

QUAKER CHEMICAL CORP  
Form 424B5  
May 05, 2011  
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Filed Pursuant to Rule 424(b)(5)  
File No. 333-163294

**Prospectus Supplement**

(to Prospectus dated January 29, 2010)

**1,100,000 Shares**

**QUAKER CHEMICAL CORPORATION**

**Common Stock**

We are offering 1,100,000 shares of our common stock. Our common stock is listed on the New York Stock Exchange under the symbol KWR . On May 4, 2011, the last reported sale price of our common stock on the New York Stock Exchange was \$42.25 per share.

Please read Risk Factors beginning on page S-8 of this prospectus supplement for certain risks that you should consider before investing in our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	<b>PER SHARE</b>	<b>TOTAL</b>
Public Offering Price	\$ 40.50	\$ 44,550,000
Underwriting Discounts and Commissions	\$ 2.025	\$ 2,227,500
Proceeds to us (before expenses)	\$ 38.475	\$ 42,322,500

Delivery of the shares of common stock is expected to be made on or about May 10, 2011. We have granted the underwriters an option for a period of 30 days to purchase an additional 165,000 shares of our common stock solely to cover over-allotments. If the underwriters exercise the option in full, the total underwriting discounts and commissions payable by us will be \$2,561,625 and the total proceeds to us, before expenses, will be \$48,670,875.

*Sole Book-Running Manager*

**Jefferies**

*Co-Lead Manager*

# **Janney Montgomery Scott**

*Co-Manager*

## **KeyBanc Capital Markets**

Prospectus Supplement dated May 5, 2011

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**About this Prospectus Supplement**

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second part, the accompanying prospectus dated January 29, 2010, provides more general information about securities we may offer from time to time, some of which may not apply to the securities we are offering. This prospectus supplement and the accompanying prospectus are part of a registration statement on Form S-3 (File No. 333-163294) we filed with the Securities and Exchange Commission, or SEC, using a shelf registration process.

We incorporate important information into the accompanying prospectus by reference. You may obtain the information incorporated by reference into the accompanying prospectus without charge by following the instructions under **Where You Can Find More Information** in this prospectus supplement. Generally, when we refer to this prospectus, we are referring to this prospectus supplement and the accompanying prospectus. We urge you to carefully read this prospectus supplement, the information incorporated by reference and the accompanying prospectus before buying any of the securities being offered under this prospectus supplement. This prospectus supplement may add, update or change information contained in the accompanying prospectus. To the extent that any statement that we make in this prospectus supplement is inconsistent with statements made in the accompanying prospectus or any documents incorporated by reference therein, the statements made in this prospectus supplement will be deemed to modify or supersede those made in the accompanying prospectus and the documents incorporated by reference therein that have an earlier date.

You should rely only on the information contained or incorporated by reference in this prospectus and any other offering material. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer and sale is not permitted. You should not assume that the information appearing in this prospectus supplement, the prospectus, any other offering material or the documents incorporated by reference in the accompanying prospectus is accurate as of any date other than their respective dates, regardless of the time of delivery of this prospectus, any prospectus supplement, or any other offering material or of any sale of a security. Our business, financial condition, results of operation and prospects may have changed since those dates.

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### **Prospectus Summary**

*The following summary highlights selected information contained in this prospectus supplement and may not contain all the information that may be important to you. You should read this entire prospectus supplement and the accompanying prospectus, including the documents incorporated by reference before making an investment decision. Unless otherwise specified or the context otherwise requires, references to \$ or dollars in this prospectus supplement are to United States dollars, and the terms we, us, our, Quaker and the Company, as used in this prospectus supplement, refer to Quaker Chemical Corporation, its subsidiaries and associated companies as a combined entity.*

### **Our Business**

We are a global developer and provider of high performance chemical specialty products and services for a range of industrial and manufacturing applications. Our products, which include specialty fluids, lubricants, oils, greases, corrosion preventives and coatings, are used in a wide variety of applications where metals and metal components require treatment and processing, such as in steel, aluminum, metals processing, automotive, tube and pipe, mining and other industries. Our product portfolio includes many custom-tailored productivity solutions that have been developed to optimize the performance of our customers' manufacturing processes. These solutions are developed through a combination of our manufacturing process knowledge, product application know-how and extensive research and development experience. We work closely with our customers to ensure that our products meet their constantly evolving requirements. Our process engineers and support teams work on-site with our customers to maximize the value of our chemical specialty products by improving product performance and reducing operating costs. We also offer customized Chemical Management Services, or CMS, where Quaker technical resources are embedded at the customer site to support a scope of contractually agreed upon activities including procurement services, process and product monitoring and environmental compliance.

Over the last decade, we have become a global specialty chemicals company with an extensive manufacturing, sales and distribution footprint that includes over 1,600 employees across 18 countries. In addition to our established presence in North America and Europe, we have expanded our operations significantly in developing, high-growth markets and believe we are well-positioned to capitalize on growth in emerging markets such as Asia-Pacific and South America as we have been steadily investing in these regions over the past two decades. We plan to continue to invest significantly in Brazil, China and India to expand our capacity and refine our capabilities to meet the rapidly growing demand for our products in these regions. We believe that our current scale provides us with a significant competitive advantage because it allows us to serve customers worldwide and follow our existing customers as they enter high growth markets and grow as economic activity increases in all regions following the 2008-2009 global economic crisis. As a result of our global reach and investments we have made, 65% of our total 2010 net sales were generated outside of the U.S., with approximately 37% of our total net sales generated in high growth regions such as Asia-Pacific and South America. Since 2001, our net sales from developing markets have grown substantially. For example between 2001 and 2010, net sales from the Asia-Pacific region grew at a Compounded Annual Growth Rate, or CAGR, of 18.6%.

Our products are marketed under the Quaker brand name and sold in more than 75 countries to a diverse base of customers. We believe our products are highly effective at lowering our customers' total cost of ownership because fluids extend the useful life of manufacturing equipment and help to increase overall productivity. As a result, we believe our customers view Quaker as a premium brand for metal processing fluids and protective coatings. Our principal products include:

n **Rolling Lubricants** (21.2% of net sales in 2010)

n **Machining and Grinding Compounds** (20.3% of net sales in 2010)

n **Hydraulic Fluids** (13.7% of net sales in 2010)

n **Corrosion Preventives** (11.5% of net sales in 2010)



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Our business model emphasizes the creation of value through optimization of customer processes. Our employees visit customer facilities regularly and, through training and experience, identify production, quality and safety needs that can be resolved or alleviated either by adapting existing products or by applying new formulations developed in our laboratories. We have engineering and technical professionals who work with our sales representatives to provide a range of important value-added support services. One way in which we help our customers achieve maximum value from our products is through our comprehensive CMS program, which places our technical professionals on-site to ensure that products are used in the most productive and cost effective way possible. Currently, we manage and oversee chemical usage processes at approximately 80 customer plants worldwide which includes (i) process control systems; (ii) inventory control; (iii) lubrication management; (iv) supplier management and continuous improvement; (v) waste management and (vi) training. Our CMS program contributed 3.5%, 8.4% and 11.1% to our net sales during 2010, 2009 and 2008, respectively, and we believe that the program is a vital distribution channel for our products.

Throughout our 93-year history, we have grown by focusing on select industries with high value and/or technically challenging processes that require high performance specialty products by leveraging our technology and reputation, now on a global basis. This has helped us to create a strong foundation for sustained operating leverage and profitability. We have also grown our business through 11 strategic acquisitions over the last nine years. In July 2010, we acquired D.A. Stuart's U.S. aluminum hot rolling oil business (the D.A. Stuart Acquisition) from Houghton International Inc. The D.A. Stuart Acquisition has helped us become one of the leading players in the U.S. aluminum hot rolling market, serving some of the largest aluminum hot rolling mills in the U.S. This acquisition has also helped us expand our overall product portfolio, further our efforts to become a one-stop-shop supplier of fluids for aluminum producers and will enable us to expand globally in the aluminum hot rolling oil market. In December 2010, we acquired Summit Lubricants Inc. (the Summit Acquisition), a specialty grease manufacturer. Since Summit produces specialty greases that are used by many of our existing customers, we believe this acquisition will create significant synergies as it will allow our existing sales force to sell Summit's products. We expect that the Summit Acquisition will allow us to increase our penetration of the specialty grease and lubricant market, expand our existing product portfolio and customer base, and grow our overall share of our customers fluid-related expenditures.

As a result of our broad product offering, global footprint and strategic acquisitions, we believe we are well positioned to achieve meaningful growth and strong financial performance going forward.

## **Our Industry**

We estimate that the global market for industrial lubricants and fluids is approximately \$12 billion in size. Our focus is in the specialty industrial lubricants and fluids sector, which accounts for approximately half of the broader industrial lubricants and fluids market. Specialty industrial lubricants and fluids are characterized by intimate knowledge of customer operations, product customization and differentiation and are designed to address specific customer needs. Industrial lubricants and fluids are used in virtually all manufacturing and extraction industries including steel, aluminum, automotive, tube and pipe, metal processing and mining.

Global demand for industrial lubricants and fluids is increasing as core end-markets are recovering in the wake of the 2008-2009 global economic downturn. Demand is driven by growth in key end-markets including the steel, automotive, aluminum and other industries. According to the Steel Business Briefing and the World Steel Institute, the CAGR for global steel production is expected to be 7.0% from 2009 to 2014. Similarly, according to the CSM Worldwide Global Light Vehicle Production Summary, the CAGR for global light vehicle production is expected to be 7.7% from 2009 to 2016 and the CAGR for light vehicle production in developing Asian economies is expected to be 11.3% from 2009 to 2016.



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Similar to other specialty chemicals, industrial lubricants and fluids are not necessarily standardized and require a degree of customization and technical service to meet machining and processing standards, which are different for every customer. Lubricants and fluids operate in a wide range of applications and must be compatible with machinery, fluid flow systems and seals, operating temperatures and the materials being produced. As a result, product customization and quality of technical service to monitor the chemical usage processes are key differentiators for customers. There is an industry trend towards higher quality lubricants and fluids as customers seek longer operating cycles, less maintenance-related downtime, products that conform to increasingly stringent regulatory requirements and products that are environmentally friendly. In this respect, lubricants and fluids are key consumables for which many customers are willing to pay a premium in exchange for lower overall operating costs resulting from the benefits provided by the differentiated products.

Competition in the industry is based primarily on the ability to provide products and render technical services that meet the needs of the customer, and, to a lesser extent, on price. We believe the quality of our product and service is more significant to our customers than the relatively small cost of lubricants and fluids as a percentage of the total cost of the customer's end product or their overall operations.

### **Our Competitive Strengths**

We believe that the following strengths differentiate us from our competitors:

#### ***Leading market positions in growing markets.***

We are a leading global developer and provider of customized, technology-driven chemical specialty products and services for various industrial and manufacturing applications within the \$6 billion global market for specialty industrial lubricants and fluids. We hold the #1 global market position with respect to process fluids used by manufacturers of steel, according to Kline & Company. We estimate that Quaker's global market for process fluids used by steel manufacturers is projected to grow at a CAGR of approximately 6% per year between 2010 and 2015, with China and India leading the way with projected annual growth of approximately 9%. We are also a leading provider of specialty lubricants and fluids to the global automotive industry, for which demand tends to follow overall vehicle production. According to the CSM Worldwide Global Light Vehicle Production Summary, the CAGR for global light vehicle production is expected to be 7.7% from 2009 to 2016 and the CAGR for light vehicle production in developing Asian economies is expected to be 11.3% from 2009 to 2016. We are also gaining share of process fluids and coatings for the tube and pipe market, which mainly supplies the oil and gas industry.

Overall, we believe that we are poised to benefit from significant growth in all of our key end-markets and particularly in steel and automotive that continue to rebound strongly from the recent economic downturn. In the developed economies of North America and Europe, the steel and automotive markets are recovering from the global economic crisis and we expect to continue to see a sustained recovery over the next few years. Our net sales from emerging markets such as South America and Asia-Pacific have increased by more than 275% compared with 2001. We believe that we will continue to see significant growth as a result of ongoing demand for our products in key emerging markets such as Asia-Pacific and South America.

#### ***Provider of technically advanced products which result in significant switching costs.***

We provide our customers with essential lubricants and fluids for a wide variety of applications where metals and metal components require treatment and processing. Our products are optimized for performance in critical processes by leveraging our manufacturing process and technical knowledge, product application know-how and extensive research and development expertise. Lubricants and fluids are non-discretionary purchases that represent a minimal portion (typically less than 1%) of total production costs; therefore, our customers typically focus on product quality, efficacy and customer service rather than price. Our fluids provide benefits such as extended machine and tool life, greater productivity due to less downtime for equipment changes, repairs and adjustments, reduced usage and waste stream processing costs and reductions in energy costs and carbon output. Furthermore, switching suppliers could result in our customers incurring significant costs given the potential for product failure and other risks related to switching suppliers.

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### ***Diverse geographic sales mix and global operations position us for superior growth.***

With operations in 18 countries, we have a strong presence in developed markets that are global hubs for steel and metal processing and in key emerging countries including Brazil, China and India. This global footprint allows us to pursue opportunities around the world and to service our increasingly global customer base on a regional and local basis. In 2010, we generated 65% of our net sales outside the U.S., with 37% from high growth, emerging markets such as Asia-Pacific and South America. Emerging markets continue to provide a significant portion of our profitability, which we expect to continue to increase as these markets continue to experience economic growth and we leverage technologies developed in more mature markets.

Our global reach positions us for growth alongside customers that continue to expand in growth markets. According to the World Steel Association, China now produces 44% of global steel and 21% of light vehicles, and we believe that our established and growing presence in China positions us well for continued growth.

### ***Diverse, blue-chip customer base with long-standing relationships.***

We use our on-site chemical management model to sell our products and manage chemical usage at approximately 80 customer plants worldwide. Our customers range from global steel and automobile manufacturers to regional and local metalworking shops, reducing our dependency on any single customer. Our customer base is composed of large, blue-chip companies such as AK Steel, Alcoa, Anshan Steel, ArcelorMittal, Ball, Bao Steel, BMW, Caterpillar, China Steel Corporation, Chrysler, CSN, Cummins, Daimler, General Motors, Honda, Marcegaglia, Nucor, Renault, Severstal, Tata Steel, ThyssenKrupp, Tianjin Pipe, Timken, United Technologies, U.S. Steel, Volkswagen, and Wuhan Steel. In 2010, our top five customers represented approximately 20% of our consolidated net sales, with the largest, ArcelorMittal (the world's largest steelmaker), representing approximately 9% of consolidated net sales.

We enjoy long-standing relationships with many of our largest customers. The technical nature of our products, coupled with our strong understanding of customers' needs and the high level of service, has resulted in a high overall customer retention rate. All of our top 10 customers or their predecessors have been Quaker customers for more than 10 years and several have been Quaker customers for 20 years or longer.

### ***Business model that positions us for strong earnings and attractive financial results.***

The technical nature of our products and the value we create for our customers have resulted in our achieving improved earnings through often challenging economic conditions. We work closely with our customers to help reduce or manage our exposure to potential volatile costs of raw materials and to preserve margins. In certain cases, we have entered contracts with customers containing pricing provisions that are based on commonly utilized raw material indices. This has helped to manage our exposure to raw material costs and preserve overall profitability. The consistency of our financial performance through economic cycles has enabled us to increase or maintain our dividend level for 39 consecutive years.

### ***Strong management team with a proven track record.***

Our senior management team averages approximately 15 years of chemical specialty industry experience and is responsible for growing Quaker throughout business cycles, building our global platform and developing our reputation for quality and reliability. Over the last nine years, we have completed 11 acquisitions, which have allowed us to expand into new and profitable end-markets, growing our share of customers expenditures and our market position.

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### **Our Growth Strategy**

Key elements of our business strategy are to:

#### ***Capitalize on superior growth in international markets and the continuing economic recovery in developed markets.***

We plan to continue our expansion into rapidly growing international markets such as China, Brazil and India. This will allow us to continue to follow our existing customers as they increasingly migrate towards high growth markets, as well as take advantage of opportunities to provide our products to a range of new customers. Our sales to emerging markets in South America and Asia-Pacific doubled from 2005 to 2010 and represented approximately 37% of our net sales in 2010 compared with 23% of sales in 2005. We believe that our existing global footprint and commitment to invest in our business positions us well to capitalize on global growth opportunities, particularly in emerging markets.

In North America and Europe, the steel and automotive markets have seen improvement since the global economic downturn, but they have yet to return to production levels achieved prior to the downturn. For example, according to the CSM Worldwide Global Light Vehicle Production Summary, total North American auto production is not expected to exceed 2008 levels until 2013 with Europe expected to take even longer to return to 2008 levels. We expect to participate in the continuing recovery of these markets as we benefit from growth in emerging markets.

#### ***Expand our market share while also pursuing new end-markets.***

We have historically served steel, automotive, metals processing, tube and pipe and other industries where our customers rely on our customized solutions and value our customer service. We plan to continue to maintain our leadership positions using our current business model and focusing on increasing our share in these markets through expanding our product offerings and providing formulations that address the specific needs of our customers. We believe that opportunities also exist to apply our capabilities to new end markets and uses that require specialty lubricants and fluids. For example, we plan to leverage the aluminum technology we recently acquired from the D.A. Stuart Acquisition in order to expand into new applications where there is strong demand. Other areas of focus include further penetrating Japanese automotive engine and transmissions, tube and pipe manufacturers, die casting, mining industries and expanding the markets for our premium fire resistant hydraulic fluids.

#### ***Leverage our technological capabilities.***

We have gained insight into our customers' needs based upon our long-standing relationships. Through our research and development facilities in Pennsylvania, California, China, and The Netherlands, we continue to innovate and provide solutions for our customers. We continuously seek to improve our formulations, investing in the development of new, differentiated technologies to best fit our customers' needs. We have increased our focus on our global research capabilities in recent years, and we will continue to invest resources in our research and development activities to allow us to introduce innovative products as customer processes evolve.

#### ***Provide the highest levels of customer service.***

We build and maintain customer relationships by recognizing customers' unique needs and working closely with them to devise solutions that optimize their overall production and system efficiencies. Through ongoing dialogue, we monitor our customers' processes, applications and end product results to ensure that we provide them with the best solutions to meet their changing needs. Many of our customers rely on a small group of suppliers for their fluids, and we continually seek to strengthen relationships as part of our strategy to grow our share of customers' expenditures.

#### ***Selectively pursue investment opportunities.***

Acquisitions are a key component of our overall growth strategy. Given the fragmented nature of our industry, we believe that opportunities will develop to pursue acquisitions at attractive valuations in the future. We have identified several potential acquisition opportunities that we believe would enhance our overall product offering.

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**Corporate Information**

Our principal executive offices are located at One Quaker Park, 901 E. Hector Street, Conshohocken, Pennsylvania 19428-2380 and our telephone number at that address is (610) 832-4000.

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**The Offering**

Common stock offered by us	1,100,000 shares
Option to purchase additional shares	We have granted the underwriters an overallotment option to purchase up to an additional 165,000 shares of common stock.
Public offering price	Per share: \$40.50
Common stock to be outstanding after this offering	12,641,330 shares, assuming no exercise of the underwriters' overallotment option; 12,806,330 if the underwriters exercise their overallotment option in full.
New York Stock Exchange Symbol	KWR
Use of Proceeds	All of the net proceeds of this offering will be utilized to repay a portion of the indebtedness outstanding under our primary credit facility.
Risk Factors	See "Risk Factors" in this prospectus supplement and other information included or incorporated by reference in the accompanying prospectus.
The number of shares of common stock to be outstanding after this offering is based on 11,541,330 shares of common stock outstanding on April 30, 2011 and excludes the following:	
n	322,373 shares of common stock issuable upon the exercise of outstanding stock options; and
n	353,609 shares of common stock available for future grant or issuance pursuant to our 2001 Global Annual Incentive Plan, 2006 Long-Term Performance Plan or 2003 Director Stock Ownership Plan.

