

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, 1995

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 0-7154

QUAKER CHEMICAL CORPORATION

(Exact name of Registrant as specified in its charter)

Pennsylvania

23-0993790

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

Elm and Lee Streets, Conshohocken, Pennsylvania 19428 - 0809

(Address of principal executive offices)

(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 ☐

APPLICABLE ONLY TO CORPORATE ISSUERS: 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 July 31, 1995

8,810,119

This report contains a total of 12 pages.

PART I. FINANCIAL INFORMATION

QUAKER CHEMICAL CORPORATION AND CONSOLIDATED SUBSIDIARIES

CONDENSED FINANCIAL INFORMATION

The following condensed financial statements are filed as part of this quarterly report on Form 10-Q:

Consolidated balance sheet at June 30, 1995 and
December 31, 1994

Consolidated statement of income for the six months ended
June 30, 1995 and 1994

Consolidated statement of income for the three months ended
June 30, 1995 and 1994

Consolidated statement of cash flows for the six months ended
June 30, 1995 and 1994

* * * * *

NOTE TO CONDENSED FINANCIAL INFORMATION

The attached condensed financial information has been prepared in accordance with instructions for Form 10-Q and, therefore, does not include all financial note information which might be necessary for a fair presentation in accordance with generally accepted accounting principles. Such condensed financial information is unaudited, but in the opinion of management, includes all adjustments, consisting only of normal recurring adjustments and accruals, necessary for a fair presentation of results for the periods indicated. The net income reported for the periods should not necessarily be regarded as indicative of net income on an annualized basis; however, significant variations from the results for the same period of the previous year, if any, have been disclosed in the accompanying management's discussion and analysis. Certain reclassifications of prior year's data have been made to improve comparability.

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Quaker Chemical Corporation

Consolidated Balance Sheet

(dollars in thousands)

	June 30, 1995 ----- (Unaudited)	December 31, 1994 ----- *
Assets		
Current assets		
Cash and cash equivalents	\$ 8,115	\$ 11,345
Accounts receivable	51,334	43,841
Inventories		
Raw materials and supplies	10,327	8,795
Work in process and finished goods	10,372	9,042
Deferred income taxes	1,546	1,473

Prepaid expenses and other current assets	10,339	8,904
	-----	-----
	92,033	83,400
	-----	-----
Investments in and advances to associated companies	11,137	9,885
	-----	-----
Property, plant and equipment, at cost		
Land	7,273	6,702
Buildings and improvements	36,549	34,529
Machinery and equipment	68,160	63,403
Construction in progress	4,361	1,015
	-----	-----
	116,343	105,649
Less accumulated depreciation	59,655	53,955
	-----	-----
	56,688	51,694
	-----	-----
Excess of cost over net assets of acquired companies	17,597	12,262
Deferred income taxes	4,935	4,971
Other noncurrent assets	7,394	7,960
	-----	-----
	29,926	25,193
	-----	-----
	\$189,784	\$170,172
	=====	=====

* Condensed from audited financial statements.

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Quaker Chemical Corporation

Consolidated Balance Sheet

(dollars in thousands)

	June 30, 1995	December 31, 1994
	-----	-----
	(Unaudited)	*
Liabilities and shareholders' equity		
Current liabilities		
Short-term borrowings and current portion of notes payable, long-term debt and capital leases	\$ 20,174	\$ 8,062
Accounts payable	22,496	20,575
Dividends payable	1,497	1,500
Accrued liabilities	11,391	12,231
Estimated taxes on income	511	440
	-----	-----
Total current liabilities	56,069	42,808
	-----	-----
Long-term debt, notes payable and capital leases	11,875	12,207
Deferred income taxes	3,106	3,081
Accrued postretirement benefits	8,869	8,767
Other noncurrent liabilities	7,398	7,029
	-----	-----

Total noncurrent liabilities	31,248	31,084
	-----	-----
	87,317	73,892
	-----	-----
Minority interest in equity of subsidiaries	2,704	2,603
	-----	-----
Shareholders' equity		
Common stock, \$1 par value; authorized		
30,000,000 shares; issued (including		
treasury shares) 9,664,009 shares	9,664	9,664
Capital in excess of par value	774	649
Retained earnings	88,520	87,137
Foreign currency translation adjustments	14,736	9,856
	-----	-----
	113,694	107,306
Treasury stock, shares held at cost;		
1995 - 853,809, 1994 - 844,691	(13,931)	(13,629)
	-----	-----
	99,763	93,677
	-----	-----
	\$189,784	\$170,172

