June 1, 2011

Technical Director
Financial Accounting Standards Board
401 Merritt 7
PO Box 5116
Norwalk, CT 06856-5116


Dear Technical Director:

Harsco Corporation appreciates the opportunity to comment on the proposed Accounting Standards Update related to Intangibles – Goodwill and Other (Topic 350) – Testing Goodwill for Impairment. We are supportive of the proposed standard as it will reduce the costs and complexity associated with current practice while leaving unchanged the decision-useful information provided to financial statement users. Our responses to specific questions for preparers outlined in the proposed standard are detailed below for your consideration:

Question 1: Please describe the entity or individual responding to this request.

Harsco Corporation is a diversified industrial company serving major industries that are fundamental to worldwide economic growth, including infrastructure, metals, railways and energy. We are a publically traded entity on the New York Stock Exchange under the ticker symbol HSC. Our annual revenues for 2010 were $3 billion and we employed approximately 19,300 employees as of December 31, 2010. As of March 31, 2011 our balance sheet included $708.1 million of goodwill.

Question 2: For preparers, do you believe that the proposed amendments will reduce overall costs and complexity compared with existing guidance? If not, please explain why.

Harsco Corporation believes that the proposed amendments will reduce overall costs and complexity compared with existing guidance. Specifically, costs associated with the preparation and review of step 1 analysis, third party valuation assistance and audit fees should be reduced. Additionally, there should be a reduction in the overall complexity of the process to test for goodwill impairment.

Question 3: For preparers, do you expect your entity will choose to perform the qualitative assessment proposed in the amendments, or will your entity choose to proceed directly to performing the first step of the two-step impairment test? Please explain.

Where appropriate, Harsco Corporation would perform the qualitative assessment proposed in the amendments.
Questions 4 – 5: Not applicable to preparers.

Question 6: Do you agree that the proposed examples of events and circumstances to be assessed are adequate? If not, what changes do you suggest?

Harsco Corporation agrees with all of the proposed examples of events and circumstances to be assessed that have been provided but suggests one modification. Items (b) and (g) of the proposed section 350-20-35-3C include the wording “(both absolute and relative to its peers).” We believe that if a company experiences either a decline in market-dependent multiples or metrics or a sustained decrease in share price it should only be evaluated only on an absolute basis. We believe that a company’s goodwill could still be impaired in instances where its peers are experiencing similar economic conditions.

Question 7: Do you agree that the guidance in the proposed amendments about how an entity should assess relevant events or circumstances is clear? If not, how can the guidance be improved?

Harsco Corporation agrees that the guidance in the proposed amendments about how an entity should assess relevant events or circumstances is clear.

Question 8: Do you agree with the Board’s decision to make the proposed amendments applicable to both public entities and nonpublic entities? If not, explain why.

Harsco Corporation agrees with the Board’s decision to make the proposed amendments applicable to both public entities and nonpublic entities.

Question 9: Do you agree with the proposed effective date provisions? If not, please explain why.

Harsco Corporation agrees with the proposed effective date provisions.

We are supportive of any proposed standard that results in reduced cost and complexity for preparers. The proposed standard simplifies how an entity is to test for goodwill impairment while maintaining the level of decision-useful information provided to the users of financial statements. We thank you for the opportunity to comment on this proposal.

Sincerely,

[Signatures]

Stephen J. Schnoor
Senior Vice President, Chief Financial Officer, & Treasurer

Barry E. Malamud
Vice President – Internal Audit & Interim Corporate Controller