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

FORM 10-Q

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

For the quarterly period ended June 30, 2010

OR

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

For the transition period from ______ to ______

Commission file number 001-12019

QUAKER CHEMICAL CORPORATION
(Exact name of Registrant as specified in its charter)

Pennsylvania (State or other jurisdiction of incorporation or organization)	**23-0993790** (I.R.S. Employer Identification No.)
One Quaker Park, 901 E. Hector Street, Conshohocken, Pennsylvania (Address of principal executive offices)	**19428 – 2380** (Zip Code)

Registrant's telephone number, including area code: 610-832-4000

Not Applicable
Former name, former address and former fiscal year, if changed since last report.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐ (Do not check if smaller reporting company)	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

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

Number of Shares of Common Stock Outstanding on June 30, 2010	11,258,582

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QUAKER CHEMICAL CORPORATION AND CONSOLIDATED SUBSIDIARIES

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PART I
FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited).

Quaker Chemical Corporation
Condensed Consolidated Balance Sheet

	Unaudited (Dollars in thousands, except par value and share amounts)	
	June 30, 2010	December 31, 2009*
ASSETS		
Current assets		
Cash and cash equivalents	$ 27,606	$ 25,051
Construction fund (restricted cash)	—	2,358
Accounts receivable, net	114,595	108,793
Inventories		
Raw materials and supplies	28,409	23,495
Work-in-process and finished goods	26,435	26,545
Prepaid expenses and other current assets	13,149	12,656
Total current assets	210,194	198,898
Property, plant and equipment, at cost	181,547	190,980
Less accumulated depreciation	(118,688)	(123,554)
Net property, plant and equipment	62,859	67,426
Goodwill	44,452	46,515
Other intangible assets, net	5,012	5,579
Investments in associated companies	9,317	8,824
Deferred income taxes	31,210	31,692
Other assets	46,282	39,537
Total assets	$ 409,326	$ 398,471
LIABILITIES AND EQUITY		
Current liabilities		
Short-term borrowings and current portion of long-term debt	$ 3,596	$ 2,431
Accounts and other payables	62,200	60,939
Accrued compensation	13,012	16,656
Accrued pension and postretirement benefits	4,682	4,717
Other current liabilities	18,174	15,224
Total current liabilities	101,664	99,967
Long-term debt	60,975	63,685
Deferred income taxes	8,443	8,605
Accrued pension and postretirement benefits	26,235	27,602
Other non-current liabilities	45,462	42,317
Total liabilities	242,779	242,176
Equity		
Common stock $1 par value; authorized 30,000,000 shares; issued 2010 – 11,258,582; 2009 – 11,085,549 shares	11,259	11,086
Capital in excess of par value	32,798	27,527
Retained earnings	136,497	123,140
Accumulated other comprehensive loss	(20,070)	(10,439)
Total Quaker shareholders' equity	160,484	151,314
Noncontrolling interest	6,063	4,981
Total equity	166,547	156,295
Total liabilities and equity	$ 409,326	$ 398,471

* Condensed from audited financial statements

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

Quaker Chemical Corporation

Condensed Consolidated Statement of Income

	Unaudited (Dollars in thousands, except per share amounts)			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Net sales	$135,991	$102,335	$264,311	$200,842
Cost of goods sold	87,460	66,298	168,440	136,091
Gross margin	48,531	36,037	95,871	64,751
Selling, general and administrative expenses	35,118	29,050	68,787	55,747
Restructuring and related activities	—	—	—	2,289
CEO transition costs	—	1,193	—	1,193
Operating income	13,413	5,794	27,084	5,522
Other income, net	1,123	356	1,886	1,810
Interest expense	(1,386)	(1,538)	(2,697)	(2,780)
Interest income	343	220	527	373
Income before taxes and equity in net income of associated companies	13,493	4,832	26,800	4,925
Taxes on income before equity in net income of associated companies	4,143	1,567	7,324	1,316
Income before equity in net income of associated companies	9,350	3,265	19,476	3,609
Equity in net income of associated companies	384	227	295	85
Net income	9,734	3,492	19,771	3,694
Less: Net income attributable to noncontrolling interest	581	258	1,199	458
Net income attributable to Quaker Chemical Corporation	$ 9,153	$ 3,234	$ 18,572	$ 3,236
Per share data:				
Net income attributable to Quaker Chemical Corporation Common Shareholders – basic	$ 0.82	$ 0.29	$ 1.66	$ 0.29
Net income attributable to Quaker Chemical Corporation Common Shareholders – diluted	$ 0.80	$ 0.29	$ 1.64	$ 0.29
Dividends declared	$ 0.235	$ 0.46	$ 0.465	$ 0.46

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

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Quaker Chemical Corporation

Condensed Consolidated Statement of Cash Flows

	Unaudited (Dollars in thousands) For the Six Months Ended June 30, 2010	2009
Cash flows from operating activities		
Net income	$ 19,771	$ 3,694
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	5,068	4,801
Amortization	462	522
Equity in undistributed earnings of associated companies, net of dividends	(233)	(85)
Deferred compensation and other, net	(357)	(1,521)
Stock-based compensation	1,663	927
Restructuring and related activities	—	2,289
Gain on disposal of property, plant and equipment	(22)	(1,193)
Insurance settlement realized	(772)	(610)
Pension and other postretirement benefits	(2,227)	(3,799)
Increase (decrease) in cash from changes in current assets and current liabilities, net of acquisitions:		
Accounts receivable	(10,645)	13,498
Inventories	(7,181)	15,022
Prepaid expenses and other current assets	(1,641)	3,481
Accounts payable and accrued liabilities	6,409	(6,354)
Change in restructuring liabilities	—	(3,885)
Net cash provided by operating activities	10,295	26,787
Cash flows from investing activities		
Investments in property, plant and equipment	(3,468)	(5,078)
Payments related to acquisitions	—	(1,000)
Proceeds from disposition of assets	59	1,617
Insurance settlement received and interest earned	5,070	5,100
Change in restricted cash, net	(1,940)	(2,593)
Net cash used in investing activities	(279)	(1,954)
Cash flows from financing activities		
Net increase (decrease) in short-term borrowings	1,263	(1,716)
Proceeds from long-term debt	—	1,584
Repayments of long-term debt	(2,614)	(17,252)
Dividends paid	(5,119)	(5,022)
Stock options exercised, other	1,663	262
Excess tax benefit related to stock option exercises	1,236	—
Distributions to noncontrolling shareholders	—	(90)
Net cash used in financing activities	(3,571)	(22,234)
Effect of exchange rate changes on cash	(3,890)	1,114
Net increase in cash and cash equivalents	2,555	3,713
Cash and cash equivalents at beginning of period	25,051	20,892
Cash and cash equivalents at end of period	$ 27,606	$ 24,605
Supplemental cash flow disclosures:		
Non-cash activities:		
Excess tax benefit related to stock option exercises	$ 882	$ —
Restricted insurance receivable (See also Note 14 of Notes to Condensed Consolidated Financial Statements)	5,000	5,000

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

Quaker Chemical Corporation

Notes to Condensed Consolidated Financial Statements
(Dollars in thousands, except per share amounts)
(Unaudited)

Note 1 – Condensed Consolidated 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. Certain reclassifications of prior year's data have been made to improve comparability. The results for the three and six months ended June 30, 2010 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, 2009.

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.

The Company has been and will recognize certain accelerated and other costs in accordance with the retirement of the Company's former CEO. The Company expects to incur a final charge of $1,265 later in 2010 related to the former CEO's supplemental retirement income plan.

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, revenues are recognized on a gross reporting basis at the selling price negotiated with customers. Where the Company acts as an 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 $27,995 and $8,990 for the six months ended June 30, 2010 and 2009, respectively.

Note 2 – 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 Company is currently assessing the impact of this guidance on its financial statements.

Note 3 – Restructuring and Related Activities

In the first quarter of 2009, Quaker's management implemented a restructuring program totaling $2,289. The Company completed the initiatives under this program during 2009.

Note 4 – Income Taxes and Uncertain Income Tax Positions

The Company's year-to-date 2010 effective tax rate of 27% was consistent with the 2009 year-to-date effective tax rate, and includes the derecognition of uncertain tax positions due the expiration of applicable statutes of limitations for certain tax years of approximately $0.11 per diluted share. The effective tax rate for the first half of 2009 reflects no tax provided for the land sale gain, due the utilization of net operating losses, which were previously not benefited. The most significant other item affecting the comparison of year-to-date effective tax rates is a changing mix of income among tax jurisdictions.

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.

Quaker Chemical Corporation

Notes to Condensed Consolidated Financial Statements – Continued
(Dollars in thousands, except per share amounts)
(Unaudited)

At December 31, 2009, the Company's cumulative liability for gross unrecognized tax benefits was $10,686. As of June 30, 2010, the Company's cumulative liability for gross unrecognized tax benefits was $9,641.

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 $1,850 for cumulative interest and $911 for cumulative penalties at December 31, 2009. The Company has recognized $187 and $83 for interest and $62 and $180 for penalties on its Consolidated Statement of Income for the three-month and six-month periods ended June 30, 2010, respectively, and as of June 30, 2010, the Company had accrued $1,701 for cumulative interest and $996 for cumulative penalties.

During the three-month period ended March 31, 2010, the Company derecognized several uncertain tax positions due to expiration of the applicable statutes of limitations for certain tax years of approximately $923. During the three-month period ended June 30, 2010, the Company did not derecognize any additional uncertain tax positions due to expiration of statutes of limitations.

The Company estimates that for the full year ended December 31, 2010 it will reduce its cumulative liability for gross unrecognized tax benefits by approximately $1,800 to $1,900 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, 2010.

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 and United Kingdom from 2004, Italy, Brazil, China and Spain from 2005, United States from 2006, France from 2008, and various domestic state tax jurisdictions from 1993.

Note 5 – 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:

- Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.
- 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.
- Level 3: Unobservable inputs that reflect the reporting entity's own assumptions.

