

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 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</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>HARSCO 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>219</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1976</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>219</u>	1c Effective date of plan <u>01/01/1976</u>	
1b Three-digit plan number (PN) ▶	<u>219</u>				
1c Effective date of plan <u>01/01/1976</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	Date	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>MARK R. HEATH</u> <u>MCKONLY & ASBURY, LLP</u> <u>415 FALLOWFIELD ROAD</u> <u>CAMP HILL, PA 17011</u>			Preparer's telephone number (optional) <u>717-761-7910</u>

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	5508
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	659
b Retired or separated participants receiving benefits		6b	1778
c Other retired or separated participants entitled to future benefits		6c	2596
d Subtotal. Add lines 6a , 6b , and 6c		6d	5033
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	331
f Total. Add lines 6d and 6e		6f	5364
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	43
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: 1A 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 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **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>HARSCO EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>219</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>2013</u>	
2 Assets:	
a Market value	2a <u>197556887</u>
b Actuarial value	2b <u>192329578</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>1966</u> <u>98059716</u>
b For terminated vested participants.....	3b <u>2640</u> <u>58534332</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>1810360</u>
(2) Vested benefits	3c(2) <u>36246791</u>
(3) Total active.....	3c(3) <u>902</u> <u>38057151</u>
d Total.....	3d <u>5508</u> <u>194651199</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>6.65 %</u>
6 Target normal cost	6 <u>2270759</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	
Signature of actuary <u>DAVID WEBBER, FSA, EA</u>	Date <u>14-06137</u>
Type or print name of actuary <u>TOWERS WATSON PENNSYLVANIA, INC.</u>	Most recent enrollment number <u>703-258-8000</u>
Firm name <u>901 NORTH GLEBE ROAD</u> <u>ARLINGTON, VA 22203</u>	Telephone number (including area code)
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) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	887534	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	887534	
10 Interest on line 9 using prior year's actual return of <u>13.82</u> %	122657	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		1418198
b Interest on (a) using prior year's effective interest rate of <u>7.00</u> % except as otherwise provided (see instructions)		99274
c Total available at beginning of current plan year to add to prefunding balance		1517472
d Portion of (c) to be added to prefunding balance		1517000
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)	1010191	1517000

Part III Funding Percentages		
14 Funding target attainment percentage	14	97.50 %
15 Adjusted funding target attainment percentage	15	93.91 %
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	101.78 %
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
09/12/2014	5200000				
			Totals ►	18(b)	5200000
				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	4661735

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

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

21 Discount rate:				
a Segment rates:	1st segment: 5.23%	2nd segment: 6.51%	3rd segment: 7.16 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
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	2270759	
b Excess assets, if applicable, but not greater than line 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	4848812	816083	
b Waiver amortization installment	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	3086842	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	3086842	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	4661735	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	1574893	
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	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		

<div>SCHEDULE C</div> <div>(Form 5500)</div> <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>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan HARSCO EMPLOYEES PENSION PLAN	B Three-digit plan number (PN) ▶ 219
C Plan sponsor's name as shown on line 2a of Form 5500 HARSCO CORPORATION	D Employer Identification Number (EIN) 23-1483991

Part I	Service Provider Information (see instructions)
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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	1091421	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	196218	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☒

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

MCKONLY & ASBURY LLP

23-1909723

(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	18000	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
(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

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

a Name: PARENTEBEARD, LLC	b EIN: 23-2932984
c Position: ACCOUNTANT	
d Address: 221 W PHILADELPHIA ST., STE 200 YORK, PA 17401	e Telephone: 717-846-7000

Explanation: FOLLOWING A REVIEW OF THE SERVICES, CAPABILITIES AND FEES AVAILABLE FROM ORGANIZATIONS PROVIDING ACCOUNTING SERVICES FOR PENSION PLANS, A NEW ACCOUNTANT WAS SELECTED.

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:

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
HARSCO EMPLOYEES PENSION PLAN

B Three-digit plan number (PN)	▶	219
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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

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**

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

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) 208110820
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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:

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)
-----------------	----------------------	---

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) <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> 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>HARSCO EMPLOYEES PENSION PLAN</u>		B Three-digit plan number (PN) ► <u>219</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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	5200000
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)	1230893	886900
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	2222102	2787557
(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)	194411514	208110820
(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	197864509	216985277

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	307622	415837
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	307622	415837

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	197556887	216569440
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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)	5200000	
(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)		5200000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	252	
(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)		252
(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)		28959584
(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		
d Total income. Add all income amounts in column (b) and enter total	2d		34159836

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	13245153	
(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)		13245153
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)	1142345	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	196218	
(4) Other	2i(4)	563567	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1902130
j Total expenses. Add all expense amounts in column (b) and enter total	2j		15147283

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		19012553
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: MCKONLY & ASBURY, LLP

(2) EIN: 23-1909723

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	
4c		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	
4d		X	
e Was this plan covered by a fidelity bond?	X		25000000
4e	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	
4f		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	
4g		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	
4h		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		
4i	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		
4j	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	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		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	
4n		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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☒ Yes ☐ No ☐ Not determined

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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>HARSCO EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>219</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>38</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
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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
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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.
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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: 65.3% Investment-Grade Debt: 32.3% High-Yield Debt: _____% Real Estate: 2.4% 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): _____

HARSCO EMPLOYEES PENSION PLAN

FINANCIAL STATEMENTS
WITH SUPPLEMENTARY INFORMATION

DECEMBER 31, 2013 AND 2012



McKONLY & ASBURY

HARSCO EMPLOYEES PENSION PLAN

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MEMBERS

AMERICAN AND PENNSYLVANIA
INSTITUTES OF CERTIFIED PUBLIC
ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee
Harsco Employees Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Harsco Employees Pension Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement of changes in net assets available for benefits for the year then ended, 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.

Auditor's 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 and for the year ended December 31, 2013, that the information provided to the plan administrator by the trustee is complete and accurate.

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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 the financial statements referred to in the first paragraph.

Other Matter – Supplemental Schedules

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, 2013, are required by the Department of Labor'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 the supplemental schedules referred to above.

Other Matter – 2012 Financial Statements

The financial statements of the Plan as of December 31, 2012, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed the predecessor auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Manufacturers and Traders Trust Company, the trustee of the Plan. Their report, dated October 14, 2013, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations - 2013

The form and content of the information included in the 2013 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.



Camp Hill, Pennsylvania
October 8, 2014

HARSCO EMPLOYEES PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2013 AND 2012

(in thousands except units and unit values)

			<u>2013</u>	<u>2012</u>
Investments, at fair value				
Plan interest in the Harsco Pension and Profit Sharing				
Collective Investment Fund (cost \$59,253 and				
\$62,637, respectively)				
	<u>2013</u>	<u>2012</u>		
Units	431,369	456,005		
Unit value (rounded)	\$482.44	\$426.34	\$ 208,111	\$ 194,412
Money market fund			<u>2,787</u>	<u>2,222</u>
			210,898	196,634
Receivables				
Employer's contributions			5,200	-
Accrued investment income			<u>887</u>	<u>1,231</u>
			6,087	1,231
Total assets			216,985	197,865
Accrued administrative expenses			<u>(416)</u>	<u>(308)</u>
Net assets available for benefits			<u>\$ 216,569</u>	<u>\$ 197,557</u>

The accompanying notes are an integral part of these financial statements.

