

ALBEMARLE CORP  
Form 10-Q  
April 28, 2011  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D. C. 20549**

**FORM 10-Q**

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

**For Quarterly Period Ended March 31, 2011**

**OR**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 1-12658**

**ALBEMARLE CORPORATION**

**(Exact name of registrant as specified in its charter)**

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|                                                                                                            |                                                              |
|------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| <b>VIRGINIA</b><br>(State or other jurisdiction of<br>incorporation or organization)                       | <b>54-1692118</b><br>(I.R.S. Employer<br>Identification No.) |
| <b>451 FLORIDA STREET</b><br><br><b>BATON ROUGE, LOUISIANA</b><br>(Address of principal executive offices) | <b>70801</b><br>(Zip Code)                                   |
| <b>Registrant's telephone number, including area code - (225) 388-8011</b>                                 |                                                              |

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 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. (Check one):

|                                                                                              |                                                    |
|----------------------------------------------------------------------------------------------|----------------------------------------------------|
| Large accelerated filer <input checked="" type="checkbox"/>                                  | Accelerated filer <input type="checkbox"/>         |
| Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/> |

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

Number of shares of common stock, \$.01 par value, outstanding as of April 22, 2011: 91,692,039

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**ALBEMARLE CORPORATION**

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**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements (Unaudited).****ALBEMARLE CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF INCOME****(In Thousands, Except Per Share Amounts)****(Unaudited)**

|                                                                                   | <b>Three Months Ended<br/>March 31,</b> |             |
|-----------------------------------------------------------------------------------|-----------------------------------------|-------------|
|                                                                                   | <b>2011</b>                             | <b>2010</b> |
| Net sales                                                                         | \$ 696,530                              | \$ 580,270  |
| Cost of goods sold                                                                | 463,514                                 | 415,799     |
| Gross profit                                                                      | 233,016                                 | 164,471     |
| Selling, general and administrative expenses                                      | 73,039                                  | 66,530      |
| Research and development expenses                                                 | 17,615                                  | 14,719      |
| Restructuring and other charges                                                   |                                         | 6,958       |
| Operating profit                                                                  | 142,362                                 | 76,264      |
| Interest and financing expenses                                                   | (9,592)                                 | (5,936)     |
| Other income, net                                                                 | 338                                     | 1,010       |
| Income before income taxes and equity in net income of unconsolidated investments | 133,108                                 | 71,338      |
| Income tax expense                                                                | 32,172                                  | 16,700      |
| Income before equity in net income of unconsolidated investments                  | 100,936                                 | 54,638      |
| Equity in net income of unconsolidated investments (net of tax)                   | 12,831                                  | 10,276      |
| Net income                                                                        | 113,767                                 | 64,914      |
| Net income attributable to noncontrolling interests                               | (7,187)                                 | (1,606)     |
| Net income attributable to Albemarle Corporation                                  | \$ 106,580                              | \$ 63,308   |
| Basic earnings per share                                                          | \$ 1.16                                 | \$ 0.69     |
| Diluted earnings per share                                                        | \$ 1.15                                 | \$ 0.69     |
| Weighted-average common shares outstanding basic                                  | 91,633                                  | 91,386      |
| Weighted-average common shares outstanding diluted                                | 92,517                                  | 92,193      |
| Cash dividends declared per share of common stock                                 | \$ 0.165                                | \$ 0.14     |

See accompanying Notes to the Condensed Consolidated Financial Statements.



**Table of Contents****ALBEMARLE CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS****(In Thousands)****(Unaudited)**

|                                                                                              | <b>March 31,<br/>2011</b> | <b>December 31,<br/>2010</b> |
|----------------------------------------------------------------------------------------------|---------------------------|------------------------------|
| <b>Assets</b>                                                                                |                           |                              |
| Current assets:                                                                              |                           |                              |
| Cash and cash equivalents                                                                    | \$ 441,013                | \$ 529,650                   |
| Trade accounts receivable, less allowance for doubtful accounts (2011 \$2,510; 2010 \$2,527) | 401,637                   | 340,888                      |
| Other accounts receivable                                                                    | 44,866                    | 33,772                       |
| Inventories                                                                                  | 402,967                   | 389,210                      |
| Other current assets                                                                         | 55,891                    | 54,678                       |
| Total current assets                                                                         | 1,346,374                 | 1,348,198                    |
| Property, plant and equipment, at cost                                                       | 2,506,233                 | 2,440,178                    |
| Less accumulated depreciation and amortization                                               | 1,466,228                 | 1,433,865                    |
| Net property, plant and equipment                                                            | 1,040,005                 | 1,006,313                    |
| Investments                                                                                  | 207,379                   | 180,690                      |
| Other assets                                                                                 | 123,364                   | 125,878                      |
| Goodwill                                                                                     | 287,264                   | 272,238                      |
| Other intangibles, net of amortization                                                       | 135,495                   | 134,764                      |
| <b>Total assets</b>                                                                          | <b>\$ 3,139,881</b>       | <b>\$ 3,068,081</b>          |
| <b>Liabilities And Equity</b>                                                                |                           |                              |
| Current liabilities:                                                                         |                           |                              |
| Accounts payable                                                                             | \$ 210,573                | \$ 175,183                   |
| Accrued expenses                                                                             | 131,653                   | 143,684                      |
| Current portion of long-term debt                                                            | 9,097                     | 8,983                        |
| Dividends payable                                                                            | 14,814                    | 12,547                       |
| Income taxes payable                                                                         | 15,474                    | 23,780                       |
| Total current liabilities                                                                    | 381,611                   | 364,177                      |
| Long-term debt                                                                               | 758,597                   | 851,927                      |
| Postretirement benefits                                                                      | 54,716                    | 55,014                       |
| Pension benefits                                                                             | 53,088                    | 102,836                      |
| Other noncurrent liabilities                                                                 | 105,616                   | 108,811                      |
| Deferred income taxes                                                                        | 123,585                   | 109,570                      |
| Commitments and contingencies (Note 9)                                                       |                           |                              |
| Equity:                                                                                      |                           |                              |
| Albemarle Corporation shareholders' equity:                                                  |                           |                              |
| Common stock, \$.01 par value, issued and outstanding 91,668 in 2011 and 91,594 in 2010      | 917                       | 916                          |
| Additional paid-in capital                                                                   | 28,856                    | 18,835                       |
| Accumulated other comprehensive loss                                                         | (85,640)                  | (164,196)                    |
| Retained earnings                                                                            | 1,651,976                 | 1,560,519                    |

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|                                                  |                     |                     |
|--------------------------------------------------|---------------------|---------------------|
| Total Albemarle Corporation shareholders' equity | 1,596,109           | 1,416,074           |
| Noncontrolling interests                         | 66,559              | 59,672              |
| Total equity                                     | 1,662,668           | 1,475,746           |
| <b>Total liabilities and equity</b>              | <b>\$ 3,139,881</b> | <b>\$ 3,068,081</b> |

See accompanying Notes to the Condensed Consolidated Financial Statements.

**Table of Contents****ALBEMARLE CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY****(Unaudited)**

| (In Thousands, Except Share Data)                                            | Common Stock      |               | Additional<br>Paid-in<br>Capital | Accumulated<br>Other<br>Comprehensive<br>(Loss)<br>Income | Retained<br>Earnings | Total<br>Albemarle     |                              | Total<br>Equity     |
|------------------------------------------------------------------------------|-------------------|---------------|----------------------------------|-----------------------------------------------------------|----------------------|------------------------|------------------------------|---------------------|
|                                                                              | Shares            | Amounts       |                                  |                                                           |                      | Shareholders<br>Equity | Non-controlling<br>Interests |                     |
| <b>Balance at January 1, 2011</b>                                            | <b>91,593,984</b> | <b>\$ 916</b> | <b>\$ 18,835</b>                 | <b>\$ (164,196)</b>                                       | <b>\$ 1,560,519</b>  | <b>\$ 1,416,074</b>    | <b>\$ 59,672</b>             | <b>\$ 1,475,746</b> |
| Comprehensive income (loss):                                                 |                   |               |                                  |                                                           |                      |                        |                              |                     |
| Net income                                                                   |                   |               |                                  |                                                           | 106,580              | 106,580                | 7,187                        | 113,767             |
| Foreign currency translation, net of tax of \$2,631                          |                   |               |                                  | 74,277                                                    |                      | 74,277                 | (300)                        | 73,977              |
| Pension and postretirement benefits, net of tax of \$(2,453)                 |                   |               |                                  | 4,245                                                     |                      | 4,245                  |                              | 4,245               |
| Other, net of tax of \$(21)                                                  |                   |               |                                  | 34                                                        |                      | 34                     |                              | 34                  |
| <b>Total comprehensive income</b>                                            |                   |               |                                  | <b>78,556</b>                                             | <b>106,580</b>       | <b>185,136</b>         | <b>6,887</b>                 | <b>192,023</b>      |
| Cash dividends declared                                                      |                   |               |                                  |                                                           | (15,123)             | (15,123)               |                              | (15,123)            |
| Stock-based compensation and other                                           |                   |               | 6,501                            |                                                           |                      | 6,501                  |                              | 6,501               |
| Exercise of stock options                                                    | 17,500            |               | 205                              |                                                           |                      | 205                    |                              | 205                 |
| Tax benefit related to stock plans                                           |                   |               | 3,867                            |                                                           |                      | 3,867                  |                              | 3,867               |
| Issuance of common stock, net                                                | 65,667            | 1             | (1)                              |                                                           |                      |                        |                              |                     |
| Shares withheld for withholding taxes associated with common stock issuances | (9,646)           |               | (551)                            |                                                           |                      | (551)                  |                              | (551)               |
| <b>Balance at March 31, 2011</b>                                             | <b>91,667,505</b> | <b>\$ 917</b> | <b>\$ 28,856</b>                 | <b>\$ (85,640)</b>                                        | <b>\$ 1,651,976</b>  | <b>\$ 1,596,109</b>    | <b>\$ 66,559</b>             | <b>\$ 1,662,668</b> |
| <b>Balance at January 1, 2010</b>                                            | <b>91,509,099</b> | <b>\$ 915</b> | <b>\$ 8,658</b>                  | <b>\$ (91,860)</b>                                        | <b>\$ 1,287,983</b>  | <b>\$ 1,205,696</b>    | <b>\$ 47,622</b>             | <b>\$ 1,253,318</b> |
| Comprehensive income (loss):                                                 |                   |               |                                  |                                                           |                      |                        |                              |                     |
| Net income                                                                   |                   |               |                                  |                                                           | 63,308               | 63,308                 | 1,606                        | 64,914              |
| Foreign currency translation, net of tax of \$(355)                          |                   |               |                                  | (57,582)                                                  |                      | (57,582)               |                              | (57,582)            |
| Pension and postretirement benefits, net of tax of \$(1,443)                 |                   |               |                                  | 2,537                                                     |                      | 2,537                  |                              | 2,537               |
| Other, net of tax of \$2                                                     |                   |               |                                  | 3                                                         |                      | 3                      |                              | 3                   |
| <b>Total comprehensive (loss) income</b>                                     |                   |               |                                  | <b>(55,042)</b>                                           | <b>63,308</b>        | <b>8,266</b>           | <b>1,606</b>                 | <b>9,872</b>        |
| Deconsolidation of Stannica LLC                                              |                   |               |                                  |                                                           |                      |                        | (8,121)                      | (8,121)             |
| Cash dividends declared                                                      |                   |               |                                  |                                                           | (12,788)             | (12,788)               |                              | (12,788)            |
| Stock-based compensation and other                                           |                   |               | 6,122                            |                                                           |                      | 6,122                  |                              | 6,122               |
| Exercise of stock options                                                    | 63,000            |               | 978                              |                                                           |                      | 978                    |                              | 978                 |
| Shares repurchased and retired                                               | (240,000)         | (2)           | (8,632)                          |                                                           |                      | (8,634)                |                              | (8,634)             |
| Tax benefit related to stock plans                                           |                   |               | 480                              |                                                           |                      | 480                    |                              | 480                 |
| Issuance of common stock, net                                                | 14,000            |               |                                  |                                                           |                      |                        |                              |                     |
| Shares withheld for withholding taxes associated with common stock issuances | (2,091)           |               | (74)                             |                                                           |                      | (74)                   |                              | (74)                |