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 at fair value. The Company's assets and liabilities subject to fair value measurement are as follows (in thousands):

	Fair Value as of June 30, 2010	Fair Value Measurements at June 30, 2010 Using Fair Value Hierarchy Level 1	Level 2	Level 3
Assets				
Company-owned life insurance	$ 1,817	$ —	$ 1,817	$ —
Company-owned life insurance - Deferred compensation assets	532	—	532	—
Other deferred compensation assets				
Large capitalization registered investment companies	56	56	—	—
Mid capitalization registered investment companies	4	4	—	—
Small capitalization registered investment companies	6	6	—	—
International developed and emerging markets registered investment companies	32	32	—	—
Fixed income registered investment companies	10	10	—	—
Total	$ 2,457	$ 108	$ 2,349	$ —

	Fair Value as of June 30, 2010	Fair Value Measurements at June 30, 2010 Using Fair Value Hierarchy Level 1	Level 2	Level 3
Liabilities				
Deferred compensation liabilities				
Large capitalization registered investment companies	$ 491	$ 491	$ —	$ —
Mid capitalization registered investment companies	71	71	—	—
Small capitalization registered investment companies	142	142	—	—
International developed and emerging markets registered investment companies	169	169	—	—
Fixed income registered investment companies	52	52	—	—
Fixed general account	177	—	177	—
Interest rate derivatives	1,661	—	1,661	—
Total	$ 2,763	$ 925	$ 1,838	$ —

	Fair Value as of December 31, 2009	Fair Value Measurements at December 31, 2009 Using Fair Value Hierarchy Level 1	Level 2	Level 3
Assets				
Company-owned life insurance	$ 1,869	$ —	$ 1,869	$ —
Company-owned life insurance - Deferred compensation assets	622	—	622	—
Other deferred compensation assets				
Large capitalization registered investment companies	64	64	—	—
Mid capitalization registered investment companies	4	4	—	—
Small capitalization registered investment companies	7	7	—	—
International developed and emerging markets registered investment companies	39	39	—	—
Fixed income registered investment companies	11	11	—	—
Total	$ 2,616	$ 125	$ 2,491	$ —

Quaker Chemical Corporation

Notes to Condensed Consolidated Financial Statements – Continued
(Dollars in thousands, except per share amounts)
(Unaudited)

	Fair Value as of December 31, 2009	Fair Value Measurements at December 31, 2009 Using Fair Value Hierarchy Level 1	Level 2	Level 3
Liabilities				
Deferred compensation liabilities				
Large capitalization registered investment companies	$ 557	$ 557	$ —	$ —
Mid capitalization registered investment companies	98	98	—	—
Small capitalization registered investment companies	108	108	—	—
International developed and emerging markets registered investment companies	205	205	—	—
Fixed income registered investment companies	64	64	—	—
Fixed general account	184	—	184	—
Interest rate derivatives	2,160	—	2,160	—
Total	$ 3,376	$ 1,032	$ 2,344	$ —

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 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. Upon review of the underlying assets upon which the deferred compensation liabilities are based, the Company reclassified the fixed general account from Level 1 to Level 2 as of December 31, 2009.

Note 6 – Hedging Activities

The Company is exposed to the impact of changes in interest rates, foreign currency fluctuations, changes in commodity prices and credit risk. The Company does not use derivative instruments to mitigate the risks associated with foreign currency fluctuations, changes in commodity prices or credit risk. Quaker uses interest rate swaps to mitigate the impact of changes in interest rates. The swaps convert a portion of the Company's variable interest rate debt to fixed interest rate debt and are designated as cash flow hedges and reported on the balance sheet at fair value. The effective portions of the hedges are reported in Other Comprehensive Income ("OCI") until reclassified to earnings during the same period the hedged item affects earnings. The Company has no derivatives designated as fair value hedges and only has derivatives designated as hedging instruments under the FASB's guidance. The notional amount of the Company's interest rate swaps was $40,000 as of June 30, 2010 and December 31, 2009.

Information about the Company's interest rate derivatives is as follows:

	Balance Sheet Location	Fair Value June 30, 2010	December 31, 2009
Derivatives designated as cash flow hedges:			
Interest rate swaps	Other current liabilities	$ 450	$ 1,006
Interest rate swaps	Other non-current liabilities	1,211	1,154
		$1,661	$ 2,160

Quaker Chemical Corporation

Notes to Condensed Consolidated Financial Statements – Continued
(Dollars in thousands, except per share amounts)
(Unaudited)

Cash Flow Hedges
Interest Rate Swaps

		Three Months Ended June 30, 2010	Three Months Ended June 30, 2009	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009
Amount of Gain (Loss) Recognized in Accumulated OCI on Derivative (Effective Portion)		$ 191	$ 300	$ 296	$ 368
Amount and Location of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Interest Expense	$ (454)	$ (376)	$ (908)	$ (705)
Amount and Location of Gain (Loss) Recognized in Income on Derivative (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Other Income	$ —	$ —	$ —	$ —

Note 7 – Stock-Based Compensation

The Company recognized approximately $1,663 of share-based compensation expense for the six months ended June 30, 2010. The compensation expense was comprised of $198 related to stock options, $579 related to nonvested stock awards, $22 related to the Company's Employee Stock Purchase Plan, $799 related to the Company's non elective 401(k) matching contribution in stock and $65 related to the Company's Director Stock Ownership Plan.

Based on historical experience, the Company has assumed a forfeiture rate of 13% on the nonvested stock. The Company will record additional expense if the actual forfeiture rate is lower than estimated, and will record a recovery of prior expense if the actual forfeiture is higher than estimated.

The Company has a long-term incentive program ("LTIP") for key employees which provides for the granting of options to purchase stock at prices not less than market value on the date of the grant. Most options become exercisable between one and three years after the date of the grant for a period of time determined by the Company not to exceed seven years from the date of grant. Common stock awards issued under the LTIP program are subject only to time vesting over a three to five-year period. In addition, as part of the Company's Global Annual Incentive Plan ("GAIP"), nonvested shares may be issued to key employees, which generally vest over a two to five-year period.

Stock option activity under all plans is as follows:

	Number of Shares	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Term (years)
Balance at December 31, 2009	526,508	$ 16.66	
Options granted	110,939	18.82	
Options exercised	(75,542)	18.69	
Options expired	(9,100)	20.71	
Balance at June 30, 2010	552,805	$ 16.75	3.9
Exercisable at June 30, 2010	313,824	$ 19.33	2.3

As of June 30, 2010, the total intrinsic value of options outstanding was approximately $6,163, and the total intrinsic value of exercisable options was approximately $2,689. Intrinsic value is calculated as the difference between the current market price of the underlying security and the strike price of a related option.

Quaker Chemical Corporation

Notes to Condensed Consolidated Financial Statements – Continued
(Dollars in thousands, except per share amounts)
(Unaudited)

A summary of the Company's outstanding stock options at June 30, 2010 is as follows:

Range of Exercise Prices	Number Outstanding at 6/30/2010	Weighted Average Contractual Life	Weighted Average Exercise Price	Number Exercisable at 6/30/2010	Weighted Average Exercise Price
$5.33 - $7.98	148,589	5.7	$ 6.93	37,932	$ 6.93
$7.99 - $18.62	—	—	—	—	—
$18.63 - $21.28	297,340	3.8	19.32	169,016	19.63
$21.29 - $23.94	99,576	1.9	23.04	99,576	23.04
$23.95 - $26.60	7,300	0.8	26.05	7,300	26.05
	552,805	3.9	16.75	313,824	19.33

As of June 30, 2010, unrecognized compensation expense related to options granted during 2008 was $42, for options granted during 2009 was $187 and for options granted during 2010 was $590.

During the first quarter of 2010, the Company granted 110,939 stock options under the Company's LTIP plan that are subject only to time vesting over a three-year period. The options were valued using the Black-Scholes model with the following assumptions: dividend yield of 5.1%, expected volatility of 53.72%, a risk-free interest rate of 2.85%, an expected term of six years, and a forfeiture rate of 3% over the remaining life of the options. Approximately $95 of expense was recorded on these options during the first six months of 2010. The fair value of these awards is amortized on a straight-line basis over the vesting period of the awards.

Under the Company's LTIP plan, 158,207 shares of nonvested stock were outstanding at December 31, 2009. In the first quarter of 2010, 41,204 shares of nonvested stock were granted at a weighted average grant date fair value of $18.82. In the second quarter of 2010, 11,096 shares of nonvested stock were granted to Directors at a weighted average grant date fair value of $25.94. As of June 30, 2010, no shares were forfeited, 37,531 shares vested and 172,976 were outstanding. The fair value of the nonvested stock is based on the trading price of the Company's common stock on the date of grant. The Company adjusts the grant date fair value for expected forfeitures based on historical experience for similar awards. As of June 30, 2010, unrecognized compensation expense related to these awards was $1,382, to be recognized over a weighted average remaining period of 1.89 years.

Under the Company's GAIP plan, 69,675 shares were outstanding at December 31, 2009. Through June 30, 2010, no shares were granted, 4,375 shares vested, 1,050 shares were forfeited and 64,250 shares were outstanding. As of June 30, 2010, unrecognized compensation expense related to these awards was $289, to be recognized over a weighted average remaining period of 1.75 years.

Employee Stock Purchase Plan

In 2000, the Board adopted an Employee Stock Purchase Plan ("ESPP") whereby employees may purchase Company stock through a payroll deduction plan. Purchases are made from the plan and credited to each participant's account at the end of each month, the "Investment Date." The purchase price of the stock is 85% of the fair market value on the Investment Date. The plan is compensatory and the 15% discount is expensed on the Investment Date. All employees, including officers, are eligible to participate in this plan. A participant may withdraw all uninvested payment balances credited to a participant's account at any time by giving written notice to the Committee designated by the Board. An employee whose stock ownership of the Company exceeds five percent of the outstanding common stock is not eligible to participate in this plan.

Quaker Chemical Corporation

Notes to Condensed Consolidated Financial Statements – Continued
(Dollars in thousands, except per share amounts)
(Unaudited)

2003 Director Stock Ownership Plan

In March 2003, the Company's Board of Directors approved a stock ownership plan for each member of the Company's Board to encourage the Directors to increase their investment in the Company. The Plan was effective on the date it was approved and remains in effect for a term of ten years or until it is earlier terminated by the Board. The maximum number of shares of Common Stock which may be issued under the Plan is 75,000, subject to certain conditions that the Compensation/Management Development Committee (the "Committee") may elect to adjust the number of shares. As of June 30, 2010, the Committee has not made any elections to adjust the shares under this plan. Each Director is eligible to receive an annual retainer for services rendered as a member of the Board of Directors. Currently, each Director who owns less than 7,500 shares of Company Common Stock is required to receive 75% of the annual retainer in Common Stock and 25% of the annual retainer in cash. Each Director who owns 7,500 or more shares of Company Common Stock receives 25% of the annual retainer in Common Stock and 75% of the annual retainer in cash with the option to receive Common Stock in lieu of the cash portion of the retainer. Currently, the annual retainer is $40. The number of shares issued in payment of the fees is calculated based on an amount equal to the average of the closing prices per share of Common Stock as reported on the composite tape of the New York Stock Exchange for the two trading days immediately preceding the retainer payment date. The retainer payment date is June 1. For the three and six months ended June 30, 2010, the Company recorded approximately $33 and $65 of compensation expense, respectively. For the three and six months ended June 30, 2009, the Company recorded approximately $32 and $64, respectively.

Note 8 - Earnings Per Share

The Company applies FASB's guidance regarding the calculation of earnings per share using the two-class method. The Company includes nonvested stock awards with rights to non-forfeitable dividends as part of its basic weighted average share calculation.

