

## FORM 10-Q

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

For the quarterly period ended March 31, 2012

Commission file number 1-32737



# KOPPERS HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Pennsylvania  
(State of incorporation)

20-1878963  
(IRS Employer Identification No.)

436 Seventh Avenue  
Pittsburgh, Pennsylvania 15219  
(Address of principal executive offices)

(412) 227-2001  
(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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer  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

Common Stock, par value \$0.01 per share, outstanding at April 30, 2012 amounted to 20,754,415 shares.

**PART I—FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

KOPPERS HOLDINGS INC.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	<i>Three Months Ended March 31,</i>	
	<i>2012</i>	<i>2011</i>
<i>(Dollars in millions, except per share amounts)</i>	<i>(Unaudited)</i>	
Net sales	\$ 380.9	\$ 341.5
Cost of sales (excluding items below)	326.9	296.1
Depreciation and amortization	6.8	6.4
Selling, general and administrative expenses	18.0	17.7
Operating profit	29.2	21.3
Other income	0.7	0.0
Interest expense	6.9	6.9
Income before income taxes	23.0	14.4
Income taxes	7.2	5.2
Income from continuing operations	15.8	9.2
Income (loss) from discontinued operations, net of tax (expense) benefit of \$(0.1) and \$0.2	0.1	(0.2)
Net income	15.9	9.0
Net income attributable to noncontrolling interests	0.3	0.1
Net income attributable to Koppers	\$ 15.6	\$ 8.9
Earnings per common share attributable to Koppers common shareholders:		
Basic –		
Continuing operations	\$ 0.74	\$ 0.44
Discontinued operations	0.01	(0.01)
Earnings per basic common share	\$ 0.75	\$ 0.43
Diluted –		
Continuing operations	\$ 0.74	\$ 0.44
Discontinued operations	0.01	(0.01)
Earnings per diluted common share	\$ 0.75	\$ 0.43
Comprehensive income	\$ 22.6	\$ 16.8
Comprehensive income attributable to noncontrolling interests	0.3	0.2
Comprehensive income attributable to Koppers	\$ 22.3	\$ 16.6
Weighted average shares outstanding ( <i>in thousands</i> ):		
Basic	20,669	20,588
Diluted	20,903	20,724
Dividends declared per common share	\$ 0.24	\$ 0.22

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

KOPPERS HOLDINGS INC.  
CONDENSED CONSOLIDATED BALANCE SHEET

	March 31, 2012	December 31, 2011
<i>(Dollars in millions, except per share amounts)</i>		
<i>(Unaudited)</i>		
<b>Assets</b>		
Cash and cash equivalents	\$ 42.6	\$ 54.1
Accounts receivable, net of allowance of \$0.2 and \$0.3	191.2	160.9
Income tax receivable	1.2	10.6
Inventories, net	178.2	159.0
Deferred tax assets	9.6	9.3
Loan to related party	11.7	11.7
Other current assets	20.2	21.8
Total current assets	454.7	427.4
Equity in non-consolidated investments	5.4	4.9
Property, plant and equipment, net	153.7	155.6
Goodwill	73.0	72.1
Deferred tax assets	41.5	44.3
Other assets	25.8	26.4
Total assets	\$ 754.1	\$ 730.7
<b>Liabilities</b>		
Accounts payable	\$ 96.6	\$ 102.1
Accrued liabilities	60.9	63.1
Dividends payable	5.6	5.2
Total current liabilities	163.1	170.4
Long-term debt	314.3	302.1
Accrued postretirement benefits	104.8	104.1
Other long-term liabilities	46.7	46.9
Total liabilities	628.9	623.5
Commitments and contingent liabilities (Note 16)		
<b>Equity</b>		
Senior Convertible Preferred Stock, \$0.01 par value per share; 10,000,000 shares authorized; no shares issued	0.0	0.0
Common Stock, \$0.01 par value per share; 40,000,000 shares authorized; 21,505,028 and 21,309,210 shares issued	0.2	0.2
Additional paid-in capital	145.1	142.9
Retained earnings	17.2	6.7
Accumulated other comprehensive loss	(23.5)	(30.2)
Treasury stock, at cost, 750,613 and 706,161 shares	(26.5)	(24.8)
Total Koppers shareholders' equity	112.5	94.8
Noncontrolling interests	12.7	12.4
Total equity	125.2	107.2
Total liabilities and equity	\$ 754.1	\$ 730.7

The accompanying notes are an integral part of these condensed consolidated financial statements.

KOPPERS HOLDINGS INC.  
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	<i>Three Months Ended March 31,</i>	
	2012	2011
<i>(Dollars in millions)</i>	<i>(Unaudited)</i>	
Cash provided by (used in) operating activities:		
Net income	\$ 15.9	\$ 9.0
Adjustments to reconcile net cash provided by operating activities:		
Depreciation and amortization	6.8	6.8
Deferred income taxes	2.0	0.2
Equity income, net of dividends received	(0.5)	0.0
Change in other liabilities	2.4	1.2
Non-cash interest expense	0.4	0.4
Stock-based compensation	1.5	0.8
Other	0.2	0.0
(Increase) decrease in working capital:		
Accounts receivable	(28.5)	(39.8)
Inventories	(16.7)	(5.6)
Accounts payable	(6.5)	11.5
Accrued liabilities and other working capital	7.2	6.0
Net cash used in operating activities	(15.8)	(9.5)
Cash provided by (used in) investing activities:		
Capital expenditures	(3.4)	(4.4)
Acquisitions, net of cash acquired	0.0	(0.6)
Net cash proceeds from divestitures and asset sales	0.2	0.0
Net cash used in investing activities	(3.2)	(5.0)
Cash provided by (used in) financing activities:		
Borrowings of revolving credit	98.1	76.1
Repayments of revolving credit	(86.0)	(51.6)
Repayments of long-term debt	0.0	(0.9)
Issuances of Common Stock	0.6	0.2
Repurchases of Common Stock	(1.7)	(0.2)
Payment of deferred financing costs	0.0	(0.5)
Dividends paid	(4.5)	(4.5)
Net cash provided by financing activities	6.5	18.6
Effect of exchange rate changes on cash	1.0	1.1
Net increase (decrease) in cash and cash equivalents	(11.5)	5.2
Cash and cash equivalents at beginning of year	54.1	35.3
Cash and cash equivalents at end of period	\$ 42.6	\$ 40.5

*The accompanying notes are an integral part of these condensed consolidated financial statements.*

## 1. Basis of Presentation and New Accounting Standards

The accompanying unaudited condensed consolidated financial statements and related disclosures have been prepared in accordance with accounting principles generally accepted in the United States applicable to interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation of Koppers Holdings Inc.'s and its subsidiaries' ("Koppers", "Koppers Holdings" or the "Company") financial position and interim results as of and for the periods presented have been included. All such adjustments are of a normal recurring nature unless disclosed otherwise. Because the Company's business is seasonal, results for interim periods are not necessarily indicative of those that may be expected for a full year. The Condensed Consolidated Balance Sheet for December 31, 2011 has been summarized from the audited balance sheet contained in the Annual Report on Form 10-K for the year ended December 31, 2011.

The financial information included herein should be read in conjunction with the Company's audited consolidated financial statements and related notes included in its Annual Report on Form 10-K for the year ended December 31, 2011.

In June 2011, the FASB issued Accounting Standards Update No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income* (ASU 2011-05). The amendments in ASU 2011-05 require entities to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 is effective for interim and annual periods beginning after December 15, 2011.

## 2. Dividends

On May 3, 2012, the Company's board of directors declared a quarterly dividend of 24 cents per common share, payable on July 9, 2012 to shareholders of record as of May 15, 2012.

## 3. Discontinued operations

In December 2011, the Company ceased manufacturing operations at its carbon black facility located in Kurnell, Australia. This business was reclassified to discontinued operations in the first quarter of 2012 as run-off activities were completed. This decision was made as a result of deteriorating business conditions including raw material availability and cost, competition in the export markets due to the strength of the Australian dollar and a variety of other factors. The costs related to this closure totaled \$41.0 million in the fourth quarter of 2011, of which \$20.8 million was recorded as a component of cost of sales and \$20.2 million was recorded as a component of depreciation and amortization. The Company estimates that total future closure costs related to this facility will be approximately \$1.6 million. The closure is expected to be completed by 2014. The facility is part of the Carbon Materials & Chemicals segment.

Details of the restructuring activities and related reserves for 2012 are as follows:

	<i>Severance and employee benefits</i>	<i>Environmental remediation</i>	<i>Inventory writedowns</i>	<i>Site demolition</i>	<i>Other</i>	<i>Total</i>
<i>(Dollars in millions)</i>						
Reserve at December 31, 2011	\$ 1.8	\$ 6.7	\$ 0.0	\$ 6.2	\$ 1.2	\$15.9
Charges	0.0	0.0	0.3	0.0	0.0	0.3
Costs charged against assets	0.0	0.0	(0.3)	0.0	0.0	(0.3)
Reversals	(0.1)	0.0	0.0	0.0	0.0	(0.1)
Cash paid	(0.9)	0.0	0.0	0.0	(0.2)	(1.1)
Currency translation	0.0	0.2	0.0	0.2	0.0	0.4
Reserve at March 31, 2012	\$ 0.8	\$ 6.9	\$ 0.0	\$ 6.4	\$ 1.0	\$15.1

Net sales and operating profit from discontinued operations for the three months ended March 31, 2012 and 2011 consist of the following amounts:

	<u>Three Months Ended March 31,</u>	
	2012	2011
Net sales	\$ 5.1	\$ 17.6
Operating profit	0.3	(0.5)

#### 4. Fair Value Measurements

Carrying amounts and the related estimated fair values of the Company's financial instruments as of March 31, 2012 and December 31, 2011 are as follows:

	<u>March 31, 2012</u>		<u>December 31, 2011</u>	
	<i>Fair Value</i>	<i>Carrying Value</i>	<i>Fair Value</i>	<i>Carrying Value</i>
<i>(Dollars in millions)</i>				
<b>Financial assets:</b>				
Cash and cash equivalents, including restricted cash	\$ 42.6	\$ 42.6	\$ 54.1	\$ 54.1
Investments and other assets <sup>(a)</sup>	1.3	1.3	1.3	1.3
<b>Financial liabilities:</b>				
Long-term debt (including current portion)	\$ 340.3	\$314.3	\$ 324.4	\$302.1

*(a) Excludes equity method investments.*

*Cash and cash equivalents* – The carrying amount approximates fair value because of the short maturity of those instruments.

*Investments and other assets* – Represents the broker-quoted cash surrender value on universal life insurance policies. This asset is classified as Level 2 in the valuation hierarchy and is measured from values received from financial institutions.

*Debt* – The fair value of the Company's long-term debt is estimated based on the market prices for the same or similar issues or on the current rates offered to the Company for debt of the same remaining maturities (Level 2). The fair values of the revolving credit facility approximate carrying value due to the variable rate nature of these instruments.