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|                                  |                   |               |                 |                     |                     |                     |                  |                     |
|----------------------------------|-------------------|---------------|-----------------|---------------------|---------------------|---------------------|------------------|---------------------|
| <b>Balance at March 31, 2010</b> | <b>91,344,008</b> | <b>\$ 913</b> | <b>\$ 7,532</b> | <b>\$ (146,902)</b> | <b>\$ 1,338,503</b> | <b>\$ 1,200,046</b> | <b>\$ 41,107</b> | <b>\$ 1,241,153</b> |
|----------------------------------|-------------------|---------------|-----------------|---------------------|---------------------|---------------------|------------------|---------------------|

See accompanying Notes to the Condensed Consolidated Financial Statements.

**Table of Contents****ALBEMARLE CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(In Thousands)****(Unaudited)**

|                                                                                 | <b>Three Months Ended<br/>March 31,</b> |             |
|---------------------------------------------------------------------------------|-----------------------------------------|-------------|
|                                                                                 | <b>2011</b>                             | <b>2010</b> |
| Cash and cash equivalents at beginning of year                                  | \$ 529,650                              | \$ 308,791  |
| Cash flows from operating activities:                                           |                                         |             |
| Net income                                                                      | 113,767                                 | 64,914      |
| Adjustments to reconcile net income to cash flows from operating activities:    |                                         |             |
| Depreciation and amortization                                                   | 23,004                                  | 24,701      |
| Restructuring and other charges                                                 |                                         | 6,958       |
| Stock-based compensation                                                        | 6,789                                   | 4,347       |
| Excess tax benefits realized from stock-based compensation arrangements         | (3,867)                                 | (480)       |
| Equity in net income of unconsolidated investments (net of tax)                 | (12,831)                                | (10,276)    |
| Working capital changes                                                         | (52,116)                                | (74,296)    |
| Dividends received from unconsolidated investments and nonmarketable securities | 2,221                                   | 5,176       |
| Pension and postretirement expense                                              | 6,463                                   | 5,395       |
| Pension and postretirement contributions                                        | (51,949)                                | (22,209)    |
| Unrealized gain on investments in marketable securities                         | (1,483)                                 | (368)       |
| Net change in noncurrent income tax payables and receivables                    | (684)                                   | 2,222       |
| Net change in noncurrent environmental liabilities                              | 733                                     | (527)       |
| Deferred income taxes                                                           | 21,209                                  | 9,914       |
| Other, net                                                                      | (4,700)                                 | 2,613       |
| Net cash provided by operating activities                                       | 46,556                                  | 18,084      |
| Cash flows from investing activities:                                           |                                         |             |
| Capital expenditures                                                            | (31,894)                                | (16,141)    |
| Cash impact from deconsolidation of Stannica LLC, net                           |                                         | (13,074)    |
| Cash payments related to acquisitions and other                                 | (633)                                   | (92)        |
| Sales of marketable securities, net                                             | 1,872                                   | 1,386       |
| Investments in equity and other corporate investments                           | (10,666)                                |             |
| Net cash used in investing activities                                           | (41,321)                                | (27,921)    |
| Cash flows from financing activities:                                           |                                         |             |
| Repayments of long-term debt                                                    | (100,622)                               | (14,445)    |
| Proceeds from borrowings                                                        | 6,694                                   | 6,654       |
| Dividends paid to shareholders                                                  | (12,856)                                | (11,401)    |
| Repurchases of common stock                                                     |                                         | (8,634)     |
| Proceeds from exercise of stock options                                         | 205                                     | 978         |
| Excess tax benefits realized from stock-based compensation arrangements         | 3,867                                   | 480         |
| Withholding taxes paid on stock-based compensation award distributions          | (551)                                   | (74)        |
| Net cash used in financing activities                                           | (103,263)                               | (26,442)    |
| Net effect of foreign exchange on cash and cash equivalents                     | 9,391                                   | (5,195)     |

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|                                            |            |            |
|--------------------------------------------|------------|------------|
| Decrease in cash and cash equivalents      | (88,637)   | (41,474)   |
| Cash and cash equivalents at end of period | \$ 441,013 | \$ 267,317 |

See accompanying Notes to the Condensed Consolidated Financial Statements.

**Table of Contents****ALBEMARLE CORPORATION AND SUBSIDIARIES****Notes to the Condensed Consolidated Financial Statements****(Unaudited)****NOTE 1 Basis of Presentation:**

In the opinion of management, the accompanying unaudited condensed consolidated financial statements of Albemarle Corporation and our wholly-owned, majority-owned and controlled subsidiaries (collectively, Albemarle, we, us, our, or the Company ) contain all adjustments necessary for a fair statement, in all material respects, of our condensed consolidated balance sheets as of March 31, 2011 and December 31, 2010, our consolidated statements of income and consolidated statements of changes in equity for the three-month periods ended March 31, 2011 and 2010 and our condensed consolidated statements of cash flows for the three-month periods ended March 31, 2011 and 2010. All adjustments are of a normal and recurring nature. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2010, which was filed with the Securities and Exchange Commission, or the SEC, on February 25, 2011. The December 31, 2010 consolidated balance sheet data herein was derived from audited financial statements, but does not include all disclosures required by generally accepted accounting principles, or GAAP, in the United States, or the U.S. The results of operations for the three-month period ended March 31, 2011 are not necessarily indicative of the results to be expected for the full year. Certain reclassifications have been made to the accompanying consolidated financial statements and the notes thereto to conform to the current presentation.

**NOTE 2 Foreign Exchange:**

Our consolidated statements of income include foreign exchange transaction (losses) gains for the three-month periods ended March 31, 2011 and 2010 in the amount of \$(0.5) million and \$0.8 million, respectively.

**NOTE 3 Income Taxes:**

The effective income tax rate for the first quarter of 2011 was 24.2 percent compared with 23.4 percent for the first quarter of 2010. The Company's effective income tax rate fluctuates based on, among other factors, our level and location of income. The difference between the U.S. federal statutory income tax rate and our effective income tax rate for the first quarter of 2011 and first quarter of 2010 is mainly due to the impact of earnings from outside the U.S.

**NOTE 4 Earnings Per Share:**

Basic and diluted earnings per share for the three-month periods ended March 31, 2011 and 2010 are calculated as follows:

|                                                             | Three Months Ended<br>March 31,          |           |
|-------------------------------------------------------------|------------------------------------------|-----------|
|                                                             | 2011                                     | 2010      |
|                                                             | (In thousands, except per share amounts) |           |
| Basic earnings per share                                    |                                          |           |
| Numerator:                                                  |                                          |           |
| Net income attributable to Albemarle Corporation            | \$ 106,580                               | \$ 63,308 |
| Denominator:                                                |                                          |           |
| Weighted-average common shares for basic earnings per share | 91,633                                   | 91,386    |
| Basic earnings per share                                    | \$ 1.16                                  | \$ 0.69   |
| Diluted earnings per share                                  |                                          |           |
| Numerator:                                                  |                                          |           |
| Net income attributable to Albemarle Corporation            | \$ 106,580                               | \$ 63,308 |

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Denominator:

|                                                             |        |        |
|-------------------------------------------------------------|--------|--------|
| Weighted-average common shares for basic earnings per share | 91,633 | 91,386 |
| Incremental shares under stock compensation plans           | 884    | 807    |

|              |        |        |
|--------------|--------|--------|
| Total shares | 92,517 | 92,193 |
|--------------|--------|--------|

|                            |         |         |
|----------------------------|---------|---------|
| Diluted earnings per share | \$ 1.15 | \$ 0.69 |
|----------------------------|---------|---------|

**Table of Contents****ALBEMARLE CORPORATION AND SUBSIDIARIES****Notes to the Condensed Consolidated Financial Statements (Continued)****(Unaudited)****NOTE 5 Dividends:**

Cash dividends declared for the three-month period ended March 31, 2011 totaled 16.5 cents per share, which were declared on February 16, 2011 and paid on April 1, 2011. Cash dividends declared for the three-month period ended March 31, 2010 totaled 14.0 cents per share, which were declared on February 17, 2010 and paid April 1, 2010.

**NOTE 6 Inventories:**

The following table provides a breakdown of inventories at March 31, 2011 and December 31, 2010:

|                            | <b>March 31,<br/>2011</b> | <b>December 31,<br/>2010</b> |
|----------------------------|---------------------------|------------------------------|
|                            | <b>(In thousands)</b>     |                              |
| Finished goods             | \$ 295,341                | \$ 279,365                   |
| Raw materials              | 63,264                    | 66,645                       |
| Stores, supplies and other | 44,362                    | 43,200                       |
| Total inventories          | \$ 402,967                | \$ 389,210                   |

**NOTE 7 Investments:**

In the first quarter of 2011, we made approximately \$10.7 million in capital contributions to our 50% owned joint venture Saudi Organometallic Chemicals Company (SOCC).