The following table summarizes earnings per share (EPS) calculations:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Basic Earnings per Common Share				
Net income attributable to Quaker Chemical Corporation	$ 9,153	$ 3,234	$ 18,572	$ 3,236
Less: income allocated to participating securities	(196)	(62)	(399)	(69)
Net income available to common shareholders	$ 8,957	$ 3,172	$ 18,173	$ 3,167
Basic weighted average common shares outstanding	10,973,547	10,794,578	10,926,647	10,770,068
Basic earnings per common share	$ 0.82	$ 0.29	$ 1.66	$ 0.29
Diluted Earnings per Common Share				
Net income attributable to Quaker Chemical Corporation	$ 9,153	$ 3,234	$ 18,572	$ 3,236
Less: income allocated to participating securities	(194)	(62)	(394)	(69)
Net income available to common shareholders	$ 8,959	$ 3,172	$ 18,178	$ 3,167
Basic weighted average common shares outstanding	10,973,547	10,794,578	10,926,647	10,770,068
Effect of dilutive securities, common shares outstanding	203,417	47,981	158,314	14,160
Diluted weighted average common shares outstanding	11,176,964	10,842,559	11,084,961	10,784,228
Diluted earnings per common share	$ 0.80	$ 0.29	$ 1.64	$ 0.29

The following number of stock options are not included in the earnings per share since in each case the exercise price is greater than the market price: 0 and 360,518 for the three months ended June 30, 2010 and 2009, and 7,300 and 360,518 for the six months ended June 30, 2010 and 2009, respectively.

Note 9 – Business Segments

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.

Quaker Chemical Corporation

Notes to Condensed Consolidated Financial Statements – Continued
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(Unaudited)

Segment data includes direct segment costs as well as general operating costs.

The table below presents information about the reported segments:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Metalworking Process Chemicals				
Net sales	$126,962	$ 93,560	$248,167	$184,359
Operating income	25,117	15,772	50,636	25,411
Coatings				
Net sales	8,510	8,255	15,274	15,555
Operating income	1,918	2,098	3,326	3,624
Other Chemical Products				
Net sales	519	520	870	928
Operating income	23	(26)	(34)	(90)
Total				
Net sales	135,991	102,335	264,311	200,842
Operating income	27,058	17,844	53,928	28,945
Non-operating expenses	(13,437)	(10,592)	(26,382)	(19,419)
Restructuring and related charges	—	—	—	(2,289)
CEO transition costs	—	(1,193)	—	(1,193)
Amortization	(208)	(265)	(462)	(522)
Interest expense	(1,386)	(1,538)	(2,697)	(2,780)
Interest income	343	220	527	373
Other income, net	1,123	356	1,886	1,810
Consolidated income before taxes and equity in net income of associated companies	$ 13,493	$ 4,832	$ 26,800	$ 4,925

Operating income comprises revenue less related costs and expenses. Non-operating items primarily consist of general corporate expenses identified as not being a cost of operation, interest expense, interest income, and license fees from non-consolidated associates.

Quaker Chemical Corporation

Notes to Condensed Consolidated Financial Statements – Continued
(Dollars in thousands, except per share amounts)
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Note 10 – Equity, Noncontrolling Interest and Comprehensive Income

The following table presents the changes in equity, noncontrolling interest and comprehensive income for the three and six months ended June 30, 2010 and 2009:

	Common stock	Capital in excess of par value	Retained earnings	Accumulated other comprehensive loss	Noncontrolling Interest	Comprehensive Income	Total
Balance at March 31, 2010	$11,152	$30,277	$129,994	$ (14,058)	$ 5,750		$163,115
Net income	—	—	9,153		581	$ 9,734	
Currency translation adjustments	—	—	—	(6,458)	(268)	(6,726)	
Defined benefit retirement plans	—	—	—	269	—	269	
Current period changes in fair value of derivatives	—	—	—	191	—	191	
Unrealized loss on available-for-sale securities	—	—	—	(14)	—	(14)	
Comprehensive income						3,454	3,454
Comprehensive loss attributable to noncontrolling interest						(313)	
Comprehensive income attributable to Quaker Chemical Corporation						$ 3,141	
Dividends ($0.235 per share)	—	—	(2,650)	—	—		(2,650)
Share issuance and equity-based compensation plans	107	2,357	—	—	—		2,464
Excess tax benefit from stock option exercises	—	164	—	—	—		164
Balance at June 30, 2010	$11,259	$32,798	$136,497	$ (20,070)	$ 6,063		$166,547
Balance at March 31, 2009	$10,997	$25,495	$117,091	$ (29,490)	$ 4,088		$128,181
Net income	—	—	3,234		258	$ 3,492	
Currency translation adjustments	—	—	—	8,206	437	8,643	
Defined benefit retirement plans	—	—	—	980	—	980	
Current period changes in fair value of derivatives	—	—	—	300	—	300	
Unrealized gain on available-for-sale securities	—	—	—	17	—	17	
Comprehensive income						13,432	13,432
Comprehensive loss attributable to noncontrolling interest						(695)	
Comprehensive income attributable to Quaker Chemical Corporation						$ 12,737	
Dividends ($0.46 per share)	—	—	(5,071)	—			(5,071)
Dividends paid to noncontrolling shareholders	—	—	—	—	(90)		(90)
Share issuance and equity-based compensation plans	53	715	—	—	—		768
Balance at June 30, 2009	$11,050	$26,210	$115,254	$ (19,987)	$ 4,693		$137,220

	Common stock	Capital in excess of par value	Retained earnings	Accumulated other comprehensive loss	Noncontrolling Interest	Comprehensive Income	Total
Balance at December 31, 2009	$11,086	$27,527	$123,140	$ (10,439)	$ 4,981		$156,295
Net income	—	—	18,572		1,199	$ 19,771	
Currency translation adjustments	—	—	—	(10,456)	(117)	(10,573)	
Defined benefit retirement plans	—	—	—	538	—	538	
Current period changes in fair value of derivatives	—	—	—	296	—	296	
Unrealized loss on available-for-sale securities	—	—	—	(9)	—	(9)	
Comprehensive income						10,023	10,023
Comprehensive loss attributable to noncontrolling interest						(1,082)	
Comprehensive income attributable to Quaker Chemical Corporation						$ 8,941	
Dividends ($0.465 per share)	—	—	(5,215)	—	—		(5,215)
Share issuance and equity-based compensation plans	173	3,153	—	—	—		3,326
Excess tax benefit from stock option exercises	—	2,118	—	—	—		2,118
Balance at June 30, 2010	$11,259	$32,798	$136,497	$ (20,070)	$ 6,063		$166,547
Balance at December 31, 2008	$10,833	$25,238	$117,089	$ (27,237)	$ 3,952		$129,875
Net income	—	—	3,236		458	$ 3,694	
Currency translation adjustments	—	—	—	5,607	373	5,980	
Defined benefit retirement plans	—	—	—	1,269	—	1,269	
Current period changes in fair value of derivatives	—	—	—	368	—	368	
Unrealized gain on available-for-sale securities	—	—	—	6	—	6	
Comprehensive income						11,317	11,317
Comprehensive loss attributable to noncontrolling interest						(831)	
Comprehensive income attributable to Quaker Chemical Corporation						$ 10,486	
Dividends ($0.46 per share)	—	—	(5,071)	—	—		(5,071)
Dividends paid to noncontrolling shareholders	—	—	—	—	(90)		(90)
Share issuance and equity-based compensation plans	217	972	—	—	—		1,189
Balance at June 30, 2009	$11,050	$26,210	$115,254	$ (19,987)	$ 4,693		$137,220

Quaker Chemical Corporation

Notes to Condensed Consolidated Financial Statements – Continued
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During the first half of 2010, the Company recorded $2,118 of excess tax benefits in capital in excess of par value on its Condensed Consolidated Balance Sheet related to stock option exercises, which occurred over the current and prior years. Previously, the Company's actual taxable income in affected jurisdictions was not sufficient to recognize these benefits, while the Company's full-year 2010 projection of taxable income is expected to be sufficient to recognize these benefits. As a result, the Company recognized $1,236 of these benefits as a cash inflow from financing activities in its Condensed Consolidated Statement of Cash Flows which represents the Company's estimate of cash savings through June 30, 2010.

Note 11 – Debt

As discussed in a Current Report on Form 8-K filed on June 21, 2010, the Company has amended its primary credit facility to increase the maximum principal amount available for revolving credit borrowings from $125,000 to $175,000. This amount can be increased to $225,000 at the Company's option if the lenders agree to increase their commitment and the Company satisfies certain conditions. 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. Under the amendment, the Company is still subject to the financial covenants under the facility, all of which the Company was in compliance with at June 30, 2010.

Note 12 – Goodwill and Other Intangible Assets

The changes in carrying amount of goodwill for the six months ended June 30, 2010 are as follows. The Company has recorded no impairment charges in the past:

	Metalworking Process Chemicals	Coatings	Total
Balance as of December 31, 2009	$ 38,434	$8,081	$46,515
Currency translation adjustments	(2,063)	—	(2,063)
Balance as of June 30, 2010	$ 36,371	$8,081	$44,452

Gross carrying amounts and accumulated amortization for definite-lived intangible assets as of June 30, 2010 and December 31, 2009 are as follows:

	Gross Carrying Amount		Accumulated Amortization	
	2010	2009	2010	2009
Amortized intangible assets				
Customer lists and rights to sell	$ 8,109	$ 8,373	$ 4,535	$ 4,428
Trademarks and patents	1,788	1,788	1,788	1,788
Formulations and product technology	3,278	3,278	2,579	2,450
Other	3,367	3,409	3,228	3,203
Total	$16,542	$16,848	$12,130	$11,869

The Company recorded $462 and $522 of amortization expense in the first six months of 2010 and 2009, respectively. Estimated annual aggregate amortization expense for the current year and subsequent five years is as follows:

For the year ended December 31, 2010	$880
For the year ended December 31, 2011	$812
For the year ended December 31, 2012	$715
For the year ended December 31, 2013	$537
For the year ended December 31, 2014	$305
For the year ended December 31, 2015	$305

The Company has one indefinite-lived intangible asset of $600 for trademarks recorded in connection with the Company's 2002 acquisition of Epmar.

Quaker Chemical Corporation

Notes to Condensed Consolidated Financial Statements – Continued
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Note 13 – Pension and Other Postretirement Benefits

The components of net periodic benefit cost, for the three and six months ended June 30, are as follows:

	Three Months Ended June 30,				Six Months Ended June 30,			
	Pension Benefits		Other Postretirement Benefits		Pension Benefits		Other Postretirement Benefits	
	2010	2009	2010	2009	2010	2009	2010	2009
Service cost	$ 480	$ 516	$ 5	$ 5	$ 991	$ 1,015	$ 9	$ 10
Interest cost and other	1,482	1,610	98	142	3,012	3,212	197	285
Expected return on plan assets	(1,344)	(1,206)	—	—	(2,728)	(2,389)	—	—
Settlement charge	—	1,193	—	—	—	1,193	—	—
Other amortization, net	402	404	13	25	804	831	26	50
Net periodic benefit cost	$ 1,020	$ 2,517	$116	$172	$ 2,079	$ 3,862	$232	$345

Employer Contributions:

The Company previously disclosed in its financial statements for the year ended December 31, 2009, that it expected to make minimum cash contributions of $8,578 to its pension plans and $802 to its other postretirement benefit plan in 2010. As of June 30, 2010, $4,185 and $397 of contributions have been made, respectively.