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**Risk Factors**

*Any investment in our common stock involves a high degree of risk. You should carefully consider the risks described below and all of the information contained in or incorporated by reference into this prospectus supplement and accompanying prospectus before deciding whether to purchase our common stock. The risks and uncertainties described below are not the only risks and uncertainties we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any of the following risks actually occur, the trading price of our common stock could decline, and you may lose all or part of your investment in our common stock. The risks discussed below also include forward-looking statements, and our actual results may differ substantially from those discussed in these forward-looking statements. See *Special Note Regarding Forward-Looking Statement*.*

**Risks Affecting the Offering and Our Common Stock**

*The market price of our common stock may be subject to fluctuations and volatility.*

Stock markets in general and our common stock, in particular, have experienced price volatility and may continue to do so. The market price of our common stock may continue to be subject to fluctuation due to a change in sentiment in the market regarding our operations or business prospects or in response to commodity price volatility, market shifts, political concerns as well as other factors, the most material of which are discussed under *Information Regarding Forward-Looking Statements* in this prospectus supplement, in the risk factors set forth below and in the *Incorporation of Certain Documents by Reference* into the accompanying prospectus supplement. Increased volatility could result in a decline in the market price of our common stock. Moreover, volatile or depressed market prices for our common stock could make it difficult for you to resell your shares of our common stock when desired or at attractive prices.

*We may reduce or cease to pay dividends on our common stock.*

We can provide no assurance that we will continue to pay dividends on our common stock at the current rate or at all. The amount of future cash dividends, if any, to be declared and paid on our common stock, will depend upon, among other factors, our financial condition, cash flow and future business prospects. See *Dividend Policy* in this prospectus supplement. While our primary credit facility does not currently limit our ability to pay dividends at the levels at which they have been paid in the past, and we do not believe the facility is likely to materially limit our future payment of dividends, if a default should occur under the facility, the payment of dividends would be prohibited. In addition, it is possible that agreements we enter into in the future, such as new debt arrangements, may impose additional restrictions on our ability to pay dividends.

*There may be future dilution of our common stock, which may adversely affect the market price of our common stock.*

Except as described under *Underwriting* in this prospectus supplement, we are not restricted from selling or issuing additional shares of our authorized but unissued common stock or securities convertible into or exchangeable for our common stock. As of March 31, 2011, options for the acquisition of 322,373 shares of our common stock were outstanding and 355,809 shares of our common stock were available for future issuance under our equity compensation plans. As of that date, we had an additional 18,468,852 authorized but unissued shares of common stock, including up to 1,265,000 shares that may be issued in this offering if the over-allotment option we have granted the underwriter is exercised in full. Holders of shares of our common stock are not entitled to any preemptive rights and, therefore, any sales or issuances by us of our common stock or securities convertible into or exchangeable for our common stock could result in increased dilution to our shareholders. The market price for our common stock may be adversely affected by sales or issuances of additional shares of our common stock or securities convertible into or exchangeable for our common stock, or by the perception that such a sale or issuance or other dilution may occur.

*We are able to issue shares of preferred stock with greater rights than our common stock.*

Our Board of Directors is authorized to issue one or more series of preferred stock from time to time without any action on the part of our shareholders. Our Board of Directors also has the power, without shareholder approval, to set the terms of any such series of preferred stock that may be issued, including voting rights, dividend rights, and preferences over our common stock with respect to dividends and other terms. If we issue preferred stock in the future that has a preference over our common stock with respect to the payment of dividends or other terms, or if we issue preferred stock with voting rights that dilute the voting power of our common stock, the rights of holders of our common stock or the market price of our common stock could be adversely affected.

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***Provisions in our organizational documents and Pennsylvania law could discourage potential acquisition proposals, could delay or prevent a change in control of the Company that our shareholders may consider favorable and could adversely affect the market value of our common stock.***

Provisions in our organizational documents and under Pennsylvania law could delay or prevent a change in control, which could adversely affect the market price of our common stock. The provisions in our articles of incorporation and bylaws that could delay or prevent an unsolicited change in control include the authority of our Board of Directors to issue preferred stock discussed above, our classified Board of Directors, the advance notice requirements for nominations to the Board of Directors or for proposals that can be acted on at shareholder meetings, and our two tiered voting rights. See [Description of Common Stock](#) and [Certain Provisions of Our Articles of Incorporation, Bylaws and Statutes](#) in the accompanying prospectus.

In addition, Subchapter F of Chapter 25 of the Pennsylvania Business Corporation Law of 1988 imposes certain restrictions on mergers and other business combinations between us and any holder of 20% or more of our outstanding common stock. This provision is applicable to us and may have an anti-takeover effect that may delay, defer or prevent a tender offer or takeover attempt that a shareholder might consider in his or her best interest. In general, Subchapter F could delay for five years and impose conditions upon business combinations between an interested shareholder and us, unless prior approval by our Board of Directors is given. The term business combination is defined broadly to include various merger, consolidation, division, exchange or sale transactions, including transactions using our assets for refinancing purposes. An interested shareholder, in general, would be a beneficial owner of shares entitling that person to cast at least 20% of the votes that all shareholders would be entitled to cast in an election of directors, a voting threshold that might be attained by the accumulation of significantly less than 20% of the outstanding shares of our common stock under our two tiered voting rights.

## **Risks Affecting the Business**

***Changes to the industries and markets that Quaker serves could have a material adverse effect on the Company's liquidity, financial position and results of operations.***

The chemical specialty industry comprises a number of companies of similar size as well as companies larger and smaller than Quaker. It is estimated that Quaker holds a leading and significant global position in the markets for process fluids to produce sheet steel and significant global positions in portions of the automotive and industrial markets. The industry is highly competitive, and a number of companies with significant financial resources and/or customer relationships compete with us to provide similar products and services. Our competitors may be positioned to offer more favorable pricing and service terms, resulting in reduced profitability and loss of market share for us. Historically, competition in the industry has been based primarily on the ability to provide products that meet the needs of the customer and render technical services and laboratory assistance to the customer and, to a lesser extent, on price. Factors critical to the Company's business include successfully differentiating the Company's offering from its competition, operating efficiently and profitably as a globally integrated whole, and increasing market share and customer penetration through internally developed business programs and strategic acquisitions.

The business environment in which the Company operates remains uncertain. The Company is subject to the same business cycles as those experienced by steel, automobile, aircraft, appliance, and durable goods manufacturers. A major risk is that the Company's demand is largely derived from the demand for its customers' products, which subjects the Company to uncertainties related to downturns in our customers' business and unanticipated customer production shutdowns or curtailments. The Company has limited ability to adjust its cost level contemporaneously with changes in sales and gross margins. Thus, a significant downturn in sales or gross margins due to weak end-user markets, loss of a significant customer, and/or rising raw material costs could have a material adverse effect on the Company's liquidity, financial position, and results of operations.

***Our business depends on attracting and retaining qualified management personnel.***

The unanticipated departure of any key member of our management team could have an adverse effect on our business. Given the relative size of the Company and the breadth of its global operations, there are a limited number of qualified management personnel to assume the responsibilities of management level employees should there be management turnover. In addition, because of the specialized and technical nature of our business, our future performance is dependent on the continued service of, and our ability to attract and retain, qualified management, commercial and technical personnel. Competition for such personnel is intense, and we may be unable to continue to attract or retain such personnel.

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***Inability to obtain sufficient price increases or contract concessions to offset increases in the costs of raw material could have a material adverse effect on the Company's liquidity, financial position and results of operations. Price increases implemented could result in the loss of sales.***

Quaker uses over 1,000 raw materials, including mineral oils and derivatives, animal fats and derivatives, vegetable oils and derivatives, ethylene derivatives, solvents, surface active agents, chlorinated paraffinic compounds, and a wide variety of other organic and inorganic compounds. In 2010, three raw material groups (mineral oils and derivatives, animal fats and derivatives, and vegetable oils and derivatives) each accounted for as much as 10% of the total cost of Quaker's raw material purchases. The price of mineral oil can be affected by the price of crude oil and refining capacity. In addition, many of the raw materials used by Quaker are commodity chemicals. Accordingly, Quaker's earnings can be affected by market changes in raw material prices.

Over the past three years, Quaker has experienced significant volatility in its raw material costs, particularly crude oil derivatives. For example, the price of crude oil averaged \$79 per barrel in 2010 versus \$61 in 2009 and \$100 in 2008 and is currently trading in excess of \$100 per barrel with market conditions that currently reflect the political instability in the Middle East. In addition, refining capacity has also been constrained by various factors, which has further contributed to volatile raw material costs and negatively impacted margins. Animal fat and vegetable oil prices have been impacted by increased biodiesel consumption. In response, the Company has aggressively pursued price increases to offset the increased raw material costs. Although the Company has been successful in recovering a substantial amount of the raw material cost increases, it has experienced competitive as well as contractual constraints limiting pricing actions. In addition, as a result of the Company's pricing actions, customers may become more likely to consider competitors' products, some of which may be available at a lower cost. Significant loss of customers could result in a material adverse effect on the Company's results of operations.

***Availability of raw materials, including sourcing from some single suppliers, could have a material adverse effect on the Company's liquidity, financial position and results of operations.***

The chemical specialty industry can experience some tightness of supply of certain raw materials. In addition, in some cases, we choose to source from a single supplier. Any significant disruption in supply could affect our ability to obtain raw materials, which could have a material adverse effect on our liquidity, financial position and results of operations.

***Loss of a significant manufacturing facility may materially and adversely affect the Company's liquidity, financial position and results of operations.***

Quaker has multiple manufacturing facilities throughout the world. In certain countries such as Brazil and China, there is only one such facility. If one of the Company's facilities is damaged to such extent that production is halted for an extended period, the Company may not be able to timely supply affected customers. This could result in a loss of sales over an extended period or permanently. The Company does take steps to mitigate against this risk including contingency planning and procuring property and casualty insurance (including business interruption insurance). Nevertheless, the loss of sales in any one region over any extended period of time could have a significant material adverse effect on Quaker's liquidity, financial position and results of operations.

***Bankruptcy of a significant customer could have a material adverse effect on our liquidity, financial position and results of operations.***

A significant portion of Quaker's revenues is derived from sales to customers in the U.S. steel and automotive industries, including some of our larger customers, where a number of bankruptcies occurred during recent years and companies have experienced financial difficulties. As part of the bankruptcy process, the Company's pre-petition receivables may not be realized, customer manufacturing sites may be closed or contracts voided. The bankruptcy of a major customer could have a material adverse effect on the Company's liquidity, financial position, and results of operations. Steel customers typically have limited manufacturing locations as compared to metalworking customers and generally use higher volumes of products at a single location. The loss or closure of a steel mill or other major site of a significant customer could have a material adverse effect on Quaker's business.

During 2010, our five largest customers (each composed of multiple subsidiaries or divisions with semi-autonomous purchasing authority) together accounted for approximately 20% of our consolidated net sales with the largest customer (Arcelor-Mittal Group) accounting for approximately 9% of consolidated net sales.



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***Failure to comply with any material provision of our primary credit facility or other debt agreements could have a material adverse effect on our liquidity, financial position and results of operations.***

The Company maintains a \$175.0 million unsecured credit facility, which we refer to in this prospectus supplement as our primary credit facility, with a group of lenders, which can be increased to \$225.0 million at the Company's option if lenders agree to increase their commitments and the Company satisfies certain conditions. Our primary credit facility, which matures in 2014, provides the availability of revolving credit borrowings. In general, the borrowings under our primary credit facility bear interest at either a base rate or LIBOR rate plus a margin based on the Company's consolidated leverage ratio.

Our primary credit facility contains limitations on capital expenditures, investments, acquisitions and liens, as well as default provisions customary for facilities of its type. While these covenants and restrictions are not currently considered to be overly restrictive, they could become more difficult to comply with as our business or financial conditions change. In addition, deterioration in the Company's results of operations or financial position could significantly increase borrowing costs.

Quaker is exposed to market rate risk for changes in interest rates, due to the variable interest rate applied to the Company's borrowings under our primary credit facility. Accordingly, if interest rates rise significantly, the cost of debt to Quaker will increase, perhaps significantly, depending on the extent of Quaker's borrowings under our primary credit facility. At March 31, 2011, the Company had \$65.0 million outstanding under its primary credit facility. The Company has entered into interest rate swaps in order to fix a portion of its variable rate debt and mitigate the risks associated with higher interest rates. The combined notional value of the swaps was \$15.0 million at March 31, 2011.

***Failure to generate taxable income could have a material adverse effect on our financial position and results of operations.***

At December 31, 2010, the Company had net U.S. deferred tax assets totaling \$14.8 million, excluding deferred tax assets relating to additional minimum pension liabilities. In addition, at that date, the Company had \$2.1 million in operating loss carryforwards primarily related to certain of its foreign operations. The Company records valuation allowances when necessary to reduce its deferred tax assets to the amount that is more likely than not to be realized. The Company considers future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for a valuation allowance. However, in the event the Company were to determine that it would not be able to realize all or part of its net deferred tax assets in the future, an adjustment to the deferred tax asset would be a non-cash charge to income in the period such determination was made, which could have a material adverse effect on the Company's financial statements. The Company continues to closely monitor this situation as it relates to its net deferred tax assets and the assessment of valuation allowances.

***Environmental laws and regulations and pending legal proceedings may materially and adversely affect the Company's liquidity, financial position and results of operations.***

The Company is a party to proceedings, cases, and requests for information from, and negotiations with, various claimants and Federal and state agencies relating to various matters, including environmental matters. An adverse result in one or more matters could materially and adversely affect the Company's liquidity, financial position and results of operations. Incorporated herein by reference is the information concerning pending asbestos-related litigation against an inactive subsidiary and amounts accrued associated with certain environmental non-capital remediation costs in Note 12 of Notes to Condensed Consolidated Financial Statements included in this prospectus supplement.

***Climate change and greenhouse gas restrictions may materially affect the Company's liquidity, financial position and results of operations.***

The Company is subject to various regulations regarding its emission of greenhouse gases in its manufacturing facilities. In addition, a number of countries have adopted, or are considering the adoption of regulatory frameworks to reduce greenhouse gas emissions. These include adoption of cap and trade regimes, carbon taxes, increased efficiency standards and incentives or mandates for renewable energy. These requirements could make our products more expensive and reduce demand for our products. Current and pending greenhouse gas regulations may also increase our compliance costs.

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*We might not be able to timely develop, manufacture and gain market acceptance of new and enhanced products required to maintain or expand our business.*

We believe that our continued success depends on our ability to continuously develop and manufacture new products and product enhancements on a timely and cost-effective basis, in response to customer demands for higher performance process chemicals, coatings and other chemical products. Our competitors may develop new products or enhancements to their products that offer performance, features and lower prices that may render our products less competitive or obsolete and, as a consequence, we may lose business and/or significant market share. The development and commercialization of new products require significant expenditures over an extended period of time, and some products that we seek to develop may never become profitable. In addition, we may not be able to develop and introduce products incorporating new technologies in a timely manner that will satisfy our customers' future needs or achieve market acceptance.

*The scope of our international operations subjects the Company to risks, including risks from changes in trade regulations, currency fluctuations, and political and economic instability.*

Since significant revenues and earnings are generated by non-U.S. operations, Quaker's financial results are affected by currency fluctuations, particularly between the U.S. Dollar, the E.U. Euro, the Brazilian Real, and the Chinese Renminbi, and the impact of those currency fluctuations on the underlying economies. During the past three years, sales by non-U.S. subsidiaries accounted for approximately 59% to 65% of our annual consolidated net sales. All of these operations use the local currency as their functional currency. The Company generally does not use financial instruments that expose it to significant risk involving foreign currency transactions; however, the size of non-U.S. activities has a significant impact on reported operating results and attendant net assets. Therefore, as exchange rates vary, Quaker's results can be materially affected.

The Company often sources inventory among its worldwide operations. This practice can give rise to foreign exchange risk resulting from the varying cost of inventory to the receiving location, as well as from the revaluation of intercompany balances. The Company mitigates this risk through local sourcing efforts.

See Note 17 of Notes to Consolidated Financial Statements included in this prospectus supplement.

Additional risks associated with the Company's international operations include, but are not limited to, the following:

- n changes in economic conditions from country to country,
- n changes in a country's political condition, such as the current political unrest in the Middle East,
- n trade protection measures,
- n licensing and other legal requirements,
- n longer payment cycles in certain foreign markets,
- n restrictions on the repatriation of our assets, including cash,
- n significant foreign and United States taxes on repatriated cash,
- n the difficulties of staffing and managing dispersed international operations,

n less protective foreign intellectual property laws,

n legal systems that may be less developed and predictable than those in the United States, and

n local tax issues.

The breadth of Quaker's international operations subjects the Company to various local non-income taxes, including value-added-taxes, or VAT. With VAT, the Company essentially operates as an agent for various jurisdictions by collecting VAT from customers and remitting those amounts to the taxing authorities on the goods it sells. The laws and regulations regarding VAT can be complex and vary widely among countries as well as among individual states within a given country for the same products, making full compliance difficult. As VAT is often charged as a percentage of the selling price of the goods sold, the amounts involved can be material. Should there be non-compliance by the Company, it may need to remit funds to the tax authorities prior to collecting the appropriate amounts from customers or jurisdictions which may have been incorrectly paid. In addition, the Company may choose for commercial reasons not to seek repayment from certain customers. This could have a material adverse affect on the Company's liquidity, financial position and results of operations. Refer to Note 12 of Notes to Condensed Consolidated Financial Statements included in this prospectus supplement.

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*Terrorist attacks, other acts of violence or armed conflicts may affect the markets in which we operate and our profitability.*

Terrorist attacks may negatively affect our operations. There can be no assurance that there will not be further terrorist attacks against the U.S. or U.S. businesses. Terrorist attacks, other acts of violence or armed conflicts may directly impact our physical facilities or those of our suppliers or customers. Additional terrorist attacks may disrupt the global insurance and reinsurance industries with the result that we may not be able to obtain insurance at historical terms and levels for all of our facilities. Furthermore, any of these events may make travel and the transportation of our supplies and products more difficult and more expensive and ultimately affect the sales of our products. The consequences of terrorist attacks, other acts of violence or armed conflicts can be unpredictable and we may not be able to foresee events that could have an adverse effect on our business.

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**Use of Proceeds**

We estimate that our net proceeds from the sale of 1,100,000 shares of common stock in this offering will be approximately \$41,822,500 after deducting estimated offering expenses of \$500,000 and underwriting discounts and commissions. Our net proceeds will be approximately \$48,170,875, after deducting estimated offering expenses and underwriting discounts and commissions, if the underwriters exercise the overallotment option in full.

We intend to use all of the net proceeds from this offering to repay a portion of the indebtedness outstanding under our primary credit facility, which amounted to \$65.0 million at March 31, 2011. At March 31, 2011, the rate of interest on our indebtedness under our primary credit facility was approximately 2.25% per annum. Our primary credit facility matures in June 2014.

In addition to providing short term borrowings used for working capital, the Company's primary credit facility was utilized during the preceding 12 months to supplement funding from other sources for our general corporate purposes, which included, but was not limited to, operating costs, pension and other postretirement benefits contributions, capital expenditures, payments related to acquisitions and payments of dividends.

**Table of Contents****Capitalization**

The following table sets forth our cash and cash equivalents and our capitalization as of March 31, 2011:

n on an actual basis; and

n on an as adjusted basis to give effect to the sale by us of 1,100,000 shares of our common stock in this offering, after deducting the underwriting discounts and commissions and estimated offering expenses payable by us, and the application of the estimated net proceeds of \$41,822,500 million from this offering. See Use of Proceeds.

This table should be read with Management's Discussion and Analysis of Financial Condition and Results of Operations and our financial statements and notes thereto included in this prospectus supplement.