Effective January 1, 2010, we entered into a new operating agreement relating to our heretofore consolidated joint venture Stannica LLC and divested ten percent of our interest in the venture to our partner for proceeds of approximately \$2.1 million (of which \$1.6 million in cash was received in the first quarter of 2010 and the remainder was collected in the third quarter of 2010), reducing our ownership to fifty percent. We determined that the joint venture was a variable interest entity but that we were not the primary beneficiary of the venture arrangement; accordingly, we deconsolidated our investment in this venture. We recorded a gain of approximately \$1.1 million on the transaction (included in consolidated gross profit), an \$8.1 million reduction in noncontrolling interests and \$20.4 million reduction in other consolidated net assets comprised of \$14.7 million in cash plus other net working capital. Our retained equity investment in the joint venture was recorded at its fair value of \$11.3 million (giving rise to the gain amount noted above) and is reported in Investments in our condensed consolidated balance sheet. To estimate the fair value of our investment, we used an income approach based on a discounted cash flow model which incorporated estimates and assumptions supported mainly by unobservable inputs, including pricing and volume data, anticipated growth rates, profitability levels, inflation factors, tax and discount rates. Our maximum exposure to loss in connection with our continuing involvement with Stannica LLC is limited to our investment carrying value. Starting in the first quarter of 2010, the earnings associated with our investment in Stannica LLC were reported in Equity in net income of unconsolidated investments in our consolidated statement of income in our Catalysts segment. Prior to this transaction, Stannica LLC was included in our Polymer Solutions segment. The carrying value of our investment in Stannica LLC was \$8.0 million and \$10.2 million at March 31, 2011 and December 31, 2010, respectively.

**Table of Contents****ALBEMARLE CORPORATION AND SUBSIDIARIES****Notes to the Condensed Consolidated Financial Statements (Continued)****(Unaudited)****NOTE 8 Long-Term Debt:**

Long-term debt at March 31, 2011 and December 31, 2010 consisted of the following:

|                                                                                                               | <b>March 31,<br/>2011</b> | <b>December 31,<br/>2010</b> |
|---------------------------------------------------------------------------------------------------------------|---------------------------|------------------------------|
|                                                                                                               | <b>(In thousands)</b>     |                              |
| Variable-rate domestic bank loans                                                                             | \$                        | \$                           |
| 5.10% Senior notes, net of unamortized discount of \$128 at March 31, 2011 and \$137 at December 31, 2010     | 324,872                   | 324,863                      |
| 4.50% Senior notes, net of unamortized discount of \$3,050 at March 31, 2011 and \$3,128 at December 31, 2010 | 346,950                   | 346,872                      |
| Fixed rate foreign borrowings                                                                                 | 29,808                    | 33,223                       |
| Capital lease obligation                                                                                      | 6,042                     | 5,873                        |
| Variable-rate foreign bank loans                                                                              | 59,537                    | 149,520                      |
| Miscellaneous                                                                                                 | 485                       | 559                          |
| <b>Total</b>                                                                                                  | <b>767,694</b>            | <b>860,910</b>               |
| <b>Less amounts due within one year</b>                                                                       | <b>9,097</b>              | <b>8,983</b>                 |
| <b>Total long-term debt</b>                                                                                   | <b>\$ 758,597</b>         | <b>\$ 851,927</b>            |

Aggregate maturities of long-term debt as of March 31, 2011 are as follows (in millions): 2011 \$9.0; 2012 \$14.5; 2013 \$58.2; 2014 \$6.0; 2015 \$327.1; thereafter \$356.1.

**NOTE 9 Commitments and Contingencies:**

We had the following activity in our recorded environmental liabilities for the three months ended March 31, 2011, as follows (in thousands):

|                                                         |                  |
|---------------------------------------------------------|------------------|
| Beginning balance at December 31, 2010                  | \$ 13,806        |
| Expenditures                                            | (567)            |
| Changes in estimates                                    | 50               |
| Foreign currency translation                            | 779              |
| <b>Ending balance at March 31, 2011</b>                 | <b>14,068</b>    |
| <b>Less amounts reported in Accrued expenses</b>        | <b>1,188</b>     |
| <b>Amounts reported in Other noncurrent liabilities</b> | <b>\$ 12,880</b> |

The amounts recorded represent our future remediation and other anticipated environmental liabilities. Approximately 70% of our recorded liability is related to the closure and post-closure activities at a former landfill associated with our Bergheim, Germany site which was recorded at the time of our acquisition of this site in 2001. This closure project has been approved under the authority of the governmental permit for this site and is scheduled for completion in 2017, with post-closure monitoring to occur for 30 years thereafter. The remainder of our recorded

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liability is associated with sites that are being evaluated under governmental authority but for which final remediation plans have not yet been approved. These liabilities typically arise during the normal course of our operational and environmental management activities or at the time of acquisition of the site, and are based on internal analysis as well as input from outside consultants. As evaluations proceed at each relevant site, changes in risk assessment practices, remediation techniques and regulatory requirements can occur, therefore such liability estimates may be adjusted accordingly. The timing and duration of remediation activities at these sites will be determined when evaluations are completed. Although it is difficult to quantify the potential financial impact of compliance with environmental protection laws, management estimates (based on the latest available information) that there is a reasonable possibility that future environmental remediation costs associated with our past operations, in excess of amounts already recorded, could be up to approximately \$17.3 million before income taxes.

In connection with the remediation activities at our Bergheim, Germany site as required by the German environmental authorities, we have pledged certain of our land and housing facilities at this site with a recorded value of \$6.3 million.

We believe that any sum we may be required to pay in connection with environmental remediation matters in excess of the amounts recorded should occur over a period of time and should not have a material adverse effect upon our results of operations, financial condition or cash flows on a consolidated annual basis, although any such sum could have a material adverse impact on our results of operations, financial condition or cash flows in a particular quarterly reporting period.

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**ALBEMARLE CORPORATION AND SUBSIDIARIES**

**Notes to the Condensed Consolidated Financial Statements (Continued)**

**(Unaudited)**

On July 3, 2006, we received a Notice of Violation, or NOV, from the U.S. Environmental Protection Agency Region 4, or EPA, regarding the implementation of the Pharmaceutical Maximum Achievable Control Technology standards at our plant in Orangeburg, South Carolina. The alleged violations include (i) the applicability of the specific regulations to certain intermediates manufactured at the plant, (ii) failure to comply with certain reporting requirements, (iii) improper evaluation and testing to properly implement the regulations and (iv) the sufficiency of the leak detection and repair program at the plant. We are currently engaged in discussions with the EPA seeking to resolve these allegations, but no assurances can be given that we will be able to reach a resolution that is acceptable to both parties. Any settlement or finding adverse to us could result in the payment by us of fines, penalties, capital expenditures, or some combination thereof. At this time, it is not possible to predict with any certainty the outcome of our discussions with the EPA or the financial impact, which may result therefrom. However, we do not expect any financial impact to have a material adverse effect on the results of operations or the financial position of the Company.

In addition, we are involved from time to time in legal proceedings of types regarded as common in our businesses, including administrative or judicial proceedings seeking remediation under environmental laws, such as Superfund, products liability and premises liability litigation. Where appropriate, we may establish financial reserves as estimated by our general counsel for such proceedings. We also maintain insurance to mitigate certain of such risks.

We have contracts with certain of our customers, which serve as guarantees on product delivery and performance according to customer specifications that can cover both shipments on an individual basis as well as blanket coverage of multiple shipments under customer supply contracts that are executed through certain financial institutions. The financial coverage provided by these guarantees is typically based on a percentage of net sales value.

**NOTE 10 Operating Segments:**

Segment income represents operating profit (adjusted for significant non-recurring items) and equity in net income of unconsolidated investments and is reduced by net income attributable to noncontrolling interests. Segment data includes intersegment transfers of raw materials at cost and allocations for certain corporate costs.

Summarized financial information concerning our reportable segments is shown in the following table. Corporate & other includes corporate-related items not allocated to the reportable segments.

**Table of Contents****ALBEMARLE CORPORATION AND SUBSIDIARIES****Notes to the Condensed Consolidated Financial Statements (Continued)****(Unaudited)**

|                                                             | Three Months Ended<br>March 31, |            |
|-------------------------------------------------------------|---------------------------------|------------|
|                                                             | 2011                            | 2010       |
|                                                             | (In thousands)                  |            |
| <b>Net sales:</b>                                           |                                 |            |
| Polymer Solutions                                           | \$ 258,223                      | \$ 216,653 |
| Catalysts                                                   | 260,957                         | 227,653    |
| Fine Chemistry                                              | 177,350                         | 135,964    |
| Total net sales                                             | \$ 696,530                      | \$ 580,270 |
| <b>Segment operating profit:</b>                            |                                 |            |
| Polymer Solutions                                           | \$ 69,831                       | \$ 40,363  |
| Catalysts                                                   | 62,131                          | 46,995     |
| Fine Chemistry                                              | 33,959                          | 12,568     |
| Subtotal                                                    | 165,921                         | 99,926     |
| <b>Equity in net income of unconsolidated investments:</b>  |                                 |            |
| Polymer Solutions                                           | 2,489                           | 2,194      |
| Catalysts                                                   | 10,461                          | 8,109      |
| Fine Chemistry                                              |                                 |            |
| Corporate & Other                                           | (119)                           | (27)       |
| Total equity in net income of unconsolidated investments    | 12,831                          | 10,276     |
| <b>Net income attributable to noncontrolling interests:</b> |                                 |            |
| Polymer Solutions                                           | (2,846)                         | (790)      |
| Catalysts                                                   |                                 |            |
| Fine Chemistry                                              | (4,425)                         | (798)      |
| Corporate & Other                                           | 84                              | (18)       |
| Total net income attributable to noncontrolling interests   | (7,187)                         | (1,606)    |
| <b>Segment income:</b>                                      |                                 |            |
| Polymer Solutions                                           | 69,474                          | 41,767     |
| Catalysts                                                   | 72,592                          | 55,104     |
| Fine Chemistry                                              | 29,534                          | 11,770     |
| Total segment income                                        | 171,600                         | 108,641    |
| Corporate & other                                           | (23,594)                        | (16,749)   |
| Restructuring and other charges <sup>(1)</sup>              |                                 | (6,958)    |
| Interest and financing expenses                             | (9,592)                         | (5,936)    |
| Other income, net                                           | 338                             | 1,010      |
| Income tax expense                                          | (32,172)                        | (16,700)   |

|                                                         |                   |                  |
|---------------------------------------------------------|-------------------|------------------|
| <b>Net income attributable to Albemarle Corporation</b> | <b>\$ 106,580</b> | <b>\$ 63,308</b> |
|---------------------------------------------------------|-------------------|------------------|

- (1) The quarter ended March 31, 2010 included charges amounting to \$7.0 million (\$4.6 million after income taxes) associated with restructuring costs related principally to planned reductions in force at our Bergheim, Germany site.