HARSCO EMPLOYEES PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2013 AND 2012

(in thousands except units and unit values)

	<u>2013</u>	<u>2012</u>
Additions in net assets attributable to		
Investment income		
Net increase in plan interest in the Harsco Pension and Profit Sharing Collective Investment Fund	\$ 28,959	\$ 25,026
Employer contributions	<u>5,200</u>	<u>1,445</u>
Total additions	<u>34,159</u>	<u>26,471</u>
Deductions from net assets attributable to		
Benefits paid to participants	13,245	16,181
Administrative expenses	<u>1,902</u>	<u>1,808</u>
Total deductions	<u>15,147</u>	<u>17,989</u>
Net increase in net assets available for benefits	19,012	8,482
Net assets available for benefits, beginning of year	<u>197,557</u>	<u>189,075</u>
Net assets available for benefits, end of year	<u><u>\$ 216,569</u></u>	<u><u>\$ 197,557</u></u>

The accompanying notes are an integral part of these financial statements.

HARSCO EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN

The following brief description of the Harsco 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 salaried and hourly paid supervisory, office and clerical employees of Harsco Corporation (the “Company”), as defined by the Plan, who are not otherwise covered by any other qualified pension plan to which the Company contributes on behalf of such employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Pension benefit accrual service for a select few divisions of active U.S. qualified and non- qualified salaried pension plan participants was frozen as of December 31, 2003. Since then, there have been several additional locations frozen. The most recent freeze of pension benefit accruals occurred on January 31, 2010, for the collectively bargained participants at the Moundsville location. Following that freeze, service and compensation accruals, as noted in amendments to the Plan document, have been frozen for all participants except for a few hourly union locations.

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 into the Harsco Employees Pension Plan, some of the plans have yet to be merged. The mergers were planned in order to reduce administrative and funding costs that otherwise would be incurred if these plans continued as separate plans. The mergers will be subject to union approval where required.

Effective January 1, 2012, the Plan document was restated to incorporate all amendments through December 31, 2012.

The Plan evaluated subsequent events for recognition or disclosure through October 8, 2014, the date the financial statements were available to be issued.

Participation

An employee becomes a participant in the Plan on the first day of the year coinciding with or next following the date eligibility requirements are met.

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.

(continued)

HARSCO EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

Pension Benefits

Employees are entitled to annual pension benefits beginning at normal retirement age (65). The amount of the benefit is determined by length of service, date of termination, age of participant, and the division in which the employee worked. In certain divisions, the Plan permits early retirement if the participant meets the required length of service and age. As a result, participants may be eligible for early retirement at ages 55-64 and completion of ten to fifteen years of continuous service dependent upon the division's pension provisions. The amount of the monthly benefit will vary depending upon, among other things, which division the employee is in as defined in the Plan document. If the present value of the pension does not exceed \$1,000, a lump-sum payment is automatic. If employees terminate before rendering 5 years of service, they forfeit the right to 100% of their accrued benefit.

In the event of re-employment of a participant who had previously had a break in service and received from the Company a lump sum distribution, the participant may choose to repay the full amount of the distribution plus interest upon being reemployed in order to reinstate their credited service for vesting as if no break in service had occurred.

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. Disability retirement is available on the first day of any month coincident with or following the completion of 15 years of service and one year of permanent disability. Upon meeting these requirements, a participant is entitled to 100% of their accrued benefit.

Vesting

A participant is fully vested after completion of five years of continuous service.

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.

(continued)

HARSCO EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

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 (depreciation) 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 2013 and 2012.

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.

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

(continued)

HARSCO EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

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' compensation for the five consecutive years of highest earnings out of the last ten calendar years. The accumulated plan benefits for active employees are based on their service rendered and history of compensation as of December 31, 2012.

The actuarial present value of accumulated plan benefits is determined by the Plan's actuary as of January 1, 2013 and 2012, 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.

The significant actuarial assumptions used in the valuation and the determination of the present value of accumulated plan benefits as of January 1, 2013 and 2012, are as follows:

Discount rate *	7.00% compounded annually for 2013 and 7.25% compounded annually for 2012.
Mortality basis	RP2000 Combined Healthy Generational Mortality, sex distinct with no collar adjustment, projected with scale AA for 2013 and 2012.
Retirement	30% at age 62 increasing to 100% at age 67 for 2013 and 2012.

* 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 January 1, 2013 and 2012, (in thousands):

	2013	2012
Vested benefits		
Participants currently receiving payments	\$ 93,469	\$ 87,300
Other participants	98,835	98,977

(continued)

HARSCO EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

	2013	2012
	192,304	186,277
Nonvested benefits	<u>878</u>	<u>1,056</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 193,182</u>	<u>\$ 187,333</u>

The changes in the actuarial present value of accumulated plan benefits for the year ended January 1, 2013 and 2012, are presented below (in thousands):

	2013	2012
Actuarial present value of accumulated plan benefits at beginning of year	\$ 187,333	\$ 183,048
Increase (decrease) attributable to		
Benefits accumulated	118	116
Interest due to the decrease in the discount period	13,014	12,087
Benefits paid	(16,181)	(16,806)
Actuarial (gains) losses	3,228	-
Assumption changes	<u>5,670</u>	<u>8,888</u>
Net increase	<u>5,849</u>	<u>4,285</u>
Actuarial present value of accumulated plan benefits at end of year	<u>\$ 193,182</u>	<u>\$ 187,333</u>

The effect 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.

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.

(continued)

HARSCO EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

- 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.

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.

5. PLAN INTEREST IN THE HARSCO PENSION AND PROFIT SHARING COLLECTIVE INVESTMENT FUND

The Plan invests primarily in the Harsco Pension and Profit Sharing Collective Investment Fund (CIF). The CIF is a unitized pool. Each participant holds units of the pool that represent their pro-rata share of the underlying investments. On a monthly basis, the investment pool is valued and a new pool net asset value (NAV) is calculated to represent this value. All income allocations are processed on a per unit basis.

All income, realized and unrealized gains/losses, are included in/rolled into the monthly NAV.

The following investment information disclosed in the accompanying financial statements and supplemental 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.

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>2013</u>	<u>2012</u>
Assets		
Investments in securities at fair value		
Bonds, debentures and notes		
U.S. Treasury notes and collateralized securities	\$ 18,741	\$ 22,580
Corporate bonds, notes and convertible debentures	8,250	7,444
Common stocks *	48,869	42,111

(continued)

HARSCO EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

	2013	2012
Mutual funds - equity	116,790	104,356
Mutual funds - bonds	33,326	36,447
Cash and money market accounts	3,038	2,531
	229,014	215,469
Accrued interest and dividends receivable	214	173
Due from broker for securities sold	1,375	515
Total assets	230,603	216,157
Liabilities		
Due to broker for securities purchased	1	479
Due to participants for net units sold and redeemed	-	99
Income due participants	978	1,356
Accrued administrative expenses	116	86
Total liabilities	1,095	2,020
Net assets	\$ 229,508	\$ 214,137
Plan's allocable portion	90.68%	90.79%

* Includes approximately \$12,614 and \$10,575 of Harsco Corporation Common Stock, which represents approximately 5.53% and 4.94% of net assets for 2013 and 2012, respectively.