* Condensed from audited financial statements

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Quaker Chemical Corporation

Consolidated Statement of Income Six Months Ended June 30,

	Unaudited (dollars in thousands except per share data)	
	1995	1994
Income		
Net sales	\$113,562	\$ 92,440
Other income, net	900	939
	-----	-----
	114,462	93,379
	-----	-----
Costs and expenses		
Cost of goods sold	67,835	52,132
Selling, administrative and		
general expenses	38,675	33,739
	-----	-----
	106,510	85,871
	-----	-----
Income from operations	7,952	7,508
Interest expense	(735)	(734)
Interest income	150	296
	-----	-----
Income before taxes	7,367	7,070
Taxes on income	2,925	2,793
	-----	-----
	4,442	4,277
Equity in net income of associated		

companies	197	324
Minority interest in net income of subsidiaries	(253)	(161)
	-----	-----
Net income	\$ 4,386	\$ 4,440
	=====	=====
Per share data:		
Net income	\$0.50	\$0.48
Dividends declared	\$0.34	\$0.31
Based on weighted average number of shares outstanding	8,812,602	9,256,400

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Quaker Chemical Corporation

Consolidated Statement of Income
Three Months Ended June 30,

	Unaudited (dollars in thousands except per share data)	
	1995	1994
Income		
Net sales	\$ 59,035	\$ 47,347
Other income, net	746	581
	-----	-----
	59,781	47,928
Costs and expenses		
Cost of goods sold	35,111	26,749
Selling, administrative and general expenses	20,154	17,385
	-----	-----
	55,265	44,134
Income from operations	4,516	3,794
Interest expense	(403)	(404)
Interest income	61	160
	-----	-----
Income before taxes	4,174	3,550
Taxes on income	1,664	1,385
	-----	-----
	2,510	2,165
Equity in net income of associated companies	107	87
Minority interest in net income of subsidiaries	(146)	(61)
Net income	\$ 2,471	\$ 2,191
	=====	=====
Per share data:		
Net income	\$0.28	\$0.24
Dividends declared	\$0.17	\$0.16
Based on weighted average number of shares outstanding	8,804,016	9,260,808

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Quaker Chemical Corporation

Consolidated Statement of Cash Flows
For the Six Months Ended June 30,

Unaudited
(dollars in thousands)

	1995	1994
Cash flows from operating activities:		
Net income	\$4,386	\$4,440
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation	3,346	3,656
Amortization	1,094	694
Equity in net income of associated companies	(197)	(324)
Minority interest in earnings of subsidiaries	253	161
Deferred income taxes	31	7
Deferred compensation and other postretirement benefits	455	181
Net change in repositioning liability	(564)	(391)
Other, net	(28)	
Increase (decrease) in cash from changes in current assets and liabilities net of acquisitions and divestitures:		
Accounts receivable	(5,622)	(4,767)
Inventories	(1,573)	(1,029)
Prepaid expenses (including taxes) and other current assets	(3,174)	267
Accounts payable and accrued liabilities	(92)	(3,004)
Estimated taxes on income	90	(232)
	-----	-----
Net cash used in operating activities	(1,595)	(341)
	-----	-----
Cash flows from investing activities:		
Short-term investments		1,000
Dividends from associated companies	50	864
Investments in property, plant, equipment and other assets	(4,942)	(3,832)
Companies/businesses acquired excluding cash	(6,404)	
Investments in and advances to associated companies	(623)	(3,464)
Proceeds from the sale of patent, production technology and other related assets	2,000	
Other, net	(75)	266
	-----	-----
Net cash used in investing activities	(9,994)	(5,166)
	-----	-----
Cash flows from financing activities:		
Net increase in other short-term borrowings	10,710	5,565
Net increase in notes payable	2,835	
Repayment of long-term debt and capital leases	(1,692)	(5,443)
Dividends paid	(3,003)	(2,868)
Treasury stock issued (acquired), net	(176)	21
Other	(141)	(3)
	-----	-----
Net cash provided by (used in) financing activities	8,533	(2,728)
	-----	-----
Effect of exchange rate changes on cash	(174)	(394)
	-----	-----
Net decrease in cash and cash equivalents	(3,230)	(8,629)
Cash and cash equivalents at beginning of year	11,345	19,293
	-----	-----

Cash and cash equivalents at end of period	\$8,115 =====	\$10,664 =====
Supplemental cash flow information		
Cash paid for income taxes and interest was as follows:		
Income taxes	\$2,285	\$2,385
Interest	751	700

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Quaker Chemical Corporation
Management's Discussion and Analysis of
Financial Condition and Results of Operations