**Table of Contents****ALBEMARLE CORPORATION AND SUBSIDIARIES****Notes to the Condensed Consolidated Financial Statements (Continued)****(Unaudited)****NOTE 11 Pension Plans and Other Postretirement Benefits:**

The following information is provided for domestic and foreign pension and postretirement defined benefit plans:

|                                                            | Three Months Ended<br>March 31, |          |
|------------------------------------------------------------|---------------------------------|----------|
|                                                            | 2011                            | 2010     |
|                                                            | (In thousands)                  |          |
| Net Periodic Pension Benefit Cost (Credit):                |                                 |          |
| Service cost                                               | \$ 2,932                        | \$ 2,694 |
| Interest cost                                              | 8,076                           | 7,906    |
| Expected return on assets                                  | (12,119)                        | (10,072) |
| Amortization of net transition asset                       |                                 | (2)      |
| Amortization of prior service benefit                      | (245)                           | (250)    |
| Amortization of net loss                                   | 6,493                           | 4,221    |
| Total net periodic pension benefit cost                    | \$ 5,137                        | \$ 4,497 |
| Net Periodic Postretirement Benefit Cost (Credit):         |                                 |          |
| Service cost                                               | \$ 125                          | \$ 136   |
| Interest cost                                              | 845                             | 901      |
| Expected return on assets                                  | (111)                           | (134)    |
| Amortization of prior service benefit                      | (99)                            | (426)    |
| Amortization of net loss                                   | 566                             | 421      |
| Total net periodic postretirement benefit cost             | \$ 1,326                        | \$ 898   |
| Total net periodic pension and postretirement benefit cost | \$ 6,463                        | \$ 5,395 |

We have made contributions of \$50.8 million and \$21.4 million to our qualified and nonqualified pension plans during the three-month periods ended March 31, 2011 and 2010, respectively.

We paid approximately \$1.1 million and \$0.8 million in premiums to the U.S. postretirement benefit plan during the three-month periods ended March 31, 2011 and 2010, respectively.

**NOTE 12 Fair Value of Financial Instruments:**

In assessing the fair value of financial instruments, we use methods and assumptions that are based on market conditions and other risk factors existing at the time of assessment. Fair value information for our financial instruments is as follows:

Cash and Cash Equivalents, Trade and Other Accounts Receivables and Accounts Payable The carrying value approximates fair value due to their short-term nature.

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**Long-Term Debt** The carrying value of long-term debt reported in the accompanying consolidated balance sheets, with the exceptions of the 4.5% and 5.1% senior notes and the foreign currency denominated debt at Jordan Bromine Company Limited, approximates fair value as substantially all of the long-term debt bears interest based on prevailing variable market rates currently available in the countries in which we have borrowings.

|                | March 31, 2011     |               | December 31, 2010  |               |
|----------------|--------------------|---------------|--------------------|---------------|
|                | Recorded<br>Amount | Fair<br>Value | Recorded<br>Amount | Fair<br>Value |
|                | (In thousands)     |               |                    |               |
| Long-term debt | \$ 767,694         | \$ 784,669    | \$ 860,910         | \$ 879,511    |

**Table of Contents****ALBEMARLE CORPORATION AND SUBSIDIARIES****Notes to the Condensed Consolidated Financial Statements (Continued)****(Unaudited)**

**Foreign Currency Forward Contracts** We enter into foreign currency forward contracts in connection with our risk management strategies in an attempt to minimize the financial impact of changes in foreign currency exchange rates. The fair values of our foreign currency forward contracts are estimated based on current settlement values. At March 31, 2011 and December 31, 2010, we had outstanding foreign currency forward contracts with notional values totaling \$260.9 million and \$375.4 million, respectively. At December 31, 2010, we had balances of \$0.5 million and \$5.4 million in Other accounts receivable and Accrued expenses, respectively, associated with the fair values of our foreign currency forward contracts (at March 31, 2011 these amounts were insignificant). Gains and losses on foreign currency forward contracts are recognized currently in income; however, fluctuations in the value of these contracts are generally offset by the changes in the value of the underlying exposures being hedged. For the three-month periods ended March 31, 2011 and 2010 we recognized gains of \$5.8 million and \$0.2 million, respectively, in Other income, net in our consolidated statements of income related to the change in the fair values of our foreign currency forward contracts (with such amounts being substantially offset by changes in the value of the underlying exposures being hedged). Also, for the three months ended March 31, 2011, we recorded \$(5.8) million related to the change in the fair values of our foreign currency forward contracts and \$0.9 million of cash settlements in Other, net in our March 31, 2011 statement of cash flows. Such amounts associated with these activities for the three months ended March 31, 2010 were not material.

**NOTE 13 Fair Value Measurement:**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The inputs used to measure fair value are classified into the following hierarchy:

- Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 Unadjusted quoted prices in active markets for similar assets or liabilities, or unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability
- Level 3 Unobservable inputs for the asset or liability

We endeavor to utilize the best available information in measuring fair value. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The following tables set forth our financial assets and liabilities that were accounted for at fair value on a recurring basis as of March 31, 2011 and December 31, 2010 (in thousands):

|                                                                       | March 31,<br>2011 | Quoted Prices in<br>Active<br>Markets<br>for Identical<br>Items<br>(Level 1) | Quoted Prices in<br>Active<br>Markets<br>for Similar<br>Items<br>(Level 2) |
|-----------------------------------------------------------------------|-------------------|------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| <b>Assets:</b>                                                        |                   |                                                                              |                                                                            |
| Investments under executive deferred compensation plan <sup>(a)</sup> | \$ 17,374         | \$ 17,374                                                                    | \$                                                                         |
| Equity securities <sup>(b)</sup>                                      | \$ 30             | \$ 30                                                                        | \$                                                                         |
| Foreign currency forward contracts <sup>(c)</sup>                     | \$ 1              | \$                                                                           | \$ 1                                                                       |
| <b>Liabilities:</b>                                                   |                   |                                                                              |                                                                            |
|                                                                       | \$ 17,374         | \$ 17,374                                                                    | \$                                                                         |

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Obligations under executive deferred compensation plan

(a)

|                                                                       | December 31,<br>2010 | Quoted Prices in<br>Active<br>Markets<br>for Identical<br>Items<br>(Level 1) | Quoted Prices in<br>Active<br>Markets<br>for Similar<br>Items<br>(Level 2) |
|-----------------------------------------------------------------------|----------------------|------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| <b>Assets:</b>                                                        |                      |                                                                              |                                                                            |
| Investments under executive deferred compensation plan <sup>(a)</sup> | \$ 17,763            | \$ 17,763                                                                    | \$                                                                         |
| Equity securities <sup>(b)</sup>                                      | \$ 29                | \$ 29                                                                        | \$                                                                         |
| Foreign currency forward contracts <sup>(c)</sup>                     | \$ 540               | \$                                                                           | \$ 540                                                                     |
| <b>Liabilities:</b>                                                   |                      |                                                                              |                                                                            |
| Obligations under executive deferred compensation plan <sup>(a)</sup> | \$ 17,763            | \$ 17,763                                                                    | \$                                                                         |
| Foreign currency forward contracts <sup>(c)</sup>                     | \$ 5,413             | \$                                                                           | \$ 5,413                                                                   |

**Table of Contents****ALBEMARLE CORPORATION AND SUBSIDIARIES****Notes to the Condensed Consolidated Financial Statements (Continued)****(Unaudited)**

- (a) We maintain an Executive Deferred Compensation Plan, or the Plan, that was adopted in 2001 and subsequently amended. The purpose of the Plan is to provide current tax planning opportunities as well as supplemental funds upon the retirement or death of certain of our employees. The Plan is intended to aid in attracting and retaining employees of exceptional ability by providing them with these benefits. We also maintain a Benefit Protection Trust, or the Trust, that was created to provide a source of funds to assist in meeting the obligations of the Plan, subject to the claims of our creditors in the event of our insolvency. Assets of the Trust are consolidated in accordance with authoritative guidance. The assets of the Trust consist primarily of mutual fund investments (which are accounted for as trading securities and are marked-to-market on a monthly basis through the consolidated statements of income) and cash and cash equivalents. As such, these assets and obligations are classified within Level 1.
- (b) Our investments in equity securities are classified as available-for-sale and are reported in Investments in the consolidated balance sheets. The changes in fair value are reported in Other within Comprehensive income (loss) in our statements of changes in equity. These securities are classified within Level 1.
- (c) As a result of our global operating and financing activities, we are exposed to market risks from changes in interest and foreign currency exchange rates, which may adversely affect our operating results and financial position. When deemed appropriate, we minimize our risks from interest and foreign currency exchange rate fluctuations through the use of derivative financial instruments. Derivative financial instruments are used to manage risk and are not used for trading or other speculative purposes, and we do not use leveraged derivative financial instruments. The foreign currency forward contracts are valued using broker quotations or market transactions in either the listed or over-the-counter markets. As such, these derivative instruments are classified within Level 2.

**NOTE 14 Restructuring and Other Charges:**

The three-month period ended March 31, 2010 included charges amounting to \$7.0 million (\$4.6 million after income taxes) associated with restructuring costs related principally to planned reductions in force at our Bergheim, Germany site. Payments under this restructuring plan are expected to occur through 2014.

We had the following activity in our recorded workforce reduction liabilities for the three months ended March 31, 2011 (in thousands):

|                                                  |          |
|--------------------------------------------------|----------|
| Beginning balance at December 31, 2010           | \$ 7,074 |
| Workforce reduction charges                      | 950      |
| Payments                                         | (1,224)  |
| Foreign currency translation                     | 478      |
| Ending balance at March 31, 2011                 | 7,278    |
| Less amounts reported in Accrued expenses        | 3,806    |
| Amounts reported in Other noncurrent liabilities | \$ 3,472 |

During the first quarter of 2011, we recorded approximately \$1.0 million in charges related to restructuring programs at various manufacturing locations in the U.S. Payments under these programs are expected to occur within the next 12 months.

**NOTE 15 Recently Issued Accounting Pronouncements:**

In December 2010, the Financial Accounting Standards Board, or FASB, amended its accounting guidance related to the disclosure of pro forma information for business combinations. Under the amended guidance, a public entity that presents comparative financial statements must disclose the revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had

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occurred as of the beginning of the prior annual reporting period. The amendments also require public entities to provide a description of the nature and amount of any material, nonrecurring pro forma adjustments directly attributable to business combination(s) that are included in the reported pro forma revenue and earnings. These amendments became effective for us on January 1, 2011 and did not have a material impact on our consolidated financial statements.

In October 2009, the FASB issued new accounting guidance relating to separating consideration in multiple-deliverable revenue arrangements. Under this guidance, multiple-deliverable arrangements will be accounted for separately (rather than on a combined basis) by selecting the best evidence of selling price among vendor-specific objective evidence, third-party evidence or estimated selling price. This new guidance, effective for fiscal years beginning on or after June 15, 2010, did not have a material effect on our consolidated financial statements.