During the second quarter of 2009, the Company incurred a settlement charge of $1,193 in connection with the retirement of the Company's former CEO in the third quarter of 2008. The Company expects to incur a final settlement charge of approximately $1,265 later in 2010.

Note 14 – Commitments and Contingencies

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 has been remediating the contamination, the principal contaminant of which is perchloroethylene ("PERC"). On or about December 18, 2004, the Orange County Water District ("OCWD") filed a civil complaint in Superior Court, in Orange County, California against ACP and other parties potentially responsible for groundwater contamination. OCWD was seeking to recover compensatory and other damages related to the investigation and remediation of the contamination in the groundwater. Effective October 17, 2007, ACP and OCWD settled all claims related to this litigation. Pursuant to the settlement agreement with OCWD, ACP agreed to pay $2,000 in two equal payments of $1,000 (the first payment paid October 31, 2007 and the second payment paid on February 15, 2008). In addition to the $2,000 payment, ACP agreed to operate the two existing groundwater treatment systems associated with its 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 PERC are below the Federal maximum contaminant level for four consecutive quarterly sampling events. During the third quarter of 2007, the Company recognized a $3,300 charge made up of $2,000 for the settlement of the litigation, plus an increase in its reserve for its soil and water remediation program of $1,300. As of June 30, 2010, the Company believes that the range of potential-known liabilities associated with ACP contamination including the water and soil remediation program, is approximately $1,600 to $2,700, for which the Company has sufficient reserves.

The low and high ends of the range are based on the length of operation of the two extraction wells as determined by groundwater modeling with planned higher maintenance costs in later years if a longer treatment period is required. Costs of operation include the operation and maintenance of the extraction wells, groundwater monitoring, one-time expenses to insure P-3 is hydraulically containing the PERC plume and program management. The duration of the well operation was estimated based on historical trends in concentrations in the monitoring wells within the proximity of the applicable extraction wells. Also factored into the model was the impact of water injected into the underground aquifer from a planned recharge basin adjacent to the ACP site as well as from an injection well to be installed and operated by OCWD as part of the groundwater treatment system for contaminants which are the subject of the aforementioned litigation. Based on the modeling, it is estimated that P-2 will operate for another two years and P-3 will operate for three years to up to six years. Operation and maintenance costs were based on historical expenditures and estimated inflation. As mentioned above, a significantly higher maintenance expense was factored into the range if the system operates for the longer period. Also included in the reserve are anticipated expenditures to operate an on-site soil vapor extraction system.

The Company believes, although there can be no assurance regarding the outcome of other unrelated environmental matters, that it has made adequate accruals for costs associated with other environmental problems of which it is aware. Approximately $99 was accrued at June 30, 2010 and December 31, 2009, respectively, to provide for such anticipated future environmental assessments and remediation costs.

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An inactive subsidiary of the Company that was acquired in 1978 sold certain products containing asbestos, primarily on an installed basis, and is among the defendants in numerous lawsuits alleging injury due to exposure to asbestos. The subsidiary discontinued operations in 1991 and has no remaining assets other than the proceeds from insurance settlements received. To date, the overwhelming majority of these claims have been disposed of without payment and there have been no adverse judgments against the subsidiary. Based on a continued analysis of the existing and anticipated future claims against this subsidiary, it is currently projected that the subsidiary's total liability over the next 50 years for these claims is approximately $8,500 (excluding costs of defense). Although the Company has also been named as a defendant in certain of these cases, no claims have been actively pursued against the Company, and the Company has not contributed to the defense or settlement of any of these cases pursued against the subsidiary. These cases were handled by the subsidiary's primary and excess insurers who had agreed in 1997 to pay all defense costs and be responsible for all damages assessed against the subsidiary arising out of existing and future asbestos claims up to the aggregate limits of the policies. A significant portion of this primary insurance coverage was provided by an insurer that is now insolvent, and the other primary insurers have asserted that the aggregate limits of their policies have been exhausted. The subsidiary challenged the applicability of these limits to the claims being brought against the subsidiary. In response, two of the three carriers entered into separate settlement and release agreements with the subsidiary in late 2005 and in the first quarter of 2007 for $15,000 and $20,000, respectively. The payments under the latest settlement and release agreement were structured to be received over a four-year period with annual installments of $5,000, the final installment which was received in the first quarter of 2010. The proceeds of both settlements are restricted and can only be used to pay claims and costs of defense associated with the subsidiary's asbestos litigation. During the third quarter of 2007, the subsidiary and the remaining primary insurance carrier entered into a Claim Handling and Funding Agreement, under which the carrier will pay 27% of 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. At the end of the term of the agreement, the subsidiary may choose to again pursue its claim against this insurer regarding the application of the policy limits. The Company also believes, that if the coverage issues under the primary policies with the remaining carrier are resolved adversely to the subsidiary and all settlement proceeds were used, the subsidiary may have limited additional coverage from a state guarantee fund established following the insolvency of one of the subsidiary's primary insurers. Nevertheless, liabilities in respect of claims may exceed the assets and coverage available to the subsidiary.

If the subsidiary's assets and insurance coverage were to be exhausted, claimants of the subsidiary may actively pursue claims against the Company because of the parent-subsidiary relationship. Although asbestos litigation is particularly difficult to predict, especially with respect to claims that are currently not being actively pursued against the Company, the Company does not believe that such claims would have merit or that the Company would be held to have liability for any unsatisfied obligations of the subsidiary as a result of such claims. After evaluating the nature of the claims filed against the subsidiary and the small number of such claims that have resulted in any payment, the potential availability of additional insurance coverage at the subsidiary level, the additional availability of the Company's own insurance and the Company's strong defenses to claims that it should be held responsible for the subsidiary's obligations because of the parent-subsidiary relationship, the Company believes it is not probable that the Company will incur any material losses. All of the asbestos cases pursued against the Company challenging the parent-subsidiary relationship are in the early stages of litigation. The Company has been successful in the past having claims naming it dismissed during initial proceedings. Since the Company may be in this early stage of litigation for some time, it is not possible to estimate additional losses or range of loss, if any.

Reference is made to our Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources in this Report for a discussion concerning a potential unasserted claim regarding value-added-taxes.

The Company is party to other litigation which management currently believes will not have a material adverse effect on the Company's results of operations, cash flows or financial condition.

Note 15 – Subsequent Events

In July 2010, the Company completed the acquisition of the assets of D.A. Stuart's U.S. aluminum hot rolling oil business from Houghton International for $6,862, subject to a post-closing working capital adjustment. This business had net sales of approximately $6,858 in 2009. The acquisition includes the rights to sell the product portfolio internationally, and the Company is currently in the process of the purchase price allocation. This acquisition strategically strengthens the Company's position in the non-ferrous industry, as the acquired product portfolio is complementary to its existing business.

Item 2. 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, automotive, mining, aerospace, tube and pipe, coatings and construction materials. Our products, technical solutions and chemical management services ("CMS") enhance our customers' processes, improve their product quality and lower their costs.

The second quarter 2010 earnings per diluted share of $0.80 represents a considerable improvement compared to earnings per diluted share of $0.29 in the second quarter of 2009. This improvement was driven by high steel industry demand in China, Brazil, India and Russia and continued recovery of industrial demand in North America and Europe. Product volumes increased 42% in the second quarter of 2010 compared to the second quarter of 2009, as the Company continued to recover from the economic downturn. The gross margin percentage improved slightly from the second quarter of 2009, but declined 1.2 percentage points from the first quarter of 2010. The Company is implementing price increases to help offset higher raw material costs where necessary. The Company's selling, general and administrative expenses increased $6.1 million primarily due to higher selling costs on increased sales, higher incentive compensation on improved profitability, as well as inflationary and other costs.

The second quarter 2009 results include a charge related to the former CEO's supplemental retirement plan of approximately $0.07 per diluted share.

In July 2010, the Company completed the acquisition of D.A. Stuart's U.S. aluminum hot rolling oil business from Houghton International, which had net sales of approximately $6.9 million in 2009. The acquisition includes the rights to sell the product portfolio internationally, which has strong long-term growth prospects especially with our existing presence in emerging economies such as Russia, South America, Eastern Europe, the Middle East and Asia. With this acquisition, Quaker becomes a leading player in the U.S. aluminum hot rolling market.

Longer term, the Company continues to expect solid growth over the next several years due to its strong positions in faster growing markets and the gradual economic recovery in more mature markets. For the second half of 2010, the Company anticipates earnings will continue to be strong but below the first half of 2010 due to a softening in demand and the lag effect on margins as we recover higher raw material costs.

CMS Discussion

In 2003, the Company began to substantially increase the size and scope of its CMS contracts. The Company currently has more than 50 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. Under this alternative structure, 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 this 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 has experienced a shift in customer requirements and business circumstances where the majority 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.

Liquidity and Capital Resources

Quaker's cash and cash equivalents increased to $27.6 million at June 30, 2010 from $25.1 million at December 31, 2009. The $2.5 million increase resulted primarily from $10.3 million of cash provided by operating activities, $0.3 million of cash used in investing activities, $3.6 million of cash used in financing activities and a $3.9 million decrease from the effect of exchange rates on cash.

Net cash flows provided by operating activities were $10.3 million in the first half of 2010 compared to $26.8 million of cash provided by operating activities in the first half of 2009. The Company's improvement in net income was more than offset by increased investments in working capital. During the first half of 2009, the Company experienced significantly lower business activity as a result of the global economic downturn which in turn greatly reduced the Company's investment in working capital. As business volumes continued to increase throughout 2009 and in the first half of 2010, the Company's need for working capital investment increased. The Company has also been building its safety stock levels of certain inventory in response to shortages and related to the startup of our Middletown, Ohio plant expansion. The Company's first quarter 2009 disposition of land in Europe also impacted the cash flow comparisons.

Net cash flows used in investing activities were $0.3 million in the first half of 2010 compared to $2.0 million of cash used in investing activities in the first half of 2009. There were three primary drivers of the change in cash flow, the first quarter 2009 final $1.0 million payment related to the 2005 acquisition of the remaining 40% interest in the Company's Brazilian joint venture, the first quarter 2009 proceeds from disposition of land in Europe and lower capital expenditures in the first half of 2010 related to the Company's expansion of its Middletown, Ohio manufacturing facility.

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 which was received in the first quarter of 2010. During the third quarter of 2007, the same inactive subsidiary and one 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.