#### 5. Comprehensive Income and Equity

Total comprehensive income for the three months ended March 31, 2012 and 2011 is summarized in the table below:

	<u>Three Months Ended March 31,</u>	
	2012	2011
<i>(Dollars in millions)</i>		
Net income	\$ 15.9	\$ 9.0
<b>Other comprehensive income (loss):</b>		
Change in currency translation adjustment	5.5	6.9
Change in unrecognized pension net loss, net of tax	1.3	0.9
Change in unrecognized transition asset, net of tax	(0.1)	0.0
Total comprehensive income	22.6	16.8
Less: comprehensive income attributable to noncontrolling interests	0.3	0.2
Comprehensive income attributable to Koppers	\$ 22.3	\$ 16.6

The following tables present the change in equity for the three months ended March 31, 2012 and 2011, respectively:

<i>(Dollars in millions)</i>	<i>Total Koppers Shareholders' Equity'</i>	<i>Noncontrolling Interests</i>	<i>Total Equity</i>
Balance at December 31, 2011	\$ 94.8	\$ 12.4	\$ 107.2
Net income	15.6	0.3	15.9
Issuance of common stock	0.6	0.0	0.6
Employee stock plans	1.6	0.0	1.6
Other comprehensive income	6.7	0.0	6.7
Dividends	(5.1)	0.0	(5.1)
Repurchases of common stock	(1.7)	0.0	(1.7)
Balance at March 31, 2012	\$ 112.5	\$ 12.7	\$ 125.2

<i>(Dollars in millions)</i>	<i>Total Koppers Shareholders' Equity'</i>	<i>Noncontrolling Interests</i>	<i>Total Equity</i>
Balance at December 31, 2010	\$ 88.7	\$ 11.2	\$ 99.9
Net income	8.9	0.1	9.0
Issuance of common stock	0.2	0.0	0.2
Employee stock plans	0.9	0.0	0.9
Other comprehensive income	7.7	0.1	7.8
Dividends	(4.6)	0.0	(4.6)
Repurchases of common stock	(0.2)	0.0	(0.2)
Balance at March 31, 2011	\$ 101.6	\$ 11.4	\$ 113.0

#### 6. Earnings per Common Share

The computation of basic earnings per common share for the periods presented is based upon the weighted average number of common shares outstanding during the periods. The computation of diluted earnings per common share includes the effect of non-vested nonqualified stock options and restricted stock units assuming such options and stock units were outstanding common shares at the beginning of the period. The effect of antidilutive securities is excluded from the computation of diluted earnings per common share.

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

<i>(Dollars in millions, except share amounts, in thousands, and per share amounts)</i>	<i>Three Months Ended March 31,</i>	
	<i>2012</i>	<i>2011</i>
Net income attributable to Koppers	\$ 15.6	\$ 8.9
Less: Income (loss) from discontinued operations	0.1	(0.2)
Income from continuing operations attributable to Koppers	\$ 15.5	\$ 9.1
Weighted average common shares outstanding:		
Basic	20,669	20,588
Effect of dilutive securities	234	136
Diluted	20,903	20,724
Earnings per common share – continuing operations:		
Basic earnings per common share	\$ 0.74	\$ 0.44
Diluted earnings per common share	0.74	0.44
Other data:		
Antidilutive securities excluded from computation of diluted earnings per common share	181	95

## 7. Stock-based Compensation

The amended and restated 2005 Long-Term Incentive Plan (the "LTIP") provides for the grant to eligible persons of stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, performance awards, dividend equivalents and other stock-based awards, which are collectively referred to as the awards.

Under the LTIP, the board of directors granted restricted stock units and performance stock units to certain employee participants (collectively, the "stock units") each year starting in 2007. The restricted stock units vest on the third anniversary of the grant date, assuming continued employment by the participant. Performance stock units granted in 2011 and 2010 each have a two-year performance objective. Performance stock units granted in 2012 have a three-year performance objective. Regardless of whether the measurement period for the applicable performance objective is two or three years, all performance stock units have a three-year period for vesting (if the applicable performance objective is obtained). The applicable performance objective is based upon a multi-year cumulative value creation calculation commencing on the first day of each grant year. The number of performance stock units granted represents the target award and participants have the ability to earn between zero and 150 percent of the target award based upon actual performance. If minimum performance criteria are not achieved, no performance stock units will vest. The performance stock units originally awarded in 2009 vested at 59.5 percent of target in February 2012. The performance stock units originally awarded in 2010 achieved a performance outcome of 128.2 percent of target and will vest in 2013, assuming continued service by the participants.

Dividends declared on the Company's common stock during the restriction period of the stock units are credited at equivalent value as additional stock units and become payable as additional common shares upon vesting. In the event of termination of employment, other than retirement, death or disability, any non-vested stock units are forfeited, including additional stock units credited from dividends. In the event of termination of employment due to retirement, death or disability, pro-rata vesting of the stock units over the service period will result. There are special vesting provisions for the stock units related to a change in control.

Restricted stock units that vest immediately or have one-year vesting periods are also issued under the LTIP to members of the board of directors in connection with annual director compensation and, from time to time, are issued to members of management in connection with employee compensation.

Compensation expense for non-vested stock units is recorded over the vesting period based on the fair value at the date of grant. The fair value of stock units is the market price of the underlying common stock on the date of grant.

The following table shows a summary of the performance stock units with uncompleted performance periods as of March 31, 2012:

<i>Performance Period</i>	<i>Minimum Shares</i>	<i>Target Shares</i>	<i>Maximum Shares</i>
2011 – 2012	0	88,010	132,015
2012 – 2014	0	104,598	156,897

The following table shows a summary of the status and activity of non-vested stock awards for the three months ended March 31, 2012:

	<i>Restricted Stock Units</i>	<i>Performance Stock Units</i>	<i>Total Stock Units</i>	<i>Weighted Average Grant Date Fair Value per Unit</i>
Non-vested at January 1, 2012	156,665	297,715	454,380	\$ 26.43
Granted	52,046	104,598	156,644	\$ 38.21
Credited from dividends	3,358	7,072	10,430	\$ 35.74
Performance stock unit adjustment	0	(40,112)	(40,112)	\$ 10.68
Vested	(69,243)	(87,013)	(156,256)	\$ 16.42
Forfeited	(1,022)	(1,523)	(2,545)	\$ 36.43
Non-vested at March 31, 2012	141,804	280,737	422,541	\$ 36.16



Stock options to executive officers vest and become exercisable upon the completion of a three-year service period commencing on the grant date. The stock options have a term of 10 years. In the event of termination of employment, other than retirement, death or disability, any non-vested options are forfeited. In the event of termination of employment due to retirement, death or disability, pro-rata vesting of the options over the service period will result. There are special vesting provisions for the stock options related to a change in control.

In accordance with accounting standards, compensation expense for non-vested stock options is recorded over the vesting period based on the fair value at the date of grant. The fair value of stock options on the date of grant is calculated using the Black-Scholes-Merton model and the assumptions listed below:

	February 2012 Grant	February 2011 Grant	August 2010 Grant	February 2010 Grant
Grant date price per share of option award	\$ 38.21	\$ 40.26	\$ 20.00	\$ 28.10
Expected dividend yield per share	2.75%	2.50%	2.50%	2.50%
Expected life in years	6.5	6.5	6.5	6.5
Expected volatility	55.06%	60.00%	62.00%	62.00%
Risk-free interest rate	1.34%	3.02%	3.05%	3.05%
Grant date fair value per share of option awards	\$ 15.82	\$ 19.28	\$ 9.82	\$ 13.81

The dividend yield is based on the Company's current and prospective dividend rate which calculates a continuous dividend yield based upon the market price of the underlying common stock. The expected life in years is based on the simplified method permitted under Securities and Exchange Commission Staff Accounting Bulletin No. 14d.2 which calculates the average of the weighted vesting term and the contractual term of the option. This method was selected due to the lack of historical exercise data with respect to the Company. Expected volatility is based on the historical volatility of the Company's common stock and the historical volatility of certain other similar public companies. The risk-free interest rate is based on U.S. Treasury bill rates for the expected life of the option.

The following table shows a summary of the status and activity of stock options for the three months ended March 31, 2012:

	Options	Weighted Average Exercise Price per Option	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
Outstanding at January 1, 2012	353,452	\$ 27.65		
Granted	95,899	\$ 38.21		
Exercised	(39,562)	\$ 15.26		
Outstanding at March 31, 2012	409,789	\$ 31.32	7.71	\$ 3.2
Exercisable at March 31, 2012	183,419	\$25.39	6.04	\$2.5

Total stock-based compensation expense recognized for the three months ended March 31, 2012 and 2011 is as follows:

	Three Months Ended March 31,	
	2012	2011
<i>(Dollars in millions)</i>		
Stock-based compensation expense recognized:		
Selling, general and administrative expenses	\$ 1.5	\$ 0.8
Less related income tax benefit	0.6	0.3
	\$ 0.9	\$ 0.5

As of March 31, 2012, total future compensation expense related to non-vested stock-based compensation arrangements totaled \$13.5 million and the weighted-average period over which this cost is expected to be recognized is approximately 28 months.

## 8. Segment Information

The Company has two reportable segments: Carbon Materials & Chemicals and Railroad & Utility Products. The Company's reportable segments are business units that offer different products. The reportable segments are each managed separately because they manufacture and distribute distinct products with different production processes. The business units have been aggregated into two reportable segments since management believes the long-term financial performance of these business units is affected by similar economic conditions.

The Company's Carbon Materials & Chemicals segment is primarily a manufacturer of carbon pitch, naphthalene, phthalic anhydride, creosote and carbon black feedstock. Carbon pitch is a critical raw material used in the production of aluminum and for the production of steel in electric arc furnaces. Naphthalene is used for the production of phthalic anhydride and as a surfactant in the production of concrete. Phthalic anhydride is used in the production of plasticizers, polyester resins and alkyd paints. Creosote is used in the treatment of wood and carbon black feedstock is used in the production of carbon black.

The Company's Railroad & Utility Products segment sells treated and untreated wood products, manufactured products and services primarily to the railroad and public utility markets. Railroad products include procuring and treating items such as crossties, switch ties and various types of lumber used for railroad bridges and crossings and the manufacture of rail joint bars. Utility products include transmission and distribution poles and pilings.

The Company evaluates performance and determines resource allocations based on a number of factors, the primary measure being operating profit or loss from operations. Operating profit does not include equity in earnings of affiliates, other income, interest expense or income taxes. Operating profit also excludes the operating costs of Koppers Holdings Inc., the parent company of Koppers Inc. The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies. Intersegment transactions are eliminated in consolidation.

