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

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended September 30, 2006

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	23-1483991
(State of incorporation)	(I.R.S. Employer Identification No.)

350 Poplar Church Road, Camp Hill, Pennsylvania 17011
(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number (717) 763-7064

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 [X] NO [_]

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 [X] Accelerated filer [_] Non-accelerated filer [_]

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

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

Class	Outstanding at October 31, 2006
Common stock, par value $1.25 per share	42,013,540

HARSCO CORPORATION AND SUBSIDIARY COMPANIES
PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)	THREE MONTHS ENDED SEPTEMBER 30 2006	2005	NINE MONTHS ENDED SEPTEMBER 30 2006	2005
REVENUES FROM CONTINUING OPERATIONS:				
Service sales	$ 650,522	$ 472,183	$ 1,859,546	$ 1,440,543
Product sales	225,401	225,286	651,446	593,134
TOTAL REVENUES	875,923	697,469	2,510,992	2,033,677
COSTS AND EXPENSES FROM CONTINUING OPERATIONS:				
Cost of services sold	472,678	350,169	1,352,635	1,069,975
Cost of products sold	173,285	182,477	513,939	482,633
Selling, general and administrative expenses	126,444	95,090	370,928	287,338
Research and development expenses	732	620	2,142	1,991

Other (income) expenses	2,592	(502)	6,138	347
TOTAL COSTS AND EXPENSES	775,731	627,854	2,245,782	1,842,284
OPERATING INCOME FROM CONTINUING OPERATIONS	100,192	69,615	265,210	191,393
Equity in income (loss) of unconsolidated entities, net	92	(29)	255	92
Interest income	857	879	2,665	2,024
Interest expense	(15,255)	(9,921)	(43,962)	(30,783)
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES AND MINORITY INTEREST	85,886	60,544	224,168	162,726
Income tax expense	(28,276)	(18,624)	(73,857)	(51,380)
INCOME FROM CONTINUING OPERATIONS BEFORE MINORITY INTEREST	57,610	41,920	150,311	111,346
Minority interest in net income	(1,795)	(1,898)	(6,189)	(6,458)
INCOME FROM CONTINUING OPERATIONS	55,815	40,022	144,122	104,888
DISCONTINUED OPERATIONS:				
Loss from operations of discontinued business	(15)	(111)	(294)	(452)
Gain on disposal of discontinued business	--	66	--	261
Income/(loss) related to discontinued defense business	(7)	(6)	(18)	26
Income tax benefit	8	19	117	62
LOSS FROM DISCONTINUED OPERATIONS	(14)	(32)	(195)	(103)
NET INCOME	$ 55,801	$ 39,990	$ 143,927	$ 104,785
Average shares of common stock outstanding	42,010	41,693	41,932	41,603
Basic earnings per common share:				
Continuing operations	$ 1.33	$ 0.96	$ 3.44	$ 2.52
Discontinued operations	--	--	--	--
BASIC EARNINGS PER COMMON SHARE	$ 1.33	$ 0.96	$ 3.43(A)	$ 2.52
Diluted average shares of common stock outstanding	42,252	42,112	42,197	42,046
Diluted earnings per common share:				
Continuing operations	$ 1.32	$ 0.95	$ 3.42	$ 2.49
Discontinued operations	--	--	--	--
DILUTED EARNINGS PER COMMON SHARE	$ 1.32	$ 0.95	$ 3.41(A)	$ 2.49
CASH DIVIDENDS DECLARED PER COMMON SHARE	$ 0.325	$ 0.30	$ 0.975	$ 0.90

(a) Does not total due to rounding.

See accompanying notes to unaudited condensed consolidated financial statements.

HARSCO CORPORATION AND SUBSIDIARY COMPANIES
PART I - FINANCIAL INFORMATION

CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

(IN THOUSANDS)	SEPTEMBER 30 2006	DECEMBER 31 2005(A)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 99,533	$ 120,929
Accounts receivable, net	754,808	666,252
Inventories, net	284,780	251,080
Other current assets	80,968	60,436
Assets held-for-sale	2,139	2,326
TOTAL CURRENT ASSETS	1,222,228	1,101,023
Property, plant and equipment, net	1,264,596	1,139,808
Goodwill, net	585,557	559,629
Intangible assets, net	80,699	78,839
Other assets	103,275	96,505
TOTAL ASSETS	$ 3,256,355	$ 2,975,804
LIABILITIES		
CURRENT LIABILITIES:		
Short-term borrowings	$ 96,246	$ 97,963
Current maturities of long-term debt	12,352	6,066
Accounts payable	255,002	247,179
Accrued compensation	85,074	75,742
Income taxes payable	69,032	42,284
Dividends payable	13,654	13,580
Insurance liabilities	46,170	47,244
Other current liabilities	262,677	218,345
TOTAL CURRENT LIABILITIES	840,207	748,403
Long-term debt	935,145	905,859
Deferred income taxes	118,010	123,334
Insurance liabilities	59,557	55,049
Retirement plan liabilities	94,034	98,946
Other liabilities	54,410	50,319
TOTAL LIABILITIES	2,101,363	1,981,910
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY		
Common stock	85,608	85,322
Additional paid-in capital	165,334	152,899
Accumulated other comprehensive loss	(121,975)	(167,318)
Retained earnings	1,629,209	1,526,216
Treasury stock	(603,184)	(603,225)
TOTAL STOCKHOLDERS' EQUITY	1,154,992	993,894
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 3,256,355	$ 2,975,804

(a) Reclassified for comparative purposes.

See accompanying notes to unaudited condensed consolidated financial statements.

HARSCO CORPORATION AND SUBSIDIARY COMPANIES
PART I - FINANCIAL INFORMATION

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(IN THOUSANDS)	NINE MONTHS ENDED SEPTEMBER 30 2006	2005
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 143,927	$ 104,785
Adjustments to reconcile net income to net cash provided (used) by operating activities:		
Depreciation	180,901	145,307
Amortization	5,600	1,895
Equity in income of unconsolidated entities, net	(255)	(92)
Dividends or distributions from affiliates	--	60
Other, net	9,132	4,270
Changes in assets and liabilities, net of acquisitions and dispositions of businesses:		
Accounts receivable	(55,452)	(57,577)
Inventories	(22,447)	(43,060)
Accounts payable	(10,552)	2,654
Accrued interest payable	18,780	18,385
Accrued compensation	3,613	484
Other assets and liabilities	5,689	55,468
NET CASH PROVIDED BY OPERATING ACTIVITIES	278,936	232,579
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(256,479)	(209,247)
Net use of cash associated with the purchases of businesses	(11,421)	(7,011)
Proceeds from sales of assets	11,423	17,353
Other investing activities	118	--
NET CASH USED BY INVESTING ACTIVITIES	(256,359)	(198,905)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Short-term borrowings, net	(11,796)	(937)
Current maturities and long-term debt:		
Additions	250,362	147,482
Reductions	(258,443)	(120,956)
Cash dividends paid on common stock	(40,859)	(37,407)
Common stock issued-options	11,255	8,336
Other financing activities	(3,691)	(3,532)
NET CASH USED BY FINANCING ACTIVITIES	(53,172)	(7,014)
Effect of exchange rate changes on cash	9,199	(7,522)
Net increase (decrease) in cash and cash equivalents	(21,396)	19,138
Cash and cash equivalents at beginning of period	120,929	94,093
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 99,533	$ 113,231

See accompanying notes to unaudited condensed consolidated financial statements.

HARSCO CORPORATION AND SUBSIDIARY COMPANIES
PART I - FINANCIAL INFORMATION

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

(IN THOUSANDS)	THREE MONTHS ENDED SEPTEMBER 30 2006	2005
Net income	$ 55,801	$ 39,990
Other comprehensive income (loss):		
Foreign currency translation adjustments	15,798	1,737
Net gains (losses) on cash flow hedging instruments, net of deferred income taxes of ($51) and $7 in 2006 and 2005, respectively	95	(14)
Pension liability adjustments, net of deferred income taxes of $1,372 and ($1,256) in 2006 and 2005, respectively	(3,428)	2,962
Reclassification adjustment for (gain) loss on cash flow hedging instruments included in net income, net of deferred income taxes of ($32) and $1 in 2006 and 2005, respectively	59	(1)
Other comprehensive income	12,524	4,684
TOTAL COMPREHENSIVE INCOME	$ 68,325	$ 44,674

(IN THOUSANDS)	NINE MONTHS ENDED SEPTEMBER 30 2006	2005
Net income	$143,927	$104,785
Other comprehensive income (loss):		
Foreign currency translation adjustments	57,153	(43,940)
Net gains (losses) on cash flow hedging instruments, net of deferred income taxes of ($63) and $52 in 2006 and 2005, respectively	116	(96)
Pension liability adjustments, net of deferred income taxes of $4,637 and ($4,895) in 2006 and 2005, respectively	(11,988)	11,437
Marketable securities, unrealized gain, net of deferred income taxes of $1 and $0 in 2006 and 2005, respectively	1	--
Reclassification adjustment for (gain) loss on cash flow hedging instruments included in net income, net of deferred income taxes of ($32) and $2 in 2006 and 2005, respectively	60	(4)
Other comprehensive income (loss)	45,342	(32,603)
TOTAL COMPREHENSIVE INCOME	$ 189,269	$ 72,182

See accompanying notes to unaudited condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

A. OPINION OF MANAGEMENT

Financial information furnished herein, which is unaudited, in the opinion of management reflects all adjustments (all of which are of a normal recurring nature) that are necessary to present a fair statement of the interim period. The year-end condensed balance sheet information contained in this Form 10-Q was derived from 2005 audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America for a year-end report. The unaudited interim information contained herein should also be read in conjunction with the Company's 2005 Form 10-K filing.

B. RECLASSIFICATIONS

Certain reclassifications have been made to prior years' amounts to conform with current year classifications. These reclassifications are not material and relate principally to components of the Consolidated Balance Sheets. As a result of these reclassifications, certain 2005 amounts presented for comparative purposes will not individually agree with previously filed Forms 10-K or 10-Q.

C. STOCK-BASED COMPENSATION

Effective January 1, 2006, the Company adopted SFAS No. 123 (revised 2004), "Share-Based Payments" (SFAS 123R), which replaced SFAS No. 123, "Accounting for Stock-Based Compensation," and superseded Accounting Principles Board (APB) Opinion No. 25, "Accounting for Stock Issued to Employees" (APB 25). SFAS 123R requires the cost of employee services received in exchange for an award of equity instruments to be based upon the grant-date fair value of the award (with limited exceptions). Additionally, this cost is to be recognized as expense over the period during which an employee is required to provide services in exchange for the award (usually the vesting period). However, this recognition period would be shorter if the recipient becomes retirement-eligible prior to the vesting date. SFAS 123R also requires that the additional tax benefits the Company receives from stock-based compensation be recorded as cash inflows from financing activities in the statement of cash flows. Prior to January 1, 2006, the Company applied the provisions of APB 25 in accounting for awards made under the Company's stock-based compensation plans.

The Company adopted the provisions of SFAS 123R using the modified-prospective transition method. Under this method, results from prior periods have not been restated. During 2002 and 2003, the Company ceased granting stock options to employees and non-employee directors, respectively. As such, the effect of adopting SFAS 123R was not material to the Company's income from continuing operations, net income or cash flows from operating and financing activities for the nine months ended September 30, 2006, and the cumulative effect of adoption using the modified-prospective transition method was not material.

The Company currently grants performance-based restricted stock units as the long-term equity component of compensation for non-employee directors, officers and certain key employees. The restricted stock units require no payment from the recipient and compensation cost is measured based on the market price on the grant date and is generally recorded over the vesting period. The vesting period for restricted stock units granted to non-employee directors is one year and each restricted stock unit will be exchanged for a like number of shares of Company stock following the termination of the participant's service as a director. The vesting period for restricted stock units granted to officers and certain key employees is three years, and upon vesting each restricted stock unit will be exchanged for a like number of shares of the Company's stock. In September 2006, the Board of Directors approved changes to the employee restricted stock units program where future awards will vest on a pro rata basis over a three-year period and the specified retirement age will be 62. This compares with the current three-year cliff vesting and retirement age of 65. Restricted stock units do not have an option for cash payment.

The following table summarizes restricted stock units issued and the compensation expense recorded for the three months and nine months ended September 30, 2006 and 2005:

			STOCK-BASED COMPENSATION EXPENSE			
			THREE MONTHS ENDED SEPTEMBER 30 (IN THOUSANDS)		NINE MONTHS ENDED SEPTEMBER 30 (IN THOUSANDS)	
	RESTRICTED STOCK UNITS	FAIR VALUE PER UNIT	2006	2005	2006	2005
Directors:						
May 1, 2004	3,500	$ 43.42	$ --	$ --	$ --	$ 51
May 1, 2005	6,000	53.75	--	81	108	134
May 1, 2006	8,000	82.59	165	--	275	--
Employees:						
January 24, 2005	32,700	50.41	120	123	356	379
January 24, 2006	46,550	67.70	236	--	678	--
Total	96,750		$ 521	$ 204	$ 1,417	$ 564

Restricted stock unit activity for the nine months ended September 30, 2006 was as follows:

	RESTRICTED STOCK UNITS	WEIGHTED AVERAGE GRANT-DATE FAIR VALUE
Nonvested at January 1, 2006	31,750	$ 50.62
Granted	54,550	69.88
Vested	(5,833)	69.94
Forfeited	(3,350)	63.83
Nonvested at September 30, 2006	77,117	$ 62.21

As of September 30, 2006, the total unrecognized compensation costs related to nonvested restricted stock units was $3.3 million which is expected to be recognized over a weighted-average period of approximately 1.9 years.

The following table summarizes the excess tax benefits, resulting principally from stock options:

(IN MILLIONS)	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
	2006	2005	2006	2005
Excess tax benefits	$ 0.2	$ 0.9	$ 3.5	$ 2.9

No stock options have been granted to officers and employees since February 2002. No stock options have been granted to non-employee directors since May 2003. Prior to these dates, the Company had granted stock options for the purchase of its common stock to officers, certain key employees and non-employee directors under two stockholder-approved plans. The exercise price of the stock options was the fair value on the grant date, which was the date the Board of Directors approved the respective grants. The 1995 Executive Incentive Compensation Plan authorizes the issuance of up to 4,000,000 shares of the Company's common stock for use in paying incentive compensation awards in the form of stock options or other equity awards such as restricted stock, restricted stock units or stock appreciation rights. The 1995 Non-Employee Directors' Stock Plan authorizes the issuance of up to 300,000 shares of the Company's common stock for equity awards.

When the Company issued stock options, they were granted at fair market value on the date of grant, which was the date the Board of Directors approved the respective grants. Options issued under the 1995 Executive Incentive Compensation Plan generally vested and became exercisable one year following the date of grant except options issued in 2002 generally vested and became exercisable two years following the date of grant. Options issued under the 1995 Non-

Employee Director's Stock Plan generally became exercisable one year following the date of grant but vested immediately. The options under both Plans expire ten years from the date of grant. At September 30, 2006, there were 1,239,731 and 148,500 shares available for granting equity awards under the 1995 Executive Incentive Compensation Plan and the 1995 Non-Employee Directors' Stock Plan, respectively. Generally, new shares are issued for exercised stock options and treasury shares are issued for vested restricted stock units.

Stock option activity for the nine months ended September 30, 2006 was as follows:

	STOCK OPTIONS		
	SHARES UNDER OPTION	WEIGHTED AVERAGE EXERCISE PRICE	AGGREGATE INTRINSIC VALUE (IN MILLIONS)(b)
Outstanding, December 31, 2005	749,025 (a)	$31.93	$26.9
Exercised	(229,319)	34.01	--
OUTSTANDING, SEPTEMBER 30, 2006	519,706	$31.02	$24.8

(a) Included in options outstanding at December 31, 2005 were 681 options granted to SGB key employees as part of the Company's acquisition of SGB in 2000. These options are not a part of the 1995 Executive Compensation Plan, or the 1995 Non-Employee Directors' Stock Plan.
(b) Intrinsic value is defined as the difference between the current market value and the exercise price.

The total intrinsic value of options exercised during the nine months ended September 30, 2006 and 2005 was $10.6 million and $8.2 million, respectively.

Options to purchase 519,706 shares were exercisable at September 30, 2006. The following table summarizes information concerning outstanding and exercisable options at September 30, 2006.

