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RECORDATION NO. 26385 FILED  
JUN 12 '06 10-50 AM  
SURFACE TRANSPORTATION BOARD

May 31, 2006

**New Recordation No.**

Dear Mr. Williams:

On behalf of PNC Bank, National Association, as Administrative Agent, I submit for filing and recording under 49 U.S.C. §11301(a) and the regulations applicable thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Railcar Equipment Mortgage and Security Agreement ("Security Agreement"), dated as of April 28, 2006.

The parties to the enclosed Security Agreement are:

PNC Bank, National Association - LENDER/for Indexing  
as Administrative Agent MORTGAGEE  
249 Fifth Avenue  
Pittsburgh, PA 15222

Koppers Inc. - BORROWER/for Indexing  
436 Seventh Avenue MORTGAGOR  
Pittsburgh, PA 15211

The said Security Agreement, among other things, grants a security interest by BORROWER to LENDER in ALL of BORROWER'S NOW OWNED AND HEREAFTER ACQUIRED RAILROAD CARS, including without limitation the railcars in Exhibit A thereto.

The units of equipment covered by the instant Security Agreement are ALL NOW OWNED AND HEREAFTER ACQUIRED RAILCARS including the twenty-three railcars in Exhibit A (copy attached).

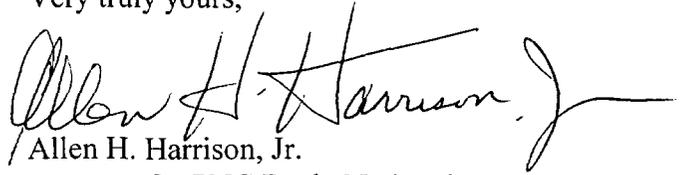
A short summary of the Security Agreement to appear in the Surface Transportation Board Index is as follows:

"Covers ALL OF BORROWER'S NOW OWNED AND HEREAFTER ACQUIRED RAILCARS."

Enclosed is a check in the amount of thirty four (\$34.00) dollars in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, appearing to read "Allen H. Harrison, Jr.", with a long horizontal flourish extending to the right.

Allen H. Harrison, Jr.  
Attorney for PNC Bank, National  
Association, as Administrative Agent,  
*for the purpose of this filing*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Enclosures

BY HAND

**EXHIBIT A**

**DESCRIPTION OF RAILCARS**

**Twenty Three (23) railcars bearing reporting marks and numbers as follows:**

RIIX	420001
RIIX	420071
RIIX	420074
RIIX	420076
RIIX	420080
RIIX	420094
RIIX	420095
RIIX	420096
RIIX	420097
RIIX	420098
RIIX	420099
RIIX	420100
RIIX	420101
RIIX	420102
RIIX	420103
RIIX	420104
RIIX	420105
RIIX	420106
RIIX	420107
RIIX	420108
RIIX	420109
RIIX	420110
RIIX	420111

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF RAILCAR EQUIPMENT MORTGAGE  
AND SECURITY AGREEMENT**

**DATED AS OF**

**APRIL 28, 2006**

**BY AND BETWEEN**

**KOPPERS INC.  
as Borrower**

**and**

**PNC BANK, NATIONAL ASSOCIATION  
as Administrative Agent**

JUN 12 '06

10:50 AM

**MEMORANDUM OF RAILCAR EQUIPMENT MORTGAGE  
AND SECURITY AGREEMENT**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR EQUIPMENT MORTGAGE AND SECURITY AGREEMENT (this "Memorandum") is dated as of April 28, 2006, by and between KOPPERS INC., a Pennsylvania corporation (the "Borrower"), and PNC BANK, NATIONAL ASSOCIATION, as Administrative Agent for the Banks (as defined below) (the "Secured Party").

