

RECORDATION NO. 25499 FILED

MAR 16 '05

3-20 PM

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

VIA UPS 2nd DAY AIR

March 14, 2005

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated December 9, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Koppers, Inc.
436 Seventh Ave, Suite 1624
Pittsburgh, PA 15219

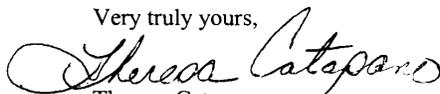
A description of the railroad equipment covered by the enclosed document is twenty-three (23) 100-ton, 52'6" Mill Gondolas, cars marked FURX and AFCX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375. Thank you for your cooperation in this matter.

Very truly yours,



Theresa Catapano
Manager of Documentation

Enclosures
(KOPP002)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 9th day of December, 2004, by and between First Union Rail Corporation, a North Carolina corporation, ("Lessor") as Lessor of Cars listed on Exhibit A in Group 1, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation ("ATEL"), Owner of Cars listed on Exhibit A in Group 2, and Koppers Inc. ("Lessee"), a Pennsylvania corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Master Lease"), dated as of December 9, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No.1 to the Lease (the "Rider"), which Rider incorporates by reference the terms and conditions of the Lease and is a separate and independent lease, (the "Lease"), effective as of December 9, 2004 and subject to the terms, conditions and provisions of the above-mentioned Lease. Certain of the Cars in Group 2 as specifically described on Exhibit A attached hereto, are owned by ATEL and are managed by Lessor for ATEL pursuant to a Railcar management Agreement dated as of April 1, 2002, as amended, (the "ATEL Cars"). The Cars in Group 1 are owned by other parties.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in and to the Lease with respect to the ATEL Cars, excluding from such assignment only its rights as manager of the Lease with respect to the ATEL Cars in Group 2 under the Railcar Management Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION,
as Lessor of Cars in Group 1, and as Manager for
ATEL Leasing Corporation of Cars in Group 2

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing
Title: _____

By: THERESA CATAPANO
Name: Theresa Catapano
Title: MGR. OF DOCUMENTATION

Executed on this 9th day of December 2004

RECORDATION NO. 25499 FILED

[CORPORATE SEAL]
STATE OF ILLINOIS
COUNTY OF COOK

MAR 16 '05 3-20 PM

SURFACE TRANSPORTATION BOARD

I, GEORGIA FREIBURGER, a Notary Public of the County and State
aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day
and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of December 2004

Georgia Freiburger
Notary Public

My Commission Expires:
5-2008
(Notary Public)



LESSEE:

KOPPERS INC.

By: *Thomas D. Loadman*

Name: Thomas D. Loadman

Title: Vice President & General Manager

ATTEST:

By: *Thomas A. Niederberger*

Name: Thomas A. Niederberger

Title: Vice President,
Marketing & Sales

Executed on this 9th day of December, 2004

[CORPORATE SEAL]

STATE OF Pennsylvania

COUNTY OF Allegheny

I, Rose Marie Hilinski, a Notary Public of the County and State aforesaid, certified that Thomas A. Loadman personally appeared before me this day and acknowledged his execution of the foregoing Memorandum of Lease.

WITNESS my hand an official stamp or seal, this 9th day of December 2004.

Rose Marie Hilinski
Notary Public

Commission Expires: Notarial Seal
Rose Marie Hilinski, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires May 13, 2006

Member, Pennsylvania Association of Notaries
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-three (23)

DESCRIPTION OF CARS: 100-ton, 52' 6" Mill Gondola cars with
five foot side height and total weight on rail of 263,000 lbs.

CAR NUMBERS:

Group 1 – First Union Rail Corporation, Lessor

FURX 314908
FURX 314913
FURX 314919
FURX 314920
FURX 314923
FURX 315202
FURX 315208
FURX 315308
FURX 315433
FURX 315614

Group 2 – ATEL Leasing Corporation, Owner

AFCX 315987
AFCX 315988
AFCX 315989
AFCX 315990
AFCX 315991
AFCX 315992
AFCX 315993
AFCX 315994
AFCX 315995
AFCX 315996
AFCX 315997
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