	STOCK OPTIONS OUTSTANDING AND EXERCISABLE		
RANGE OF EXERCISABLE PRICES	NUMBER OUTSTANDING AND EXERCISABLE	REMAINING CONTRACTUAL LIFE IN YEARS	WEIGHTED AVERAGE EXERCISE PRICE
$25.63 - $29.00	211,708	3.53	$27.47
29.31 - 32.65	246,394	5.24	32.54
32.81 - 46.16	61,604	4.01	37.11
	519,706		

D. REVIEW OF OPERATIONS BY SEGMENT

	THREE MONTHS ENDED SEPTEMBER 30, 2006		THREE MONTHS ENDED SEPTEMBER 30, 2005	
(IN THOUSANDS)	SALES	OPERATING INCOME (LOSS)	SALES	OPERATING INCOME (LOSS)
Mill Services Segment	$ 345,864	$ 37,343	$ 254,857	$ 23,095
Access Services Segment	278,627	35,447	195,353	20,867
Gas Technologies Segment	102,633	2,249	98,010	5,168
Segment Totals	727,124	75,039	548,220	49,130
Engineered Products and Services ("all other") Category	148,799	25,241	149,249	20,872
General Corporate	--	(88)	--	(387)
Consolidated Totals	$ 875,923	$ 100,192	$ 697,469	$ 69,615

	THREE MONTHS ENDED SEPTEMBER 30, 2006		THREE MONTHS ENDED SEPTEMBER 30, 2005	
(IN THOUSANDS)	SALES	OPERATING INCOME (LOSS)	SALES	OPERATING INCOME (LOSS)
Mill Services Segment	$1,016,394	$ 109,453	$ 794,778	$ 83,500
Access Services Segment	774,081	88,882	585,527	51,486
Gas Technologies Segment	289,616	5,799	270,178	10,896
Segment Totals	2,080,091	204,134	1,650,483	145,882
Engineered Products and Services ("all other") Category	430,901	62,679	383,194	48,183
General Corporate	--	(1,603)	--	(2,672)
Consolidated Totals	$2,510,992	$ 265,210	$2,033,677	$ 191,393

RECONCILIATION OF SEGMENT OPERATING INCOME TO CONSOLIDATED INCOME BEFORE INCOME TAXES AND MINORITY INTEREST

	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
(IN THOUSANDS)	2006	2005	2006	2005
Segment Operating Income	$ 75,039	$ 49,130	$ 204,134	$ 145,882
Engineered Products & Services ("all other") Category	25,241	20,872	62,679	48,183
General Corporate	(88)	(387)	(1,603)	(2,672)
Operating income from continuing operations	100,192	69,615	265,210	191,393
Equity in income (loss) of unconsolidated entities, net	92	(29)	255	92
Interest income	857	879	2,665	2,024
Interest expense	(15,255)	(9,921)	(43,962)	(30,783)
Income from continuing operations before income taxes and minority interest	$ 85,886	$ 60,544	$ 224,168	$ 162,726

E. ACCOUNTS RECEIVABLE AND INVENTORIES

At September 30, 2006 and December 31, 2005, accounts receivable of $754.8 million and $666.3 million, respectively, were net of an allowance for doubtful accounts of $23.4 million and $24.4 million, respectively. Gross accounts receivable included trade accounts receivable of $738.8 million and $638.5 million at September 30, 2006 and December 31, 2005, respectively. Also, included in gross receivables were $18.8 million and $25.2 million of insurance claim receivables at September 30, 2006 and December 31, 2005, respectively. These insurance claim receivables were fully offset by current insurance liabilities at September 30, 2006 and December 31, 2005. The provision for doubtful accounts was $1.5 million and $1.3 million for the three months ended September 30, 2006 and 2005, respectively. For nine months, the provision for doubtful accounts was $5.9 million and $4.4 million, respectively.

Inventories consist of the following:

(IN THOUSANDS)	INVENTORIES SEPTEMBER 30 2006	INVENTORIES DECEMBER 31 2005
Finished goods	$ 106,105	$ 85,325
Work-in-process	46,138	43,830
Raw materials and purchased parts	95,389	87,251
Stores and supplies	37,148	34,674
Total Inventories	$ 284,780	$ 251,080

Inventories increased $33.7 million from December 31, 2005 due to the following factors:

- Increased raw materials, finished goods and work-in-process inventories in the Gas Technologies Segment due to higher material costs and to meet expected customer demand.
- Increased finished goods and raw materials in the Engineered Products and Services Category due to higher material costs and to meet expected customer demand.
- Increased finished goods in the international Access Services business due to the Cleton acquisition and to meet expected customer demand.

F. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consists of the following:

(IN THOUSANDS)	SEPTEMBER 30 2006	DECEMBER 31 2005
Land and improvements	$ 39,832	$ 39,306
Buildings and improvements	180,026	168,727
Machinery and equipment	2,563,747	2,291,294
Uncompleted construction	63,372	91,186
Gross property, plant and equipment	2,846,977	2,590,513
Less accumulated depreciation	(1,582,381)	(1,450,705)
Net property, plant and equipment	$ 1,264,596	$ 1,139,808

G. GOODWILL AND OTHER INTANGIBLE ASSETS

The following table reflects the changes in carrying amounts of goodwill for the nine months ended September 30, 2006:

GOODWILL BY SEGMENT

(IN THOUSANDS)	MILL SERVICES SEGMENT	ACCESS SERVICES SEGMENT	GAS TECHNOLOGIES SEGMENT	ENGINEERED PRODUCTS AND SERVICES ("ALL OTHER") CATEGORY	CONSOLIDATED TOTALS
Balance as of December 31, 2005, net of accumulated amortization	$ 297,219	$ 217,580	$ 36,693	$ 8,137	$ 559,629
Changes to Goodwill (a)	(591)	(2,885)	--	--	(3,476)
Other (b)	--	(3,286)	--	--	(3,286)
Foreign currency translation	15,323	17,367	--	--	32,690
BALANCE AS OF SEPTEMBER 30, 2006, NET OF ACCUMULATED AMORTIZATION	$ 311,951	$ 228,776	$ 36,693	$ 8,137	$ 585,557

(a) Relate principally to opening balance sheet adjustments for the BISNH and Hunnebeck acquisitions and the acquisition of the Cleton business.
(b) Reduction of valuation allowance related to realization of a tax loss carryback.

Goodwill is net of accumulated amortization of $107.2 million and $103.0 million at September 30, 2006 and December 31, 2005, respectively.

The following table reflects intangible assets by major category:

INTANGIBLE ASSETS

	SEPTEMBER 30, 2006		DECEMBER 31, 2005	
(IN THOUSANDS)	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION
Customer Relationships	$ 79,572	$ 5,389	$ 73,224	$ 1,262
Non-compete agreements	5,346	4,647	5,036	4,402
Patents	4,605	3,846	4,426	3,587
Other	8,384	3,325	7,962	2,558
Total	$ 97,907	$ 17,207	$ 90,648	$ 11,809

During the first nine months of 2006, the Company acquired the following intangible assets (by major class) which are subject to amortization:

ACQUIRED INTANGIBLE ASSETS

(IN THOUSANDS)	GROSS CARRYING AMOUNT	RESIDUAL VALUE	WEIGHTED-AVERAGE AMORTIZATION PERIOD
Customer relationships	$ 1,100	None	11 years
Non-compete agreements	300	None	5 years
Other	50	None	5 years
Total	$ 1,450		

The above acquisitions were partially offset by the sale of certain intangible assets in the Mill Services Segment.

There were no research and development assets acquired and written off in the first nine months of 2006 or 2005.

Amortization expense for intangible assets was $5.0 million and $1.4 million for the nine months ended September 30, 2006 and 2005, respectively. The following table shows the estimated amortization expense for the next five fiscal years based on current intangible assets:

(IN THOUSANDS)	2006	2007	2008	2009	2010
Estimated Amortization Expense(a)	$6,900	$6,700	$6,400	$6,100	$5,900

(a) These estimated amortization expense amounts do not reflect the potential effect of future foreign currency exchange rate fluctuations.

H. ACQUISITIONS AND DISPOSITIONS

ACQUISITIONS

In December 2005, the Company acquired the Northern Hemisphere steel mill services operations of Brambles Industrial Services (BISNH), a unit of the Sydney, Australia-based Brambles Industrial Limited, for (pound)136 million (approximately $234 million), excluding acquisition costs. BISNH is included in the Company's Mill Services Segment. The Company did not assume debt as part of this acquisition. BISNH is a provider of on-site, outsourced mill services to the steel and metals industries, operating at 19 locations in the U.K., France, Holland and the United States. Goodwill recognized in this transaction (based on foreign exchange rates at the transaction date) was $92.5 million, of which $88.1 million is expected to be deductible for U. S. income tax purposes. Because this acquisition occurred at the end of 2005, and due to regulatory-imposed delays in early 2006 affecting our ability to integrate the business, the purchase price allocations and goodwill balance have not been finalized as of September 30, 2006, although no material changes are expected.

In November 2005, the Company acquired the Germany-based Hunnebeck Group GmbH (Hunnebeck) for (euro)140 million (approximately $164 million), which included the assumption of debt but excludes acquisition costs. Hunnebeck is included in the Company's Access Services Segment. Hunnebeck is a provider of highly engineered formwork and scaffolding equipment with more than 60 branches and depots in 12 countries and export sales worldwide. Goodwill recognized in this transaction (based on foreign exchange rates at the transaction date) was $67.9 million, none of which is expected to be deductible for U. S. income tax purposes. Because this acquisition occurred near the end of 2005, the purchase price allocations and goodwill balance have not been finalized as of September 30, 2006, although no material changes are expected.

In July 2006, the Company acquired the assets of UK-based Cape PLC's Cleton industrial maintenance services (Cleton) subsidiaries in Holland, Belgium and Germany. The terms of the transaction provide for an initial cash payment to Cape PLC of (euro)8.2 million (approximately $10.3 million), which represents a small premium to the net assets purchased, and is subject to adjustment for final accounts up to a maximum of (euro)8.9 million (approximately $11.2 million). Cleton posted 2005 revenues in excess of $50 million and employs close to 400 people. Cleton specializes in providing scaffolding and related insulation services for the maintenance of large-scale industrial plants, and serves some of the largest oil refinery, petrochemical, and process plant sites in the Benelux countries. Cleton has been included in the SGB Division of the Access Services Segment.

DISPOSITIONS - ASSETS HELD FOR SALE

Throughout the past several years, management approved the sale of certain long-lived assets (primarily land and buildings) throughout the Company's operations. The major classes of assets "held-for-sale" included in the Consolidated Balance Sheets are as follows:

ASSETS "HELD-FOR-SALE"

(IN THOUSANDS)	SEPTEMBER 30 2006	DECEMBER 31 2005
ASSETS		
Property, plant and equipment, net	$ 2,139	$ 2,326
TOTAL ASSETS "HELD-FOR-SALE"	$ 2,139	$ 2,326

I. COMMITMENTS AND CONTINGENCIES

ENVIRONMENTAL

The Company is involved in a number of environmental remediation investigations and clean-ups and, along with other companies, has been identified as a "potentially responsible party" for certain waste disposal sites. While each of these matters is subject to various uncertainties, it is probable that the Company will agree to make payments toward funding certain of these activities and it is possible that some of these matters will be decided unfavorably to the Company. The Company has evaluated its potential liability, and its financial exposure is dependent upon such factors as the continuing evolution of environmental laws and regulatory requirements, the availability and application of technology, the allocation of cost among potentially responsible parties, the years of remedial activity required and the remediation methods selected. The Consolidated Balance Sheets at September 30, 2006 and December 31, 2005 include accruals of $3.3 million and $2.8 million, respectively, for environmental matters. The amounts charged against pre-tax income related to environmental matters totaled $1.2 million and $0.8 million for the first nine months of 2006 and 2005, respectively.

The liability for future remediation costs is evaluated on a quarterly basis. Actual costs to be incurred at identified sites in future periods may vary from the estimates, given inherent uncertainties in evaluating environmental exposures. The Company does not expect that any sum it may have to pay in connection with environmental matters in excess of the amounts recorded or disclosed above would have a material adverse effect on its financial position, results of operations or cash flows.

ROYALTY EXPENSE DISPUTE

The Company is involved in a royalty expense dispute with the Canada Revenue Agency ("CRA"). The CRA is proposing to disallow certain royalty expense deductions claimed by the Company's Canadian subsidiary on its 1994-1998 tax returns. As of September 30, 2006, the maximum assessment from the CRA for the period 1994-1998 is approximately $10.8 million, including tax and interest. The Ontario Ministry of Finance ("Ontario") is also proposing to disallow these same deductions for the period 1994-1998. As of September 30, 2006, the maximum assessment from Ontario is approximately $3.4 million, including tax and interest. The Company has filed administrative appeals and will vigorously contest these disallowances.

The Company currently anticipates that, ultimately, it may have a liability for some portion of the assessment in this royalty expense dispute. However, the Company intends to utilize competent authority proceedings in the U.S. to recover a portion of any required tax payment amount. The Company believes that any amount not recovered through these proceedings has been fully reserved as of September 30, 2006 and, therefore will not have a material adverse impact on the Company's future results of operations or financial condition. In accordance with Canadian tax law, the Company made a payment to the CRA in the fourth quarter of 2005 of $5.0 million. Additionally, the Company made a payment to the Ontario Ministry of Finance in the first quarter of 2006 for the entire disputed amount. These payments were made for tax compliance purposes and to reduce potential interest expense on the disputed amount. These payments in no way reflect the Company's acknowledgement as to the validity of the assessed amounts.

OTHER

The Company has been named as one of many defendants (approximately 90 or more in most cases) in legal actions alleging personal injury from exposure to airborne asbestos over the past several decades. In their suits, the plaintiffs have named as defendants, among others, many manufacturers, distributors and installers of numerous types of equipment or products that allegedly contained asbestos.

The Company believes that the claims against it are without merit. The Company has never been a producer, manufacturer or processor of asbestos fibers. Any component within a Company product which may have contained asbestos would have been purchased from a supplier. Based on scientific and medical evidence, the Company believes that any asbestos exposure arising from normal use of any Company product never presented any harmful levels of airborne asbestos exposure, and moreover, the type of asbestos contained in any component that was used in those products was protectively encapsulated in other materials and is not associated with the types of injuries alleged in the pending suits. Finally, in most of the depositions taken of plaintiffs to date in the litigation against the Company, plaintiffs have failed to specifically identify any Company products as the source of their asbestos exposure.

The majority of the asbestos complaints pending against the Company have been filed in New York. Almost all of the New York complaints contain a standard claim for damages of $20 million or $25 million against the approximately 90 defendants, regardless of the individual plaintiff's alleged medical condition, and without specifically identifying any Company product as the source of plaintiff's asbestos exposure.

As of September 30, 2006, there are 26,465 pending asbestos personal injury claims filed against the Company. Of these cases, 26,147 were pending in the New York Supreme Court (a trial court) for New York County in New York State. The other claims, totaling 318, are filed in various counties in a number of state courts, and in certain Federal District Courts (including New York), and those complaints generally assert lesser amounts of damages than the New York State court cases or do not state any amount claimed.

As of September 30, 2006, the Company has obtained dismissal by stipulation, or summary judgment prior to trial, in 16,850 cases.

In view of the persistence of asbestos litigation nationwide, which has not yet been sufficiently addressed either politically or legally, the Company expects to continue to receive additional claims. However, there have been developments during the past several years, both by certain state legislatures and by certain state courts, which could favorably affect the Company's ability to defend these asbestos claims in those jurisdictions. These developments include procedural changes, docketing changes, proof of damage requirements and other changes that require plaintiffs to follow specific procedures in bringing their claims and to show proof of damages before they can proceed with their claim. An example is the action taken by the New York Supreme Court, which is responsible for managing all asbestos cases pending within New York County in the State of New York. This Court issued an order in December of 2002 that created a Deferred or Inactive Docket for all pending and future asbestos claims filed by plaintiffs who cannot demonstrate that they have a malignant condition or discernable physical impairment, and an Active or In Extremis Docket for plaintiffs who are able to show such medical condition. As a result of this order, the majority of the asbestos cases filed against the Company in New York County have been moved to the Inactive Docket until such time as the plaintiff can show that they have incurred a physical impairment. As of September 30, 2006, the Company has been listed as a defendant in 153 Active or In Extremis asbestos cases in New York County. The Court's Order has been challenged by plaintiffs.

