

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

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

For the quarterly period ended October 2, 2011

or

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

Commission File Number 1-11430

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MINERALS TECHNOLOGIES INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

25-1190717

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

622 Third Avenue, New York, NY 10017-6707
(Address of principal executive offices, including zip code)

(212) 878-1800
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES NO

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

Large Accelerated Filer **Accelerated Filer** **Non-accelerated Filer** **Smaller Reporting Company**

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES NO

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

Class	Outstanding at October 17, 2011
Common Stock, \$0.10 par value	17,661,570



MINERALS TECHNOLOGIES INC.

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PART 1. FINANCIAL INFORMATION

ITEM 1. Financial Statements

MINERALS TECHNOLOGIES INC. AND SUBSIDIARY COMPANIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

(in thousands, except per share data)	Three Months Ended		Nine Months Ended	
	Oct. 2, 2011	Oct. 3, 2010	Oct. 2, 2011	Oct. 3, 2010
Net sales	\$ 262,192	\$ 249,812	\$ 793,111	\$ 759,039
Cost of goods sold	209,282	197,634	633,585	600,448
Production margin	52,910	52,178	159,526	158,591
Marketing and administrative expenses	22,553	22,587	69,392	67,519
Research and development expenses	4,723	4,635	14,489	14,687
Restructuring and other costs	240	--	470	865
Income from operations	25,394	24,956	75,175	75,520
Non-operating income (deductions), net	(1,663)	(177)	(3,299)	309
Income from continuing operations before provision for taxes	23,731	24,779	71,876	75,829
Provision for taxes on income	7,387	7,310	21,686	22,625
Consolidated net income	16,344	17,469	50,190	53,204
Less: Net income attributable to non-controlling interests	656	767	2,308	2,174
Net income attribute to Minerals Technologies Inc. (MTI)	\$ 15,688	\$ 16,702	\$ 47,882	\$ 51,030
Earnings per share:				
Basic	\$ 0.88	\$ 0.90	\$ 2.64	\$ 2.73
Diluted	\$ 0.87	\$ 0.90	\$ 2.62	\$ 2.72
Cash dividends declared per common share	\$ 0.05	\$ 0.05	\$ 0.15	\$ 0.15
Shares used in computation of earnings per share:				
Basic	17,928	18,536	18,128	18,669
Diluted	18,019	18,600	18,242	18,729

See accompanying Notes to Condensed Consolidated Financial Statements.

**MINERALS TECHNOLOGIES INC. AND SUBSIDIARY COMPANIES
CONDENSED CONSOLIDATED BALANCE SHEETS**

ASSETS

(thousands of dollars)	<u>October 2, 2011*</u>	<u>December 31, 2010**</u>
Current assets:		
Cash and cash equivalents	\$ 382,528	\$ 367,827
Short-term investments, at cost which approximates market	16,697	16,707
Accounts receivable, net	197,818	181,128
Inventories	97,525	86,464
Prepaid expenses and other current assets	23,917	23,446
Total current assets	718,485	675,572
Property, plant and equipment, less accumulated depreciation and depletion – October 2, 2011 - \$930,089; December 31, 2010 - \$905,625	322,574	332,797
Goodwill	65,359	67,156
Other assets and deferred charges	37,950	40,580
Total assets	<u>\$ 1,144,368</u>	<u>\$ 1,116,105</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Current liabilities:		
Short-term debt	\$ 5,370	\$ 4,611
Current maturities of long-term debt	8,549	--
Accounts payable	105,997	80,728
Restructuring liabilities	1,616	3,484
Other current liabilities	61,650	66,414
Total current liabilities	183,182	155,237
Long-term debt	85,721	92,621
Other non-current liabilities	83,532	85,552
Total liabilities	<u>352,435</u>	<u>333,410</u>
Shareholders' equity:		
Common stock	2,912	2,897
Additional paid-in capital	332,531	323,235
Retained earnings	944,374	899,211
Accumulated other comprehensive income (loss)	(4,759)	(3,590)
Less common stock held in treasury	(511,237)	(466,230)
Total MTI shareholders' equity	763,821	755,523
Non-controlling interest	28,112	27,172
Total shareholders' equity	<u>791,933</u>	<u>782,695</u>
Total liabilities and shareholders' equity	<u>\$ 1,144,368</u>	<u>\$ 1,116,105</u>

* Unaudited

** Condensed from audited financial statements

See accompanying Notes to Condensed Consolidated Financial Statements.

MINERALS TECHNOLOGIES INC. AND SUBSIDIARY COMPANIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(thousands of dollars)	Nine Months Ended	
Operating Activities:	Oct. 2, 2011	Oct. 3, 2010
Consolidated net income	\$ 50,190	\$ 53,204
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	43,724	49,479
Payments relating to restructuring activities	(2,360)	(4,439)
Tax benefits related to stock incentive programs	428	56
Other non-cash items	5,799	4,649
Net changes in operating assets and liabilities	(4,904)	5,115
Net cash provided by operating activities	92,877	108,064
Investing Activities:		
Purchases of property, plant and equipment	(36,913)	(24,069)
Proceeds from sale of short-term investments	7,170	3,258
Purchases of short-term investments	(8,221)	(6,681)
Net cash used in investing activities	(37,964)	(27,492)
Financing Activities:		
Repayment of long-term debt	--	(4,600)
Proceeds from issuance of long-term debt	1,596	--
Net proceeds (repayment) of short-term debt	1,463	(1,261)
Purchase of common shares for treasury	(43,432)	(15,543)
Proceeds from issuance of stock under option plan	5,078	504
Excess tax benefits related to stock incentive programs	158	21
Cash dividends paid	(2,719)	(2,799)
Net cash used in financing activities	(37,856)	(23,678)
Effect of exchange rate changes on cash and cash equivalents	(2,356)	(5,947)
Net increase in cash and cash equivalents	14,701	50,947
Cash and cash equivalents at beginning of period	367,827	310,946
Cash and cash equivalents at end of period	\$ 382,528	\$ 361,893
Supplemental disclosure of cash flow information:		
Interest paid	\$ 1,871	\$ 1,670
Income taxes paid	\$ 22,698	\$ 20,427
Non-cash financing activities:		
Treasury stock purchases settled after period-end	\$ 1,575	\$ --

See accompanying Notes to Condensed Consolidated Financial Statements.

MINERALS TECHNOLOGIES INC. AND SUBSIDIARY COMPANIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared by management in accordance with the rules and regulations of the United States Securities and Exchange Commission. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted. Therefore, these financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2010. In the opinion of management, all adjustments, consisting solely of normal recurring adjustments necessary for a fair presentation of the financial information for the periods indicated, have been included. The results for the three-month and nine-month periods ended October 2, 2011 are not necessarily indicative of the results that may be expected for the year ending December 31, 2011.

Note 2. Summary of Significant Accounting Policies

Use of Estimates

The Company employs accounting policies that are in accordance with U.S. generally accepted accounting principles and require management to make estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reported period. Significant estimates include those related to revenue recognition, allowance for doubtful accounts, valuation of inventories, valuation of long-lived assets, goodwill and other intangible assets, pension plan assumptions, income tax, income tax valuation allowances, and litigation and environmental liabilities. Actual results could differ from those estimates.

Note 3. Earnings Per Share (EPS)

Basic earnings per share are based upon the weighted average number of common shares outstanding during the period. Diluted earnings per share are based upon the weighted average number of common shares outstanding during the period assuming the issuance of common shares for all dilutive potential common shares outstanding.

The following table sets forth the computation of basic and diluted earnings per share:

	Three Months Ended		Nine Months Ended	
	Oct. 2, 2011	Oct. 3, 2010	Oct. 2, 2011	Oct. 3, 2010
Basic EPS (in millions, except per share data)				
Net income attributable to MTI	\$ <u>15.7</u>	\$ <u>16.7</u>	\$ <u>47.9</u>	\$ <u>51.0</u>
Weighted average shares outstanding	17.9	18.5	18.1	18.7
Basic earnings per share attributable to MTI	\$ <u>0.88</u>	\$ <u>0.90</u>	\$ <u>2.64</u>	\$ <u>2.73</u>

	Three Months Ended		Nine Months Ended	
	Oct. 2, 2011	Oct. 3, 2010	Oct. 2, 2011	Oct. 3, 2010
Diluted EPS (in millions, except per share data)				
Net income attributable to MTI	\$ <u>15.7</u>	\$ <u>16.7</u>	\$ <u>47.9</u>	\$ <u>51.0</u>
Weighted average shares outstanding	17.9	18.5	18.1	18.7
Diluted effect of stock options and stock units	<u>0.1</u>	<u>0.1</u>	<u>0.1</u>	<u>—</u>
Weighted average shares outstanding, adjusted	<u>18.0</u>	<u>18.6</u>	<u>18.2</u>	<u>18.7</u>
Diluted earnings per share attributable to MTI	\$ <u>0.87</u>	\$ <u>0.90</u>	\$ <u>2.62</u>	\$ <u>2.72</u>

MINERALS TECHNOLOGIES INC. AND SUBSIDIARY COMPANIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The weighted average diluted common shares outstanding for the three-month and nine-month periods ended October 2, 2011 and October 3, 2010 excludes the dilutive effect of 603,869 options and 386,775 options, respectively, as such options had an exercise price in excess of the average market value of the Company's common stock during such periods.

Note 4. Income Taxes

As of October 2, 2011, the Company had approximately \$6.5 million of total unrecognized income tax benefits. Included in this amount were a total of \$4.4 million of unrecognized income tax benefits that if recognized would affect the Company's effective tax rate. While it is expected that the amount of unrecognized tax benefits will change in the next 12 months, we do not expect the change to have a material impact on the results of operations or the financial position of the Company.

The Company's accounting policy is to recognize interest and penalties accrued relating to unrecognized income tax benefits as part of its provision for income taxes. The Company accrued (reversed) approximately \$0.1 million and \$(0.2) million during the third quarter and first nine months of 2011, respectively, and had an accrued balance of \$1.5 million of interest and penalties as of October 2, 2011.

The Company operates in multiple taxing jurisdictions, both within and outside the U.S. In certain situations, a taxing authority may challenge positions that the Company has adopted in its income tax filings. The Company, with a few exceptions (none of which are material), is no longer subject to U.S. federal, state, local, and international income tax examinations by tax authorities for years prior to 2003.

Note 5. Inventories

The following is a summary of inventories by major category:

(millions of dollars)	October 2, 2011	December 31, 2010
Raw materials	\$ 41.5	\$ 34.9
Work-in-process	6.1	6.4
Finished goods	29.2	25.8
Packaging and supplies	20.7	19.4
Total inventories	\$ 97.5	\$ 86.5

Note 6. Goodwill and Other Intangible Assets

Goodwill and other intangible assets with indefinite lives are not amortized, but instead are tested for impairment, at least annually. The carrying amount of goodwill was \$65.4 million and \$67.2 million as of October 2, 2011 and December 31, 2010, respectively. The net change in goodwill since December 31, 2010 was attributable to the effect of foreign exchange.

Acquired intangible assets subject to amortization as of October 2, 2011 and December 31, 2010 were as follows:

(millions of dollars)	October 2, 2011		December 31, 2010	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Patents and trademarks	\$ 6.2	\$ 4.0	\$ 6.2	\$ 3.5
Customer lists	2.7	1.3	2.7	1.2
	\$ 8.9	\$ 5.3	\$ 8.9	\$ 4.7

The weighted average amortization period for acquired intangible assets subject to amortization is approximately 15 years. Estimated amortization expense is \$0.6 million for each of the next five years through 2015.

MINERALS TECHNOLOGIES INC. AND SUBSIDIARY COMPANIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Also included in other assets and deferred charges is an intangible asset of approximately \$0.6 million which represents the non-current unamortized amount paid to a customer in connection with contract extensions at seven PCC satellite facilities. A current portion of \$0.7 million is included in prepaid expenses and other current assets. Such amounts will be amortized as a reduction of sales over the remaining lives of the customer contracts. Approximately \$0.2 million was amortized in the third quarter of 2011. Estimated amortization as a reduction of sales is as follows: remainder of 2011 - \$0.1 million; 2012 - \$0.4 million; 2013 - \$0.4 million; 2014 - \$0.4 million; 2015 - \$0.1 million; with smaller reductions thereafter over the remaining lives of the contracts.

