

HARSCO CORP
Form 10-K
March 13, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2005

OR

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

For the transition period from _____ to _____

Commission file number 1-3970

HARSCO CORPORATION

(Exact name of Registrant as specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

23-1483991
(I.R.S. employer identification number)

350 Poplar Church Road, Camp Hill, Pennsylvania
(Address of principal executive offices)

17011
(Zip Code)

Registrant's telephone number, including area code 717-763-7064

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common stock, par value \$1.25 per share
Preferred stock purchase rights

Name of each
exchange on which registered
New York Stock Exchange and
Pacific Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: NONE

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

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

The aggregate market value of the Company's voting stock held by non-affiliates of the Company as of June 30, 2005 was \$2,271,446,562.

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

<u>Classes</u>	<u>Outstanding at February 28, 2006</u>
Common stock, par value \$1.25 per share	41,835,886

DOCUMENTS INCORPORATED BY REFERENCE

Selected portions of the 2006 Proxy Statement are incorporated by reference into Part III of this Report.

The Exhibit Index (Item No. 15) located on pages 94 to 98 incorporates several documents by reference as indicated therein.

HARSCO CORPORATION AND SUBSIDIARY COMPANIES

PART I

Item 1. Business

(a) General Development of Business

Harsco Corporation ("the Company") is a diversified, multinational provider of market-leading industrial services and engineered products. The Company's operations fall into three reportable segments: Mill Services, Access Services and Gas Technologies, plus an "all other" category labeled Engineered Products and Services. The Company has locations in 45 countries, including the United States. The Company was incorporated in 1956.

The Company's executive offices are located at 350 Poplar Church Road, Camp Hill, Pennsylvania 17011. The Company's main telephone number is (717) 763-7064. The Company's Internet website address is www.harsco.com. Through this Internet website (found in the "Investor Relations" link) the Company makes available, free of charge, its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K and all amendments to those reports, as soon as reasonably practicable after these reports are electronically filed or furnished to the Securities and Exchange Commission. Information contained on the Company's website is not incorporated by reference into this Annual Report, and you should not consider information contained on the Company's website as part of this Annual Report.

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

Principal Lines of Business

- Outsourced, on-site mill services under long-term contracts
- Scaffolding, forming, shoring and other access-related services, rentals and sales
- Railway track maintenance services and equipment

- Industrial grating products

- Industrial abrasives and roofing granules

- Powder processing equipment and heat transfer products
- Air-cooled heat exchangers
- Gas control and containment products
- Cryogenic containers and industrial cylinders

- Valves

- Propane Tanks
- Filament-wound composite cylinders

Principal Business Drivers

- Steel mill production and capacity utilization
- Outsourcing of services
- Non-residential construction
- Annual industrial and building maintenance cycles
- Domestic and international railway track maintenance-of-way capital spending
- Outsourcing of track maintenance and new track construction by railroads
- Industrial production
- Non-residential construction
- Industrial and infrastructure surface preparation and restoration
- Residential roof replacement
- Pharmaceutical, food and chemical production
- Commercial and institutional boiler requirements
- Natural gas drilling and transmission

- General industrial production and industrial gas production
- Use of industrial fuel and refrigerant gases
- Respiratory care market
- Consumer barbeque grills market
- Use of propane as a primary and/or backup fuel
- Self-contained breathing apparatus (SCBA) market

· Natural gas vehicle (NGV) market

-2-

The Company reports segment information using the “management approach” in accordance with SFAS No. 131, “Disclosures about Segments of an Enterprise and Related Information” (SFAS 131). This approach is based on the way management organizes and reports the segments within the enterprise for making operating decisions and assessing performance. The Company’s reportable segments are identified based upon differences in products, services and markets served. These segments and the types of products and services offered are more fully described below. Historical information has been reclassified for comparative purposes.

In 2005, 2004 and 2003, the United States contributed sales of \$1.2 billion, \$1.0 billion and \$0.9 billion, equal to 42%, 42% and 43% of total sales, respectively. In 2005, 2004 and 2003, the United Kingdom contributed sales of \$0.5 billion each year, equal to 20%, 21% and 21% of total sales, respectively. No single customer represented 10% or more of the Company's sales during 2005, 2004 and 2003. There were no significant inter-segment sales.