The Company's insurance carrier has paid all legal and settlement costs and expenses relating to the asbestos litigation to date. The Company has liability insurance coverage available under various primary and excess policies that the Company believes will be available, if necessary, to substantially cover any liability that might ultimately be incurred on these claims.

The Company intends to continue its practice of vigorously defending these cases as they are listed for trial. It is not possible to predict the ultimate outcome of asbestos-related lawsuits, claims and proceedings due to the unpredictable nature of personal injury litigation. Despite this uncertainty, and although results of operations and cash flows for a given period could be adversely affected by asbestos-related lawsuits, claims and proceedings, management believes that the ultimate outcome of these cases will not have a material adverse effect on the Company's financial condition, results of operations or cash flows.

The Company is subject to various other claims and legal proceedings covering a wide range of matters that arose in the ordinary course of business. In the opinion of management, all such matters are adequately covered by insurance or by accruals, and if not so covered, are without merit or are of such kind, or involve such amounts, as would not have a material adverse effect on the financial position, results of operations or cash flows of the Company.

Insurance liabilities are recorded in accordance with SFAS 5, "Accounting for Contingencies." Insurance reserves have been estimated based primarily upon actuarial calculations and reflect the undiscounted estimated liabilities for ultimate losses including claims incurred but not reported. Inherent in these estimates are assumptions which are based on the Company's history of claims and losses, a detailed analysis of existing claims with respect to potential value, and current

legal and legislative trends. If actual claims differ from those projected by management, changes (either increases or decreases) to insurance reserves may be required and would be recorded through income in the period the change was determined. When a recognized liability is covered by third-party insurance, the Company records an insurance claim receivable to reflect the covered liability. See Note 1, "Summary of Significant Accounting Policies," of the Company's Form 10-K for the year ended December 31, 2005 for additional information on Accrued Insurance and Loss Reserves.

J. RECONCILIATION OF BASIC AND DILUTED SHARES

(AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)	THREE MONTHS ENDED SEPTEMBER 30 2006	2005	NINE MONTHS ENDED SEPTEMBER 30 2006	2005
Income from continuing operations	$ 55,815	$ 40,022	$144,122	$104,888
Average shares of common stock outstanding used to compute basic earnings per common share	42,010	41,693	41,932	41,603
Dilutive effect of stock-based compensation	242	419	265	443
Shares used to compute dilutive effect of stock-based compensation	42,252	42,112	42,197	42,046
Basic earnings per common share from continuing operations	$ 1.33	$ 0.96	$ 3.44	$ 2.52
Diluted earnings per common share from continuing operations	$ 1.32	$ 0.95	$ 3.42	$ 2.49

All outstanding stock options and restricted stock units were included in the computation of diluted earnings per share at September 30, 2006 and 2005.

K. EMPLOYEE BENEFIT PLANS

DEFINED BENEFIT PENSION EXPENSE (INCOME)	THREE MONTHS ENDED SEPTEMBER 30 U. S. PLANS		INTERNATIONAL PLANS	
(IN THOUSANDS)	2006	2005	2006	2005
Service cost	$ 921	$ 845	$ 2,303	$ 1,757
Interest cost	3,730	3,479	11,017	9,679
Expected return on plan assets	(4,986)	(4,778)	(13,210)	(10,674)
Recognized prior service costs	186	192	316	302
Recognized losses	737	904	3,304	3,006
Amortization of transition (asset)	(90)	(364)	9	11
Curtailment/settlement loss (gain)	--	--	(13)	10
Defined benefit plans pension expense	$ 498	$ 278	$ 3,726	$ 4,091

DEFINED BENEFIT PENSION EXPENSE (INCOME)	NINE MONTHS ENDED SEPTEMBER 30			
	U. S. PLANS		INTERNATIONAL PLANS	
(IN THOUSANDS)	2006	2005	2006	2005
Service cost	$ 2,764	$ 2,535	$ 6,696	$ 5,322
Interest cost	11,190	10,436	32,035	29,933
Expected return on plan assets	(14,957)	(14,334)	(38,437)	(33,041)
Recognized prior service costs	557	576	919	937
Recognized losses	2,211	2,713	9,588	9,364
Amortization of transition liability (asset)	(271)	(1,092)	27	14
Curtailment/settlement loss	78	--	223	37
Defined benefit plans pension expense	$ 1,572	$ 834	$ 11,051	$ 12,566

Defined benefit pension expense in the third quarter of 2006 was $0.1 million lower than the comparable 2005 period and, for the first nine months of 2006, the defined benefit pension expense decreased $0.8 million from the comparable 2005 period. These decreases relate primarily to an increase in the expected return on plan assets resulting from an increased fair value of plan assets as of December 31, 2005. The increased fair value of plan assets as of December 31, 2005 resulted from 2005 actual return on plan assets of 15.6% (based on beginning of the year fair value of plan assets) as well as 2005 Company cash contributions of $48.8 million, including $16.9 million of voluntary contributions. The global weighted average expected long-term rate of return on plan assets was decreased to 7.6% for 2006 compared with 7.8% for 2005, for reasons disclosed in the 2005 Form 10-K.

Contributions to defined benefit pension plans are as follows:

DEFINED BENEFIT PENSION PLAN CONTRIBUTIONS

(IN MILLIONS)	U. S. PLANS	INTERNATIONAL PLANS
First Quarter 2006	$ 0.2	$ 4.7
Second Quarter 2006	0.3	5.8
Third Quarter 2006	1.4 (a)	14.3 (b)
Nine Months 2006	1.9	24.8
Projected October - December 2006	0.3	5.8
Total Projected Year 2006	$ 2.2	$ 30.6

(a) Includes a $1.2 million voluntary contribution to the Company's U.S. pension plans.
(b) Includes a $9.4 million voluntary contribution to the Company's U.K. pension plan.

Contributions to multiemployer pension plans during the third quarter and nine months ended September 30, 2006 were $4.3 million and $13.0 million, respectively. Contributions for defined contribution pension plans during the third quarter and nine months ended September 30, 2006 were $2.5 million and $10.9 million, respectively.

The U.S. defined benefit pension plans assets include 382,640 shares of the Company's stock valued at $29.7 million as of September 30, 2006, representing approximately 11% of the total plan assets. As part of a rebalancing of the pension fund to further diversify the plan assets, the Company is considering selling some of the Company stock in the future.

On August 17, 2006, the Pension Protection Act of 2006 (the "Act") was signed into law. Key provisions of the Act include a requirement to fully fund U.S. defined benefit pension plans within seven years and an increase in the annual income tax deduction limit applicable to pension plans. The Company is currently evaluating the impact of the Act on its cash flows; however, it is not expected to materially impact the Company's cash flows for any given period.

POSTRETIREMENT BENEFITS EXPENSE (INCOME)	THREE MONTHS ENDED SEPTEMBER 30	
(IN THOUSANDS)	2006	2005
Service cost	$ 1	$ 1
Interest cost	46	48
Recognized prior service costs	1	1
Recognized gains	(9)	(9)
Curtailment gain	(20)	--
Postretirement benefits expense	$ 19	$ 41

POSTRETIREMENT BENEFITS EXPENSE (INCOME)	NINE MONTHS ENDED SEPTEMBER 30	
(IN THOUSANDS)	2006	2005
Service cost	$ 4	$ 5
Interest cost	140	151
Recognized prior service costs	2	7
Recognized gains	(29)	(27)
Curtailment gains	(20)	(318)
Postretirement benefits expense (income)	$ 97	$ (182)

The curtailment gains of $0.3 million for 2005 were due to the termination of certain postretirement health care plans.

In the quarter ended September 30, 2006, the Company contributed $62 thousand to the postretirement plans. For the nine months ended September 30, 2006, the Company contributed $201 thousand to the postretirement plans and anticipates contributing approximately $125 thousand during the remainder of 2006.

L. NEW FINANCIAL ACCOUNTING STANDARDS ISSUED

SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments, an Amendment of FASB Statements No. 133 and 140" (SFAS 155)

In February 2006, the Financial Accounting Standards Board (FASB) issued SFAS 155, which amends SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," and SFAS No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities." SFAS 155 addresses several issues relating to the accounting for financial instruments, including permitting fair value measurement for any hybrid financial instrument that contains an embedded derivative, and eliminating the prohibition on a qualifying special-purpose entity from holding certain derivative instruments. SFAS 155 also provides clarification that concentrations of credit risk in the form of subordination are not embedded derivatives. SFAS 155 is effective for all financial instruments issued or acquired after the fiscal year that begins after September 15, 2006 (January 1, 2007 for the Company), with early adoption permitted. The Company expects to adopt SFAS 155 effective January 1, 2007, and has determined that it is not likely to materially impact the Company's financial position, results of operations or cash flows.

SFAS No. 156, "Accounting for Servicing of Financial Assets, an Amendment of FASB Statement 140" (SFAS 156)

In March 2006, the FASB issued SFAS 156, which amends SFAS No. 140, "Accounting of Transfers and Servicing of Financial Assets and Extinguishments of Liabilities." SFAS 156 requires, in certain specified situations, an entity to recognize a servicing asset or servicing liability when it undertakes an obligation to service a financial asset by entering into a servicing contract. SFAS 156 also requires all separately recognized servicing assets and servicing liabilities to be initially recognized at fair value, if practical, and allows entities to choose either the amortization method or the fair value measurement method for subsequent measurement. SFAS 156 is effective for all servicing transactions occurring on or after the beginning of the first fiscal year that begins after September 15, 2006 (January 1, 2007 for the Company), with

early adoption permitted. The Company expects to adopt SFAS 156 effective January 1, 2007, and has determined that it is not likely to materially impact the Company's financial position, results of operations or cash flows.

FASB Interpretation ("FIN") 48, "Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109" (FIN 48)

In July 2006, the FASB issued FIN 48, which clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements in accordance with SFAS No. 109, "Accounting for Income Taxes." It prescribes a recognition threshold and measurement attribute for financial statement recognition and disclosure of tax positions taken or expected to be taken on a tax return. This interpretation is effective for fiscal years beginning after December 15, 2006. The Company will adopt this interpretation in the first quarter of 2007. The Company is currently evaluating the requirements of FIN 48 and has not yet determined the impact on the consolidated financial statements.

SFAS No. 157, "Fair Value Measurements" (SFAS 157)

In September 2006, the FASB issued SFAS 157 to provide a single definition of fair value, establish a framework for measuring fair value in U.S. generally accepted accounting principles (GAAP), and expand the disclosure requirements regarding fair value measurements. SFAS 157 is applicable in the application of other accounting pronouncements that require or permit fair value measurements, but does not require new fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007 (January 1, 2008 for the Company), with limited retrospective application required. The Company is currently evaluating the requirements of SFAS 157 and has not yet determined the impact on the consolidated financial statements.

Staff Accounting Bulletin No. 108, "Considering the Effects of Prior Year Misstatements When Quantifying Misstatements in Current Year Financial Statements" (SAB 108)

In September 2006, the SEC issued SAB 108 to provide guidance for quantifying and evaluating the materiality of a misstatement. SAB 108 indicates that an entity should use both a balance sheet (iron curtain) approach and an income statement (rollover) approach when quantifying and evaluating the materiality of a misstatement, and provides guidance for using the dual approach. SAB 108 also provides transition guidance for correcting errors existing in prior years. SAB 108 is effective for annual financial statements covering the first fiscal year ending after November 15, 2006 (December 31, 2006 for the Company). The Company will adopt SAB 108 effective December 31, 2006, and has determined that it is not likely to materially impact the Company's financial position, results of operations or cash flows.

SFAS No. 158, "Employer's Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106, and 132(R)" (SFAS 158)

The FASB is currently reconsidering the accounting for pensions and other postretirement benefits in a two-phase project. Phase I of this project primarily addresses the balance sheet recognition of a plan's overfunded or underfunded status. Phase II will be a comprehensive reconsideration of all elements of pension accounting, and is expected to take several years to complete once Phase I is complete. As part of Phase I, the FASB issued SFAS 158 in September 2006. Included in SFAS 158 is a requirement for an entity to recognize in its balance sheet, the overfunded or underfunded status of its defined benefit postretirement plans measured as the difference between the fair value of the plan assets and the benefit obligation. For a pension plan, this would be the projected benefit obligation; for any other postretirement plan, the benefit obligation would be the accumulated postretirement benefit obligation. SFAS 158 also eliminates the early measurement dates by requiring the pension plan obligation to be measured as of the date of the entity's balance sheet. The requirement to recognize the funded status of the pension plans is effective for publicly-held companies for fiscal years ending after December 15, 2006 (December 31, 2006 for the Company). The requirement to measure the pension obligation as of the entity's balance sheet date is effective for fiscal years ending after December 15, 2008 (December 31, 2008 for the Company). Although the Company continues to evaluate the effect that the recognition of the funded status of its plans will have on the Company's consolidated financial statements as of December 31, 2006, the Company estimates that the adoption of SFAS 158 as of December 31, 2005 would have reduced the Company's equity on an after-tax basis by approximately $64 million or 6.4%. The results of operations would not be affected. This estimate as of December 31, 2005 does not take into consideration the actual return on plan assets, pension contributions and actuarial calculations for 2006, so the actual impact as of December 31, 2006 may differ significantly from this estimate. The Company does not expect the adoption of SFAS 158 to have a negative impact on compliance with the Company's debt covenants.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the accompanying unaudited financial statements as well as the Company's annual Form 10-K for the year ended December 31, 2005, which included additional information about the Company's critical accounting policies, contractual obligations, practices and the transactions that support the financial results, and provided a more comprehensive summary of the Company's outlook, trends and strategies for 2006 and beyond.

FORWARD-LOOKING STATEMENTS

The nature of the Company's business and the many countries in which it operates subject it to changing economic, competitive, regulatory and technological conditions, risks and uncertainties. In accordance with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company provides the following cautionary remarks regarding important factors which, among others, could cause future results to differ materially from the forward-looking statements, expectations and assumptions expressed or implied herein. Forward-looking statements contained herein could include statements about our management confidence and strategies for performance; expectations for new and existing products, technologies, and opportunities; and expectations regarding growth, sales, cash flows, earnings and Economic Value Added (EVA(R)). These statements can be identified by the use of such terms as "may," "could," "expect," "anticipate," "intend," "believe," or other comparable terms.

Factors which could cause results to differ include, but are not limited to: (1) changes in the worldwide business environment in which the Company operates, including general economic conditions; (2) changes in currency exchange rates, interest rates and capital costs; (3) changes in the performance of stock and bond markets that could affect the valuation of the assets in the Company's pension plans and the accounting for pension assets, liabilities and expenses; (4) changes in governmental laws and regulations, including taxes and import tariffs; (5) market and competitive changes, including pricing pressures, market demand and acceptance for new products, services and technologies; (6) unforeseen business disruptions in one or more of the many countries in which the Company operates due to political instability, civil disobedience, armed hostilities or other calamities; and (7) other risk factors listed from time to time in the Company's SEC reports. A further discussion of these, along with other potential factors, can be found in Part II, Item 1A, "Risk Factors," of this Form 10-Q. The Company cautions that these factors may not be exhaustive and that many of these factors are beyond the Company's ability to control or predict. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results. The Company undertakes no duty to update forward-looking statements.

EXECUTIVE OVERVIEW

The Company's record performance in the third quarter and first nine months of 2006 reflected the execution of the Company's strategy of growth through increased international diversity and a focused, industrial services-based portfolio, augmented by selective strategic acquisitions. Also, during the first nine months of 2006, the Company was generally able to manage increased commodity and fuel costs in achieving record results. Although the outlook for the full-year 2006 remains positive with record sales and income expected to be achieved, the results for the fourth quarter of 2006 are expected to be lower than the fourth quarter of 2005 which benefited from several special items. These items include one-time tax benefits recognized in part from the American Jobs Creations Act and the increased volume benefits from natural disasters like Hurricane Katrina, as well as the timing of shipments for the railway track maintenance services and equipment business, all of which were realized in the fourth quarter of 2005. Commodity costs are also expected to be higher in the fourth quarter of 2006, especially in the Gas Technologies Segment and the Engineered Products and Services ("all other") Category. However, improved fourth quarter results are expected from the Mill Services and Access Services Segments, the two main growth platforms of the Company.

The Company's third quarter 2006 revenues were a record $875.9 million. This is an increase of $178.5 million or 26% over the third quarter of 2005. Income from continuing operations was a record $55.8 million compared with $40.0 million in 2005, an increase of 39%. Diluted earnings per share from continuing operations were a record $1.32, a 39% increase.