Note 7. Restructuring Costs

2007 Restructuring Program

In the third quarter of 2007, as a result of a change in management and deteriorating financial performance, the Company conducted an in-depth review of all its operations and developed a new strategic focus. The Company initiated a plan to realign its business operations to improve profitability and increase shareholder value by exiting certain businesses and consolidating some product lines. The restructuring resulted in a total workforce reduction of approximately 250, which has been completed.

A reconciliation of the restructuring liability for this program, as of October 2, 2011, is as follows:

(millions of dollars)	Balance as of December 31, 2010	Additional Provisions (Reversals)	Cash Expenditures	Balance as of October 2, 2011
Contract termination costs	\$ 1.3	\$ (0.2)	\$ (0.3)	\$ 0.8
Other exit costs	--	0.9	(0.9)	--
	<u>\$ 1.3</u>	<u>\$ 0.7</u>	<u>\$ (1.2)</u>	<u>\$ 0.8</u>

In the first quarter of 2011, the Company recorded additional restructuring costs associated with our 2007 restructuring of our PCC facility in Germany.

Approximately \$1.2 million in exit costs were paid in the first nine months of 2011. The remaining restructuring liability of \$0.8 million will be funded from cash flows from operations.

2009 Restructuring Program

In the second quarter of 2009, the Company initiated a program to improve efficiencies through the consolidation of manufacturing operations and reduction of costs.

The restructuring program reduced the workforce by approximately 200 employees worldwide. This reduction in force relates to plant consolidations as well as a streamlining of the corporate and divisional management structures to operate more efficiently.

A reconciliation of the restructuring liability for this program, as of October 2, 2011, is as follows:

(millions of dollars)	Balance as of December 31, 2010	Additional Provisions (Reversals)	Cash Expenditures	Balance as of October 2, 2011
Severance and other employee benefits	\$ 2.0	\$ (0.1)	\$ (1.1)	\$ 0.8
	<u>\$ 2.0</u>	<u>\$ (0.1)</u>	<u>\$ (1.1)</u>	<u>\$ 0.8</u>

Approximately \$0.6 million and \$1.1 million in severance payments were paid in the third quarter and first nine months of 2011, respectively. The remaining liability of \$0.8 million will be funded from operating cash flows.

MINERALS TECHNOLOGIES INC. AND SUBSIDIARY COMPANIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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Other Restructuring

In the fourth quarter of 2009, the Company recorded restructuring charges for the shutdown of its Franklin, Va. satellite facility in connection with the announced closure of the paper mill at that location. A reconciliation of the restructuring liability for this closure, as of October 2, 2011, is as follows:

(millions of dollars)	Balance as of December 31, 2010	Additional Provisions (Reversals)	Cash Expenditures	Balance as of October 2, 2011
Severance and other employee benefits	\$ 0.1	\$ (0.1)	\$ --	\$ --
	<u>\$ 0.1</u>	<u>\$ (0.1)</u>	<u>\$ --</u>	<u>\$ --</u>

Note 8. Long-Term Debt and Commitments

The following is a summary of long-term debt:

(millions of dollars)	October 2, 2011	December 31, 2010
5.53% Series 2006A Senior Notes		
Due October 5, 2013	\$ 50.0	\$ 50.0
Floating Rate Series 2006A Senior Notes		
Due October 5, 2013	25.0	25.0
Variable/Fixed Rate Industrial		
Development Revenue Bonds Due August 1, 2012	8.0	8.0
Variable/Fixed Rate Industrial		
Development Revenue Bonds Series 1999 Due November 1, 2014	8.2	8.2
Installment obligations	1.4	1.4
Other Borrowings	1.7	--
Total	94.3	92.6
Less: Current maturities	8.6	--
Long-term debt	<u>\$ 85.7</u>	<u>\$ 92.6</u>

During the first quarter of 2011, the Company entered into a Renminbi (“RMB”) denominated loan agreement at its Refractories facility in China with the Bank of America totaling RMB 10.6 million, or \$1.6 million. Principal of this loan is payable in equal installments over the next three years. Interest is payable semi-annually and is based upon the official RMB lending rate announced by the People’s Bank of China. The interest rate for the third quarter and first nine months of 2011 was 6.2%.

As of October 2, 2011, the Company had \$186 million of uncommitted short-term bank credit lines, of which approximately \$5.4 million were in use.

Note 9. Pension Plans

The Company and its subsidiaries have pension plans both in the U.S. and internationally, covering substantially all eligible employees on a contributory or non-contributory basis. Disclosures for the U.S. plans have been combined with those outside of the U.S. as the international plans do not have significantly different assumptions, and together represent less than 25% of our total benefit obligation.

MINERALS TECHNOLOGIES INC. AND SUBSIDIARY COMPANIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Components of Net Periodic Benefit Cost

(millions of dollars)

	Pension Benefits			
	Three Months Ended		Nine Months Ended	
	Oct. 2, 2011	Oct. 3, 2010	Oct. 2, 2011	Oct. 3, 2010
Service cost	\$ 0.4	\$ 1.9	\$ 4.1	\$ 6.0
Interest cost	0.8	3.1	6.8	9.1
Expected return on plan assets	(0.8)	(3.4)	(7.9)	(9.8)
Settlement cost	0.4	--	0.4	--
Amortization:				
Prior service cost	--	0.4	0.7	1.1
Recognized net actuarial loss	0.3	2.3	4.3	6.2
Net periodic benefit cost	<u>\$ 1.1</u>	<u>\$ 4.3</u>	<u>\$ 8.4</u>	<u>\$ 12.6</u>

(millions of dollars)

	Other Benefits			
	Three Months Ended		Nine Months Ended	
	Oct. 2, 2011	Oct. 3, 2010	Oct. 2, 2011	Oct. 3, 2010
Service cost	\$ 0.2	\$ 0.2	\$ 0.5	\$ 0.4
Interest cost	0.1	0.2	0.5	0.7
Amortization:				
Prior service cost	(0.8)	(0.8)	(2.3)	(2.3)
Recognized net actuarial loss	--	0.1	0.2	0.4
Net periodic benefit cost	<u>\$ (0.5)</u>	<u>\$ (0.3)</u>	<u>\$ (1.1)</u>	<u>\$ (0.8)</u>

Amortization amounts of prior service costs and recognized net actuarial losses are recorded, net of tax, as increases to accumulated other comprehensive income.

Employer Contributions

The Company expects to contribute \$6.0 million to its pension plan and \$1.0 million to its other post retirement benefit plans in 2011. As of October 2, 2011, \$4.6 million has been contributed to the pension fund and approximately \$0.4 million has been contributed to the other post retirement benefit plans.

Note 10. Comprehensive Income

The following are the components of comprehensive income:

	Three Months Ended		Nine Months Ended	
	Oct. 2, 2011	Oct. 3, 2010	Oct. 2, 2011	Oct. 3, 2010
	(millions of dollars)			
Consolidated net income	\$ 16.3	\$ 17.5	\$ 50.2	\$ 53.2
Other comprehensive income, net of tax:				
Foreign currency translation adjustments	(25.3)	30.9	(3.2)	(2.9)
Pension and postretirement plan adjustments	(1.2)	1.3	1.8	3.4
Sale of interest in business	(0.9)	--	(0.9)	--
Cash flow hedges:				
Net derivative gains (losses) arising during the period	1.5	(3.6)	0.1	1.4
Comprehensive income	(9.4)	46.1	48.1	55.1
Comprehensive income attributable				
to non-controlling interest	1.5	(2.2)	(1.4)	(3.6)
Comprehensive income attributable to MTI	<u>\$ (7.9)</u>	<u>\$ 43.9</u>	<u>\$ 46.7</u>	<u>\$ 51.5</u>

MINERALS TECHNOLOGIES INC. AND SUBSIDIARY COMPANIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The components of accumulated other comprehensive gain, net of related tax, are as follows:

(millions of dollars)	Oct. 2, 2011	December 31, 2010
Foreign currency translation adjustments	\$ 43.5	\$ 46.6
Unrecognized pension costs	(50.0)	(51.9)
Net gain (loss) on cash flow hedges	1.8	1.7
Accumulated other comprehensive gain (loss)	\$ <u>(4.7)</u>	\$ <u>(3.6)</u>

Note 11. Accounting for Asset Retirement Obligations

The Company records asset retirement obligations for situations in which the Company will be required to retire tangible long-lived assets. These are primarily related to its PCC satellite facilities and mining operations. The Company has also recorded provisions related to conditional asset retirement obligations at its facilities. The Company has recorded asset retirement obligations at all of its facilities except where there are no legal or contractual obligations. The associated asset retirement costs are capitalized as part of the carrying amount of the long-lived asset.

The following is a reconciliation of asset retirement obligations as of October 2, 2011:

(millions of dollars)	
Asset retirement liability, December 31, 2010	\$ 14.7
Accretion expense	0.5
Additional obligations	0.2
Reversal of obligations	(0.4)
Payments	(0.2)
Asset retirement liability, October 2, 2011	\$ <u>14.8</u>

Approximately \$0.4 million is included in other current liabilities and \$14.4 million is included in other non-current liabilities in the Condensed Consolidated Balance Sheet as of October 2, 2011.

Note 12. Legal Proceedings

Certain of the Company's subsidiaries are among numerous defendants in a number of cases seeking damages for exposure to silica or to asbestos containing materials. The Company currently has 76 pending silica cases and 25 pending asbestos cases. To date, 1,389 silica cases and 8 asbestos cases have been dismissed. Most of these claims do not provide adequate information to assess their merits, the likelihood that the Company will be found liable, or the magnitude of such liability, if any. Additional claims of this nature may be made against the Company or its subsidiaries. At this time management anticipates that the amount of the Company's liability, if any, and the cost of defending such claims, will not have a material effect on its financial position or results of operations.

The Company has not settled any silica or asbestos lawsuits to date. We are unable to state an amount or range of amounts claimed in any of the lawsuits because state court pleading practices do not require identifying the amount of the claimed damage. The aggregate cost to the Company for the legal defense of these cases since inception was approximately \$0.1 million, the majority of which has been reimbursed by Pfizer Inc pursuant to the terms of certain agreements entered into in connection with the Company's initial public offering in 1992. Our experience has been that the Company is not liable to plaintiffs in any of these lawsuits and the Company does not expect to pay any settlements or jury verdicts in these lawsuits.

Environmental Matters

On April 9, 2003, the Connecticut Department of Environmental Protection ("DEP") issued an administrative consent order relating to our Canaan, Connecticut, plant where both our Refractories segment and Specialty Minerals segment have operations. We agreed to the order, which includes provisions requiring investigation and remediation of contamination associated with historic use of polychlorinated biphenyls ("PCBs") and mercury at a portion of the site. Historic documentation indicates that PCBs and mercury were first used at the contaminated

MINERALS TECHNOLOGIES INC. AND SUBSIDIARY COMPANIES
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(Unaudited)

portion of the facility at a time of U.S. government ownership for production of materials needed by the military during World War II, the Korean War, and the subsequent Cold War period.

The following is the present status of the remediation efforts:

- *Building Decontamination.* We have completed the investigation of building contamination and submitted several reports characterizing the contamination. We are awaiting review and approval of these reports by the regulators. Based on the results of this investigation, we believe that the contamination may be adequately addressed by means of encapsulation through painting of exposed surfaces, pursuant to the Environmental Protection Agency's ("EPA") regulations and have accrued such liabilities as discussed below. However, this conclusion remains uncertain pending completion of the phased remediation decision process, including a site-specific risk assessment required by the regulators.
- *Groundwater.* We have completed investigations of potential groundwater contamination and have submitted a report on the investigations finding that there is no PCB or mercury contamination, but some oil contamination of the groundwater. We expect the regulators to require confirmatory long term groundwater monitoring at the site.
- *Soil.* We have completed investigations of soil contamination and submitted reports characterizing contamination to the regulators. Based on the results of these investigations we believe that, with minor exceptions, the contamination may be left in place and monitored, pursuant to the site-specific risk assessment, which is underway. However, this conclusion is subject to completion of a phased remediation decision process required by applicable regulations.