The following table sets forth certain sales and operating data, net of all intersegment transactions, for the Company's segments for the periods indicated:

	<i>Three Months Ended March 31,</i>	
	<i>2012</i>	<i>2011</i>
<i>(Dollars in millions)</i>		
Revenues from external customers:		
Carbon Materials & Chemicals	\$ 249.5	\$ 218.6
Railroad & Utility Products	131.4	122.9
Total	\$ 380.9	\$ 341.5
Intersegment revenues:		
Carbon Materials & Chemicals	\$ 30.0	\$ 27.5
Depreciation and amortization expense:		
Carbon Materials & Chemicals	\$ 4.1	\$ 4.3
Railroad & Utility Products	2.7	2.1
Total	\$ 6.8	\$ 6.4
Operating profit:		
Carbon Materials & Chemicals	\$ 20.5	\$ 14.1
Railroad & Utility Products	9.1	7.5
Corporate	(0.4)	(0.3)
Total	\$ 29.2	\$ 21.3

The following table sets forth certain tangible and intangible assets allocated to each of the Company's segments as of the dates indicated:

	March 31, 2012	December 31, 2011
<i>(Dollars in millions)</i>		
<b>Segment assets:</b>		
Carbon Materials & Chemicals	\$ 510.2	\$ 495.2
Railroad & Utility Products	185.1	164.6
All other	58.8	70.9
<b>Total</b>	<b>\$ 754.1</b>	<b>\$ 730.7</b>
<b>Goodwill:</b>		
Carbon Materials & Chemicals	\$ 70.2	\$ 69.4
Railroad & Utility Products	2.8	2.7
<b>Total</b>	<b>\$ 73.0</b>	<b>\$ 72.1</b>

## 9. Income Taxes

### *Effective Tax Rate*

Income taxes as a percentage of pretax income was 32.8 percent and 36.3 percent for each of the three months ended March 31, 2012 and 2011, respectively, before discrete items. Discrete items included in income taxes for the three months ended March 31, 2012 consisted of a net tax benefit of \$0.3 million due primarily to amended tax returns and deferred tax adjustments. There were no discrete items included in income taxes for the three months ended on March 31, 2011.

The effective tax rate for the three months ended on March 31, 2012 differs from the U.S. federal statutory rate of 35.0 percent due to the taxes on foreign earnings (-3.5 percent) and the domestic manufacturing deduction (-1.5 percent) partially offset by nondeductible expenses (+0.6 percent), state taxes (+1.4 percent) and uncertain tax positions (+0.8 percent). With respect to the three months ended on March 31, 2011, the effective tax rate differs from the federal statutory rate primarily due to nondeductible expenses (+0.6 percent), state taxes (+1.1 percent) and uncertain tax positions (+0.9 percent) partially offset by the domestic manufacturing deduction (-1.3 percent).

The income tax provision for interim periods is based on an estimated annual effective tax rate, which requires management to make its best estimate of annual pretax income by domestic and foreign jurisdictions and other items that impact taxable income. During the year, management regularly updates estimates based on changes in various factors such as product prices, shipments, product mix, operating and administrative costs, earnings mix by taxable jurisdiction, repatriation of foreign earnings, uncertain tax positions and the ability to claim tax credits. To the extent that actual results vary from the estimates at the end of the first quarter, the actual tax provision recognized for 2012 could be materially different from the forecasted annual tax provision as of the end of the first quarter.

### *Uncertain Tax Positions*

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, individual U.S. state jurisdictions and non-U.S. jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2005.

As of March 31, 2012 and December 31, 2011, the total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate, was approximately \$7.3 million and \$7.1 million, respectively. Unrecognized tax benefits totaled \$10.1 million and \$9.9 million as of March 31, 2012 and December 31, 2011, respectively. The Company recognizes interest expense and any related penalties from uncertain tax positions in income tax expense. As of March 31, 2012 and December 31, 2011 the Company had accrued approximately \$1.0 million and \$0.9 million for interest and penalties, respectively.

## 10. Inventories

Net inventories as of March 31, 2012 and December 31, 2011 are summarized in the table below:

	March 31, 2012	December 31, 2011
<i>(Dollars in millions)</i>		
Raw materials	\$ 105.2	\$ 91.5
Work in process	22.1	20.1
Finished goods	99.4	95.1
	226.7	206.7
Less revaluation to LIFO	48.5	47.7
Net	\$ 178.2	\$ 159.0

## 11. Property, Plant and Equipment

Property, plant and equipment as of March 31, 2012 and December 31, 2011 are summarized in the table below:

	March 31, 2012	December 31, 2011
<i>(Dollars in millions)</i>		
Land	\$ 6.7	\$ 6.6
Buildings	35.1	34.7
Machinery and equipment	599.3	593.5
	641.1	634.8
Less accumulated depreciation	487.4	479.2
Net	\$ 153.7	\$ 155.6

## 12. Pensions and Postretirement Benefit Plans

The Company and its subsidiaries maintain a number of defined benefit and defined contribution plans to provide retirement benefits for employees in the U.S., as well as employees outside the U.S. These plans are maintained and contributions are made in accordance with the Employee Retirement Income Security Act of 1974 ("ERISA"), local statutory law or as determined by the board of directors. The defined benefit pension plans generally provide benefits based upon years of service and compensation. Pension plans are funded except for three domestic non-qualified defined benefit pension plans for certain key executives.

All qualified defined benefit pension plans for salaried employees have been closed to new participants and a number of plans, including some plans for hourly employees, have been frozen. Accordingly, these pension plans no longer accrue additional years of service or recognize future increases in compensation for benefit purposes. In addition, a number of pension plans are subject to a "soft" freeze which precludes new employees from entering the defined benefit pension plans.

The defined contribution plans generally provide retirement assets to employee participants based upon employer and employee contributions to the participant's individual investment account. The Company also provides retiree medical insurance coverage to certain U.S. employees and a life insurance benefit to most U.S. employees. For salaried employees, the retiree medical and retiree insurance plans have been closed to new participants.

The following table provides the components of net periodic benefit cost for the pension plans and other benefit plans for the three months ended March 31, 2012 and 2011:

	<i>Three Months Ended March 31,</i>	
	2012	2011
<i>(Dollars in millions)</i>		
Service cost	\$ 0.9	\$ 0.8
Interest cost	2.8	2.9
Expected return on plan assets	(2.7)	(2.8)
Amortization of net loss	2.0	1.6
Amortization of transition asset	(0.1)	(0.1)
Net periodic benefit cost for defined benefit plans	\$ 2.9	\$ 2.4
Defined contribution plan expense	\$ 1.5	\$ 1.5
Other postretirement benefit plan expense	0.2	0.2
Multi-employer pension plan expense	0.2	0.2

### 13. Debt

Debt at March 31, 2012 and December 31, 2011 was as follows:

	<i>Weighted Average Interest Rate</i>	<i>Maturity</i>	<i>March 31, 2012</i>	<i>December 31, 2011</i>
	<i>(Dollars in millions)</i>			
Revolving Credit Facility	3.41%	2015	\$ 18.5	\$ 6.4
Senior Notes	7 <sup>7</sup> / <sub>8</sub> %	2019	295.8	295.7
Total debt			314.3	302.1
Less short term debt and current maturities of long-term debt			0.0	0.0
Long-term debt			\$ 314.3	\$ 302.1

#### *Revolving Credit Facility*

The Koppers Inc. revolving credit facility agreement provides for a revolving credit facility of up to \$300.0 million at variable rates. Borrowings under the revolving credit facility are secured by a first priority lien on substantially all of the assets of Koppers Inc. and its material domestic subsidiaries. The revolving credit facility contains certain covenants for Koppers Inc. and its restricted subsidiaries that limit capital expenditures, additional indebtedness, liens, dividends, investments or acquisitions. In addition, such covenants give rise to events of default upon the failure by Koppers Inc. and its restricted subsidiaries to meet certain financial ratios. Commitment fees totaled \$0.3 million for each of the three months ended March 31, 2012 and 2011 and are charged to interest expense.

As of March 31, 2012, the Company had \$263.6 million of unused revolving credit availability for working capital purposes after restrictions from certain letter of credit commitments and other covenants. As of March 31, 2012, \$9.9 million of commitments were utilized by outstanding letters of credit.

#### *Senior Notes*

The Koppers Inc. 7 <sup>7</sup>/<sub>8</sub> percent Senior Notes due 2019 (the "Senior Notes") were issued on December 1, 2009 at an offering price of 98.311 percent of face value, or \$294.9 million and have a principal amount at maturity of \$300.0 million. The Senior Notes have an effective interest rate yield of 8 <sup>1</sup>/<sub>8</sub> percent per annum. The Senior Notes are unsecured senior obligations that are fully and unconditionally guaranteed by Koppers Holdings and certain of Koppers Inc.'s wholly-owned domestic subsidiaries. The Senior Notes are structurally subordinated to indebtedness under the revolving credit facility.

Interest on the Senior Notes is payable semiannually on December 1 and June 1 each year. On or after December 1, 2014, the Company is entitled to redeem all or a portion of the Senior Notes at a redemption price of 103.938 percent of principal value, declining annually in ratable amounts until the redemption price is equivalent to the principal value on December 1, 2017.

The indenture governing the Senior Notes includes customary covenants that restrict, among other things, the ability of Koppers Inc. and its restricted subsidiaries to incur additional debt, pay dividends or make certain other restricted payments, incur liens, merge or sell all or substantially all of the assets of Koppers Inc. or its subsidiaries or enter into various transactions with affiliates.

#### 14. Asset Retirement Obligations

The Company recognizes asset retirement obligations for the removal and disposal of residues; dismantling of certain tanks required by governmental authorities; cleaning and dismantling costs for owned rail cars; and cleaning costs for leased rail cars and barges. The following table reflects changes in the carrying values of asset retirement obligations:

	March 31, 2012	December 31, 2011
<i>(Dollars in millions)</i>		
Balance at beginning of year	\$ 21.3	\$ 17.0
Accretion expense	0.2	1.1
Revision in estimated cash flows, net	0.1	6.3
Expenses incurred	(0.4)	(3.1)
Currency translation	0.2	0.0
Balance at end of period	\$ 21.4	\$ 21.3

#### 15. Deferred Revenue from Extended Product Warranty Liabilities

The Company defers revenues associated with extended product warranty liabilities based on historical loss experience and sales of extended warranties on certain products. The following table reflects changes in the carrying values of deferred revenue:

	March 31, 2012	December 31, 2011
<i>(Dollars in millions)</i>		
Balance at beginning of year	\$ 4.8	\$ 5.7
Revenue earned	(0.2)	(0.9)
Balance at end of period	\$ 4.6	\$ 4.8

#### 16. Commitments and Contingent Liabilities

The Company and its subsidiaries are involved in litigation and various proceedings relating to environmental laws and regulations and toxic tort, product liability and other matters. Certain of these matters are discussed below. The ultimate resolution of these contingencies is subject to significant uncertainty and should the Company or its subsidiaries fail to prevail in any of these legal matters or should several of these legal matters be resolved against the Company or its subsidiaries in the same reporting period, these legal matters could, individually or in the aggregate, be material to the consolidated financial statements.

##### *Legal Proceedings*

**Coal Tar Pitch Cases.** Koppers Inc., along with other defendants, is currently a defendant in lawsuits filed in four states in which the plaintiffs claim they suffered a variety of illnesses (including cancer) as a result of exposure to coal tar pitch sold by the defendants. There are approximately 131 plaintiffs in 74 cases pending as of March 31, 2012 as compared to 131 plaintiffs in 73 cases at December 31, 2011. As of March 31, 2012, there are a total of 67 cases pending in state court in Pennsylvania, four in Arkansas, and one case each pending in state courts in Tennessee, Indiana and Illinois.

The plaintiffs in all 74 pending cases seek to recover compensatory damages, while plaintiffs in 65 cases also seek to recover punitive damages. The plaintiffs in the 67 cases filed in Pennsylvania state court seek unspecified damages in excess of the court's minimum jurisdictional limit. The plaintiffs in the Arkansas state court cases each seek compensatory damages in excess of \$50,000 in addition to punitive damages. The plaintiffs in the case filed in Indiana state court also seek damages in an unspecified amount. The plaintiffs in the Tennessee state court case each seek damages of \$15.0 million. The plaintiff in the Illinois state court case seeks compensatory damages in excess of \$50,000.