(b) Financial Information about Segments

Financial information concerning industry segments is included in Note 14, Information by Segment and Geographic Area, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data."

(c) Narrative Description of Business

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

Mill Services Segment - 38% of consolidated sales for 2005

The Mill Services Segment, which consists of the MultiServ Division, is the Company’s largest operating segment in terms of revenues and operating income. MultiServ is the world’s largest provider of on-site, outsourced mill services to the global steel and metals industries. MultiServ provides its services on a long-term contract basis, supporting each stage of the metal-making process from initial raw material handling to post-production by-product processing and on-site recycling. Working as a specialized, high-value-added services provider, MultiServ rarely takes ownership of its customers’ raw materials or finished products. Similar services are provided to the producers of non-ferrous metals, such as aluminum, copper and nickel. The Company’s multi-year Mill Services contracts had estimated future revenues of \$4.3 billion at December 31, 2005. This provides the Company with a substantial base of long-term revenues. Approximately 58% of these revenues are expected to be recognized by December 31, 2008. The remaining revenues are expected to be recognized between January 1, 2009 and December 31, 2014.

MultiServ’s geographic reach to over 30 countries, and its increasing range of services, enhance the Company’s financial and operating balance. In 2005, this Segment’s revenues were generated in the following regions:

Mill Services Segment	
Region	2005 Percentage of Revenues
Europe	49%
North America	23%
Latin America (a)	12%
Asia/Pacific	8%
Middle East and Africa	8%

(a) Including Mexico.

For 2005, 2004 and 2003, the Mill Services Segment's percentage of consolidated sales was 38%, 40% and 39%, respectively.

Access Services Segment - 29% of consolidated sales for 2005

The Access Services Segment includes the Company's SGB Group, Hünnebeck Group GmbH and Patent Construction Systems Divisions. The Company's Access Services Segment leads the access industry as one of the world's most complete providers of scaffolding, shoring, forming and other access solutions. The U.K.-based SGB Group Division operates from a network of international branches throughout Europe, the Middle East and Asia/Pacific; the Germany-based Hünnebeck Division serves Europe and the Middle East, while the U.S.-based Patent Construction Systems Division serves the Americas. Major services include the rental and sale of scaffolding,

powered access equipment, shoring and concrete forming products. The Company also provides access design engineering services, on-site installation and dismantling services, and a variety of other access equipment services. These businesses serve principally the non-residential construction and industrial maintenance markets.

The Company's access services are provided through branch locations in approximately 27 countries. In 2005, this Segment's revenues were generated in the following regions:

Access Services Segment	
Region	2005 Percentage of Revenues
Europe	67%
North America	22%
Middle East and Africa	9%
Asia/Pacific	2%

For 2005, 2004 and 2003, the Access Services Segment's percentage of consolidated sales was 29%, 28% and 29%, respectively.

Gas Technologies Segment - 13% of consolidated sales for 2005

The Gas Technologies Segment includes the Company's Harsco GasServ Division. The Segment's manufacturing and service facilities in the United States, Europe, Australia, Malaysia and China comprise an integrated manufacturing network for gas containment and control products. This global operating presence and product breadth provide economies of scale and multiple code production capability, enabling Harsco GasServ to serve as a primary source to the world's leading industrial gas producers and distributors, as well as regional and local customers. In 2005, approximately 86% of this Segment's revenues were generated in the United States.

The Company's gas containment products include cryogenic gas storage tanks; high pressure and acetylene cylinders; propane tanks; and composite vessels for industrial and commercial gases, natural gas vehicles (NGV) and other products. The Company's gas control products include valves and regulators serving a variety of markets, including the industrial gas, commercial refrigeration, life support and outdoor recreation industries.

For 2005, 2004 and 2003, the Gas Technologies Segment's percentage of consolidated sales was 13%, 14% and 14%, respectively.

Engineered Products and Services ("all other") Category - 20% of consolidated sales for 2005

The Engineered Products and Services ("all other") Category includes the Harsco Track Technologies, Reed Minerals, IKG Industries, Patterson-Kelley and Air-X-Changers Divisions. Approximately 87% of this category's revenues originate in the United States.