We believe that the most likely form of overall site remediation will be to leave existing contamination in place, encapsulate it, and monitor the effectiveness of the encapsulation. We anticipate that a substantial portion of the remediation cost will be borne by the United States based on its involvement at the site from 1942 – 1964. Though the cost of the likely remediation above remains uncertain pending completion of the phased remediation decision process, we have estimated that the Company's share of the cost of the encapsulation and limited soil removal described above would approximate \$400,000, which has been accrued as of October 2, 2011.

The Company is evaluating options for upgrading the wastewater treatment facilities at its Adams, Massachusetts plant. This work has been undertaken pursuant to an administrative Consent Order originally issued by the Massachusetts Department of Environmental Protection ("DEP") on June 18, 2002. This order was amended on June 1, 2009 and on June 2, 2010. The amended Order includes the investigation by January 1, 2022 of options for ensuring that the facility's wastewater treatment ponds will not result in unpermitted discharge to groundwater. Additional requirements of the amendment include the submittal by July 1, 2022 of a plan for closure of a historic lime solids disposal area. Preliminary engineering reviews completed in 2005 indicate that the estimated cost of wastewater treatment upgrades to operate this facility beyond 2024 may be between \$6 million and \$8 million. The Company estimates that the remaining remediation costs would approximate \$400,000, which has been accrued as of October 2, 2011.

The Company and its subsidiaries are not party to any other material pending legal proceedings, other than routine litigation incidental to their businesses.

Note 13. Non-Operating Income and Deductions

	Three Months Ended		Nine Months Ended	
	Oct. 2, 2011	Oct. 3, 2010	Oct. 2, 2011	Oct. 3, 2010
(millions of dollars)				
Interest income	\$ 1.1	\$ 0.7	\$ 2.9	\$ 1.8
Interest expense	(0.8)	(0.9)	(2.4)	(2.4)
Foreign exchange (losses) gains	(0.2)	0.1	(1.5)	0.5
Foreign currency translation loss upon liquidation	(1.4)	--	(1.4)	--
Gain on sale of previously impaired assets	--	--	--	0.2
Settlement for customer contract terminations	--	--	--	0.8
Other deductions	(0.4)	(0.1)	(0.9)	(0.6)
Non-operating (deductions) income, net	<u>\$ (1.7)</u>	<u>\$ (0.2)</u>	<u>\$ (3.3)</u>	<u>\$ 0.3</u>

MINERALS TECHNOLOGIES INC. AND SUBSIDIARY COMPANIES
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(Unaudited)

During the third quarter of 2011, the Company recognized currency translation losses of \$1.4 million upon the sale of a 50% interest in and deconsolidation of its joint venture in Korea.

During the second quarter of 2010, the Company recognized income of \$0.8 million for a settlement related to a customer contract termination.

Note 14 . Non-controlling interests

The following is a reconciliation of beginning and ending total equity, equity attributable to MTI, and equity attributable to non-controlling interests:

(millions of dollars)	Equity Attributable to MTI						Total
	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Non- controlling Interests	
<i>Balance as of December 31, 2010</i>	\$ 2.9	323.2	899.2	(3.6)	(466.2)	27.2	782.7
Comprehensive Income:							
Net income	--	--	47.9	--	--	2.4	50.3
Sale of interest in business	--	--	--	--	--	(0.9)	(0.9)
Currency translation adjustment	--	--	--	(3.1)	--	(0.1)	(3.2)
Unamortized pension gains and prior service costs	--	--	--	1.8	--	--	1.8
Cash flow hedge:							
Net derivative gains (losses) arising during the year	--	--	--	0.1	--	--	0.1
Reclassification adjustment	--	--	--	--	--	--	--
Total comprehensive income (loss)	--	--	47.9	(1.2)	--	1.4	48.1
Dividends declared	--	--	(2.7)	--	--	--	(2.7)
Dividends to non-controlling interest	--	--	--	--	--	(0.5)	(0.5)
Employee benefit transactions	--	5.1	--	--	--	--	5.1
Income tax benefit arising from employee							
stock option plans	--	0.2	--	--	--	--	0.2
Stock based compensation	--	4.1	--	--	--	--	4.1
Purchase of common stock	--	--	--	--	(45.0)	--	(45.0)
<i>Balance as of October 2, 2011</i>	<u>\$ 2.9</u>	<u>332.5</u>	<u>944.4</u>	<u>(4.8)</u>	<u>(511.2)</u>	<u>28.1</u>	<u>792.0</u>

The income attributable to non-controlling interests for the nine-month periods ended October 2, 2011 and October 3, 2010 was from continuing operations. The remainder of income was attributable to MTI. In the third quarter of 2011, the company divested a 50% interest in its Refractories joint venture in Korea. As a result, the Company now has a 20% equity interest in this entity and recognized a \$1.4 million currency translation loss upon deconsolidation of this entity. The fair value of the remaining 20% interest was approximately \$0.6 million and the Company will account for this investment using the equity method. There were no other changes in MTI's ownership interest for the period ended October 2, 2011 as compared with December 31, 2010.

Note 15. Segment and Related Information

Segment information for the three and nine-month periods ended October 2, 2011 and October 3, 2010 were as follows:

(millions of dollars)	Net Sales			
	Three Months Ended		Nine Months Ended	
	Oct. 2, 2011	Oct. 3, 2010	Oct. 2, 2011	Oct. 3, 2010
Specialty Minerals	\$ 171.1	\$ 166.1	\$ 516.1	\$ 506.4
Refractories	91.1	83.7	277.0	252.6
Total	<u>\$ 262.2</u>	<u>\$ 249.8</u>	<u>\$ 793.1</u>	<u>\$ 759.0</u>

MINERALS TECHNOLOGIES INC. AND SUBSIDIARY COMPANIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(millions of dollars)

Income from Operations

	Three Months Ended		Nine Months Ended	
	Oct. 2, 2011	Oct. 3, 2010	Oct. 2, 2011	Oct. 3, 2010
Specialty Minerals	\$ 19.3	\$ 19.7	\$ 57.2	\$ 57.4
Refractories	7.5	6.3	22.2	21.4
Total	\$ 26.8	\$ 26.0	\$ 79.4	\$ 78.8

Included in income from operations for the Specialty Minerals segment for the nine month period ended October 2, 2011 were restructuring costs of \$0.4 million.

Included in income from operations for the Refractories segment for the three month and nine month period ended October 2, 2011 were restructuring costs of \$0.2 million and \$0.0 million, respectively.

Included in income from operations for the Specialty Minerals segment for the nine month period ended October 3, 2010 were restructuring costs of \$0.5 million.

Included in income from operations for the Refractories segment for the nine month period ended October 3, 2010 were restructuring costs of \$0.4 million.

The carrying amount of goodwill by reportable segment as of October 2, 2011 and December 31, 2010 was as follows:

(millions of dollars)

Goodwill

	Three Months Ended	
	October 2, 2011	December 31, 2010
Specialty Minerals	\$ 13.9	\$ 13.8
Refractories	51.5	53.3
Total	\$ 65.4	\$ 67.1

A reconciliation of the totals reported for the operating segments to the applicable line items in the condensed consolidated financial statements is as follows:

(millions of dollars)

**Income from continuing operations
before provision for taxes:**

	Three Months Ended		Nine Months Ended	
	Oct. 2, 2011	Oct. 3, 2010	Oct. 2, 2011	Oct. 3, 2010
Income from operations for reportable segments	\$ 26.8	\$ 26.0	\$ 79.4	\$ 78.8
Unallocated corporate expenses	(1.4)	(1.0)	(4.2)	(3.3)
Consolidated income from operations	25.4	25.0	75.2	75.5
Non-operating income (deductions) from operations	(1.7)	(0.2)	(3.3)	0.3
Income from continuing operations, before provision for taxes on income	\$ 23.7	\$ 24.8	\$ 71.9	\$ 75.8

MINERALS TECHNOLOGIES INC. AND SUBSIDIARY COMPANIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The Company's sales by product category are as follows:

(millions of dollars)	Three Months Ended		Nine Months Ended	
	Oct. 2, 2011	Oct. 3, 2010	Oct. 2, 2011	Oct. 3, 2010
Paper PCC	\$ 126.5	\$ 121.7	\$ 379.3	\$ 375.6
Specialty PCC	16.0	15.4	48.2	44.1
Talc	11.3	12.5	35.4	34.1
Ground Calcium Carbonate	17.3	16.8	53.2	52.0
Refractory Products	71.1	65.4	216.1	196.2
Metallurgical Products	20.0	18.3	60.9	56.4
Net sales	\$ 262.2	\$ 249.8	\$ 793.1	\$ 759.0

REVIEW REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders
Minerals Technologies Inc.:

We have reviewed the condensed consolidated balance sheet of Minerals Technologies Inc. and subsidiary companies as of October 2, 2011 and the related condensed consolidated statements of operations for the three-month and nine-month periods ended October 2, 2011 and October 3, 2010, and the related condensed consolidated statements of cash flows for the nine-month periods ended October 2, 2011 and October 3, 2010. These condensed consolidated financial statements are the responsibility of the company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Minerals Technologies Inc. and subsidiary companies as of December 31, 2010, and the related consolidated statements of income, shareholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated February 25, 2011, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2010 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ KPMG LLP

New York, New York
October 28, 2011

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**Income and Expense Items
as a Percentage of Net Sales**

	Three Months Ended		Nine Months Ended	
	Oct. 2, 2011	Oct. 3, 2010	Oct. 2, 2011	Oct. 3, 2010
Net sales	100.0 %	100.0 %	100.0 %	100.0 %
Cost of goods sold	79.8	79.1	79.9	79.1
Production margin	20.2	20.9	20.1	20.9
Marketing and administrative expenses	8.6	9.0	8.7	8.9
Research and development expenses	1.8	1.9	1.8	1.9
Restructuring and other costs	0.1	--	0.1	0.1
Income from operations	9.7	10.0	9.5	9.9
Net income	6.0 %	6.7 %	6.0 %	6.7 %

Executive Summary

Consolidated sales for the third quarter of 2011 increased 5% to \$262.2 million from \$249.8 million in the prior year. Income from operations was \$25.4 million as compared to \$25.0 million in the prior year, an increase of 2%. Net income was \$15.7 million as compared to \$16.7 million in the prior year. Included in net income for the quarter is a \$1.4 million currency translation loss recognized upon divestiture of a 50% interest in the Company's Refractories joint venture in Korea.

The Company's results reflect continued solid financial performance despite some softening in our end markets and uncertainty in the global markets. In addition, the Company has been affected by higher materials and energy costs. However, we have been able to partially offset these cost increases with price increases. The Company continues to focus on the execution of its geographic expansion and new product development growth strategies. During the third quarter, the Company began operations at one satellite PCC facility in the US, is constructing three new satellite PCC facilities in India, and is continuing to pursue market penetration of its FulFill™ portfolio of PCC products. We also continue to execute on our efforts to contain costs and improve productivity throughout the organization.

The Company's balance sheet remains strong. Cash, cash equivalents and short-term investments were approximately \$399 million. We have available credit lines of \$186 million, our debt to equity ratio was 12%, and our current ratio was 3.9. Our cash flows from operations were \$93 million in the first nine months of 2011, of which approximately \$36 million was generated in the third quarter.

We face some significant risks and challenges in the future:

- The industries we serve, primarily paper, steel, construction and automotive, have been adversely affected by the uncertain global economic climate. Although these markets have stabilized, our global business could be adversely affected by further decreases in economic activity. Our Refractories segment primarily serves the steel industry. North American and European steel production improved 8% and 6%, respectively in the third quarter of 2011 as compared with the prior year, however, remains below pre-recession levels. In the paper industry, which is served by our Paper PCC product line, production levels for printing and writing papers within North America and Europe, our two largest markets for the third quarter 2011 were 1% higher than second quarter 2011 and 4% below third quarter of the prior year. In addition, our Processed Minerals and Specialty PCC product lines are affected by the domestic building and construction markets and the automotive market. Housing starts in the third quarter of 2011 averaged at approximately 615 thousand units, and were up 8% from second quarter 2011 levels and were up 5% when compared to third quarter 2010. Housing starts were at a peak rate of 2.1 million units in 2005. In the automotive industry, North American car and truck production was approximately 8% higher than the prior year, but were up only 1% from the

second quarter of 2011 and are now approximately five percent below pre-recession levels.