The other defendants in these lawsuits vary from case to case and include companies such as Beazer East, Inc., United States Steel Corporation, Honeywell International Inc., Vertellus Specialties Inc., Dow Chemical Company, Rust-Oleum Corporation, UCAR Carbon Company, Inc., Exxon Mobil Corporation, Chemtura Corporation, SGL Carbon Corporation, Alcoa, Inc., and PPG Industries, Inc. Discovery is proceeding in these cases. No trial dates have been set in any of these cases.

The Company has not provided a reserve for these lawsuits because, at this time, the Company cannot reasonably determine the probability of a loss, and the amount of loss, if any, cannot be reasonably estimated. The timing of resolution of these cases cannot be reasonably determined. Although Koppers Inc. is vigorously defending these cases, an unfavorable resolution of these matters may have a material adverse effect on the Company's business, financial condition, cash flows and results of operations.

*Gainesville.* Koppers Inc. operated a utility pole treatment plant in Gainesville from December 29, 1988 until its closure late in 2009. The property upon which the utility pole treatment plant was located was sold by Koppers Inc. to Beazer East, Inc. in the first quarter of 2010.

In November 2010, a class action complaint was filed in the Circuit Court of the Eighth Judicial Circuit located in Alachua County, Florida by residential real property owners located in a neighborhood west of and immediately adjacent to the former utility pole treatment plant in Gainesville. The complaint named Koppers Holdings Inc., Koppers Inc., Beazer East and several other parties as defendants. The complaint alleges that chemicals and dust from the plant have contaminated and impacted plaintiffs' properties by reducing the fair market value. The complaint seeks injunctive relief and compensatory damages for diminution in property values and for plaintiffs' loss of use and enjoyment of the properties.

The case was removed to the United States District Court for the Northern District of Florida in December 2010. Koppers Holdings Inc. filed a motion to dismiss alleging that the Court lacks personal jurisdiction over it. The Court has not yet ruled on Koppers Holdings Inc.'s motion to dismiss. The plaintiffs were granted leave to file a supplemental amended complaint which expands the boundaries of the "class affected area" from its original size. The Court recently granted the parties joint motion to stay the proceedings for 120 days so that the parties can explore the possibility of resolving the case. The Court has not yet scheduled a class certification hearing or trial.

The Company has not provided a reserve for this matter because, at this time, it cannot reasonably determine the probability of a loss, and the amount of loss, if any, cannot be reasonably estimated. The timing of resolution of this case cannot be reasonably determined. Although the Company is vigorously defending this case, an unfavorable resolution of this matter may have a material adverse effect on the Company's business, financial condition, cash flows and results of operations.

#### *Environmental and Other Litigation Matters*

The Company and its subsidiaries are subject to federal, state, local and foreign laws and regulations and potential liabilities relating to the protection of the environment and human health and safety including, among other things, the cleanup of contaminated sites, the treatment, storage and disposal of wastes, the discharge of effluent into waterways, the emission of substances into the air and various health and safety matters. The Company's subsidiaries expect to incur substantial costs for ongoing compliance with such laws and regulations. The Company's subsidiaries may also face governmental or third-party claims, or otherwise incur costs, relating to cleanup of, or for injuries resulting from, contamination at sites associated with past and present operations. The Company accrues for environmental liabilities when a determination can be made that a liability is probable and reasonably estimable.

*Environmental and Other Liabilities Retained or Assumed by Others.* The Company's subsidiaries have agreements with former owners of certain of their operating locations under which the former owners retained, assumed and/or agreed to indemnify such subsidiaries against certain environmental and other liabilities. The most significant of these agreements was entered into at Koppers Inc.'s formation on December 29, 1988 (the "Acquisition"). Under the related asset purchase agreement between

Koppers Inc. and Beazer East, subject to certain limitations, Beazer East retained the responsibility for and agreed to indemnify Koppers Inc. against certain liabilities, damages, losses and costs, including, with certain limited exceptions, liabilities under and costs to comply with environmental laws to the extent attributable to acts or omissions occurring prior to the Acquisition and liabilities related to products sold by Beazer East prior to the Acquisition (the "Indemnity"). Beazer Limited, the parent company of Beazer East, unconditionally guaranteed Beazer East's performance of the Indemnity pursuant to a guarantee (the "Guarantee"). In 1998, the parent company of Beazer East purchased an insurance policy under which the funding and risk of certain environmental and other liabilities relating to the former Koppers Company, Inc. operations of Beazer East (which includes locations purchased from Beazer East by Koppers Inc.) are underwritten by Centre Solutions (a member of the Zurich Group) and Swiss Re. Beazer East is a wholly-owned, indirect subsidiary of Heidelberg Cement AG.

The Indemnity provides different mechanisms, subject to certain limitations, by which Beazer East is obligated to indemnify Koppers Inc. with regard to certain environmental, product and other liabilities and imposes certain conditions on Koppers Inc. before receiving such indemnification, including, in some cases, certain limitations regarding the time period as to which claims for indemnification can be brought. In July 2004, Koppers Inc. and Beazer East agreed to amend the environmental indemnification provisions of the December 29, 1988 asset purchase agreement to extend the indemnification period for pre-closing environmental liabilities through July 2019. As consideration for the amendment, Koppers Inc. paid Beazer East a total of \$7.0 million and agreed to share toxic tort litigation defense costs arising from any sites acquired from Beazer East. The July 2004 amendment did not change the provisions of the Indemnity with respect to indemnification for non-environmental claims, such as product liability claims, which claims may continue to be asserted after July 2019.

Qualified expenditures under the Indemnity are not subject to a monetary limit. Qualified expenditures under the Indemnity include (i) environmental cleanup liabilities required by third parties, such as investigation, remediation and closure costs, relating to pre-December 29, 1988, or Pre-Closing, acts or omissions of Beazer East or its predecessors; (ii) environmental claims by third parties for personal injuries, property damages and natural resources damages relating to Pre-Closing acts or omissions of Beazer East or its predecessors; (iii) punitive damages for the acts or omissions of Beazer East and its predecessors without regard to the date of the alleged conduct and (iv) product liability claims for products sold by Beazer East or its predecessors without regard to the date of the alleged conduct. If the third party claims described in sections (i) and (ii) above are not made by July 2019, Beazer East will not be required to pay the costs arising from such claims under the Indemnity. However, with respect to any such claims which are made by July 2019, Beazer East will continue to be responsible for such claims under the Indemnity beyond July 2019. The Indemnity provides for the resolution of issues between Koppers Inc. and Beazer East by an arbitrator on an expedited basis upon the request of either party. The arbitrator could be asked, among other things, to make a determination regarding the allocation of environmental responsibilities between Koppers Inc. and Beazer East. Arbitration decisions under the Indemnity are final and binding on the parties.

Contamination has been identified at most manufacturing and other sites of the Company's subsidiaries. Two sites currently owned and operated by Koppers Inc. in the United States are listed on the National Priorities List promulgated under the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ("CERCLA"). Currently, at the properties acquired from Beazer East (which include all of the National Priorities List sites and all but one of the sites permitted under the Resource Conservation and Recovery Act ("RCRA")), a significant portion of all investigative, cleanup and closure activities are being conducted and paid for by Beazer East pursuant to the terms of the Indemnity. In addition, other of Koppers Inc.'s sites are or have been operated under RCRA and various other environmental permits, and remedial and closure activities are being conducted at some of these sites.

To date, the parties that retained, assumed and/or agreed to indemnify the Company against the liabilities referred to above, including Beazer East, have performed their obligations in all material respects. The Company believes that, for the last three years ended December 31, 2011, amounts paid by Beazer East as a result of its environmental remediation obligations under the Indemnity have averaged in total approximately \$15 million per year. Periodically, issues have arisen between Koppers Inc. and Beazer East and/or other indemnitors that have been resolved without arbitration. Koppers Inc. and Beazer East engage in discussions from time to time that involve, among other things, the allocation of environmental costs related to certain operating and closed facilities.

If for any reason (including disputed coverage or financial incapability) one or more of such parties fail to perform their obligations and the Company or its subsidiaries are held liable for or otherwise required to pay all or part of such liabilities without reimbursement, the imposition of such liabilities on the Company or its subsidiaries could have a material adverse effect



on its business, financial condition, cash flows and results of operations. Furthermore, the Company could be required to record a contingent liability on its balance sheet with respect to such matters, which could result in a negative impact to the Company's business, financial condition, cash flows and results of operations.

*Domestic Environmental Matters.* Koppers Inc. has been named as a potentially responsible party (a "PRP") at the Portland Harbor CERCLA site located on the Willamette River in Oregon. Koppers Inc. has replied to an EPA Information request and has executed a PRP agreement which outlines the process to develop an allocation of past and future costs. The current estimate for past costs incurred in the remedial investigation/feasibility study is approximately \$100 million. Koppers Inc. currently operates a coal tar pitch terminal near the site. Koppers Inc. has accrued its estimated cost of participation in the PRP group. Separate from the EPA activities, a natural resources damages assessment is being conducted by a local trustee group. In September 2009, Koppers Inc. received a general notice letter notifying it that it may be a PRP at the Newark Bay CERCLA site. In January 2010, Koppers Inc. submitted a response to the general notice letter asserting that Koppers Inc. is a de minimus party at this site. Other than the estimated costs of participating in the PRP group at the Portland Harbor and Newark Bay CERCLA sites totaling \$0.6 million at March 31, 2012, the Company has not provided a reserve for these matters because, at this time, it cannot reasonably determine the probability of a loss, and the amount of loss, if any, cannot be reasonably estimated. An unfavorable resolution of these matters may have a material adverse effect on the Company's business, financial condition, cash flows and results of operations.

At the request of the Illinois Environmental Protection Agency, Koppers Inc. conducted a voluntary investigation of soil and groundwater at its Stickney, Illinois carbon materials and chemicals facility. Koppers Inc. also conducted an investigation of soil and groundwater at a leased terminal site located adjacent to the Stickney facility. Koppers Inc. is conducting such investigations in cooperation with Beazer East. The Company's reserve for this matter was \$0.3 million as of March 31, 2012.

*Australian Environmental Matters.* Soil and groundwater contamination has been detected at certain of the Company's Australian facilities. At the Company's tar distillation facility in Newcastle, New South Wales, Australia, soil contamination from an abandoned underground coal tar pipeline and other groundwater contamination have been detected at a property adjacent to the facility. In 2011, the Company and the owner of the adjacent property reached an agreement in which the Company will contribute \$1.6 million and the owner of the adjacent property will contribute \$7.5 million toward remediation of the property. The agreement provides that the Company will assume responsibility for the management of the remediation effort and will indemnify the current owner for any remediation costs in excess of its agreed contribution. At the completion of the remediation, the agreement provides that the property will be transferred to the Company. The remediation project commenced in the fourth quarter of 2011 and the Company has reserved its expected remaining remediation costs of \$6.0 million and has recorded a receivable, net of cash collections, from the owner of the adjacent property of \$4.2 million as of March 31, 2012.

In December 2011, the Company ceased manufacturing operations at its Continental Carbon facility located in Kurnell, Australia. This decision was made as a result of deteriorating business conditions including raw material availability and cost, competition in the export markets due to the strength of the Australian dollar and a variety of other factors. The Company has accrued its expected cost of site remediation resulting from the closure of \$6.9 million as of March 31, 2012.