Revenues for the first nine months of 2006 were a record $2.5 billion. This is an increase of $477.3 million or 23% over the first nine months of 2005. Income from continuing operations was a record $144.1 million compared with $104.9 million in 2005, an increase of 37%. Diluted earnings per share from continuing operations were a record $3.42, a 37% increase from 2005.

Both the third quarter and first nine months of 2006 performance benefited from the Company's November 21, 2005 acquisition of Hunnebeck Group GmbH (Hunnebeck) and the December 29, 2005 acquisition of the Northern Hemisphere

steel mill services operations of Brambles Industrial Services ("BISNH"). Both of these acquisitions were accretive in the third quarter and first nine months of 2006. Revenues in the third quarter and first nine months of 2006 were reduced by the sale of the Company's U.K.-based Youngman manufacturing operation on October 1, 2005. The net effect of business acquisitions and divestitures increased revenues by $104.1 million and $287.5 million for the third quarter and first nine months of 2006, respectively, compared with the same periods last year.

During the third quarter of 2006, the Company had net cash provided by operating activities of $94.6 million, a 3.5% decrease from the record $98.1 million achieved in the third quarter of 2005 due in part to increased voluntary contributions to the Company's defined benefit pension plans of $6.8 million. For the first nine months of 2006, the Company had record net cash provided by operating activities of $278.9 million compared with $232.6 million for the first nine months of 2005, an increase of 19.9%. The Company has set a target of $400 million for net cash provided by operating activities for the full year 2006, a 27% increase over the 2005 level. With historically strong cash flows expected in the fourth quarter, the target should be achievable. The Company's cash flows are further discussed in the Liquidity and Capital Resources section.

SEGMENT OVERVIEW

Revenues for the third quarter of 2006 for the Mill Services Segment were $345.9 million compared with $254.9 million in the third quarter of 2005, a 36% increase. Operating income increased by 62% to $37.3 million, from $23.1 million in the third quarter of 2005. In comparison with the first nine months of 2005, this Segment achieved period-over-period revenue growth of $221.6 million or 28%, exceeding the $1 billion level, and operating income growth of $26.0 million or 31%. Third quarter operating margins for the Segment increased by 170 basis points to 10.8% from 9.1% in the third quarter of 2005. For the first nine months, operating margins increased by 30 basis points to 10.8% from 10.5% for the first nine months of 2005. The increase in operating margins was due to improved overall operating performance at several locations. The overall effect of acquisitions increased revenues for the Segment by $55.3 million and $163.7 million for the third quarter and first nine months of 2006, respectively, compared with the same periods last year. BISNH was accretive during both the third quarter and first nine months of 2006. The Segment accounted for 39% and 40% of the Company's revenues and 37% and 41% of the operating income for the third quarter and first nine months of 2006, respectively.

The Access Services Segment's revenues in the third quarter of 2006 were $278.6 million compared with $195.4 million in the third quarter of 2005, a 43% increase. Operating income increased by 70% to $35.4 million, from $20.9 million in the third quarter of 2005. Operating margins for the Segment improved by 200 basis points to 12.7% from 10.7% in the third quarter of 2005. In comparison with the first nine months of 2005, this Segment achieved period-over-period revenue growth of $188.6 million or 32% and operating income growth of $37.4 million or 73%. Operating margins for the first nine months of 2006 improved by 270 basis points to 11.5% from 8.8% in the first nine months of 2005. These improvements were broad-based, and were led by the North American and the European operations. The net effect of business acquisitions and divestitures increased revenues for this Segment by $48.8 million and $123.8 million for the third quarter and first nine months of 2006, respectively, compared with the same periods last year. Hunnebeck was accretive during both the third quarter and first nine months of 2006. The Access Services Segment accounted for 32% and 31% of the Company's revenues and 35% and 34% of the operating income for the third quarter and first nine months of 2006, respectively.

The Gas Technologies Segment's revenues in the third quarter of 2006 were $102.6 million compared with $98.0 million in the third quarter of 2005, a 5% increase. Operating income decreased by 56% to $2.2 million, from $5.2 million in the third quarter of 2005. In comparison with the first nine months of 2005, this Segment's revenues increased $19.4 million or 7% in the first nine months of 2006. Operating income for the first nine months of 2006 decreased $5.1 million or 47% compared with the first nine months of 2005. In the third quarter and first nine months of 2006, operating income was negatively impacted by restructuring costs associated with strategic initiatives including exiting a non-performing product line, as well as higher commodity and energy costs. These increased costs reduced operating margins for this Segment by 310 basis points to 2.2% from 5.3%, and by 200 basis points to 2% from 4% for the third quarter and first nine months of 2006, compared with the same periods last year, respectively. This Segment accounted for 12% of the Company's revenues for both the third quarter and first nine months of 2006, and 2% of the operating income for both the third quarter and the first nine months of 2006.

Four of the five businesses in the Engineered Products and Services ("all other") Category contributed higher revenues in the third quarter of 2006 compared with the comparable period in 2005, with only the railway track maintenance services and equipment business showing lower revenues due principally to the timing of equipment sales. All five businesses contributed higher revenue in the first nine months of 2006 compared with 2005. Additionally, all five businesses contributed higher income in the third quarter and first nine months of 2006 when compared with the comparable periods in 2005. Overall, operating margins for the Category in the third quarter of 2006 improved by 300 basis points to 17.0%

from 14.0% in the third quarter of 2005. Operating margins for the first nine months of 2006 improved by 190 basis points to 14.5% from 12.6% in the first nine months of 2005.

In comparison to the third quarter of 2005, the impact of foreign currency translation for the Company increased 2006 sales and pre-tax income by $17.6 million and $1.0 million, respectively. For the first nine months of 2006, the impact of foreign currency translation increased sales and pre-tax income by $5.2 million and $1.4 million, respectively, compared to the same period in 2005.

OUTLOOK OVERVIEW

The Company's operations span several industries and products as more fully discussed in Part I, Item 1, "Business," of the Company's Form 10-K for the year ended December 31, 2005. On a macro basis, the Company is affected by worldwide steel mill production and capacity utilization; non-residential construction and industrial maintenance activities; industrial production volume; and the general business trend towards the outsourcing of services. The overall outlook for 2006 and into 2007 continues to be positive for these business drivers.

The Company's Mill Services Segment continues to benefit from consistent levels of global steel production at mills served by the Company, new contract signings, contract renewals and accretion from the December 29, 2005 acquisition of BISNH. However, the Company may experience higher energy costs that could have a negative impact on operating margins, to the extent these costs cannot be passed to customers.

Both domestic and international Access Services activity remains strong. Although the sale of the Youngman light-access manufacturing business in late 2005 has modestly affected 2006 revenues, operating performance in 2006 for the Segment has benefited and will continue to benefit by accretion from the November 21, 2005 Hunnebeck acquisition; increased non-residential construction spending and industrial maintenance activity in the Company's major markets; strategic investments or acquisitions in new markets and expansion of current product lines; further market penetration from new products; product cross-selling opportunities among the markets served by the three Access Services businesses; and cost reduction opportunities through consolidated procurement initiatives.

In the Gas Technologies Segment for the remainder of 2006, demand for industrial cylinders and cryogenics equipment is expected to show continued improvement and an overall improvement in the valves business is expected compared with the prior year. International operations are expected to continue to perform well. However, the risk remains that commodity cost inflation and the availability of certain raw materials could continue to adversely affect this Segment's results.

The future outlook for the Engineered Products and Services ("all other") Category is positive, although income in the fourth quarter of 2006 is expected to be below the equivalent 2005 period. The Company's railway track maintenance services and equipment business' income and margins are expected to continue to benefit from the shift toward contract services, with several major contracts having started in 2006. Notwithstanding this increase in contract services, the timing of shipments in the fourth quarter of 2006 will likely result in lower income than 2005's fourth quarter. The air-cooled heat exchangers business is expected to continue to benefit from strong energy market demand due to increased natural gas drilling and transmission. While not expecting a repeat of the same level of benefits from post-Katrina rebuilding experienced in the fourth quarter of 2005, the industrial grating products business is expected to continue to post strong results into 2007 due to strong end-markets in energy and non-residential construction. The roofing granules and abrasives business is expected to continue to perform well long-term, although increased energy costs, reduced volume on a comparative basis from post-Katrina rebuilding experienced in the fourth quarter of 2005 and a fourth quarter 2006 slowdown in the roofing granule business could reduce operating margins. The boiler and process equipment business is also expected to continue its strong performance.

The stable or improved market conditions for most of the Company's services and products and the significant investments made recently for acquisitions and growth-related capital expenditures provide the base for achieving the Company's stated objective of growth in diluted earnings per share from continuing operations and net cash provided by operating activities for the full year 2006 and 2007. The record performance achieved in the first nine months of 2006 provides a solid foundation towards achieving the full-year objectives.

REVENUES BY REGION

(DOLLARS IN MILLIONS)	TOTAL REVENUES THREE MONTHS ENDED SEPTEMBER 30 2006	2005	PERCENTAGE GROWTH FROM 2005 TO 2006 PRICE/VOLUME	CURRENCY	TOTAL
Europe	$ 409.6	$ 274.9	43.0%	6.0%	49.0%
North America	349.1	314.3	10.8	0.3	11.1
Latin America	41.5	37.5	7.0	3.7	10.7
Middle East and Africa	39.6	36.7	11.6	(3.6)	8.0
Asia/Pacific	36.1	34.1	5.6	0.3	5.9
Total	$ 875.9	$ 697.5	23.1%	2.5%	25.6%

REVENUES BY REGION

(DOLLARS IN MILLIONS)	TOTAL REVENUES NINE MONTHS ENDED SEPTEMBER 30 2006	2005	PERCENTAGE GROWTH FROM 2005 TO 2006 PRICE/VOLUME	CURRENCY	TOTAL
Europe	$ 1,156.3	$ 831.5	39.4%	(0.3)%	39.1%
North America	1,009.0	874.9	14.9	0.4	15.3
Latin America	123.0	111.0	4.0	6.8	10.8
Middle East and Africa	119.1	114.3	6.0	(1.8)	4.2
Asia/Pacific	103.6	102.0	3.2	(1.6)	1.6
Total	$ 2,511.0	$ 2,033.7	23.2%	0.3%	23.5%

2006 HIGHLIGHTS
The following significant items affected the Company overall during the third quarter and first nine months of 2006 in comparison with the third quarter and first nine months of 2005, respectively:

Company Wide:

- Strong worldwide economic activity, as well as the accretive performance of the Hunnebeck and BISNH acquisitions, benefited the Company in the third quarter and first nine months of 2006. This included increased access equipment services, sales and rentals, especially in North America, Europe and the Middle East; net increased volume and new business in the Mill Services Segment; and increased demand for air-cooled heat exchangers, cryogenics equipment, industrial cylinders and industrial grating products.
- As expected, during the third quarter and first nine months of 2006, the Company experienced higher fuel and energy-related costs, as well as higher commodity costs for certain manufacturing businesses. To the extent that such costs cannot be passed to customers in the future, operating income may be adversely affected.
- Total pension expense for the first nine months of 2006 increased $3.7 million from the first nine months of 2005. Defined contribution and multi-employer plan expenses for the first nine months of 2006 increased approximately $4.4 million from the first nine months of 2005 due to increased volume in the Mill Services and Access Services Segments. This was partially offset by decreased defined benefit pension expense of approximately $0.8 million due to improved returns on plan assets in 2005. The Company is currently taking additional actions designed to further mitigate pension expense volatility. This is more fully discussed in the Outlook, Trends and Strategies section.
- During the first nine months of 2006, international sales and operating income were 62% and 71%, respectively, of total sales and operating income. This compares with the first nine months of 2005 levels of 59% of sales and 69% of operating income. As expected, the international percentages have increased as a result of the Hunnebeck and BISNH acquisitions.

MILL SERVICES SEGMENT:

	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
(DOLLARS IN MILLIONS)	2006	2005	2006	2005
Revenues	$ 345.9	$ 254.9	$ 1,016.4	$ 794.8
Operating income	37.3	23.1	109.5	83.5
Operating margin percent	10.8%	9.1%	10.8%	10.5%

MILL SERVICES SEGMENT - SIGNIFICANT IMPACTS ON REVENUES	THREE MONTHS ENDED SEPTEMBER 30	NINE MONTHS ENDED SEPTEMBER 30
(IN MILLIONS)		
Revenues - 2005	$ 254.9	$ 794.8
Acquisitions - (BISNH and Evulca SAS)	55.3	163.7
Increased volume and new business	27.7	53.0
Impact of foreign currency translation	8.0	4.9
Revenues - 2006	$ 345.9	$ 1,016.4

MILL SERVICES SEGMENT - SIGNIFICANT IMPACTS ON OPERATING INCOME:

- Operating income for the third quarter and first nine months of 2006 increased by $13.8 million and $29.4 million, respectively, as a result of the BISNH acquisition, increased volumes and new business, particularly in the United States and Europe, partially offset by increased operating costs (as noted below).
- Compared with the third quarter and first nine months of 2005, the Segment's operating income and margins in the third quarter and first nine months of 2006 were negatively impacted by increased fuel and energy-related costs (excluding increased costs due to acquisitions) of approximately $3.5 million and $9.9 million, respectively. A portion of this increase was growth-related. Despite the increased energy costs, margins improved for the third quarter and first nine months of 2006, when compared with the comparable period in 2005.
- In the first nine months of 2005, this Segment's operating income was positively affected by $3.3 million in pre-tax income due to a net gain on the disposal of assets related to exiting an underperforming contract. No similar gains were recognized in the first nine months of 2006.
- Foreign currency translation in the third quarter and first nine months of 2006 increased operating income for this Segment by $0.7 million and $1.8 million, respectively, compared with the third quarter and first nine months of 2005.

ACCESS SERVICES SEGMENT:

	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
(IN MILLIONS)	2006	2005	2006	2005
Revenues	$ 278.6	$ 195.4	$ 774.1	$ 585.5
Operating income	35.4	20.9	88.9	51.5
Operating margin percent	12.7%	10.7%	11.5%	8.8%

ACCESS SERVICES SEGMENT - SIGNIFICANT IMPACTS ON REVENUES	THREE MONTHS ENDED SEPTEMBER 30	NINE MONTHS ENDED SEPTEMBER 30
(IN MILLIONS)		
Revenues - 2005	$ 195.4	$ 585.5
Net effect of acquisitions and divestitures (Hunnebeck and Cleton offset by Youngman light-access manufacturing unit divestiture)	48.8	123.8
Net increased volume and new business	26.1	64.7
Impact of foreign currency translation	8.4	0.1
Other	(0.1)	--
Revenues - 2006	$ 278.6	$ 774.1

ACCESS SERVICES SEGMENT - SIGNIFICANT IMPACTS ON OPERATING INCOME:

- In the first nine months of 2006, there was a continued strengthening in the North American non-residential construction markets that started in the latter half of 2004. This had a positive effect on volume (particularly equipment rentals) which caused overall margins and operating income in North America to improve. Equipment rentals, particularly in the construction sector, provide the highest margins for this Segment.
- The net effect of acquisitions and divestitures had a positive effect on the third quarter and first nine months of 2006 operating income, with the Hunnebeck business performing well.
- The international access services business continued to improve due to increased non-residential construction spending and industrial maintenance activity in the Company's major markets, as well as the Hunnebeck acquisition.
- Operating income and margins were positively affected in the third quarter of 2006 due to a $2.5 million gain on the disposal of assets, compared with a similar gain of $1.6 million in the third quarter of 2005.
- Foreign currency translation in the third quarter and nine months of 2006 increased operating income for this Segment by $0.4 million and $0.3 million, respectively, compared with the third quarter and first nine months of 2005.