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**ALBEMARLE CORPORATION AND SUBSIDIARIES**

**Notes to the Condensed Consolidated Financial Statements (Continued)**

**(Unaudited)**

In January 2010, new accounting guidance was issued by the FASB that requires additional disclosures about amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and the reasons therefor. Additionally, entities are now required to present information about purchases, sales, issuances and settlements separately in the reconciliation of fair value measurements using significant unobservable (Level 3) inputs. The amendments also clarified that entities should provide fair value measurement disclosures for each class, or subset, of assets or liabilities within a line item in the statement of financial position, and entities should disclose information about inputs and valuation techniques for Level 2 and Level 3 fair value measurements, whether recurring or nonrecurring. These amendments were effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances and settlements in the reconciliation of fair value measurements using Level 3 inputs, which were effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. The provisions of this guidance did not have a have a material effect on our consolidated financial statements.

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### **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

The following is a discussion and analysis of our financial condition and results of operations since December 31, 2010. A discussion of consolidated financial condition and sources of additional capital is included under a separate heading "Financial Condition and Liquidity" on page 23.

#### ***Forward-looking Statements***

Some of the information presented in this Quarterly Report on Form 10-Q, including the documents incorporated by reference, may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are based on our current expectations, which are in turn based on assumptions that we believe are reasonable based on our current knowledge of our business and operations. We have used words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "should," "will" and various such words and similar expressions to identify such forward-looking statements.

These forward-looking statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, which are difficult to predict and many of which are beyond our control. Therefore there can be no assurance that our actual results will not differ materially from the results and expectations expressed or implied in the forward-looking statements. Factors that could cause actual results to differ materially include, without limitation:

deterioration in economic and business conditions;

future financial and operating performance of our major customers and industries served by us;

the timing of orders received from customers;

the gain or loss of significant customers;

competition from other manufacturers;

changes in the demand for our products;

limitations or prohibitions on the manufacture and sale of our products;

availability of raw materials;

changes in the cost of raw materials and energy, and our inability to pass through such increases;

performance of acquired companies;

changes in our markets in general;

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fluctuations in foreign currencies;

changes in laws and increased government regulation of our operations or our products;

the occurrence of claims or litigation;

the occurrence of natural disasters;

the inability to maintain current levels of product or premises liability insurance or the denial of such coverage;

political unrest affecting the global economy, including adverse effects from terrorism or hostilities;

political unrest or instability affecting our manufacturing operations or joint ventures;

changes in accounting standards;

the inability to achieve results from our global manufacturing cost reduction initiatives as well as our ongoing continuous improvement and rationalization programs;

changes in interest rates, to the extent such rates (1) affect our ability to raise capital or increase our cost of funds, (2) have an impact on the overall performance of our pension fund investments and (3) increase our pension expense and funding obligations;

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volatility and substantial uncertainties in the debt and equity markets; and

the other factors detailed from time to time in the reports we file with the SEC.

We assume no obligation to provide revisions to any forward-looking statements should circumstances change, except as otherwise required by securities and other applicable laws. The following discussion should be read together with our consolidated financial statements and related notes included in this Quarterly Report on Form 10-Q.

### ***Overview***

We are a leading global developer, manufacturer and marketer of highly-engineered specialty chemicals for consumer electronics, petroleum refining, utilities, packaging, construction, automotive/transportation, pharmaceuticals, crop protection, food-safety and custom chemistry services. We are committed to global sustainability and are advancing responsible eco-practices and solutions in our three business segments. We believe that our commercial and geographic diversity, technical expertise, flexible, low-cost global manufacturing base and experienced management team enable us to maintain leading market positions in those areas of the specialty chemicals industry in which we operate.

### ***First Quarter 2011***

During the first quarter of 2011:

We achieved quarterly earnings of \$1.15 per share on a diluted basis, up 67 percent over the first quarter 2010.

Our net sales for the quarter increased 20 percent from the first quarter 2010 to \$697 million.

We had strong operating performance with significant year-over-year profit growth across all three segments.

Our quarterly dividend increased to \$0.165 per share of common stock (\$0.66 annually).

### ***Outlook***

During the first quarter of 2011 we have seen strong demand in the global markets that we serve contributing to an already tight supply situation for many of our products. Our businesses are well positioned to capitalize on opportunities in both recovering markets and emerging markets that bring new demand.

We continue to monitor key economic indicators and work to manage potential headwinds such as increased raw material and energy costs, pensions and other personnel costs. Also, we are monitoring potential global business impacts from the March 2011 earthquake and tsunami activity off the northeast coast of Japan, although our first quarter 2011 results were not materially affected by this event.

Overall, we expect the same fundamentals that drove our 2010 performance to remain in place and position us to deliver solid earnings growth in 2011.

**Polymer Solutions:** Our pricing programs combined with overall stable demand in the consumer electronics, automotive and commercial construction markets resulted in strong financial performance during the first quarter of 2011, especially in our fire safety business. Successful implementation of our pricing initiatives will help to offset raw material inflation headwinds we are facing as well as fund further investment in new products and technologies. Further, we believe improving global standards of living, coupled with the potential for increasingly stringent fire-safety regulations and global climate initiatives, should drive continued long-term demand for fire safety products.

Our presence in China should continue to grow with the newly added capacity of our antioxidants facility in Shanghai. Also, our phosphorous-based flame-retardant production capability at our Nanjing site is well positioned to serve the Asia Pacific construction and electronics markets.

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Greenarmor™, the first Earthwise™ product from our Polymer Solutions segment, is expected to be commercially available in 2011. The Earthwise™ portfolio is expected to grow to include products from other business units and segments of Albemarle.

**Catalysts:** Improved volumes and higher pricing to counter significant raw material price increases drove net sales and earnings growth in our Catalysts segment in the first quarter of 2011. Increased global demand for petroleum products, generally deteriorating quality of crude oil feedstock and implementation of more stringent fuel quality requirements are expected to drive growth in our refinery catalyst business. We expect growth in our polyolefin catalysts division to come from growing global demand for plastics, particularly in Asia and the Middle East. Our fluidized catalytic cracking, or FCC,

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refinery catalysts business has seen significant price increases in rare earth materials due to recent Chinese export quotas. Our steps to maintain sufficient security of supply for the foreseeable future, as well as implemented cost pass-through mechanisms are helping us sustain current profitability levels for this business so far in 2011.

New market penetrations and introduction of innovative cost-effective products for the refining and polyolefins industries are expected to contribute to the segment's performance in 2011. We believe our focus on advanced product development in Catalysts is achieving commercial success, and we have introduced new value-added refining solutions and technologies that enable refiners to increase yields, a critical advantage for refiners. Our marketing and research groups are tightly aligned which enables us to continue to bring innovative technologies to the market. Additionally, we expect to continue exploring new alternative fuel opportunities by partnering with leading renewable fuels technology developers who can benefit from Albemarle's catalysis expertise.

We expect to leverage our existing positions in the Middle East, Asia and Brazil, along with our joint ventures, to capitalize on growth opportunities and further develop our leading position in those emerging markets. Our joint venture in Saudi Arabia with SABIC, expected to be operational in 2012, positions us to lead in the key Middle East developing region and the fast growing Middle East polyolefins market. Construction at our recently acquired Yeosu, South Korea site is progressing well, where existing assets have allowed us to rapidly develop research and small-scale production facilities, adding immediate value to the metallocene polyolefin and high brightness LED regional markets. Intermediate commercial operations at the site are expected to begin in 2011, with the commercial facility being fully operational in 2012, to meet regional growth in metallocene polyolefins and trimethyl gallium (TMG) markets for high brightness LED.

**Fine Chemistry:** Our Fine Chemistry segment continues to benefit from the rapid pace of innovation and the introduction of new products, coupled with the movement by companies to outsource certain research, product development and manufacturing functions. In our performance chemicals sector, we are seeing strong growth in the first quarter of 2011 as demand across our bromine franchise expanded, with new applications widening the breadth of use of our bromine and bromine derivatives and global supply remaining tight. Our completion fluids business has started to regain traction during the first quarter of 2011 and we expect this trend to continue throughout the year as global drilling activity increases to satisfy higher fuel demand. Additionally, we are encouraged by long-term drivers in the U.S. and China for our mercury control business. We are positioned to provide these markets with sensible, sustainable solutions to meet new regulatory demands, including emission prevention and control directives for coal-fueled power plants in the U.S. (and China) and waste reduction initiatives in the cement production industry in connection with the new Cement-MACT mercury emission standard. We expect to sustain the healthy margins with continued focus on the two strategic areas in our Fine Chemistry segment – maximizing our bromine franchise value in the performance chemicals sector and continued growth of our fine chemistry services business.

We are focused on profitably growing our globally competitive bromine and derivatives production network to serve all major bromine consuming products and markets. We believe the global supply/demand gap will continue to tighten as demand for existing and new uses of bromine expand, and global supply remains tight. We are positioned to expand capacity as needed at our low-cost production facilities.

Our fine chemistry services product pipeline is strong and opportunities are expanding. Our pharmaceutical and crop protection businesses continue to deliver solid results. We expect product development opportunities to continue, such as partnering with ExxonMobil Corporation to make a specialty lubricant and with pharmaceutical developers like SIGA Technologies in their manufacture of the ST-246 smallpox drug. Our technical expertise, manufacturing capabilities and speed to market allow us to develop preferred outsourcing positions serving leading chemical and pharmaceutical innovators in diverse industries. We believe we will continue to generate growth in profitable niche products leveraged from this service business.

**Corporate and Other:** We continue to focus on cash generation, working capital management and process efficiencies. Also, we expect our global effective tax rate for 2011 will be 24.2%, but our rate will vary based on the locales in which income is actually earned. We increased our quarterly dividend payout in the first quarter of 2011 to 16.5 cents per share. Under our existing share repurchase program, we expect to periodically repurchase shares in 2011 on an opportunistic basis. In addition, we remain committed to evaluating the merits of any opportunities that may arise for acquisitions or other business development activities that will complement our business footprint.

Additional information regarding our products, markets and financial performance is provided at our web site, [www.albemarle.com](http://www.albemarle.com). Our web site is not a part of this document nor is it incorporated herein by reference.

**Table of Contents****Results of Operations**

The following data and discussion provides an analysis of certain significant factors affecting our results of operations during the periods included in the accompanying consolidated statements of income.