Other Australian environmental matters include soil and groundwater remediation at a number of current and former facilities in Australia. The Company has reserved \$1.3 million for remediation costs at the remaining Australian sites.

*Other Matters.* On February 18, 2012, approximately 400 tons of liquid carbon pitch leaked from a storage tank at the Company's terminal facility in Portland, Victoria, Australia. All of the coal tar pitch was contained within the tank farm area and no release of material to water or soil occurred. Costs directly associated with the leak totaled \$1.7 million for the three months ended March 31, 2012 and primarily consisted of inventory losses of \$0.4 million, emergency response expenses of \$0.5 million, incremental logistics expenses of \$0.4 million and estimated material clean-up and removal expenses of \$0.4 million. The Company has also received two claims for damages totaling less than \$1.0 million from entities who allege that their businesses were adversely affected during the temporary closure of Portland's harbor. The Company has not provided a reserve for these claims because, at this time, it cannot reasonably determine the probability of a loss, and the amount of the loss, if any, cannot be reasonably estimated.

*Environmental Reserves Rollforward.* The following table reflects changes in the accrued liability for environmental matters, of which \$6.5 million and \$8.1 million are classified as current liabilities at March 31, 2012 and December 31, 2011, respectively:

	<u>March 31,</u> 2012	<u>Period ended</u> <u>December 31,</u> 2011
<i>(Dollars in millions)</i>		
Balance at beginning of year	\$ 17.7	\$ 6.6
Expense	0.6	8.0
Reversal of reserves	(0.1)	(1.6)
Cash expenditures	(2.3)	(2.4)
Assumed remediation liability in exchange for cash	0.0	7.5
Currency translation	0.3	(0.4)
Balance at end of year	\$ 16.2	\$ 17.7

#### 17. Subsidiary Guarantor Information for Koppers Inc. Senior Notes

On December 1, 2009, Koppers Inc. issued \$300.0 million principal value of Senior Notes. Koppers Holdings and each of Koppers Inc.'s wholly-owned material domestic subsidiaries other than Koppers Assurance, Inc. fully and unconditionally guarantee the payment of principal and interest on the Senior Notes. The domestic guarantor subsidiaries include Koppers World-Wide Ventures Corporation, Koppers Delaware, Inc., Koppers Concrete Products, Inc., Concrete Partners, Inc., Koppers Ventures LLC and Koppers Asia LLC.

Separate condensed consolidating financial statement information for Koppers Holdings Inc. (the parent), Koppers Inc., the domestic guarantor subsidiaries and the non-guarantor subsidiaries as of March 31, 2012 and 2011 and for the three months ended March 31, 2012 and 2011 is as follows:

#### Condensed Consolidating Statement of Comprehensive Income For the Three Months Ended March 31, 2012

	<i>Parent</i>	<i>Koppers Inc.</i>	<i>Domestic Guarantor Subsidiaries</i>	<i>Non- Guarantor Subsidiaries</i>	<i>Consolidating Adjustments</i>	<i>Consolidated</i>
<i>(Dollars in millions)</i>						
Net sales	\$ 0.0	\$ 211.8	\$ 22.4	\$ 163.2	\$ (16.5)	\$ 380.9
Cost of sales including depreciation and amortization	0.0	189.4	16.3	143.0	(15.0)	333.7
Selling, general and administrative	0.4	10.5	0.4	6.7	0.0	18.0
Operating profit (loss)	(0.4)	11.9	5.7	13.5	(1.5)	29.2
Other income (expense)	15.9	0.0	0.3	0.4	(15.9)	0.7
Interest expense (income)	0.1	6.8	0.0	1.5	(1.5)	6.9
Income taxes	(0.2)	5.1	0.1	2.2	0.0	7.2
Income from continuing operations	15.6	0.0	5.9	10.2	(15.9)	15.8
Discontinued operations	0.0	(0.1)	0.0	0.2	0.0	0.1
Noncontrolling interests	0.0	0.0	0.0	0.3	0.0	0.3
Net income attributable to Koppers	\$ 15.6	\$ (0.1)	\$ 5.9	\$ 10.1	\$ (15.9)	\$ 15.6
Comprehensive income attributable to Koppers	\$ 22.3	\$ 1.1	\$ 7.7	\$ 13.8	\$ (22.6)	\$ 22.3

Condensed Consolidating Statement of Comprehensive Income  
For the Three Months Ended March 31, 2011

	Parent	Koppers Inc.	Domestic Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
<i>(Dollars in millions)</i>						
Net sales	\$ 0.0	\$ 189.2	\$ 18.9	\$ 145.1	\$ (11.7)	\$ 341.5
Cost of sales including depreciation and amortization	0.0	175.9	13.5	123.3	(10.2)	302.5
Selling, general and administrative	0.3	9.6	0.5	7.3	0.0	17.7
Operating profit (loss)	(0.3)	3.7	4.9	14.5	(1.5)	21.3
Other income (expense)	9.0	0.0	0.0	0.0	(9.0)	0.0
Interest expense (income)	(0.1)	6.9	0.0	1.4	(1.3)	6.9
Income taxes	(0.1)	2.2	0.0	3.1	0.0	5.2
Income from continuing operations	8.9	(5.4)	4.9	10.0	(9.2)	9.2
Discontinued operations	0.0	0.1	0.0	(0.3)	0.0	(0.2)
Noncontrolling interests	0.0	0.0	0.0	0.1	0.0	0.1
Net income attributable to Koppers	\$ 8.9	\$ (5.3)	\$ 4.9	\$ 9.6	\$ (9.2)	\$ 8.9
Comprehensive income attributable to Koppers	\$16.6	\$ (4.4)	\$ 5.8	\$ 15.5	\$ (16.9)	\$ 16.6

Condensed Consolidating Balance Sheet  
March 31, 2012

	Parent	Koppers Inc.	Domestic Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
<i>(Dollars in millions)</i>						
<b>ASSETS</b>						
Cash and cash equivalents	\$ 0.0	\$ 0.0	\$ 0.0	\$ 42.6	\$ 0.0	\$ 42.6
Accounts receivable, net	5.8	113.1	301.3	100.2	(328.0)	192.4
Inventories, net	0.0	99.0	0.0	79.3	(0.1)	178.2
Deferred tax assets	0.0	10.9	(1.5)	0.2	0.0	9.6
Other current assets	0.0	7.2	0.3	24.4	0.0	31.9
Total current assets	5.8	230.2	300.1	246.7	(328.1)	454.7
Equity investments	111.7	77.1	26.5	4.2	(214.1)	5.4
Property, plant and equipment, net	0.0	100.3	0.0	53.4	0.0	153.7
Goodwill	0.0	39.8	0.0	33.2	0.0	73.0
Deferred tax assets	0.0	41.2	(10.5)	10.8	0.0	41.5
Other noncurrent assets	0.0	17.7	126.9	44.0	(162.8)	25.8
Total assets	\$117.5	\$ 506.3	\$ 443.0	\$ 392.3	\$ (705.0)	\$ 754.1
<b>LIABILITIES AND EQUITY</b>						
Accounts payable	\$ 0.1	\$ 353.4	\$ 15.3	\$ 55.5	\$ (327.7)	\$ 96.6
Accrued liabilities	4.9	30.2	(0.9)	32.3	0.0	66.5
Total current liabilities	5.0	383.6	14.4	87.8	(327.7)	163.1
Long-term debt	0.0	413.0	0.0	64.5	(163.2)	314.3
Other long-term liabilities	0.0	116.6	2.5	32.4	0.0	151.5
Total liabilities	5.0	913.2	16.9	184.7	(490.9)	628.9
Koppers shareholders' equity	112.5	(406.9)	426.1	194.9	(214.1)	112.5
Noncontrolling interests	0.0	0.0	0.0	12.7	0.0	12.7
Total liabilities and equity	\$117.5	\$ 506.3	\$ 443.0	\$ 392.3	\$ (705.0)	\$ 754.1

Condensed Consolidating Balance Sheet  
December 31, 2011

	Parent	Koppers Inc.	Domestic Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
<i>(Dollars in millions)</i>						
<b>ASSETS</b>						
Cash and cash equivalents	\$ 0.0	\$ 0.0	\$ 0.0	\$ 54.1	\$ 0.0	\$ 54.1
Accounts receivable, net	5.5	112.6	284.0	79.2	(309.8)	171.5
Inventories, net	0.0	74.8	0.0	84.2	0.0	159.0
Deferred tax assets	0.0	10.7	(1.5)	0.1	0.0	9.3
Other current assets	0.0	6.8	0.3	26.4	0.0	33.5
Total current assets	5.5	204.9	282.8	244.0	(309.8)	427.4
Equity investments	93.9	77.1	26.3	3.9	(196.3)	4.9
Property, plant and equipment, net	0.0	102.0	0.0	53.6	0.0	155.6
Goodwill	0.0	39.8	0.0	32.3	0.0	72.1
Deferred tax assets	0.0	43.7	(10.5)	11.1	0.0	44.3
Other noncurrent assets	0.0	18.4	131.3	44.4	(167.7)	26.4
Total assets	\$99.4	\$ 485.9	\$ 429.9	\$ 389.3	\$ (673.8)	\$ 730.7
<b>LIABILITIES AND EQUITY</b>						
Accounts payable	\$ 0.1	\$ 344.5	\$ 9.6	\$ 57.5	\$ (309.8)	\$ 102.1
Accrued liabilities	4.5	27.2	(0.6)	37.4	0.0	68.3
Short-term debt and current portion of long-term debt	0.0	0.0	0.0	0.0	0.0	0.0
Total current liabilities	4.6	371.7	9.0	94.9	(309.8)	170.4
Long-term debt	0.0	400.8	0.0	69.0	(167.7)	302.1
Other long-term liabilities	0.0	116.5	2.5	32.0	0.0	151.0
Total liabilities	4.6	889.0	11.5	195.9	(477.5)	623.5
Koppers shareholders' equity	94.8	(403.1)	418.4	181.0	(196.3)	94.8
Noncontrolling interests	0.0	0.0	0.0	12.4	0.0	12.4
Total liabilities and equity	\$99.4	\$ 485.9	\$ 429.9	\$ 389.3	\$ (673.8)	\$ 730.7

Condensed Consolidating Statement of Cash Flows  
For the Three Months Ended March 31, 2012

	Parent	Koppers Inc.	Domestic Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
<i>(Dollars in millions)</i>						
Cash provided by (used in) operating activities	\$ 5.6	\$ (9.4)	\$ 0.0	\$ (12.0)	\$ 0.0	\$ (15.8)
Cash provided by (used in) investing activities:						
Capital expenditures and acquisitions	0.0	(2.7)	0.0	(0.7)	0.0	(3.4)
Net cash proceeds (payments) from divestitures and asset sales	0.0	0.0	0.0	0.2	0.0	0.2
Net cash provided by (used in) investing activities	0.0	(2.7)	0.0	(0.5)	0.0	(3.2)
Cash provided by (used in) financing activities:						
Borrowings (repayments) of long-term debt	0.0	12.1	0.0	0.0	0.0	12.1
Dividends paid	(4.5)	0.0	0.0	0.0	0.0	(4.5)
Stock issued (repurchased)	(1.1)	0.0	0.0	0.0	0.0	(1.1)
Net cash provided by (used in) financing activities	(5.6)	12.1	0.0	0.0	0.0	6.5
Effect of exchange rates on cash	0.0	0.0	0.0	1.0	0.0	1.0
Net increase (decrease) in cash and cash equivalents	0.0	0.0	0.0	(11.5)	0.0	(11.5)
Cash and cash equivalents at beginning of year	0.0	0.0	0.0	54.1	0.0	54.1
Cash and cash equivalents at end of period	\$0.0	\$0.0	\$0.0	\$42.6	\$0.0	\$42.6

