

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: 1.2em; 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>AIR-X-CHANGERS PROFIT SHARING 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>225</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/01/1956</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>225</u>	1c Effective date of plan <u>10/01/1956</u>	
1b Three-digit plan number (PN) ▶	<u>225</u>				
1c Effective date of plan <u>10/01/1956</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		5 474
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	0
b Retired or separated participants receiving benefits.....	6b	
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
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: 2E 2H 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 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>AIR-X-CHANGERS PROFIT SHARING PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>225</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)

ATR, INC.

23-2624667

(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?
64 50	NONE	49425	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MANUFACTURERS & 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	8550	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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
(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
(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
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(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
(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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2012</div> 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
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A Name of plan AIR-X-CHANGERS PROFIT SHARING PENSION PLAN	B Three-digit plan number (PN)	225
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 HARSCO CORPORATION	D Employer Identification Number (EIN) 23-1483991
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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 AND PROFIT SHARING C
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b Name of sponsor of entity listed in (a):	HARSCO CORPORATION
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c EIN-PN	23-1483991-257	d Entity code	M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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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:	
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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)	
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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
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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
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plan sponsor**c** EIN-PN

SCHEDULE H (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>	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.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>AIR-X-CHANGERS PROFIT SHARING PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>225</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	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	9431	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1132473	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	58377	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	886081	0
(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)	8458748	0
(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)	4743054	0
(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)	591069	0
(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	15879233	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	21173	0
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	21173	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	15858060	0
---	-----------	----------	---

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)	10225	
(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)		10225
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	35214	
(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)		35214
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(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)		513597
(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)		252161
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		811197

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	16614642	
(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)		16614642
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)	46065	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	8550	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		54615
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		16669257

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-15858060
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:

0

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

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012					
A Name of plan AIR-X-CHANGERS PROFIT SHARING PENSION PLAN				B Three-digit plan number (PN) ►	225
C Plan sponsor's name as shown on line 2a of Form 5500 HARSCO CORPORATION				D Employer Identification Number (EIN) 23-1483991	
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	0
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): 16-0538020 23-1483991					
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	508
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					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2012 v. 120126					

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):

Air-X-Changers Profit Sharing Pension Plan

Financial Statements and
Supplementary Information

December 31, 2012 and 2011

Air-X-Changers Profit Sharing Pension Plan

Table of Contents

December 31, 2012 and 2011

	<u>Page</u>
Independent Auditors' Report	1
Financial Statements	
Statement of Net Assets in Liquidation 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(j) - Schedule of Reportable Transactions	16

Independent Auditors' Report

Plan Administrator and Participants
Air-X-Changers Profit Sharing Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Air-X-Changers Profit Sharing Pension Plan (the "Plan"), which comprise the statement of net assets in liquidation available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets in liquidation available for benefits for the year ended December 31, 2012 and the period from September 1, 2011 to December 31, 2011 and the statement of changes in net assets for the period from January 1, 2011 to August 31, 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 3, 5 and 7, which was certified by Manufacturers and Traders Trust Company and Wilmington Trust Retirement & Institutional Services Company, the trustees 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 trustees hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained a certification from the trustees 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 trustees 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.

Emphasis of a Matter

As discussed on Note 1 to the financial statements, the Plan was terminated effective August 31, 2011. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting from the ongoing plan basis to the liquidation basis for the period after August 31, 2011.

Other Matter

The supplemental Schedule H, Line 4(j) - Schedule of Reportable Transactions for the year ended December 31, 2012 is required by the DOL's Rules and Regulations for Reporting and Disclosures under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is 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 the supplemental schedule.

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

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

Parente Beard LLC

Reading, Pennsylvania
October 14, 2013

Air-X-Changers Profit Sharing Pension Plan

Statement of Net Assets in Liquidation Available for Benefits

(In Thousands Except Units and Unit Values)

December 31, 2012 and 2011

			<u>2012</u>	<u>2011</u>
Assets				
Investments, at fair value:				
Nonparticipant-directed:				
Plan interest in the Harsco Pension and Profit Sharing				
Collective Investment Fund (cost \$ - and \$7,602,				
respectively)				
	<u>2012</u>	<u>2011</u>		
Units	-	22,038		
Unit value (rounded)	-	\$383.83	-	\$8,459
Money market fund			-	499
Total Nonparticipant-Directed			-	8,958
			-	
Participant-directed			-	5,730
			-	14,688
Receivables:			-	
Employer's contributions			-	1,133
Accrued investment income			-	58
			-	1,191
Total Assets			-	15,879
Liabilities				
Accrued administrative expenses				
			-	(21)
Net Assets in Liquidation Available for Benefits			-	\$15,858

See notes to financial statements.