*First Quarter 2011 Compared to First Quarter 2010*

**Selected Financial Data (Unaudited)**

|                                                                                                  | Three Months Ended<br>March 31, |            | Percentage<br>Change<br>2011 vs. 2010 |
|--------------------------------------------------------------------------------------------------|---------------------------------|------------|---------------------------------------|
|                                                                                                  | 2011                            | 2010       |                                       |
| (In thousands, except percentages and per share amounts)                                         |                                 |            |                                       |
| <b>NET SALES</b>                                                                                 | \$ 696,530                      | \$ 580,270 | 20%                                   |
| Cost of goods sold                                                                               | 463,514                         | 415,799    | 11%                                   |
| <b>GROSS PROFIT</b>                                                                              | 233,016                         | 164,471    | 42%                                   |
| <b>GROSS PROFIT MARGIN</b>                                                                       | 33.5%                           | 28.3%      |                                       |
| Selling, general and administrative expenses                                                     | 73,039                          | 66,530     | 10%                                   |
| Research and development expenses                                                                | 17,615                          | 14,719     | 20%                                   |
| Restructuring and other charges                                                                  |                                 | 6,958      | *                                     |
| <b>OPERATING PROFIT</b>                                                                          | 142,362                         | 76,264     | 87%                                   |
| <b>OPERATING PROFIT MARGIN</b>                                                                   | 20.4%                           | 13.1%      |                                       |
| Interest and financing expenses                                                                  | (9,592)                         | (5,936)    | 62%                                   |
| Other income, net                                                                                | 338                             | 1,010      | (67)%                                 |
| <b>INCOME BEFORE INCOME TAXES AND EQUITY<br/>IN NET INCOME OF UNCONSOLIDATED<br/>INVESTMENTS</b> | 133,108                         | 71,338     | 87%                                   |
| Income tax expense                                                                               | 32,172                          | 16,700     | 93%                                   |
| Effective tax rate                                                                               | 24.2%                           | 23.4%      |                                       |
| <b>INCOME BEFORE EQUITY IN NET INCOME OF<br/>UNCONSOLIDATED INVESTMENTS</b>                      | 100,936                         | 54,638     | 85%                                   |
| Equity in net income of unconsolidated investments (net of tax)                                  | 12,831                          | 10,276     | 25%                                   |
| <b>NET INCOME</b>                                                                                | 113,767                         | 64,914     | 75%                                   |
| Net income attributable to noncontrolling interests                                              | (7,187)                         | (1,606)    | 348%                                  |
| <b>NET INCOME ATTRIBUTABLE TO ALBEMARLE<br/>CORPORATION</b>                                      | \$ 106,580                      | \$ 63,308  | 68%                                   |
| <b>PERCENTAGE OF NET SALES</b>                                                                   | 15.3%                           | 10.9%      |                                       |
| Basic earnings per share                                                                         | \$ 1.16                         | \$ 0.69    | 68%                                   |
| Diluted earnings per share                                                                       | \$ 1.15                         | \$ 0.69    | 67%                                   |

\* Percentage calculation is not meaningful.

*Net Sales*

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For the three-month period ended March 31, 2011, we recorded net sales of \$696.5 million, a 20% increase compared to net sales of \$580.3 million for the three-month period ended March 31, 2010. This increase was due primarily to favorable price in all segments as well as higher volumes for the Company as a whole resulting mainly from improved market conditions over first quarter 2010. Price was favorable 12% while volume had a favorable impact on our net sales of 8%.

Polymer Solutions net sales increased \$41.6 million, or 19%, for the three-month period ended March 31, 2011 compared to the same period in 2010, due mainly to the impact of favorable price of 20%, partly offset by slightly lower volume impacts of 1%. Catalysts net sales increased \$33.3 million, or 15%, for the three-month period ended March 31, 2011, compared to the same period last year due mainly to an increase in volumes contributing 9% and favorable price of 6%. Fine Chemistry net sales increased \$41.4 million, or 30%, for the three-month period ended March 31, 2011, as compared to the same period last year, primarily due to higher volumes contributing 23% of the increase as well as favorable price impacts of 7%. For a detailed discussion of revenues and segment income for each segment, see Segment Information Overview below.

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### *Gross Profit*

For the three-month period ended March 31, 2011, our gross profit increased \$68.5 million, or 42%, from the corresponding 2010 period due mainly to favorable pricing across our segments as well as overall stronger volumes and related favorable production rate impacts on cost, partly offset by higher variable input costs (mainly raw materials). Overall, these factors contributed to our improved gross profit margin for the three-month period ended March 31, 2011 of 33.5%, up from 28.3% for the corresponding period in 2010.

### *Selling, General and Administrative Expenses*

For the three-month period ended March 31, 2011, our selling, general and administrative, or SG&A, expenses increased \$6.5 million, or 10%, from the three-month period ended March 31, 2010. This increase was primarily due to higher personnel-related costs. As a percentage of net sales, SG&A expenses were 10.5% for the three-month period ended March 31, 2011, compared to 11.5% for the corresponding period in 2010.

### *Research and Development Expenses*

For the three-month period ended March 31, 2011, our research and development, or R&D, expenses increased \$2.9 million, or 20%, from the three-month period ended March 31, 2010. As a percentage of net sales, R&D expenses were 2.5% for the three-month periods ended March 31, 2011 and 2010.

### *Restructuring and Other Charges*

The three-month period ended March 31, 2010 included charges amounting to \$7.0 million (\$4.6 million after income taxes) for restructuring costs related principally to planned reductions in force at our Bergheim, Germany site.

### *Interest and Financing Expenses*

Interest and financing expenses for the three-month period ended March 31, 2011 increased \$3.7 million to \$9.6 million from the corresponding 2010 period due mainly to higher average interest rates on our outstanding borrowings.

### *Other Income, Net*

Other income, net for the three-month period ended March 31, 2011 was \$0.3 million versus \$1.0 million for the corresponding 2010 period. This change was due primarily to unfavorable net foreign exchange losses and other miscellaneous items over the corresponding period in 2010.

### *Income Tax Expense*

The effective income tax rate for the first quarter of 2011 was 24.2% compared with 23.4% for the first quarter of 2010. The Company's effective income tax rate fluctuates based on, among other factors, our level and location of income. The difference between the U.S. federal statutory income tax rate and our effective income tax rate for the three-month periods ended March 31, 2011 and 2010 is mainly due to the impact of earnings from outside the U.S. Based on our current level and location of income, we expect our effective tax rate will be 24.2% for the year 2011.

### *Equity in Net Income of Unconsolidated Investments*

Equity in net income of unconsolidated investments was \$12.8 million for the three-month period ended March 31, 2011 compared to \$10.3 million in the same period last year. This increase was due primarily to improved results in our Catalysts segment joint ventures Nippon Ketjen Company Limited, or Nippon Ketjen, and Fábrica Carioca de Catalisadores SA, or FCC SA.

### *Net Income Attributable to Noncontrolling Interests*

For the three-month period ended March 31, 2011, net income attributable to noncontrolling interests was \$7.2 million compared to \$1.6 million in the same period last year. This increase of \$5.6 million was due primarily to improved volumes and profitability from our consolidated joint venture Jordan Bromine Company Limited, or JBC, based on higher demand for the products in our bromine portfolio.

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### *Net Income Attributable to Albemarle Corporation*

Net income attributable to Albemarle Corporation increased to \$106.6 million in the three-month period ended March 31, 2011, from \$63.3 million in the three-month period ended March 31, 2010, primarily due to favorable pricing, sales volume increases, lower restructuring and other charges and favorable equity in net income of unconsolidated investments. These impacts were partly offset primarily by higher variable input costs, higher SG&A costs due mainly to increases in personnel-related costs, higher R&D costs, higher net income attributable to noncontrolling interests and higher income taxes.

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**Segment Information Overview.** We have identified three reportable segments as required by current accounting guidance. Our Polymer Solutions segment is comprised of the flame retardants and stabilizers and curatives product areas. Our Catalysts segment is comprised of the refinery catalysts and polyolefin catalysts product areas. Our Fine Chemistry segment is comprised of the performance chemicals and fine chemistry services and intermediates product areas. Segment income represents operating profit (adjusted for significant non-recurring items) and equity in net income of unconsolidated investments and is reduced by net income attributable to noncontrolling interests. Segment data includes intersegment transfers of raw materials at cost and allocations for certain corporate costs.

|                                                             | Three Months Ended March 31, |                                                      |            |                | Percentage Change |
|-------------------------------------------------------------|------------------------------|------------------------------------------------------|------------|----------------|-------------------|
|                                                             | 2011                         | % of net sales<br>(In thousands, except percentages) | 2010       | % of net sales | 2011 vs 2010      |
| <b>Net sales:</b>                                           |                              |                                                      |            |                |                   |
| Polymer Solutions                                           | \$ 258,223                   | 37.1%                                                | \$ 216,653 | 37.4%          | 19%               |
| Catalysts                                                   | 260,957                      | 37.5%                                                | 227,653    | 39.2%          | 15%               |
| Fine Chemistry                                              | 177,350                      | 25.4%                                                | 135,964    | 23.4%          | 30%               |
| Total net sales                                             | \$ 696,530                   | 100.0%                                               | \$ 580,270 | 100.0%         | 20%               |
| <b>Segment operating profit:</b>                            |                              |                                                      |            |                |                   |
| Polymer Solutions                                           | \$ 69,831                    | 27.0%                                                | \$ 40,363  | 18.6%          | 73%               |
| Catalysts                                                   | 62,131                       | 23.8%                                                | 46,995     | 20.6%          | 32%               |
| Fine Chemistry                                              | 33,959                       | 19.1%                                                | 12,568     | 9.2%           | 170%              |
| Subtotal                                                    | 165,921                      |                                                      | 99,926     |                | 66%               |
| <b>Equity in net income of unconsolidated investments:</b>  |                              |                                                      |            |                |                   |
| Polymer Solutions                                           | 2,489                        |                                                      | 2,194      |                | 13%               |
| Catalysts                                                   | 10,461                       |                                                      | 8,109      |                | 29%               |
| Fine Chemistry                                              |                              |                                                      |            |                | %                 |
| Corporate & other                                           | (119)                        |                                                      | (27)       |                | *                 |
| Total equity in net income of unconsolidated investments    | 12,831                       |                                                      | 10,276     |                | 25%               |
| <b>Net income attributable to noncontrolling interests:</b> |                              |                                                      |            |                |                   |
| Polymer Solutions                                           | (2,846)                      |                                                      | (790)      |                | 260%              |
| Catalysts                                                   |                              |                                                      |            |                | %                 |
| Fine Chemistry                                              | (4,425)                      |                                                      | (798)      |                | *                 |
| Corporate & other                                           | 84                           |                                                      | (18)       |                | *                 |
| Total net income attributable to noncontrolling interests   | (7,187)                      |                                                      | (1,606)    |                | 348%              |
| <b>Segment income:</b>                                      |                              |                                                      |            |                |                   |
| Polymer Solutions                                           | 69,474                       | 26.9%                                                | 41,767     | 19.3%          | 66%               |
| Catalysts                                                   | 72,592                       | 27.8%                                                | 55,104     | 24.2%          | 32%               |
| Fine Chemistry                                              | 29,534                       | 16.7%                                                | 11,770     | 8.7%           | 151%              |
| Total segment income                                        | 171,600                      |                                                      | 108,641    |                | 58%               |
| Corporate & other                                           | (23,594)                     |                                                      | (16,749)   |                | 41%               |

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|                                                  |            |           |       |
|--------------------------------------------------|------------|-----------|-------|
| Restructuring and other charges                  |            | (6,958)   | *     |
| Interest and financing expenses                  | (9,592)    | (5,936)   | 62%   |
| Other income, net                                | 338        | 1,010     | (67)% |
| Income tax expense                               | (32,172)   | (16,700)  | 93%   |
| Net income attributable to Albemarle Corporation | \$ 106,580 | \$ 63,308 | 68%   |

\* Percentage calculation is not meaningful.