Export sales for this Category totaled \$116.6 million, \$101.2 million and \$71.1 million in 2005, 2004 and 2003, respectively. In 2005, 2004 and 2003 export sales for the Harsco Track Technologies Division were \$80.0 million, \$76.3 million and \$52.8 million, respectively, which included sales to Europe, Asia, the Middle East and Africa.

Harsco Track Technologies is a global provider of equipment and services to maintain, repair and construct railway track. The Company's railway track maintenance services provide high-technology comprehensive track maintenance and new track construction support to railroad customers worldwide. The railway track maintenance equipment product class includes specialized track maintenance equipment used by private and government-owned railroads and

urban transit systems worldwide.

Reed Minerals' roofing granules and industrial abrasives are produced from utility coal slag at a number of locations throughout the United States. The Company's Black Beauty® abrasives are used for industrial surface preparation, such as rust removal and cleaning of bridges, ship hulls and various structures. Roofing granules are sold to residential roofing shingle manufacturers, primarily for the replacement market. This Division is the United States' largest manufacturer of slag abrasives and third largest manufacturer of residential roofing granules.

-4-

IKG Industries manufactures a varied line of industrial grating products at several plants in North America. These products include a full range of bar grating configurations, which are used mainly in industrial flooring, safety and security applications in the power, paper, chemical, refining and processing industries.

Patterson-Kelley is a leading manufacturer of powder processing equipment such as blenders, dryers and mixers for the chemical, pharmaceutical and food processing industries and heat transfer products such as water heaters and boilers for commercial and institutional applications.

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

For 2005, 2004 and 2003, the Engineered Products and Services ("all other") Category's percentage of consolidated sales was 20%, 18% and 18%, respectively.

- (1) The products and services of the Company include a number of product groups. These product groups are more fully discussed in Note 14, Information by Segment and Geographic Area, to the Consolidated Financial Statements under Part II, Item 8, "Financial Statements and Supplementary Data." The product groups that contributed 10% or more as a percentage of consolidated sales in any of the last three fiscal years are set forth in the following table:

Product Group	Percentage of Consolidated Sales		
	2005	2004	2003
Mill Services	38%	40%	39%
Access Services	29%	28%	29%
Industrial Gas Products	13%	14%	14%

- (1) New products and services are added from time to time; however, in 2005 none required the investment of a material amount of the Company's assets.

- (1) The manufacturing requirements of the Company's operations are such that no unusual sources of supply for raw materials are required. The raw materials used by the Company include principally steel and, to a lesser extent, aluminum, which are usually readily available. The profitability of the Company's manufactured products are affected by changing purchase prices of steel and other materials and commodities. Beginning in 2004, the price paid for steel and certain other commodities increased significantly compared with prior years. In 2005, the cost increases moderated for certain commodities. However, if steel or other material costs associated with the Company's manufactured products increase and the costs cannot be passed on to the Company's customers, operating income would be adversely affected. Additionally, decreased availability of steel or other materials, such as carbon fiber used to manufacture filament-wound composite cylinders, could affect the Company's ability to produce manufactured products in a timely manner. If the Company cannot obtain the necessary raw materials for its manufactured products, then revenues, operating income and cash flows will be adversely affected.

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

- (1) The Company furnishes products and materials and certain industrial services within the Access Services and Gas Technologies Segments and the Engineered Products and Services ("all other") Category that are seasonal in nature. As a result, the Company's sales and net income for the first quarter ending March 31 are normally lower than the second, third and fourth quarters. Additionally, the Company has historically generated the majority of its cash flows in the third and fourth quarters (periods ending September 30 and December 31). This is a direct result of

normally higher sales and income during the latter part of the year. The Company's historical revenue patterns and cash provided by operating activities were as follows:

-5-

Historical Revenue Patterns

In millions	2005	2004	2003	2002	2001
First Quarter Ended March 31	\$ 640.1	\$ 556.3	\$ 487.9	\$ 458.6	505.0
Second Quarter Ended June 30	696.1	617.6	536.4	510.3	510.1
Third Quarter Ended September 30	697.5	617.3	530.2	510.5	510.3
Fourth Quarter Ended December 31	732.5	710.9	564.0	497.3	499.7
Totals	\$ 2,766.2	\$ 2,502.1	\$ 2,118.5	\$ 1,976.7	2,025.2 (a)

(a) Does not total due to rounding.

Historical Cash Provided by Operations

In millions	2005	2004	2003	2002
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