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):

	2013	2012
Investment income		
Net realized and unrealized appreciation (depreciation) in fair value of investments		
U.S. Treasury notes and collateralized securities	\$ (3,028)	\$ (297)
Corporate bonds, notes and convertible debentures	(968)	337
Common stocks	12,679	6,462
Mutual funds - equity	23,670	14,085
Mutual funds - bonds	(4,459)	2,560
	27,894	23,147

(continued)

HARSCO EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

	2013	2012
Interest	1,024	1,849
Dividends	3,507	3,732
	<u>4,531</u>	<u>5,581</u>
Less investment advisory fees	<u>(612)</u>	<u>(563)</u>
Net investment income	<u>\$ 31,813</u>	<u>\$ 28,165</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.

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.

(continued)

HARSCO EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

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):

	2013			
	Fair Value Measurements Using			
	Fair Value	Level 1	Level 2	Level 3
M&T money market fund	<u>\$ 2,787</u>	<u>\$ 2,787</u>	<u>\$ -</u>	<u>\$ -</u>
	2012			
	Fair Value Measurements Using			
	Fair Value	Level 1	Level 2	Level 3
M&T money market fund	<u>\$ 2,222</u>	<u>\$ 2,222</u>	<u>\$ -</u>	<u>\$ -</u>

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

Fair Value Measurements for the CIF

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

	Assets at Fair Value as of December 31, 2013			
	Fair Value	Level 1	Level 2	Level 3
Mutual funds				
Index funds	\$ 22,524	\$ -	\$ 22,524	\$ -
Balance funds	22,508	22,508	-	-
Growth funds	71,758	58,679	13,079	-
Fixed income funds	<u>33,326</u>	<u>33,326</u>	<u>-</u>	<u>-</u>
Total mutual funds	<u>150,116</u>	<u>114,513</u>	<u>35,603</u>	<u>-</u>
Common stocks				
Materials	892	892	-	-
Industrials	17,920	17,920	-	-
Telecommunications	-	-	-	-
Consumer discretionary	4,728	4,728	-	-
Consumer staples	1,884	1,884	-	-
Energy	4,472	4,472	-	-
Financial	9,350	9,350	-	-
Healthcare	4,804	4,804	-	-
Information technology	<u>4,141</u>	<u>4,141</u>	<u>-</u>	<u>-</u>

(continued)

HARSCO EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

Assets at Fair Value as of December 31, 2013				
	Fair Value	Level 1	Level 2	Level 3
Utilities	678	678	-	-
Common	-	-	-	-
Total common stocks	48,869	48,869	-	-
Corporate bonds, notes and convertible debentures	8,250	8,250	-	-
U.S. Treasury notes and collateralized securities	18,741	-	18,741	-
Money market funds	3,038	3,038	-	-
Total investments at fair value	\$229,014	\$174,670	\$ 54,344	\$ -
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	-

(continued)

HARSCO EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

	Assets at Fair Value as of December 31, 2012			
	Fair Value	Level 1	Level 2	Level 3
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 investments at fair value	<u>\$215,505</u>	<u>\$146,527</u>	<u>\$ 68,978</u>	<u>\$ -</u>

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 redemption restrictions or unfunded commitments 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, 2013 and 2012.

(continued)

HARSCO EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

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.

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 2013 and 2012. 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, 2013 and 2012, the supplemental Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2013, the related investment activity reported in the Statement of Changes in Net Assets Available for Benefits for the years ended December 31, 2013 and 2012, and the supplemental Schedule H, Line 4(j) - Schedule of Reportable Transactions for the year ended December 31, 2013.

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):

	2013	2012
Plan interest in the CIF	\$ 208,111	\$ 194,412

8. TAX STATUS

The Plan obtained its latest determination letter dated January 31, 2013, 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, 2013, 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 2010.

(continued)

HARSCO EMPLOYEES PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

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 \$196,218 and \$184,346 for the years ended December 31, 2013 and 2012, 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 2013 and 2012. 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.

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 compensation and demographics, all of which are subject to change. Due to 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.

SUPPLEMENTARY INFORMATION

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

Name of Plan: Harsco Employees Pension Plan

Employer Identification Number: 23-1483991

Three-digit Plan Number: 219

December 31, 2013

<u>(a)</u>	<u>(b)</u> <u>Identity of issue</u>	<u>(c)</u> <u>Description of Investment</u>	<u>(d)</u> <u>Cost</u>	<u>(e)</u> <u>Current Value</u>
*	M&T Bank	Wilmington Prime Money Market CL Select	\$ 2,787,577	\$ 2,787,577
*	Plan interest in Harsco Pension & Profit Sharing collective investment fund	Collective Investment Fund	59,253,172	208,110,820

* Represents party-in-interest.

Schedule H, Line 4(j) - Schedule of Reportable Transactions
Name of Plan: Harsco Employees Pension Plan
Employer Identification Number: 23-1483991
Three-digit Plan Number: 219
December 31, 2013

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									
None									
Category (iii) Series of Transactions									
* M&T Bank	Wilmington Prime								
	Money Market	85	15,279,535	-	-	-	15,279,535	15,279,535	-
	Fund	81	-	14,714,081	-	-	14,714,081	14,714,081	-
* M&T Bank	Harsco Pension &								
	Profit Sharing	-	-	-	-	-	-	-	-
	Investment Fund	13	-	11,131,271	-	-	11,131,241	10,573,889	557,382

*Represents party-in-interest

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Summary of plan provisions

Plan Provisions

Covered Employees

HEPP Core

Employees covered by the primary plan, including:

- ▶ Capitol Manufacturing and Taylor Wharton Gas Equipment units of the Company's Gas & Fluid Control Group Division
- ▶ Patent Construction Systems Patterson-Kelley units of the Company's Infrastructure Group Division
- ▶ Heckett MultiServ West unit of the Company's Mill Service Group Division
- ▶ Locations: Fremont, Ohio, Bloomfield, Iowa, Jessup, Georgia, and West Jordan, Utah of the American Welding and Tank Unit of the Company's Gas & Fluid Control Group Division
- ▶ SCI unit of the Company's Gas & Fluid Control Group Division
- ▶ Locations: Fairmont (Minnesota), Tamper (South Carolina), Ludington, Michigan of the Harsco Track and Technologies unit of the Infrastructure Group Division

Appendix A

Employees covered under Appendix A of the plan, including:

- ▶ Bowen-McLaughlin-York Co. Salaried Employees (BMY)
- ▶ Broderick Co. Salaried Employees
- ▶ Harrisburg Steel Co. Salaried Employees
- ▶ Heckett Engineering Co. Salaried and Hourly Employees
- ▶ Clerical and Supervisory Co. Salaried Employees
- ▶ Patent Scaffolding Co. Salaried Employees
- ▶ Quaker AlloyCasting Co. Salaried Employees
- ▶ Taylor- Wharton Co. Salaried Employees

Appendix B (SCI)

Employees covered under Appendix B of the plan including:

- ▶ Salaried employees of the SCI Division of the Taylor Wharton Gas Equipment group
- ▶ Hourly employees of the SCI Division of the Taylor Wharton Gas Equipment group

Appendix C (Sherwood)

Employees covered under Appendix C of the plan, specifically the Sherwood Division of Harsco Corporation

Appendix D (Tamper)

Employees covered under Appendix D of the plan including:

- ▶ HTT- Harsco Track and Technologies
- ▶ Fairmont Tamper Division of Harsco Corporation
- ▶ Hourly and salaried Ludington, Michigan employees

Appendix E (Harrisburg Steel)	Employees covered under Appendix E of the plan, specifically hourly employees covered under the Harrisburg Steel Hourly Employees Pension Plan who became salaried employees on or before April 20, 1992
Appendix F (Fairmont)	Employees covered under Appendix F of the plan, specifically hourly paid employees covered by a collectively bargained agreement between the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America UAW and its Local 1016
Appendix G (Heckett)	Employees covered under Appendix G of the plan, specifically hourly employees of Heckett Multiserv covered by any Labor Agreement referenced in the plan document
Appendix H (Reed)	Employees covered under Appendix H of the plan, specifically employees of the Reed Minerals division
Appendix I (HTT UAW)	Employees covered under Appendix I of the plan, specifically hourly paid employees covered by a collective bargaining agreement between the International Union United Automobile, Aerospace and Agricultural Implement Workers of America UAW and its Local 811
Appendix J (Capitol)	Employees covered under Appendix J of the plan, specifically members of the International Association of Machinist and Aerospace Workers AFL-CIO Local 2306
Appendix K (Harsco Hourly)	Employees covered under Appendix K of the plan including hourly employees of Patent Construction and closed divisions referenced in the plan document.

Definitions

Vesting service

HEPP Core, App. A, E (Harrisburg Steel), G (Heckett)	Years and completed months from the later of date of hire or the January 1 in the year in which the participant attains age 18
Appendix B (SCI), C (Sherwood), D (Tamper), F (Fairmont), I (HTT UAW)	One year of service for 1,000 hours in a plan year, commencing at the participant's employment date
Appendix H (Reed)	<p>Prior to September 28, 1978, complete years as credited under the former pension plan.</p> <p>Beginning September 28, 1978, one year of service for 1,000 hours in a plan year, including the short plan year from September 28, 1978 to December 31, 1978.</p>
Appendix J (Capitol), K (Harsco Hourly)	One year of service for 1,000 hours in a plan year, beginning at the later of date of hire or age 18

Benefit service

HEPP Core, App. A/ App. E (Harrisburg Steel)	Continuous Service in years and completed months from date of hire, including the month of termination if termination occurs after the first
--	--

	day of the month. Accrual service is limited to 40 years. Benefit service is frozen as of December 31, 2003.
Appendix B (SCI)	One year of service for 1,000 hours in a plan year, commencing at the participant's employment date. If less than 1,000 hours are worked, 1/12 th of a year for each 84 period of service during the year. Benefit service is limited to 35 years. Benefit service for salaried employees is frozen as of December 31, 2003.
Appendix C (Sherwood)	One year of service for 1,800 hours in a plan year, commencing at the participant's employment date. Accrual service is limited to 35 years. Benefit service for salaried employees is frozen at December 31, 2003. Benefit service for hourly employees is frozen at December 31, 2001.
Appendix D (Tamper)	Continuous Service in years and completed months from date of hire, including the month of termination if termination occurs after the first day of the month. Benefit service for salaried employees is frozen as of December 31, 2003. Benefit service for hourly employees is frozen as of December 31, 2006.
Appendix F (Fairmont)	Actual hours worked during a plan year divided by 1,700, rounded to the nearest tenth, subject to a maximum of 1. Benefit service for salaried employees is frozen as of December 31, 2006.
Appendix G (Heckett)	Elapsed time from the later of date of hire or the date in which the participant attains age 20½ with 6 months of service.
Appendix H (Reed)	Prior to September 28, 1978, complete years as credited under the former pension plan. For the short plan year from September 28, 1978 to December 31, 1978, ¼ of a year of service is granted if the participant worked at least 250 hours.
	Beginning January 1, 1979, one year of service for 1,000 hours in a plan year. See table for benefit service freeze dates by location.
Appendix I (HTT UAW)	One year of service for 1,800 hours in a plan year, or a fraction of a year for fewer than 1,800 hours, commencing at the participant's employment date. Benefit service is frozen at December 31, 2007.
Appendix J (Capitol)	One year of service for 1,000 hours in a plan year, beginning at the later of date of hire or age 20½.
Appendix K (Harsco Hourly)	One year of service for 1,000 hours in a plan year, commencing at participation. Benefit service is frozen at December 31, 2009.
Compensation	
HEPP Core, App. A, E (Harrisburg Steel)	Base salary, including commissions, tips, overtime, premium pay and non-Discretionary Incentive Compensation (incentive pay included is 100% prior to 12/31/2002 and 50% post 12/31/2002), excluding severance and value of stock options. Compensation after December 31, 2008 will not be considered in calculating pension benefits.
Appendix B (SCI)	Base salary, including commissions, tips, overtime, premium pay and non-Discretionary Incentive Compensation (incentive pay included is 100% prior to 12/31/2002 and 50% post 12/31/2002), excluding severance and value of stock options.
Appendix C (Sherwood)	Base salary, excluding commissions, tips, overtime, premium pay and

	non-Discretionary Incentive Compensation, severance and value of stock options.
Appendix D (Tamper)	Base salary, including leadman and dual operator premiums and gain sharing payments, excluding overtime, shift premiums, and bonuses.
Appendix H (Reed)	Fixed rate of monthly pay as of January 1, excluding commissions, overtime, and bonuses. See table for compensation freeze dates by location.
Average compensation	
HEPP Core/Appendix A	Highest 60 full consecutive months in the final 120 (or fewer) full consecutive months of employment. If the employee has completed less than 60 months of service then the average compensation for all completed calendar months. Average compensation is frozen effective December 31, 2008.
Appendix C (Sherwood)	Highest 60 full consecutive months in the final 120 (or fewer) full consecutive months of employment. If the employee has completed less than 60 months of service then the average compensation for all completed calendar months. Average compensation for hourly employees is frozen effective December 31, 2001.
Appendix H (Reed)	Average of compensation during the last 5 consecutive calendar years. See table for average compensation freeze dates by location.

Eligibility for Benefits

HEPP Core/Appendix A	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. Employees hired after December 31, 2003 are not eligible.
Appendix B (SCI)	Covered employees who have completed 1,000 hours of service during 12 consecutive months become participants on the following January 1. Salaried employees hired after December 31, 2003 are not eligible.
Appendix C (Sherwood)	Covered employees who have completed 1,000 hours of service during 12 consecutive months become participants on the following January 1. Hourly employees hired after December 31, 2001 and salaried employees hired after December 31, 2003 are not eligible.
Appendix D (Tamper)	Covered employees who have completed 1,000 hours of service during 12 consecutive months become participants on the first day of the following month. Salaried employees hired after December 31, 2003 and hourly employees hired after December 31, 2006 are not eligible.
Appendix E (Harrisburg Steel)	Group now closed to new participants on April 20, 1992
Appendix F (Fairmont)	Covered employees become participants on their date of hire. Employees hired after December 31, 2006 are not eligible.
Appendix G (Heckett)	Employees in a bargaining unit covered by any Labor Agreement described in the plan document who have attained age 20½ and completed 6 months of credited service during 12 consecutive months.