- Some of our customers may experience shutdowns due to further consolidations, or, may face liquidity issues, which could deteriorate the aging of our accounts receivable, increase our bad debt exposure and possibly trigger impairment of assets or realignment of our businesses.
- Consolidations and rationalizations in the paper and steel industries concentrate purchasing power in the hands of fewer customers, increasing pricing pressure on suppliers such as Minerals Technologies Inc.
- Most of our Paper PCC sales are subject to long-term contracts that may be terminated pursuant to their terms, or may be renewed on terms less favorable to us.
- We are subject to volatility in pricing and supply availability of our key raw materials used in our Paper PCC product line and Refractory product line.
- We continue to rely on China for a significant portion of our supply of magnesium oxide in the Refractories segment, which may be subject to uncertainty in availability and cost.
- Fluctuations in energy costs have an impact on all of our businesses.
- Changes in the fair market value of our pension assets, rates of return on assets, and discount rates could have a significant impact on our net periodic pension costs as well as our funding status.
- As we expand our operations abroad we face the inherent risks of doing business in many foreign countries, including foreign exchange risk, import and export restrictions, and security concerns.
- The Company's operations, particularly in the mining and environmental areas (discharges, emissions and greenhouse gases), are subject to regulation by federal, state and foreign authorities and may be subject to, and presumably will be required to comply with, additional laws, regulations and guidelines which may be adopted in the future.

During the second quarter of 2011, M-real Corporation announced plans to divest its Alizay paper mill in France by the end of September 2011. Over the past several months, M-real has been in discussions with a number of paper producers; however none of the candidates have fulfilled M-real's conditions for sale. On October 18th, M-real announced it had not reached an agreement with potential buyers and that it had commenced an information and consultation process to close this facility. However, we have not received any further information as to a possible closure date. M-real stated in its announcement that serious negotiations with two potential buyers had taken place in the past few weeks and that the French government has supported M-real in the sales process. We are aware that the negotiations with the potential buyers have continued beyond the October 18th. If M-real terminates its operations at the Alizay paper mill, the Company would likely shut down its PCC satellite facility and could incur an impairment of assets charge. Under that scenario, the Company could pursue options for mitigation or recovery of assets, including redeployment of assets to other locations to the extent feasible. The net book value of the facility as of October 2, 2011 is \$5.9 million. Projected 2011 annual sales at Alizay are approximately \$9 million.

During the third quarter of 2011, NewPage Corporation filed for Chapter 11 bankruptcy protection. The Company does business with five NewPage mills, including operating three satellite PCC facilities at NewPage locations. At present, the Company continues to supply PCC to these mills. If NewPage is unable to emerge from the bankruptcy process or should these facilities cease operations, the Company could incur an impairment of assets charge of up to \$16 million and may incur additional provisions for bad debt. Annualized sales to NewPage locations in 2011 are projected to be approximately \$20 million.

During the third quarter of 2011, UPM-Kymmene announced its intention to permanently reduce paper capacity at several locations in Europe by the end of 2011. The Company presently operates a PCC satellite facility at one of these locations at Myllykoski, Finland. The net book value of the Company's assets at that facility is \$0.7 million. The Company is accelerating depreciation of these assets over the last four months of the year. Sales at the Company's satellite at Myllykoski for 2011 are projected to be approximately \$15 million.

The Company has evaluated these facilities for impairment of assets and, based upon the information currently available and probability-weighted cash flows of various potential outcomes, has determined that no impairment charge is required in the third quarter.

The Company will continue to focus on innovation and new product development and other opportunities for continued growth as follows:

- Develop multiple high-filler technologies, such as filler-fiber, under the Fulfill™ platform of products, to increase the fill rate in freesheet paper and continue to progress with commercial discussions and full-scale paper machine trials.

- Increase our sales of PCC for paper by further penetration of the markets for paper filling at both freesheet and groundwood mills, particularly in emerging markets.
- Expand the Company's PCC coating product line using the satellite model.
- Promote the Company's expertise in crystal engineering, especially in helping papermakers customize PCC morphologies for specific paper applications.
- Expand PCC produced for paper filling applications by working with industry partners to develop new methods to increase the ratio of PCC for fiber substitutions.
- Develop unique calcium carbonates and talc products used in the manufacture of novel biopolymers and coating applications, a new market opportunity.
- Deploy value-added formulations of refractory materials that not only reduce costs but improve performance and expand our solid core wire line into BRIC and other Asian countries.
- Deploy the Company's new LaCam® -Torpedo measuring system, a new laser measurement technology to measure refractory lining thickness in hot ladles.
- Deploy operational excellence principles into all aspects of the organization, including system infrastructure and lean principles.
- Explore selective acquisitions to fit our core competencies in minerals and fine particle technology.

However, there can be no assurance that we will achieve success in implementing any one or more of these opportunities.

Results of Operations

Three months ended October 2, 2011 as compared with three months ended October 3, 2010.

Sales (millions of dollars)	Third Quarter 2011	% of Total Sales	Growth	Third Quarter 2010	% of Total Sales
Net Sales					
U.S.	\$ 140.2	53.5 %	4 %	\$ 135.1	54.1 %
International	122.0	46.5 %	6 %	114.7	45.9 %
Net sales	<u>\$ 262.2</u>	<u>100.0 %</u>	<u>5 %</u>	<u>\$ 249.8</u>	<u>100.0 %</u>
Paper PCC	\$ 126.5	48.3 %	4 %	\$ 121.7	48.8 %
Specialty PCC	16.0	6.1 %	6 %	15.1	6.0 %
PCC Products	<u>\$ 142.5</u>	<u>54.4 %</u>	<u>4 %</u>	<u>\$ 136.8</u>	<u>54.8 %</u>
Talc	\$ 11.3	4.3 %	(10) %	\$ 12.5	5.0 %
Ground Calcium Carbonate	17.3	6.6 %	3 %	16.8	6.7 %
Processed Minerals Products	<u>\$ 28.6</u>	<u>10.9 %</u>	<u>(2) %</u>	<u>\$ 29.3</u>	<u>11.4 %</u>
Specialty Minerals Segment	<u>\$ 171.1</u>	<u>65.3 %</u>	<u>3 %</u>	<u>\$ 166.1</u>	<u>66.5 %</u>
Refractory Products	\$ 71.1	27.1 %	9 %	\$ 65.4	26.2 %
Metallurgical Products	20.0	7.6 %	9 %	18.3	7.3 %
Refractories Segment	<u>\$ 91.1</u>	<u>34.7 %</u>	<u>9 %</u>	<u>\$ 83.7</u>	<u>33.5 %</u>
Net sales	<u>\$ 262.2</u>	<u>100.0 %</u>	<u>5 %</u>	<u>\$ 249.8</u>	<u>100.0 %</u>

Worldwide net sales in the third quarter of 2011 increased 5% from the previous year to \$262.2 million from \$249.8 million. Foreign exchange had a favorable impact on sales of approximately \$10.4 million or 4 percentage points of growth. Sales in the Specialty Minerals segment, which includes the PCC and Processed Minerals product lines, increased 3% to \$171.1 million as compared with \$166.1 million for the same period in the prior year. Sales in the Refractories segment increased 9% to \$91.1 million as compared with \$83.7 million in the prior year.

Worldwide net sales of PCC, which is primarily used in the manufacturing process of the paper industry, increased 4% in the third quarter to \$142.5 million from \$136.8 million in the prior year. Foreign exchange had a favorable impact on sales of \$5.9 million or approximately 4 percentage point of growth. Paper PCC sales increased 4% to \$126.5 million in the third quarter of 2011 from \$121.7 million in the prior year. Paper PCC volumes declined 6% in the third quarter from the prior year. This was more than offset by price increases and the effects of

foreign exchange. Sales of Specialty PCC increased 6% to \$16.0 million from \$15.1 million in the prior year. This increase was primarily due to slightly higher volumes, increased pricing and the effects of foreign exchange.

Net sales of Processed Minerals products decreased 2% in the third quarter to \$28.6 million from \$29.3 million in the third quarter of 2010. This decrease was primarily due to 15% lower volumes in our talc product line which was attributable to significant customer inventory restocking in the prior year. This was offset by 7% higher volumes in our ground calcium product line due to higher roofing sales in the southwestern United States as compared with prior year.

Net sales in the Refractories segment in the third quarter of 2011 increased 9% to \$91.1 million from \$83.7 million in the prior year. Foreign exchange had a favorable impact on sales of \$4.5 million or approximately 5 percentage points of growth. Sales of refractory products and systems to steel and other industrial applications increased 9% to \$71.1 million from \$65.4 million in the prior year. This increase was primarily due to increased selling prices and the effects of foreign exchange, which more than offset a 5% decline in volumes, primarily in Asia, due to the sale of a 50% interest in and deconsolidation of our joint venture in Korea. Sales of metallurgical products within the Refractories segment increased 9% to \$20.0 million as compared with \$18.3 million in the same period last year.

Net sales in the United States increased 4% to \$140.2 million in the third quarter of 2011 from \$135.1 million in the prior year. International sales in the third quarter of 2011 increased 6% to \$122.0 million, primarily due to the effects of foreign exchange.

Operating Costs and Expenses (millions of dollars)	Third Quarter 2011	Third Quarter 2010	Growth
Cost of goods sold	\$ 209.3	\$ 197.6	6%
Marketing and administrative	\$ 22.6	\$ 22.6	0%
Research and development	\$ 4.7	\$ 4.6	2%
Restructuring and other costs	\$ 0.2	\$ --	*

* Percentage not meaningful

Cost of goods sold was 79.8% of sales as compared with 79.1% of sales in the prior year. Production margin increased \$0.7 million, or 1% as compared with a 5% increase in sales. In the Specialty Minerals segment, production margin remained flat over prior year, as compared with a 3% increase in sales. Net pricing increases of \$3.2 million were more than offset by higher raw material and energy costs incurred that were not fully recovered through pricing due to contractual stipulations. In the Refractories segment, production margin increased 4%, or \$0.7 million as compared with a 9% increase in sales. This segment had higher raw material costs of \$3.9 million which were offset by price increases of \$3.2 million and the favorable effects of foreign exchange.

Marketing and administrative costs remained flat at \$22.6 million as compared the prior year and represented 8.6% of net sales as compared with 9.0% of net sales in the prior year.

Research and development expenses increased 2% to \$4.7 million from \$4.6 million in the third quarter of 2010 and represented 1.8% of net sales as compared with 1.9% of net sales in the prior year.

Restructuring costs were \$0.2 million in the quarter and represented incremental employee severance costs associated with our 2009 program.

Income from Operations (millions of dollars)	Third Quarter 2011	Third Quarter 2010	Growth
Income from operations	\$ 25.4	\$ 25.0	2%

The Company recorded income from operations of \$25.4 million in the third quarter of 2011 as compared to \$25.0 million in the prior year. Income from operations represented 9.7% of sales in the third quarter of 2011 as compared with 10.0% of sales in the prior year.

Income from operations for the Specialty Minerals segment declined 2% to \$19.3 million from \$19.7 million in the prior year and was 11.3% of net sales as compared with 12.0% in the third quarter of 2010. Operating income for the Refractories segment was \$7.5 million as compared to income from operations of \$6.3 million in the prior year and represented 8.3% of sales as compared with 7.5% of sales.

Non-Operating Deductions (millions of dollars)	Third Quarter 2011	Third Quarter 2010	Growth
Non-operating deductions	\$ 1.7	\$ 0.2	*%

* Percentage not meaningful

In the third quarter of 2011, the Company recorded net non-operating deductions of \$1.7 million as compared to net non-operating deductions of \$0.2 million in the prior year. During the third quarter of 2011, the Company recognized currency translation losses of \$1.4 million upon deconsolidation of our joint venture in Korea.

Provision for Taxes on Income (millions of dollars)	Third Quarter 2011	Third Quarter 2010	Growth
Provision for taxes on income	\$ 7.4	\$ 7.3	1%

Provision for taxes on income during the third quarter of 2011 was \$7.4 million as compared to \$7.3 million during the third quarter of 2010. The effective tax rate for the third quarter of 2011 was 31.1% compared to 29.5% for the third quarter of 2010. In the third quarter of 2011, the effective tax rate was negatively affected by 1.5 percentage points related to the foreign currency translation loss for which the Company could not record a tax benefit.