	As of March 31, 2011	
	Actual (in thousands, except share data)	As Adjusted (1)
Cash and cash equivalents	\$ 23,564	\$ 23,564
Total Debt (2)	\$ 84,575	\$ 42,752
Equity		
Common stock, \$1 par value; authorized 30,000,000 shares; Issued and Outstanding 11,531,148 shares; as adjusted 12,631,148	11,531	12,631
Capital in excess of par value	39,132	79,855
Retained earnings	152,237	152,237
Accumulated other comprehensive loss	(9,497)	(9,497)
Total Quaker shareholders' equity	193,403	235,226
Noncontrolling interest	7,359	7,359
Total equity	200,762	242,585
Total capitalization	\$ 285,337	\$ 285,337

(1) Assumes no exercise of the underwriters' over-allotment option to purchase up to an additional 165,000 shares of common stock. Any additional net proceeds received if the underwriters exercise the over-allotment option in whole or in part will be applied to the further reduction of the indebtedness outstanding under our primary credit facility. See Use of Proceeds.

(2) Total Debt includes the indebtedness outstanding under our primary credit facility, which was \$65,000 as of March 31, 2011 and was \$79,000 as of May 4, 2011.

The number of shares shown as issued and outstanding in the table above excludes, as of March 31, 2011:

- n 322,373 shares of common stock issuable upon the exercise of stock options outstanding as of March 31, 2011 with a weighted-average exercise price of \$16.87 per share; and
  
- n 355,809 shares of common stock available for future grant or issuance pursuant to our 2001 Global Annual Incentive Plan, 2006 Long-Term Performance plan or 2003 Director Stock Ownership Plan as of March 31, 2011.

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**Table of Contents****Price Range of Our Common Stock**

Our common stock is traded on the New York Stock Exchange, or NYSE, under the trading symbol KWR. The following table includes the high and low sales prices for our common stock as reported on the NYSE for the periods presented.

	<b>High</b>	<b>Low</b>
<b>2011</b>		
Second quarter (through May 4, 2011)	\$ 46.02	\$ 39.50
First quarter	44.39	35.00
<b>2010</b>		
Fourth quarter	\$ 45.80	\$ 32.30
Third quarter	38.16	24.64
Second quarter	36.49	22.55
First quarter	27.71	16.14
<b>2009</b>		
Fourth quarter	\$ 23.82	\$ 17.18
Third quarter	23.20	11.97
Second quarter	15.25	7.60
First quarter	16.53	4.65

The closing price of our common stock on the NYSE on May 4, 2011 was \$42.25 per share.

As of May 3, 2011, there were 1,040 holders of record of our issued and outstanding common stock.



**Table of Contents****Dividend Policy**

The following table sets forth, for the periods indicated, the amount of the cash dividend per share declared and paid on our common stock. Generally, the quarterly cash dividend on our common stock has been declared in the quarter immediately preceding the quarter of payment and paid in January, April, July and October of each year.

	<b>Dividend</b>	
	<b>Declared</b>	<b>Paid</b>
<b>2011</b>		
Second Quarter	\$	\$ 0.235
First Quarter	0.235	0.235
<b>2010</b>		
Fourth Quarter	\$ 0.235	\$ 0.235
Third Quarter	0.235	0.235
Second Quarter	0.235	0.23
First Quarter	0.23	0.23
<b>2009</b>		
Fourth Quarter	\$ 0.23	\$ 0.23
Third Quarter	0.23	0.23
Second Quarter	0.46	0.23
First Quarter		0.23

There are no restrictions that currently materially limit the Company's ability to pay dividends or that the Company believes are likely to materially limit the future payment of dividends. If a default under the Company's primary credit facility were to occur and continue, the payment of dividends would be prohibited. See the discussion under the heading "Liquidity and Capital Resources" in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section in this prospectus supplement.

We currently intend to continue to pay quarterly cash dividends on our outstanding shares of common stock in the future. However, the determination of the amount of future cash dividends, if any, to be declared and paid will depend upon, among other factors, our financial condition, cash flow and future business prospects. See "Risk Factors" in this prospectus supplement.

**Table of Contents****Selected Financial Data**

The selected consolidated financial information of the Company presented in the table below for each of the five years ended December 31, and the balance sheet data as of the end of each year has been derived from the Company's audited Consolidated Financial Statements included in its annual reports on Form 10-K filed with the SEC. The selected consolidated financial information of the Company presented in the table below as of and for the three months ended March 31, 2011 and 2010 is unaudited and has been derived from the Company's Condensed Consolidated Financial Statements included in its quarterly report on Form 10-Q filed with the SEC for the period ended March 31, 2011; however, in the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results for such periods have been included. The results of operations for the three months ended March 31, 2011 may not be indicative of the results of operations to be expected for the full year. The table should be read in conjunction with the Consolidated Financial Statements and notes thereto and the Condensed Consolidated Financial Statements and notes thereto included in this prospectus supplement.

	Three Months Ended		2010 <sup>(3)</sup>	Year Ended December 31,			2006
	March 31, 2011 <sup>(1)</sup>	2010 <sup>(2)</sup>		2009 <sup>(4)</sup>	2008 <sup>(5)</sup>	2007 <sup>(6)</sup>	
(In thousands, except per share amounts)							
<b>Summary of Operations:</b>							
Net sales	\$ 159,865	\$ 128,320	\$ 544,063	\$ 451,490	\$ 581,641	\$ 545,597	\$ 460,451
Income before taxes, equity income and noncontrolling interest	13,693	13,307	46,213	23,692	16,629	22,735	18,440
Net income attributable to Quaker Chemical Corporation	10,600	9,419	31,807	16,220	11,132	15,471	11,667
<b>Per share:</b>							
Net income attributable to Quaker Chemical Corporation Common Shareholders - basic*	\$ 0.92	\$ 0.85	\$ 2.82	\$ 1.48	\$ 1.06	\$ 1.53	\$ 1.18
Net income attributable to Quaker Chemical Corporation Common Shareholders - diluted	\$ 0.91	\$ 0.84	\$ 2.77	\$ 1.47	1.05	1.52	1.18
Dividends declared	0.235	0.230	0.935	0.92	0.92	0.86	0.86
Dividends paid	0.235	0.230	0.93	0.92	0.905	0.86	0.86
<b>Financial Position:</b>							
Working capital	\$ 132,401	\$ 111,922	\$ 114,291	\$ 98,994	\$ 116,962	\$ 107,150	\$ 96,062
Total assets	476,027	406,830	449,430	395,292	385,439	399,049	357,382
Long-term debt	83,766	71,099	73,855	63,685	84,236	78,487	85,237
Equity	200,762	163,115	187,099	156,295	129,875	134,906	114,866

The following amounts are in thousands, except for the per share data:

\* Unaudited pro forma basic earnings per common share for the year ended December 31, 2010 of \$2.62 and the three months ended March 31, 2011 of \$0.85 reflect the payment of debt with the net proceeds of this offering, without giving effect to the exercise, in whole or in part, of the underwriters' over-allotment option.

(1) The results of operations for the three months ended March 31, 2011 include a \$1,238 tax benefit from the derecognition of various uncertain tax positions due to the expiration of applicable statutes of limitations.

(2) The results of operations for the three months ended March 31, 2010 include a \$322 charge related to a currency devaluation at the Company's 50% owned affiliate in Venezuela and a \$1,248 tax benefit from the derecognition of various uncertain tax positions due to the expiration of applicable statutes of limitations.

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- (3) The results of operations for 2010 include a pre-tax final charge of \$1,317 related to the retirement of the Company's former Chief Executive Officer in 2008; a net pre-tax charge of \$4,132 related to a Non-Income tax contingency; a \$322 charge related to a currency devaluation at the Company's 50% owned affiliate in Venezuela; a \$564 charge related to an out-of-period adjustment at the Company's 40% owned affiliate in Mexico; offset by a \$2,441 tax benefit from the derecognition of various uncertain tax positions due to the expiration of applicable statutes of limitations and resolution of tax audits for certain tax years.
- (4) The results of operations for 2009 include a pre-tax charge for restructuring and related activities of \$2,289; a pre-tax charge of \$2,443 related to the retirement of the Company's former Chief Executive Officer in 2008; offset by a gain of \$1,193 on the disposition of land in Europe and a \$583 tax benefit from the derecognition of various uncertain tax positions due to the expiration of applicable statutes of limitations and resolution of tax audits for certain tax years.

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- (5) The results of operations for 2008 include a pre-tax charge for restructuring and related activities of \$2,916; a pre-tax charge of \$3,505 for the incremental charges related to the retirement of the Company's Chief Executive Officer; offset by a net arbitration award of \$956 related to litigation with one of the former owners of the Company's Italian subsidiary; a tax refund of \$460 relating to the Company's increased investment in China; and a \$1,508 tax benefit from the derecognition of various uncertain tax positions due to the expiration of applicable statutes of limitations and resolution of tax audits for certain tax years.
- (6) The results of operations for 2007 include a pre-tax environmental charge of \$3,300 for the settlement of the AC Products, Inc. litigation and ongoing remediation activities at the site; a pre-tax charge of \$701 related to a discontinued strategic initiative; a pre-tax charge of \$487 related to certain customer bankruptcies; a tax refund of \$665 related to the Company's increased investment in China; a non-cash out-of-period tax benefit adjustment of \$993 primarily related to deferred tax accounting for the Company's foreign pension plans; and a \$391 tax charge related to the revaluation of deferred tax assets as a result of a tax law change.

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**Management's Discussion and Analysis of  
Financial Condition and Results of Operations**

**Executive Summary**

Quaker Chemical Corporation is a leading global provider of process chemicals, chemical specialties, services and technical expertise to a wide range of industries including steel, aluminum, automotive, mining, aerospace, tube and pipe, coatings and construction materials. Our products, technical solutions and chemical management services, or CMS, enhance our customers' processes, improve their product quality and lower their costs.

***First Quarter 2011 Summary***

The Company's revenue and earnings growth for the first quarter of 2011 compared to the first quarter of 2010 was primarily driven by product volume including the Company's 2010 acquisitions, and selling price and mix increases experienced across the globe. While the Company's volumes continued to build on the recovery from the global economic crisis, the pace of the escalation in raw material prices exceeded pricing actions taken, resulting in a decreased gross margin. The Company expects to implement further price increases in an effort to restore its margins to more acceptable levels.

Selling, general and administrative expenses, or SG&A, increased approximately \$5.0 million in the first quarter of 2011 compared to the first quarter of 2010 primarily due to increased business activity, the Company's 2010 acquisitions and investments in key growth initiatives.

The first quarter 2011 results include a tax benefit of approximately \$0.11 per diluted share related to the expiration of applicable statutes of limitations for uncertain tax positions. The first quarter 2010 results included a charge of \$0.03 per diluted share related to devaluation of the Venezuelan Bolivar Fuerte, as well as a tax benefit of approximately \$0.11 per diluted share related to the expiration of applicable statutes of limitations for uncertain tax positions.

The net result was earnings per diluted share of \$0.91 for the first quarter of 2011, compared to \$0.84 per diluted share in the first quarter of 2010.

***Fiscal Year 2010 Summary***

The 21% growth in revenue during the full year 2010 compared to 2009 was principally due to double-digit volume increases experienced across the globe as the Company continued to recover from the global economic downturn. These volume increases were partially offset by lower CMS revenue reported on a gross basis as a result of contract renegotiations. While the Company's gross margin improved from 34.7% in 2009 to 35.4% in 2010, the Company experienced significantly higher raw material costs as 2010 progressed, only a portion of which were recovered through price increases in 2010. Additional price increases were implemented in early 2011 as part of the Company's efforts to recover margins. The Company's SG&A increased 10% during 2010 due to higher selling costs with increased business activity, inflationary costs, increased incentive compensation costs as well as higher professional fees related to acquisitions. However, SG&A as a percentage of sales decreased from 28% in 2009 to 26% in 2010.

In 2010, the Company completed the acquisition of D.A. Stuart's U.S. aluminum hot rolling oil business from Houghton International for approximately \$6.8 million. With this acquisition, Quaker became a leading player in the U.S. aluminum hot rolling market. The Company also completed the acquisition of Summit Lubricants Inc., a leading specialty grease manufacturer and distributor of specialty greases, for approximately \$29.1 million. This acquisition is complementary to the Company's existing business.

The full year 2010 results include some unusual items. The 2010 results include a \$4.1 million charge related to a non-income tax contingency discussed below. The Company incurred a final charge related to the former CEO's supplemental retirement plan of approximately \$1.3 million. Equity in net income of associated companies includes charges totaling \$0.9 million related to the devaluation of the Venezuelan Bolivar Fuerte and an out-of-period charge related to shortfalls in reserves for pensions and other items. The effective tax rate for 2010 includes approximately \$2.4 million of benefit from the derecognition of various uncertain tax positions due to the expiration of applicable statutes of limitations.

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The full year 2009 results included some unusual items as well. A \$2.3 million restructuring charge was taken in an effort to reduce operating costs as volume declines continued in the U.S. and Europe and extended to other regions. The Company also incurred charges related to the former CEO's supplemental retirement plan of approximately \$2.4 million. Other income for 2009 includes a \$1.2 million gain related to the disposition of excess land in Europe. The effective tax rate for 2009 reflected no tax expense being provided on the land sale gain due to the utilization of net operating losses which were previously not benefited and included approximately \$0.6 million of benefit from the derecognition of various uncertain tax positions due to the expiration of applicable statutes of limitations and resolution of tax audits for certain tax years.

The net result for the full year 2010 was earnings per diluted share of \$2.77, up 88% compared to \$1.47 for 2009, with 2010 net income surpassing that of any year in the Company's history. In addition, the Company raised its dividend in 2010, made two strategic acquisitions and enhanced its financial flexibility for future growth by amending its primary credit facility.

The Company expects to have good growth in 2011 due to its leadership positions in faster growing economies like China, Brazil and India, as well as continued recovery in the more mature markets such as the U.S. and Europe. The Company will also be investing in additional resources to support that growth, especially in the emerging markets. While the current North Africa/Middle East tensions put greater uncertainty on raw material pricing, the Company's goal is to continue its profit growth and build upon the record profits achieved in 2010. The Company expects to recover most of the raw material cost increases it has experienced, but there will be a time-lag due in part to competitive pressures and contractual constraints. However, the Company's volumes remain strong, and we continue to make progress in integrating our recent acquisitions as well as focusing on and securing new business. In addition, the Company expects to make further strategic acquisitions and is currently evaluating several opportunities.

### **Critical Accounting Policies and Estimates**

Quaker's discussion and analysis of its financial condition and results of operations are based upon Quaker's Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires Quaker to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, Quaker evaluates its estimates, including those related to customer sales incentives, product returns, bad debts, inventories, property, plant, and equipment, investments, goodwill, intangible assets, income taxes, financing operations, restructuring, incentive compensation plans (including equity-based compensation), pensions and other postretirement benefits, and contingencies and litigation. Quaker bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Quaker believes the following critical accounting policies describe the more significant judgments and estimates used in the preparation of its Consolidated Financial Statements:

1. **Accounts receivable and inventory reserves and exposures** Quaker establishes allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. If the financial condition of Quaker's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. As part of its terms of trade, Quaker may custom manufacture products for certain large customers and/or may ship product on a consignment basis. Further, a significant portion of Quaker's revenues is derived from sales to customers in the U.S. steel and automotive industries, where a number of bankruptcies have occurred during recent years and companies have experienced financial difficulties. When a bankruptcy occurs, Quaker must judge the amount of proceeds, if any, that may ultimately be received through the bankruptcy or liquidation process. These matters may increase the Company's exposure should a bankruptcy occur, and may require write down or disposal of certain inventory due to its estimated obsolescence or limited marketability. Reserves for customers filing for bankruptcy protection are generally dependent on the Company's evaluation of likely proceeds from the bankruptcy process. Large and/or financially distressed customers are generally reserved for on a specific review basis while a general reserve is established

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for other customers based on historical experience. The Company's consolidated allowance for doubtful accounts was \$4.3 million and \$4.0 million at December 31, 2010 and 2009, respectively. Further, the Company recorded provisions for doubtful accounts of \$0.9 million, \$1.4 million and \$1.1 million in 2010, 2009 and 2008, respectively. An increase of 10% to the recorded provisions would have decreased the Company's pre-tax earnings by approximately \$0.1 million in 2010, 2009 and 2008, respectively.

2. **Environmental and litigation reserves** Accruals for environmental and litigation matters are recorded when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated. Accrued liabilities are exclusive of claims against third parties and are not discounted. Environmental costs and remediation costs are capitalized if the costs extend the life, increase the capacity or improve the safety or efficiency of the property from the date acquired or constructed, and/or mitigate or prevent contamination in the future. Estimates for accruals for environmental matters are based on a variety of potential technical solutions, governmental regulations and other factors, and are subject to a large range of potential costs for remediation and other actions. A considerable amount of judgment is required in determining the most likely estimate within the range, and the factors determining this judgment may vary over time. Similarly, reserves for litigation and similar matters are based on a range of potential outcomes and require considerable judgment in determining the most probable outcome. If no amount within the range is considered more probable than any other amount, the Company accrues the lowest amount in the range in accordance with generally accepted accounting principles. See Note 22 of Notes to Consolidated Financial Statements and Note 12 of Notes to Condensed Consolidated Financial Statements included in this prospectus supplement.
  
3. **Realizability of equity investments** Quaker holds equity investments in various foreign companies, whereby it has the ability to influence, but not control, the operations of the entity and its future results. Quaker records an investment impairment charge when it believes an investment has experienced a decline in value that is other than temporary. Future adverse changes in market conditions, poor operating results of underlying investments, or devaluation of foreign currencies could result in losses or an inability to recover the carrying value of the investments that may not be reflected in an investment's current carrying value. These factors may result in an impairment charge in the future. The carrying amount of the Company's equity investments at December 31, 2010 was \$9.2 million and was comprised of four investments totaling \$5.8 million in Nippon Quaker Chemical, Ltd. (Japan) at 50%, \$1.7 million in TecniQuimia Mexicana S.A. de C.V. (Mexico) at 40%, \$1.5 million in Kelko Quaker Chemical, S.A. (Venezuela) at 50% and \$0.2 million in Kelko Quaker Chemical, S.A. (Panama) at 50%, respectively. See Note 6 of Notes to Consolidated Financial Statements included in this prospectus supplement.
  
4. **Tax exposures, valuation allowances and uncertain tax positions** Quaker records expenses and liabilities for taxes based on estimates of amounts that will be ultimately determined to be deductible in tax returns filed in various jurisdictions. The filed tax returns are subject to audit, often several years subsequent to the date of the financial statements. Disputes or disagreements may arise during audits over the timing or validity of certain items or deductions, which may not be resolved for extended periods of time. Quaker applies the provisions of FASB's guidance regarding uncertain tax positions. The guidance applies to all income tax positions taken on previously filed tax returns or expected to be taken on a future tax return. The guidance prescribes a benefit recognition model with a two-step approach, a more-likely-than-not recognition criterion, and a measurement attribute that measures the position as the largest amount of tax benefit that is greater than 50% likely of being realized upon effective settlement. The guidance further requires that the amount of interest expense and income to be recognized related to uncertain tax positions be computed by applying the applicable statutory rate of interest to the difference between the tax position recognized in accordance with the guidance, including timing differences, and the amount previously taken or expected to be taken in a tax return. Quaker also records valuation allowances when necessary to reduce its deferred tax assets to the amount that is more likely than not to be realized. While Quaker has considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance, in the event Quaker were to determine that it would be able to realize its deferred tax assets in the future in excess of its net recorded amount, an adjustment to the deferred tax asset would increase income in the period such determination was made. Likewise, should Quaker determine that it would not be able to realize all or part of its net deferred tax assets in the future, an adjustment to the deferred tax asset would be charged to income in the period such determination was made which could have a material adverse impact on the Company's financial statements. U.S. income taxes have not been provided on the undistributed earnings of non-U.S. subsidiaries since it is the Company's

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intention to continue to reinvest these earnings in those subsidiaries for working capital needs and growth initiatives. U.S. and foreign income taxes that would be payable if such earnings were distributed may be lower than the amount computed at the U.S. statutory rate due to the availability of foreign tax credits.