GAS TECHNOLOGIES SEGMENT:

	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
(IN MILLIONS)	2006	2005	2006	2005
Revenues	$ 102.6	$ 98.0	$ 289.6	$ 270.2
Operating income	2.2	5.2	5.8	10.9
Operating margin percent	2.2%	5.3%	2.0%	4.0%

GAS TECHNOLOGIES SEGMENT - SIGNIFICANT IMPACTS ON REVENUES	THREE MONTHS ENDED SEPTEMBER 30	NINE MONTHS ENDED SEPTEMBER 30
(IN MILLIONS)		
Revenues - 2005	$ 98.0	$ 270.2
Increased demand for cryogenics equipment and industrial cylinders	6.9	14.6
Increased demand for certain valves and composite-wrapped cylinders	1.8	9.0
Decreased demand for propane tanks in the third quarter of 2006	(4.6)	(4.6)
Other	0.5	0.4
Revenues - 2006	$ 102.6	$ 289.6

GAS TECHNOLOGIES SEGMENT - SIGNIFICANT IMPACTS ON OPERATING INCOME:

- Operational improvements and the effect of increased sales were offset by increased brass costs, higher insurance costs and restructuring costs (principally in the third quarter) associated with strategic initiatives in the valves business in the third quarter and first nine months of 2006 compared with the same prior-year periods. A strategic action plan has been implemented to improve the results of the valves business. Cost savings as a result of this plan helped decrease the impact of significantly increased brass costs in 2006. In addition, certain product lines are being rationalized which resulted in significant restructuring costs incurred in the third quarter. This plan is further discussed in the Outlook, Trends and Strategies section.
- The international businesses, principally in Europe and, to a lesser extent, Asia, contributed to the improved performance of the cryogenics business during the third quarter and first nine months of 2006 compared with the third quarter and first nine months of 2005.
- Despite higher demand for industrial cylinders, operating income decreased from the prior year in both the third quarter and first nine month of 2006 due mainly to the effect of equipment repairs and maintenance, product mix and higher commodity and energy-related costs.
- Operating income decreased for propane tanks in the third quarter and first nine months of 2006, due to decreased third quarter demand, as well as increased commodity and insurance costs. The negative effect of these items was partially offset by favorable product mix and process improvement initiatives.
- Operating income increased in the third quarter and first nine months of 2006 for composite-wrapped cylinders due to increased sales and favorable product mix, partially offset by higher raw material costs.
- The impact of foreign currency translation in the third quarter and first nine months of 2006 did not have a material impact on operating income for this Segment when compared with the third quarter and first nine months of 2005.

ENGINEERED PRODUCTS AND SERVICES ("ALL OTHER") CATEGORY:

	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
(IN MILLIONS)	2006	2005	2006	2005
Revenues	$ 148.8	$ 149.2	$ 430.9	$ 383.2
Operating income	25.2	20.9	62.7	48.2
Operating margin percent	17.0%	14.0%	14.5%	12.6%

ENGINEERED PRODUCTS & SERVICES ("ALL OTHER") CATEGORY - SIGNIFICANT IMPACTS ON REVENUES	THREE MONTHS ENDED SEPTEMBER 30	NINE MONTHS ENDED SEPTEMBER 30
(IN MILLIONS)		
Revenues - 2005	$ 149.2	$ 383.2
Air-cooled heat exchangers	6.4	28.2
Industrial grating products	3.6	7.6
Boiler and process equipment	1.9	4.4
Roofing granules and abrasives	0.5	4.4
Railway track maintenance services and equipment	(13.6)	3.4
Impact of foreign currency translation	0.7	(0.2)
Other	0.1	(0.1)
Revenues - 2006	$ 148.8	$ 430.9

ENGINEERED PRODUCTS AND SERVICES ("ALL OTHER") CATEGORY - SIGNIFICANT IMPACTS ON OPERATING INCOME:

- Operating income for the air-cooled heat exchangers business improved in the third quarter and first nine months of 2006 due to increased volume resulting from an improved natural gas market.
- Increased third quarter and first nine months of 2006 operating income for the industrial grating products business was due principally to higher pricing consistent with higher commodity costs and an improved product mix.
- Operating income for the railway track maintenance services and equipment business was higher in the third quarter of 2006 compared with the same period of 2005 due to increased contract services volume, partially offset by reduced equipment sales due to the timing of orders. Operating income for the first nine months of 2006 was also higher due to increased repair parts volume and improved equipment sales mix, partially offset by reduced contract services income due to higher maintenance and start-up costs of new contracts.
- The boiler and process equipment business delivered improved third quarter and first nine months 2006 results due to improved revenues from the new-generation Mach boilers, Thermific boilers and process equipment.
- Higher pricing resulting from the pass through of higher energy costs for roofing granules and abrasives again sustained profitable results for that business in the third quarter and first nine months of 2006.
- The impact of foreign currency translation in the third quarter and first nine months of 2006 did not have a material impact on operating income for this Category when compared with the third quarter and first nine months of 2005.

OUTLOOK, TRENDS AND STRATEGIES

Looking to the remainder of 2006 and beyond, the following significant items, trends and strategies are expected to affect the Company:

Company Wide:

- In the fourth quarter of 2006, the Company expects continued strong performance in the worldwide Mill Services and Access Services Segments. However, results for the Engineered Products and Services ("all other") Category will likely be below the fourth quarter of 2005 due to the timing of orders and shipments for the railway track maintenance services and equipment business; no repeat of the benefits from Hurricane Katrina for the industrial grating business and the roofing granules and abrasives business; a fourth quarter slow-down in the roofing granules market; and

higher commodity costs than experienced in the fourth quarter of 2005. In addition, the fourth quarter of 2005 benefited from a lower overall tax rate due to the one-time impact of the American Jobs Creation Act and the one-time benefit from designating certain international earnings as permanently reinvested.

- The Company will continue its focus on expanding the industrial services businesses, with a particular emphasis on growing the Mill Services Segment and the Access Services Segment through the provision of additional services to existing customers, new contracts in both developed and emerging markets and strategic acquisitions. Additionally, new higher-margin service opportunities in railway services will be pursued globally.
- The Company will continue to invest in strategic acquisitions and growth capital investments; however, management will be very selective with the capital investments, choosing those with the highest Economic Value Added (EVA(R)).
- A greater focus on corporate-wide expansion into China and other emerging economies (e.g., Brazil, India, etc.) is expected in the coming years. More specifically, within the next three to five years, a focused strategy of the Company will be to approximately double the presence in the Latin American, Asia Pacific, Middle East and Africa, and Eastern European markets to approximately 30% of total revenues.
- The continued growth of the Chinese steel industry, as well as other Asian emerging economies, could impact the Company in several ways. Increased steel mill production in China, and in other Asian countries, may provide additional service opportunities for the Mill Services Segment. However, increased Asian steel exports could result in lower steel production in other parts of the world, affecting the Company's customer base. Additionally, continued increased Chinese economic activity may result in increased commodity costs in the future, which may adversely affect the Company's manufacturing businesses. The potential impact of these risks is currently unknown.
- Increases in energy and commodity costs (e.g., natural gas, steel, brass, aluminum, etc.) and worldwide demand for these commodities could have an adverse effect on the Company's raw material costs and ability to obtain the necessary raw materials. Fuel and energy costs increased approximately $15 million in the first nine months of 2006 compared with the first nine months of 2005 (excluding increased costs due to acquisitions). A portion of this increase was growth-related. Should cost increases continue, it could result in reduced operating income for certain products to the extent that such costs cannot be passed on to customers. The effect of any Middle East armed hostilities on the cost of fuel and commodities is currently unknown, but it could have a significant effect. Certain commodity costs are anticipated to increase in the last quarter of 2006 in comparison with the same period of 2005.
- The armed hostilities in the Middle East could have a significant effect on the Company's operations in the region. The potential impact of this risk is currently unknown. This exposure is further discussed in Part II, Item 1A, "Risk Factors."
- Foreign currency translation had an overall favorable impact on the Company's sales and operating income during the first nine months of 2006 compared with the first nine months of 2005. If the U.S. dollar strengthens, particularly in relationship to the euro or British pound sterling, the impact on the Company would generally be negative in terms of reduced sales, income and Stockholders' equity.
- An internal target of $400 million in net cash provided by operating activities has been established for 2006. Currently, this target is expected to be achieved, helping to support the Company's growth initiatives.
- Controllable cost reductions and continuous process improvement initiatives across the Company are targeted to further enhance margins for most businesses. These initiatives include improved supply chain management; additional outsourcing in the manufacturing businesses; and an added emphasis on corporate-wide procurement initiatives. The Company will use its increased size and leverage due to recent acquisitions to reduce vendor costs and focus on additional opportunities for cost reductions via procurement in low-cost countries such as China and India.
- Total pension expense (defined benefit, defined contribution and multi-employer) for 2006 is expected to approximate or be slightly higher than the 2005 level. In the U.K., defined benefit pension expense is expected to decline in 2006 due to the significant level of cash contributions, including voluntary cash contributions (approximately $16.9 million during 2005 and $9.4 million in the third quarter of 2006, which, by itself, will have a positive effect on future years' pension expense), to the defined benefit pension plan as well as the improved 2005 performance of the plan's assets. Domestically, the majority of the twenty-year amortization of the transition asset (from the initial implementation of SFAS No. 87 in 1986) has ceased during 2006. By itself, the elimination of this benefit is projected to increase domestic defined-benefit pension expense by approximately $1.0 million when compared with 2005. The Company's pension task force continues to evaluate alternative strategies to further mitigate overall pension expense, including the on-going evaluation of investment fund managers' performance; the balancing of plan assets and liabilities; the risk assessment of all multi-employer pension plans; the possible merger of certain plans; the consideration of incremental cash contributions to certain plans; and other changes that should mitigate future volatility and expense. On a comparative basis, total pension expense in the first nine months of 2006 was $3.7 million higher than the first nine months of 2005, partially due to the effect of acquired companies.
- Changes in worldwide interest rates, particularly in the U.S. and Europe, could have a significant effect on the Company's overall interest expense, as currently approximately 48% of the Company's borrowings are at variable interest rates (in comparison to approximately 50% at December 31, 2005 and 16% at September 30, 2005). The

Company manages the mix of fixed rate and floating rate debt to preserve adequate funding flexibility as well as control the effect of interest rate changes on consolidated interest expense.

Mill Services Segment:

- Further consolidation in the global steel industry is probable. Should transactions occur involving some of the steel industry's larger companies that are customers of the Company, it would result in an increase in concentration of revenues and credit risk for the Company. If a large customer were to experience financial difficulty, or file for bankruptcy protection, it could adversely impact the Company's income, cash flows and asset valuations. As part of its credit risk management practices, the Company closely monitors the credit standing and accounts receivable position of its customer base. Further consolidation may also increase the competitive risk of services contracts which are up for renewal. Conversely, such consolidation may provide additional service opportunities for the Company as the Company believes it is well-positioned competitively.
- To maintain pricing levels, a more disciplined steel industry has been adjusting production levels to bring inventories in-line with current demand. However, based on current market conditions and industry reports, the Company expects global steel production to remain stable for the remainder of 2006, which would generally have a favorable effect on this Segment's revenues. This is despite expected softness in the North America market for the remainder of 2006.
- The increased energy-related costs this Segment experienced during the first nine months of 2006 are expected to persist through the remainder of 2006. In the first nine months of 2006, these costs increased approximately $10 million compared with the first nine months of 2005 (excluding increased costs due to acquisitions). Some of these costs were passed on to customers in the form of selling price increases. Given the volatility of such costs, the future effect on the Company cannot be quantified.
- The Company has been placing significant emphasis on improving operating margins of this Segment. Specific plans for 2006 and 2007 include global procurement initiatives; process improvement programs; maintenance best practices programs; and execution of its reorganization plan.

Access Services Segment:

- Both the international and domestic Access Services businesses have experienced buoyant markets during 2006 and that is expected to continue during the remainder of the year and into 2007. Specifically, international and especially North American non-residential construction activity continues at historically high volume levels. Additionally, new product line additions continue to benefit growth in North America.

Gas Technologies Segment:

- Worldwide supply and demand for steel, aluminum and, to a lesser extent, the availability of carbon fiber used to manufacture filament-wound composite cylinders could have adverse effects on future raw material costs and this Segment's ability to obtain the necessary raw materials. Overall commodity costs are expected to increase in the fourth quarter of 2006 compared with the same period in the prior year. Additionally, the price of brass, a raw material used for the production of certain valves, continued to increase during the first nine months of 2006. Should brass prices continue to increase during the remainder of 2006, this could result in reduced operating income for certain products to the extent that such costs cannot be passed on to customers.
- A comprehensive strategic plan to improve the performance of the valves business was developed during the fourth quarter of 2005 and is currently being executed. The plan includes the following: a new senior management team; development and marketing of new products; focus on an expanded international customer base; consolidating certain manufacturing processes; process improvements within the manufacturing operations including outsourcing; and optimization of the organizational structure of the business. In addition, certain product lines are being rationalized in the second half of 2006. If the business conditions encountered during 2005 and the first nine months of 2006 persist, and raw material costs continue to increase, despite execution of the strategic action plan and product-line rationalization, the valuation of this business could be negatively impacted.
- The industrial cylinder and cryogenic equipment businesses are expected to show continued improved performance for the remainder of 2006. The international businesses will continue to contribute to the improved performance of the cryogenic equipment business in the fourth quarter of 2006.

Engineered Products and Services ("all other") Category:

- International demand for the railway track maintenance services and equipment business' products and services has been strong and is expected to remain so. However, on a comparative basis, fourth quarter 2006 sales and operating income for this business are expected to be less than the comparable 2005 period due to the shipment of several large machine orders in 2005. Nonetheless, operating income is expected to be higher for the year 2006 compared with 2005 due to increased volume of higher-margin industrial services and manufacturing process improvements and

efficiencies that are expected to improve margins on a long-term basis. Additionally, higher-margin international equipment sales will continue to be pursued by this business.

- The industrial grating business is expected to sustain improved operating income for 2006, although operating income in the fourth quarter of 2006 will likely be lower than the same period in 2005 due to the positive effect of Hurricane Katrina rebuild activity in the fourth quarter of 2005 as well as higher steel costs.
- Worldwide supply and demand for steel could have an adverse impact on raw material costs and the ability to obtain the necessary raw materials for most businesses in this Category. The Company has implemented certain strategies and plans to help ensure continued product supply to our customers and mitigate the potentially negative impact rising steel prices could have on operating income.
- The roofing granules and abrasives business is expected to continue to perform well long-term, although increased energy costs, reduced volume on a comparative basis from post-Katrina rebuilding experienced in the fourth quarter of 2005 and a fourth quarter 2006 slowdown in the roofing granule business could reduce operating margins. This business is pursuing the use of more energy-efficient equipment to help mitigate the increased energy-related costs.
- Due to a strong natural gas market and additional North American opportunities, demand for air-cooled heat exchangers is expected to remain strong for the remainder of 2006.