Net cash flows used in financing activities were $3.6 million for the first half of 2010, compared to $22.2 million of cash used in financing activities for the first half of 2009. The majority of the change was the result of higher debt repayments in the first half of 2009 compared to the first half of 2010. In the first half of 2009, the cash flow generated from reduced working capital investments as a result of significantly curtailed business volumes enabled the higher debt repayments. In addition, in the first half of 2010, a higher level of stock options were exercised which impacted the change in cash flows.

As discussed in a Current Report on Form 8-K filed on June 21, 2010, the Company amended its primary credit facility to increase the maximum principal amount available for revolving credit borrowings from $125 million to $175 million. This amount can be increased to $225 million at the Company's option if the lenders agree to increase their commitment and the Company satisfies certain conditions. At June 30, 2010 and December 31, 2009, the Company had approximately $45.5 million and $46.4 million outstanding, respectively. 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 June 30, 2010 and December 31, 2009, the consolidated leverage ratio was below 2.0 to 1. The Company has entered into interest rate swaps in order to fix a portion of its variable rate debt, with a combined notional value of $40.0 million as of June 30, 2010. 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.

In June 2010, one of the Company's subsidiaries discovered that it may have paid certain value-added-taxes ("VAT") to an incorrect jurisdiction and, in certain cases, may not have collected sufficient VAT from certain customers. No tax jurisdiction has asserted any claim against the subsidiary. While the Company is in the early stages of an investigation, based on the work done to date, it appears that ultimately any potential VAT owed may be recovered from other parties. Nevertheless, the timing of payment and ultimate collection may not be contemporaneous and if additional VAT is owed, it may not be fully recoverable. It is too early to provide an estimate of a range of loss, if any. However, as VAT is often charged as a percentage of the selling price of the goods sold, this matter may have the potential to have a material adverse impact on the Company's results of operations.

At June 30, 2010, the Company's gross liability for uncertain tax positions, including accrued interest and penalties, was $12.3 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 $6.3 million as a result of offsetting benefits in other tax jurisdictions.

The Company's net debt-to-total capital ratio decreased to 19% as of June 30, 2010, compared to 24% as of March 31, 2010 and 20% as of December 31, 2009. 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.

Operations

Comparison of Second Quarter of 2010 with Second Quarter of 2009

Net sales for the second quarter were $136.0 million, up 33% from $102.3 million for the second quarter of 2009. The increase in net sales was a result of double-digit volume increases across the globe as the Company continues to recover from the economic downturn. Product volumes increased 42%, partially offset by a 5% decline in selling price and mix, as well as lower automotive chemical management services ("CMS") revenue due to lower revenue reported on a gross basis. On a sequential quarterly basis, product volumes increased by approximately 7%.

Gross margin was up $12.5 million, or 35%, compared to the second quarter of 2009 as a result of increased volumes. The gross margin percentage increased slightly compared to the second quarter of 2009, but decreased 1.2 percentage points from the first quarter of 2010. The Company is implementing price increases as necessary to help offset higher raw material costs.

Selling, general and administrative expenses ("SG&A") increased $6.1 million, or 21%, compared to the second quarter of 2009. Higher selling costs with increased business activity, as well as increased incentive compensation and professional fees, were the primary drivers, representing 70% of the increase. Inflationary and other costs accounted for the remainder of the increase.

The Company incurred charges related to the former CEO's supplemental retirement plan of approximately $1.2 million in the second quarter of 2009 and expects to incur a final charge of $1.3 million later in 2010.

The increase in other income is due to higher license fees from increased business activities as well as foreign exchange rate gains in the second quarter of 2010 versus losses in the second quarter of 2009. The decrease in net interest expense is due to lower average debt balances as well as higher interest income.

The second quarter 2010 effective tax rate was 31% compared to 32% in the second quarter of 2009. Many external and internal factors can impact this rate and the Company will continue to refine this rate, if necessary, as the year progresses. Please refer to the Comparison of the First Six Months of 2010 with the First Six Months of 2009, below, for further discussion.

Segment Reviews – Comparison of Second Quarter 2010 with Second Quarter 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 the second quarter of 2010. Net sales were up $33.4 million, or 36%, compared to the second quarter of 2009. Foreign currency translation positively impacted net sales by approximately 1%. Net sales were positively impacted by increases of 30% in North America, 33% in Europe, 41% in Asia/Pacific and 42% in South America, all on a constant currency basis. The increase in this segment's sales was primarily attributable to increased product volumes of 45% impacting all regions as the Company continues to recover from 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 as well as decreases attributable to selling price and mix. Consistent with the significant volume increases, this segment's operating income increased $9.3 million over the second quarter of 2009.

Coatings

The Company's Coatings segment, which represented approximately 6% of the Company's net sales in the second quarter of 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 $0.3 million, or 3% for the second quarter of 2010 compared to the second quarter of 2009, primarily due to increased coatings volumes. However, this segment's operating income was down $0.2 million, related to higher raw material costs and product mix as well as increased selling costs.

Other Chemical Products

Other Chemical Products, which represented less than 1% of the Company's net sales in the second quarter of 2010, consists of sulfur removal products for industrial gas streams sold by the Company's Q2 Technologies joint venture. Net sales were flat and operating income was slightly above break even for the second quarter of 2010.

Comparison of the First Six Months of 2010 with the First Six Months of 2009

Net sales for the first half of 2010 were $264.3 million, up 32% from $200.8 million for the first half of 2009. As with the quarterly comparison, the increase in net sales was a result of higher volumes across the globe as the Company continues to recover from the economic downturn. Product volumes increased 39%, partially offset by a 5% decline in selling price and mix. Foreign exchange rates increased revenues by approximately 4%, which were more than offset by lower automotive CMS revenue due to lower revenue reported on a gross basis.

Gross margin increased $31.1 million, or 48%, compared to the first half of 2009 largely as a result of increased volumes. The gross margin percentage of 36.3% represents considerable improvement over the first half of 2009 percentage of 32.2%. The margin expansion was the result of cost reduction actions taken, a more favorable year-to-date raw material cost environment and reduced automotive CMS revenues reported on a gross basis.

SG&A increased $13.0 million, or 23%, compared to the first half of 2009. Higher selling costs with increased business activity, as well as increased incentive compensation and professional fees, were the primary drivers, representing 74% of the increase. Inflationary and other costs as well as foreign exchange rates accounted for the remainder of the increase.

In the first quarter of 2009, the Company implemented a restructuring program totaling $2.3 million or approximately $0.14 per diluted share. The Company completed the initiatives under this program during 2009.

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

Equity in net income of associated companies includes a charge of approximately $0.03 per diluted share related to the first quarter 2010 devaluation of the Venezuelan Bolivar Fuerte.

The Company’s year-to-date 2010 effective tax rate of 27% was consistent with the 2009 year-to-date effective tax rate, and includes the derecognition of uncertain tax positions due to the expiration of applicable statutes of limitations for certain tax years of approximately $0.11 per diluted share. The effective tax rate for the first half of 2009 reflects no tax provided for the land sale gain, due to the utilization of net operating losses, which were previously not benefited. The most significant other item affecting the comparison of year-to-date effective tax rates is a changing mix of income among tax jurisdictions. 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. The Company currently expects additional derecognition of uncertain tax positions of approximately $0.11 per diluted share to occur later in 2010. During the first half of 2010, the Company recorded $2.1 million of excess tax benefits in capital in excess of par on its Condensed Consolidated Balance Sheet, related to stock option exercises, which occurred over the current and prior years. Previously, the Company’s actual taxable income in affected jurisdictions was not sufficient to recognize these benefits, while the Company’s full-year 2010 projection of taxable income is expected to be sufficient to recognize these benefits. As a result, the Company recognized $1.2 million of these benefits as a cash inflow from financing activities in its Condensed Consolidated Statement of Cash Flows, which represents the Company’s estimate of cash savings through June 30, 2010. At the end of 2009, the Company had net U.S. deferred tax assets totaling $16.3 million, excluding deferred tax assets relating 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 global economic downturn has been negatively impacting profitability in certain taxing jurisdictions. The Company continues to closely monitor this situation as it relates to its net deferred tax assets and the assessment of valuation allowances. The Company is continuing to evaluate alternatives that could positively impact taxable income in these jurisdictions.

Segment Reviews – Comparison of the First Six Months of 2010 with the First Six Months of 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 the first half of 2010. Net sales were up $63.8 million, or 35%, compared to the first half of 2009. Foreign currency translation positively impacted net sales by approximately 4%, driven by the Brazilian Real to U.S. Dollar exchange rate. The average U.S. Dollar to Brazilian Real exchange rate was 0.56 in the first half of 2010 compared to 0.46 in the first half of 2009. Net sales were positively impacted by increases of 16% in North America, 29% in Europe, 44% in Asia/Pacific and 51% in South America, all on a constant currency basis. The increase in this segment’s sales was primarily attributable to increased product volumes of 42% impacting all regions as the Company continues to recover from 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 as well as decreases attributable to selling price and mix. Consistent with the significant volume increases, this segment’s operating income increased $25.2 million over the first half of 2009. This segment’s operating income also benefited from savings from the Company’s restructuring efforts as well as a more favorable raw material environment.

Coatings

The Company's coatings segment, which represented approximately 6% of the Company's net sales in the first half of 2010, contains products that provide temporary and permanent coatings for metal and concrete products and chemical milling maskants. Net sales for this segment were down $0.3 million, or 2% for the first half of 2010 compared to the first half of 2009, primarily due to reduced volumes of chemical milling maskants sold to the aerospace industry. This segment's operating income was down $0.3 million related to the noted volume declines, higher raw material costs and product mix, as well as increased selling costs.

Other Chemical Products

Other Chemical Products, which represented less than 1% of the Company's net sales for the first half of 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 as a result of the downturn in the oil and gas market. Operating income was a slight loss for the first half of 2010, reflective of the noted volume decline.

Factors that May Affect Our Future Results

(Cautionary Statements Under the Private Securities Litigation Reform Act of 1995)

Certain information included in this Report and other materials filed or to be filed by Quaker with the SEC (as well as information included in oral statements or other written statements made or to be made by us) contain or may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements can be identified by the fact that they do not relate strictly to historical or current facts. We have based these forward-looking statements on our current expectations about future events. These forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, anticipations, intentions, financial condition, results of operations, future performance and business, including:

- statements relating to our business strategy;
- our current and future results and plans; and
- statements that include the words "may," "could," "should," "would," "believe," "expect," "anticipate," "estimate," "intend," "plan" or similar expressions.

Such statements include information relating to current and future business activities, operational matters, capital spending, and financing sources. From time to time, forward-looking statements are also included in Quaker's other periodic reports on Forms 10-K, 10-Q and 8-K, as well as in press releases and other materials released to, or statements made to, the public.

