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SURFACE TRANSPORTATION BOARD



June 13, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001

Dear Section Chief:

Please find attached one original of the Memorandum of Railroad Equipment Lease Agreement dated as of May 26, 2011 between the following parties:

Lessee:                   Koppers Inc.  
                              436 Seventh Avenue  
                              Pittsburgh, PA 15219

Lessor:                   The David J. Joseph Company  
                              300 Pike Street  
                              Cincinnati, OH 45202

Please see Exhibit A for the equipment, (20) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of May 26, 2011 related to twenty (20) railcars bearing reporting marks: DJTX 315148 – 320575, sporadic.

Please file this agreement as a primary document. The filing fee in the amount of \$41.00 can be charged to our account. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

A handwritten signature in black ink that reads 'Julie Woodard'. The signature is written in a cursive, flowing style.

Julie Woodard  
Documentation Coordinator

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**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

This MEMORANDUM OF RAILROAD EQUIPMENT LEASE ("Memorandum of Lease") entered into this 26<sup>th</sup> day of May, 2011, is intended to evidence the lease dated as of May 26, 2011 (the "Lease"), between THE DAVID J. JOSEPH COMPANY, a Delaware corporation ("Lessor"), and KOPPERS INC., a Pennsylvania corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the twenty (20) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**THE DAVID J. JOSEPH COMPANY**

**KOPPERS INC.**

By: Kelly C. Poellein

By: Walter W. Turner

Name: Kelly C. Poellein

Name: Walter W. Turner

Title: VP Finance, Brokerage

Title: President and Chief Executive Officer

Date: June 6, 2011

Date: May 26, 2011



**EXHIBIT A**

To the Memorandum of Lease dated May 26, 2011, between The David J. Joseph Company and Koppers, Inc.

**DESCRIPTION OF UNITS**

Twenty (20), railcars bearing reporting marks:

DJTX315148  
DJTX315183  
DJTX315278  
DJTX315296  
DJTX320510  
DJTX320530  
DJTX320532  
DJTX320535  
DJTX320538  
DJTX320539  
DJTX320543  
DJTX320554  
DJTX320555  
DJTX320558  
DJTX320559  
DJTX320563  
DJTX320567  
DJTX320570  
DJTX320571  
DJTX320575