5. **Restructuring liabilities** Restructuring charges may consist of charges for employee severance, rationalization of manufacturing facilities and other items. The Company applies FASB's guidance regarding exit or disposal cost obligations. The guidance requires that a liability for a cost associated with an exit or disposal activity be recognized when the liability is incurred.
  
6. **Goodwill and other intangible assets** The Company records goodwill and intangible assets at fair value as of the acquisition date and amortizes intangible assets which do not have indefinite lives on a straight-line basis over the lives of the intangible assets based on third-party valuations of the assets. Goodwill and intangible assets, which have indefinite lives, are not amortized and are required to be assessed at least annually for impairment. The Company compares the assets' fair value to their carrying value primarily based on future discounted cash flows in order to determine if an impairment charge is warranted. The estimates of future cash flows involve considerable management judgment and are based upon assumptions about expected future operating performance. Assumptions used in these forecasts are consistent with internal planning. The actual cash flows could differ from management's estimates due to changes in business conditions, operating performance, and economic conditions. The Company completed its annual impairment assessment as of the end of the third quarter 2010, and no impairment charge was warranted. The Company's consolidated goodwill and indefinite-lived intangible assets at December 31, 2010 and 2009 were \$53.9 million and \$47.1 million, respectively. The Company's assumption of weighted average cost of capital and estimated future net operating profit after tax (NOPAT) are particularly important in determining whether an impairment charge has been incurred. The Company currently uses a weighted average cost of capital of 12% and, at September 30, 2010, this assumption would have had to increase by more than 6.75 percentage points before any of the Company's reporting units would fail step one of the impairment analysis. Further, at September 30, 2010, the Company's estimate of future NOPAT would have had to decrease by more than 36% before any of the Company's reporting units would be considered potentially impaired. As a result, the estimated fair value of each of the Company's reporting units substantially exceeds their carrying value.
  
7. **Postretirement benefits** The Company provides certain pension and other postretirement benefits to employees and retirees. Independent actuaries, in accordance with accounting principles generally accepted in the United States, perform the required valuations to determine benefit expense and, if necessary, non-cash charges to equity for additional minimum pension liabilities. Critical assumptions used in the actuarial valuation include the weighted average discount rate, rates of increase in compensation levels, and expected long-term rates of return on assets. If different assumptions were used, additional pension expense or charges to equity might be required. The Company's U.S. pension plan year-end is November 30, and the measurement date is December 31. The following table highlights the potential impact on the Company's pre-tax earnings due to changes in assumptions with respect to the Company's pension plans, based on assets and liabilities at December 31, 2010:

	1/2 Percentage Point Increase			1/2 Percentage Point Decrease		
	Foreign	Domestic	Total	Foreign	Domestic	Total
	(Dollars in millions)					
Discount rate	\$ (0.2)	\$ (0.1)	\$ (0.3)	\$ 0.3	\$ 0.1	\$ 0.4
Expected rate of return on plan assets	\$ (0.2)	\$ (0.2)	\$ (0.4)	\$ 0.2	\$ 0.2	\$ 0.4



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### **Recently Issued Accounting Standards**

The FASB updated its guidance regarding a vendor's multiple-deliverable arrangements in October 2009. The updated guidance establishes a selling price hierarchy to be followed in determining the selling price for each deliverable in multiple-deliverable arrangements, eliminates the residual method of allocation and requires that arrangement consideration be allocated at the inception of the arrangement using the relative selling price method and requires enhanced disclosure regarding multiple-deliverable arrangements. The guidance is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning after June 15, 2010. The first quarter 2011 adoption of this guidance did not have a material effect on the Company's financial statements.

### **Liquidity and Capital Resources**

#### ***Cash Flows***

##### *First Quarter 2011 Comparisons*

Quaker's cash and cash equivalents decreased to \$23.6 million at March 31, 2011 from \$25.8 million at December 31, 2010. The decrease of \$2.2 million resulted primarily from \$7.1 million of cash used in operating activities, \$2.9 million of cash used in investing activities, \$7.1 million of cash provided by financing activities and a \$0.7 million increase from the effect of exchange rates on cash.

Net cash flows used in operating activities were \$7.1 million in the first quarter of 2011 compared to \$4.8 million used in operating activities in the first quarter of 2010. The Company's increase in net income was more than offset by increased business activity resulting in an increased investment in working capital as well as higher pension plan contributions compared to the first quarter of 2010.

Net cash flows used in investing activities were \$2.9 million in the first quarter of 2011 compared to \$0.3 million provided by investing activities in the first quarter of 2010. Increased investments in the Company's Middletown, Ohio and Batavia, NY plants, and the Company's global ERP system, were the primary drivers of the increased investments in property, plant and equipment. In addition, the receipt of the final payment in the first quarter of 2010 from the Company's insurance settlement (discussed below) and decreases in the Company's construction fund related to the Company's expansion of its Middletown, Ohio manufacturing facility in the prior year, also affected the investing cash flow comparisons.

Net cash flows provided by financing activities were \$7.1 million in the first quarter of 2011 compared to \$5.4 million provided by financing activities in the first quarter of 2010. Increased working capital investments due to increased business activity resulted in higher net borrowings in the first quarter of 2011 compared to the first quarter of 2010. During the first quarter of 2011, the Company recorded \$0.1 million of excess tax benefits in capital in excess of par on its Condensed Consolidated Balance Sheet, and as a cash flow from financing activities in its Condensed Consolidated Statement of Cash Flows, related to stock option exercises. During the first quarter of 2010, the Company recorded approximately \$2.0 million of these benefits on its Condensed Consolidated Balance Sheet and recognized \$0.3 million as a cash inflow from financing activities in its Condensed Consolidated Statement of Cash Flows, related to stock option exercises which occurred over prior years. Prior to 2010, the Company's actual taxable income in affected jurisdictions was not sufficient to recognize these benefits, while the Company's 2010 taxable income was sufficient to recognize the benefits.

##### *Fiscal Year 2010 Comparisons*

Quaker's cash and cash equivalents increased to \$25.8 million at December 31, 2010 from \$25.1 million at December 31, 2009. The \$0.7 million increase resulted primarily from \$37.5 million of cash provided by operating activities, \$41.0 million of cash used in investing activities, \$4.3 million of cash provided by financing activities and a \$0.1 million decrease from the effect of exchange rates on cash.

Net cash flows provided by operating activities were \$37.5 million in 2010, compared to \$41.6 million provided by operating activities in 2009. The Company's improvement in net income was more than offset by increased investment in working capital. During 2009, the Company experienced significantly lower business activity as it was still recovering from the global economic downturn, which in turn greatly reduced the Company's investment in working capital. As business volumes began to recover later in 2009 and continued to increase in 2010, the

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Company's need for working capital investment correspondingly increased. The Company's first quarter 2009 disposition of land in Europe, reduced pension contributions compared to 2009, and the 2009 completion of restructuring activities also impacted the operating cash flow comparisons.

Net cash flows used in investing activities were \$41.0 million in 2010, compared to \$6.6 million of cash used in investing activities in 2009. Payments related to acquisitions were the primary driver in the change in cash flows used in investing activities. During the third quarter of 2010, the Company completed the acquisition of D.A. Stuart's U.S. aluminum hot rolling business from Houghton International for \$6.8 million and, in the fourth quarter of 2010, the Company completed the acquisition of Summit Lubricants, Inc. for \$29.1 million. Cash paid for acquisitions in 2009 included the final \$1.0 million payment related to the 2005 acquisition of the remaining 40% interest in the Company's Brazilian joint venture and the final payment related to the 2006 acquisition of the remaining minority interest in its China joint venture for approximately \$1.0 million. In addition, the 2009 proceeds from the disposition of land in Europe were offset by lower capital expenditures in 2010 as the Company completed its Middletown, Ohio expansion project. Reductions in the use of restricted cash related to the expansion project also affected the investing cash flow comparisons.

In the first quarter of 2007, an inactive subsidiary of the Company reached a settlement agreement and release with one of its insurance carriers for \$20.0 million. The proceeds of the settlement are restricted and can only be used to pay claims and costs of defense associated with this subsidiary's asbestos litigation. The payments were structured to be received over a four-year period with annual installments of \$5.0 million, the final installment of which was received in the first quarter of 2010. During the third quarter of 2007, the same inactive subsidiary and another of its insurance carriers entered into a Claim Handling and Funding Agreement under which the carrier will pay 27% of the defense and indemnity costs incurred by or on behalf of the subsidiary in connection with asbestos bodily injury claims for a minimum of five years beginning July 1, 2007. See Notes 20, 21, and 22 of Notes to Consolidated Financial Statements and Note 12 of Notes to Condensed Consolidated Financial Statements included in this prospectus supplement.

Net cash flows provided by financing activities were \$4.3 million in 2010, compared to \$32.8 million of cash used in financing activities in 2009. The majority of the change was the result of debt repayments in 2009 compared to debt borrowings in 2010. In 2009, the cash flow generated from reduced working capital investments as a result of significantly curtailed business volumes enabled the debt repayments. In 2010, debt borrowings were needed to supplement the Company's cash flow from operations for its acquisition activity, noted above. In addition, a significantly higher number of stock options were exercised in 2010, which impacted the change in cash flows.

***Debt Financing***

In June 2010, the Company amended its primary credit facility to increase the maximum principal amount available for revolving credit borrowings from \$125.0 million to \$175.0 million. This amount can be increased to \$225.0 million at the Company's option if the lenders agree to increase their commitments and the Company satisfies certain conditions. At March 31, 2011, December 31, 2010 and December 31, 2009, the Company had approximately \$65.0 million, \$55.0 million and \$46.4 million, respectively, outstanding under its credit facilities. The amendment also extended the maturity date of the Company's credit line from August 2012 to June 2014 and amended certain acquisition and other covenants, including a reduced interest rate spread and a new interest rate tier for leverage ratios below one times EBITDA that would allow for a further interest rate spread reduction. The Company's access to this credit is largely dependent on its consolidated leverage ratio covenant, which cannot exceed 3.5 to 1, and at March 31, 2011, December 31, 2010 and December 31, 2009, the consolidated leverage ratio was below 2.0 to 1. Under this covenant, the Company could have borrowed an additional \$120.0 million at December 31, 2010. The Company has entered into interest rate swaps with a combined notional value of \$15.0 million as of March 31, 2011, in order to fix the interest rate on a portion of its variable rate debt. Outstanding financial derivative instruments may expose the Company to credit loss in the event of nonperformance by the counterparties to the agreements. To manage credit risk, the Company limits its exposure to any single counterparty. However, the Company does not expect any of the counterparties to fail to meet their obligations.

**Table of Contents****Shelf Registration Statement**

In 2009, the Company filed a shelf registration statement on Form S-3 with the SEC. The registration statement was declared effective on January 29, 2010 and permits the Company to offer and sell from time to time in one or more public offerings up to \$100.0 million aggregate dollar amount of its securities, which may be shares of preferred stock (either separately or represented by depository shares), common stock, debt securities and warrants to purchase our debt or equity securities, as well as units that include any of these securities, on terms, in each case, established at the time of the offering. This registration statement provides the Company with the ability to issue registered debt or equity securities on an accelerated basis.

**Tax Positions**

At March 31, 2011, the Company's gross liability for uncertain tax positions, including accrued interest and penalties, was \$13.6 million. The Company cannot determine a reliable estimate of the timing of cash flows by period related to its uncertain tax position liability. However, should the entire liability be paid, the amount of the payment may be reduced by up to \$7.6 million as a result of offsetting benefits in other tax jurisdictions. At December 31, 2010, the Company's gross liability for uncertain tax positions, including accrued interest and penalties, was \$13.1 million. The Company cannot determine a reliable estimate of the timing of cash flows by period related to its uncertain tax position liability. However, should the entire liability be paid, the amount of the payment may be reduced by \$7.0 million as a result of offsetting benefits in other tax jurisdictions.

The Company believes it is capable of supporting its operating requirements, including pension plan contributions, payments of dividends to shareholders, possible acquisitions and business opportunities, capital expenditures and possible resolution of contingencies through internally generated funds supplemented with debt or equity as needed.

**Contractual Obligations**

The following table summarizes the Company's contractual obligations at December 31, 2010, and the effect such obligations are expected to have on its liquidity and cash flow in future periods. Pension and other postretirement plan contributions beyond 2011 are not determinable since the amount of any contribution is heavily dependent on the future economic environment and investment returns on pension trust assets. The timing of payments related to other long-term liabilities, which consist primarily of deferred compensation agreements cannot be readily determined due to their uncertainty. Interest obligations on the Company's short and long-term debt are included assuming the debt levels will be outstanding for the entire period and assuming the interest rates in effect at December 31, 2010. Interest obligations on the contingent acquisition consideration is included assuming the discount rate in effect at the time of acquisition.

<b>Contractual Obligations</b>	<b>Payments due by period</b>						
	<b>Total</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016 and Beyond</b>
<b>(Amounts in millions)</b>							
Short-term debt	\$ 0.077	\$ 0.077	\$	\$	\$	\$	\$
Long-term debt	89.868	2.695	2.423	1.999	56.567	1.175	25.009
Capital lease obligations	1.471	0.570	0.404	0.246	0.064	0.064	0.123
Non-cancelable operating leases	20.189	4.937	4.270	3.195	2.483	2.210	3.094
Purchase obligations	5.915	5.415	0.500				
Pension and other postretirement plan contributions	9.220	9.220					
Contingent acquisition consideration	8.031			8.031			
Other long-term liabilities (see Note 21 of Notes to Consolidated Financial Statements)	3.359						3.359
<b>Total contractual cash obligations</b>	<b>\$ 138.130</b>	<b>\$ 22.914</b>	<b>\$ 7.597</b>	<b>\$ 13.471</b>	<b>\$ 59.114</b>	<b>\$ 3.449</b>	<b>\$ 31.585</b>

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**Operations**

***CMS Discussion***

The Company currently has more than 40 CMS contracts in North America, as well as additional CMS contracts in other areas of the world. Under its traditional CMS approach, the Company effectively acts as an agent, and the revenues and costs from these sales are reported on a net sales or pass-through basis. Under certain of its CMS contracts, the contracts are structured differently in that the Company's revenue received from the customer is a fee for products and services provided to the customer, which are indirectly related to the actual costs incurred. Profit is dependent on how well the Company controls product costs and achieves product conversions from other third-party suppliers to its own products. As a result, under the alternative structure, the Company recognizes in reported revenue the gross revenue received from the CMS site customer, and in cost of goods sold the third-party product purchases, which substantially offset each other until the Company achieves significant product conversions, which may result in a decrease in reported gross margin as a percentage of sales.

In 2009, the Company had a mix of contracts with both the traditional product pass-through structure and fixed price contracts covering all services and products. As a result of the global economic downturn and its impact in the automotive sector, during 2009 and early 2010, the Company experienced a shift in customer requirements and business circumstances where almost all of CMS contracts have reverted to the traditional product pass-through structure. However, the Company's offerings will continue to include both approaches to CMS.

***Comparison of the First Quarter of 2011 with the First Quarter of 2010***

Net sales for the first quarter of 2011 were \$159.9 million, an increase of 25% from \$128.3 million in the first quarter of 2010. The increase in net sales was primarily the result of higher volumes and selling prices across the globe. Product volumes were higher by approximately 16% including the effects of acquisitions. Selling prices and mix increased revenues by approximately 7%, as the Company continues to implement price increases to help offset higher raw material costs. Foreign exchange rates also increased revenues by approximately 2%.

Gross profit increased by approximately \$5.4 million, but gross margin decreased from 36.9% in the first quarter of 2010 to 33% in the first quarter of 2011, as raw material costs continued to escalate, particularly in the first quarter of 2011. The Company continues to implement price increases to recover these higher costs.

SG&A increased approximately \$5.0 million compared to the first quarter of 2010. Higher selling costs related to increased business activity, our 2010 acquisitions, foreign exchange rate translation and higher professional fees accounted for approximately 62% of the increase. Higher inflationary and other costs, partially offset by lower incentive compensation accounted for the remainder of the increase. SG&A as a percentage of sales decreased to 24.2% in the first quarter of 2011 from 26.2% in the first quarter of 2010.

Net interest expense decreased due to lower interest rates despite higher average borrowings. Equity in net income of associated companies increased compared to the first quarter of 2010 as the prior year quarter reflected a charge of approximately \$0.03 related to the first quarter 2010 devaluation of the Venezuelan Bolivar Fuerte.

The Company's low first quarter 2011 and 2010 effective tax rates include the expiration of applicable statutes of limitations for uncertain tax positions of approximately \$0.11 per diluted share in each period. In addition, the first quarter 2011 effective tax rate includes a higher utilization of foreign tax credits, which were previously unbenefited. The Company has experienced and expects to further experience volatility in its quarterly effective tax rates due to the varying timing of tax audits and the expiration of applicable statutes of limitations as they relate to uncertain tax positions. However, the Company expects a higher effective tax rate for the full year 2011 as compared to the first quarter 2011 rate. At the end of 2010, the Company had net U.S. deferred tax assets totaling \$14.8 million, excluding deferred tax assets related to additional minimum pension liabilities. The Company records valuation allowances when necessary to reduce its deferred tax assets to the amount that is more likely than not to be realized. The Company considers future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for a valuation allowance. However, in the event the Company were to determine that it would not be able to realize all or part of its net deferred tax assets in the future, an adjustment to the deferred tax assets would be a non-cash charge to income in the period such determination was made, which could have a material adverse impact on the Company's financial statements. The Company continues to closely monitor the factors affecting its net deferred tax assets and the assessment of valuation allowances.

**Table of Contents***Segment Reviews Comparison of the First Quarter of 2011 with the First Quarter of 2010***Metalworking Process Chemicals:**

Metalworking Process Chemicals consists of industrial process fluids for various heavy industrial and manufacturing applications and represented approximately 94% of the Company's net sales in the first quarter of 2011. Net sales were up \$29.5 million, or 24%. Foreign exchange translation positively impacted net sales by approximately 2%, primarily driven by the Brazilian Real to U.S. Dollar exchange rate. The average U.S. Dollar to Brazilian Real exchange rate was 0.60 in the first quarter of 2011 compared to 0.55 in the first quarter of 2010. Net sales were positively impacted by increases of 33% in North America, 21% in Europe, 22% in Asia/Pacific and 11% in South America, all on a constant currency basis. The Company's 2010 acquisition activity accounted for approximately 20% of the North America sales increase. The remaining increase in this segment's sales was due to both volume and selling price and mix increases across the globe. The Company continues to implement price increases to help offset higher raw material costs. This segment's operating income increased \$1.4 million, with the volume and sales price increases noted above, which were largely offset by higher raw material costs and higher SG&A costs as the Company is investing in additional resources to support its growth initiatives.

**Coatings:**

The Company's coatings segment, which represented approximately 5% of the Company's net sales in the first quarter of 2011, contains products that provide temporary and permanent coatings for metal and concrete products and chemical milling maskants. Net sales for this segment were higher by \$1.7 million, or 25%, due to increased sales in both chemical milling maskants sold to the aerospace industry and certain coatings product lines. This segment's operating income increased by \$0.6 million, consistent with the volume increases noted above.

**Other Chemical Products:**

Other Chemical Products, which represented less than 1% of the Company's net sales in the first quarter of 2011, consists of sulfur removal products for industrial gas streams sold by the Company's Q2 Technologies joint venture. Net sales increased approximately \$0.3 million due to increased activity in the oil and gas market. Operating income was slightly above break-even, compared to a slight loss in the first quarter of 2010.