Any or all of the forward-looking statements in this Report and in any other public statements we make may turn out to be wrong. This can occur as a result of inaccurate assumptions or as a consequence of known or unknown risks and uncertainties. Many factors discussed in this Report will be important in determining our future performance. Consequently, actual results may differ materially from those that might be anticipated from our forward-looking statements.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. However, any further disclosures made on related subjects in Quaker's subsequent reports on Forms 10-K, 10-Q and 8-K should be consulted. These forward-looking statements are subject to risks, uncertainties and assumptions about us and our operations that are subject to change based on various important factors, some of which are beyond our control. 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 a customer's business and unanticipated customer production planning shutdowns. Other major risks and uncertainties include, but are not limited to, significant increases in raw material costs, worldwide economic and political conditions, foreign currency fluctuations, and terrorist attacks such as those that occurred on September 11, 2001. Furthermore, the Company is subject to the same business cycles as those experienced by steel, automobile, aircraft, appliance, and durable goods manufacturers. These risks, uncertainties, and possible inaccurate assumptions relevant to our business could cause our actual results to differ materially from expected and historical results. Other factors beyond those discussed could also adversely affect us. Therefore, we caution you not to place undue reliance on our forward-looking statements. This discussion is provided as permitted by the Private Securities Litigation Reform Act of 1995.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Quaker is exposed to the impact of changes of interest rates, foreign currency fluctuations, changes in commodity prices, and credit risk.

Interest Rate Risk. Quaker's exposure to market rate risk for changes in interest rates relates primarily to its short and long-term debt. Most of Quaker's debt is negotiated at market rates which can be either fixed or variable. Accordingly, if interest rates rise significantly, the cost of debt to Quaker will increase. This can have an adverse effect on Quaker, depending on the extent of Quaker's borrowings. As of June 30, 2010, Quaker had $45.5 million in borrowings under its credit facilities, compared to $46.4 million at December 31, 2009, at a weighted average variable borrowing rate of approximately 2.54% (LIBOR plus a spread). The Company uses derivative financial instruments primarily for purposes of hedging exposures to fluctuations in interest rates. The Company does not enter into derivative contracts for trading or speculative purposes. The Company has entered into interest rate swaps in order to fix a portion of its variable rate debt. The swaps had a combined notional value of $40.0 million and a fair value of $(1.7) million and $(2.2) million at June 30, 2010 and December 31, 2009, respectively. As of the date of this Report, the Company is receiving a LIBOR rate and paying an average fixed rate of approximately 5% on its interest rate swaps. Five of the Company's swaps with a notional value of $25.0 million mature in 2010, while the remaining three swaps with a notional value of $15.0 million mature in 2012. The counterparties to the swaps are major financial institutions. Outstanding financial derivative instruments 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. Reference is made to the information included in Note 6 of the Notes to Condensed Consolidated Financial Statements.

Foreign Exchange Risk. A significant portion of Quaker's revenues and earnings is generated by its foreign operations. These foreign operations also hold a significant portion of Quaker's assets and liabilities. All such operations use the local currency as their functional currency. Accordingly, Quaker's financial results are affected by risks typical of global business such as currency fluctuations, particularly between the U.S. Dollar, the Brazilian Real, the Chinese Renminbi and the E.U. Euro. As exchange rates vary, Quaker's results can be materially affected.

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 most recent fiscal years, sales by non-U.S. subsidiaries accounted for approximately 58% to 62% of consolidated net annual sales.

In addition, 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.

Commodity Price Risk. Many of the raw materials used by Quaker are commodity chemicals, and, therefore, Quaker's earnings can be materially adversely 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 one year. 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.

Credit Risk. 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. Downturns in the overall economic climate may also tend to exacerbate specific customer financial issues. 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. When a bankruptcy occurs, Quaker must judge the amount of proceeds, if any, that may ultimately be received through the bankruptcy or liquidation process. In addition, 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. These practices 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. Customer returns of products or disputes may also result in similar issues related to the realizability of recorded accounts receivable or returned inventory.

Item 4. Controls and Procedures.

Evaluation of disclosure controls and procedures. As required by Rule 13a-15(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), our management, including our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our principal executive officer and our principal financial officer have concluded that as of the end of the period covered by this report our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) were effective.

Changes in internal control over financial reporting. As required by Rule 13a-15(d) under the Exchange Act, our management, including our principal executive officer and principal financial officer, has evaluated our internal control over financial reporting to determine whether any changes to our internal control over financial reporting occurred during the quarter ended June 30, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Based on that evaluation, no such changes to our internal control over financial reporting occurred during the quarter ended June 30, 2010.

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PART II.
OTHER INFORMATION

Items 1, 1A, 2, 3, 4 and 5 of Part II are inapplicable and have been omitted.

Item 6. Exhibits.

(a) Exhibits

10.1	-	Fourth Amendment to Syndicated Multicurrency Credit Agreement between Registrant and Bank of America, N.A. and certain other financial institutions dated June 21, 2010.
10.2	-	Employment Agreement by and between Registrant and Joseph Berquist dated April 1, 2010. Incorporated by reference to Exhibit 10.2 as filed by Registrant with Form 10-Q for the quarter ended March 31, 2010. *
10.3	-	Change in Control Agreement by and between Registrant and Joseph Berquist dated April 1, 2010. Incorporated by reference to Exhibit 10.3 as filed by Registrant with Form 10-Q for the quarter ended March 31, 2010. *
31.1	-	Certification of Chief Executive Officer of the Company pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934
31.2	-	Certification of Chief Financial Officer of the Company pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934
32.1	-	Certification of Michael F. Barry Pursuant to 18 U.S. C. Section 1350
32.2	-	Certification of Mark A. Featherstone Pursuant to 18 U.S. C. Section 1350

* This exhibit is a management contract or compensation plan or arrangement required to be filed as an exhibit.

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

QUAKER CHEMICAL CORPORATION
(Registrant)

/S/ MARK A. FEATHERSTONE

Mark A. Featherstone, officer duly authorized to sign this report, Vice President and Chief Financial Officer

Date: July 29, 2010

EXHIBIT 10.1

EXECUTION COPY

FOURTH AMENDMENT TO CREDIT AGREEMENT

THIS FOURTH AMENDMENT TO CREDIT AGREEMENT (this "Fourth Amendment"), dated as of June 21, 2010, is by and among Quaker Chemical Corporation, a Pennsylvania corporation (the "Company"), each of the Designated Borrowers party hereto, each of Lenders party hereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer. Capitalized terms used and not otherwise defined in this Fourth Amendment shall have the respective meanings ascribed to them in the Credit Agreement (as defined below).

WHEREAS, the parties hereto entered into that certain Credit Agreement dated as of October 14, 2005, as amended by the First Amendment to Credit Agreement dated as of October 6, 2006, the Second Amendment to Credit Agreement dated as of August 13, 2007 and the Third Amendment to Credit Agreement dated as of February 13, 2009 (as the same may be modified and amended from time to time, including by this Fourth Amendment, the "Credit Agreement"); and

WHEREAS, the Company has requested, and the other parties hereto have agreed to, among other things: (i) increase the aggregate Commitment available under the Credit Agreement to One Hundred Seventy Five Million Dollars ($175,000,000); (ii) extend the Maturity Date to June __, 2014; and (iii) amend certain other provisions of the Credit Agreement on the terms and conditions contained herein; and

WHEREAS, the Commitments for the requested increases being provided pursuant to this Fourth Amendment are, in part, being provided by Lenders who were not party to the Credit Agreement prior the Fourth Amendment Effective Date (as hereinafter defined) (the "New Lenders") and, in part, by Lenders who were party to the Credit Agreement prior the Fourth Amendment Effective Date (the "Existing Lenders").

NOW, THEREFORE, in consideration of the mutual promises herein contained, and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereto, intending to be legally bound hereby, agree as follows:

Section 1. Amendments to Credit Agreement. Subject to the satisfaction of the conditions precedent set forth in Section 2 of this Fourth Amendment, the Credit Agreement is hereby amended as follows, effective as of the Fourth Amendment Effective Date, except as otherwise expressly set forth herein:

(a) Syndication Agent, Joint-Lead Arrangers and Sole Book Manager. The following institutions hereby hold the following titles with respect to the Credit Agreement: (i) Citizens Bank of Pennsylvania, as Syndication Agent, Joint-Book Manager and Joint-Lead Arranger; (ii) Banc of America Securities LLC, as Joint-Book Manager and Joint-Lead Arranger; and (iii) PNC Bank, N.A., as Documentation Agent.

(b) Schedule 2.01 (Commitments and Applicable Percentages). Schedule 2.01 to the Credit Agreement is hereby deleted in its entirety and replaced with Schedule 2.01 attached to this Fourth Amendment.

(c) Exhibit C. Exhibit C to the Credit Agreement is hereby deleted in its entirety and replaced with Exhibits C-1 and C-2 attached to this Fourth Amendment.

(d) Amended and Restated Definitions. Section 1.01 of the Credit Agreement is amended by amending and restating the following definitions, to read in their entireties as follows:

"Interest Period" means, as to each Eurocurrency Rate Loan, the period commencing on the date such Eurocurrency Rate Loan is disbursed or converted to or continued as a Eurocurrency Rate Loan and ending on the date one (1), two (2), three (3) or six (6) months thereafter, as selected by the Applicable Borrower in its Committed Loan Notice; provided that:

(a) any Interest Period that would otherwise end on a day that is not a Business Day shall be extended to the next succeeding Business Day unless such Business Day falls in another calendar month, in which case such Interest Period shall end on the next preceding Business Day;

(b) any Interest Period that begins on the last Business Day of a calendar month (or on a day for which there is no numerically corresponding day in the calendar month at the end of such Interest Period) shall end on the last Business Day of the calendar month at the end of such Interest Period; and

(c) no Interest Period shall extend beyond the Maturity Date.

"Lender" means each of the lenders from time to time party to this Agreement (as amended from time to time) and, for the avoidance of doubt, includes the Swing Line Lender as the context requires.

"Maturity Date" means June 21, 2014.

"Note" means each of the Second Amended and Restated Notes and the Fourth Amendment Notes, and "Notes" means, collectively, all or some of such Second Amended and Restated Notes and Fourth Amendment Notes.

"Permitted Acquisition" means any purchase of or investments in the capital stock or other equity or assets of any entity by any Borrower or any Subsidiary:

(a) provided that the aggregate purchase price for all such acquisitions and investments made in any fiscal year does not exceed $100,000,000 in the aggregate in total consideration (including cash and non-cash consideration); and provided further that, the aggregate amount of any such cash consideration in excess of $75,000,000 is derived from proceeds from any issuance of equity within the twelve (12) month period immediately preceding the closing date of such acquisition or investment.

(b) provided that if after giving effect to such acquisition and any related dispositions of assets purchased in connection therewith, the Borrower or Subsidiary is in compliance with Section 7.07 (Change in Nature of Business);

(c) provided that the aggregate value of all "Unrelated Lines of Business" acquired and continuing to be held after the Closing Date pursuant to Permitted Acquisitions does not exceed the Material Amount;

(d) provided that no Default has occurred and is continuing; and

(e) if, after giving effect to such acquisition, including without limitation, demonstrating compliance with the covenants set forth in Section 7.11 and 7.12 on a pro forma basis, including the stock or assets and liabilities then being acquired, there shall be no Default that has occurred and is continuing and the applicable Borrower will not be in default under any provision of any of the Credit Documents.