Condensed Consolidating Statement of Cash Flows  
For the Three Months Ended March 31, 2011

	Parent	Koppers Inc.	Domestic Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
<i>(Dollars in millions)</i>						
Cash provided by (used in) operating activities	\$ 4.6	\$ (28.7)	\$ 0.0	\$ 14.6	\$ 0.0	\$ (9.5)
Cash provided by (used in) investing activities:						
Capital expenditures and acquisitions	0.0	(3.6)	0.0	(1.4)	0.0	(5.0)
Net cash proceeds (payments) from divestitures and asset sales	0.0	0.0	0.0	0.0	0.0	0.0
Net cash provided by (used in) investing activities	0.0	(3.6)	0.0	(1.4)	0.0	(5.0)
Cash provided by (used in) financing activities:						
Borrowings (repayments) of long-term debt	(0.1)	24.5	0.0	(0.8)	0.0	23.6
Deferred financing costs	0.0	(0.5)	0.0	0.0	0.0	(0.5)
Dividends paid	(4.5)	0.0	0.0	0.0	0.0	(4.5)
Stock issued (repurchased)	0.0	0.0	0.0	0.0	0.0	0.0
Net cash provided by (used in) financing activities	(4.6)	24.0	0.0	(0.8)	0.0	18.6
Effect of exchange rates on cash	0.0	(0.1)	0.0	1.2	0.0	1.1
Net increase (decrease) in cash and cash equivalents	0.0	(8.4)	0.0	13.6	0.0	5.2
Cash and cash equivalents at beginning of year	0.0	8.4	0.0	26.9	0.0	35.3
Cash and cash equivalents at end of period	\$ 0.0	\$ 0.0	\$ 0.0	\$ 40.5	\$ 0.0	\$ 40.5

## 18. Subsidiary Guarantor Information for Shelf Registration

Under a registration statement on Form S-3, Koppers Holdings may sell a combination of securities including common stock, debt securities, preferred stock, depository shares and warrants, from time to time in one or more offerings with an aggregate offering price of up to \$325 million. In addition, Koppers Inc. may sell debt securities from time to time under the registration statement. Debt securities may be fully and unconditionally guaranteed, on a joint and several basis, by Koppers Holdings, Koppers Inc. and/or other guarantor subsidiaries which will correspond to subsidiaries in the United States, Europe and Australia. The non-guarantor subsidiaries consist of certain subsidiaries in the United States, China and Mauritius. The guarantor subsidiaries that issue guarantees, if any, will be determined when a debt offering actually occurs under the registration statement and accordingly, the condensed consolidated financial information for subsidiary guarantors will be revised to identify the subsidiaries that actually provided guarantees.

Separate condensed consolidating financial statement information for the parent, Koppers Inc., domestic guarantor subsidiaries, foreign guarantor subsidiaries and non-guarantor subsidiaries as of March 31, 2012 and 2011 and for the three months ended March 31, 2012 and 2011 is as follows:

### Condensed Consolidating Statement of Comprehensive Income For the Three Months Ended March 31, 2012

<i>(Dollars in millions)</i>	<i>Parent</i>	<i>Koppers Inc.</i>	<i>Domestic Guarantor Subsidiaries</i>	<i>Foreign Guarantor Subsidiaries</i>	<i>Non- Guarantor Subsidiaries</i>	<i>Consolidating Adjustments</i>	<i>Consolidated</i>
Net sales	\$ 0.0	\$ 211.8	\$ 22.4	\$ 52.1	\$ 113.1	\$ (18.5)	\$ 380.9
Cost of sales including depreciation and amortization	0.0	189.4	16.3	41.2	103.7	(16.9)	333.7
Selling, general and administrative	0.4	10.5	0.4	2.5	4.2	0.0	18.0
Operating profit (loss)	(0.4)	11.9	5.7	8.4	5.2	(1.6)	29.2
Other income (expense)	15.9	0.0	0.3	0.0	0.4	(15.9)	0.7
Interest expense (income)	0.1	6.8	0.0	1.1	0.5	(1.6)	6.9
Income taxes	(0.2)	5.1	0.1	2.0	0.2	0.0	7.2
Income from continuing operations	15.6	0.0	5.9	5.3	4.9	(15.9)	15.8
Discontinued operations	0.0	(0.1)	0.0	0.2	0.0	0.0	0.1
Noncontrolling interests	0.0	0.0	0.0	0.0	0.3	0.0	0.3
Net income attributable to Koppers	\$ 15.6	\$ (0.1)	\$ 5.9	\$ 5.5	\$ 4.6	\$ (15.9)	\$ 15.6
Comprehensive income attributable to Koppers	\$ 22.3	\$ 1.1	\$ 7.7	\$ 8.9	\$ 5.8	\$ (23.5)	\$ 22.3

Condensed Consolidating Statement of Comprehensive Income  
For the Three Months Ended March 31, 2011

	Parent	Koppers Inc.	Domestic Guarantor Subsidiaries	Foreign Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
<i>(Dollars in millions)</i>							
Net sales	\$ 0.0	\$ 189.2	\$ 18.9	\$ 90.2	\$ 56.1	\$ (12.9)	\$ 341.5
Cost of sales including depreciation and amortization	0.0	175.9	13.6	73.5	50.4	(10.9)	302.5
Selling, general and administrative	0.3	9.6	0.5	5.1	2.2	0.0	17.7
Operating profit (loss)	(0.3)	3.7	4.8	11.6	3.5	(2.0)	21.3
Other income (expense)	9.0	0.0	0.0	(0.1)	0.1	(9.0)	0.0
Interest expense (income)	(0.1)	6.9	0.0	1.3	0.6	(1.8)	6.9
Income taxes	(0.1)	2.2	0.0	2.9	0.2	0.0	5.2
Income from continuing operations	8.9	(5.4)	4.8	7.3	2.8	(9.2)	9.2
Discontinued operations	0.0	0.1	0.0	(0.3)	0.0	0.0	(0.2)
Noncontrolling interests	0.0	0.0	0.0	0.0	0.1	0.0	0.1
Net income attributable to Koppers	\$ 8.9	\$ (5.3)	\$ 4.8	\$ 7.0	\$ 2.7	\$ (9.2)	\$ 8.9
Comprehensive income attributable to Koppers	\$16.6	\$ (4.4)	\$ 5.7	\$ 13.0	\$ 3.6	\$ (17.9)	\$ 16.6

Condensed Consolidating Balance Sheet  
March 31, 2012

	Parent	Koppers Inc.	Domestic Guarantor Subsidiaries	Foreign Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
<i>(Dollars in millions)</i>							
<b>ASSETS</b>							
Cash and cash equivalents	\$ 0.0	\$ 0.0	\$ 0.0	\$ 11.3	\$ 31.3	\$ 0.0	\$ 42.6
Accounts receivable, net	5.8	113.1	300.8	86.1	75.2	(388.6)	192.4
Inventories, net	0.0	99.0	0.0	40.8	38.5	(0.1)	178.2
Deferred tax assets	0.0	10.9	(1.5)	0.0	0.2	0.0	9.6
Other current assets	0.0	7.2	0.3	7.4	17.0	0.0	31.9
Total current assets	5.8	230.2	299.6	145.6	162.2	(388.7)	454.7
Equity investments	111.7	77.1	26.5	19.8	14.1	(243.8)	5.4
Property, plant and equipment, net	0.0	100.3	0.0	26.6	26.8	0.0	153.7
Goodwill	0.0	39.8	0.0	26.0	7.2	0.0	73.0
Deferred tax assets	0.0	41.2	(10.5)	12.4	(1.6)	0.0	41.5
Other noncurrent assets	0.0	17.7	126.8	20.2	40.3	(179.2)	25.8
Total assets	\$117.5	\$ 506.3	\$ 442.4	\$ 250.6	\$ 249.0	\$ (811.7)	\$ 754.1
<b>LIABILITIES AND EQUITY</b>							
Accounts payable	\$ 0.1	\$ 353.4	\$ 14.9	\$ 19.6	\$ 96.8	\$ (388.2)	\$ 96.6
Accrued liabilities	4.9	30.2	(0.9)	24.6	7.7	0.0	66.5
Total current liabilities	5.0	383.6	14.0	44.2	104.5	(388.2)	163.1
Long-term debt	0.0	413.0	0.0	64.5	16.4	(179.6)	314.3
Other long-term liabilities	0.0	116.6	2.6	20.3	12.1	(0.1)	151.5
Total liabilities	5.0	913.2	16.6	129.0	133.0	(567.9)	628.9
Koppers shareholders' equity	112.5	(406.9)	425.8	121.6	103.3	(243.8)	112.5
Noncontrolling interests	0.0	0.0	0.0	0.0	12.7	0.0	12.7
Total liabilities and equity	\$117.5	\$ 506.3	\$ 442.4	\$ 250.6	\$ 249.0	\$ (811.7)	\$ 754.1

Condensed Consolidating Balance Sheet  
December 31, 2011

	Parent	Koppers Inc.	Domestic Guarantor Subsidiaries	Foreign Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
<i>(Dollars in millions)</i>							
<b>ASSETS</b>							
Cash and cash equivalents	\$ 0.0	\$ 0.0	\$ 0.0	\$ 28.4	\$ 25.7	\$ 0.0	\$ 54.1
Accounts receivable, net	5.5	112.6	283.5	70.7	54.1	(354.9)	171.5
Inventories, net	0.0	74.8	0.0	49.0	35.2	0.0	159.0
Deferred tax assets	0.0	10.7	(1.5)	0.0	0.1	0.0	9.3
Other current assets	0.0	6.8	0.3	8.7	17.7	0.0	33.5
Total current assets	5.5	204.9	282.3	156.8	132.8	(354.9)	427.4
Equity investments	93.9	77.1	26.3	19.3	13.5	(225.2)	4.9
Property, plant and equipment, net	0.0	102.0	0.0	26.5	27.1	0.0	155.6
Goodwill	0.0	39.8	0.0	25.2	7.1	0.0	72.1
Deferred tax assets	0.0	43.7	(10.5)	12.1	(1.0)	0.0	44.3
Other noncurrent assets	0.0	18.4	131.2	15.7	40.9	(179.8)	26.4
Total assets	\$99.4	\$ 485.9	\$ 429.3	\$ 255.6	\$ 220.4	\$ (759.9)	\$ 730.7
<b>LIABILITIES AND EQUITY</b>							
Accounts payable	\$ 0.1	\$ 344.5	\$ 9.5	\$ 28.6	\$ 74.3	\$ (354.9)	\$ 102.1
Accrued liabilities	4.5	27.2	(0.9)	31.7	5.8	0.0	68.3
Total current liabilities	4.6	371.7	8.6	60.3	80.1	(354.9)	170.4
Long-term debt	0.0	400.8	0.0	62.7	18.5	(179.9)	302.1
Other long-term liabilities	0.0	116.5	2.5	19.9	12.1	0.0	151.0
Total liabilities	4.6	889.0	11.1	142.9	110.7	(534.8)	623.5
Koppers shareholders' equity	94.8	(403.1)	418.2	112.7	97.3	(225.1)	94.8
Noncontrolling interests	0.0	0.0	0.0	0.0	12.4	0.0	12.4
Total liabilities and equity	\$99.4	\$ 485.9	\$ 429.3	\$ 255.6	\$ 220.4	\$ (759.9)	\$ 730.7