Consolidated Net Income, net of tax (millions of dollars)	Third Quarter 2011	Third Quarter 2010	Growth
Consolidated net income, net of tax	\$ 16.3	\$ 17.5	(7)%

The Company recorded consolidated net income, net of tax, of \$16.3 million as compared with \$17.5 million in the prior year.

Non-controlling Interests (million of dollars)	Third Quarter 2011	Third Quarter 2010	Growth
Net income	\$ 0.7	\$ 0.8	(13)%

The decrease in the income attributable to non-controlling interests is due to slightly lower profitability in our joint ventures.

Net Income Attributable to MTI (million of dollars)	Third Quarter 2011	Third Quarter 2010	Growth
Net income	\$ 15.7	\$ 16.7	(6)%

Net income attributable to MTI was \$15.7 million in the third quarter of 2011 as compared with income of \$16.7 million in the prior year. Diluted earnings per common share were \$0.87 per share in the third quarter of 2011 as compared with \$0.90 per share in the prior year.

Nine months ended October 2, 2011 as compared with nine months ended October 3, 2010

(millions of dollars)					
Net Sales	First Nine Months 2011	% of Total Sales	Growth	First Nine Months 2010	% of Total Sales
U.S.	\$ 420.8	53.1 %	3 %	\$ 410.2	54.1 %
International	372.3	46.9 %	7 %	348.8	45.9 %
Net sales	<u>\$ 793.1</u>	<u>100.0 %</u>	<u>4 %</u>	<u>\$ 759.0</u>	<u>100.0 %</u>
Paper PCC	\$ 379.3	47.8 %	1 %	\$ 375.6	49.5 %
Specialty PCC	48.2	6.1 %	8 %	44.7	5.9 %
PCC Products	<u>\$ 427.5</u>	<u>53.9 %</u>	<u>2 %</u>	<u>\$ 420.3</u>	<u>55.4 %</u>
Talc	\$ 35.4	4.5 %	4 %	\$ 34.1	4.5 %
Ground Calcium Carbonate	53.2	6.7 %	2 %	52.0	6.8 %
Processed Minerals Products	<u>\$ 88.6</u>	<u>11.2 %</u>	<u>3 %</u>	<u>\$ 86.1</u>	<u>11.3 %</u>
Specialty Minerals Segment	<u>\$ 516.1</u>	<u>65.1 %</u>	<u>2 %</u>	<u>\$ 506.4</u>	<u>66.7 %</u>
Refractory Products	\$ 216.1	27.2 %	10 %	\$ 196.2	25.9 %
Metallurgical Products	60.9	7.7 %	8 %	56.4	7.4 %
Refractories Segment	<u>\$ 277.0</u>	<u>34.9 %</u>	<u>10 %</u>	<u>\$ 252.6</u>	<u>33.3 %</u>
Net sales	<u>\$ 793.1</u>	<u>100.0 %</u>	<u>4 %</u>	<u>\$ 759.0</u>	<u>100.0 %</u>

Worldwide net sales in the first nine months of 2011 increased 4% to \$793.1 million from \$759.0 million in the prior year. Foreign exchange had a favorable impact on sales of approximately \$22.1 million or approximately 3 percentage points of growth. Sales in the Specialty Minerals segment, which includes the PCC and Processed Minerals product lines, increased 2% to \$516.1 million as compared with \$506.4 million for the same period in 2010. Sales in the Refractories segment increased 10% from the previous year to \$277.0 million.

Worldwide net sales of PCC, which is primarily used in the manufacturing process of the paper industry, increased 2% in the first nine months to \$427.5 million from \$420.3 million in the prior year. Foreign exchange had a favorable impact on sales of \$12.4 million, or 3 percentage points of growth. Paper PCC sales increased 1% to \$379.3 million in the first nine months of 2011 from \$375.6 million in the prior year. Total Paper PCC volumes decreased approximately 4% with volume declines in all regions. This was offset by increased pricing and the effects of foreign exchange. Sales of Specialty PCC increased 8% to \$48.2 million from \$44.7 million in the prior year. This increase was due to volume increases, increased prices, and the effects of foreign exchange.

Net sales of Processed Minerals products increased 3% from prior year in the first nine months of 2011 to \$88.6 million from \$86.1 million in the prior year. This increase was attributable to 8% higher volumes and price increases in the talc product line.

Net sales in the Refractories segment in the first nine months of 2011 increased 10% to \$277.0 million from \$252.6 million in the prior year. Sales of refractory products and systems to steel and other industrial applications increased 10 percent to \$216.1 million from \$196.2 million primarily due to increased selling prices, higher volumes, higher equipment sales, and the effects of foreign exchange. Sales of metallurgical products within the Refractories segment increased 8 percent to \$60.9 million as compared with \$56.4 million in the same period last year due to increased selling prices and better product mix, which more than offset volume declines of 9%, primarily in Asia.

Net sales in the United States increased 3% to \$420.8 million in the first nine months of 2011. International sales in the first nine months of 2010 increased 7% to \$372.3 million, primarily due to the effects of foreign exchange.

Operating Costs and Expenses (millions of dollars)	Nine Months 2011	Nine Months 2010	Growth
Cost of goods sold	\$ 633.6	\$ 600.4	6%
Marketing and administrative	\$ 69.4	\$ 67.5	3%
Research and development	\$ 14.5	\$ 14.7	(1)%
Restructuring and other costs	\$ 0.5	\$ 0.9	(46)%

Cost of goods sold was 79.9% of sales as compared with 79.1% of sales in the prior year. Production margin increased \$0.9 million, or 1% on a 4% increase on sales. In the Specialty Minerals segment, production margin remained flat as compared with a 2% increase in sales. This segment incurred higher raw materials and energy costs that were not fully recovered by price increases. In the Refractories segment, production margin increased 2%, on a 10% increase in sales. This segment incurred higher raw material costs of \$13 million that were partially offset by price increase of \$9.4 million, the favorable effects of foreign exchange and higher equipment sales.

Marketing and administrative costs increased 3% to \$69.4 million in the first nine months of 2011 as compared to \$67.5 million in the prior year. Marketing and administrative costs as a percentage of net sales, however, was 8.7% of sales in the third quarter of 2011 as compared with 8.9% of sales in the prior year.

Research and development expenses decreased 1% to \$14.5 million and represented 1.8% of net sales as compared with 1.9% of net sales in the prior year.

Restructuring and other costs during the first nine months of 2011 were \$0.5 million and primarily related to an additional \$0.9 million of restructuring costs associated with our 2007 restructuring of our PCC merchant facility in Germany. This was partially offset by reversals of previously recorded liabilities. Restructuring and other costs during the first nine months of 2010 were \$0.9 million and primarily related to railcar lease early termination costs associated with the announced plant closures of our Franklin, Virginia and Plymouth, North Carolina satellite facilities and additional net provisions for severance and other employee benefits.

Income from Operations (millions of dollars)	Nine Months 2011	Nine Months 2010	Growth
Income from operations	\$ 75.2	\$ 75.5	0%

The Company recorded income from operations in the first nine months of 2011 of \$75.2 million as compared with \$75.5 million in the prior year. Income from operations represented 9.5% of net sales as compared with 9.9% of net sales in the prior year.

Income from operations for the Specialty Minerals segment decreased 1% to \$57.1 million from \$57.4 million in the prior year. Income from operations for the Refractories segment increased 4% to \$22.2 million from \$21.4 million in the prior year.

Non-Operating Income (Deductions) (millions of dollars)	Nine months 2011	Nine months 2010	Growth
Non-operating income (deductions), net	\$ (3.3)	\$ 0.3	* %

* Percentage not meaningful

Non-operating deductions were \$3.3 million in the first nine months of 2011 as compared with net non-operating income of \$0.3 million in the prior year. Included in non-operating deductions for the first nine months of 2011 are foreign currency translation losses recognized upon deconsolidation of the Company's joint venture in Korea. Included in the non-operating income for the first nine months of 2010 was a gain on the sale of previously impaired assets of \$0.2 million and a settlement relating to a customer contract termination of \$0.8 million.

Provision for Taxes on Income (millions of dollars)	Nine months 2011	Nine months 2010	Growth
Provision for taxes on income	\$ 21.7	\$ 22.6	(4)%

Provision for taxes on income during the first nine months of 2011 was \$21.7 million as compared to \$22.6 million during the first nine months of 2010. The effective tax rate for the first nine months of 2011 was 30.2% as compared to 29.8% for the first nine months of 2010. The rate for 2011 was affected by the foreign currency translation loss for Korea for which the Company could not record a tax benefit.

Consolidated net income, net of tax (millions of dollars)	Nine months 2011	Nine months 2010	Growth
Income (loss) from continuing operations	\$ 50.2	\$ 53.2	(6)%

The Company recorded consolidated net income, net of tax, of \$50.2 million as compared with \$53.2 million in the prior year.

Non-controlling Interests (million of dollars)	Nine months 2011	Nine months 2010	Growth
Net income (loss)	\$ 2.3	\$ 2.2	5%

The increase in the income attributable to non-controlling interests was due to slightly higher profitability in our joint ventures.

Net Income Attributable to MTI (millions of dollars)	Nine months 2011	Nine months 2010	Growth
Net income	\$ 47.9	\$ 51.0	(6)%

Net income attributable to MTI was \$47.9 million for the first nine months of 2011 as compared with income of \$51.0 million in the prior year. Diluted earnings per common share were \$2.62 for the first nine months of 2011 as compared with earnings per share of \$2.73 in the prior year.

Liquidity and Capital Resources

Cash flows provided from operations in the first nine months of 2011 were principally used to fund capital expenditures, repurchase shares of Company stock, and pay the Company's dividend to common shareholders. Cash provided from operating activities amounted to \$92.9 million in the first nine months of 2011 as compared with \$108.1 million for the same period last year.

Working capital is defined as trade accounts receivable, trade accounts payable and inventories. Working capital decreased approximately 2% from December 2010. Total days of working capital decreased four days to 55 days in the third quarter of 2011 from 59 days in the fourth quarter of 2010. This decrease was due to a reduction of working capital combined with higher sales levels at the end of third quarter 2011 as compared with the fourth quarter 2010.

On February 22, 2010, the Company's Board of Directors authorized the Company's management to repurchase, at its discretion, up to \$75 million shares of Company stock over a two-year period. As of October 2, 2011, 1,278,606 shares were purchased under this program at an average price of approximately \$58.66 per share. This program has been completed.

The Company's Board of Directors has authorized the Company's management to repurchase, at its discretion, up to \$75 million of additional shares over a two-year period upon completion of the existing program.

The following table summarizes our contractual obligations as of October 2, 2011:

Contractual Obligations

(millions of dollars)	Payments Due by Period				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	After 5 Years
Debt	\$ 94.3	\$ 8.6	\$ 77.5	\$ 8.2	\$ --
Operating lease obligations	20.2	3.6	4.8	4.0	7.8
Total contractual obligations	\$ 114.5	\$ 12.2	\$ 82.3	\$ 12.2	\$ 7.8

The Company had \$186 million in uncommitted short-term bank credit lines, of which \$5.4 million were in use at October 2, 2011. Our credit lines are primarily in the US, with approximately \$16 million or 8% outside the US. The credit lines are generally one year in term at competitive market rates at large well-established institutions. The Company typically uses its available credit lines to fund working capital requirement or local capital spending needs. We anticipate that capital expenditures for 2011 should be between \$50 million and \$60 million, principally related to the construction of PCC plants and other opportunities that meet our strategic growth objectives. We expect to meet our other long-term financing requirements from internally generated funds and where appropriate, project financing of certain satellite plants. The aggregate maturities of long-term debt are as follows: remainder of 2011 - \$0.6 million; 2012 - \$8.5 million; 2013 - \$77.0 million; 2014 - \$8.2 million; thereafter - \$0.0 million.

Cautionary Statement for “Safe Harbor” Purposes under the Private Securities Litigation Reform Act of 1995

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements made by or on behalf of the Company. This report contains statements that the Company believes may be “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, particularly statements relating to the Company’s objectives, plans or goals, future actions, future performance or results of current and anticipated products, sales efforts, expenditures, and financial results. From time to time, the Company also provides forward-looking statements in other publicly-released materials, both written and oral. Forward-looking statements provide current expectations and forecasts of future events such as new products, revenues and financial performance, and are not limited to describing historical or current facts. They can be identified by the use of words such as “believes,” “expects,” “plans,” “intends,” “anticipates,” and other words and phrases of similar meaning.