***Comparison of 2010 with 2009***

Net sales for 2010 were \$544.1 million, an increase of \$92.6 million, or approximately 21%, compared to \$451.5 million in 2009. The increase in sales was driven by significant increases in volume across the globe, as the comparisons to the prior year continue to reflect recovery from the global economic downturn. The volume increases were partially offset by lower CMS revenue reported on a gross basis, which decreased revenues by approximately 4%. Changes in price/mix and foreign exchange rate translation each increased revenues by approximately 1%.

Gross profit increased \$36.0 million, or 23%, compared to 2009, largely as a result of increased volumes. The gross margin increased to 35.4% in 2010 from 34.7% in 2009. Raw material costs did not begin to significantly increase until the middle of the second quarter of 2010 and continued through the end of 2010. Only a portion of these higher costs were recovered through price increases in 2010. Additional price increases are being implemented in early 2011 as part of the Company's effort to recover margins. However, the reduction in gross margin from higher raw material costs was tempered by reduced automotive CMS revenues reported on a gross basis which increased the gross margin by approximately 1 percentage point.

SG&A increased \$13.2 million, or 10%, compared to 2009. Higher selling costs with increased business activity, inflationary costs as well as increased incentive compensation were the primary drivers of the increase, representing 66% of the increase. Differences in foreign exchange rates, higher professional fees related to acquisitions and other costs accounted for the remainder of the increase. SG&A as a percentage of sales decreased from 28% in 2009 to 26% in 2010.

As initially disclosed in the Company's second quarter Form 10-Q, one of the Company's subsidiaries may have paid certain VAT incorrectly and, in certain cases, may not have collected sufficient VAT from certain customers. The VAT rules and regulations at issue are complex, vary among the jurisdictions and can be contradictory, in particular as to how they relate to the subsidiary's products and to sales between jurisdictions.

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Since its inception, the subsidiary had been consistent in its VAT collection and remittance practices and had never been contacted by any tax authority relative to VAT. Now the subsidiary has determined that for certain products, a portion of the VAT was incorrectly paid and that the total VAT due exceeds the amount originally collected and remitted by the subsidiary. In 2010, several jurisdictions contacted the subsidiary requesting information, but no tax assessments were received. In two jurisdictions, the subsidiary has either participated in an amnesty program or entered into a settlement whereby it paid a reduced portion of the amounts owed in resolution of those jurisdictions' claims. At this time, the subsidiary has either modified or is in the process of modifying its VAT invoicing and payment procedures to eliminate or mitigate future exposure.

In analyzing the subsidiary's exposure, it is difficult to estimate both the probability and the amount of any potential liabilities due to a number of factors, including: the decrease in exposure over time due to applicable statutes of limitations and actions taken by the subsidiary, the joint liability of customers and suppliers for a portion of the VAT, the availability of a VAT refund for VAT incorrectly paid through an administrative process, any amounts which may have already been, or will be paid by customers, as well as the timing and structure of any tax amnesties or settlements. In addition, interest and penalties on any VAT due can be a multiple of the base tax. The subsidiary may contest any tax assessment administratively and/or judicially for an extended period of time, but may ultimately resolve its disputes through participation in tax amnesty programs, which are a common practice for settling tax disputes in the jurisdictions in question and which have historically occurred on a regular basis resulting in significant reductions of interest and penalties. Also, the timing of payments and refunds of VAT may not be contemporaneous, and, if additional VAT is owed, it may not be fully recoverable from customers. As a result, this matter has the potential to have a material adverse impact on the Company's financial position, liquidity and capital resources and the results of operations.

Included in the 2010 results is a net charge of \$4.1 million, which consists of a net \$3.9 million charge related to two tax dispute settlements entered into by the subsidiary, as well as a net \$0.2 million charge representing management's best estimate, based on the information available to it, including the factors noted above, of the amount that ultimately may be paid related to the other jurisdiction that has made inquiries. These charges assume a successful recovery of the VAT incorrectly paid, as well as reductions in interest and penalties from anticipated future amnesty programs or settlements. On a similar basis, if all other potentially impacted jurisdictions were to initiate audits and issue assessments, the range of the remaining exposure, net of refunds, could be from \$0 to \$22.0 million, with one jurisdiction representing approximately 82 percent of this additional exposure, assuming the continued availability of future amnesty programs or settlements to reduce the interest and penalties. If there are future assessments but no such future amnesty programs or settlements, the potential exposure could be higher.

In 2009, the Company implemented and completed a restructuring program totaling \$2.3 million, or approximately \$0.14 per diluted share. The Company incurred a final charge related to the former CEO's supplemental retirement plan of approximately \$1.3 million, or \$0.08 per diluted share, in 2010, compared to a charge of \$2.4 million, or \$0.14 per diluted share, in 2009.

Other income for 2010 includes higher license fees from increased business activities as well as foreign exchange rate gains versus losses in 2009, which partially offset a gain related to the disposition of land in Europe of approximately \$0.11 per diluted share in 2009. Net interest expense decreased due to lower interest rates, lower average debt balances as well as higher interest income.

The Company's effective tax rate for 2010 was 27.3% compared to 29.8% in 2009. The 2010 effective tax rate includes a benefit of approximately \$0.21 per diluted share, while 2009 includes a benefit of approximately \$0.05 per diluted share, due to the expiration of applicable statutes of limitations for uncertain tax positions. In addition, the 2010 effective tax rate was impacted by significantly improved profitability in certain higher rate jurisdictions, which has also allowed for the utilization of the domestic production activities deduction for the first time in the Company's history. The effective tax rate for 2009 reflects no tax provided for the land sale gain, due to the utilization of net operating losses, which were previously not benefited. The Company has experienced, and expects to experience, further volatility in its quarterly effective tax rates due to the varying timing of tax audits and the expiration of applicable statutes of limitations as they relate to uncertain tax positions. During 2010, the Company recorded \$2.6 million of excess tax benefits in capital in excess of par on its Consolidated Balance Sheet and in its Consolidated Statement of Cash Flows, related to stock option exercises, which occurred over the current and prior

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years. Previously, the Company's actual taxable income in affected jurisdictions was not sufficient to recognize these benefits, while the Company's 2010 taxable income was sufficient to recognize these benefits.

Equity in net income of associated companies includes charges totaling approximately \$0.08 per diluted share related to the first quarter 2010 devaluation of the Venezuelan Bolivar Fuerte and an out-of-period charge relating to errors the Company identified for shortfalls in reserves for pensions and other items at the Company's Mexican affiliate. The affiliate adjusted for these items in the fourth quarter of 2010, and the Company does not believe these adjustments are material to the Company's consolidated financial statements for the years ended December 31, 2007, 2008, 2009 or 2010 and, therefore has not restated any prior period amounts.

The increase in net income attributable to noncontrolling interests reflects improved profitability from these affiliates, as the prior year comparisons are affected by the global economic downturn.

*Segment Reviews Comparison of 2010 with 2009***Metalworking Process Chemicals:**

Metalworking Process Chemicals consists of industrial process fluids for various heavy industrial and manufacturing applications and represented approximately 94% of the Company's net sales in 2010. Net sales were up \$92.1 million, or 22%, compared to 2009. Foreign currency translation positively impacted net sales by approximately 1%, driven by the Brazilian Real to U.S. Dollar exchange rate offset by the E.U. Euro to U.S. Dollar exchange rate. The average U.S. Dollar to Brazilian Real exchange rate was 0.57 in 2010 compared to 0.51 in 2009, while the average E.U. Euro to U.S. Dollar exchange rate was 1.33 in 2010 compared to 1.39 in 2009. Net sales were positively impacted by increases of 15% in North America, 19% in Europe, 28% in Asia/Pacific and 30% in South America, all on a constant currency basis. The increase in this segment's sales was primarily attributable to increased volumes of 24% with double-digit increases in all regions, as the prior year results continued to reflect the global economic downturn. The product volume increases were partially offset by a reduction in automotive CMS revenue, which was due, in part, to the renegotiation of certain contracts now reported on a pass-through versus gross basis. Consistent with the significant volume increases, this segment's operating income increased \$26.0 million over 2009.

**Coatings:**

The Company's coatings segment, which represented approximately 6% of the Company's net sales in 2010, contains products that provide temporary and permanent coatings for metal and concrete products and chemical milling maskants. Net sales for this segment were up \$0.6 million, or 2% for 2010 compared with the prior year, primarily due to higher encapsulant coatings sales. This segment's operating income was up \$0.3 million, consistent with the noted volume increases.

**Other Chemical Products:**

Other Chemical Products, which represented less than 1% of the Company's net sales in 2010, consists of sulfur removal products for industrial gas streams sold by the Company's Q2 Technologies joint venture. Net sales were down \$0.1 million and operating income was at a slight loss due to reduced volumes with the downturn in the oil and gas markets.

***Comparison of 2009 with 2008***

Net sales for 2009 were \$451.5 million, a decline of \$130.2 million, or approximately 22%, compared to \$581.6 million for 2008. Volumes declined approximately 20%, reflective of the global economic downturn. Changes in foreign exchange rates also decreased revenue by approximately 2%.

Gross profit decreased by \$6.2 million, or 4%, compared to 2008, reflective of the above noted volume declines which were tempered by gross margin expansion. The gross margin increased to 34.7% in 2009, compared to 28.0% in 2008, primarily due to cost reduction actions taken, a more favorable raw material cost environment and reduced automotive chemical management services revenue reported on a gross basis.

SG&A decreased \$10.7 million, or 8%, compared to 2008. Savings from cost reduction programs, lower travel and entertainment expenses and lower commissions, partially offset by higher incentive compensation accruals, accounted for 64% of the decline. Changes in foreign exchange rates accounted for the remainder.





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In response to the global economic downturn, the Company initiated restructuring programs and incurred charges of approximately \$2.3 million, or approximately \$0.14 per diluted share in 2009, and \$2.9 million, or approximately \$0.18 per diluted share in 2008. The Company completed both initiatives in 2009.

The Company incurred charges related to the former CEO's supplemental retirement plan of approximately \$2.4 million in 2009, or approximately \$0.14 per diluted share. The CEO transition costs incurred in 2008 were approximately \$3.5 million, or approximately \$0.22 per diluted share.

Other income for 2009 included a \$1.2 million gain related to the disposition of excess land in Europe, while other income for 2008 included a net arbitration award of approximately \$1.0 million related to litigation with one of the former owners of the Company's Italian subsidiary. Lower foreign exchange rate losses in 2009 compared to 2008 also contributed to the change in other income in 2009. The increase in net interest expense was primarily due to lower interest income, as lower average debt balances were offset by higher interest rates. The increase in equity in net income of associated companies and net income attributable to noncontrolling interests was due to stronger financial performances from those affiliates as they began to recover from the global economic downturn.

The Company's effective tax rate for 2009 was 29.8%, compared to 29.9% in 2008. The 2009 effective tax rate reflected no tax expense being provided for the land sale gain due to the utilization of net operating losses, which were previously not benefited, while the 2008 effective tax rate included a tax refund of \$0.5 million related to the Company's increased investment in China.

### *Segment Reviews Comparison of 2009 with 2008*

#### **Metalworking Process Chemicals:**

Metalworking Process Chemicals consists of industrial process fluids for various heavy industrial and manufacturing applications and represented approximately 93% of the Company's net sales in 2009. Net sales were down \$120.9 million, or 22%, compared to 2008. Foreign currency translation negatively impacted net sales by approximately 2%, driven by the E.U. Euro to U.S. Dollar, and Brazilian Real to U.S. Dollar exchange rates. The average Euro to U.S. Dollar exchange rate was 1.39 in 2009 compared to 1.47 in 2008, and the average Brazilian Real exchange rate was 0.51 in 2009 compared to 0.55 in 2008. Net sales were negatively impacted by declines of 32% in North America, 22% in Europe, 3% in Asia/Pacific and 14% in South America, all on a constant currency basis. The decline in this segment's sales was primarily attributable to volume declines of approximately 20% impacting all regions, reflective of the global economic downturn. Part of this segment's volume decline was due to reduced automotive CMS revenue reported on a gross versus pass-through basis. Despite the significant volume declines, this segment's operating income increased \$11.3 million reflective of savings from the Company's restructuring programs and reduced discretionary spending as well as a more favorable raw material environment.

#### **Coatings:**

The Company's coatings segment, which represented approximately 7% of the Company's net sales in 2009, contains products that provide temporary and permanent coatings for metal and concrete products and chemical milling maskants. Net sales for this segment were down \$7.0 million, or 19%, for 2009 compared with the prior year, primarily due to reduced volumes of chemical milling maskants sold to the aerospace industry as well as reduced coating sales to the construction industry. This segment's operating income was down \$1.9 million, consistent with the volume decline noted above.

#### **Other Chemical Products:**

Other Chemical Products, which represented less than 1% of the Company's net sales in 2009, consists of sulfur removal products for industrial gas streams sold by the Company's Q2 Technologies joint venture. Net sales were down \$2.3 million as a result of reduced volumes due to the downturn in the oil and gas market. Operating income was a slight loss for 2009, reflective of the above noted volume declines.

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### ***Restructuring and Related Activities***

In the fourth quarter of 2008, Quaker's management approved restructuring plans (the 2008 4th Quarter Program) to reduce operating costs, primarily in North America and Europe. Included in restructuring plans were provisions for severance for 57 employees. The Company recognized a \$2.9 million restructuring charge in the fourth quarter of 2008. Employee separation benefits varied depending on local regulations within certain foreign countries and included severance and other benefits. The Company implemented an additional restructuring program in the first quarter of 2009 (the 2009 1st Quarter Program) which included provisions for severance for 60 employees totaling approximately \$2.3 million. The Company completed the initiatives contemplated under these programs during 2009.

### ***Environmental Clean-up Activities***

The Company is involved in environmental clean-up activities in connection with an existing plant location and former waste disposal sites. In April of 1992, the Company identified certain soil and groundwater contamination at AC Products, Inc. ( ACP ), a wholly owned subsidiary. In voluntary coordination with the Santa Ana California Regional Water Quality Board, ACP is remediating the contamination. Effective October 17, 2007, ACP agreed to operate the two existing groundwater treatment systems associated with the extraction wells P-2 and P-3 so as to hydraulically contain groundwater contamination emanating from ACP's site until such time as the concentrations of contaminants are below the current Federal maximum contaminant level for four consecutive quarterly sampling events. At March 31, 2011 and December 31, 2010, the Company believes that the remaining potential-known liabilities associated with the ACP contamination, namely estimated future cost of the soil and water remediation program, is approximately \$1.3 million to \$2.3 million, for which the Company has sufficient reserves. Notwithstanding the foregoing, the Company cannot be certain that liabilities in the form of remediation expenses and damages will not be incurred in excess of the amount reserved. See Note 22 of Notes to Consolidated Financial Statements and Note 12 of Notes to Condensed Consolidated Financial Statements included in this prospectus supplement.

### ***General***

The Company generally does not use financial instruments that expose it to significant risk involving foreign currency transactions; however, the size of non-U.S. activities has a significant impact on reported operating results and the attendant net assets. During the past three years, sales by non-U.S. subsidiaries accounted for approximately 59% to 65% of our consolidated net annual sales. See Note 17 of Notes to Consolidated Financial Statements included in this prospectus supplement.

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### **Business**

#### **Overview**

We are a global developer and provider of high performance chemical specialty products and services for a range of industrial and manufacturing applications. Our products, which include specialty fluids, lubricants, oils, greases, corrosion preventives and coatings, are used in a wide variety of applications where metals and metal components require treatment and processing, such as in steel, aluminum, metals processing, automotive, tube and pipe, mining and other industries. Our product portfolio includes many custom-tailored productivity solutions that have been developed to optimize the performance of our customers' manufacturing processes. These solutions are developed through a combination of our manufacturing process knowledge, product application know-how and extensive research and development experience. We work closely with our customers to ensure that our products meet their constantly evolving requirements. Our process engineers and support teams work on-site with our customers to maximize the value of our chemical specialty products by improving product performance and reducing operating costs. We also offer customized Chemical Management Services (CMS) where Quaker technical resources are embedded at the customer site to support a scope of contractually agreed upon activities including procurement services, process and product monitoring and environmental compliance.

Over the last decade, we have become a global specialty chemicals company with an extensive manufacturing, sales and distribution footprint that includes over 1,600 employees across 18 countries. In addition to our established presence in North America and Europe, we have expanded our operations significantly in developing, high-growth markets and believe we are well-positioned to capitalize on growth in emerging markets such as Asia-Pacific and South America as we have been steadily investing in these regions over the past two decades. We plan to continue to invest significantly in Brazil, China and India to expand our capacity and refine our capabilities to meet the rapidly growing demand for our products in these regions. We believe that our current scale provides us with a significant competitive advantage because it allows us to serve customers worldwide and follow our existing customers as they enter high growth markets and grow as economic activity increases in all regions following the 2008-2009 global economic crisis. As a result of our global reach and investments we have made, 65% of our total 2010 net sales were generated outside of the U.S., with approximately 37% of our total net sales generated in high growth regions such as Asia-Pacific and South America. Since 2001, our net sales from developing markets have grown substantially. For example, between 2001 and 2010, net sales from the Asia-Pacific region grew at a Compounded Annual Growth Rate, or CAGR, of 18.6%.

Our products are marketed under the Quaker brand name and sold in more than 75 countries to a diverse base of customers. We believe our products are highly effective at lowering our customers' total cost of ownership because fluids extend the useful life of manufacturing equipment and help to increase overall productivity. As a result, we believe our customers view Quaker as a premium brand for metal processing fluids and protective coatings. Our principal products include:

#### **1. Rolling Lubricants**

Used by manufacturers of steel in the hot and cold rolling of steel and by manufacturers of aluminum in the hot rolling of aluminum. Cold rolling applications include using synthetics, semi-synthetics and fully natural products with lubricant delivery systems designed to reduce steel sheet to the gauge and shape required by the container, automotive, and appliance industries. Hot rolling applications include products designed to increase roll life and improve quality of both long and roll steel as well as stainless and carbon steel products. Non-ferrous rolling products provide lubrication needed for the reduction of aluminum, copper, brass, zinc and other metals;

#### **2. Machining and Grinding Compounds**

Used by customers in cutting, shaping, drawing, and grinding metal parts which require special treatment to enable them to tolerate the manufacturing process, achieve closer tolerance, and improve tool life. Products include water-soluble, metal removal fluids containing soluble oils, synthetics, semi-synthetics, or true solution synthetics, and emulsion synthetics to meet a wide range of industrial requirements in metal-cutting operations;

#### **3. Hydraulic Fluids**

Used by steel, metalworking, and other customers to operate hydraulically activated equipment. Products include fire resistant and biodegradable hydraulic fluids used in steel mills, foundries, tube and pipe and other manufacturing facilities as well as longwall mining and other applications;



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Used by steel and metalworking customers to protect metal during manufacture, storage, and shipment. Products include temporary or permanent corrosion preventives which are typically used in the steel and metalworking industries to protect metal surfaces from corrosion for up to one year. These products may also be formulated to be readily removed through cleaning or degreasing procedures where further metal finishing is required.

The following table shows the contribution of each of our principal product lines to net sales during the past three years:

	2010	2009	2008
Rolling lubricants	21.2%	20.8%	19.7%
Machining and grinding compounds	20.3%	18.1%	17.7%
Hydraulic fluids	13.7%	12.9%	11.1%
Corrosion preventives	11.5%	9.9%	10.2%

Our business model emphasizes the creation of value through optimization of customer processes. Our employees visit customers' facilities regularly and, through training and experience, identify production, quality and safety needs that can be resolved or alleviated either by adapting existing products or by applying new formulations developed in our laboratories. We have engineering and technical professionals who work with our sales representatives to provide a range of important value-added support services. One way in which we help our customers achieve maximum value from our products is through our comprehensive CMS program, which places our technical professionals on-site to ensure that products are used in the most productive and cost effective way possible. Currently, we manage and oversee chemical usage processes at approximately 80 customer plants worldwide which includes (i) process control systems; (ii) inventory control; (iii) lubrication management; (iv) supplier management and continuous improvement; (v) waste management and (vi) training. Our CMS program contributed 3.5%, 8.4% and 11.1% to our net sales during 2010, 2009 and 2008, respectively, and we believe that the program is a vital distribution channel for our products. The reductions in 2009 and 2010 were principally due to a shift in customer requirements stemming from the global economic crisis. This resulted in the Company reporting CMS revenue on a net basis under a more traditional product pass-through structure rather than on a gross basis.