Appendix H (Reed)	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. See table for eligibility freeze dates by group.
Appendix I (HTT UAW)	Hourly-paid employees covered by a collective bargaining agreement between the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America (UAW) and its Local No. 811. Such employees become participants in the plan on the first of the month following employment. Employees hired after December 31, 2007 are not eligible.
Appendix J (Capitol)	Employees in a bargaining unit covered by any Labor Agreement which incorporates this plan by reference, who have attained age 20½ and completed 1,000 hours of service during 12 consecutive months. No actives are currently covered under this plan.
Appendix K (Harsco Hourly)	Hourly-paid employees of Patent Construction who have attained age 20½ and completed 1,000 hours of service during 12 consecutive calendar months become participants on the following January 1. Other divisions are frozen and have no active participants. Employees hired after December 31, 2009 are not eligible.

Benefits Paid Upon the Following Events

Monthly pension benefit

HEPP Core

Benefit is (i) + (ii) where:

- (i) 1.2% times average compensation times benefit service (to a maximum of 33 years)
- (ii) 1.5% times (i), times benefit service in excess of 33 years, but not over 40

The amount above cannot be less than the minimum benefit determined at December 31, 2002 of (i) + (ii) where:

- (i) 1.3% times average compensation times benefit service (to a maximum of 33 years)
- (ii) 1.5% times (i), times benefit service in excess of 33 years, but not over 40

Appendix A

Same as main group, subject to the minimum benefits below:

Minimum for Quaker Alloy Casting Co. Plan

(1.25% up \$4,200 of average compensation + 1% of the excess over \$4,200) x years of continuous service (max 33)

If the employee was a participant prior to January 1, 1976, the minimum benefit at that date is:

30% of average compensation

For this purpose, average compensation is the average of 5 highest years from January 1, 1966 to January 1, 1976 with a \$25,000 maximum salary recognized each year.

Minimum for Bowen-McLaughlin-York Co. Plan

If an employee was a participant on December 1, 1967, had 15 years of continuous service at that date, and retires on or after normal retirement, the applicable minimum benefit is:

	<p>10% of average compensation up to \$4,800 + 30% in excess of \$4,800.</p> <p>For this purpose, average compensation is the average of 5 highest years from December 1, 1957 to December 1, 1967 with a \$25,000 maximum salary recognized each year.</p>
Appendix B (SCI)	<p>Career pay benefit, with a maximum of 35 years credited. The benefit is determined as the sum of (a) and (b) below:</p> <p>(a) Prior to 1/1/1989</p> <p>0.75% of plan year compensation +1.4% of plan year compensation in excess of the Social Security wage base</p> <p>(b) Post 1/1/1989</p> <p>1.0% of plan year compensation up to the Social Security wage base +1.4% of plan year comp. in excess of Social Security wage base</p> <p>If the participant retires on or after his normal retirement date, but prior to his Social Security normal retirement date, the 1.4% above is changed to 1.39% or 1.36% for participants with a Social Security normal retirement age of 66 or 67, respectively.</p> <p>Accruals are frozen effective December 31, 2003 for salaried participants.</p>
Appendix C (Sherwood)	<p>0.6% up to \$6,600 of average compensation times benefit service, maximum 35 years</p> <p>+ 0.9% of average compensation in excess of \$6,600 times benefit service, maximum 35 years</p> <p>Pay and service accruals are frozen effective December 31, 2001 for hourly participants. Service accruals are frozen effective December 31, 2003 for salaried participants.</p>
Appendix D (Tamper)	<p>Career pay benefit of 1.25% of compensation up to \$23,100 for 1992 and \$39,600 for all years thereafter</p> <p>Accruals begin in 2001 for former Pandrol Jackson employees based upon 1.25% of compensation up to \$39,600.</p> <p>Accruals are frozen effective December 31, 2003 for salaried participants. Accruals are frozen effective December 31, 2006 for hourly participants.</p>
Appendix E (Harrisburg Steel)	Total benefit from the main plan or offset total benefit with Actuarial Equivalent Harrisburg Steel benefit.
Appendix F (Fairmont)	Monthly benefit unit times benefit service maximum 40 years. See table of monthly benefit amounts. Accruals are frozen effective December 31, 2006.
Appendix G (Heckett)	Monthly benefit unit times benefit service. See table of monthly benefit amounts.
Appendix H (Reed)	See exhibit for listing of accrual freeze dates by location.
<ul style="list-style-type: none"> ► Social Security benefit 	<p>The projected amount of the participant's Social Security benefit at age 65 assuming level earnings and a level wage base after termination. For the purpose of determining the Social Security benefit, the salary in the year prior to normal retirement is assumed to be the greater of</p>

that year's compensation or average compensation. For all other prior years, the actual earnings history will be used, where available. To the extent that prior earnings are unavailable, a 6% salary scale is used to generate historical earnings.

- ▶ **Accrued pension adjustment** Determined as (a) divided by (b), not greater than 1 where:
 - (a) Benefit service at date of termination in complete months
 - (b) Benefit service projected to normal retirement date in complete months
- ▶ **Short service percentage** Determined as (a) divided by (b), not greater than 1 where:
 - (a) Benefit service projected to normal retirement date in complete months
 - (b) 240
- ▶ **Monthly pension benefit** Determined as (a) times (b) times (c) where:
 - (a) 50% of average compensation minus 66.67% of Social Security benefit
 - (b) Accrued pension adjustment
 - (c) Short service percentage

Appendix I (HTT UAW) Monthly benefit unit times benefit service. See table of monthly benefit amounts. Accruals are frozen effective December 31, 2007.

Appendix J (Capitol) Monthly benefit unit times benefit service. See table of monthly benefit amounts.

Appendix K (Harsco Hourly) Monthly benefit unit times benefit service maximum 40 years. See table of monthly benefit amounts. Accruals are frozen effective December 31, 2009.

Benefit	Age	Vesting Service	Benefit Service	Description
Normal retirement:				
All except Appendix F, G, I	65		5	Accrued benefit payable immediately
Appendix F (Fairmont) and Appendix G (Heckett)	65	5		Accrued benefit payable immediately
Appendix I (HTT UAW)	65			Accrued benefit payable immediately
Early retirement:				
HEPP Core, Appendix A, App. E (Harrisburg Steel)	55		15	Benefit reduced 0.3% for each month prior to 65
	55		30	Benefit reduced 0.3% for each month prior to 62
Appendix B (SCI)	50		10	The base portion of the benefit is reduced 0.3% for each month prior to 65. The excess portion of the benefit is reduced 2/3% for each month prior to 65.
Appendix C (Sherwood)	60		15	Benefit is actuarially reduced for payment prior to age 65.
Appendix D (Tamper)	55		5	Benefit reduced 2% per year from 65 to 60,