RESULTS OF OPERATIONS

	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
(DOLLARS ARE IN MILLIONS, EXCEPT PER SHARE AND PERCENTAGES)	2006	2005	2006	2005
Revenues from continuing operations	$ 875.9	$ 697.5	$2,511.0	$2,033.7
Cost of services and products sold	646.0	532.6	1,866.6	1,552.6
Selling, general and administrative expenses	126.4	95.1	370.9	287.3
Other (income) expenses	2.6	(0.5)	6.1	0.3
Operating income from continuing operations	100.2	69.6	265.2	191.4
Interest expense	15.3	9.9	44.0	30.8
Income tax expense from continuing operations	28.3	18.6	73.9	51.4
Net income	55.8	40.0	143.9	104.8
Diluted earnings per common share	1.32	0.95	3.41	2.49
Consolidated effective income tax rate	32.9%	30.8%	32.9%	31.6%

COMPARATIVE ANALYSIS OF CONSOLIDATED RESULTS

REVENUES

Revenues for the third quarter of 2006 increased $178.5 million or 26% from the third quarter of 2005. Revenues for the first nine months of 2006 increased $477.3 million or 23% from the first nine months of 2005. These increases were attributable to the following significant items:

CHANGES IN REVENUES - 2006 VS. 2005 (IN MILLIONS)	THIRD QUARTER	NINE MONTHS
Net effect of business acquisitions and divestitures in the Mill Services Segment ($55.3 million and $163.7 million, for the third quarter and nine months, respectively) and the Access Services Segment ($48.8 million and $123.8 million for the third quarter and nine months, respectively).	$ 104.1	$ 287.5
Net increased revenues in the Access Services Segment due principally to improved markets in North America and the continued strength of the international business, particularly in Europe (excluding the net effect of acquisitions and divestitures).	26.1	64.7
Net increased volume, new contracts and sales price changes in the Mill Services Segment, particularly the U.S. (excluding acquisitions).	27.7	53.0
Increased revenues of the air-cooled heat exchangers business due to an improved natural gas market.	6.4	28.2
Net increased revenues in the Gas Technologies Segment due principally to increased demand for certain valves, cryogenics equipment and industrial cylinders.	4.2	19.0
Increased revenues in the industrial grating products business due to improved pricing as a result of higher commodity costs.	3.6	7.6
Effect of positive foreign currency translation.	17.6	5.2
Increased revenues in the railway track maintenance services and equipment business due to increased contract services and repair parts sales, partially offset by decreased rail equipment sales.	--	3.4
Decreased revenues in the railway track maintenance services and equipment business due to decreased rail equipment sales, partially offset by increased contract services.	(13.6)	--
Other (minor changes across the various units not already mentioned).	2.4	8.7
Total Change in Revenues - 2006 vs. 2005	$ 178.5	$ 477.3

COST OF SERVICES AND PRODUCTS SOLD

Cost of services and products sold for the third quarter of 2006 increased $113.3 million, or 21%, from the third quarter of 2005, a lower rate than the 26% increase in revenues. Cost of services and products sold for the first nine months of 2006 increased $314.0 million, or 20%, from the first nine months of 2005, a lower rate than the 23% increase in revenues. These changes were attributable to the following significant items:

CHANGES IN COST OF SERVICES AND PRODUCTS SOLD - 2006 VS. 2005 (IN MILLIONS)	THIRD QUARTER	NINE MONTHS
Net effect of business acquisitions and divestitures.	$ 72.3	$ 196.4
Increased costs due to increased revenues (exclusive of the effect of foreign currency translation and business acquisitions and including the impact of increased commodity and energy costs included in selling prices).	40.8	138.0
Effect of foreign currency translation.	12.8	4.3
Other (due to product mix; cost controls; process improvements; volume-related efficiencies and minor changes across the various units not already mentioned; partially offset by increased fuel and energy-related costs not recovered through selling prices).	(12.6)	(24.7)
Total Change in Cost of Services and Products Sold - 2006 vs. 2005	$ 113.3	$ 314.0

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative (SG&A) expenses for the third quarter of 2006 increased $31.4 million or 33% from the third quarter of 2005, a higher rate than the 26% increase in revenues. SG&A expenses for the first nine months of 2006 increased $83.6 million or 29% from the first nine months of 2005, a higher rate than the 23% increase in revenues. These higher relative percentage increases in SG&A expenses as compared with revenues were due principally to the effect of certain acquisitions which, by their nature, have a higher percentage of SG&A-related costs. The increases in SG&A expense amounts were attributable to the following significant items with the principal driver being the continued expansion of the business:

CHANGES IN SELLING, GENERAL AND ADMINISTRATIVE EXPENSES - 2006 VS. 2005	THIRD QUARTER	NINE MONTHS
(IN MILLIONS)		
Net effect of business acquisitions and divestitures.	$ 19.1	$ 53.7
Higher compensation expense due to salary increases, increased headcount, higher commissions and employee incentive plan costs due to improved performance.	5.1	17.7
Increased space and equipment rentals, supplies, utilities and fuel costs.	1.0	3.0
Increased professional fees.	1.4	2.6
Increased travel and entertainment expenses.	1.0	2.1
Effect of foreign currency translation.	2.8	0.3
Other.	1.0	4.2
Total Change in Selling, General and Administrative Expenses - 2006 vs. 2005	$ 31.4	$ 83.6

OTHER (INCOME) EXPENSES

This income statement classification includes impaired asset write-downs, employee termination benefit costs and costs to exit activities, offset by net gains on the disposal of non-core assets. Net Other expenses were $2.6 million in the third quarter of 2006, compared with income of $0.5 million in the comparable 2005 period. Net Other expenses were $6.1 million in the first nine months of 2006, compared with $0.3 million in the first nine months of 2005. These increases in net expenses were attributable to the following significant items:

CHANGES IN OTHER (INCOME) EXPENSES - 2006 VS. 2005	THIRD QUARTER	NINE MONTHS
(IN MILLIONS)		
Increase in impaired asset write-downs due principally to exiting an underperforming product line of the Gas Technologies Segment.	$ 4.3	$ 4.0
(Increase)/decrease in net gains on the disposal of non-core assets.	(0.6)	1.6
Increase in other expenses due principally to certain contract termination costs in the second and third quarters of 2006.	0.3	1.3
Increase/(decrease) in costs to exit activities.	(0.3)	0.3
Decrease in employee termination benefit costs.	(0.6)	(1.4)
Total Change in Other (Income) Expenses - 2006 vs. 2005	$ 3.1	$ 5.8

INTEREST EXPENSE

Interest expense for the third quarter of 2006 increased $5.3 million or 54% and $13.2 million or 43% from the third quarter and first nine months of 2005, respectively. These increases were principally due to increased borrowings to finance business acquisitions made in the fourth quarter of 2005.

INCOME TAX EXPENSE FROM CONTINUING OPERATIONS

Income tax expense from continuing operations increased $9.7 million or 52% and $22.5 million or 44%, for the third quarter and first nine months of 2006, respectively. This was primarily due to increased earnings from continuing operations and, to a lesser extent, an increased effective income tax rate from continuing operations. The effective income tax rate of 32.9% for both the third quarter and first nine months of 2006, compared with 30.8% and 31.6% for the third quarter and first nine months of 2005, respectively. The increase in the effective income tax rate for both the third

quarter and first nine months 2006 was primarily due to a one-time tax benefit in the third quarter of 2005 related to an approximately $1.0 million tax refund from an international jurisdiction.

NET INCOME AND EARNINGS PER SHARE

Net income of $55.8 million and diluted earnings per share of $1.32 in the third quarter of 2006 exceeded the third quarter of 2005 by $15.8 million or 40% and $0.37 or 39%, respectively. Net income of $143.9 million and diluted earnings per share of $3.41 in the first nine months of 2006 exceeded the first nine months of 2005 by $39.1 million or 37% and $0.92 or 37%, respectively. These increases are primarily due to strong demand for most of the Company's services and products and the net effect of business acquisitions and divestitures.

LIQUIDITY AND CAPITAL RESOURCES

OVERVIEW

Building on 2005's record cash provided by operations of $315.3 million, the Company continued its momentum by achieving a record $278.9 million in operating cash in the first nine months of 2006, 20% higher than the $232.6 million in the first nine months of 2005. Since the fourth quarter has historically been the most significant for cash flow generation, the Company's management reaffirms its previously stated strategic objective for 2006 of generating a record $400 million in net cash provided by operating activities.

The significant source of cash generated in the first nine months of 2006 enabled the Company to invest $256.5 million in capital expenditures (over 44% of which were for revenue-growth projects); pay $40.9 million in stockholder dividends; invest $11.4 million in business acquisitions; and make $10.6 million in voluntary contributions to the Company's defined benefit pension plans. Additionally, the Company has generated $11.4 million of cash from the sale of non-core assets during the first nine months of 2006, making substantial progress towards the Company's 2006 target of $15 million.

The Company's net cash borrowings decreased $19.9 million in the first nine months of 2006. Balance sheet debt, which is affected by foreign currency translation, increased $33.9 million from December 31, 2005. However, for the same period, the debt to total capital ratio declined from 50.4% to 47.5% as a result of increased Stockholders' Equity.

The Company's strategy remains to redeploy excess or discretionary cash in long-term, high renewal-rate services contracts for the Mill Services business; for growth and international diversification in the Access Services Segment and the railway track maintenance services and equipment business; and for sensible bolt-on acquisitions in the industrial services businesses. The Company also forsees continuing its long and consistent history of paying dividends to stockholders and pay down debt to the extent possible.

The Company also intends to focus on improved working capital management. Specifically, accounts receivable in the Access Services Segment and inventory levels in the manufacturing businesses will continue to be scrutinized and challenged to improve the Company's use of funds.

SOURCES AND USES OF CASH

The Company's principal sources of liquidity are cash from operations and short-term borrowings under its various credit agreements, augmented periodically by cash proceeds from asset sales. The primary drivers of the Company's cash flow from operations are the Company's sales and income, particularly in the services businesses. The Company's long-term Mill Services contracts provide predictable cash flows for several years into the future. (See "Certainty of Cash Flows" section for additional information on estimated future revenues of Mill Services contracts and order backlogs for the Company's manufacturing businesses and railway track maintenance services and equipment business). Cash returns on capital investments made in prior years, for which no cash is currently required, are a significant source of operating cash. Depreciation expense related to these investments is a non-cash charge. The Company also continues to maintain working capital at a manageable level based upon the requirements and seasonality of the businesses.

Major uses of operating cash flows and borrowed funds include payroll costs and related benefits; pension funding payments; raw material purchases for the manufacturing businesses; income tax payments; interest payments; insurance premiums and payments of self-insured casualty losses; and machinery, equipment, automobile and facility rental payments. Other primary uses of cash include capital investments, principally in the industrial services businesses; debt principal and interest payments; and dividend payments. Cash will also be used for bolt-on acquisitions as the appropriate opportunities arise.

RESOURCES AVAILABLE FOR CASH REQUIREMENTS - The Company has various credit facilities and commercial paper programs available for use throughout the world. The following table illustrates the amounts outstanding under credit facilities and commercial paper programs and available credit at September 30, 2006.

SUMMARY OF CREDIT FACILITIES AND COMMERCIAL PAPER PROGRAMS

(IN MILLIONS)	AS OF SEPTEMBER 30, 2006 FACILITY LIMIT	OUTSTANDING BALANCE	AVAILABLE CREDIT
U.S. commercial paper program	$ 550.0(a)	$ 266.9	$ 283.1
Euro commercial paper program	254.1	191.4	62.7
Revolving credit facility (b)	450.0	--	450.0
Supplemental credit facility (b)	100.0	--	100.0
Bilateral credit facility (c)	50.0	9.4	40.6
TOTALS AT SEPTEMBER 30, 2006	$1,404.1	$ 467.7	$ 936.4(d)

(a) Increased from $400 million to $550 million in June 2006.
(b) U.S.-based program
(c) International-based program
(d) Although the Company has significant available credit, it is the Company's policy to limit aggregate commercial paper and credit facility borrowings at any one time to a maximum of $600 million.

For more information on the Company's credit facilities, see Note 6, "Debt and Credit Agreements," to the Company's Form 10-K for the year ended December 31, 2005.

CREDIT RATINGS AND OUTLOOK - The following table summarizes the Company's debt ratings at September 30, 2006:

	LONG-TERM NOTES	U.S.-BASED COMMERCIAL PAPER	OUTLOOK
Standard & Poor's (S&P)	A-	A-2	Stable
Moody's	A3	P-2	Stable
Fitch	A-	F2	Stable

The Company's euro-based commercial paper program has not been rated since the euro market does not require it. In August 2006, S&P reaffirmed its A- and A-2 ratings for the Company's long-term notes and U.S. commercial paper, respectively, and its stable outlook. In August 2006, Fitch reaffirmed its A- and F2 ratings for the Company's long-term notes and U.S. commercial paper, respectively, and its stable outlook. Moody's reaffirmed its ratings for the Company in December 2005. A downgrade to the Company's credit ratings would probably increase borrowing costs to the Company, while an improvement in the Company's credit ratings would probably decrease borrowing costs to the Company.

WORKING CAPITAL POSITION - Changes in the Company's working capital are reflected in the following table:

(DOLLARS ARE IN MILLIONS)	SEPTEMBER 30 2006	DECEMBER 31 2005	INCREASE (DECREASE)
CURRENT ASSETS			
Cash and cash equivalents	$ 99.5	$ 120.9	$ (21.4)
Accounts receivable, net	754.8	666.3	88.5
Inventories	284.8	251.1	33.7
Other current assets	81.0	60.4	20.6
Assets held-for-sale	2.1	2.3	(0.2)
Total current assets	1,222.2	1,101.0	121.2
CURRENT LIABILITIES			
Notes payable and current maturities	108.6	104.0	4.6
Accounts payable	255.0	247.2	7.8
Accrued compensation	85.1	75.7	9.4
Income taxes payable	69.0	42.3	26.7
Other current liabilities	322.5	279.2	43.3
Total current liabilities	840.2	748.4	91.8
WORKING CAPITAL	$ 382.0	$ 352.6	$ 29.4
CURRENT RATIO	1.5:1	1.5:1	

Working capital increased approximately 8% in the first nine months of 2006 due principally to the following factors:

- Cash decreased by $21.4 million due principally to payments made to reduce the Company's net cash borrowings.

- Net receivables increased by $88.5 million due principally to increases in the Mill Services and Access Services Segments which were largely due to higher sales, timing of collections, and foreign currency translation as a result of the strengthening of the euro and the British pound sterling in relation to the U.S. dollar. Partially offsetting these increases was the timing of cash collections in the railway track maintenance services and equipment business.

- Inventories increased $33.7 million from December 31, 2005 due to the following factors:

  - Increased raw materials, finished goods and work-in-process inventories in the Gas Technologies Segment due to higher material costs and to meet expected customer demand.

  - Increased finished goods and raw materials in the Engineered Products and Services Category due to higher material costs and to meet expected customer demand.

  - Increased inventories in the Access Services business due to the Cleton acquisition and to meet expected customer demand.

- Income taxes payable increased $26.7 million due to increased earnings in the third quarter of 2006 and certain tax reserves that were offset by an increase in other current assets.

- Other current liabilities increased $43.3 million principally due to accrued interest on the Company's borrowings and, to a lesser extent, foreign currency translation and increased insurance liabilities.

CERTAINTY OF CASH FLOWS - The certainty of the Company's future cash flows is underpinned by the long-term nature of the Company's mill services contracts. At December 31, 2005, the Company's mill services contracts had estimated future revenues of $4.3 billion. In addition, as of September 30, 2006, the Company had an order backlog of $311.8 million for its manufacturing businesses and railway track maintenance services and equipment business. This compares with $275.8 million at December 31, 2005 and $323.4 million at September 30, 2005. The increase from December 31,

2005 is due principally to increased demand for certain products within the Gas Technologies Segment as well as heat exchangers and industrial grating within the Engineered Products and Services ("all other") Category. The decrease from September 30, 2005 is due principally to the timing of orders and shipments of railway track maintenance equipment. The railway track maintenance services and equipment business backlog includes a significant portion that will not be realized until 2007 and later due to the long lead time necessary to build certain equipment, and the long-term nature of certain service contracts. Backlog for scaffolding, shoring and forming services and for roofing granules and slag abrasives is not included in the total backlog because it is generally not relevant, due to the short lead times between customer orders and the provision of services or delivery of products.

The types of products and services that the Company provides are not subject to rapid technological change, which increases the stability of related cash flows. Additionally, each of the Company's businesses is among the top three companies (relative to sales) in the industries the Company serves. Due to these factors, the Company is confident in its future ability to generate positive cash flows from operations.

CASH FLOW SUMMARY

The Company's cash flows from operating, investing and financing activities, as reflected in the Condensed Consolidated Statements of Cash Flows, are summarized in the following table:

SUMMARIZED CASH FLOW INFORMATION

(IN MILLIONS)	NINE MONTHS ENDED SEPTEMBER 30 2006	2005
Net cash provided by (used in):		
Operating activities	$ 278.9	$ 232.6
Investing activities	(256.4)	(198.9)
Financing activities	(53.2)	(7.0)
Effect of exchange rate changes on cash	9.2	(7.5)
Net change in cash and cash equivalents	$ (21.4)(a)	$ 19.1(a)

(a) Does not total due to rounding

CASH FROM OPERATING ACTIVITIES - Net cash provided by operating activities in the first nine months of 2006 was $278.9 million, an increase of $46.3 million (20%) from the first nine months of 2005. The increased cash from operations was a result of the following factors:

- Increased net income in the first nine months of 2006 compared with the first nine months of 2005.

- The use of cash for net inventories in the first nine months of 2006 was significantly less than the use of cash for net inventories for the comparable period in 2005. This was due principally to the timing of inventory purchases in the railway track maintenance services and equipment business, partially offset by purchases for the industrial grating business to take advantage of reduced pricing opportunities.

- Net receivables increased as of September 30, 2006 compared with December 31, 2005. This was due to overall increased sales during the third quarter of 2006 compared with the fourth quarter of 2005 and the timing of cash collections in the Mill Services and Gas Technologies Segments as well as the international Access Services business.

- The source of cash for other assets and liabilities in the first nine months of 2006 was significantly less than the source of cash for other assets and liabilities for the comparable period in 2005. This was principally due to an increase in insurance liabilities during 2005 not repeated in 2006, partially offset by an increase in the tax provision due to increased net income in 2006. The increased insurance liabilities during 2005 were directly offset by increased third-party insurance claim receivables.

