued benefit payable immediately
Early retirement	60	10		Accrued benefit reduced 0.5% for each month prior to age 65
Postponed retirement	> 65	5		Accrued benefit payable immediately
Vested termination			5	Accrued benefit payable at normal retirement
			10	Accrued benefit payable unreduced at normal retirement, reduced 0.5% for each month from age 65 to age 60
Disability benefit			5	Accrued benefit payable immediately, reduced by 2/3 for service between 5 and 10 years, 1/3 for service between 11 and 15 years, and unreduced after 15 years of service.
Pre-retirement survivor's annuity			5	If married, the pre-retirement survivor annuity is payable for the life of the spouse. The amount of

the death benefit is 50% of the amount that would have been payable to the participant at his earliest retirement date if he elected a 50% joint and survivor annuity, reduced for early commencement, prior to his death.

Maximum pension benefits

All benefits for any calendar year may not exceed the maximum limitation for that year as defined in the Internal Revenue Code.

Forms of Payment**Normal forms**

Single participant: Life annuity
Married participant: 50% joint and survivor annuity

Optional forms**Annuities**

Optional forms of payment available under the plan include a single life annuity, and 50% and 75% joint and survivor annuities.

Lump Sums

Lump sums are not available other than for amounts up to \$12,000.

Optional form conversion basis**Annuities**

1983 Group Annuity Mortality Table for Males, with an age setback of one year for the Participant and five years for the co-pensioner or spouse, and an annual interest rate of 6%.

Lump Sums

1983 Group Annuity Mortality Table for Males, with an age setback of one year for the Participant and five years for the co-pensioner or spouse, and the interest rate structure specified by the PBGC to value lump sums during the calendar month of distribution, subject to the 417(e) minimum lump sum value

Future Plan Changes

No future plan changes were reflected.

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year.

Patterson Kelley – Clerical**Plan Provisions**

Covered Employees	Covered employees who have attained age 20½ and completed 1,000 hours of service during 12 consecutive months become participants on the following January 1.
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Definitions

Vesting service	Elapsed time commencing at the later of a participant's employment date or the beginning of the plan year in which the participant attains age 18
Benefit service	Continuous service through April 1, 2007. Benefit service is limited to 40 years.
Prior plan service	Years of participation credited under the contributory portion of the former pension plan as of June 30, 1976.
Continuous service	Prior to December 31, 1988, complete years as credited under the former pension plan. After December 31, 1988, elapsed time from date of hire.
Compensation	Total salary paid in a plan year, excluding severance pay and Non-Discretionary Incentive Compensation (NDIC) paid in the plan year, but including 70% of NDIC accrued in a plan year.
Final average compensation	<p>Before April 1, 2007: Average of compensation over the final 10 plan years of employment</p> <p>After April 1, 2007: Average of compensation over the final 5 plan years of employment</p> <p>Final average compensation is frozen effective April 1, 2017</p>

Benefits

Past service benefit	<p>Benefit determined as (a) + (b):</p> <p>(a) \$78 times prior plan service</p> <p>(b) 1% of final average compensation in excess of \$4,800 times prior plan service</p>
Future service benefit	<p>Benefit determined as (a) + (b):</p> <p>(a) 1.2% of final average compensation times benefit service after June 30, 1976, limited to 33 years</p> <p>(b) 1.5% time (a), times benefit service for each year over 33 years, up to a maximum of 40 years</p>
Monthly pension benefit	Past service benefit plus future service benefit, no less than accrued benefit as of December 31, 2007 disregarding April 1, 2007 service freeze and average compensation changes.

Benefit	Age	Vesting Service	Benefit Service	Description
Normal retirement	65	5		Accrued benefit payable immediately
Early retirement	55	15		Accrued benefit reduced 0.5% for each month prior to age 65
Postponed retirement	> 65	5		Greater of the accrued benefit determined at the postponed retirement date and the actuarially increased normal retirement benefit, payable immediately
Vested termination			5	Benefit payable unreduced at age 65, reduced 0.5% for each month from age 65 to age 55.
Disability benefit		15		Accrued benefit determined as of the date the participant qualified for permanent disability payable unreduced at age 65, or reduced 0.5% for each month from age 65 to age 55 and actuarially reduced prior to age 55. A participant qualifies for this benefit after becoming permanently disabled. Disability benefits cease at the earlier of the participant's recovery from disability or the participant's normal retirement date. The benefit payable at the participant's normal retirement date is the normal retirement benefit.
Pre-retirement survivor's benefit				
Payable at participant's normal retirement date			5	If married, the pre-retirement survivor annuity is payable for the life of the spouse. The amount of the death benefit is 50% of the amount that would have been payable to the participant at his earliest retirement date if he elected a 50% joint and survivor annuity, reduced for early commencement, prior to his death.
Payable at participant's early retirement date	< 55	15		
Payable immediately	55	15		
Maximum on benefits and pay				All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.