Throughout our 93-year history, we have grown by focusing on select industries with high value and/or technically challenging processes that require high performance specialty products by leveraging our technology and reputation, now on a global basis. This has helped us to create a strong foundation for sustained operating leverage and profitability. We have also grown our business through 11 strategic acquisitions over the last nine years. In July 2010, we acquired D.A. Stuart's U.S. aluminum hot rolling oil business (the D.A. Stuart Acquisition) from Houghton International Inc. The D.A. Stuart Acquisition has helped us become one of the leading players in the U.S. aluminum hot rolling market, serving some of the largest aluminum hot rolling mills in the U.S. This acquisition has also helped us expand our overall product portfolio, further our efforts to become a one-stop-shop supplier of fluids for aluminum producers and will enable us to expand globally in the aluminum hot rolling oil market. In December 2010, we acquired Summit Lubricants Inc. (the Summit Acquisition), a specialty grease manufacturer. Since Summit produces specialty greases that are used by many of our existing customers, we believe this acquisition will create significant synergies as it will allow our existing sales force to sell Summit's products. We expect that the Summit Acquisition will allow us to increase our penetration of the specialty grease and lubricant market, expand our existing product portfolio and customer base, and grow our overall share of our customers' fluid-related expenditures.

As a result of our broad product offering, global footprint and strategic acquisitions, we believe we are well positioned to achieve meaningful growth and strong financial performance going forward.

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### **Our Industry**

We estimate that the global market for industrial lubricants and fluids is approximately \$12 billion in size. Our focus is in the specialty industrial lubricants and fluids sector, which accounts for approximately half of the broader industrial lubricants and fluids market. Specialty industrial lubricants and fluids are characterized by intimate knowledge of customer operations, product customization and differentiation and are designed to address specific customer needs. Industrial lubricants and fluids are used in virtually all manufacturing and extraction industries including steel, aluminum, automotive, tube and pipe, metal processing and mining.

Global demand for industrial lubricants and fluids is increasing as core end-markets are recovering in the wake of the 2008-2009 global economic downturn. Demand is driven by growth in key end-markets including the steel, automotive, aluminum and other industries. According to Steel Business Briefing, World Steel Institute, the CAGR for global steel production is expected to be 7.0% from 2009 to 2014. Similarly, according to the CSM Worldwide Global Light Vehicle Production Summary, the CAGR for global light vehicle production is expected to be 7.7% from 2009 to 2016 and the CAGR for light vehicle production in developing Asian economies is expected to be 11.3% from 2009 to 2016.

Similar to other specialty chemicals, industrial lubricants and fluids are not necessarily standardized and require a degree of customization and technical service to meet machining and processing standards, which are different for every customer. Lubricants and fluids operate in a wide range of applications and must be compatible with machinery, fluid flow systems and seals, operating temperatures and the materials being produced. As a result, product customization and quality of technical service to monitor the chemical usage processes are key differentiators for customers. There is an industry trend towards higher quality lubricants and fluids as customers seek longer operating cycles, less maintenance-related downtime, products that conform to increasingly stringent regulatory requirements and products that are environmentally friendly. In this respect, lubricants and fluids are key consumables for which many customers are willing to pay a premium in exchange for lower overall operating costs resulting from the benefits provided by the differentiated products.

Competition in the industry is based primarily on the ability to provide products and render technical services that meet the needs of the customer, and, to a lesser extent, on price. We believe the quality of our product and service is more significant to our customers than the relatively small cost of lubricants and fluids as a percentage of the total cost of the customer's end product or their overall operations.

### **Our Competitive Strengths**

We believe that the following strengths differentiate us from our competitors:

#### ***Leading market positions in growing markets.***

We are a leading global developer and provider of customized, technology-driven chemical specialty products and services for various industrial and manufacturing applications within the \$6 billion global market for specialty industrial lubricants and fluids. We hold the #1 global market position with respect to process fluids used by manufacturers of steel, according to Kline & Company. We estimate that Quaker's global market for process fluids used by steel manufacturers is projected to grow at a CAGR of approximately 6% per year between 2010 and 2015, with China and India leading the way with projected annual growth of approximately 9%. We are also a leading provider of specialty lubricants and fluids to the global automotive industry, for which demand tends to follow overall vehicle production. According to the CSM Worldwide Global Light Vehicle Production Summary, the CAGR for global light vehicle production is expected to be 7.7% from 2009 to 2016 and the CAGR for light vehicle production in developing Asian economies is expected to be 11.3% from 2009 to 2016. We are also gaining share of process fluids and coatings for the tube and pipe market, which mainly supplies the oil and gas industry.

Overall, we believe that we are poised to benefit from significant growth in all of our key end-markets and particularly in steel and automotive which continue to rebound strongly from the recent economic downturn. In the developed economies of North America and Europe, the steel and automotive markets are recovering from the global economic crisis and we expect to continue to see a sustained recovery over the next few years. Our net sales from emerging markets such as South America and Asia-Pacific have increased by more than 275% compared with 2001. We believe that we will continue to see significant growth as a result of ongoing demand for our products in key emerging markets such as Asia-Pacific and South America.

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### ***Provider of technically advanced products which result in significant switching costs.***

We provide our customers with essential lubricants and fluids for a wide variety of applications where metals and metal components require treatment and processing. Our products are optimized for performance in critical processes by leveraging our manufacturing process and technical knowledge, product application know-how and extensive research and development expertise. Lubricants and fluids are non-discretionary purchases that represent a minimal portion (typically less than 1%) of total production costs; therefore, our customers typically focus on product quality, efficacy and customer service rather than price. Our fluids provide benefits such as extended machine and tool life, greater productivity due to less downtime for equipment changes, repairs and adjustments, reduced usage and waste stream processing costs and reductions in energy costs and carbon output. Furthermore, switching suppliers could result in our customers incurring significant costs given the potential for product failure and other risks related to switching suppliers.

### ***Diverse geographic sales mix and global operations position us for superior growth.***

With operations in 18 countries, we have a strong presence in developed markets that are global hubs for steel and metal processing and in key emerging countries including Brazil, China and India. This global footprint allows us to pursue opportunities around the world and to service our increasingly global customer base on a regional and local basis. In 2010, we generated 65% of our net sales outside the U.S., with 37% from high growth, emerging markets such as Asia-Pacific and South America. Emerging markets continue to provide a significant portion of our profitability, which we expect to continue to increase as these markets continue to experience economic growth and we leverage technologies developed in more mature markets.

Our global reach positions us for growth alongside customers that continue to expand in growth markets. According to World Steel Association, China now produces 44% of global steel and 21% of light vehicles, and we believe that our established and growing presence in China positions us well for continued growth.

### ***Diverse, blue-chip customer base with long-standing relationships.***

We use our on-site chemical management model to sell our products and manage chemical usage at approximately 80 customer plants worldwide. Our customers range from global steel and automobile manufacturers to regional and local metalworking shops, reducing our dependency on any single customer. Our customer base is composed of large, blue-chip companies such as AK Steel, Alcoa, Anshan Steel, ArcelorMittal, Ball, Bao Steel, BMW, Caterpillar, China Steel Corporation, Chrysler, CSN, Cummins, Daimler, General Motors, Honda, Marcegaglia, Nucor, Renault, Severstal, Tata Steel, ThyssenKrupp, Tianjin Pipe, Timken, United Technologies, U.S. Steel, Volkswagen, and Wuhan Steel. In 2010, our top five customers represented approximately 20% of our consolidated net sales, with the largest, ArcelorMittal (the world's largest steelmaker), representing approximately 9% of consolidated net sales.

We enjoy long-standing relationships with many of our largest customers. The technical nature of our products, coupled with our strong understanding of customers' needs and the high level of service, has resulted in a high overall customer retention rate. All of our top 10 customers or their predecessors have been Quaker customers for more than 10 years and several have been Quaker customers for 20 years or longer.

### ***Business model that positions us for strong earnings and attractive financial results.***

The technical nature of our products and the value we create for our customers have resulted in our achieving improved earnings through often challenging economic conditions. We work closely with our customers to help reduce or manage our exposure to potential volatile costs of raw materials and to preserve margins. In certain cases, we have entered contracts with customers containing pricing provisions that are based on commonly utilized raw material indices. This has helped to manage our exposure to raw material costs and preserve overall profitability. The consistency of our financial performance through economic cycles has enabled us to increase or maintain our dividend level for 39 consecutive years.

### ***Strong management team with a proven track record.***

Our senior management team averages approximately 15 years of chemical specialty industry experience and is responsible for growing Quaker throughout business cycles, building our global platform and developing our reputation for quality and reliability. Over the last nine years, we have completed 11 acquisitions, expanding into new, profitable end-markets, growing our share of customers' expenditures and our market position.





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### **Our Growth Strategy**

Key elements of our business strategy are to:

#### ***Capitalize on superior growth in international markets and the continuing economic recovery in developed markets.***

We plan to continue our expansion into rapidly growing international markets such as China, Brazil, and India. This will allow us to continue to follow our existing customers as they increasingly migrate towards high growth markets, as well as take advantage of opportunities to provide our products to a range of new customers. Our sales to emerging markets in South America and Asia-Pacific doubled from 2005 to 2010 and represented approximately 37% of our net sales in 2010 compared with 23% of sales in 2005. We believe that our existing global footprint and commitment to invest in our business positions us well to capitalize on global growth opportunities, particularly in emerging markets.

In North America and Europe, the steel and automotive markets have seen improvement since the global economic downturn, but they have yet to return to production levels achieved prior to the downturn. For example, according to CSM, total North American auto production is not expected to exceed 2008 levels until 2013 with Europe expected to take even longer to return to 2008 levels. We expect to participate in the continuing recovery of these markets as we benefit from growth in emerging markets.

#### ***Expand our market share while also pursuing new end-markets.***

We have historically served steel, automotive, metals processing, tube and pipe and other industries where our customers rely on our customized solutions and value our customer service. We plan to continue to maintain our leadership positions using our current business model and focusing on increasing our share in these markets through expanding our product offerings and providing formulations that address the specific needs of our customers. We believe that opportunities also exist to apply our capabilities to new end markets and uses that require specialty lubricants and fluids. For example, we plan to leverage the aluminum technology we recently acquired from the D.A. Stuart Acquisition in order to expand into new applications where there is strong demand. Other areas of focus include further penetrating Japanese automotive engine and transmissions, tube and pipe manufacturers, die casting, mining industries and expanding the markets for our premium fire resistant hydraulic fluids.

#### ***Leverage our technological capabilities.***

We have gained insight into our customers' needs based upon our long-standing relationships. Through our research and development facilities in Pennsylvania, California, China, and The Netherlands, we continue to innovate and provide cutting edge solutions. We continuously seek to improve our formulations, investing in the development of new, differentiated technologies to best fit our customers' needs. We have increased our focus on our global research capabilities, in recent years, and we will continue to invest resources in our research and development activities to allow us to introduce innovative products as customer processes evolve.

#### ***Provide the highest levels of customer service.***

We build and maintain customer relationships by recognizing customers' unique needs and working closely with them to devise solutions that optimize their overall production and system efficiencies. Through ongoing dialogue, we monitor our customers' processes, applications and end product results to ensure that we provide them with the best solutions to meet their changing needs. Many of our customers rely on a small group of suppliers for their fluids, and we continually seek to strengthen relationships as part of our strategy to grow our share of customers' expenditures.

#### ***Selectively pursue investment opportunities.***

Acquisitions are a key component of our overall growth strategy. Given the fragmented nature of our industry, we believe that opportunities will develop to pursue acquisitions at attractive valuations in the future. We have identified several potential acquisition opportunities that we believe would enhance our overall product offering.

### **Competition**

The chemical specialty industry comprises a number of companies of similar size as well as companies larger and smaller than Quaker. Quaker cannot readily determine its precise position in every industry it serves. Based on information available to Quaker, however, it is estimated that Quaker holds a leading and significant global position (among a group in excess of 25 other suppliers) in the market for process fluids to

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produce sheet steel. It is also believed that Quaker holds significant global positions in the markets for process fluids in portions of the automotive and industrial markets. The offerings of many of our competitors differ from Quaker, with some who offer a broad

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portfolio of fluids including general lubricants to those who have a more specialized product range and all of whom provide different levels of technical services to individual customers. Competition in the industry is based primarily on the ability to provide products that meet the needs of the customer and render technical services and laboratory assistance to customers and, to a lesser extent, on price.

### **Major Customers and Markets**

In 2010, Quaker's five largest customers (each composed of multiple subsidiaries or divisions with semi-autonomous purchasing authority) accounted for approximately 20% of its consolidated net sales with the largest customer (Arcelor-Mittal Group) accounting for approximately 9% of consolidated net sales. A significant portion of Quaker's revenues are realized from the sale of process fluids and services to manufacturers of steel, automobiles, appliances, and durable goods, and, therefore, Quaker is subject to the same business cycles as those experienced by these manufacturers and their customers. Furthermore, steel customers typically have limited manufacturing locations as compared to metalworking customers and generally use higher volumes of products at a single location. Accordingly, the loss or closure of a steel mill or other major customer site can have a material adverse effect on Quaker's business.

### **Raw Materials**

Quaker uses over 1,000 raw materials, including mineral oils and derivatives, animal fats and derivatives, vegetable oils and derivatives, ethylene derivatives, solvents, surface active agents, chlorinated paraffinic compounds, and a wide variety of other organic and inorganic compounds. In 2010, three raw material groups (mineral oils and derivatives, animal fats and derivatives, and vegetable oils and derivatives) each accounted for as much as 10% of the total cost of Quaker's raw material purchases. The price of mineral oil can be affected by the price of crude oil and refining capacity. In addition, animal fat and vegetable oil prices are impacted by increased biodiesel consumption. Accordingly, significant fluctuations in the price of crude oil can have a material effect upon the Company's business. Many of the raw materials used by Quaker are commodity chemicals, and, therefore, Quaker's earnings can be affected by market changes in raw material prices. In certain cases, Quaker has entered into fixed-price purchase contracts having a term of up to two years. These contracts provide for protection to Quaker if the price for the contracted raw materials rises, however, in certain limited circumstances, Quaker will not realize the benefit if such prices decline.

### **Patents and Trademarks**

Quaker has a limited number of patents and patent applications, including patents issued, applied for, or acquired in the United States and in various foreign countries, some of which may prove to be material to its business. Principal reliance is placed upon Quaker's proprietary formulae and the application of its skills and experience to meet customer needs. Quaker's products are identified by trademarks that are registered throughout its marketing area.

### **Research and Development Laboratories**

Quaker's research and development laboratories are directed primarily toward applied research and development since the nature of Quaker's business requires continual modification and improvement of formulations to provide chemical specialties to satisfy customer requirements. Quaker maintains quality control laboratory facilities in each of its manufacturing locations. In addition, Quaker maintains in Conshohocken, Pennsylvania, Santa Fe Springs, California, Uithoorn, The Netherlands and Qingpu, China laboratory facilities that are devoted primarily to applied research and development.

Research and development costs are expensed as incurred. Research and development expenses during 2010, 2009 and 2008 were \$15.7 million, \$15.0 million and \$16.9 million, respectively.

Most of Quaker's subsidiaries and associated companies also have laboratory facilities. Although not as complete as the Conshohocken, Santa Fe Springs, Uithoorn or Qingpu laboratories, these facilities are generally sufficient for the requirements of the customers being served. If problems are encountered which cannot be resolved by local laboratories, such problems may be referred to the laboratory staff in Conshohocken or Uithoorn.

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### **Regulatory Matters**

In order to facilitate compliance with applicable Federal, state, and local statutes and regulations relating to occupational health and safety and protection of the environment, the Company has an ongoing program of site assessment for the purpose of identifying capital expenditures or other actions that may be necessary to comply with such requirements. The program includes periodic inspections of each facility by Quaker and/or independent experts, as well as ongoing inspections and training by on-site personnel. Such inspections address operational matters, record keeping, reporting requirements and capital improvements. In 2010, capital expenditures directed solely or primarily to regulatory compliance amounted to approximately \$0.7 million compared to \$0.7 million and \$1.7 million in 2009 and 2008, respectively. In 2011, the Company expects to incur approximately \$1.9 million for capital expenditures directed primarily to regulatory compliance.

### **Number of Employees**

On December 31, 2010, Quaker's consolidated companies had 1,385 full-time employees of whom 513 were employed by the parent company and its U.S. subsidiaries and 872 were employed by its non-U.S. subsidiaries. Associated companies of Quaker (in which it owns 50% or less) employed 225 people on December 31, 2010.

### **Product Classification**

The Company organizes its segments by type of product sold. The Company's reportable segments are as follows:

- (1) Metalworking process chemicals industrial process fluids for various heavy industrial and manufacturing applications.
- (2) Coatings temporary and permanent coatings for metal and concrete products and chemical milling maskants.
- (3) Other chemical products other various chemical products.  
See Note 17 of Notes to Consolidated Financial Statements included in this prospectus supplement.

### **Non-U.S. Activities**

Since significant revenues and earnings are generated by non-U.S. operations, Quaker's financial results are affected by currency fluctuations, particularly between the U.S. Dollar, the E.U. Euro, the Brazilian Real, and the Chinese Renminbi, and the impact of those currency fluctuations on the underlying economies. See Note 17 of Notes to Consolidated Financial Statements included in this prospectus supplement.

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**Certain United States Federal Income Tax Considerations Applicable to Non-U.S. Holders**

The following is a summary of certain United States federal income tax considerations related to the purchase, ownership and disposition of our common stock applicable to a non-U.S. holder (defined below) of our common stock.

**This summary:**

- n does not purport to be a complete analysis of all of the potential tax considerations that may be applicable to an investor as a result of the investor's particular tax situation;
- n is based on the Internal Revenue Code of 1986, as amended (the Code), the existing applicable United States federal income tax regulations promulgated or proposed under the Code, which we refer to as the Treasury Regulations, judicial authority and currently effective published rulings and administrative pronouncements, each as of the date hereof and each of which are subject to change or differing interpretations at any time, possibly with retroactive effect;
- n is applicable only to beneficial owners of common stock who hold their common stock as a capital asset, within the meaning of section 1221 of the Code;
- n does not address all aspects of United States federal income taxation that may be relevant to holders in light of their particular circumstances or who are subject to special treatment under United States federal income tax laws, including but not limited to:
  - n certain former citizens and long-term residents of the United States;
  - n banks, financial institutions, or financial services entities ;
  - n insurance companies;
  - n tax-exempt organizations;
  - n dealers in securities;
  - n investors holding the stock as part of a straddle , hedge , conversion transaction or other risk reduction transaction;
  - n foreign governments and international organizations within the meaning of section 892 of the Code;
  - n controlled foreign corporations and passive foreign investment companies ;
  - n partnerships, other pass-through entities and investors in these entities; and

investors that expect to receive dividends or realize gain in connection with the investors' conduct of a trade or business, permanent establishment or fixed base within the United States.

does not discuss any possible applicability of any United States state or local taxes, non-United States taxes or any United States federal tax other than the income tax, including, but not limited to, the federal gift tax and estate tax and the alternative minimum tax.