Air-X-Changers Profit Sharing Pension Plan

Statement of Changes in Net Assets Available for Benefits

(In Thousands)

Years Ended December 31, 2012 and 2011

	2012 (Liquidation Basis)	September 1, 2011 to December 31, 2011 (Liquidation Basis)	January 1, 2011 to August 31, 2011 (Ongoing Plan Basis)
Additions in Net Assets Attributable to			
Investment Income (Loss)			
Net appreciation (depreciation) in fair value of investments	\$252	\$(125)	\$(472)
Interest and dividends	35	61	37
	<u>287</u>	<u>(64)</u>	<u>(435)</u>
Net increase in plan interest in the Harsco Pension and Profit Sharing Collective Investment Fund	514	200	27
	<u>801</u>	<u>136</u>	<u>(408)</u>
Total Investment Income (Loss)			
Employer's Contributions	10	-	1,158
	<u>811</u>	<u>136</u>	<u>750</u>
Total Additions			
Deductions from Net Assets Available to			
Benefits Paid to Participants	16,614	463	1,141
Administrative Expenses	55	37	-
	<u>16,669</u>	<u>500</u>	<u>1,141</u>
Total Deductions			
Net Decrease in Net Assets Available for Benefits	(15,858)	(364)	(391)
Net Assets Available for Benefits - Beginning of Period	15,858	16,222	16,613
	<u>-</u>	<u>\$15,858</u>	<u>\$16,222</u>
Net Assets Available for Benefits - End of Period			

See notes to financial statements.

Air-X-Changers Profit Sharing Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 1 - Description of the Plan

The following brief description of the Air-X-Changers Profit Sharing 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 contribution plan providing retirement, disability, and/or death benefits to all eligible employees of Air-X-Changers, division of Harsco Corporation (the "Company"), Nutter Engineering, former division of AIR-X-CHANGERS Co. - Harsco Corporation and Astralloy Wear Technology, former division of AIR-X-CHANGERS Co. - Harsco Corporation. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Plan Termination

Effective August 31, 2011, the Plan was terminated. An employer discretionary contribution was recorded in accordance with Plan provisions for the period from January 1, 2011 through August 31, 2011. Subsequent to the determination by the Internal Revenue Service ("IRS") that the Plan remains qualified upon termination, all assets in the trust were distributed in 2012 to participants in accordance with each participant's election. Participants from this terminated plan will continue to be eligible to participate in a Harsco-sponsored 401k plan.

Participation

An employee became a participant in the Plan retroactively to the first day of the Plan year in which the employee completed three months of service.

Service Rules

Employees were credited with a year of service for each plan year during which they had at least 1,000 hours of service.

Employer Contributions

The Company could make a discretionary contribution. Should the Company make a contribution, it would be an amount equivalent to 16.5% of the Company's operating income before income taxes and plan contributions, but after deducting an amount equal to 15% of the average assets of the Company for the year. However, such amount, if any, shall be made such that non-key employees shall receive an allocation of forfeitures and employer contributions in an amount not less than 3% of the participant's compensation, subject to certain eligibility requirements. All such contributions for the year or period thereof were limited to the maximum deductible under IRS regulations (general limitation is 10% of annual salaries of active participants) and were further limited so as not to cause the annualized addition to any participant's account to exceed the lesser of \$49,000 or 100% of the participant's 415 compensation.

Air-X-Changers Profit Sharing Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 1 - Description of Plan (Continued)

The participants could direct their accounts into various investment options. If the participant failed to provide such direction, contributions were invested in investments held by Manufacturers and Traders Trust Company ("M&T"), which included the Harsco Pension and Profit Sharing Collective Investment Fund (the "CIF") and a money market fund.