Forms of Payment

Normal forms	Single participant: Life annuity Married participant: 50% joint and survivor annuity
Optional forms	
Annuities	Optional forms of payment available under the plan include a single life annuity, 10 and 15 year certain and continuous annuities, 50%, 75%, and 100% joint and survivor annuities.
Lump Sums	Participants may elect to take their entire benefit as a lump sum. If participants are not early, normal, or postponed retirement eligible as of termination, the lump sum must be taken within one year of termination.

Patterson-Kelley Hourly Employees Pension Plan

Schedule of Assets (Held at End of Year)

Form 5500 - Schedule H - Line 4i

EIN: 23-1483991

Plan Number: 206

December 31, 2012

Plan Investments Other Than The Harsco Pension and Profit Sharing Collective Investment Fund				
(a)	Identity of Issue (b)	Description of Investment (c)	Cost (d)	Current Value (e)
*	M&T Bank	MTB Money Market Institutional Index Fund	\$107,357	\$107,357

* Represents party-in-interest.

Schedule SB, Line 26 — Schedule of Active Participant Data
Patterson Kelley Hourly Employees Pension Plan
EIN 23-1483991 / PN 206

Schedule of Active Participant Data												
Attained Age	Count	Total Years of Credited Service										
		< 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up	
<25												
25 to 29	Count	1	-	-	-	-	-	-	-	-	-	-
30 to 34	Count	1	2	1	-	-	-	-	-	-	-	-
35 to 39	Count	-	2	-	2	-	-	-	-	-	-	-
40 to 44	Count	-	1	2	3	-	-	-	-	-	-	-
45 to 49	Count	-	3	-	1	1	1	-	-	-	-	-
50 to 54	Count	-	1	1	1	4	2	1	-	-	-	-
55 to 59	Count	-	-	-	-	-	1	1	1	2	-	-
60 to 64	Count	1	-	-	1	1	-	-	-	4	-	-
65 to 69	Count	-	-	-	-	-	-	-	-	-	3	-
70 & up	Count	-	-	-	-	-	1	-	-	-	1	-

Statement of actuarial assumptions and methods

Actuarial Assumptions and Methods — Contributions

Economic Assumptions

Interest rate basis:

▶ Applicable month	September 2011
▶ Yield curve basis	Segment Rates
▶ MAP-21 applied for funding	Yes
▶ MAP-21 applied for benefit restrictions	Yes

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
▶ First segment rate	5.54%	2.06%
▶ Second segment rate	6.85%	5.25%
▶ Third segment rate	7.52%	6.32%
▶ Effective interest rate	6.81%	5.09%
Interest rate used to determine lump sums		4.00%
Rate of salary increase (where applicable)		3.00%

Demographic Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee becomes a participant.

Mortality

► **Healthy and Disabled** Separate tables of rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2027 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2019 using Scale AA).

► **Lump sums** For lump sums determined on the 417(e) basis, the Applicable Mortality Table for the current year is used.

Termination

Representative termination rates are shown below:

Terminations per 1,000 participants		
Age	Non-Clerical	Clerical
20	300	120
25	271	120
30	241	120
35	212	110
40	182	99
45	153	89
50	123	78
55	94	50
60+	50	50

Participants commence annuity benefits at age 63 and lump sums upon termination.

Disability

Representative rates at which participants become disabled by age and gender are shown below:

Disabilities per 1,000 participants		
Age	Males	Females
30	0.71	0.85
35	0.99	1.75
40	1.62	3.15
45	2.70	4.65
50	4.93	6.26
55	9.14	8.05
60	14.70	11.25

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by group and age are shown below.

Retirements per 1,000 participants		
Age	Non-Clerical	Clerical
55	0	50
56	0	50
57	0	50
58	0	50
59	0	50
60	50	100
61	100	100
62	300	300
63	250	150
64	300	200
65	500	1,000
66	500	1,000
67+	1,000	1,000

Form of payment

► Clerical

85% of participants elect lump sum. The remaining 15% elect an annuity: life annuity for single participants and 31.25% of married participants, 50% J&S for 68.75% of married participants.

► Non-Clerical

Life annuity for single participants and 31.25% of married participants, 50% J&S for 68.75% of married participants.

Percent married

80%

Spouse age

Wife two years younger than husband

Administrative expenses

Estimated based on actual expenses during the prior year (adjusted for expected changes in current year expenses). The assumption for 2012 was \$69,663.

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Methods

Valuation date

First day of plan year (January 1)

Funding target

Present value of accrued benefits

Target normal cost

Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year

Actuarial value of assets

Average of the fair market value of assets on the valuation date and the four immediately preceding semi-annual periods, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year.)