**This summary of certain United States federal income tax considerations constitutes neither tax nor legal advice. Prospective investors are urged to consult their own tax advisors to determine the specific tax consequences and risks to them of purchasing, holding and disposing of our common stock, including the application to their particular situation of any United States federal estate and gift, United States alternative minimum, United States state and local, non-United States and other tax laws and of any applicable income tax treaty.**

#### **Non-U.S. Holder Defined**

For purposes of this discussion, a non-U.S. holder is a beneficial owner of our common stock that is neither a United States person nor a partnership or entity or arrangement treated as a partnership for United States federal income tax purposes. A United States person is:

an individual citizen or resident of the United States;

a corporation, or other entity treated as an association taxable as a corporation for United States federal income tax purposes, that is created or organized in or under the laws of the United States, any state thereof or the District of Columbia;

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n an estate the income of which is subject to United States federal income taxation regardless of its source; or

n a trust if it (1) is subject to the primary supervision of a court within the United States and one or more United States persons have the authority to control all substantial decisions of the trust or (2) has a valid election in effect under applicable the Treasury Regulations to be treated as a United States person.

If a partnership (or an entity or arrangement treated as a partnership for United States federal income tax purposes) owns our common stock, then the United States federal income tax treatment of a partner in that partnership generally will depend on the status of the partner and the partnership's activities. Partners and partnerships should consult their own tax advisors with regard to the United States federal income tax treatment of an investment in our common stock.

**Distributions**

Distributions, if any, paid to a non-U.S. holder of our common stock, other than certain non-taxable pro rata distributions of common stock, will constitute a dividend for United States federal income tax purposes to the extent paid out of our current or accumulated earnings and profits as of the end of our taxable year of the distribution, as determined for United States federal income tax purposes. Any distributions that exceed both our current and accumulated earnings and profits would first constitute a non-taxable return of capital, which would reduce the basis in the holder's shares, but not below zero, and thereafter would be treated as gain from the sale of stock (see Sale or Taxable Disposition of Common Stock below).

Subject to the following paragraphs, dividends on our common stock generally will be subject to United States federal withholding tax at a 30% gross rate, subject to any exemption or lower rate as may be specified by an applicable income tax treaty. We may withhold up to 30% of either (i) the gross amount of the entire distribution, even if the amount of the distribution is greater than the amount constituting a dividend, as described above, or (ii) the amount of the distribution we project will be a dividend, based upon a reasonable estimate of both our current and our accumulated earnings and profits for the taxable year in which the distribution is made. If tax is withheld on the amount of a distribution in excess of the amount constituting a dividend, then you may obtain a refund of such excess amounts by timely filing a claim for refund with the Internal Revenue Service.

In order to claim the benefit of a reduced rate of or an exemption from withholding tax under an applicable income tax treaty, a non-U.S. holder will be required (a) to satisfy certain certification requirements, which may be made by providing us or our agent with a properly executed and completed Internal Revenue Service Form W-8BEN (or other applicable form) certifying, under penalty of perjury, that the holder qualifies for treaty benefits and is not a United States person or (b) if our common stock is held through certain non-United States intermediaries, to satisfy the relevant certification requirements of the Treasury Regulations. Special certification and other requirements apply to certain non-U.S. holders that are partnerships or other pass-through entities.

Dividends that are effectively connected with the conduct of a trade or business by the non-U.S. holder within the United States (and, if required by an applicable income tax treaty, are attributable to a permanent establishment or, in the case of an individual non-U.S. holder, a fixed base, that is maintained by the non-U.S. holder in the United States) are not subject to the withholding tax, provided that the non-U.S. holder so certifies, under penalty of perjury, on a properly executed and delivered Internal Revenue Service Form W-8ECI (or other applicable form). Instead, such dividends generally would be subject to United States federal income tax on a net income basis in the same manner as if the non-U.S. holder were a United States person. Corporate non-U.S. holders who receive effectively connected dividends may also be subject to an additional U.S. branch profits tax at a gross rate of 30% on their earnings and profits for the taxable year that are effectively connected with the holder's conduct of a trade or business within the United States, subject to any exemption or reduction provided by an applicable income tax treaty.



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### **Sale or Taxable Disposition of Common Stock**

Any gain realized on the sale, exchange or other taxable disposition of our common stock generally will not be subject to United States federal income tax unless:

n the gain is effectively connected with the conduct of a trade or business by the non-U.S. holder within the United States (and, if required by an applicable income tax treaty, is attributable to a U.S. permanent establishment of the non-U.S. holder or, in the case of an individual, a fixed base, that is maintained by the non-U.S. holder in the United States);

n the non-U.S. holder is an individual who is present in the United States for 183 days or more in the taxable year of that disposition, and certain other conditions are met; or

n we are or have been a United States real property holding corporation for United States federal income tax purposes at any time during the shorter of the five-year period ending on the date of such disposition and the non-U.S. holder's holding period in the common stock. A non-U.S. holder described in the first bullet point above generally will be subject to United States federal income tax on the net gain derived from the sale or disposition at regular graduated United States federal income tax rates, as if the holder were a United States person. If such non-U.S. holder is a corporation, then it may also, under certain circumstances, be subject to an additional U.S. branch profits tax at a gross rate of 30% on its earnings and profits for the taxable year that are effectively connected with its conduct of a trade or business within the United States, subject to exemption or reduction provided by any applicable income tax treaty.

An individual non-U.S. holder described in the second bullet point immediately above will be subject to a tax at 30% gross rate, subject to any reduction or reduced rate under an applicable income tax treaty, on the net gain derived from the sale, which may be offset by U.S. source capital losses, even though the individual is not considered a resident of the United States for U.S. federal income tax purposes.

We generally believe we are not, have not been and will not become a United States real property holding corporation for United States federal income tax purposes, but we have not performed a formal analysis supporting this conclusion. In the event that we are or become a United States real property holding corporation at any time during the applicable period described in the third bullet point above, any gain recognized on a sale or other taxable disposition of our common stock may be subject to United States federal income tax, including any applicable withholding tax, if either (1) the non-U.S. holder beneficially owns, or has owned, more than 5% of the total fair value of our common stock at any time during the applicable period, or (2) our common stock ceases to be traded on an established securities market within the meaning of the Code. Non-U.S. holders who own or may own more than 5% of our common stock are encouraged to consult their tax advisors with respect to the United States tax consequences of a disposition of our common stock.

### **Information Reporting and Backup Withholding**

We must report annually to the Internal Revenue Service and to each non-U.S. holder the amount of dividends paid to such holder and the tax withheld with respect to such dividends, regardless of whether withholding was required. Copies of the information returns reporting such dividends and withholding may also be made available to the tax authorities in the country in which the non-U.S. holder resides under the provisions of an applicable income tax treaty.

A non-U.S. holder will be subject to U.S. backup withholding, currently at a 28% rate, for dividends paid to such holder unless such holder certifies under penalty of perjury as to non-United States person status or such holder otherwise establishes an exemption (and neither we nor the paying agent has actual knowledge or reason to know that such holder is a United States person or that the conditions of any other exemptions are not in fact satisfied).

Information reporting and, depending on the circumstances, backup withholding will apply to the proceeds of a sale of our common stock within the United States or conducted through certain U.S.-related financial intermediaries, unless the beneficial owner certifies under penalty of perjury as to non-United States person status or such owner otherwise establishes an exemption (and neither we nor the paying agent has actual knowledge or reason to know that such holder is a United States person or that the conditions of any other exemptions are not in fact satisfied).



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Back-up withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against a non-U.S. holder's United States federal income tax liability, if any, provided the required information is timely furnished to the Internal Revenue Service.

**Recent Legislation Relating to Foreign Accounts.**

Legislation enacted on March 18, 2010 may impose withholding taxes on certain types of payments made to foreign financial institutions and certain other non-U.S. entities. Under this legislation, the failure to comply with additional certification, information reporting and other specified requirements could result in withholding tax being imposed on payments of dividends and sales proceeds to foreign intermediaries and certain non-U.S. holders. The legislation imposes a 30% withholding tax on dividends on, or gross proceeds from the sale or other disposition of, our common stock paid to a foreign financial institution or to a foreign non-financial entity, unless (i) the foreign financial institution undertakes certain diligence and reporting obligations or (ii) the foreign non-financial entity either certifies it does not have any substantial U.S. owners or furnishes identifying information regarding each substantial U.S. owner. If the payee is a foreign financial institution, it must enter into an agreement with the U.S. Treasury requiring, among other things, that it undertake to identify accounts held by certain U.S. persons or U.S.-owned foreign entities, annually report certain information about such accounts and withhold 30% on payments to account holders whose actions prevent it from complying with these reporting and other requirements. The legislation applies to payments made after December 31, 2012. Prospective investors should consult their tax advisors regarding this legislation and any potential impact on an investment in our common stock.

**Table of Contents****Underwriting**

Subject to the terms and conditions set forth in the underwriting agreement dated May 5, 2011, by and between us and Jefferies & Company, Inc., as representative of the underwriters, we have agreed to sell to the underwriters and the underwriters have severally agreed to purchase from us, the number of shares of common stock indicated in the table below:

<b>Underwriter</b>	<b>Number of Shares</b>
Jefferies & Company, Inc.	660,000
Janney Montgomery Scott LLC	220,000
KeyBanc Capital Markets Inc.	220,000
Total	1,100,000

The underwriting agreement provides that the obligations of the several underwriters are subject to certain conditions precedent such as the receipt by the underwriters of officers' certificates and legal opinions and approval of certain legal matters by their counsel. The underwriting agreement provides that the underwriters will purchase all of the shares of common stock if any of the shares of common stock are purchased. If an underwriter defaults, the underwriting agreement provides that the purchase commitments of the nondefaulting underwriters may be increased or the underwriting agreement may be terminated. We have agreed to indemnify the underwriters and certain of their controlling persons against certain liabilities, including liabilities under the Securities Act, and to contribute to payments that the underwriters may be required to make in respect of those liabilities.

The underwriters have advised us that they currently intend to make a market in the shares of common stock. However, the underwriters are not obligated to do so and may discontinue any market-making activities at any time without notice. No assurance can be given as to the liquidity of the trading market for the shares of common stock.

The underwriters are offering the shares of our common stock subject to their acceptance of the shares of common stock from us and subject to prior sale. The underwriters reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part. In addition, the underwriters have advised us that they do not intend to confirm sales to any account over which they exercise discretionary authority without the consent of the customer.

**Commission and Expenses**

The underwriters have advised us that they propose to offer the shares of common stock to the public at the public offering price set forth on the cover page of this prospectus and to certain dealers at that price less a concession not in excess of \$1.215 per share of common stock. After the offering, the public offering price, concession and reallowance to dealers may be reduced by the underwriters. No such reduction will change the amount of proceeds to be received by us as set forth on the cover page of this prospectus.

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The following table shows the public offering price, the underwriting discounts and commissions that we are to pay the underwriters and the proceeds, before expenses, to us in connection with this offering. Such amounts are shown assuming both no exercise and full exercise of the underwriters' option to purchase additional shares of common stock.

	Per Share		Total	
	Without Option to Purchase Additional Shares	With Option to Purchase Additional Shares	Without Option to Purchase Additional Shares	With Option to Purchase Additional Shares
Public offering price	\$ 40.50	\$ 40.50	\$ 44,550,000	\$ 51,232,500
Underwriting discounts and commissions paid by us	\$ 2.025	\$ 2.025	\$ 2,227,500	\$ 2,561,625
Proceeds to us, before expenses	\$ 38.475	\$ 38.475	\$ 42,322,500	\$ 48,670,875

We estimate expenses payable by us in connection with this offering, other than the underwriting discounts and commissions referred to above, will be approximately \$500,000, which includes legal, accounting and printing costs and various other fees associated with this offering.

**Listing**

Our common stock is listed on the New York Stock Exchange under the symbol **KWR**.

**Option to Purchase Additional Shares**

We have granted to the underwriters an option, exercisable for 30 days from the date of this prospectus, to purchase up to an aggregate of 165,000 additional shares of common stock at the public offering price set forth on the cover page of this prospectus, less underwriting discounts and commissions. If the underwriters exercise this option, each underwriter will be obligated, subject to specified conditions, to purchase a number of additional shares of common stock proportionate to that underwriter's initial purchase commitment as indicated in the table above. This option may be exercised only if the underwriters sell more shares than the total number set forth on the cover page of this prospectus.

**No Sales of Similar Securities**

We, our directors and our executive officers have agreed, subject to specified exceptions, not to, directly or indirectly:

- n sell (including, without limitation, any short sale), offer, contract or grant any option to sell (including any short sale), pledge, transfer, establish an open put equivalent position within the meaning of Rule 16a-1(h) under the Exchange Act,
- n otherwise dispose of any common stock, options or warrants to acquire common stock, or securities exchangeable or exercisable for or convertible into common stock, currently or hereafter owned either of record or beneficially, or
- n publicly announce an intention to do any of the foregoing without the prior written consent of Jefferies & Company, Inc.

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This restriction terminates after the close of trading of the common stock on and including the 90th day after the date of this prospectus. However, subject to certain exceptions, in the event that either:

- n during the last 17 days of the 90-day restricted period, we issue an earnings release or material news or a material event relating to us occurs, or
  
  - n prior to the expiration of the 90-day restricted period, we announce that we will release earnings results during the 16-day period beginning on the last day of the 90-day restricted period,
- then in either case the expiration of the 90-day restricted period will be extended until the expiration of the 18-day period beginning on the date of the issuance of an earnings release or the occurrence of the material news or event, as applicable, unless Jefferies & Company, Inc. waives, in writing, such an extension.

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Jefferies & Company, Inc. may, in its sole discretion and at any time or from time to time before the termination of the 90-day period, without public notice, release all or any portion of the securities subject to lock-up agreements. There are no existing agreements between the underwriters and any of our directors or executive officers who will execute a lock-up agreement, providing consent to the sale of our common stock prior to the expiration of the lock-up period.

## **Stabilization**

The underwriters have advised us that, pursuant to Regulation M under the Exchange Act, they may engage in transactions, including over-allotment, stabilizing bids, syndicate covering transactions or the imposition of penalty bids, which may have the effect of stabilizing or maintaining the market price of the common stock at a level above that which might otherwise prevail in the open market. Over-allotment involves syndicate sales in excess of the offering size, which creates a syndicate short position. Establishing short sales positions may involve either covered short sales or naked short sales. Covered short sales are sales made in an amount not greater than the underwriters' option to purchase additional common stock in this offering. The underwriters may close out any covered short position by either exercising their option to purchase additional common stock or purchasing common stock in the open market. In determining the source of common stock to close out the covered short position, the underwriters will consider, among other things, the price of common stock available for purchase in the open market as compared to the price at which they may purchase common stock through the option to purchase additional common stock. Naked short sales are sales in excess of the option to purchase additional common stock. The underwriters must close out any naked short position by purchasing common stock in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the common stock in the open market after pricing that could adversely affect investors who purchase in this offering. A stabilizing bid is a bid for the purchase of common stock on behalf of the underwriters for the purpose of fixing or maintaining the price of the common stock. A syndicate covering transaction is the bid for or the purchase of common stock on behalf of the underwriters to reduce a short position incurred by the underwriters in connection with the offering. Similar to other purchase transactions, the underwriters' purchases to cover the syndicate short sales may have the effect of raising or maintaining the market price of our common stock or preventing or retarding a decline in the market price of our common stock. As a result, the price of our common stock may be higher than the price that might otherwise exist in the open market. A penalty bid is an arrangement permitting the underwriters to reclaim the selling concession otherwise accruing to a syndicate member in connection with the offering if the common stock originally sold by such syndicate member are purchased in a syndicate covering transaction and therefore have not been effectively placed by such syndicate member. Neither we nor any of the underwriters makes any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of our common stock. The underwriters are not obligated to engage in these activities and, if commenced, any of the activities may be discontinued at any time.

## **Electronic Distribution**

A prospectus in electronic format may be made available by e-mail or on the web sites or through online services maintained by one or more of the underwriters or their affiliates. In those cases, prospective investors may view offering terms online and may be allowed to place orders online. The underwriters may agree with us to allocate a specific number of shares of common stock for sale to online brokerage account holders. Any such allocation for online distributions will be made by the underwriters on the same basis as other allocations. Other than the prospectus in electronic format, the information on the underwriters' web sites and any information contained in any other web site maintained by any of the underwriters is not part of this prospectus, has not been approved and/or endorsed by us or the underwriters and should not be relied upon by investors.

## **Affiliations**

The underwriters and certain of their affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The underwriters and certain of their affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the issuer, for which they received or will receive customary fees and expenses.

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In the ordinary course of their various business activities, the underwriters and certain of their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the issuer. The underwriters and certain of their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

## **Selling Restrictions**

### ***European Economic Area***

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (as defined below) (each, a Relevant Member State ), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date ), an offer of our common stock to the public may not be made in that Relevant Member State prior to the publication of a prospectus in relation to our common stock which has either been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that, with effect from and including the Relevant Implementation Date, an offer to the public in that Relevant Member State of our common stock may be made at any time:

- n to any legal entity which is authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;
  
- n to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than 43.0 million and (3) an annual net turnover of more than 50.0 million, as shown in its last annual or consolidated accounts;
- n to fewer than 100 natural or legal persons per Relevant Member State (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of the representatives of the underwriters for any such offer; or
  
- n in any other circumstances which do not require the publication by us of a prospectus pursuant to Article 3 of the Prospectus Directive. For the purposes of this provision, the expression an offer of our common stock to the public in relation to any of the common stock in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and our common stock to be offered so as to enable an investor to decide to purchase our common stock, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.



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**Legal Matters**

The validity of the shares of common stock offered by this prospectus supplement will be passed upon for us by Duane Morris LLP, Philadelphia, Pennsylvania. Certain legal matters will be passed upon for the underwriters by Jones Day, New York, New York.

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**Experts**

The financial statements as of December 31, 2010 and 2009 and for each of the three years in the period ended December 31, 2010 have been included and incorporated in this prospectus and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) as of December 31, 2010 has been incorporated by reference in this prospectus in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

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**Where You Can Find More Information**

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any materials we file with the SEC at the following location of the SEC:

Public Reference Room

100 F Street, N.E., Room 1580

Washington, D.C. 20549

You may obtain information about the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an internet website that contains reports, proxy and information statements and other information that we electronically file with the SEC, which you can access over the Internet at <http://www.sec.gov>. We maintain an internet website at <http://www.quakerchem.com> with information about our company. Information contained on our website or any other website is not incorporated into this prospectus and does not constitute a part of this prospectus. Our website address referenced above is intended to be an inactive textual reference only and not an active hyperlink to our Web site. You can also obtain information about us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

For information with regard to the documents incorporated by reference in the accompanying prospectus, see [Incorporation of Certain Documents by Reference](#) in the accompanying prospectus.

You may obtain a copy of any documents incorporated by reference, at no cost, by writing or telephoning us at the following address or telephone number:

Quaker Chemical Corporation

Investor Relations

One Quaker Park

901 E. Hector Street

Conshohocken, Pennsylvania 19428-2380

(610) 832-4119

Exhibits to our filings will not be sent, however, unless those exhibits have specifically been incorporated by reference.