Participant Accounts

Each participant's account was credited with the employer's contribution and forfeitures in direct proportion to their respective compensation for such year or period. Realized and unrealized income was allocated pro rata to participants' accounts based on the relationship of the account to total fund assets before the allocation of the current period's contribution.

Vesting and Benefits

Plan participants who terminated their employment with the Company by reason of death, disability, retirement, or by reason of sale, cessation of operations, or a permanent reduction in force at the division, were entitled to receive 100% of their account balance. If the vested account balance did not exceed \$1,000, a lump-sum payment was automatic. If the vested account balance exceeded \$1,000, the assets would generally be held in a trust until the participant's normal or early retirement date. Plan participants terminating their employment for other than the aforementioned reasons were not entitled to the portion of their account related to employer contributions made for Plan years ending on or before December 31, 2006, until completing five years of service, at which time they became entitled to 100%, of that portion, of their account.

In 2008, the Plan was amended so that participants terminating their employment for other than the aforementioned reasons were not entitled to the portion of their account related to employer contributions made for Plan years beginning on or after January 1, 2007, until completing three years of service, at which time they became entitled to 100% of that portion of their account.

On August 31, 2011, all participants became fully vested.

Subsequent Events

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

Air-X-Changers Profit Sharing Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

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

As a result of the Plan termination, the Plan has changed its basis of accounting from the ongoing basis to the liquidation basis for the period after August 31, 2011. For the period January 1, 2011 through August 31, 2011, the Statement of Changes in Net Assets is presented on the ongoing basis of accounting. For the year ended December 31, 2012 and for the period September 1, 2011 through December 31, 2011, the Statement of Changes in Net Assets is presented on the liquidation basis of accounting. There were no material changes of the financial statements as a result of the change in accounting.

Investment Valuation and Income Recognition

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

Administration of Plan Assets

The Plan's assets were administered under contracts with M&T and Wilmington Trust Retirement & Institutional Service Company ("Wilmington"), the trustees of the Plan. The trustees invested funds received from contributions, investment sales, interest, and dividend income and made distribution payments to participants.

Investment Fees

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

Payment of Benefits

Benefit payments to participants were recorded when paid.

Air-X-Changers Profit Sharing Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 2 - Summary of Significant Accounting Policies (Continued)

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 disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Administrative Expenses

Administrative costs, such as legal, accounting, and trustee fees, were paid by the Plan.

Note 3 - Investments

The Plan's investments held by M&T were nonparticipant-directed, while the Plan's investments held at Wilmington were participant-directed. The following investment information disclosed in the accompanying financial statements was obtained or derived from information that has been prepared and certified to as complete and accurate by M&T and Wilmington, the trustees of the Plan, and has not been audited by independent auditors. Investments that represent five percent or more of the Plan's net assets available for benefits are separately identified as of December 31, 2011 (in thousands):

Investments at fair value:		
Cash and money market funds:		
	Cash and cash equivalents	\$ 19
	Putnam Money Market Fund CIA	377
**	MTB Money Market Institutional Index Fund	499
Common stock:		
	Harsco Corporation	591
Mutual funds:		
	Neuberger Berman Genesis (TRS)	654
	PIMCO Total Return Admin.	170
	Putnam Asset Allocation: Bal A	381
	Putnam Asset Allocation: Cons A	107
	Putnam Asset Allocation: Growth A	241
	Putnam Fund for Growth & Income A	213
	Putnam Income A	171
	Putnam International Equity A	259
	Putnam New Opportunities Fund	1,008 *
	Putnam Voyager Fund A	814 *
	Vanguard 500 Index	725
**	Plan interest in the CIF	8,459 *
		<u>\$14,688</u>

* Represents five percent or more of the net assets available for benefits.