Condensed Consolidating Statement of Cash Flows  
For the Three Months Ended March 31, 2012

	Parent	Koppers Inc.	Domestic Guarantor Subsidiaries	Foreign Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
<i>(Dollars in millions)</i>							
Cash provided by (used in) operating activities	\$ 5.6	\$ (9.4)	\$ 0.0	\$ (19.4)	\$ 7.4	\$ 0.0	\$ (15.8)
Cash provided by (used in) investing activities:							
Capital expenditures and acquisitions	0.0	(2.7)	0.0	(0.6)	(0.1)	0.0	(3.4)
Net cash proceeds (payments) from divestitures and asset sales	0.0	0.0	0.0	0.2	0.0	0.0	0.2
Net cash provided by (used in) investing activities	0.0	(2.7)	0.0	(0.4)	(0.1)	0.0	(3.2)
Cash provided by (used in) financing activities:							
Borrowings (repayments) of long-term debt	0.0	12.1	0.0	0.0	0.0	0.0	12.1
Dividends paid	(4.5)	0.0	0.0	0.0	0.0	0.0	(4.5)
Stock issued (repurchased)	(1.1)	0.0	0.0	0.0	0.0	0.0	(1.1)
Net cash provided by (used in) financing activities	(5.6)	12.1	0.0	0.0	0.0	0.0	6.5
Effect of exchange rates on cash	0.0	0.0	0.0	2.7	(1.7)	0.0	1.0
Net increase (decrease) in cash and cash equivalents	0.0	0.0	0.0	(17.1)	5.6	0.0	(11.5)
Cash and cash equivalents at beginning of year	0.0	0.0	0.0	28.4	25.7	0.0	54.1
Cash and cash equivalents at end of period	\$ 0.0	\$ 0.0	\$ 0.0	\$ 11.3	\$ 31.3	\$ 0.0	\$ 42.6

Condensed Consolidating Statement of Cash Flows  
For the Three Months Ended March 31, 2011

	Parent	Koppers Inc.	Domestic Guarantor Subsidiaries	Foreign Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
<i>(Dollars in millions)</i>							
Cash provided by (used in) operating activities	\$ 4.6	\$ (28.7)	\$ 0.0	\$ 12.1	\$ 2.5	\$ 0.0	\$ (9.5)
Cash provided by (used in) investing activities:							
Capital expenditures and acquisitions	0.0	(3.6)	0.0	(1.1)	(0.3)	0.0	(5.0)
Net cash proceeds (payments) from divestitures and asset sales	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Net cash provided by (used in) investing activities	0.0	(3.6)	0.0	(1.1)	(0.3)	0.0	(5.0)
Cash provided by (used in) financing activities:							
Borrowings (repayments) of long-term debt	(0.1)	24.5	0.0	0.0	(0.8)	0.0	23.6
Deferred financing costs	0.0	(0.5)	0.0	0.0	0.0	0.0	(0.5)
Dividends paid	(4.5)	0.0	0.0	0.0	0.0	0.0	(4.5)
Stock issued (repurchased)	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Net cash provided by (used in) financing activities	(4.6)	24.0	0.0	0.0	(0.8)	0.0	18.6
Effect of exchange rates on cash	0.0	(0.1)	0.0	3.1	(1.9)	0.0	1.1
Net increase (decrease) in cash and cash equivalents	0.0	(8.4)	0.0	14.1	(0.5)	0.0	5.2
Cash and cash equivalents at beginning of year	0.0	8.4	0.0	14.7	12.2	0.0	35.3
Cash and cash equivalents at end of period	\$ 0.0	\$ 0.0	\$ 0.0	\$ 28.8	\$ 11.7	\$ 0.0	\$ 40.5

19. Related Party Transactions

In November 2011, the Company loaned \$11.7 million to TTK, a 30-percent owned company in China. The loan is repayable in November 2012.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*This report and any documents incorporated herein by reference contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and may include, but are not limited to, statements about sales levels, restructuring, profitability and anticipated expenses and cash outflows. All forward-looking statements involve risks and uncertainties. All statements contained herein that are not clearly historical in nature are forward-looking, and words such as "believe," "anticipate," "expect," "estimate," "may," "will," "should," "continue," "plans," "intends," "likely," or other similar words or phrases are generally intended to identify forward-looking statements. Any forward-looking statement contained herein, in press releases, written statements or other documents filed with the Securities and Exchange Commission, or in Koppers communications with and discussions with investors and analysts in the normal course of business through meetings, phone calls and conference calls, regarding expectations with respect to sales, earnings, cash flows, operating efficiencies, product introduction or expansion, the benefits of acquisitions and divestitures or other matters as well as financings and repurchases of debt or equity securities, are subject to known and unknown risks, uncertainties and contingencies. Many of these risks, uncertainties and contingencies are beyond our control, and may cause actual results, performance or achievements to differ materially from anticipated results, performance or achievements. Factors that might affect such forward-looking statements, include, among other things, general economic and business conditions, demand for Koppers goods and services, competitive conditions, interest rate and foreign currency rate fluctuations, availability of key raw materials and unfavorable resolution of claims against us, as well as those discussed more fully elsewhere in this report and in other documents filed with the Securities and Exchange Commission by Koppers, particularly our latest annual report on Form 10-K. We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this report and the documents incorporated by reference herein may not in fact occur. Any forward-looking statements in this report speak only as of the date of this report, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after that date or to reflect the occurrence of unanticipated events.*

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the unaudited financial statements and related notes included in Item 1 of this Part I as well as the audited consolidated financial statements and the related notes included in our Annual Report on Form 10-K for the year ended December 31, 2011.*

### Overview

We are a leading integrated global provider of carbon compounds and commercial wood treatment products and services. Our products are used in a variety of niche applications in a diverse range of end-markets, including the aluminum, railroad, specialty chemical, utility, concrete and steel industries. We serve our customers through a comprehensive global manufacturing and distribution network, with manufacturing facilities located in the United States, Australia, China, the United Kingdom, Denmark and the Netherlands.

We operate two principal businesses: **Carbon Materials & Chemicals (CM&C)** and **Railroad & Utility Products (R&UP)**.

Through our CM&C business, we process coal tar into a variety of products, including carbon pitch, creosote, naphthalene and phthalic anhydride, which are intermediate materials necessary in the production of aluminum, the pressure treatment of wood and the production of carbon black, the production of high-strength concrete, and the production of plasticizers and specialty chemicals, respectively. Through our R&UP business, we believe that we are the largest supplier of railroad crossties to the North American railroads. Our other commercial wood treatment products include utility poles for the electric and telephone utility industries. We also provide rail joint bar products as well as various services to the railroad industry.

Our CM&C business has entered into a number of strategic transactions during the last two years to expand and focus on its core business related to coal tar distillation and derived products. In March 2010, we completed the acquisition of Cindu Chemicals B.V., a coal tar distillation company located in the Netherlands. This company was subsequently renamed Koppers Netherlands B.V. ("Koppers Netherlands"). In October 2010 we also purchased the midwestern United States refined tar business of Stella Jones Inc. to increase our presence in this market.

In February 2012 we announced that we had entered into a Memorandum of Understanding with Nippon Steel Chemical and several other entities to develop and construct a fully integrated coal tar based carbon products complex in Pizhou City, Jiangsu

Province, China. The complex will include a 250,000 metric ton tar distillation facility that will be majority-owned by Koppers, as well as a carbon black plant and a needle coke plant that will be owned by Nippon Steel Chemical. A significant portion of the products produced at the tar distillation plant will be used to supply the carbon black plant and the needle coke plant in the complex. Construction of the tar distillation plant is expected to commence in 2012 and be completed in early 2014.

In December 2010 our R&UP business acquired the rail joint bar business of Portec Rail Products, Inc. located in Huntington, West Virginia in accordance with a change in business strategy to focus on providing other maintenance of way products to our North American Class I and commercial railroad customers. Previously, the R&UP business had traditionally focused on the procurement and treatment of wood crossties to the North American railroad industry.

## Outlook

### *Trend Overview*

Our businesses and results of operations are impacted by various competitive and other factors including (i) the impact of global economic conditions on demand for our products both in the United States and overseas; (ii) raw materials pricing and availability, in particular the amount and quality of coal tar available in global markets, which is negatively impacted by reductions in steel production; (iii) volatility in oil prices, which impacts the cost of coal tar and certain other raw materials, as well as selling prices and margins for certain of our products including carbon black feedstock and phthalic anhydride; (iv) competitive conditions in global carbon pitch markets; and (v) changes in foreign exchange rates.

The availability of coal tar, our primary raw material, is linked to levels of metallurgical coke production. As the global steel industry has reduced production of steel and metallurgical coke the volumes of coal tar by-product have also been reduced. Our ability to obtain coal tar and the price we are able to negotiate have a significant impact on the level of profitability of our business. Many of our sales contracts include provisions that allow for price increases based on increases in the price of raw materials, which has allowed us to generally maintain profit dollars in our core businesses. However, significant increases in raw material costs can result in margin dilution if only the increased cost of the raw material is passed on to the customer. Additionally, in certain regions such as China that have competing markets for coal tar, or in regions where the available supply of our products exceeds demand, we may not be able to recover raw material cost increases in the selling prices for our end products.

The primary product produced by CM&C is carbon pitch, which is sold primarily to the aluminum industry to be used in the production of carbon anodes. The smelting of aluminum requires significant amounts of energy, which is a major cost component for the aluminum industry. As a result, new production facilities are being built in regions with low energy costs such as the Middle East, while regions with higher energy costs such as the United States and Western Europe have seen significant amounts of smelting capacity idled or closed over the last several years.

In late 2011 and early 2012, reductions in aluminum pricing have resulted in additional closures and curtailments in Europe and Australia that have resulted in lower sales volumes of carbon pitch for us in those regions. While we expect to recover the majority of these lower volumes from operations in the United States and China, margins may be negatively impacted as our increased presence in Asia has had a dilutive effect on margins due to market conditions in that region as well as the joint venture ownership structures of our Chinese operations.

Our Australian carbon black business experienced reduced profitability due to reduced raw material availability and the strengthening of the Australian dollar relative to the United States dollar, as the majority of sales for these products are exported and are denominated in U.S. dollars. As a result of these conditions, a review of this business was conducted that resulted in the decision to permanently cease production and close the facility. Impairment and closure charges of approximately \$41 million were incurred for this facility in the fourth quarter of 2011.

Several of our products, particularly carbon black feedstock and phthalic anhydride, have end market pricing that is linked to oil. Historically, we have benefited in terms of revenues and profitability from the higher pricing for these products as the cost of coal tar has not increased proportionally with oil. However, over the past few years our coal tar costs have demonstrated a stronger correlation to the price of oil, which has resulted in higher raw material and finished product costs as the price of oil has risen. In response, we have instituted price increases in an attempt to recoup the higher coal tar costs from our customers.