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**Special Note Regarding Forward-Looking Statements**

Some of the statements in this prospectus supplement, the accompanying prospectus, any other offering material and any documents we incorporate by reference may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, referred to as the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended. The Private Securities Litigation Reform Act of 1995 provides certain safe harbor provisions for forward-looking statements. All forward-looking statements made in this prospectus supplement, the accompanying prospectus, any other offering material and any documents we incorporate by reference are made pursuant to the Private Securities Litigation Reform Act. Words such as, but not limited to, believe, expect, anticipate, estimate, intend, plan, may, will, should, and similar expressions are intended to identify forward-looking statements. Forward-looking statements include, without limitation, statements regarding our current and future business activities, operational matters, cash needs, cash reserves, liquidity, operating and capital expenses, financing options, including the state of the capital markets and our ability to access the capital markets, expense reductions, the future outlook of Quaker, operating results and pending litigation. Although we believe our plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, we cannot assure you that we will achieve or realize these plans, intentions or expectations, and actual results, performance or achievements may differ materially from those that might be anticipated from our forward-looking statements. This can occur as a result of inaccurate assumptions or as a consequence of known or unknown risks and uncertainties. Factors that may cause our actual results, performance or achievements to differ materially from that contemplated by such forward-looking statements include, among others, the following:

- n changes in the industries and markets that we serve could have a material adverse effect on our liquidity, financial position and results of operations;
- n the loss of management and other key personnel could significantly harm our business;
- n we may be unable to achieve sufficient price increases or contract concessions to offset increases in the costs of raw materials, or price increases that we implement may result in the loss of sales;
- n availability of raw materials could have a material adverse effect on our liquidity, financial position and results of operations;
- n where our manufacturing facilities are limited, loss of a significant manufacturing facility may materially and adversely affect our liquidity, financial position and results of operations;
- n bankruptcy of one or more significant customers could have a material adverse effect on our liquidity, financial position and results of operations;
- n our primary credit facility contains limitations on our ability to make capital expenditures, investments and acquisitions and on our ability to incur liens, and includes default provisions that permit our lenders, among other things, to decline to make further advances and/or to accelerate our obligation to repay all of our outstanding obligations under the primary credit facility in the event of our inability to comply with the terms of the primary credit facility;
- n we may not be able to renew or extend our primary credit facility when its current term expires in 2014 or enter into a new credit facility. If we are able to renew or extend our credit facility, it may be on terms substantially less favorable than those of our current primary credit facility;

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in the event we determine that we will not be able in the future to realize all or part of our net deferred tax asset, we will be required to make an adjustment to the amount of our deferred tax asset that will result in a non-cash charge to income in the period the determination is made and, depending on the amount of the charge, it can have a material adverse effect on our financial statements;

- n we are a party to proceedings, cases and requests for information from, and negotiations with, various claimants and federal and state agencies relating to various matters, including environmental matters, and an adverse result in one or more of these matters could materially and adversely affect our liquidity, financial position and results of operations;
  
- n changes in climate and greenhouse gas restrictions may materially affect our liquidity, financial position and results of operations;

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- n our continued success depends on our ability to continuously develop and manufacture new products and product enhancements on a timely and cost-effective basis in response to customers' demands, and we may not be able to develop and introduce products incorporating new technologies in a timely manner that will satisfy our customers' future needs or achieve market acceptance;
  
- n since significant revenues and earnings are generated by non-U.S. operations, our financial results are affected by currency fluctuations, particularly between the U.S. dollar, the E.U. Euro, the Brazilian Real and the Chinese Renminbi, and the impact of those currency fluctuations on the underlying economies;
  
- n our international operations involve additional risks that include, but are not limited to, the following:
  - n changes in economic conditions from country to country,
  
  - n changes in a country's political condition, such as the current political unrest in the Middle East,
  
  - n trade protection measures,
  
  - n licensing and other legal requirements,
  
  - n longer payment cycles in certain foreign markets,
  
  - n restrictions on the repatriation of our assets, including cash,
  
  - n significant foreign and United States taxes on repatriated cash,
  
  - n the difficulties of staffing and managing dispersed international operations,
  
  - n less protective foreign intellectual property laws,
  
  - n legal systems that may be less developed and predictable than those in the United States, and
  
  - n local tax issues; and
  
- n the industry in which we operate is very competitive and increased competition could adversely affect our profitability; and
  
- n our results of operations and financial condition could be materially adversely affected by the occurrence of natural disasters or other catastrophic events, including war and terrorism.

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In addition, these statements could be affected by general domestic and international economic and political conditions, uncertainty as to the future direction of the economy and vulnerability of the economy to domestic or international incidents, as well as market conditions in our industry. Other factors that could cause our actual results, performance or achievements to differ materially from that contemplated by forward-looking statements are those discussed under the heading **Risk Factors** in this prospectus supplement, as well as in our reports filed from time to time with the SEC that are incorporated by reference into the accompanying prospectus.

We caution the reader that the factors described above may not be exhaustive. We operate in a continually changing business environment, and new risk factors emerge from time to time. Management cannot predict such new risk factors, nor can it assess the impact, if any, of such new risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results, performance or achievements to differ materially from those projected in any forward-looking statements. We undertake no obligation to publicly update or revise these forward-looking statements, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained throughout this prospectus or in the information incorporated by reference in the accompanying prospectus.

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**Quaker Chemical Corporation**

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**Quaker Chemical Corporation**  
**Condensed Consolidated Balance Sheet**

	<b>Unaudited</b> <b>(Dollars in thousands,</b> <b>except par value</b> <b>and share amounts)</b>	
	<b>March 31, 2011</b>	<b>December 31, 2010*</b>
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 23,564	\$ 25,766
Accounts receivable, net	130,948	116,266
Inventories		
Raw materials and supplies	37,559	31,909
Work-in-process and finished goods	32,671	28,932
Prepaid expenses and other current assets	13,899	12,609
<b>Total current assets</b>	<b>238,641</b>	<b>215,482</b>
Property, plant and equipment, at cost	212,213	205,359
Less accumulated depreciation	(133,719)	(128,824)
Net property, plant and equipment	78,494	76,535
Goodwill	53,675	52,758
Other intangible assets, net	23,579	24,030
Investments in associated companies	9,439	9,218
Deferred income taxes	27,303	28,846
Other assets	44,896	42,561
<b>Total assets</b>	<b>\$ 476,027</b>	<b>\$ 449,430</b>
<b>LIABILITIES AND EQUITY</b>		
Current liabilities		
Short-term borrowings and current portion of long-term debt	\$ 809	\$ 890
Accounts and other payables	76,595	63,893
Accrued compensation	9,728	17,140
Other current liabilities	19,108	19,268
<b>Total current liabilities</b>	<b>106,240</b>	<b>101,191</b>
Long-term debt	83,766	73,855
Deferred income taxes	6,410	6,108
Other non-current liabilities	78,849	81,177
<b>Total liabilities</b>	<b>275,265</b>	<b>262,331</b>
Equity		
Common stock \$1 par value; authorized 30,000,000 shares; issued and outstanding		
2011 11,531,148 shares; 2010 11,492,142 shares	11,531	11,492
Capital in excess of par value	39,132	38,275
Retained earnings	152,237	144,347

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Accumulated other comprehensive loss	(9,497)	(13,736)
<b>Total Quaker shareholders' equity</b>	<b>193,403</b>	<b>180,378</b>
Noncontrolling interest	7,359	6,721
<b>Total equity</b>	<b>200,762</b>	<b>187,099</b>
Total liabilities and equity	\$ 476,027	\$ 449,430

\* Condensed from audited financial statements

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

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**Quaker Chemical Corporation**  
**Condensed Consolidated Statement of Income**

	<b>Unaudited</b> <b>(Dollars in thousands,</b> <b>except per</b> <b>share and share amounts)</b> <b>Three Months Ended March 31,</b> <b>2011</b> <b>2010</b>	
Net sales	\$ 159,865	\$ 128,320
Cost of goods sold	107,131	80,980
<b>Gross profit</b>	<b>52,734</b>	<b>47,340</b>
Selling, general and administrative expenses	38,634	33,669
<b>Operating income</b>	<b>14,100</b>	<b>13,671</b>
Other income, net	539	763
Interest expense	(1,218)	(1,311)
Interest income	272	184
<b>Income before taxes and equity in net income (loss) of associated companies</b>	<b>13,693</b>	<b>13,307</b>
Taxes on income before equity in net income (loss) of associated companies	2,822	3,181
<b>Income before equity in net income (loss) of associated companies</b>	<b>10,871</b>	<b>10,126</b>
Equity in net income (loss) of associated companies	359	(89)
<b>Net income</b>	<b>11,230</b>	<b>10,037</b>
Less: Net income attributable to noncontrolling interest	630	618
<b>Net income attributable to Quaker Chemical Corporation</b>	<b>\$ 10,600</b>	<b>\$ 9,419</b>
Per share data:		
Net income attributable to Quaker Chemical Corporation Common Shareholders basic	\$ 0.92	\$ 0.85
Net income attributable to Quaker Chemical Corporation Common Shareholders diluted	\$ 0.91	\$ 0.84
Dividends declared	\$ 0.235	\$ 0.23

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

**Table of Contents****Quaker Chemical Corporation****Condensed Consolidated Statement of Cash Flows**

	<b>Unaudited</b>	
	<b>(Dollars in thousands)</b>	
	<b>For the Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2011</b>	<b>2010</b>
Cash flows from operating activities		
Net income	\$ 11,230	\$ 10,037
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation	2,656	2,593
Amortization	486	254
Equity in net (income) loss of associated companies, net of dividends	(262)	89
Deferred compensation and other, net	1,967	289
Stock-based compensation	868	727
Gain on disposal of property, plant and equipment	(40)	(32)
Insurance settlement realized	(365)	(345)
Pension and other postretirement benefits	(4,910)	(2,265)
Increase (decrease) in cash from changes in current assets and current liabilities, net of acquisitions:		
Accounts receivable	(12,478)	(3,606)
Inventories	(8,309)	(5,332)
Prepaid expenses and other current assets	(2,397)	(1,360)
Accounts payable and accrued liabilities	4,455	(5,818)
Net cash used in operating activities	(7,099)	(4,769)
Cash flows from investing activities		
Investments in property, plant and equipment	(3,475)	(2,042)
Proceeds from disposition of assets	170	41
Insurance settlement received and interest earned	22	5,038
Change in restricted cash, net	343	(2,742)
Net cash (used in) provided by investing activities	(2,940)	295
Cash flows from financing activities		
Proceeds from long-term debt	10,000	7,583
Repayment of long-term debt	(231)	(122)
Dividends paid	(2,701)	(2,550)
Stock options exercised, other	(50)	135
Excess tax benefit related to stock option exercises	78	321
Net cash provided by financing activities	7,096	5,367
Effect of exchange rate changes on cash	741	(1,124)
Net decrease in cash and cash equivalents	(2,202)	(231)

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Cash and cash equivalents at beginning of period	25,766	25,051
Cash and cash equivalents at end of period	\$ 23,564	\$ 24,820
<b>Supplemental cash flow disclosures:</b>		
Non-cash activities:		
Excess tax benefit related to stock option exercises	\$	\$ 1,633
Restricted insurance receivable (See also Note 12 of Notes to Condensed Consolidated Financial Statements)		5,000

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

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**Quaker Chemical Corporation**

**Notes to Condensed Consolidated Financial Statements**

**(Dollars in thousands, except per share amounts)**

**(Unaudited)**

**Note 1 Condensed Financial Information**

The condensed consolidated financial statements included herein are unaudited and have been prepared in accordance with generally accepted accounting principles in the United States for interim financial reporting and the United States Securities and Exchange Commission regulations. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, the financial statements reflect all adjustments (consisting only of normal recurring adjustments, except as discussed below) which are necessary for a fair statement of the financial position, results of operations and cash flows for the interim periods. The results for the three months ended March 31, 2011 are not necessarily indicative of the results to be expected for the full year. These financial statements should be read in conjunction with the Company's Annual Report filed on Form 10-K for the year ended December 31, 2010.

Effective January 1, 2010, the Venezuelan economy was considered to be hyperinflationary under generally accepted accounting principles in the United States, since it has experienced a rate of general inflation in excess of 100% over the latest three-year period, based upon the blended Consumer Price Index and National Consumer Price Index. Accordingly, all gains and losses resulting from the remeasurement of the Company's Venezuelan 50% equity affiliate (Kelko Quaker Chemical, S.A.) are required to be recorded directly in the statement of operations. On January 8, 2010, the Venezuelan government announced the devaluation of the Bolivar Fuerte and the establishment of a two-tiered exchange structure. As a result of the devaluation, the Company recorded a charge of approximately \$0.03 per diluted share in the first quarter of 2010.

As part of the Company's chemical management services, certain third-party product sales to customers are managed by the Company. Where the Company acts as principal, revenue is recognized on a gross reporting basis at the selling price negotiated with customers. Where the Company acts as agent, such revenue is recorded using net reporting as service revenues, at the amount of the administrative fee earned by the Company for ordering the goods. Third-party products transferred under arrangements resulting in net reporting totaled \$11,964 and \$12,559 for the three months ended March 31, 2011 and 2010, respectively.

**Note 2 Income Taxes and Uncertain Income Tax Positions**

The Company's first quarter 2011 effective tax rate of 21% reflects the expiration of applicable statutes of limitations for uncertain tax positions of approximately \$0.11 per diluted share and the utilization of foreign tax credits previously unbenefited. This compares to the Company's first quarter 2010 effective tax rate of 24%, which also included the expiration of applicable statutes of limitations for uncertain tax positions of approximately \$0.11 per diluted share.

The FASB's guidance regarding accounting for uncertainty in income taxes prescribes the recognition threshold and measurement attributes for financial statement recognition and measurement of tax positions taken or expected to be taken on a tax return. The guidance further requires the determination of whether the benefits of tax positions will be more likely than not sustained upon audit based upon the technical merits of the tax position. For tax positions that are determined to be more likely than not sustained upon audit, a company recognizes the largest amount of benefit that is greater than 50% likely of being realized upon ultimate settlement in the financial statements. For tax positions that are not determined to be more likely than not sustained upon audit, a company does not recognize any portion of the benefit in the financial statements. Additionally, the guidance provides for derecognition, classification, penalties and interest, accounting in interim periods, disclosure and transition.

At December 31, 2010, the Company's cumulative liability for gross unrecognized tax benefits was \$10,464. As of March 31, 2011, the Company's cumulative liability for gross unrecognized tax benefits was \$10,607.

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**Table of Contents**

**Quaker Chemical Corporation**

**Notes to Condensed Consolidated Financial Statements Continued**

**(Dollars in thousands, except per share amounts)**

**(Unaudited)**

The Company continues to recognize interest and penalties associated with uncertain tax positions as a component of taxes on income in its Consolidated Statement of Income. The Company had accrued \$1,824 for cumulative interest and \$857 for cumulative penalties at December 31, 2010. The Company has recognized (\$125) for interest and \$279 for penalties on its Consolidated Statement of Income for the three months ended March 31, 2011 and, at that date, the Company had accrued \$1,790 for cumulative interest and \$1,176 for cumulative penalties.

During the quarter ended March 31, 2011, the Company derecognized uncertain tax positions due to expiration of the applicable statutes of limitations for certain tax years. As a result, the Company recognized a \$922 decrease in its cumulative liability for gross unrecognized tax benefits. The Company estimates that during the year ended December 31, 2011 it will reduce its cumulative liability for gross unrecognized tax benefits by approximately \$1,400 to \$1,600 due to the expiration of the statute of limitations with regard to certain tax positions. This estimated reduction in the cumulative liability for unrecognized tax benefits does not consider any increase in liability for unrecognized tax benefits with regard to existing tax positions or any increase in cumulative liability for unrecognized tax benefits with regard to new tax positions for the year ended December 31, 2011.

The Company and its subsidiaries are subject to U.S. Federal income tax, as well as the income tax of various state and foreign tax jurisdictions. Tax years that remain subject to examination by major tax jurisdictions include the Netherlands from 2005, United Kingdom, Italy, Brazil, and Spain from 2006, China and the United States from 2007 and various domestic state tax jurisdictions from 1993.

**Note 3 Fair Value Measurements**

The FASB's guidance regarding fair value measurements establishes a common definition for fair value to be applied to guidance requiring use of fair value, establishes a framework for measuring fair value, and expands disclosure about such fair value measurements. The guidance does not require any new fair value measurements, but rather applies to all other accounting guidance that requires or permits fair value measurements.

The guidance utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

- n Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.
  
- n Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
  
- n Level 3: Unobservable inputs that reflect the reporting entity's own assumptions.

**Table of Contents****Quaker Chemical Corporation****Notes to Condensed Consolidated Financial Statements - Continued**

(Dollars in thousands, except per share amounts)

(Unaudited)

The Company values its interest rate swaps, company-owned life insurance policies and various deferred compensation assets and liabilities, as well as acquisition related contingent consideration at fair value. The Company's assets and liabilities subject to fair value measurement are as follows (in thousands):

Assets	Fair Value	Fair Value Measurements at March 31, 2011		
	as of March 31, 2011	Level 1	Level 2	Level 3
Company-owned life insurance	\$ 1,551	\$	\$ 1,551	\$
Company-owned life insurance - Deferred compensation assets	557		557	
Other deferred compensation assets				
Large capitalization registered investment companies	69	69		
Mid capitalization registered investment companies	4	4		
Small capitalization registered investment companies	8	8		
International developed and emerging markets registered investment companies	39	39		
Fixed income registered investment companies	9	9		
<b>Total</b>	<b>\$ 2,237</b>	<b>\$ 129</b>	<b>\$ 2,108</b>	<b>\$</b>

Liabilities	Fair Value	Fair Value Measurements at March 31, 2011		
	as of March 31, 2011	Level 1	Level 2	Level 3
Deferred compensation liabilities				
Large capitalization registered investment companies	\$ 342	\$ 342	\$	\$
Mid capitalization registered investment companies	90	90		
Small capitalization registered investment companies	74	74		
International developed and emerging markets registered investment companies	203	203		
Fixed income registered investment companies	48	48		
Fixed general account	171		171	
Interest rate derivatives	879		879	
Acquisition related contingent consideration	5,544			5,544
<b>Total</b>	<b>\$ 7,351</b>	<b>\$ 757</b>	<b>\$ 1,050</b>	<b>\$ 5,544</b>





**Table of Contents****Quaker Chemical Corporation****Notes to Condensed Consolidated Financial Statements - Continued**

(Dollars in thousands, except per share amounts)

(Unaudited)

Assets	Fair Value	Fair Value Measurements at December 31, 2010		
	as of December 31, 2010	Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Company-owned life insurance	\$ 2,033	\$	\$ 2,033	\$
Company-owned life insurance - Deferred compensation assets	593		593	
Other deferred compensation assets				
Large capitalization registered investment companies	69	69		
Mid capitalization registered investment companies	4	4		
Small capitalization registered investment companies	8	8		
International developed and emerging markets registered investment companies	40	40		
Fixed income registered investment companies	10	10		
<b>Total</b>	<b>\$ 2,757</b>	<b>\$ 131</b>	<b>\$ 2,626</b>	<b>\$</b>

Liabilities	Fair Value	Fair Value Measurements at December 31, 2010		
	as of December 31, 2010	Using Fair Value Hierarchy		
		Level 1	Level 2	Level 3
Deferred compensation liabilities				
Large capitalization registered investment companies	\$ 347	\$ 347	\$	\$
Mid capitalization registered investment companies	88	88		
Small capitalization registered investment companies	71	71		
International developed and emerging markets registered investment companies	213	213		
Fixed income registered investment companies	52	52		
Fixed general account	182		182	
Interest rate derivatives	1,026		1,026	
Acquisition related contingent consideration	5,350			5,350
<b>Total</b>	<b>\$ 7,329</b>	<b>\$ 771</b>	<b>\$ 1,208</b>	<b>\$ 5,350</b>



**Table of Contents****Quaker Chemical Corporation****Notes to Condensed Consolidated Financial Statements - Continued****(Dollars in thousands, except per share amounts)****(Unaudited)**

The fair values of Company-owned life insurance ( COLI ) and COLI deferred compensation assets are based on quotes for like instruments with similar credit ratings and terms. The fair values of Other deferred compensation assets and liabilities are based on quoted prices in active markets, with the exception of the fixed general account, which is based on quotes for like instruments with similar credit ratings and terms. The fair values of interest rate derivatives are based on quoted market prices from various banks for similar instruments. The fair value of the acquisition related contingent consideration is based on unobservable inputs and is classified as Level 3. Significant inputs and assumptions are management's estimate of the probability of the earnout ultimately being met/paid and the discount rate used to present value the liability.

Changes in the fair value of the Level 3 liability during the three months ended March 31, 2011 was as follows:

	<b>Contingent Consideration</b>
Balance at December 31, 2010	\$ 5,350
Interest accretion	194
Balance at March 31, 2011	\$ 5,544