"Swing Line Sublimit" means an aggregate amount equal to the lesser of (a) $30,000,000 and (b) the Aggregate Commitments. The Swing Line Sublimit is part of, and not in addition to, the Aggregate Commitments.

(f) Amended Definition. Section 1.01 of the Credit Agreement is amended by amending the definition of "Applicable Rate", as follows:

(i) The table that is contained in the definition of "Applicable Rate" is amended and restated to read in its entirety as follows:

Pricing Level	Consolidated Leverage Ratio	Commitment Fee (in bps)	Margin for Eurocurrency Rate + Letters of Credit (in bps)	Margin for Base Rate (in bps)
1	<1.00:1	20.0	175.0	(25.0)
2	≥ 1.00:1 but < 2.00:1	30.0	200.0	0.0
3	≥ 2.00:1 but < 3.00:1	40.0	225.0	25.0
4	≥ 3.00:1	50.0	250.0	50.0

(ii) The proviso that immediately follows the table that is contained in the definition of "Applicable Rate" that reads "provided that in no event shall the Eurocurrency Rate plus the Applicable Rate be less than two and one-half percent (2.5%) per annum" is hereby deleted in its entirety.

(g) Additional Definitions. Section 1.01 of the Credit Agreement is further amended by adding the following additional definitions thereto, to read in their entireties as follows:

"Existing Lender" has the meaning set forth in the preamble of the Fourth Amendment.

"Fourth Amendment" means that certain Fourth Amendment to Credit Agreement dated as of June 21, 2010, by and among, *inter alia*, the Company, the Designated Borrowers, the Lenders, and the Administrative Agent.

"Fourth Amendment Documents" means the Fourth Amendment, the Second Amended and Restated Notes, the Fourth Amendment Notes and any other documents, agreements or instruments executed and delivered in connection therewith.

"Fourth Amendment Effective Date" has the meaning set forth in Section 2 of the Fourth Amendment.

"Fourth Amendment Note" means any Note delivered to a New Lender in accordance with the terms of the Fourth Amendment in the form of Exhibit C-2 attached to the Fourth Amendment.

"New Lender" has the meaning set forth in the preamble of the Fourth Amendment.

"Second Amended and Restated Note" means any Note delivered to an Existing Lender in accordance with the terms of the Fourth Amendment in the form of Exhibit C-1 attached to the Fourth Amendment.

(h) Section 7.02(b) of the Credit Agreement is hereby amended and restated to read in its entirety as follows:

"advances to officers, directors and employees of the Company and Subsidiaries for travel, entertainment, relocation and analogous ordinary business purposes existing on the Closing Date and listed on Schedule 7.02(b), and any other advances to officers, directors and employees of the Company and its Subsidiaries for such purposes in an aggregate amount (excluding the advances listed on Schedule 7.02(b)) not to exceed Two Million Five Hundred Thousand Dollars ($2,500,000) at any time outstanding;"

(i) Section 7.03(j) of the Credit Agreement is hereby amended and restated to read in its entirety as follows:

"additional Indebtedness of Subsidiaries in an aggregate principal amount not to exceed Twenty Five Million Dollars ($25,000,000) at any time outstanding;"

Section 2. Conditions of Effectiveness. This Fourth Amendment shall become effective as of the date (the "Fourth Amendment Effective Date") when:

(a) the Administrative Agent shall have received: (i) counterparts of this Fourth Amendment executed by each of the Borrowers, the Lenders and, acknowledged by the Administrative Agent; and (ii) the Fourth Amendment Documents executed by the parties thereto;

(b) the Company shall have paid to the Administrative Agent and/or Banc of America Securities LLC ("BAS") those fees as set forth in that certain Fee letter between the Company, the Administrative Agent and BAS dated May 21, 2010 (the "Fee Letter"), including without limitation an upfront fee for the account of each (i) New Lender executing this Fourth Amendment in the amount of 0.50% of such New Lender's Commitment, (ii) Existing Lender executing this Fourth Amendment in the amount of 0.25% of the portion such Existing Lender's Commitment that it held prior to the Fourth Amendment Effective Date and which it continues to hold after the Fourth Amendment Effective Date, and (iii) Existing Lender executing this Fourth Amendment in the amount of 0.50% of the incremental portion of such Existing Lender's Commitment that represents an increase from such Existing Lender's Commitment prior to the Fourth Amendment Effective Date.

(c) the Administrative Agent shall have received a: (i) Secretary's Certificate for each of the Borrowers: (A) attesting as to the incumbency of authorized officers; (B) certifying that there have been no changes in the certificate of incorporation or bylaws of the Borrowers, since the date of the Secretary's Certificate delivered in connection with the execution and delivery of the Credit Agreement; and (C) attaching true and correct copies of evidence of authorization of the Borrowers' execution and full performance of this Fourth Amendment, the other Fourth Amendment Documents and all other documents and actions required hereunder; and (ii) good standing or subsistence certificates from the jurisdiction of incorporation of each Borrower (or in the case of any Dutch Borrower, an extract from the commercial register showing the existence of such Dutch Borrower) certifying to the due organization and good standing of each Borrower;

(d) the Administrative Agent shall have received a favorable opinion of Drinker Biddle & Reath LLP, counsel to the domestic Borrowers and Baker & McKenzie, counsel to the Foreign Obligors in form and substance reasonably acceptable to the Administrative Agent and its counsel and addressed to the Administrative Agent and each Lender;

(e) the Company shall have paid all reasonable out-of-pocket costs and expenses of the Administrative Agent (including the reasonable fees, charges and disbursements of counsel to the Administrative Agent invoiced to the Company in reasonable detail) incurred in connection with this Fourth Amendment; and

(f) no Default shall have occurred and be continuing, or would occur as a result of the transactions contemplated by this Fourth Amendment.

Section 3. Representations and Warranties of the Borrowers. Each of the Borrowers represents and warrants as follows:

(a) The execution, delivery and performance by each Borrower of the Fourth Amendment Documents, have been duly authorized by all necessary corporate or other organizational action, and do not and will not: (a) contravene the terms of any of such Person's Organization Documents; (b) conflict with or result in any breach or contravention of, or the creation of any Lien under, or require any payment to be made under (i) any Contractual Obligation to which such Person is a party (other than this Fourth Amendment or the Fee Letter) or affecting such Person or the properties of such Person or any of its Subsidiaries or (ii) any order, injunction, writ or decree of any Governmental Authority or any arbitral award to which such Person or its property is subject; or (c) assuming each of the Lenders is a Professional Market Party, violate any Law. Each Borrower and each Subsidiary thereof is in compliance with all Contractual Obligations referred to in clause (b)(i), except to the extent that failure to do so could not reasonably be expected to have a Material Adverse Effect.

(b) The representations and warranties of (i) the Borrowers contained in Article V of the Credit Agreement and (ii) each Borrower contained in each other Loan Document, are true and correct in all material respects on and as of the Fourth Amendment Effective Date, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they shall be true and correct in all material respects as of such earlier date, and except that for purposes of this Section 3(b), the representations and warranties contained in subsections (a) and (b) of Section 5.05 (Financial Statements; No Material Adverse Effect; No Internal Control Event) shall be deemed to refer to the most recent statements furnished pursuant to clauses (a) and (b), respectively, of Section 6.01 (Financial Statements).

(c) The Fourth Amendment Documents, when delivered hereunder, will have been, duly executed and delivered by each Borrower. The Fourth Amendment Documents, when so delivered, will constitute, a legal, valid and binding obligation of such Borrower, enforceable against each Borrower in accordance with its terms, except to the extent that such enforceability may be limited by bankruptcy, receivership, moratorium, conservatorship, or other laws of general application affecting the rights of creditors generally or by general principles of equity.

(d) The execution, delivery and performance of the Fourth Amendment Documents by each Borrower does not require the obtaining of any consent under any material agreement or instrument by which any Borrower or its property may be bound.

(e) As of the Fourth Amendment Effective Date, after giving effect to this Fourth Amendment, no Default has occurred and is continuing.

Section 4. Reference to and Effect on the Loan Documents.

(a) On and after the effectiveness of this Fourth Amendment, each reference in the Credit Agreement to "this Agreement", "hereunder", "hereof" or words of like import referring to the Credit Agreement, and each reference in the Notes and each of the other Loan Documents to "the Credit Agreement", "thereunder", "thereof" or words of like import referring to the Credit Agreement, shall mean and be a reference to the Credit Agreement, as amended by this Fourth Amendment Documents. On and after the effectiveness of this Fourth Amendment, each reference in the Credit Agreement to "Lender" shall be deemed to include the terms "Existing Lender" and "New Lender."

(b) Each Borrower hereby: (i) ratifies and affirms all the provisions of the Credit Agreement, as amended by the Fourth Amendment, and all the provisions of each of the other Loan Documents, as amended by the Fourth Amendment Documents; and (ii) agrees that the terms and conditions of the Credit Agreement, as amended by the Fourth Amendment and all of the other Loan Documents, as amended by the Fourth Amendment Documents, shall continue in full force and effect as supplemented and amended hereby.

(c) The execution, delivery and effectiveness of the Fourth Amendment Documents shall not, except as expressly set forth herein, operate as a waiver of any right, power or remedy of any Lender or the Agent under any of the Loan Documents, nor constitute a waiver of any provision of any of the Loan Documents, or any right, power or remedy of the Administrative Agent or the Lenders under the Loan Documents; nor shall same be construed as or shall operate as a course of conduct or course of dealing among the parties.

(d) All terms and provisions of this Fourth Amendment shall be for the benefit of and be binding upon and enforceable by the respective successors and permitted assigns of the parties hereto.

Section 5. Joinder of New Lenders. Each New Lender executing this Fourth Amendment hereby acknowledges and agrees, by its execution and delivery of this Fourth Amendment, that it joins the Credit Agreement as a Lender thereunder, subject to all the rights and responsibilities of a Lender thereunder. Each New Lender: (a) represents and warrants that (i) it has full power and authority, and has taken all action necessary, to execute and deliver this Fourth Amendment and to consummate the transactions contemplated hereby and to become a Lender under the Credit Agreement, (ii) is an Eligible Assignee, (iii) from and after the Fourth Amendment Effective Date, it shall be bound by the provisions of the Credit Agreement as a Lender thereunder and, to the extent of its Commitments, shall have the obligations of a Lender thereunder, (iv) it is sophisticated with respect to decisions to acquire assets of the type represented by its Commitments and either it, or the Person exercising discretion in making its decision to acquire its Commitments, is experienced in acquiring assets of such type, (v) it has received a copy of the Credit Agreement, and has received or has been accorded the opportunity to receive copies of the most recent financial statements delivered pursuant to Section 6.01 thereof, as applicable, and such other Loan Document or other documents and information as it deems appropriate to make its own credit analysis and decision to enter into this Fourth Amendment and to purchase its Commitments, (vi) it has, independently and without reliance upon the Administrative Agent, and based on such documents and information as it has deemed appropriate, made its own credit analysis and decision to enter into this Fourth Amendment and to provide its Commitments, and (vii) if it is a Foreign Lender, it has provided to the Administrative Agent any documentation required to be delivered by it pursuant to the terms of the Credit Agreement, duly completed and executed by it; and (b) agrees that it will, independently and without reliance upon the Administrative Agent, and based on such documents and information as it shall deem appropriate at the time, continue to make its own credit decisions in taking or not taking action under the Credit Documents.