Forward-looking statements are necessarily based on assumptions, estimates and limited information available at the time they are made. A broad variety of risks and uncertainties, both known and unknown, as well as the inaccuracy of assumptions and estimates, can affect the realization of the expectations or forecasts in these statements. Many of these risks and uncertainties are difficult to predict or are beyond the Company’s control. Consequently, no forward-looking statement can be guaranteed. Actual future results may vary materially. Significant factors affecting the expectations and forecasts are set forth under “Item 1A — Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2010, and in Exhibit 99 to this Quarterly Report on Form 10-Q.

The Company undertakes no obligation to update any forward-looking statements to reflect events or circumstances that arise after the date hereof. Investors should refer to the Company’s subsequent filings under the Securities Exchange Act of 1934 for further disclosures.

Recently Issued Accounting Standards

We do not expect the adoption of any recent accounting pronouncements to have a material effect on the financial statements of the Company.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles.

The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities.

On an ongoing basis, we evaluate our estimates and assumptions, including those related to revenue recognition, allowance for doubtful accounts, valuation of inventories, valuation of long-lived assets, pension plan assumptions, stock-based compensation assumptions, income taxes, income tax valuation allowances and litigation and environmental liabilities. We base our estimates on historical experience and on other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that can not readily be determined from other sources. There can be no assurance that actual results will not differ from those estimates.

ITEM 3. Quantitative and Qualitative Disclosures about Market Risk

Market risk represents the risk of loss that may impact our financial position, results of operations or cash flows due to adverse changes in market prices and foreign currency and interest rates. We are exposed to market risk because of changes in foreign currency exchange rates as measured against the U.S. dollar. We do not anticipate that near-term changes in exchange rates will have a material impact on our future earnings or cash flows. However, there can be no assurance that a sudden and significant decline in the value of foreign currencies would not have a material adverse effect on our financial condition and results of operations. Approximately 48% of our bank debt bears interest at variable rates; therefore our results of operations would only be affected by interest rate changes to such outstanding bank debt. An immediate 10 percent change in interest rates would not have a material effect on our results of operations over the next fiscal year.

We do not enter into derivatives or other financial instruments for trading or speculative purposes. When appropriate, we enter into derivative financial instruments, such as forward exchange contracts and interest rate swaps, to mitigate the impact of foreign exchange rate movements and interest rate movements on our operating results. The counterparties are major financial institutions. Such forward exchange contracts and interest rate swaps would not subject us to additional risk from exchange rate or interest rate movements because gains and losses on these contracts would offset losses and gains on the assets, liabilities, and transactions being hedged. We have open forward exchange contracts to purchase approximately \$1.3 million of foreign currencies as of October 2, 2011. The contracts mature between November 2011 and January of 2012. The fair value of these instruments at October 2, 2011 was an asset of \$0.2 million.

In 2008, the Company entered into forward contracts to sell 30 million Euros as a hedge of its net investment in Europe. These contracts mature in October 2013. The fair value of these instruments at October 2, 2011 was an asset of \$2.6 million.

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, and under the supervision and with participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer, the Company carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures, pursuant to Exchange Act Rule 13a-15(b). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of October 2, 2011.

Changes in Internal Control Over Financial Reporting

There was no change in the Company's internal control over financial reporting during the quarter ended October 2, 2011 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. Legal Proceedings

Certain of the Company's subsidiaries are among numerous defendants in a number of cases seeking damages for exposure to silica or to asbestos containing materials. The Company currently has 76 pending silica cases and 25 pending asbestos cases. To date, 1,389 silica cases and 8 asbestos cases have been dismissed. Most of these claims do not provide adequate information to assess their merits, the likelihood that the Company will be found liable, or the magnitude of such liability, if any. Additional claims of this nature may be made against the Company or its subsidiaries. At this time management anticipates that the amount of the Company's liability, if any, and the cost of defending such claims, will not have a material effect on its financial position or results of operations.

The Company has not settled any silica or asbestos lawsuits to date. We are unable to state an amount or range of amounts claimed in any of the lawsuits because state court pleading practices do not require identifying the amount of the claimed damage. The aggregate cost to the Company for the legal defense of these cases since inception was approximately \$0.1 million, the majority of which has been reimbursed by Pfizer Inc pursuant to the terms of certain agreements entered into in connection with the Company's initial public offering in 1992. Our experience has been that the Company is not liable to plaintiffs in any of these lawsuits and the Company does not expect to pay any settlements or jury verdicts in these lawsuits.

Environmental Matters

On April 9, 2003, the Connecticut Department of Environmental Protection ("DEP") issued an administrative consent order relating to our Canaan, Connecticut, plant where both our Refractories segment and Specialty Minerals segment have operations. We agreed to the order, which includes provisions requiring investigation and remediation of contamination associated with historic use of polychlorinated biphenyls ("PCBs") and mercury at a portion of the site. Historic documentation indicates that PCBs and mercury were first used at the contaminated portion of the facility at a time of U.S. government ownership for production of materials needed by the military during World War II, the Korean War, and the subsequent Cold War period.

The following is the present status of the remediation efforts:

- *Building Decontamination.* We have completed the investigation of building contamination and submitted several reports characterizing the contamination. We are awaiting review and approval of these reports by the regulators. Based on the results of this investigation, we believe that the contamination may be adequately addressed by means of encapsulation through painting of exposed surfaces, pursuant to the Environmental Protection Agency's ("EPA") regulations and have accrued such liabilities as discussed below. However, this conclusion remains uncertain pending completion of the phased remediation decision process, including a site-specific risk assessment required by the regulators.
- *Groundwater.* We have completed investigations of potential groundwater contamination and have submitted a report on the investigations finding that there is no PCB or mercury contamination, but some oil contamination of the groundwater. We expect the regulators to require confirmatory long term groundwater monitoring at the site.
- *Soil.* We have completed investigations of soil contamination and submitted reports characterizing contamination to the regulators. Based on the results of these investigations we believe that, with minor exceptions, the contamination may be left in place and monitored, pursuant to the site-specific risk assessment, which is underway. However, this conclusion is subject to completion of a phased remediation decision process required by applicable regulations.

We believe that the most likely form of overall site remediation will be to leave existing contamination in place, encapsulate it, and monitor the effectiveness of the encapsulation. We anticipate that a substantial portion of the remediation cost will be borne by the United States based on its involvement at the site from 1942 – 1964. Though the cost of the likely remediation above remains uncertain pending completion of the phased remediation decision process, we have estimated that the Company's share of the cost of the encapsulation and limited soil removal described above would approximate \$400,000, which has been accrued as of October 2, 2011.

The Company is evaluating options for upgrading the wastewater treatment facilities at its Adams, Massachusetts plant. This work has been undertaken pursuant to an administrative Consent Order originally issued by the Massachusetts Department of Environmental Protection ("DEP") on June 18, 2002. This order was amended on June

1, 2009 and on June 2, 2010. The amended Order includes the investigation by January 1, 2022 of options for ensuring that the facility's wastewater treatment ponds will not result in unpermitted discharge to groundwater. Additional requirements of the amendment include the submittal by July 1, 2022 of a plan for closure of a historic lime solids disposal area. Preliminary engineering reviews completed in 2005 indicate that the estimated cost of wastewater treatment upgrades to operate this facility beyond 2024 may be between \$6 million and \$8 million. The Company estimates that the remaining remediation costs would approximate \$400,000, which has been accrued as of October 2, 2011.

The Company and its subsidiaries are not party to any other material pending legal proceedings, other than routine litigation incidental to their businesses.

ITEM 1A. Risk Factors

There have been no material changes to our risk factors from those disclosed in our 2010 Annual Report on Form 10-K. For a description of Risk Factors, see Exhibit 99 attached to this report.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of the Publicly Announced Program	Dollar Value of Shares that May Yet be Purchased Under the Program
July 4 – July 31	46,202	\$ 64.82	941,006	\$ 18,377,025
August 2 – August 29	130,600	\$ 56.30	1,071,606	\$ 11,024,472
August 30 – October 3	207,000	\$ 53.25	1,278,606	\$ 1,614
Total	383,802	\$ 55.68		

On February 22, 2010, the Company's Board of Directors authorized the Company's management to repurchase, at its discretion, up to \$75 million of additional shares over the next two-year period. As of October 2, 2011, 1,278,606 shares were purchased under this program at an average price of approximately \$58.66 per share. This program has been completed.

The Company's Board of Directors has authorized the Company's management to repurchase, at its discretion, up to \$75 million of additional shares over a two-year period upon completion of the existing program.

ITEM 3. Default Upon Senior Securities

Not applicable.

ITEM 5. Other Information

Section 1503 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Reform Act") contains certain reporting requirements regarding coal or other mine safety. The Company, through its subsidiaries Specialty Minerals Inc. and Barretts Minerals Inc., operates four mines or mine complexes in the United States. The operation of our mines is subject to regulation by the federal Mine Safety and Health Administration ("MSHA") under the Federal Mine Safety and Health Act of 1977 (the "Mine Act"). MSHA inspects our mines on a regular basis and issues various citations and orders when it believes a violation has occurred under the Mine Act.

The following table sets forth the information required by the Reform Act with respect to each mine or mine complex for which we are the operator for the period July 4, 2011 to October 2, 2011 (number of occurrences, except for proposed assessment dollar values):

Mining Complex	Section 104(a) – S&S	Section 104(b)	Section 104(d)	Section 110(b)(2)	Section 107(a)	Proposed Assessments	Fatalities
	(A)	(B)	(C)	(D)	(E)	(F)	(G)
Lucerne Valley, CA	0	0	0	0	0	\$28,204	0
Canaan, CT	2	0	0	0	0	\$3,868	0
Adams, MA	0	0	0	0	0	\$0	0
Dillon, MT**	1	0	0	0	0	\$300*	0

* As of the date of this report, we have not received proposed assessments for certain additional violations issued during this period for this location.

** The Barretts Minerals Inc mining complex at Dillon, MT consists of three mines separately identified by MSHA.

- (A) The total number of violations of mandatory health or safety standards that could significantly and substantially contribute to the cause and effect of a mine safety or health hazard under section 104 of the Mine Act for which we received a citation from MSHA.
- (B) The total number of orders issued under section 104(b) of the Mine Act.
- (C) The total number of citations and orders for unwarrantable failure of the Company to comply with mandatory health or safety standards under section 104(d) of the Mine Act.
- (D) The total number of flagrant violations under section 110(b)(2) of the Mine Act.
- (E) The total number of imminent danger orders issued under section 107(a) of the Mine Act.
- (F) The total dollar value of proposed assessments from MSHA under the Mine Act.
- (G) The total number of mining-related fatalities.

During the period July 4 to October 2, 2011, we did not receive any written notice from MSHA, with respect to any mine or mine complex for which we are the operator, of (A) a pattern of violations of mandatory health or safety standards that are of such nature as could have significantly and substantially contributed to the cause and effect of mine health and safety hazards under section 104(e) of the Mine Act or (B) the potential to have such a pattern.

As of October 2, 2011, we had eleven pending legal actions before the Federal Mine Safety and Health Review Commission, all resulting from a recent MSHA inspection of the Lucerne Valley, California facility. We have no other legal actions before the Commission involving any other mine or mine complex for which we are the operator.

ITEM 6. Exhibits

<u>Exhibit No.</u>	Exhibit Title
10.1	Fourth Amendment to the Company's Savings and Investment Plan
15	Letter Regarding Unaudited Interim Financial Information.
31.1	Rule 13a-14(a)/15d-14(a) Certification executed by the Company's principal executive officer.
31.2	Rule 13a-14(a)/15d-14(a) Certification executed by the Company's principal financial officer.
32	Section 1350 Certifications.
99	Statement of Cautionary Factors That May Affect Future Results.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Presentation Linkbase

SIGNATURE

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.

Minerals Technologies Inc.