Our segment information includes measures we refer to as segment operating profit and segment income which are financial measures that are not required by, or presented in accordance with, accounting principles generally accepted in the United States ( GAAP ). The Company has reported segment operating profit and segment income because management believes that these financial measures provide transparency to investors and enable period-to-period comparability of financial performance. Segment operating profit and segment income should not be considered as an alternative to operating profit or net income attributable to Albemarle Corporation, respectively, as determined in accordance with GAAP.

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See below for a reconciliation of segment operating profit and segment income, the non-GAAP financial measures, to operating profit and net income attributable to Albemarle Corporation, respectively, the most directly comparable financial measures calculated and reported in accordance with GAAP.

|                                                              | <b>Three Months Ended<br/>March 31,</b> |                  |
|--------------------------------------------------------------|-----------------------------------------|------------------|
|                                                              | <b>2011</b>                             | <b>2010</b>      |
|                                                              | <b>(In thousands)</b>                   |                  |
| Total segment operating profit                               | \$ 165,921                              | \$ 99,926        |
| Add (less):                                                  |                                         |                  |
| Corporate & other <sup>(a)</sup>                             | (23,559)                                | (16,704)         |
| Restructuring and other charges                              |                                         | (6,958)          |
| <b>GAAP Operating profit</b>                                 | <b>\$ 142,362</b>                       | <b>\$ 76,264</b> |
| <br>Total segment income                                     | <br>\$ 171,600                          | <br>\$ 108,641   |
| Add (less):                                                  |                                         |                  |
| Corporate & other                                            | (23,594)                                | (16,749)         |
| Restructuring and other charges                              |                                         | (6,958)          |
| Interest and financing expenses                              | (9,592)                                 | (5,936)          |
| Other income, net                                            | 338                                     | 1,010            |
| Income tax expense                                           | (32,172)                                | (16,700)         |
| <b>GAAP Net income attributable to Albemarle Corporation</b> | <b>\$ 106,580</b>                       | <b>\$ 63,308</b> |

<sup>(a)</sup> Excludes corporate equity income and noncontrolling interest adjustments of \$(35) and \$(45) for the three-month periods ended March 31, 2011 and 2010, respectively.

*Polymer Solutions*

Polymer Solutions segment net sales for the three-month period ended March 31, 2011 were \$258.2 million, up \$41.6 million, or 19%, compared to the same period in 2010, due mainly to the impact of favorable pricing of 20% resulting from the execution of recent price increases in our fire safety portfolio largely in response to rising raw material costs, offset slightly by lower volume impacts of 1%. Our stabilizers and curatives business also showed favorable pricing impacts in the first quarter 2011 over first quarter 2010 although partly offset by lower volumes. Segment income for Polymer Solutions was up 66%, or \$27.7 million, to \$69.5 million for the three-month period ended March 31, 2011 versus the same period in 2010, due mainly to the overall pricing improvements noted above, partly offset by higher variable input costs (mainly raw materials). Further, Polymer Solutions segment results for the first quarter 2011 were unfavorably impacted by higher SG&A/R&D spending for the segment of \$1.8 million compared to the corresponding period in 2010 and \$2.1 million in higher net income attributable to noncontrolling interests in our JBC joint venture, partly offset by higher equity in net income from our unconsolidated investment Magnifin of \$0.3 million versus first quarter 2010.

*Catalysts*

Catalysts segment net sales for the three-month period ended March 31, 2011 were \$261.0 million, an increase of \$33.3 million, or 15%, versus the three-month period ended March 31, 2010. This increase was due mainly to an increase in volumes contributing 9% and favorable price impacts of 6%. The higher volumes were due mainly to strong demand in refinery catalysts (particularly hydroprocessing catalysts and alternative fuels, offset in part by lower volumes in FCC refinery catalysts) as well as favorable volume impacts in polyolefin catalysts. Also, Catalysts pricing was up in refinery catalysts (mainly FCC and HPC) due mainly to the pass through of higher raw material costs. Catalysts segment income increased 32%, or \$17.5 million, to \$72.6 million for the three-month period ended March 31, 2011 in comparison to the three-month period ended March 31, 2010. This increase was mainly in our refinery catalysts business due to the volume and pricing gains noted above, partly offset by higher variable input costs (mainly raw materials). First quarter 2011 Catalysts segment income also benefited from year-over-year improvement in equity in net income from unconsolidated investments of \$2.4 million, resulting mainly from improved performance in its refinery catalysts joint venture Nippon Ketjen due to higher sales volumes as well as favorable results from FCC SA year

over year.

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### *Fine Chemistry*

Fine Chemistry segment net sales for the three-month period ended March 31, 2011 were \$177.4 million, an increase of \$41.4 million, or 30%, versus the three-month period ended March 31, 2010. This increase was primarily attributable to higher volumes (particularly in our performance chemicals and agricultural intermediates businesses) contributing a 23% increase resulting mainly from improved customer demand versus the corresponding period of 2010. These favorable volume impacts on the segment's net sales were net of \$5.1 million in unfavorable impact from the July 30, 2010 divestiture of our Teesport, UK site. Pricing was also favorable 7% year-over-year for the segment. Segment income for the three-month period ended March 31, 2011 was \$29.5 million, up 151% from the corresponding period in 2010. These improved results were due mainly to higher sales volumes and pricing in the segment, particularly in performance chemicals, offset in part by higher variable input costs (mainly raw materials). Also, Fine Chemistry segment income results were unfavorably impacted by higher net income attributable to noncontrolling interests of \$3.6 million (mainly from improved bromine portfolio performance in our JBC joint venture) as well as higher SG&A/R&D spending of \$2.3 million.

### *Corporate and other*

For the three-month period ended March 31, 2011, our Corporate and other expense was \$23.6 million versus \$16.7 million for the corresponding period in 2010. This increase was primarily due to higher employee-related costs, reflected mainly in selling, general and administrative expenses.

## ***Financial Condition and Liquidity***

### *Overview*

The principal uses of cash in our business generally have been investment in our assets, funding working capital and repayment of debt. We also make contributions to our U.S. defined benefit pension plans. Historically, cash to fund the needs of our business has been principally provided by cash from operations, debt financing and equity issuances.

We are continuing our program to improve working capital efficiency and working capital metrics particularly in the areas of accounts receivable and inventory. We expect the combination of our current cash balances, our cash from operations and our long term borrowing capability to remain sufficient to fund working capital requirements for the foreseeable future.

### *Cash Flow*

Our cash and cash equivalents decreased by \$88.6 million to \$441.0 million at March 31, 2011, down from \$529.7 million at December 31, 2010. For the three-month period ended March 31, 2011, our operations provided \$46.6 million of cash as compared to \$18.1 million in the three-month period ended March 31, 2010. This increase of \$28.5 million is primarily due to an increase in profitability and favorable changes in working capital versus the first quarter of 2010, partly offset mainly by higher pension and postretirement contributions. Our cash from operations for the first quarter 2011 combined with cash on hand funded capital expenditures for plant, machinery and equipment of \$31.9 million, \$10.7 million in additions to equity and other corporate investments, repayments of long-term debt of \$100.6 million and dividends to shareholders of \$12.9 million. In the first quarter of 2010, our cash balances were unfavorably impacted by \$13.1 million resulting from the deconsolidation of our Stannica LLC joint venture on January 1, 2010.

Net current assets decreased \$19.3 million to \$964.8 million at March 31, 2011 from \$984.0 million at December 31, 2010. The decrease in net current assets was due primarily to a decrease in cash and cash equivalents and an increase in accounts payable, partly offset by an increase in accounts receivable.

Capital expenditures for the three-month period ended March 31, 2011 of approximately \$32 million were used for plant, machinery and equipment improvements. We expect our capital expenditures will be approximately \$150 million in 2011 mainly due to capital projects associated with increased capacity, cost reduction and continuity of operations.

While we continue to closely monitor our cash generation, working capital management and capital spending, we believe we will have the financial flexibility and capability to opportunistically fund future growth initiatives. Additionally, we anticipate that future capital spending should be financed primarily with cash flow provided from operations, with additional cash needed, if any, provided by long-term borrowings. The amount and timing of any additional borrowings will depend on our specific cash requirements.



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### *Long-Term Debt*

We currently have outstanding \$325.0 million of 5.10% senior notes due in 2015 and \$350.0 million of 4.50% senior notes due in 2020, or the senior notes. The senior notes are senior unsecured obligations and rank equally with all of our other senior unsecured indebtedness from time to time outstanding. The senior notes will be effectively subordinated to any of our future secured indebtedness and to the existing and future indebtedness of our subsidiaries. We may redeem the senior notes before their maturity, in whole at any time or in part from time to time, at a redemption price equal to the greater of (i) 100% of the principal amount of the senior notes to be redeemed or (ii) the sum of the present values of the remaining scheduled payments of principal and interest thereon (exclusive of interest accrued to the date of redemption) discounted to the redemption date on a semi-annual basis using the Treasury Rate (as defined in the indentures governing the senior notes) plus 15 basis points for the senior notes maturing in 2015 and 25 basis points for the senior notes maturing in 2020, plus, in each case, accrued interest thereon to the date of redemption. However, the 2020 senior notes are redeemable in whole or in part, at our option, at any time on or after three months prior to the maturity date, at a redemption price equal to 100% of the principal amount of the senior notes to be redeemed plus accrued and unpaid interest on the senior notes to be redeemed to the date of redemption. Holders of the 2020 senior notes may require us to purchase such notes at 101% upon a Change of Control Triggering Event, as defined in the related indenture.

The principal amounts of the senior notes become immediately due and payable upon the occurrence of certain bankruptcy or insolvency events involving us or certain of our subsidiaries and may be declared immediately due and payable by the trustee or the holders of not less than 25% of the senior notes upon the occurrence of an event of default. Events of default include, among other things: failure to pay principal or interest at required times; failure to perform or remedy a breach of covenants within prescribed periods; an event of default on any of our other indebtedness or certain indebtedness of our subsidiaries of \$40.0 million or more that is caused by a failure to make a payment when due or that results in the acceleration of that indebtedness before its maturity; and certain bankruptcy or insolvency events involving us or certain of our subsidiaries. We believe that as of March 31, 2011, we were, and currently are, in compliance with all of the covenants of the indentures governing the senior notes.