** Nonparticipant-directed.

Air-X-Changers Profit Sharing Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 3 - Investments (continued)

The net appreciation (depreciation) in the fair value of investments (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>
Investments Whose Fair Values Have Been Measured by Quoted Prices in an Active Market:		
Mutual funds	262	\$(343)
Common stocks	<u>(10)</u>	<u>(254)</u>
	<u>252</u>	<u>(597)</u>
Investments Whose Fair Values Have Been Otherwise Determined:		
Plan interest in the CIF	<u>514</u>	<u>227</u>
	<u>766</u>	<u>\$(370)</u>

Note 4 - Nonparticipant-Directed Investments

The following investment information related to nonparticipant-directed investments disclosed in the accompanying financial statements was obtained or derived from information that has been prepared and certified to as complete and accurate by M&T and has not been audited by independent auditors. Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments is as follows (in thousands):

	<u>2012</u>	<u>2011</u>
Net assets:		
Money market funds	\$ -	\$ 499
Plan interest in the CIF	-	8,459
Employer's contribution receivable	-	775
Accrued investment income	-	58
Accrued administrative expenses	<u>-</u>	<u>(21)</u>
	<u>\$ -</u>	<u>\$9,770</u>
Changes in net assets:		
Contributions received	\$ 10	\$ 775
Net increase in Plan interest in the CIF	514	227
Benefits paid	(10,124)	(1,156)
Administrative expenses paid	(55)	(37)
Transfer to other plan	<u>(115)</u>	<u>-</u>
	<u>(\$9,770)</u>	<u>(\$191)</u>

Air-X-Changers Profit Sharing 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

The following investment information disclosed in the accompanying financial statements was obtained or derived from information that has been prepared and certified to as complete and accurate by M&T and has not been audited by independent auditors.

The fair value of the net assets held by the CIF and the Plan's allocable portion as of December 31, 2011 are summarized as follows (dollars in thousands):

Assets

Investments in securities at fair value:

Bonds, debentures and notes:

U.S. Treasury notes and collateralized
securities

\$23,946

Corporate bonds, notes and convertible
debentures

5,681

Common stocks *

40,876

Mutual funds - equity

101,079

Mutual funds - bonds

41,762

Cash and money market accounts

1,730

215,074

Accrued interest and dividends receivable

147

Total Assets

\$215,221

Liabilities

Due to participants for net units sold and
redeemed

\$ 478

Income due participants

1,235

Accrued administrative expenses

137

Total Liabilities

1,850

Net Assets

\$213,371

Plan's allocable portion

3.96%

* Includes approximately \$9,261 of Harsco Corporation Common Stock, which represents approximately 4.34% of net assets for 2011.

Air-X-Changers Profit Sharing 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 consisted 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, consisted principally of investments. The CIF limited this risk by diversifying the CIF's investment portfolio. The degree and concentration of credit risk varied depending upon the type and diversity of investments within the portfolio.

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 States 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.

Air-X-Changers Profit Sharing Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 6 - Fair Value Measurements (continued)

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 assets 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 table sets forth by level, within the fair value hierarchy, the Plan's investments (other than the CIF) at fair value as of December 31, 2011 (in thousands):

	Fair Value	Fair Value Measurement Using:		
		Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 19	\$ 19	\$ -	\$ -
Money market funds	876	876	-	-
Common stock - Industrial	591	591	-	-
Mutual Funds:				
Index Funds	725	725	-	-
Balance Funds	765	765	-	-
Growth Funds	2,976	2,976	-	-
Fixed Income Funds	277	277	-	-
Total Assets at Fair Value	<u>\$6,229</u>	<u>\$6,229</u>	<u>\$ -</u>	<u>\$ -</u>

Cash and cash equivalents were stated at cost, which approximates fair value. The fair values of money market funds and mutual funds were based on quoted net asset values of the shares held by the Plan at year-end. The fair values of common stock were based at the closing price reported in the active market on which the individual securities are traded.

Air-X-Changers Profit Sharing 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, 2011 (in thousands):

	Fair Value Measurement Using:			
	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	\$ -

Air-X-Changers Profit Sharing 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 were stated at cost, which approximated fair value. The fair values of money market accounts and certain mutual funds were 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 were valued at the closing price reported in the active market on which the individual securities were traded.

Level 2 Fair Value Measurements

The fair values of investments in mutual funds for which quoted net asset values in an active market were not available were 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 could be obtained from their separate audited financial statements. Investments in U.S. Treasury notes and collateralized securities were valued based on yields currently available on comparable securities of issuers with similar credit ratings.

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

There were 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 year-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 believed the valuation methodologies were 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.