By: /s/ Douglas T. Dietrich
Douglas T. Dietrich
Senior Vice President-Finance and
Chief Financial Officer
(principal financial officer)

October 28, 2011

Exhibits Index

The following documents are filed as part of this report:

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FOURTH AMENDMENT TO THE
MINERALS TECHNOLOGIES INC. SAVINGS AND INVESTMENT PLAN
(as amended and restated effective as of September 14, 2007, with certain other effective dates)

WHEREAS, pursuant to Section 12.1 of the Minerals Technologies Inc. Savings and Investment Plan as amended and restated effective September 14, 2007, with certain other effective dates (the "Plan"), Minerals Technologies Inc. (the "Company") reserves the right to amend the Plan by action of its Board of Directors; and

WHEREAS, the Company desires to amend the Plan to add a safe-harbor employer contribution feature to the Plan and increase the pre-tax contribution percentage for employees who are automatically enrolled;

NOW, THEREFORE, the Plan is hereby amended, effective as of January 1, 2012, as follows:

1. Section 4.1(a) of the Plan shall be amended by deleting the third paragraph thereof in its entirety and replacing it with the following:

"Notwithstanding the foregoing, any Employee, upon first becoming eligible to participate in the Plan pursuant to Section 3.1 on or after January 1, 2012, who fails to affirmatively make a deferral election (including an election to contribute zero percent (0%) of his Compensation to the Plan) within the time prescribed by the Administrator, shall be deemed to have elected to defer three percent (3%) of his Compensation as a pre-tax contribution ("deemed elective deferral"). The Administrator shall provide to each Employee a notice of his right to receive the amount of the deemed elective deferral in cash and his right to increase or decrease his rate of elective deferrals. The Administrator shall also provide each such Employee a reasonable period to exercise such right before the date on which the cash is currently available."

2. Section 4.2 of the Plan shall be amended by deleting it in its entirety and replacing it with the following:

"Employer Contributions. Effective January 1, 2012, the Employer shall make Employer Safe-Harbor Basic Matching Contributions as provided under Section 10.2(c)."

3. Section 6.1 of the Plan shall be amended by deleting it in its entirety and replacing it with the following:

"A Participant shall at all times have a nonforfeitable (vested) right to his Account derived from elective deferrals (within the meaning of Section 4.1), after-tax contributions (under Section 4.5), Employer matching contributions, Employer Safe-Harbor Basic Matching Contributions (under Section 4.2 and Section 10.2(c)), Employer Fail-Safe Contributions, "Qualified Matching Contributions" (within the meaning of Section 10.2(a)), and rollovers or transfers from other plans, as adjusted for investment experience."

4. Section 8.2 of the Plan shall be amended by deleting the first paragraph thereof in its entirety and replacing it with the following:

“8.2HARDSHIP DISTRIBUTIONS. A Participant who is an Employee may, in the case of a financial hardship resulting from a proven immediate and heavy financial need, receive a distribution not to exceed the lesser of (i) the value of the Participant's Account without regard to earnings received on his elective deferrals (within the meaning of Section 4.1) after December 31, 1988, and without regard to any Fail-Safe Contributions, Qualified Matching Contributions (within the meaning of Section 10.2(a) below), and/or Employer Safe-Harbor Basic Matching Contributions (within the meaning of Section 4.2 and Section 10.2(c)) and excluding any earnings attributable to such amounts, or (ii) the amount necessary to satisfy the financial hardship. The amount of any such immediate and heavy financial need may include any amounts necessary to pay Federal, state or local income taxes reasonably anticipated to result from the distribution. Such distribution shall be made in accordance with nondiscriminatory and objective standards and procedures consistently applied by the Administrator.”

5. Section 8.4 of the Plan shall be amended by deleting the Section in its entirety and replacing it with the following:

“8.4NON-HARDSHIP WITHDRAWALS. Before attaining age fifty-nine and one-half (59½), a Participant, who is an Employee may, by notice to the Administrator, withdraw from the Plan a sum (a) not in excess of the credit balance of the Participant's Account attributable to any after-tax contributions made to the Plan, including earnings thereon, any rollover contributions including earnings thereon, and any Employer matching contributions that have been credited to his Account for at least two (2) years, (or, provided at least five (5) years have elapsed since his initial date of Plan participation, any matching contributions, credited to his Account), including earnings thereon, and (b) not less than such minimum amount as the Administrator may establish from time to time to facilitate administration of the Plan. Any such withdrawals shall be made in accordance with nondiscriminatory and objective standards consistently applied by the Administrator. The amount available for withdrawal shall exclude any Employer Safe-Harbor Basic Matching Contributions (under Section 4.2 and Section 10.2(c)) and any earnings thereon.”

6. Section 10.2(a) of the Plan shall be amended by deleting the third paragraph thereof in its entirety and replacing it with the following:

“Subject to subsection (c) below, as of the last day of each Plan Year, the deferred amounts for the Participants who are Highly-Compensated Employees for the Plan Year shall satisfy either of the following tests:

(1) The actual deferral percentage for the eligible Participants who are Highly-Compensated Employees for the Plan Year shall not exceed the actual deferral percentage for eligible Participants who are Nonhighly-Compensated Employees for the prior Plan Year multiplied by 1.25; or

- (2) The actual deferral percentage for eligible Participants who are Highly-Compensated Employees for the Plan Year shall not exceed the actual deferral percentage of eligible Participants who are Nonhighly-Compensated Employees for the prior Plan Year multiplied by two (2), provided that the actual deferral percentage for eligible Participants who are Highly-Compensated Employees for the Plan Year does not exceed the actual deferral percentage for eligible Participants who are Nonhighly-Compensated Employees for the prior Plan Year by more than two (2) percentage points.”

7. Section 10.2 of the Plan shall be amended by adding the following new subsection (c) to the end thereof:

(c) ADP Test Safe Harbor Rules. Notwithstanding anything contained in this Article to the contrary, the provisions of this paragraph (c) shall apply for Plan Years beginning on and after January 1, 2012, and any provisions relating to the average actual deferral percentage test (as set forth in subsection (a) above) shall not apply. In accordance with Section 1.401(k)-3 of the IRS Treasury Regulations, the Plan shall satisfy both the notice requirement and the contribution requirement described below.

(i) **Notice Requirement** - At least thirty (30) days and no more than ninety (90) days prior to the beginning of each Plan Year, the Administrator shall provide each Employee eligible to participate in the Plan with notice in writing in a manner calculated to be understood by the average eligible Employee, or through an electronic medium reasonably accessible to such Employee, of the Employer Safe-Harbor Basic Matching Contributions provided under subsection (c)(ii) below. Such notice shall describe (1) the formula for the Employer Safe-Harbor Basic Matching Contributions described in subsection (c)(ii) below, (2) any other employer contributions under the Plan made on account of elective contributions and the conditions under which such contributions are made, (3) the type and amount of Compensation that may be deferred under the Plan, (4) the procedures for making deferrals (within the meaning of Section 4.1) and the administrative and timing requirements that apply, (5) the periods available under the Plan for making elective deferrals, (6) the plan to which safe-harbor contributions will be made (if different than the Plan), and (7) the withdrawal and vesting provisions applicable to contributions under the Plan. A notice under this subsection (c)(i) shall also be provided during the ninety (90) day period ending with the day an Employee becomes eligible to participate in the Plan. Notwithstanding the foregoing, the notice shall satisfy both the content requirement and timing requirement of Section 1.401(k)-3(d) of the IRS Treasury Regulations, and any subsequent guidance issued by the Internal Revenue Service.

(ii) **Safe-Harbor Basic Matching Contribution** - The Employer shall make “Employer Safe-Harbor Basic Matching Contributions” on behalf of each Employee participating in the Plan in an amount equal to:

A. one hundred percent (100%) of the first three percent (3%) of the Participant’s Compensation contributed as elective deferrals or after-tax contributions, plus

B. fifty percent (50%) of the next two percent (2%) of the Participant’s Compensation contributed as elective deferrals or after-tax contributions.

The foregoing contributions shall be determined on a payroll-by-payroll period basis. The contributions shall be made no later than the end of the calendar quarter following the quarter in which the applicable payroll period ends. The contributions may be made in cash (which may be invested in Minerals Technologies Inc. common stock) or in Minerals Technologies Inc. common stock.”

8. Section 10.3(a) of the Plan shall be amended by deleting the second paragraph thereof in its entirety and replacing it with the following:

“Subject to subsection (c) below, as of the last day of each Plan Year, the average contribution percentage for Highly-Compensated Employees for the Plan Year shall satisfy either of the following tests:

(1) The average contribution percentage for eligible Participants who are Highly-Compensated Employees for the Plan Year shall not exceed the average contribution percentage for eligible Participants who are Nonhighly-Compensated Employees for the prior Plan Year multiplied by 1.25; or

(2) The average contribution percentage for eligible Participants who are Highly-Compensated Employees for the Plan Year shall not exceed the average contribution percentage for eligible Participants who are Nonhighly-Compensated Employees for the prior Plan Year multiplied by two (2), provided that the average contribution percentage for eligible Participants who are Highly-Compensated Employees for the Plan Year does not exceed the average contribution percentage for eligible Participants who are Nonhighly-Compensated Employees for the prior Plan Year by more than two (2) percentage points.”

9. Section 10.3 of the Plan shall be amended by adding the following new subsection (c) to the end thereof:

“(c) *ACP Test Safe Harbor Rules.* Notwithstanding anything contained in this Article to the contrary, the provisions of this paragraph (c) shall apply for the Plan Years beginning on and after January 1, 2012, and any provisions relating to the average contribution percentage test (as set forth in paragraph (a) above) shall not apply other than with respect to after-tax contributions. The Plan shall satisfy both the notice and contribution requirement described in Section 10.2(c). The average contribution percentage test shall apply with respect to after-tax contributions.”

10. Except as hereinabove amended, the provisions of the Plan shall continue in full force and effect.

IN WITNESS WHEREOF, the Board of Directors of the Company has authorized the undersigned to execute this amendment, and this amendment is executed on this 19th day of October, 2011.

MINERALS TECHNOLOGIES INC.

By: /s/ Thomas J. Meek

Vice President & General Counsel

Senior

ACCOUNTANTS' ACKNOWLEDGEMENT

Board of Directors
Minerals Technologies Inc.:

Re: Registration Statement Nos. 333-160002, 33-59080, 333-62739 and 333-138245

With respect to the subject registration statements, we acknowledge our awareness of the use therein of our report dated October 28, 2011, related to our review of interim financial information.

Pursuant to Rule 436 under the Securities Act of 1933, such report is not considered a part of a registration statement prepared or certified by an independent registered public accounting firm or a report prepared or certified by an independent registered public accounting firm within the meaning of Sections 7 and 11 of the Act.

/s/ KPMG LLP

New York, New York
October 28, 2011

RULE 13a-14(a)/15d-14(a) CERTIFICATION

I, Joseph C. Muscari, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Minerals Technologies Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 28, 2011

By: /s/ Joseph C. Muscari
Joseph C. Muscari
Chairman of the Board
and Chief Executive Officer

RULE 13a-14(a)/15d-14(a) CERTIFICATION

I, Douglas T. Dietrich, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Minerals Technologies Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 28, 2011

By: /s/ Douglas T. Dietrich
Douglas T. Dietrich
Senior Vice President-Finance and
Chief Financial Officer
(principal financial officer)

SECTION 1350 CERTIFICATIONS

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350 of Chapter 63 of Title 18, United States Code), each of the undersigned officers of Minerals Technologies Inc., a Delaware corporation (the "Company"), does hereby certify that:

The Quarterly Report on Form 10-Q for the quarter ended October 2, 2011 (the "Form 10-Q") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 28, 2011

By: /s/ Joseph C. Muscari
Joseph C. Muscari
Chairman of the Board
and Chief Executive Officer

Date: October 28, 2011

By: /s/ Douglas T. Dietrich
Douglas T. Dietrich
Senior Vice President-Finance and
Chief Financial Officer
(principal financial officer)

The foregoing certification is being furnished solely pursuant to Exchange Act Rule 13a-14(b); is not deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section; and is not deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act of 1934.

RISK FACTORS

Our business faces significant risks. These risks include those described below and may include additional risks and uncertainties not presently known to us. Our business, financial condition and results of operations could be materially adversely affected by any of these risks. These risks should be read in conjunction with the other information in the Company's Annual Report on Form 10-K for the year ended December 31, 2010, and this Quarterly Report on Form 10-Q.