				and 6% per year from 60 to 55. For former Pandrol Jackson participants the benefit is reduced 6.67% per year prior to 65.
Appendix F (Fairmont)	60	10		Benefit reduced 0.25% for each month prior to 65
	62	30		Unreduced accrued benefit payable immediately
Appendix G (Heckett)	60	15		Benefit reduced 0.6% for each month prior to 65
	62	30		Unreduced accrued benefit payable immediately (excludes Non-union location)
Appendix H (Reed)	55	10		Benefit reduced 0.3% for each month prior to 65. Prior to January 1, 1995 the early retirement reduction was 1/180th for each month from 65 to 60 and 1/360th for each month from 60 to 55.
Appendix I (HTT UAW)	60	5		Benefit reduced 0.556% for each month prior to 65
	62	10		Benefit reduced 0.333% for each month prior to 65
Appendix J (Capitol)				
Houston	60		15	Benefit reduced 0.5% for each month prior to 62
	62		30	Unreduced accrued benefit payable immediately
Local 2306	55		10	Benefit reduced 0.5% for each month prior to 65
Appendix K (Harsco Hourly)	60	15		Benefit reduced 0.6% for each month prior to 65
Postponed retirement:				
All Groups except Appendix G, H, I, J, K	>65	5		Greater of the accrued benefit determined at the postponed retirement date and the actuarially increased normal retirement benefit, payable immediately
Appendix G (Heckett)	>65	5		Accrued benefit payable immediately
Appendix H (Reed), Appendix I (HTT UAW)	>65			Greater of the accrued benefit determined at the postponed retirement date and the actuarially increased normal retirement benefit, payable immediately
Appendix J (Capitol)	>65	5		Accrued benefit payable immediately
Appendix K (Harsco Hourly)	>65		5	Accrued benefit payable immediately
Vested termination – All Groups		5		Accrued benefit payable unreduced at age 65. If the participant is eligible for early retirement, the accrued benefit payable prior to age 65 is reduced for early commencement as indicated on the preceding page.

Disability retirement:

All Groups except Appendix F, G, H, I, K	15	Accrued benefit payable unreduced at age 65, reduced for early commencement from age 65 to age 55 as indicated above 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.
Appendix F (Fairmont)	10	
Appendices G (Heckett), H (Reed), and K (Harsco Hourly)	15	
Appendix I (HTT UAW)		
If not receiving Social Security disability benefits	5	\$450 per month payable until the participant begins receiving a Social Security disability benefit
If receiving Social Security disability benefits	5	Accrued benefit payable immediately, continuing until the earlier of the date the participant recovers from disability, the date the participant dies, 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:		
All Groups except Appendix I	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.
Appendix I (HTT UAW)	5	If married, the pre-retirement survivor annuity is payable for the life of the spouse. The amount of the death benefit is 55% of the amount that would have been payable to the participant at his earliest retirement date if he elected a 55% joint and survivor annuity, reduced for early commencement, prior to his death.
Maximum on benefits and pay – All Groups:		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:

HEPP Core/Appendix A

Single Participant

10 year certain and life annuity

Married Participant

50% joint and survivor annuity

Appendix B (SCI)	Life annuity	50% joint and survivor annuity
Appendix C (Sherwood)	Life annuity	50% joint and survivor annuity
Appendix D (Tamper)	5 year certain and life annuity	50% joint and survivor annuity
Appendix E (Harrisburg Steel)	10 year certain and life annuity	50% joint and survivor annuity
Appendix F (Fairmont)	Life annuity	50% joint and survivor annuity
Appendix G (Heckett)	Life annuity	50% joint and survivor annuity
Appendix H (Reed)	10 year certain and life annuity	50% joint and survivor annuity
Appendix I (HTT UAW)	Life annuity	55% joint and survivor annuity
Appendix J (Capitol)	Life annuity	50% joint and survivor annuity
Appendix K (Harsco Hourly)	Life annuity	50% joint and survivor annuity

Optional forms:

Annuities	Optional forms of payment generally available under the plan include a single life annuity, 5, 10, and 15 year certain and continuous annuities, 50%, 55%, 66 2/3%, 75%, and 100% joint and survivor annuities. Not all participants may be eligible for all optional forms of payment.
Lump Sums	Corporate (Core plan document), and Reed Minerals Salaried (Appendix H) participants who terminated after 2008 and Fairmont (Appendix F) participants may elect to take their entire benefit as a lump sum. Corporate (Core plan document), SCI (Appendix B) and Reed Minerals Salaried/Hourly (Appendix H) participants may elect to take their benefits accrued before December 31, 1994 as a lump sum. Central East and Newport KY (Appendix G) and Patent (Appendix K) participants may elect a lump sum if the present value is less than \$15,000 and \$7,000, respectively. If participants are not early, normal, or postponed retirement eligible as of termination, the lump sum generally must be taken within one year of termination (in all cases for Fairmont; there is no restriction for Central East/Newport KY). Central East participants may elect a lump sum with a present value greater than \$15,000 in the event of a shutdown (which must be taken within one year).

Optional form conversion basis:

Annuities	For all groups except HTT UAW (Appendix I): 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%. For HTT UAW (Appendix I): UP 1984 Unisex Mortality Table, with an age setback of four years for the co-pensioner or spouse, and an annual interest rate of 7%.
Lump Sums	For PBGC basis: 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. For IRC §417(e) basis: IRC §417(e) minimum lump sum value, based on October lookback rates.

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.

Harsco Employees Pension Plan

Fairmont (Appendix F) - Frozen		Heckett Hourly (Appendix G)					Harsco Hourly (Appendix K) - Frozen			
Effective Date	Benefit Level	Location	Code	Effective Date	Benefit Level	Status	Employer/ Location	Code	Effective Date	Benefit Level
January 1, 1992	\$16.00	Central East	CEN	January 1, 2002	\$38.00	Active	Patent Construction			
January 1, 1993	\$17.00			January 1, 2002	\$38.00		Houston, TX	PSN	January 1, 2001	\$5.00
January 1, 1994	\$18.00			May 1, 2002	\$42.00		All Other Locations	PTN	January 1, 2001	\$8.00
January 1, 1995	\$19.00			May 1, 2007	\$43.00					
January 1, 1996	\$20.00						Can-Tex Industries			
January 1, 1997	\$21.00	Non-Union					Rolla, MO		January 1, 1994	\$9.00
January 1, 1998	\$22.00	Kentucky	NON	January 1, 2002	\$28.00	Inactive	Reno, NV		January 1, 1994	\$9.00
January 1, 1999	\$23.00	Iowa	NON	January 1, 2002	\$15.00	Inactive				
January 1, 2000	\$24.00	Arkansas	NON	January 1, 2002	\$15.00	Active	Former Capitol Manufacturing			
January 1, 2001	\$25.00						Baltimore, MD		January 1, 1994	\$10.00
January 1, 2002	\$26.00	Alabama		January 1, 2002	\$25.00	Inactive	Chicago, IL		January 1, 2001	\$12.00
January 1, 2003	\$26.00	Aliquippa		January 1, 2002	\$12.00	Inactive	Crowley, LA		January 1, 1994	\$12.00
January 1, 2004	\$26.00	Baytown		January 1, 2002	\$11.00	Inactive	New Haven, CT		January 1, 1994	\$12.00
January 1, 2005	\$26.50	Chicago Clerks		January 1, 2002	\$14.00	Inactive	Lansing, OH		January 1, 2001	\$12.00
January 1, 2006	\$27.00	Fontana		January 1, 2002	\$9.00	Inactive	Fitchburg, MA		January 1, 1994	\$10.00
		Lyndora		January 1, 2002	\$25.00	Inactive	Atlanta, GA		January 1, 1994	\$10.00
		Midwest Clerks		January 1, 2002	\$12.00	Inactive	Houston, TX		January 1, 2001	\$12.00
		Riverdale	RIV	January 1, 2002	\$29.25	Inactive	Westerville, OH		January 1, 2001	\$12.00
		Slippery Rock, PA		January 1, 2002	\$20.00	Inactive				
		Southside		January 1, 2002	\$12.00	Inactive	Patent Construction Systems			
		Steelton		January 1, 2002	\$7.00	Inactive	Beaumont, TX		January 1, 1994	\$8.00
							Wallington, NJ		January 1, 2001	\$8.00
							Corpus Christi, TX		January 1, 2001	\$8.00
HTT UAW (Appendix I) - Frozen		Capitol (Appendix J)								
Effective Date	Benefit Level	Employer/ Location	Code	Effective Date	Benefit Level	Status				
June 1, 1989	\$13.00						SGB USA (closed)			
June 1, 1990	\$13.50						All Locations		January 1, 2002	\$8.00
June 1, 1991	\$14.00									
June 1, 1992	\$15.00									
June 1, 1993	\$16.00									
June 1, 1994	\$18.00									
June 2, 1998	\$25.00	Houston			\$14.00	Inactive				
June 1, 1999	\$26.00	Local 2306			\$21.00	Inactive	IKG Industries (Non-Union)		January 1, 2001	\$12.00
June 1, 2000	\$27.00						Charlotte, NC			
June 5, 2001	\$28.00						Madera, CA			
June 1, 2002	\$29.00						Tulsa, OK			
June 1, 2003	\$30.00						Marlboro, NJ			
June 1, 2004	\$31.00						Texas-FRP-North			
June 1, 2005	\$32.00									
June 1, 2006	\$33.00									