Note 7 - Information Certified by Trustees

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 and Wilmington, the trustees of the Plan, have certified to the completeness and accuracy of all investments and accrued investment income reported in the accompanying Statement of Net Assets in Liquidation Available for Benefits as of December 31, 2012 and 2011 and the related investment activity reported in the Statement of Changes in Net Assets in Available for Benefits for the years ended December 31, 2012 and 2011, and the supplemental Schedule H, Line 4(j) – Reportable Transactions for the year ended December 31, 2012.

Air-X-Changers Profit Sharing Pension Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 8 - Tax Status

The Plan obtained its latest determination letter dated May 14, 2009, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan was currently designed and being operated in compliance with the applicable regulations of the IRC. Therefore, they believe that the Plan is qualified and the related trust is tax-exempt.

U.S. GAAP requires 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

Certain plan investments were managed by M&T Investment Group, an affiliate of M&T. The Plan invested in certain funds (directly and indirectly within the CIF) owned by M&T. M&T was the trustee as defined by the Plan, and therefore, transactions in these funds qualified as party-in-interest transactions. CIF transactions in Harsco Corporation common stock and participant-directed investments in Harsco Corporation common stock also qualified as party-in-interest transactions. There were no purchases or sales of Harsco Corporation common stock in the CIF during 2012 and 2011. Purchases of Harsco Corporation common stock in participant-directed accounts were made for \$202,583 and \$275,895 to purchase 6,617 and 11,570 shares in 2012 and 2011, respectively. Sales of Harsco Corporation common stock in participant-directed accounts were made for \$56,312 and \$530,234 to sell 2,573 and 19,209 shares in 2012 and 2011, respectively. 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 were performed by officers and employees of the Company. No such officer or employee received compensation from the Plan.

Note 10 - Forfeitures

Based on a decision by the Company, administrative expenses of the Plan were paid from plan forfeitures and remaining forfeitures were allocated to Plan participants. An employee who returns to employment with the Company for one year can have previously forfeited balances reinstated, subject to vesting provisions as reflected in Note 1. These reinstatement adjustments reduce the amount of forfeitures to be allocated to Plan participants in the year subsequent to forfeiture. Allocated gains and losses on forfeited amounts are also included with the amount that is to be allocated to Plan participants. As of December 31, 2011, there were no unallocated forfeitures. The following summarizes the allocation of forfeitures in 2011 (in thousands):

Forfeitures out of participant accounts	\$104
Administrative expenses paid from forfeitures	<u>(6)</u>
Total Forfeitures Allocated	<u>\$98</u>

Air-X-Changers Profit Sharing Pension Plan

Schedule of Reportable Transactions

Form 5500 - Schedule H - Line 4j

EIN: 23-1483991

Plan Number: 225

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	Harsco Pension and Profit Sharing Collective Investment Fund	1	\$8,966,182	\$ -	-	\$ -	\$8,597,764	\$8,966,182	368,418
* M&T Bank	Wilmington Prime Money Market Fund	6 3	9,262,953 -	- 10,244,274	- -	- -	9,262,953 10,244,274	9,262,953 10,244,274	- -
* M&T Bank	MTB Money Market Institutional Index Fund	2 1	999,499 -	- 500,000	- -	- -	999,499 500,000	999,499 500,000	- -

Air-X-Changers Profit Sharing Pension Plan

Schedule of Reportable Transactions

Form 5500 - Schedule H - Line 4j

EIN: 23-1483991

Plan Number: 225

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 (iii) Series of Transactions									
* M&T Bank	MTB Money Market Institutional Index Fund	3	10,626	-	-	-	10,626	10,626	-
		3	-	510,075	-	-	510,075	510,075	-
* M&T Bank	MTB Money Market Fund Select	5	510,526	-	-	-	510,526	510,526	-
		4	-	510,526	-	-	510,526	510,526	-
* M&T Bank	Wilmington Prime Money Market Fund	44	10,655,996	-	-	-	10,655,996	10,655,996	-
		30	-	10,655,999	-	-	10,655,999	10,655,999	-
* M&T Bank	Harsco Pension and Profit Sharing Collective Investment Fund	4	149,680	-	-	-	149,680	149,680	-
		3	-	9,033,092	-	-	8,662,698	9,033,092	370,394
* Wilmington Trust	Putnam Multi-Cap Growth Fund Cl A	1	371	-	-	-	371	371	-
		30	-	1,075,447	-	-	1,008,814	1,075,447	66,633
* Wilmington Trust	Putnam Voyager A	1	568	-	-	-	568	568	-
		37	-	867,571	-	-	814,867	867,571	52,704

* Represents party-in-interest.