For additional funding and liquidity purposes, we currently maintain a \$675.0 million five-year unsecured revolving senior credit facility, which we refer to as the March 2007 credit agreement. The March 2007 credit agreement provides for an additional \$200.0 million in credit upon additional loan commitments by our existing and/or additional lenders. The total spread and fees can range from 0.32% to 0.675% over the London Inter-Bank Offered Rate, or LIBOR, applicable to the currency of the borrowing and are based on our credit rating as determined by the major rating agencies. There were no borrowings outstanding under the March 2007 credit agreement during the three-month period ended March 31, 2011.

Borrowings under our March 2007 credit agreement are conditioned upon compliance with the following covenants: (i) consolidated funded debt, as defined in the March 2007 credit agreement, must be less than or equal to 3.50 times consolidated EBITDA, as defined in the March 2007 credit agreement, as of the end of any fiscal quarter; (ii) consolidated tangible domestic assets, as defined in the March 2007 credit agreement, must be greater than or equal to \$750.0 million for us to make investments in entities and enterprises that are organized outside the U.S.; and (iii) with the exception of liens specified in our March 2007 credit agreement, liens may not attach to assets when the aggregate amount of all indebtedness secured by such liens plus unsecured subsidiary indebtedness, other than indebtedness incurred by our subsidiaries under the March 2007 credit agreement, would exceed 20% of consolidated net worth as defined in the March 2007 credit agreement. We believe that as of March 31, 2011, we were, and currently are, in compliance with all of the debt covenants under the March 2007 credit agreement.

The non-current portion of our long-term debt amounted to \$758.6 million at March 31, 2011, compared to \$851.9 million at December 31, 2010. This decrease was mainly attributable to repayments of long-term debt of \$100.6 million during the first quarter of 2011. In addition, at March 31, 2011, we had the ability to borrow \$675.0 million under our March 2007 credit agreement and \$156.0 million under other existing lines of credit, subject to various financial covenants under our March 2007 credit agreement. We have the ability to refinance our borrowings under our other existing credit lines with borrowings under the March 2007 credit agreement, as applicable. Therefore, amounts outstanding under our other existing credit lines are classified as long-term debt.

### *Off-Balance Sheet Arrangements*

In the normal course of business with customers, vendors and others, we have entered into off-balance sheet arrangements, including bank guarantees and letters of credit, which totaled approximately \$34.2 million at March 31, 2011. None of these off-balance sheet arrangements has, or is likely to have, a material effect on our current or future financial condition, results of operations, liquidity or capital resources.

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### *Other Obligations*

Total expected 2011 contributions to our domestic and foreign qualified and nonqualified pension plans should approximate \$55 million. We may choose to make additional pension contributions in excess of this amount. We have made \$50.8 million in total contributions to our domestic and foreign pension plans (both qualified and nonqualified) during the three-month period ended March 31, 2011.

The liability related to uncertain tax positions, including interest and penalties, recorded in Other noncurrent liabilities totaled \$21.2 million and \$21.9 million at March 31, 2011 and December 31, 2010, respectively. Related assets for corresponding offsetting benefits recorded in Other assets totaled \$12.3 million at March 31, 2011 and December 31, 2010. We cannot estimate the amount of any cash payments associated with these liabilities for the remainder of 2011 or the next twelve months, and we are unable to estimate the timing of any such cash payments in the future at this time.

We are subject to federal, state, local and foreign requirements regulating the handling, manufacture and use of materials (some of which may be classified as hazardous or toxic by one or more regulatory agencies), the discharge of materials into the environment and the protection of the environment. To our knowledge, we are currently complying and expect to continue to comply in all material respects with applicable environmental laws, regulations, statutes and ordinances. Compliance with existing federal, state, local and foreign environmental protection laws is not expected to have a material effect on earnings or our competitive position, but the costs associated with increased legal or regulatory requirements could have an adverse effect on our results.

Among other environmental requirements, we are subject to the federal Superfund law, and similar state laws, under which we may be designated as a potentially responsible party, or PRP, and may be liable for a share of the costs associated with cleaning up various hazardous waste sites. Management believes that in cases in which we may have liability as a PRP, our liability for our share of cleanup is de minimis. Further, almost all such sites represent environmental issues that are quite mature and have been investigated, studied and in many cases settled. In de minimis situations, our policy generally is to negotiate a consent decree and to pay any apportioned settlement, enabling us to be effectively relieved of any further liability as a PRP, except for remote contingencies. In other than de minimis PRP matters, our records indicate that unresolved PRP exposures should be immaterial. We accrue and expense our proportionate share of PRP costs. Because management has been actively involved in evaluating environmental matters, we are able to conclude that the outstanding environmental liabilities for unresolved PRP sites should not be material to operations.

### *Liquidity Outlook*

We anticipate that cash on hand, cash provided by operating activities and long-term borrowings will be sufficient to pay our operating expenses, satisfy debt service obligations, fund capital expenditures, make pension contributions and make dividend payments for the foreseeable future. In addition, as we have historically done, we will continue to evaluate the merits of any opportunities that may arise for acquisitions of businesses or assets, which may require additional liquidity.

While we maintain business relationships with a diverse group of financial institutions, an adverse change in their credit standing could lead them to not honor their contractual credit commitments, renew their extensions of credit or provide new financing. While the corporate bond market remains strong, availability of bank debt is far more limited than prior to the market disruptions in 2008 and 2009, which severely impacted many financial institutions. If bank debt remains relatively less prevalent, we may incur increased borrowing costs and reduced credit capacity as our various credit facilities mature. It is also possible that our ability to access the capital markets may be limited by market or counterparty factors at a time when we would need or desire to do so, which could have an impact on our ability to finance our businesses or react to changing economic and business conditions. In addition, our cash flows from operations may be negatively affected by adverse consequences to our customers and the markets in which we compete as a result of moderating global economic conditions and reduced capital availability.

At March 31, 2011, we had the ability to borrow in excess of \$831.0 million under our March 2007 credit agreement and other existing lines of credit, subject to various financial covenants under our March 2007 credit agreement. With generally strong cash generative businesses and no significant debt maturities before 2015, we believe we have and will maintain a solid liquidity position.

We had cash and cash equivalents totaling \$441.0 million as of March 31, 2011, which represents an important source of our liquidity. Our cash is invested in short-term investments including time deposits and readily marketable securities with relatively short maturities.

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### *Recent Accounting Pronouncements*

For a description of recent accounting pronouncements, see Item 1 Financial Statements Note 15.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

There have been no significant changes in our interest rate risk, foreign currency exchange rate exposure, marketable securities price risk, or raw material price risk from the information we provided in our Annual Report on Form 10-K for the year ended December 31, 2010.

We had variable interest rate borrowings of \$59.5 million outstanding at March 31, 2011, bearing a weighted average interest rate of 4.57% and representing 8% of our total outstanding debt. A hypothetical 10% change (approximately 46 basis points) in the interest rate applicable to these borrowings would change our annualized interest expense by approximately \$0.3 million as of March 31, 2011. We may enter into interest rate swaps, collars or similar instruments with the objective of reducing interest rate volatility relating to our borrowing costs.

Our financial instruments, which are subject to foreign currency exchange risk, consist of foreign currency forward contracts with an aggregate notional value of \$260.9 million and with a fair value representing a minimal net asset position at March 31, 2011. Fluctuations in the value of these contracts are generally offset by the value of the underlying exposures being hedged. We conducted a sensitivity analysis on the fair value of our foreign currency hedge portfolio assuming an instantaneous 10% change in select foreign currency exchange rates from their levels as of March 31, 2011, with all other variables held constant. A 10% appreciation of the U.S. Dollar against foreign currencies that we hedge would result in a decrease of approximately \$10.1 million in the fair value of our foreign currency forward contracts. A 10% depreciation of the U.S. Dollar against these foreign currencies would result in an increase of \$6.6 million in the fair value of our foreign currency forward contracts. The sensitivity of the fair value of our foreign currency hedge portfolio represents changes in fair values estimated based on market conditions as of March 31, 2011, without reflecting the effects of underlying anticipated transactions. When those anticipated transactions are realized, actual effects of changing foreign currency exchange rates could have a material impact on our earnings and cash flows in future periods.

In addition, certain of our operations use natural gas as a source of energy which can expose our business to market risk when the price of natural gas changes suddenly. In an attempt to mitigate the impact and volatility of price swings in the natural gas market, from time to time we enter into natural gas hedge contracts with one or more major financial institutions for a portion of our 12-month rolling forecast for North American natural gas requirements. Such derivatives are held to secure natural gas at fixed prices and are not entered into for trading purposes. At March 31, 2011 and December 31, 2010, we had no natural gas hedge contracts outstanding.

### **Item 4. Controls and Procedures.**

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act), as of the end of the period covered by this report. Based on this evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

No change in our internal control over financial reporting (as such term is defined in Exchange Act Rule 13a-15(f)) occurred during the fiscal quarter ended March 31, 2011 that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings.**

We are involved from time to time in legal proceedings of types regarded as common in our businesses, including administrative or judicial proceedings seeking remediation under environmental laws, such as Superfund, products liability and premises liability litigation. Where appropriate, we may establish financial reserves as estimated by our general counsel for such proceedings. We also maintain insurance to mitigate certain of such risks. Additional information with respect to this Item 1 is contained in Note 9 to the Notes to the Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q.

**Item 1A. Risk Factors.**

While we attempt to identify, manage and mitigate risks and uncertainties associated with our business to the extent practical under the circumstances, some level of risk and uncertainty will always be present. Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2010 describes some of the risks and uncertainties associated with our business. These risks and uncertainties have the potential to materially affect our results of operations and our financial condition. We do not believe that there have been any material changes to the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2010.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

NONE

**Item 6. Exhibits.**

(a) Exhibits

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a)

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a)

32.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350

32.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350

101 Interactive Data File (Quarterly Report on Form 10-Q, for the quarterly period ended March 31, 2011, furnished in XBRL (eXtensible Business Reporting Language))

Attached as Exhibit 101 to this report are the following documents formatted in XBRL: (i) the Consolidated Statements of Income for the three months ended March 31, 2011 and 2010, (ii) the Condensed Consolidated Balance Sheets at March 31, 2011 and December 31, 2010, (iii) the Consolidated Statements of Changes in Equity for the three months ended March 31, 2011 and 2010, (iv) the Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2011 and 2010 and (v) the Notes to the Condensed Consolidated Financial Statements, tagged as blocks of text. Users of this data are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities and Exchange Act of 1934, and otherwise is not subject to liability under these sections.

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**SIGNATURES**

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

ALBEMARLE CORPORATION  
(Registrant)

Date: April 28, 2011

By:

/s/ SCOTT A. TOZIER  
**Scott A. Tozier**

**Senior Vice President, Chief Financial Officer**

**(principal financial officer)**