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Benefits not valued

All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions and, based on that review, is not aware of any significant benefits required to be valued that were not.

Change in assumptions and methods since prior valuation and other disclosures

The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2010 to September 2011. The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21.

The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.

The retirement and termination rates, spouse age difference assumption, assumed retirement age for deferred vested participants not electing lump sums, lump sum election percentage assumption, and annuity form of payment election percentage assumption were updated to reflect recent plan experience.

The expense assumption used to calculate the target normal cost was updated to reflect recent experience.

SCHEDULE SB, LINE 24 -- Change in Actuarial Assumptions
Harsco Corporation
Patterson Kelley Hourly Employees Pension Plan
EIN 23-1483991 / PN 206

The non-prescribed actuarial assumptions were reviewed and modified to reflect recent plan experience. As a result, the following changes were made:

- Retirement and termination rates
- Spouse age difference assumption
- Assumed retirement age for deferred vested participants not electing lump sums
- Lump sum election percentage assumption
- Annuity form of payment percentage assumption

The unfunded vested benefits were not in excess of \$50,000,000 for all defined benefit plans of the employer's controlled group combined. Therefore the changes in assumptions do not require IRS approval.

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
--	--

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	198
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d).		
a Active participants	6a	43
b Retired or separated participants receiving benefits	6b	93
c Other retired or separated participants entitled to future benefits	6c	31
d Subtotal. Add lines 6a, 6b, and 6c	6d	167
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	25
f Total. Add lines 6d and 6e	6f	192
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1B 1G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules	b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information - Small Plan)
(3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ A (Insurance Information)
	(4) ☒ C (Service Provider Information)
	(5) ☒ D (DFE/Participating Plan Information)
	(6) ☐ G (Financial Transaction Schedules)

Patterson-Kelley Hourly Employees Pension Plan

Schedule of Reportable Transactions

Form 5500 - Schedule H - Line 4j

EIN: 23-1483991

Plan Number: 206

Year Ended December 31, 2012

Identity of Party Involved (a)	Description of Asset (b)	Number of Transactions	Purchase Price (c)	Selling Price (d)	Lease Rental (e)	Expense Incurred with Transactions (f)	Cost of Asset (g)	Current Value of Asset on Transaction Date (h)	Net Gain (Loss) (i)
Category (i) Single Transactions									
* M&T Bank	Wilmington Prime Money Market Fund	1 1	545,919 -	- 525,681	- -	- -	545,919 525,681	545,919 525,681	- -
* M&T Bank	Harsco Pension & Profit Sharing Investment Fund	1	-	545,919	-	-	515,086	545,919	30,833
Category (iii) Series of Transactions									
* M&T Bank	Wilmington Prime Money Market Fund	32 35	1,336,204 -	- 1,228,845	- -	- -	1,336,204 1,228,845	1,336,204 1,228,845	- -
* M&T Bank	Harsco Pension & Profit Sharing Investment Fund	1 11	2,035 -	- 1,130,920	- -	- -	2,035 1,062,604	2,035 1,130,920	- 68,316

* Represents party-in-interest.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>Patterson Kelley Hourly Employees Pension Plan</u>	B Three-digit plan number (PN) <u>206</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>Harsco Corporation</u>	D Employer Identification Number (EIN) <u>23-1483991</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1	Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>		
2	Assets:		
	a Market value	2a	10,412,456
	b Actuarial value	2b	10,460,622
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment.....	3a	120
	b For terminated vested participants.....	3b	29
	c For active participants:		
	(1) Non-vested benefits	3c(1)	21,848
	(2) Vested benefits	3c(2)	2,405,840
	(3) Total active.....	3c(3)	49
	d Total.....	3d	198
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5	Effective interest rate	5	6.81
6	Target normal cost.....	6	98,787

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	 Signature of actuary <u>David Webber, FSA, EA</u> Type or print name of actuary <u>Towers Watson Pennsylvania, Inc.</u> Firm name <u>901 NORTH GLEBE ROAD</u> Address of the firm <u>Arlington VA 22203</u>	<u>0406 2, 2013</u> Date <u>11-06137</u> Most recent enrollment number <u>(703) 258-8000</u> Telephone number (including area code)
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	2,640,137	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	105,460	0
9 Amount remaining (line 7 minus line 8)	2,534,677	0
10 Interest on line 9 using prior year's actual return of <u>3.12</u> %	79,082	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>6.08</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	2,613,759	0

Part III Funding Percentages

14 Funding target attainment percentage	14	93.76 %
15 Adjusted funding target attainment percentage	15	124.99 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	111.70 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 63
23 Mortality table(s) (see instructions)	☐ Prescribed - combined	☒ Prescribed - separate	☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes	☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	98,787	
b Excess assets, if applicable, but not greater than line 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment.....	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	98,787	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	98,787	0	98,787
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		