CASH USED IN INVESTING ACTIVITIES - Capital investments for the first nine months of 2006 were $256.5 million. This was an increase of $47.2 million (23%) over the first nine months of 2005. Over 44% of the investments were for projects intended to grow future revenues. Investments were made predominantly in the industrial services businesses, with 47% in the Mill Services Segment and 40% in the Access Services Segment. Throughout the remainder of 2006 and into

2007, the Company plans to continue to invest in high-return projects and bolt-on acquisitions, principally in the industrial services businesses.

CASH USED IN FINANCING ACTIVITIES - The following table summarizes the Company's debt and capital positions at September 30, 2006 and December 31, 2005.

(DOLLARS ARE IN MILLIONS)	SEPTEMBER 30 2006	DECEMBER 31 2005
Notes Payable and Current Maturities	$ 108.6	$ 104.0
Long-term Debt	935.1	905.9
Total Debt	1,043.7	1,009.9
Total Equity	1,155.0	993.9
Total Capital	$2,198.7	$2,003.9(a)
Total Debt to Total Capital	47.5%	50.4%

(a) Does not total due to rounding

The Company's debt as a percent of total capital as of September 30, 2006 decreased from December 31, 2005. Balance sheet debt increased due to foreign currency translation resulting from the weakening of the U.S. dollar in comparison with the euro and the British pound sterling. Additionally, total equity increased due principally to increased net income for the nine months ended September 30, 2006, and positive foreign currency translation, and to a lesser extent, increases in additional paid-in capital for stock option exercises.

DEBT COVENANTS

The Company's credit facilities and certain notes payable agreements contain covenants requiring a minimum net worth of $475 million and a maximum debt to capital ratio of 60%. Based on balances at September 30, 2006, the Company could increase borrowings by approximately $688.3 million and still be within its debt covenants. Alternatively, keeping all other factors constant, the Company's equity could decrease by approximately $457.9 million and the Company would still be within its covenants. The Company's 7.25% British pound sterling-denominated notes due October 27, 2010 also include a covenant that permits the note holders to redeem their notes, at par, in the event of a change of control of the Company. The Company expects to be compliant with these debt covenants one year from now.

CASH AND VALUE-BASED MANAGEMENT

The Company plans to continue with its strategy of selective investing for strategic purposes for the foreseeable future. The goal of this strategy is to improve the Company's Economic Value Added (EVA(R)) under the program that commenced January 1, 2002. Under this program, the Company evaluates strategic investments based upon the investment's economic profit. EVA equals after-tax operating profits less a charge for the use of the capital employed to create those profits (only the service cost portion of pension expense is included for EVA purposes). Therefore, value is created when a project or initiative produces a return above the cost of capital. Consistent with the third quarter and the first nine months of 2006 results, meaningful improvement in EVA was achieved compared with the third quarter and the first nine months of 2005.

The Company is committed to continue paying dividends to stockholders. The Company has increased the dividend rate for twelve consecutive years, and in August 2006, the Company paid its 225th consecutive quarterly cash dividend. In September 2006, the Company declared its 226th consecutive quarterly cash dividend. The Company also plans to pay down debt to the extent possible. Additionally, the Company has authorization to repurchase up to one million of its shares through January 1, 2007.

The Company's financial position and debt capacity should enable it to meet current and future requirements. As additional resources are needed, the Company should be able to obtain funds readily and at competitive costs. The Company is well-positioned and intends to continue investing strategically in high-return projects and acquisitions, reducing debt to the extent possible, and paying cash dividends as a means to enhance stockholder value.

NEW FINANCIAL ACCOUNTING STANDARDS ISSUED

Information on new financial accounting standards issued is included in Note L, "New Financial Accounting Standards Issued," in Part I, Item 1, Financial Statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See Part II, Item 1A, "Risk Factors," for quantitative and qualitative disclosures about market risk.

ITEM 4. CONTROLS AND PROCEDURES

The Company's management, including the Chief Executive Officer and Chief Financial Officer, has conducted an evaluation of the effectiveness of disclosure controls and procedures as of September 30, 2006. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures are effective. There have been no significant changes in internal controls over financial reporting that could materially affect, or are likely to materially affect, internal control over financial reporting during the third quarter of 2006.

ITEM 1. LEGAL PROCEEDINGS

Information on legal proceedings is included under Part I, Item 1, Footnote I labeled "Commitments and Contingencies."

ITEM 1A. RISK FACTORS

MARKET RISK.

In the normal course of business, the Company is routinely subjected to a variety of risks. In addition to the market risk associated with interest rate and currency movements on outstanding debt and non-U.S. dollar-denominated assets and liabilities, other examples of risk include collectibility of receivables, volatility of the financial markets and their effect on pension plans, and global economic and political conditions.

CYCLICAL INDUSTRY AND ECONOMIC CONDITIONS MAY ADVERSELY IMPACT THE COMPANY'S BUSINESSES.

The Company's businesses are subject to general economic slowdowns and cyclical conditions in the industries served. In particular,

- The Company's Mill Services business may be adversely impacted by slowdowns in steel mill production, excess capacity, consolidation or bankruptcy of steel producers or a reversal or slowing of current outsourcing trends in the steel industry;
- The Company's Access Services business may be adversely impacted by slowdowns in non-residential construction and annual industrial and building maintenance cycles;
- The railway track maintenance services and equipment business may be adversely impacted by developments in the railroad industry that lead to lower capital spending or reduced maintenance spending;
- The industrial abrasives and roofing granules business may be adversely impacted by reduced home resales or economic conditions that slow the rate of residential roof replacement, or by slowdowns in the industrial and infrastructure refurbishment industries;
- The industrial grating business may be adversely impacted by slowdowns in non-residential construction and industrial production;
- The air-cooled heat exchangers business is affected by cyclical conditions present in the natural gas industry. A high demand for natural gas is currently creating increased demand for the Company's air-cooled heat exchangers. However, a slowdown in natural gas production could adversely affect this business; and
- The Company's Gas Technologies business may be adversely impacted by reduced industrial production, and lower demand for industrial gases, slowdowns in demand for medical cylinders, valves, or lower demand for natural gas vehicles.

THE COMPANY'S DEFINED BENEFIT PENSION EXPENSE IS DIRECTLY AFFECTED BY THE EQUITY AND BOND MARKETS AND A DOWNWARD TREND IN THOSE MARKETS COULD ADVERSELY IMPACT THE COMPANY'S FUTURE EARNINGS. AN UPWARD TREND IN THE EQUITY AND BOND MARKETS COULD POSITIVELY AFFECT THE COMPANY'S FUTURE EARNINGS.

In addition to the economic issues that directly affect the Company's businesses, changes in the performance of equity and bond markets, particularly in the United Kingdom and the United States, impact actuarial assumptions used in determining annual pension expense, pension liabilities and the valuation of the assets in the Company's defined benefit pension plans. The downturn in financial markets during 2000, 2001 and 2002 negatively impacted the Company's pension expense and the accounting for pension assets and liabilities. This resulted in an increase in pre-tax defined benefit pension expense from continuing operations of approximately $20.8 million for calendar year 2002 compared with 2001 and $17.7 million for calendar year 2003 compared with 2002. The upturn in certain financial markets beginning in 2003 and certain plan design changes (discussed below) contributed to a decrease in pre-tax defined benefit pension expense from continuing operations of approximately $3.8 million for 2005 compared with 2004, and approximately $5.4 million for 2004 compared with 2003. Additionally, defined benefit pension expense declined $0.8 million for the first nine

months of 2006 compared with the first nine months of 2005. An upward trend in capital markets would likely result in a decrease in future unfunded obligations and pension expense. This could also result in an increase to Stockholders' Equity and a decrease in the Company's statutory funding requirements. If the financial markets deteriorate, it would most likely have a negative impact on the Company's pension expense and the accounting for pension assets and liabilities. This could result in a decrease to Stockholders' Equity and an increase in the Company's statutory funding requirements.

In response to the adverse market conditions, during 2002 and 2003 the Company conducted a comprehensive global review of its pension plans in order to formulate a plan to make its long-term pension costs more predictable and affordable. The Company implemented design changes for most of these plans during 2003. The principal change involved converting future pension benefits for many of the Company's non-union employees in both the U.K. and U.S. from defined benefit plans to defined contribution plans as of January 1, 2004. This conversion is expected to make the Company's pension expense more predictable and affordable and less sensitive to changes in the financial markets.

The Company's pension committee continues to evaluate alternative strategies to further reduce overall pension expense including the on-going evaluation of investment fund managers' performance; the balancing of plan assets and liabilities; the risk assessment of all multi-employer pension plans; the possible merger of certain plans; the consideration of incremental cash contributions to certain plans; and other changes that are likely to reduce future pension expense volatility and minimize risk.

Changes in the related pension benefit costs may occur in the future due to changes in the assumptions and due to changes in returns on plan assets resulting from financial market conditions. Using the expense calculated for calendar year 2006 and holding all other assumptions constant, a one-half percent increase or decrease in the discount rate and the expected long-term rate of return on plan assets would increase or decrease annual pre-tax defined benefit pension expense as follows:

	APPROXIMATE CHANGES IN PRE-TAX DEFINED BENEFIT PENSION EXPENSE	
	U.S. PLANS	U.K. PLAN
Discount rate		
One-half percent increase	Decrease of $1.8 million	Decrease of $4.8 million
One-half percent decrease	Increase of $2.0 million	Increase of $5.2 million
Expected long-term rate of return on plan assets		
One-half percent increase	Decrease of $1.2 million	Decrease of $3.0 million
One-half percent decrease	Increase of $1.2 million	Increase of $3.0 million

Should circumstances change that affect these estimates, changes (either increases or decreases) to the net pension obligations may be required and would be recorded in accordance with the provisions of SFAS 87 and SFAS 158. For more information on the impact of SFAS 158 see note L, "New Financial Accounting Standards Issued," in Part I, Item I, Financial Statements. Additionally, certain events could result in the pension obligation changing at a time other than the annual measurement date. This would occur when the benefit plan is amended or when plan curtailments occur under the provisions of SFAS 88.

THE COMPANY'S GLOBAL PRESENCE SUBJECTS IT TO A VARIETY OF RISKS ARISING FROM DOING BUSINESS INTERNATIONALLY.

The Company operates in 45 countries, including the United States. The Company's global footprint exposes it to a variety of risks that may adversely impact results of operations, cash flows or financial position. These include the following:

- periodic economic downturns in the countries in which the Company does business;
- fluctuations in currency exchange rates;
- customs matters and changes in trade policy or tariff regulations;
- imposition of or increases in currency exchange controls and hard currency shortages;

- changes in regulatory requirements in the countries in which the Company does business;

- higher tax rates and potentially adverse tax consequences including restrictions on repatriating earnings, adverse tax withholding requirements and "double taxation ";

- longer payment cycles and difficulty in collecting accounts receivable;

- complications in complying with a variety of international laws and regulations;

- political, economic and social instability, civil unrest and armed hostilities in the countries in which the Company does business;

- inflation rates in the countries in which the Company does business;

- laws in various international jurisdictions that limit the right and ability of subsidiaries to pay dividends and remit earnings to affiliated companies unless specified conditions are met; and,

- uncertainties arising from local business practices, cultural considerations and international political and trade tensions.

If the Company is unable to successfully manage the risks associated with its global business, the Company's financial condition, cash flows and results of operations may be negatively affected.

The Company has operations in several countries in the Middle East, including Bahrain, Egypt, Saudi Arabia, United Arab Emirates and Qatar, which are geographically close to Iraq, Iran, Israel, Lebanon and other countries with a continued high risk of armed hostilities. During the first nine months of 2006, 2005 and 2004, these countries contributed approximately $26.2 million, $23.8 million and $17.5 million, respectively, to the Company's operating income. Additionally, the Company has operations in and sales to countries that have encountered outbreaks of communicable diseases (e.g., Acquired Immune Deficiency Syndrome (AIDS) and others). Should these outbreaks worsen or spread to other countries, the Company may be negatively impacted through reduced sales to and within those countries and other countries impacted by such diseases.

EXCHANGE RATE FLUCTUATIONS MAY ADVERSELY IMPACT THE COMPANY'S BUSINESS.

Fluctuations in foreign exchange rates between the U.S. dollar and the approximately 40 other currencies in which the Company conducts business may adversely impact the Company's operating income and income from continuing operations in any given fiscal period. Approximately 62% and 59% of the Company's sales and approximately 71% and 69% of the Company's operating income from continuing operations for the nine months ended September 30, 2006 and 2005, respectively, were derived from operations outside the United States. More specifically, during the nine months ended September 30, 2006 and 2005, approximately 20% and 21%, respectively, of the Company's revenues were derived from operations in the U.K. Additionally, approximately 22% and 18% of the Company's revenues were derived from operations with the euro as their functional currency during the nine months ended September 30, 2006 and September 30, 2005, respectively. Given the structure of the Company's revenues and expenses, an increase in the value of the U.S. dollar relative to the foreign currencies in which the Company earns its revenues generally has a negative impact on operating income, whereas a decrease in the value of the U.S. dollar tends to have the opposite effect. The Company's principal foreign currency exposures are to the British pound sterling and the euro, and the exposure to these currencies, as well as other foreign currencies, has increased in 2006 due to the acquisitions of Hunnebeck and the Northern Hemisphere mill services operations of Brambles Industrial Services ("BISNH") in the fourth quarter of 2005 and the acquisition of Cleton in the third quarter of 2006.

Compared with the corresponding period in 2005, the average values of major currencies changed as follows in relation to the U.S. dollar during the third quarter and the first nine months of 2006, impacting the Company's sales and income:

FOREIGN CURRENCY	THREE MONTHS ENDED SEPTEMBER 30	NINE MONTHS ENDED SEPTEMBER 30
British pound sterling	Strengthened by 6%	Weakened by less than 1%
euro	Strengthened by 5%	Weakened by less than 1%
South African rand	Weakened by 11%	Weakened by 6%
Brazilian real	Strengthened by 7%	Strengthened by 12%
Australian dollar	Strengthened by less than 1%	Weakened by 2%

Compared with exchange rates at December 31, 2005, the values of major currencies changed as follows as of September 30, 2006:

- British pound sterling — Strengthened by 8%
- euro — Strengthened by 7%
- South African rand — Weakened by 21%
- Brazilian real — Strengthened by 7%
- Australian dollar — Strengthened by 2%

The Company's foreign currency exposures increase the risk of income statement, balance sheet and cash flow volatility. If the above currencies change materially in relation to the U.S. dollar, the Company's financial position, results of operations, or cash flows may be materially affected.

To illustrate the effect of foreign currency exchange rate changes in certain key markets of the Company, in the first nine months of 2006, revenues would have been approximately 0.2% or $5.2 million lower while operating income would have been approximately 0.5% or $1.2 million lower if the average exchange rates for the first nine months of 2005 were utilized. A similar comparison for the first nine months of 2005 would have decreased revenues approximately 2% or $34.6 million while operating income would have been approximately 2% or $4.0 million less if the average exchange rates would have remained the same as the first nine months of 2004.

Currency changes result in assets and liabilities denominated in local currencies being translated into U.S. dollars at different amounts than at the prior period end. These currency changes resulted in increased net assets of $45.2 million and decreased net assets of $32.5 million, at September 30, 2006 and 2005, respectively, when compared with December 31, 2005 and 2004, respectively.

The Company seeks to reduce exposures to foreign currency transaction fluctuations through the use of forward exchange contracts. At September 30, 2006, the notional amount of these contracts was $125.8 million, and over 99% will mature in the fourth quarter of 2006. The Company does not hold or issue financial instruments for trading purposes, and it is the Company's policy to prohibit the use of derivatives for speculative purposes.

Although the Company engages in foreign currency forward exchange contracts and other hedging strategies to mitigate foreign exchange risk, hedging strategies may not be successful or may fail to offset the risk.

In addition, competitive conditions in the Company's manufacturing businesses may limit the Company's ability to increase product prices in the face of adverse currency movements. Sales of products manufactured in the United States for the domestic and export markets may be affected by the value of the U.S. dollar relative to other currencies. Any long-term strengthening of the U.S. dollar could depress demand for these products and reduce sales and may cause translation gains or losses due to the revaluation of accounts payable, accounts receivable and other asset and liability accounts. Conversely, any long-term weakening of the U.S. dollar could improve demand for these products and increase sales and may cause translation gains or losses due to the revaluation of accounts payable, accounts receivable and other asset and liability accounts.