Reed Minerals (Appendix H) Freeze Dates by Location

Location	Participation / Benefit Service Freeze Date	Compensation Freeze Date
Salaried	December 31, 2003	December 31, 2008
Pawnee	December 31, 2007	December 31, 2007
Drakesboro	March 31, 2008	March 31, 2008
Gallipolis	June 30, 2008	June 30, 2008
Beverly	September 30, 2008	September 30, 2008
Rockdale	July 31, 2009	July 31, 2009
Hourly Nonunion	December 31, 2009	December 31, 2009
Moundsville	January 31, 2010	January 31, 2010

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

Name of Plan: Harsco Employees Pension Plan

Employer Identification Number: 23-1483991

Three-digit Plan Number: 219

December 31, 2013

<u>(a)</u>	<u>(b)</u> <u>Identity of issue</u>	<u>(c)</u> <u>Description of Investment</u>	<u>(d)</u> <u>Cost</u>	<u>(e)</u> <u>Current Value</u>
*	M&T Bank	Wilmington Prime Money Market CL Select	\$ 2,787,577	\$ 2,787,577
*	Plan interest in Harsco Pension & Profit Sharing collective investment fund	Collective Investment Fund	59,253,172	208,110,820

* Represents party-in-interest.

Schedule SB, Line 26 — Schedule of Active Participant Data
Harsco Employees Pension Plan
EIN 23-1483991 / PN 219

		Schedule of Active Participant Data Total Years of Credited Service									
Attained Age		< 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	Count	4	8	-	-	-	-	-	-	-	-
25 to 29	Count	3	8	2	-	-	-	-	-	-	-
30 to 34	Count	3	12	4	3	-	-	-	-	-	-
35 to 39	Count	1	13	2	2	3	-	-	-	-	-
40 to 44	Count	3	5	2	2	1	-	-	-	-	-
45 to 49	Count	2	2	3	3	1	-	1	-	-	-
50 to 54	Count	1	4	2	4	-	-	-	-	-	-
55 to 59	Count	-	6	2	5	1	-	-	2	5	1
60 to 64	Count	1	1	1	1	1	-	-	-	1	-
65 to 69	Count	1	-	-	-	1	1	-	-	-	1
70 & up	Count	-	-	-	-	-	-	-	-	-	-

Chart 1 of 2: This chart shows all active employees participating in the plan and accruing benefits. No compensation is shown since there are ongoing benefit accruals for fewer than 1,000 participants overall, the benefits are not compensation related, and there are fewer than 20 participants per cell.

Schedule SB, Line 26 — Schedule of Active Participant Data
Harsco Employees Pension Plan
EIN 23-1483991 / PN 219

		Schedule of Frozen Active Participant Data									
		Total Years of Credited Service									
Attained Age		< 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	Count	-	2	-	-	-	-	-	-	-	-
	Average Frozen Benefit										
25 to 29	Count	2	7	-	-	-	-	-	-	-	-
	Average Frozen Benefit										
30 to 34	Count	4	13	3	-	-	-	-	-	-	-
	Average Frozen Benefit										
35 to 39	Count	2	17	7	8	2	-	-	-	-	-
	Average Frozen Benefit										
40 to 44	Count	2	23	31	13	13	1	-	-	-	-
	Average Frozen Benefit		1,479	5,039							
45 to 49	Count	8	24	26	24	25	12	-	-	-	-
	Average Frozen Benefit		1,510	5,422	6,438	9,156					
50 to 54	Count	3	24	27	21	39	36	15	3	-	-
	Average Frozen Benefit		1,375	6,431	8,162	10,212	10,688				
55 to 59	Count	4	23	22	19	20	21	27	23	-	-
	Average Frozen Benefit		1,352	4,490		8,926	13,203	10,567	9,034		
60 to 64	Count	1	8	19	22	15	15	19	33	9	-
	Average Frozen Benefit				7,589				11,145		
65 to 69	Count	-	1	1	4	1	5	2	4	8	1
	Average Frozen Benefit										
70 & up	Count	-	-	-	-	1	-	-	-	1	-
	Average Frozen Benefit										

Chart 2 of 2: This chart shows only active employees with completely frozen (i.e. "hard freeze") benefits under the plan.

Statement of actuarial assumptions and methods

Actuarial Assumptions and Methods — Contributions

Economic Assumptions

Interest rate basis:

▶ Applicable month	September 2012
▶ Yield curve basis	Segment Rates
▶ HATFA applied for funding	Yes
▶ HATFA applied for benefit restriction	No

Interest rates:	Reflecting Corridors as Extended by HATFA	Not Reflecting Corridors
▶ First segment rate	5.23%	1.75%
▶ Second segment rate	6.51%	4.62%
▶ Third segment rate	7.16%	5.72%
▶ Effective interest rate	6.65%	4.90%

Interest rate used to determine lump sums

▶ PBGC rate	4.00%
▶ 417(e) rates	Funding interest rates

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 2028 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2020 using Scale AA).
- ▶ **Lump sums** For lump sums determined on the IRC §417(e) basis, the Applicable Mortality Table for the current year is used.

Termination

Rates varying by group and age

Representative termination rates are shown below:

Terminations per 1,000 participants		
Age	Pay-Based Formula	Dollar-Based Formula
20	120	300
25	120	271
30	120	241
35	110	212
40	99	182
45	89	153
50	78	123
55	50	94
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	Pay-Based Formula	Dollar-Based Formula
55	50	0
56	50	0
57	50	0
58	50	0
59	50	0
60	100	50
61	100	100
62	300	300
63	150	250
64	200	300
65	500	500
66	500	500
67+	1,000	1,000

Form of payment

- ▶ HEPP Core and Appendix H (Reed) 10-year certain and continuous life for single participants and 31.25% of married participants, 50% J&S for 68.75% of married participants. For benefits available as a lump sum, 85% of participants are assumed to elect a lump sum and 15% are assumed to elect an annuity.
- ▶ Appendix D (Tamper) 5-year certain and continuous life for single participants and 31.25% of married participants, 50% J&S for 68.75% of married participants.
- ▶ Appendix F (Fairmont) 85% of participants elect lump sum. The remaining 15% are assumed to elect an annuity.
- ▶ Appendix I (HTT UAW) Life annuity for single participants and 31.25% of married participants, 55% J&S for 68.75% of married participants.
- ▶ All Others 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 2013 was \$2,182,418.