A. Pursuant to that certain Amended and Restated Credit Agreement, dated as of August 15, 2005, by and among the Borrower, the Guarantors from time to time parties thereto (the "Guarantors"), the Banks from time to time parties thereto (the "Banks") and the Secured Party, as Administrative Agent for the Banks (as amended, restated, modified and supplemented from time to time, the "Credit Agreement"), the Borrower and the Guarantors entered into that certain Railcar Equipment Mortgage and Security Agreement ("Mortgage"), dated as of April 28, 2006, in favor of the Secured Party for the benefit of itself and the Banks.

B. To secure the Secured Obligations (as defined in the Mortgage) to the Secured Party and the Banks, the Borrower granted to the Secured Party, for the benefit of itself and the Banks, a continuing, first priority and security interest in and to, and lien on, among other things, the following collateral pursuant to the Mortgage:

(a) Twenty-three (23) railcars described on Exhibit A attached hereto (each a "Railcar," collectively, the "Railcars") and all replacements and substitutions thereof;

(b) all of the Borrower's now owned and hereafter acquired railroad cars, including without limitation the railcars set forth on Exhibit A hereto, together with all accessories, equipment, parts and appurtenances appertaining or attached thereto, and all additions, improvements, accessions and accumulations to any and all of said equipment, and all substitutions, renewals or replacements of any of the foregoing, together with all the rents, issues, income, proceeds and avails therefrom (collectively, the "Equipment"); and

(c) all proceeds (including, without limitation, insurance and indemnity payments) from the sale or loss or other disposition of the Equipment.

All such Equipment described in the immediately preceding clause (b), and proceeds with respect thereto, are herein collectively referred to as the "Collateral".

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

WITNESS:

KOPPERS INC.

Judith Domb

By: M. Claire Schamberg

COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF Allegheny

On this 24<sup>th</sup> day of May, 2006, before me, a Notary Public of the City and State aforesaid, personally appeared M. Claire Schamberg, to me personally known, who being by me duly sworn, says that he is the Treasurer of Koppers Inc., a Pennsylvania corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

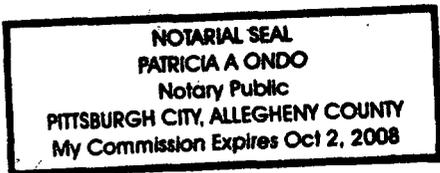
AS WITNESS my hand and notarial seal

(Seal)



Patricia A Ondo  
Notary Public

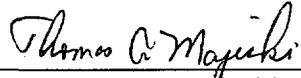
My commission expires: 10/2/08



WITNESS:

PNC BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

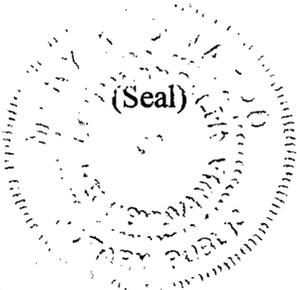
  
\_\_\_\_\_  
Thomas S. Galey

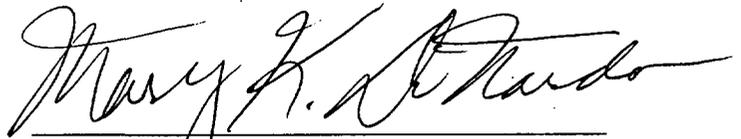
By:   
\_\_\_\_\_  
Name: Thomas A. Majeski  
Title: Vice President

COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF ALLEGHENY

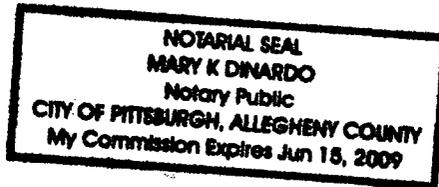
On this 31 day of May, 2006, before me, a Notary Public of the City and State aforesaid, personally appeared Thomas A. Majeski, to me personally known, who being by me duly sworn, says that he is the Vice President of PNC Bank, National Association, a national banking association, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

AS WITNESS my hand and notarial seal



  
\_\_\_\_\_  
Notary Public

My commission expires:



**EXHIBIT A**

**DESCRIPTION OF RAILCARS**

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