NEGATIVE ECONOMIC CONDITIONS MAY ADVERSELY IMPACT THE ABILITY OF THE COMPANY'S CUSTOMERS TO MEET THEIR OBLIGATIONS TO THE COMPANY ON A TIMELY BASIS AND IMPACT THE VALUATION OF THE COMPANY'S ASSETS.

If a downturn in the economy occurs, it may adversely impact the ability of the Company's customers to meet their obligations to the Company on a timely basis and could result in bankruptcy filings by them. If customers are unable to

meet their obligations on a timely basis, it could adversely impact the realizability of receivables, the valuation of inventories and the valuation of long-lived assets across the Company's businesses, as well as negatively affect the forecasts used in performing the Company's goodwill impairment testing under SFAS No. 142, "Goodwill and Other Intangible Assets" (SFAS 142). If management determines that goodwill or assets are impaired or that inventories or receivables cannot be realized at recorded amounts, the Company will be required to record a write-down in the period of determination, which will reduce net income for that period. Additionally, the risk remains that certain Mill Services customers may file for bankruptcy protection, be acquired or consolidate in the future, which could have an adverse impact on the Company's income and cash flows. The potential financial impact of this risk has increased with the Company's acquisition of BISNH in December 2005. Conversely, such consolidation may provide additional service opportunities for the Company.

A NEGATIVE OUTCOME ON PERSONAL INJURY CLAIMS AGAINST THE COMPANY MAY ADVERSELY IMPACT RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

The Company has been named as one of many defendants (approximately 90 or more in most cases) in legal actions alleging personal injury from exposure to airborne asbestos. In their suits, the plaintiffs have named as defendants many manufacturers, distributors and repairers of numerous types of equipment or products that may contain asbestos. Most of these complaints contain a standard claim for damages of $20 million or more against the named defendants. If the Company was found to be liable in any of these actions and the liability was to exceed the Company's insurance coverage, results of operations, cash flows and financial condition could be adversely affected. For more information concerning this litigation, see Note I, "Commitments and Contingencies," in Part 1, Item 1, Financial Statements.

THE COMPANY MAY LOSE CUSTOMERS OR BE REQUIRED TO REDUCE PRICES AS A RESULT OF COMPETITION.

The industries in which the Company operates are highly competitive.

- The Company's Mill Services business is sustained mainly through contract renewals. Historically, the Company's contract renewal rate has averaged approximately 95%. If the Company is unable to renew its contracts at the historical rates or renewals are at reduced prices, revenue may decline.
- The Company's Access Services business rents and sells equipment and provides erection and dismantling services to principally the non-residential construction and industrial plant maintenance markets. Contracts are awarded based upon the Company's engineering capabilities, product availability, safety record, and the ability to competitively price its rentals and services. Commencing in 2000, due to economic downturns in their home markets, certain international competitors exported significant quantities of rental equipment to the markets the Company serves, particularly the U.S. This resulted in an oversupply of certain equipment and a consequential reduction in product and rental pricing in the markets receiving the excess equipment. The effect of these actions was mitigated, to some extent, in 2005 and the first nine months of 2006 due to a buoyant U.S. non-residential construction market. However, if the Company is unable to consistently provide high-quality products and services at competitive prices, it may lose customers or operating margins may decline due to reduced selling prices.
- The Company's manufacturing businesses compete with companies that manufacture similar products both internationally and domestically. Certain international competitors export their products into the United States and sell them at lower prices due to lower labor costs and government subsidies for exports. Such practices may limit the prices the Company can charge for its products and services. Additionally, unfavorable foreign exchange rates can adversely impact the Company's ability to match the prices charged by international competitors. If the Company is unable to match the prices charged by international competitors, it may lose customers.

The Company's strategy to overcome this competition includes continuous process improvement and cost reduction programs, international customer focus and the diversification, streamlining and consolidation of operations.

INCREASED CUSTOMER CONCENTRATION AND CREDIT RISK IN THE MILL SERVICES SEGMENT MAY ADVERSELY AFFECT THE COMPANY'S FUTURE EARNINGS AND CASH FLOWS.

Concentrations of credit risk with respect to accounts receivable are generally limited due to the Company's large number of customers and their dispersion across different industries and geographies. However, the Company's Mill Services Segment has several large customers throughout the world with significant accounts receivable balances. In December 2005, the Company acquired BISNH. This acquisition has increased the Company's corresponding concentration of credit risk to customers in the steel industry. Additionally, further consolidation in the global steel industry is probable. Should transactions occur involving some of the steel industry's larger companies, which are customers of the Company, it would result in an increase in concentration of credit risk for the Company. If a large customer were to experience

financial difficulty, or file for bankruptcy protection, it could adversely impact the Company's income, cash flows and asset valuations. As part of its credit risk management practices, the Company is developing strategies to mitigate this increased concentration of credit risk.

INCREASES IN ENERGY PRICES COULD INCREASE THE COMPANY'S OPERATING COSTS AND REDUCE ITS PROFITABILITY.

Worldwide political and economic conditions, an imbalance in the supply and demand for oil, extreme weather conditions, armed hostilities in oil-producing regions, among other factors, may result in an increase in the volatility of energy costs, both on a macro basis and for the Company specifically. In the first nine months of 2006 and 2005, energy-related costs have approximated 4.1% and 3.7% of the Company's revenue, respectively. To the extent that such costs cannot be passed to customers in the future, operating income and results of operations may be adversely affected.

INCREASES OR DECREASES IN PURCHASE PRICES OR AVAILABILITY OF STEEL OR OTHER MATERIALS AND COMMODITIES MAY AFFECT THE COMPANY'S PROFITABILITY.

The profitability of the Company's manufactured products is 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. Although these costs moderated in 2005, such costs increased during the first nine months of 2006 and the current outlook for the fourth quarter of 2006 indicates that the cost increases will continue on a comparative basis with 2005. If raw material costs associated with the Company's manufactured products continue to 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.

THE COMPANY IS SUBJECT TO VARIOUS ENVIRONMENTAL LAWS AND THE SUCCESS OF EXISTING OR FUTURE ENVIRONMENTAL CLAIMS AGAINST IT COULD ADVERSELY IMPACT THE COMPANY'S RESULTS OF OPERATIONS AND CASH FLOWS.

The Company's operations are subject to various federal, state, local and foreign laws, regulations and ordinances relating to the protection of health, safety and the environment, including those governing discharges to air and water, handling and disposal practices for solid and hazardous wastes, the remediation of contaminated sites and the maintenance of a safe work place. These laws impose penalties, fines and other sanctions for non-compliance and liability for response costs, property damages and personal injury resulting from past and current spills, disposals or other releases of, or exposure to, hazardous materials. The Company could incur substantial costs as a result of non-compliance with or liability for remediation or other costs or damages under these laws. The Company may be subject to more stringent environmental laws in the future, and compliance with more stringent environmental requirements may require the Company to make material expenditures or subject it to liabilities that the Company currently does not anticipate.

The Company is currently involved in a number of environmental remediation investigations and clean-ups and, along with other companies, has been identified as a "potentially responsible party" for certain waste disposal sites under the federal "Superfund" law. At several sites, the Company is currently conducting environmental remediation, and it is probable that the Company will agree to make payments toward funding certain other of these remediation activities. It also is possible that some of these matters will be decided unfavorably to the Company and that other sites requiring remediation will be identified. Each of these matters is subject to various uncertainties and financial exposure is dependent upon such factors as the continuing evolution of environmental laws and regulatory requirements, the availability and application of technology, the allocation of cost among potentially responsible parties, the years of remedial activity required and the remediation methods selected. The Company has evaluated its potential liability and the Consolidated Balance Sheets for September 30, 2006 and December 31, 2005 include an accrual of $3.3 million and $2.8 million for environmental matters, respectively. The amounts charged against pre-tax earnings related to environmental matters totaled $1.2 million and $0.8 million for the nine months ended September 30, 2006 and 2005, respectively. The liability for future remediation costs is evaluated on a quarterly basis. Actual costs to be incurred at identified sites in future periods may be greater than the estimates, given inherent uncertainties in evaluating environmental exposures.

RESTRICTIONS IMPOSED BY THE COMPANY'S CREDIT FACILITIES AND OUTSTANDING NOTES MAY LIMIT THE COMPANY'S ABILITY TO OBTAIN ADDITIONAL FINANCING OR TO PURSUE BUSINESS OPPORTUNITIES.

The Company's credit facilities and certain notes payable agreements contain a covenant requiring a maximum debt to capital ratio of 60%. In addition, certain notes payable agreements also contain a covenant requiring a minimum net worth of $475 million. These covenants limit the amount of debt the Company may incur, which could limit its ability to obtain additional financing or to pursue business opportunities. In addition, the Company's ability to comply with these ratios may be affected by events beyond its control. A breach of any of these covenants or the inability to comply with the required financial ratios could result in a default under these credit facilities. In the event of any default under these credit facilities, the lenders under those facilities could elect to declare all borrowings outstanding, together with accrued and unpaid interest and other fees, to be due and payable, which would cause an event of default under the notes. This could, in turn, trigger an event of default under the cross-default provisions of the Company's other outstanding indebtedness. At September 30, 2006, the Company was in compliance with a debt to capital ratio of 47.5% and a net worth of $1,155.0 million. The company had $378.9 million in outstanding indebtedness containing these covenants at September 30, 2006.

HIGHER THAN EXPECTED CLAIMS UNDER INSURANCE POLICIES, UNDER WHICH THE COMPANY RETAINS A PORTION OF RISK, COULD ADVERSELY IMPACT RESULTS OF OPERATIONS AND CASH FLOWS.

The Company retains a significant portion of the risk for property, workers' compensation, U.K. employers' liability, automobile, general and product liability losses. Reserves have been recorded which reflect the undiscounted estimated liabilities for ultimate losses including claims incurred but not reported. Inherent in these estimates are assumptions that are based on the Company's history of claims and losses, a detailed analysis of existing claims with respect to potential value, and current legal and legislative trends. At September 30, 2006 and December 31, 2005, the Company had recorded liabilities of $105.7 million and $102.3 million, respectively, related to both asserted and unasserted insurance claims. Included in the balances at September 30, 2006 and December 31, 2005 were $20.8 million and $25.2 million, respectively, of recognized liabilities covered by insurance carriers. If actual claims are higher than those projected by management, an increase to the Company's insurance reserves may be required and would be recorded as a charge to income in the period the need for the change was determined. Conversely, if actual claims are lower than those projected by management, a decrease to the Company's insurance reserves may be required and would be recorded as a reduction to expense in the period the need for the change was determined.

THE SEASONALITY OF THE COMPANY'S BUSINESS MAY CAUSE ITS QUARTERLY RESULTS TO FLUCTUATE.

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 second half of the year, as the Company's business tends to follow seasonal patterns. If the Company is unable to successfully manage the cash flow and other effects of seasonality on the business, its results of operations may suffer.

HISTORICAL REVENUE PATTERNS (IN MILLIONS)	2006	2005	2004	2003	2002	2001
First Quarter Ended March 31	$ 769.6	$ 640.1	$ 556.3	$ 487.9	$ 458.6	$ 505.0
Second Quarter Ended June 30	865.5	696.1	617.6	536.4	510.3	510.1
Third Quarter Ended September 30	875.9	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)	2006	2005	2004	2003	2002	2001
First Quarter Ended March 31	$ 69.8	$ 48.1	$ 32.4	$ 31.2	$ 9.0	$ 2.6
Second Quarter Ended June 30	114.5	86.3	64.6	59.2	71.4	65.1
Third Quarter Ended September 30	94.6	98.1	68.9	64.1	83.3	66.1
Fourth Quarter Ended December 31	--	82.7	104.6	108.4	90.1	106.9
Totals	$ --	$ 315.3(a)	$ 270.5	$ 262.8(a)	$ 253.8	$ 240.6(a)

(a) Does not total due to rounding.

THE COMPANY'S CASH FLOWS AND EARNINGS ARE SUBJECT TO CHANGES IN INTEREST RATES.

The Company's total debt as of September 30, 2006 was $1,043.7 million. Of this amount, approximately 48.3% had variable rates of interest and 51.7% had fixed rates of interest. The weighted average interest rate of total debt was approximately 5.6%. At current debt levels, a one-percentage increase/decrease in variable interest rates would increase/decrease interest expense by approximately $5.0 million per year.

The future financial impact on the Company associated with the above risks cannot be estimated.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(c). Issuer Purchases of Equity Securities

PERIOD	TOTAL NUMBER OF SHARES PURCHASED	AVERAGE PRICE PAID PER SHARE	TOTAL NUMBER OF SHARES PURCHASED AS PART OF PUBLICLY ANNOUNCED PLANS OR PROGRAMS	MAXIMUM NUMBER OF SHARES THAT MAY YET BE PURCHASED UNDER THE PLANS OR PROGRAMS
July 1, 2006 - July 31, 2006	-	-	-	1,000,000
August 1, 2006 - August 31, 2006	-	-	-	1,000,000
September 1, 2006 - September 30, 2006	-	-	-	1,000,000
Total	-	-	-	

The Company's share repurchase program was extended by the Board of Directors in November 2005. The program authorizes the repurchase of up to 1,000,000 shares of the Company's common stock and expires January 31, 2007.

ITEM 5. OTHER INFORMATION

DIVIDEND INFORMATION

On September 27, 2006, the Board of Directors declared a quarterly cash dividend of $0.325 per share, payable November 15, 2006, to stockholders of record as of October 16, 2006.

10b5-1 Plan

The Chief Executive Officer (CEO) of the Company adopted in the First Quarter of 2006, a personal trading plan, as part of a long-term strategy for asset diversification and liquidity, in accordance with the Securities and Exchange Commission's Rule 10b5-1. Under the plan, which expired in July 2006, the CEO exercised, under pre-arranged terms, 100,000 options in open market transactions. All 100,000 shares have been sold under the trading plan.

The President and Chief Financial Officer (CFO) of the Company adopted in the First Quarter of 2006, a personal trading plan, as part of a long-term strategy for asset diversification and liquidity, in accordance with the Securities and Exchange Commission's Rule 10b5-1. Under the plan, which expired in August 2006, the President and CFO exercised, under pre-arranged terms, 28,000 options in open market transactions. All 28,000 shares have been sold under the trading plan.

Rule 10b5-1 allows officers and directors, at a time when they are not in possession of material non-public information, to adopt written plans to sell shares on a regular basis under pre-arranged terms, regardless of any subsequent non-public information they may receive. Exercises of stock options by the CEO or President and CFO pursuant to the terms of their respective plans were disclosed publicly through Form 144 and Form 4 filings with the Securities and Exchange Commission.

ITEM 6. EXHIBITS

Listing of Exhibits filed with Form 10-Q:

Exhibit Number	Data Required	Location
31 (a)	Certification Pursuant to Rule 13a-14(a) and 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Exhibit
31 (b)	Certification Pursuant to Rule 13a-14(a) and 15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Exhibit
32 (a)	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Exhibit
32 (b)	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Exhibit

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HARSCO CORPORATION
(Registrant)

DATE	November 3, 2006	/S/ Salvatore D. Fazzolari Salvatore D. Fazzolari President, Chief Financial Officer and Treasurer
DATE	November 3, 2006	/S/ Stephen J. Schnoor Stephen J. Schnoor Vice President and Controller

EXHIBIT 31(a)

CERTIFICATIONS

I, Derek C. Hathaway, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Harsco Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 3, 2006

/s/ Derek C. Hathaway
- ---------------------------------
Derek C. Hathaway
Chief Executive Officer

EXHIBIT 31(b)

CERTIFICATIONS

I, Salvatore D. Fazzolari, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Harsco Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 3, 2006

/s/ Salvatore D. Fazzolari
- ---------------------------------
Salvatore D. Fazzolari
Chief Financial Officer

EXHIBIT 32(a)

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Harsco Corporation (the "Company") on Form 10-Q for the period ending September 30, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Derek C. Hathaway, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Derek C. Hathaway

Derek C. Hathaway
Chief Executive Officer

November 3, 2006

A signed original of this written statement required by Section 906 has been provided to Harsco Corporation and will be retained by Harsco Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32(b)

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Harsco Corporation (the "Company") on Form 10-Q for the period ending September 30, 2006 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Salvatore D. Fazzolari, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Salvatore D. Fazzolari

Salvatore D. Fazzolari
Chief Financial Officer

November 3, 2006

A signed original of this written statement required by Section 906 has been provided to Harsco Corporation and will be retained by Harsco Corporation and furnished to the Securities and Exchange Commission or its staff upon request.