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	<p>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 of 6.75% during the 12 month period preceding the valuation date (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 2012 plan year.)</p> <p>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.</p>
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	<p>The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2011 to September 2012. The segment interest rates used for funding (IRC § 430) purposes reflect the interest rate corridors under Moving Ahead for Progress in the 21st Century Act (MAP-21), as extended by the Highway and Transportation Funding Act (HATFA). The segment interest rates used for benefit restrictions (IRC § 436) purposes reflect the interest rate corridors under MAP-21 for the 2013 plan year.</p> <p>The required mortality tables used to calculate the funding target and target normal cost were updated to include one additional year of projected mortality improvements.</p> <p>The expense assumption used to calculate the target normal cost was updated to reflect recent plan experience.</p>

SCHEDULE SB, LINE 32 -- Schedule of Amortization Bases**Harsco Corporation****Harsco Employees Pension Plan****EIN 23-1483991 / PN 219****Amortization Record for 2013**

	Date of First Charge or Credit	Initial Amount	Amortization Charge or Credit	Remaining Period	Outstanding Balance Beginning of Year
1. Shortfall Amortization Bases					
2013 Shortfall	1/1/2013	4,848,812	816,083	7	4,848,812
Total Shortfall Amortization Installments			816,083		4,848,812
2. Waiver Amortization Bases					
Total Waiver Amortization Installments			0		
3. Total Amortization Installments			816,083		
4. Total Amortization Installments reflecting minimum of 0 on Total Shortfall Installments			816,083		

SCHEDULE SB, LINE 22 -- Description of Weighted Average Retirement Age
Harsco Corporation
Harsco Employees Pension Plan
EIN 23-1483991 / PN 219

Retirement rates varying by group and age are listed below:

<u>Age</u>	Retirements per 1,000 participants:	
	<u>Pay-Based Formula</u>	<u>Dollar-Based Formula</u>
55	50	0
56	50	0
57	50	0
58	50	0
59	50	0
60	100	50
61	100	100
62	300	300
63	150	250
64	200	300
65	500	500
66	500	500
67+	1,000	1,000

For 1,000 theoretical participants, an expected retirement age was calculated for each group noted above, weighted in proportion to the probability that the individual would remain an active participant to each age and then retire at that age. The Plan's weighted average retirement age of 62 is the average of the expected retirement ages, weighted in proportion to the number of active participants in each group.

Schedule SB, Line 15**Reconciliation of differences between valuation results and amounts used to calculate AFTAP as of January 1, 2013**

The segment rates used to determine the AFTAP reported on line 15 of the Schedule SB differ from those used to determine the minimum required contribution based on an election to apply the segment interest rate corridor extensions under the Highway and Transportation Funding Act (HATFA) for the 2013 plan year for funding (IRC §430) purposes but not for benefit restriction (IRC §436) purposes. The discount rates used to determine the AFTAP are the segment rates with an applicable month code of 4 with the applicable corridors as follows:

1 st Segment:	4.94%
2 nd Segment:	6.15%
3 rd Segment:	6.76%
Effective Interest Rate:	6.30%

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**2013****This Form is Open to
Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2013 or fiscal plan year beginning **01/01/2013** and ending **12/31/2013**

- 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 HARSCO EMPLOYEES PENSION PLAN	1b Three-digit plan number (PN) ▶ 219
	1c Effective date of plan 01/01/1976
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 7177637064 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  Signature of plan administrator	10/9/14 Date	DIANE GERARD 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) MCKONLY & ASBURY, LLP 415 FALLOWFIELD ROAD CAMP HILL PA 17011		Preparer's telephone number (optional) 7177617910

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

Form 5500 (2013)
v. 130118

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 5508
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 659
b Retired or separated participants receiving benefits	6b 1778
c Other retired or separated participants entitled to future benefits	6c 2596
d Subtotal. Add lines 6a, 6b, and 6c	6d 5033
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 331
f Total. Add lines 6d and 6e	6f 5364
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 43
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:

1A 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)

Schedule H, Line 4(j) - Schedule of Reportable Transactions
Name of Plan: Harsco Employees Pension Plan
Employer Identification Number: 23-1483991
Three-digit Plan Number: 219
December 31, 2013

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									
None									
Category (iii) Series of Transactions									
* M&T Bank	Wilmington Prime								
	Money Market	85	15,279,535	-	-	-	15,279,535	15,279,535	-
	Fund	81	-	14,714,081	-	-	14,714,081	14,714,081	-
* M&T Bank	Harsco Pension &								
	Profit Sharing	-	-	-	-	-	-	-	-
	Investment Fund	13	-	11,131,271	-	-	11,131,241	10,573,889	557,382

*Represents party-in-interest

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment 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

2013**This Form is Open to Public
Inspection**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

► 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 Harsco Employees Pension Plan		B Three-digit plan number (PN) ► 219
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Harsco Corporation		D Employer Identification Number (EIN) 23-1483991
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other		
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>2013</u>			
2 Assets:			
a Market value		2a	197,556,887
b Actuarial value		2b	192,329,578
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment		3a	1,966
b For terminated vested participants		3b	2,640
c For active participants:			
(1) Non-vested benefits		3c(1)	1,810,360
(2) Vested benefits		3c(2)	36,246,791
(3) Total active		3c(3)	902
d Total		3d	5,508
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	6.65 %
6 Target normal cost		6	2,270,759

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		<i>Sep 24, 2014</i>
Signature of actuary		Date
David Webber, FSA, EA		14-06137
Type or print name of actuary		Most recent enrollment number
Towers Watson Pennsylvania, Inc.		(703) 258-8000
Firm name		Telephone number (including area code)
901 NORTH GLEBE ROAD		
Arlington VA 22203		
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) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	887,534	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	887,534	0
10 Interest on line 9 using prior year's actual return of <u>13.82</u> %	122,657	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		1,418,198
b Interest on (a) using prior year's effective interest rate of <u>7.00</u> % except as otherwise provided (see instructions)		99,274
c Total available at beginning of current plan year to add to prefunding balance		1,517,472
d Portion of (c) to be added to prefunding balance		1,517,000
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)	1,010,191	1,517,000

Part III Funding Percentages

14 Funding target attainment percentage	14	97.50 %
15 Adjusted funding target attainment percentage	15	93.91 %
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	101.78 %
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
09/12/2014	5,200,000				
Totals ►			18(b)	5,200,000	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	
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	4,661,735

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

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

21 Discount rate:			
a Segment rates:	1st segment: 5.23 %	2nd segment: 6.51 %	3rd segment: 7.16 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 62
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	2,270,759	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	4,848,812	816,083	
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	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	3,086,842	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	3,086,842	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	4,661,735	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	1,574,893	
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		