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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).

► **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210 - 0110
1210 - 0089**2012****This Form is Open to
Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2012 or fiscal plan year beginning **01/01/2012** and ending **12/31/2012**

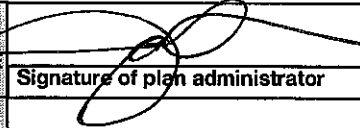
- A** This return/report is for: ☐ a multiemployer plan; ☐ a multiple-employer plan; or
☒ a single-employer plan; ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report; ☒ the final return/report;
☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
- 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 AIR-X-CHANGERS PROFIT SHARING PENSION PLAN	1b Three-digit plan number (PN) ► 225
	1c Effective date of plan 10/01/1956
2a Plan sponsor's name and address, include room or suite number (employer, if for a single-employer plan) HARSCO CORPORATION 350 POPLAR CHURCH ROAD CAMP HILL PA 17011	2b Employer Identification Number (EIN) 23-1483991 2c Sponsor's telephone number 717-763-7064 2d Business code (see instructions) 339900

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 	10/11/13 Date	JANET L. HOGAN Enter name of individual signing as plan administrator
SIGN HERE		
SIGN HERE		
SIGN HERE		
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) PARENTEBEARD, LLC 46 PUBLIC SQUARE, SUITE 400 WILKES-BARRE PA 18701		Preparer's telephone number (optional) (570) 820-0100

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

**Form 5500 (2012)
v. 120126**

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
---	-----------------------------------

5 Total number of participants at the beginning of the plan year	5	474
---	----------	------------

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	
b Retired or separated participants receiving benefits	6b	
c Other retired or separated participants entitled to future benefits	6c	
d Subtotal. Add lines 6a, 6b, and 6c	6d	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	
f Total. Add lines 6d and 6e	6f	
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:
2E 2H 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)	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	(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)

Air-X-Changers Profit Sharing Pension Plan

Schedule of Reportable Transactions

Form 5500 - Schedule H - Line 4j

EIN: 23-1483991

Plan Number: 225

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	Harsco Pension and Profit Sharing Collective Investment Fund	1	\$8,966,182	\$ -	-	\$ -	\$8,597,764	\$8,966,182	368,418
* M&T Bank	Wilmington Prime Money Market Fund	6 3	9,262,953 -	- 10,244,274	- -	- -	9,262,953 10,244,274	9,262,953 10,244,274	- -
* M&T Bank	MTB Money Market Institutional Index Fund	2 1	999,499 -	- 500,000	- -	- -	999,499 500,000	999,499 500,000	- -

Air-X-Changers Profit Sharing Pension Plan

Schedule of Reportable Transactions

Form 5500 - Schedule H - Line 4j

EIN: 23-1483991

Plan Number: 225

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 (iii) Series of Transactions									
* M&T Bank	MTB Money Market Institutional Index Fund	3	10,626	-	-	-	10,626	10,626	-
		3	-	510,075	-	-	510,075	510,075	-
* M&T Bank	MTB Money Market Fund Select	5	510,526	-	-	-	510,526	510,526	-
		4	-	510,526	-	-	510,526	510,526	-
* M&T Bank	Wilmington Prime Money Market Fund	44	10,655,996	-	-	-	10,655,996	10,655,996	-
		30	-	10,655,999	-	-	10,655,999	10,655,999	-
* M&T Bank	Harsco Pension and Profit Sharing Collective Investment Fund	4	149,680	-	-	-	149,680	149,680	-
		3	-	9,033,092	-	-	8,662,698	9,033,092	370,394
* Wilmington Trust	Putnam Multi-Cap Growth Fund Cl A	1	371	-	-	-	371	371	-
		30	-	1,075,447	-	-	1,008,814	1,075,447	66,633
* Wilmington Trust	Putnam Voyager A	1	568	-	-	-	568	568	-
		37	-	867,571	-	-	814,867	867,571	52,704

* Represents party-in-interest.