Section 6. Execution in Counterparts. This Fourth Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page to this Fourth Amendment by telecopier shall be effective as delivery of a manually executed counterpart of this Fourth Amendment.

Section 7. GOVERNING LAW. THIS FOURTH AMENDMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW IS OF THE COMMONWEALTH OF PENNSYLVANIA, WITHOUT REFERENCE TO ITS CONFLICTS OF LAW PRINCIPLES.

[Signature pages follow]

IN WITNESS WHEREOF, the parties hereto have caused this Fourth Amendment to Credit Agreement to be duly executed as of the date first above written.

QUAKER CHEMICAL CORPORATION
(a Pennsylvania corporation)

By: /s/ Mark A. Featherstone
Name: Mark A. Featherstone
Title: VP, CFO & Treasurer

By: /s/ D. Jeffry Benoliel
Name: D. Jeffry Benoliel
Title: VP-Global Strategy, General Counsel & Corporate Secretary

QUAKER CHEMICAL CORPORATION
(a Delaware corporation)

By: /s/ Mark A. Featherstone
Name: Mark A. Featherstone
Title: President and Treasurer

EPMAR CORPORATION

By: /s/ Craig E. Bush
Name: Craig E. Bush
Title: Vice President

QUAKER CHEMICAL B.V.

By: /s/ Mark A. Featherstone
Name: Mark A. Featherstone
Title: Authorized Representative

(Signature Page to Fourth Amendment)

QUAKER CHEMICAL EUROPE B.V.

By: /s/ Mark A. Featherstone
Name : Mark A. Featherstone
Title: Authorized Representative

(Signature Page to Fourth Amendment)

BANK OF AMERICA, N.A. as
Administrative Agent

By: /s/ Andrew Richards
Name: Andrew Richards
Title: Senior Vice President

BANK OF AMERICA, N.A., as Lender, L/C Issuer and Swing Line Lender

By: /s/ Andrew Richards
Name: Andrew Richards
Title: Senior Vice President

CITIZENS BANK OF PENNSYLVANIA

By: /s/ Leslie D. Broderick
Name: Leslie D. Broderick
Title: SVP

PNC BANK, N.A.

By: /s/ John W. LaValley
Name: John W. LaValley
Title: Senior Vice President

HSBC BANK USA, N.A.

By: /s/ Susan A. Waters
Name: Susan A. Waters
Title: Vice President

SOVEREIGN BANK

By: /s/ Francis D. Phillips
Name: Francis D. Phillips
Title: SVP

(Signature Page to Fourth Amendment)

SCHEDULE 2.01

COMMITMENTS
AND APPLICABLE PERCENTAGES

Lender	Commitment	Applicable Percentage
Bank of America, N.A.	$ 43,750,000	25%
Citizens Bank of Pennsylvania	$ 43,750,000	25%
PNC Bank, N.A.	$ 37,500,000	21.4285714%
HSBC Bank USA, N.A.	$ 25,000,000	14.2857143%
Sovereign Bank	$ 25,000,000	14.2857143%
Total	**$175,000,000**	**100%**

EXHIBIT C-1

FORM OF SECOND AMENDED AND RESTATED NOTE

$ _________ June __, 2010

FOR VALUE RECEIVED, the undersigned (the "Borrower") hereby promises to pay to _________ or registered assigns (the "Lender"), in accordance with the provisions of the Agreement (as hereinafter defined), the principal amount of each Loan from time to time made by the Lender to the Borrower under that certain Credit Agreement, dated as of October 14, 2005, as amended by the First Amendment to Credit Agreement dated as of October 6, 2006, the Second Amendment to Credit Agreement dated of August 13, 2007, the Third Amendment to Credit Agreement dated as of February 13, 2009 and the Fourth Amendment to Credit Agreement dated as of the date hereof (as amended, restated, extended, supplemented or otherwise modified in writing from time to time, the "Agreement;" the terms defined therein being used herein as therein defined), among Quaker Chemical Corporation, the Designated Borrowers from time to time party thereto, the Lenders from time to time party thereto, and Bank of America, N.A., as Administrative Agent, L/C Issuer and Swing Line Lender.

The Borrower promises to pay interest on the unpaid principal amount of each Loan from the date of such Loan until such principal amount is paid in full, at such interest rates and at such times as provided in the Agreement. Except as otherwise provided in Section 2.04(f) of the Agreement with respect to Swing Line Loans, all payments of principal and interest shall be made to the Administrative Agent for the account of the Lender in the currency in which such Committed Loan was denominated and in Same Day Funds at the Administrative Agent's Office for such currency. If any amount is not paid in full when due hereunder, such unpaid amount shall bear interest, to be paid upon demand, from the due date thereof until the date of actual payment (and before as well as after judgment) computed at the per annum rate set forth in the Agreement.

This Note is one of the Notes referred to in the Agreement, is entitled to the benefits thereof and may be prepaid in whole or in part subject to the terms and conditions provided therein. Upon the occurrence and continuation of one or more of the Events of Default specified in the Agreement, all amounts then remaining unpaid on this Note shall become, or may be declared to be, immediately due and payable all as provided in the Agreement. Loans made by the Lender shall be evidenced by one or more loan accounts or records maintained by the Lender in the ordinary course of business. The Lender may also attach schedules to this Note and endorse thereon the date, amount, currency and maturity of its Loans and payments with respect thereto.

This Second Amended and Restated Note constitutes the amendment and restatement of that certain Amended and Restated Note dated as of August 13, 2007 executed by Borrower in favor of Lender (the "Original Note"), and evidences all indebtedness previously advanced and unpaid under the Original Note. Nothing contained herein shall be deemed to constitute a novation, termination, waiver, release, satisfaction, accord or accord and satisfaction of the Original Note or any indebtedness evidenced thereby.

The Borrower, for itself, its successors and assigns, hereby waives diligence, presentment, protest and demand and notice of protest, demand, dishonor and non-payment of this Note.

THIS SECOND AMENDED AND RESTATED NOTE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE COMMONWEALTH OF PENNSYLVANIA WITHOUT REFERENCE TO ITS CONFLICTS OF LAW PRINCIPLES.

[APPLICABLE DESIGNATED BORROWERS]

By: ______________________________

Name: ______________________________

Title: ______________________________

[COMPANY]

By: ______________________________

Name: ______________________________

Title: ______________________________

EXHIBIT C-2

FORM OF FOURTH AMENDMENT NOTE

$ _________ June __, 2010

FOR VALUE RECEIVED, the undersigned (the "Borrower") hereby promises to pay to _________ or registered assigns (the "Lender"), in accordance with the provisions of the Agreement (as hereinafter defined), the principal amount of each Loan from time to time made by the Lender to the Borrower under that certain Credit Agreement, dated as of October 14, 2005, as amended by the First Amendment to Credit Agreement dated as of October 6, 2006, the Second Amendment to Credit Agreement dated of August 13, 2007, the Third Amendment to Credit Agreement dated as of February 13, 2009 and the Fourth Amendment to Credit Agreement dated as of the date hereof (as amended, restated, extended, supplemented or otherwise modified in writing from time to time, the "Agreement;" the terms defined therein being used herein as therein defined), among Quaker Chemical Corporation, the Designated Borrowers from time to time party thereto, the Lenders from time to time party thereto, and Bank of America, N.A., as Administrative Agent, L/C Issuer and Swing Line Lender.

The Borrower promises to pay interest on the unpaid principal amount of each Loan from the date of such Loan until such principal amount is paid in full, at such interest rates and at such times as provided in the Agreement. Except as otherwise provided in Section 2.04(f) of the Agreement with respect to Swing Line Loans, all payments of principal and interest shall be made to the Administrative Agent for the account of the Lender in the currency in which such Committed Loan was denominated and in Same Day Funds at the Administrative Agent's Office for such currency. If any amount is not paid in full when due hereunder, such unpaid amount shall bear interest, to be paid upon demand, from the due date thereof until the date of actual payment (and before as well as after judgment) computed at the per annum rate set forth in the Agreement.

This Note is one of the Notes referred to in the Agreement, is entitled to the benefits thereof and may be prepaid in whole or in part subject to the terms and conditions provided therein. Upon the occurrence and continuation of one or more of the Events of Default specified in the Agreement, all amounts then remaining unpaid on this Note shall become, or may be declared to be, immediately due and payable all as provided in the Agreement. Loans made by the Lender shall be evidenced by one or more loan accounts or records maintained by the Lender in the ordinary course of business. The Lender may also attach schedules to this Note and endorse thereon the date, amount, currency and maturity of its Loans and payments with respect thereto.

The Borrower, for itself, its successors and assigns, hereby waives diligence, presentment, protest and demand and notice of protest, demand, dishonor and non-payment of this Note.

THIS FOURTH AMENDMENT NOTE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE COMMONWEALTH OF PENNSYLVANIA WITHOUT REFERENCE TO ITS CONFLICTS OF LAW PRINCIPLES.

[APPLICABLE DESIGNATED BORROWERS]

By: ______________________________

Name: ______________________________

Title: ______________________________

[COMPANY]

By: ______________________________

Name: ______________________________

Title: ______________________________

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER OF THE COMPANY PURSUANT TO RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

I, Michael F. Barry, certify that:

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

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

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

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

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

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

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

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

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

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

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

Date: July 29, 2010

/s/ Michael F. Barry

Michael F. Barry
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER OF THE COMPANY PURSUANT TO RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

I, Mark A. Featherstone, certify that:

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

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

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

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

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

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

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

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

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

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

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

Date: July 29, 2010

/s/ Mark A. Featherstone

Mark A. Featherstone
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

The undersigned hereby certifies that the Form 10-Q Quarterly Report of Quaker Chemical Corporation (the "Company") for the quarterly period ended June 30, 2010 filed with the Securities and Exchange Commission (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 29, 2010

/s/ Michael F. Barry

Michael F. Barry
Chief Executive Officer of Quaker Chemical Corporation

EXHIBIT 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

The undersigned hereby certifies that the Form 10-Q Quarterly Report of Quaker Chemical Corporation (the "Company") for the quarterly period ended June 30, 2010 filed with the Securities and Exchange Commission (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 29, 2010

/s/ Mark A. Featherstone

Mark A. Featherstone
Chief Financial Officer of Quaker Chemical Corporation