Liquidity and Capital Resources

Notwithstanding a decrease of \$15.3 million in the company's net cash position (cash and cash equivalents plus short-term investments less short-term borrowings and current portion of notes payable, long-term debt and capital leases) during the first six months of 1995, the company remains strong in its ability to generate adequate cash to meet the needs of current operations and to fund strategic initiatives. The decline in the net cash position is due largely to increased short-term borrowings associated with financing (i) a business acquisition in Brazil (ii) increases in operating working capital (primarily increases in accounts receivable generated from higher sales) and (iii) the replacement of maturing long-term obligations with short-term debt. Net cash flow used in operating activities totaled \$1.4 million. Operating working capital increased approximately \$10.4 million as a result of higher sales activity, particularly in Europe, and seasonal prepayments. Other major sources and uses of cash during the first six months of 1995 included: a receipt of \$2.0 million related to the 1993 sale of the SULFA-SCRUB (registered trademark) patents and technology; \$4.9 million in expenditures for additions to property, plant and equipment and other assets; the purchase on May 31, 1995 of a 90% interest in Celumi Ltda., a Brazilian metalworking business, for approximately \$6.4 million in cash and notes, and dividend payments of \$3.0 million. The current ratio at June 30, 1995 was 1.6/1 as compared to 1.9/1 at December 31, 1994 primarily reflecting the impact of the aforementioned change in short-term debt.

Comparison of Six Months 1995 with Six Months 1994

Consolidated net sales for the first half of 1995 increased \$21.1 million (23%) due mainly to increased sales volume, particularly in Europe, and the appreciation of European currencies versus the U.S. dollar. Income from operations improved \$.4 million as higher sales volume offset lower gross margins resulting from raw material cost inflation. The increase in sales was due to an 11% increase in volume; a 7% improvement associated with currency translation; and increases from price/mix and business acquisitions in Europe and South America of 3% and 2%, respectively.

Operating margins as a percentage of sales declined due to the aforementioned negative effect of rising raw material costs. Interest income declined due to lower cash holdings by the company. The decrease in equity in net income from associated companies was primarily due to business development investment costs in the company's Fluid Recycling Services joint venture. Net income was impacted favorably by approximately \$.06 per share due to currency translation.

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Comparison of Second Quarter 1995 with Second Quarter 1994

Consolidated net sales for the second quarter of 1995 increased \$11.7 million (25%) due mainly to increased sales volume, particularly in Europe,

and the appreciation of European currencies versus the U.S. dollar. Income from operations improved \$.7 million as higher sales volume offset lower gross margins resulting from raw material cost inflation. The increase in sales was due to a 9% increase in volume; a 7% improvement associated with currency translation; and increases from price/mix and business acquisitions in Europe and South America of 6% and 3%, respectively.

The reasons for the changes in operating margins as a percentage of sales and interest income in the second quarter 1995 versus 1994 are basically the same as for the six-month period. Other income improved slightly due to the absence of exchange losses incurred in 1994. Net income was impacted favorably by approximately \$.03 per share due to currency translation.

The company's focus in the second half of the year will be on further efforts to recover raw material cost increases while maintaining sales growth and controlling discretionary spending.

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PART II. OTHER INFORMATION

Items 1, 2 and 3 are inapplicable and have been omitted.

Item 4. Submission of Matters to a Vote of Security Holders.

The 1995 Annual Meeting of the Company's shareholders was held on May 4, 1995. At the Meeting, management's nominees, Joseph B. Anderson, Jr., Patricia C. Barron, Edwin J. Delattre and Ronald J. Naples were elected to fill the four available positions as Class III Directors. Voting (expressed in number of votes) was as follows: Joseph B. Anderson, Jr. - 34,071,660 for, 205,023 against or withheld and no abstentions or broker non-votes; Patricia C. Barron - 34,230,233 for, 66,150 against or withheld and no abstentions or broker non-votes; Edwin J. Delattre - 34,155,527 for, 121,156 against or withheld and no abstentions or broker non-votes; and Ronald J. Naples - 34,254,500 for, 22,183 against or withheld and no abstentions or broker non-votes.

At the Meeting, shareholders ratified the appointment of Price Waterhouse LLP as the Company's independent auditors to examine and report on its financial statements for the year ending December 31, 1995 by a vote of 33,518,701 votes for, 163,516 votes against, and 594,466 abstentions or broker non-votes.

Item 5. Other Information.

On August 14, 1995, Ronald J. Naples accepted the position of President and Chief Executive Officer of the Company, replacing Sigismundus W.W. Lubsen, who resigned as President and Chief Executive Officer, effective July 31, 1995.

Item 6. Exhibits and Reports on Form 8-K.

- (a) Exhibits.
Exhibit 27, Financial Data Schedule
- (b) Reports on Form 8-K.
No report on Form 8-K was filed during the quarter for which this report is filed.

* * * * *

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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)

RICHARD J. FAGAN

Richard J. Fagan, officer duly
authorized to sign this report,
Corporate Controller, Acting
Corporate Treasurer and Principal
Financial and Chief Accounting
Officer

Date: August 14, 1995

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