• ***Worldwide general economic, business, and industry conditions has had, and may continue to have, an adverse effect on the Company's results.***

The 2008 global economic downturn has caused, among other things, declining consumer and business confidence, volatile raw material prices, instability in credit markets, high unemployment, fluctuating interest rates and exchange rates, and other challenges. The Company's business and operating results have been and may continue to be adversely affected by these global economic conditions. The Company's customers and potential customers may experience deterioration of their businesses, cash flow shortages, and difficulty obtaining financing. As discussed below, the industries we serve, primarily paper, steel, construction and automotive, have been particularly adversely affected by the uncertain global economic climate due to the cyclical nature of their businesses. As a result, existing or potential customers may reduce or delay their growth and investments and their plans to purchase products, and may not be able to fulfill their obligations in a timely fashion. Further, suppliers could experience similar conditions, which could affect their ability to fulfill their obligations to the Company. Adversity within capital markets may impact future return on pension assets, thus resulting in greater future pension costs that impact the company's results. The timing, strength or duration of any recovery in the global economic markets remains uncertain, and there can be no assurance that market conditions will improve in the near future or that our results will not continue to be materially and adversely affected.

• ***The Company's operations are subject to the cyclical nature of its customers' businesses and we may not be able to mitigate that risk.***

The majority of the Company's sales are to customers in industries that have historically been cyclical: paper, steel, construction, and automotive. These industries had been particularly adversely affected by the uncertain global economic climate in late 2008 and in 2009. Our Refractories segment primarily serves the steel industry. North American and European steel production improved in 2010 from 2009, but was approximately 20% below pre-recession levels. In the paper industry, which is served by our Paper PCC product line, production levels for printing and writing papers within North America and Europe, our two largest markets improved in 2010 but were approximately 15% below pre-recession levels. In addition, our Processed Minerals and Specialty PCC product lines are affected by the domestic building and construction markets and the automotive market. Housing starts in 2010 averaged approximately 585 thousand units, a 6% improvement over 2009. Housing starts were at a peak rate of 2.1 million units in 2005. In the automotive industry, North American car and truck production was up 38% in 2010, but remains well below pre-recession levels. Demand for our products is subject to these trends. The Company has taken steps to reduce its exposure to variations in its customers' businesses, including by diversifying its portfolio of products and services; through geographic expansion, and by structuring most of its long-term satellite PCC contracts to provide a degree of protection against declines in the quantity of product purchased, since the price per ton of PCC generally rises as the number of tons purchased declines. In addition, many of the Company's product lines lower its customers' costs of production or increase their productivity, which should encourage them to use its products. However, there can be no assurance that these efforts will mitigate the risks of our dependence on these industries. Continued weakness in the industries we serve has had, and may in the future have, an adverse effect on sales of our products and our results of operations. A continued or renewed economic downturn in one or more of the industries or geographic regions that the Company serves, or in the worldwide economy, could cause actual results of operations to differ materially from historical and expected results.

• ***The Company's results could be adversely affected if it is unable to effectively achieve and implement its growth initiatives.***

Sales and income growth of the Company depends upon a number of uncertain events, including the outcome of the Company's strategies of increasing its penetration into geographic markets such as the BRIC (Brazil, Russia, India, China) countries and other Asian and Eastern European countries; increasing its penetration into product markets such as the market for papercoating pigments and the market for groundwood paper pigments; increasing sales to existing PCC customers by increasing the amount of PCC used per ton of paper produced; developing, introducing and selling new products such as the Fulfill™ family of products for the paper industry. Difficulties, delays or failure of any of these strategies could affect the future growth rate of the Company. Our strategy also anticipates growth through future acquisitions. However, our ability to identify and consummate any future acquisitions on terms that are favorable to us may be limited by the number of attractive acquisition targets, internal demands on our resources and our ability to obtain financing. Our success in integrating newly acquired businesses will depend upon our ability to retain key personnel, avoid diversion of management's attention from operational matters, and integrate general and administrative services. In addition, future acquisitions could result in the incurrence of additional debt, costs and contingent liabilities. Integration of acquired operations may take longer, or be more costly or disruptive to our business, than originally anticipated, and it is also possible that expected synergies from future acquisitions may not materialize. We also may incur costs and divert management attention with regard to potential acquisitions that are never consummated.

• ***The Company's sales of PCC could be adversely affected by our failure to renew or extend long term sales contracts for our satellite operations.***

The Company's sales of PCC to paper customers are typically pursuant to long-term evergreen agreements, initially ten years in length, with paper mills where the Company operates satellite PCC plants. Sales pursuant to these contracts represent a significant portion of our worldwide Paper PCC sales, which were \$496.6 million in 2010, or approximately 49.5% of the Company's net sales. The terms of many of these agreements have been extended or renewed in the past, often in connection with an expansion of the satellite plant. However, failure of a number of the Company's customers to renew or extend existing agreements on terms as favorable to the Company as those currently in effect, or at all, could have a substantial adverse effect on the Company's results of operations, and could also result in impairment of the assets associated with the PCC plant.

• ***The Company's sales could be adversely affected by consolidation in customer industries, principally paper and steel.***

Several consolidations in the paper industry have taken place in recent years. These consolidations could result in partial or total closure of some paper mills where the Company operates PCC satellites. Such closures would reduce the Company's sales of PCC, except to the extent that they resulted in shifting paper production and associated purchases of PCC to another location served by the Company. Similarly, consolidations have occurred in the steel industry. Such consolidations in the two major industries we serve concentrate purchasing power in the hands of a smaller number of papermakers and steel manufacturers, enabling them to increase pressure on suppliers, such as the Company. This increased pressure could have an adverse effect on the Company's results of operations in the future.

• ***The Company is subject to stringent regulation in the areas of environmental, health and safety, and tax, and may incur unanticipated costs or liabilities arising out of claims for various legal, environmental and tax matters.***

The Company's operations are subject to international, federal, state and local governmental environmental, health and safety, tax and other laws and regulations. We have expended, and may be required to expend in the future, substantial funds for compliance with such laws and regulations. In addition, future events, such as changes to or modifications of interpretations of existing laws and regulations, or enforcement policies, or further investigation or evaluation of the potential environmental impacts of operations or health hazards of certain products, may give rise to additional compliance and other costs that could have a material adverse effect on the Company. State, national, and international governments and agencies have been evaluating climate-related legislation and regulation that would restrict emissions of greenhouse gases in areas in which we conduct business, and some such legislation and regulation have already been enacted or adopted. Enactment of climate-related legislation or adoption of regulation that restrict emissions of greenhouse gases in areas in which we conduct business could have an adverse effect on our operations or demand for our products. Our manufacturing processes, particularly the manufacturing process for PCC, use a significant amount of energy and, should energy prices increase as a result of such legislation or regulation, we may not be able to pass these increased costs on to purchasers of our products. We cannot predict if or when currently proposed or additional laws and regulations regarding climate change or other environmental or health and safety concerns will be enacted or adopted. Moreover, changes in tax regulation and international tax treaties could reduce the financial performance of our foreign operations.

The Company is currently a party in various litigation matters and tax and environmental proceedings, and may be subject to claims in the future. While the Company carries liability insurance, which it believes to be appropriate to its businesses, and has provided reserves for current matters, which it believes to be adequate, an unanticipated liability, arising out of such a litigation matter or a tax or environmental proceeding could have a material adverse effect on the Company's financial condition or results of operations.

• ***Delays or failures in new product development could adversely affect the Company's operations.***

The Company's future business success will depend in part upon its ability to maintain and enhance its technological capabilities, to respond to changing customer needs, and to successfully anticipate or respond to technological changes on a cost-effective and timely basis. The Company is engaged in a continuous effort to develop new products and processes in all of its product lines. Difficulties, delays or failures in the development, testing, production, marketing or sale of such new products could cause actual results of operations to differ materially from our expected results.

• ***The Company's ability to compete is dependent upon its ability to defend its intellectual property against infringement.***

The Company's ability to compete is based in part upon proprietary knowledge, both patented and unpatented. The Company's ability to achieve anticipated results depends in part on its ability to defend its intellectual property against inappropriate disclosure as well as against infringement. In addition, development by the Company's competitors of new products or technologies that are more effective or less expensive than those the Company offers could have a material adverse effect on the Company's financial condition or results of operations.

• ***The Company's operations could be impacted by the increased risks of doing business abroad.***

The Company does business in many areas internationally. Approximately 47% of our sales in 2010 were derived from outside the United States and we have significant production facilities which are located outside of the United States. We have in recent years expanded our operations in emerging markets, and we plan to continue to do so in the future, particularly in China, India and Eastern Europe. Some of our operations are located in areas that have experienced political or economic instability, including Indonesia, Brazil, Thailand, China and South Africa. As the Company expands its operations overseas, it faces increased risks of doing business abroad, including inflation, fluctuation in interest rates, changes in applicable laws and regulatory requirements, export and import restrictions, tariffs, nationalization, expropriation, limits on repatriation of funds, civil unrest, terrorism, unstable governments and legal systems, and other factors. Adverse developments in any of the areas in which we do business could cause actual results to differ materially from historical and expected results. In addition, a significant portion of our raw material purchases and sales outside the United States are denominated in foreign currencies, and liabilities for non-U.S. operating expenses and income taxes are denominated in local currencies. Our financial results therefore will be affected by changes in foreign currency rates. Accordingly, reported sales, net earnings, cash flows and fair values have been and in the future will be affected by changes in foreign exchange rates. Our overall success as a global business depends, in part, upon our ability to succeed in differing legal, regulatory, economic, social and political conditions. We cannot assure you that we will implement policies and strategies that will be effective in each location where we do business.

• ***The Company's operations are dependent on the availability of raw materials and increases in costs of raw materials or energy could adversely affect our financial results.***

The Company depends in part on having an adequate supply of raw materials for its manufacturing operations, particularly lime and carbon dioxide for the PCC product line, and magnesia and alumina for its Refractory operations and on having adequate access to ore reserves of appropriate quality at its mining operations. Purchase prices and availability of these critical raw materials are subject to volatility. At any given time, we may be unable to obtain an adequate supply of these critical raw materials on a timely basis, on price and other terms, or at all.

While most such raw materials are readily available, the Company purchases a significant portion of its magnesia requirements from sources in China. The price and availability of magnesia have fluctuated in the past and they may fluctuate in the future. Price increases for certain other of our raw materials, as well as increases in energy prices, have also affected our business. Our ability to recover increased costs is uncertain. The Company and its customers will typically negotiate reasonable price adjustments in order to recover a portion of these rapidly escalating costs. While the contracts pursuant to which we construct and operate our satellite PCC plants generally adjust pricing to reflect increases in costs resulting from inflation, there is a time lag before such price adjustments can be implemented. In 2008, increased raw materials affected our Specialty Minerals segment by \$24 million, partially offset by recovery of raw material costs through price increases of \$16 million, while raw material prices affected our Refractories segment by \$34 million, partially offset by recovery of raw material costs through price increases of \$31 million. In 2009 and 2010, however, the impact of such price increased was not material.

We cannot predict whether, and how much, prices for our key raw materials will increase in the future. Changes in the costs or availability of such raw materials, to the extent we cannot recover them in price increases to our customers, could adversely affect the Company's results of operations.

● ***The Company operates in very competitive industries, which could adversely affect our profitability.***

The Company has many competitors. Some of our principal competitors have greater financial and other resources than we have. Accordingly, these competitors may be better able to withstand changes in conditions within the industries in which we operate and may have significantly greater operating and financial flexibility than we do. As a result of the competitive environment in the markets in which we operate, we currently face and will continue to face pressure on the sales prices of our products from competitors, which could reduce profit margins.

● ***Production facilities are subject to operating risks and capacity limitations that may adversely affect the Company's financial condition or results of operations.***

The Company is dependent on the continued operation of its production facilities. Production facilities are subject to hazards associated with the manufacturing, handling, storage, and transportation of chemical materials and products, including pipeline leaks and ruptures, explosions, fires, inclement weather and natural disasters, mechanical failure, unscheduled downtime, labor difficulties, transportation interruptions, and environmental risks. We maintain property, business interruption and casualty insurance but such insurance may not cover all risks associated with the hazards of our business and is subject to limitations, including deductibles and maximum liabilities covered. We may incur losses beyond the limits, or outside the coverage, of our insurance policies. Further, from time to time, we may experience capacity limitations in our manufacturing operations. In addition, if we are unable to effectively forecast our customers' demand, it could affect our ability to successfully manage operating capacity limitations. These hazards, limitations, disruptions in supply and capacity constraints could adversely affect financial results.