The primary end-market for R&UP is the North American railroad industry, which has a large installed base of wood crossties that require periodic replacement. As a result, our volumes for crossties and our operating results for this business have

historically been relatively stable. However, our railroad business can be negatively impacted by weather conditions that make it difficult for sawmills that provide our raw material to harvest timber from the forests. Additionally, some of our Class I railroad customers, who make up the largest portion of our business, may reduce inventory levels at certain times to manage working capital, which can adversely affect our volumes and profitability during certain periods.

We also sell crossties to commercial customers consisting primarily of short-line railroads, whose buying patterns have historically been influenced by general economic conditions. As a result, during recessionary periods sales volumes to our commercial customers can be reduced, resulting in lower revenues and profitability for our business.

#### *Seasonality and Effects of Weather on Operations*

Our quarterly operating results fluctuate due to a variety of factors that are outside of our control, including inclement weather conditions, which in the past have affected operating results. Operations at several facilities have been halted for short periods of time during the winter months. Moreover, demand for some of our products declines during periods of inclement weather. As a result of the foregoing, we anticipate that we may experience material fluctuations in quarterly operating results. Historically, our operating results have been significantly lower in the fourth and first calendar quarters as compared to the second and third calendar quarters. We expect this seasonality trend to continue in future periods.

### **Results of Operations – Comparison of Three Months Ended March 31, 2012 and 2011**

#### *Consolidated Results*

**Net sales** for the three months ended March 31, 2012 and 2011 are summarized by segment in the following table:

	<u>Three Months Ended March 31,</u>		<i>Net Change</i>
	<i>2012</i>	<i>2011</i>	
<i>(Dollars in millions)</i>			
Carbon Materials & Chemicals	\$ 249.5	\$ 218.6	+14%
Railroad & Utility Products	131.4	122.9	+7%
	<b>\$ 380.9</b>	<b>\$ 341.5</b>	<b>+12%</b>

**CM&C net sales** increased by \$30.9 million or 14 percent over the prior year period. Pricing for pitch increased sales by nine percent over the prior year quarter due to the Company passing on higher raw material costs while volumes for pitch decreased sales by three percent due to lower pitch volumes in Europe and Australia.

Higher distillate volumes increased sales by seven percent over the first quarter of 2011 due to carbon black feedstock being sold externally by Australian operations as a result of the closure of our Australian carbon black plant, combined with higher volumes of carbon black feedstock sold in China. Distillate pricing increased two percent due to higher oil prices. For coal tar chemicals, increases in phthalic anhydride prices in the U.S. of two percent offset a reduction in naphthalene prices of two percent due to softness in the European and Chinese naphthalene markets.

**R&UP net sales** increased by \$8.5 million or seven percent over the prior year period. Sales prices for railroad crossties increased sales by three percent while sales volumes for railroad crossties reduced sales by one percent compared to the prior year quarter. Lower volumes of untreated crosstie sales to Class I customers, due in part to increased demand for commercial crossties, were partially offset by increased volumes for treated crossties and treating services. Volumes for utility poles increased sales by three percent over the prior year quarter, and volumes for other products increased sales by one percent due mainly to increased sales of rail joint bars and other products.

**Cost of sales** as a percentage of net sales was 86 percent for the quarter ended March 31, 2012 compared to 87 percent for the quarter ended March 31, 2011. Overall, cost of sales was higher between periods due to increased sales of 12 percent while the cost of raw materials also increased in all regions except China.

**Depreciation and amortization** for the quarter ended March 31, 2012 was \$0.4 million higher when compared to the prior year period due to additional depreciation from capital projects completed in the first quarter of 2012.

**Selling, general and administrative expenses** for the quarter ended March 31, 2012 were \$0.3 million higher when compared to the prior year period.

**Other income** for the quarter ended March 31, 2012 was \$0.7 million higher when compared to the prior year primarily due to increased earnings from equity affiliates.

**Interest expense** for the quarter ended March 31, 2012 was unchanged as compared to the prior period.

**Income taxes** for the quarter ended March 31, 2012 were \$2.0 million higher when compared to the prior year period due primarily to the increase in pretax income of \$8.6 million. The Company's effective income tax rate for the quarter ended March 31, 2012, exclusive of discrete items, was 32.8 percent as compared to the prior year effective tax rate of 36.3 percent. The decrease in the effective tax rate is primarily due to lower tax expense associated with a project to consolidate certain European activities, which was completed in the fourth quarter of 2011.

### Segment Results

**Segment operating profit** for the three months ended March 31, 2012 and 2011 is summarized by segment in the following table:

	<u>Three Months Ended March 31,</u>		<u>% Change</u>
	<u>2012</u>	<u>2011</u>	
<i>(Dollars in millions)</i>			
<b>Operating profit:</b>			
Carbon Materials & Chemicals	\$ 20.5	\$ 14.1	+45%
Railroad & Utility Products	9.1	7.5	+21%
Corporate	(0.4)	(0.3)	-33%
	<u>\$ 29.2</u>	<u>\$ 21.3</u>	<u>+37%</u>
<b>Operating profit as a percentage of net sales:</b>			
Carbon Materials & Chemicals	8.2%	6.5%	+1.7%
Railroad & Utility Products	6.9%	6.1%	+0.8%
	<u>7.7%</u>	<u>6.2%</u>	<u>+1.5%</u>

**CM&C operating profit** increased by \$6.4 million or 45 percent over the prior year period. Operating profit as a percentage of net sales for CM&C increased to 8.2 percent from 6.5 percent in the prior year quarter. Operating profit for the three months ended March 31, 2012 was positively impacted by higher prices for carbon pitch and phthalic anhydride combined with higher volumes and prices for carbon black feedstock, which more than offset lower volumes for carbon pitch, lower prices for naphthalene, higher coal tar costs in most regions, and \$1.7 million of estimated costs related to a pitch tank rupture and resulting spill in Australia. Additionally, operating profit for the quarter ended March 31, 2011 was negatively impacted by \$1.0 million of incremental inventory storage and logistics costs in North America.

**R&UP operating profit** increased by \$1.6 million or 21 percent over the prior year period. Operating profit as a percentage of net sales for R&UP increased to 6.9 percent from 6.1 percent in the prior year quarter. Operating profit for the three months ended March 31, 2012 was positively impacted by higher volumes and prices for commercial crossties and treating services, which more than offset reduced volumes for untreated crossties sold to Class I railroad customers.

### Cash Flow

**Net cash used by operating activities** was \$15.8 million for the quarter ended March 31, 2012 as compared to net cash used by operating activities of \$9.5 million for the quarter ended March 31, 2011. The increase of \$6.3 million in net cash used by operations is due primarily to higher working capital requirements for inventory and accounts payable as compared to the prior period.

**Net cash used by investing activities** was \$3.2 million for the quarter ended March 31, 2012 as compared to net cash used by investing activities of \$5.0 million for the quarter ended March 31, 2011. The decrease in net cash used by investing activities of \$1.8 million is due to timing of capital expenditures.

**Net cash provided by financing activities** was \$6.5 million for the quarter ended March 31, 2012 as compared to net cash provided by financing activities of \$18.6 million for the quarter ended March 31, 2011. The first quarter of 2011 included net

borrowings of \$24.5 million to fund working capital requirements in the business as compared to net borrowings of \$12.1 million in the first quarter of 2012.

**Dividends paid** were \$4.5 million in the quarter ended March 31, 2012 as compared to dividends paid of \$4.5 million for the quarter ended March 31, 2011. Dividends paid in both quarters reflect a dividend of 22 cents per common share which was declared in the fourth quarter of each prior year.

On May 3, 2012, our board of directors declared a quarterly dividend of 24 cents per common share, payable on July 9, 2012 to shareholders of record as of May 15, 2012.

#### Liquidity and Capital Resources

##### *Restrictions on Dividends to Koppers Holdings*

Koppers Holdings depends on the dividends from the earnings of Koppers Inc. and its subsidiaries to generate the funds necessary to meet its financial obligations, including the payment of any declared dividend of Koppers Holdings. Koppers Inc.'s credit agreement prohibits it from making dividend payments to us unless (1) such dividend payments are permitted by the indenture governing Koppers Inc.'s Senior Notes and (2) no event of default or potential default has occurred or is continuing under the credit agreement. The indenture governing Koppers Inc.'s Senior Notes restricts its ability to finance our payment of dividends if (1) a default has occurred or would result from such financing, (2) a restricted subsidiary of Koppers Inc. which is not a guarantor under the indenture is not able to incur additional indebtedness (as defined in the indenture), and (3) the sum of all restricted payments (as defined in the indenture) have exceeded the permitted amount (which we refer to as the "basket") at such point in time.

The basket is governed by a formula based on the sum of a beginning amount, plus or minus a percentage of Koppers Inc.'s consolidated net income (as defined in the indenture), plus the net proceeds of Koppers Inc.'s qualified stock issuance or conversions of debt to qualified stock, plus the net proceeds from the sale of or a reduction in an investment (as defined in the indenture) or the value of the assets of an unrestricted subsidiary which is designated a restricted subsidiary. At March 31, 2012 the basket totaled \$183.2 million. Notwithstanding such restrictions, the indenture governing Koppers Inc.'s Senior Notes permits an additional aggregate amount of \$20.0 million each fiscal year to finance dividends on the capital stock of Koppers Holdings, whether or not there is any basket availability, provided that at the time of such payment, no default in the indenture has occurred or would result from financing the dividends.

In addition, certain required coverage ratios in Koppers Inc.'s revolving credit facility may restrict the ability of Koppers Inc. to pay dividends. See "—Debt Covenants."

##### *Liquidity*

The Koppers Inc. revolving credit facility agreement provides for a revolving credit facility of up to \$300.0 million at variable interest rates. Borrowings under the revolving credit facility are secured by a first priority lien on substantially all of the assets of Koppers Inc. and its material domestic subsidiaries. The revolving credit facility contains certain covenants for Koppers Inc. and its restricted subsidiaries that limit capital expenditures, additional indebtedness, liens, dividends and investments or acquisitions. In addition, such covenants give rise to events of default upon the failure by Koppers Inc. and its restricted subsidiaries to meet certain financial ratios.

As of March 31, 2012, we had \$263.6 million of unused revolving credit availability for working capital purposes after restrictions by various debt covenants and certain letter of credit commitments. As of March 31, 2012, \$9.9 million of commitments were utilized by outstanding letters of credit.

The following table summarizes our estimated liquidity as of March 31, 2012 (*dollars in millions*):

Cash and cash equivalents <sup>(1)</sup>	\$ 42.6
Amount available under revolving credit facility	263.6
Amount available under other credit facilities	15.3
<b>Total estimated liquidity</b>	<b>\$321.5</b>

*(1) Cash includes approximately \$39 million held by foreign subsidiaries, which if repatriated to the United States, would incur an estimated cash tax cost of approximately \$17 million.*

Our estimated liquidity was \$344.7 million at December 31, 2011.

As of March 31, 2012, we had \$325.0 million aggregate amount of common stock, debt securities, preferred stock, depository shares and warrants (or a combination of these securities) available to be issued under our registration statement on Form S-3 filed in 2009.

Our need for cash in the next twelve months relates primarily to contractual obligations which include debt service, purchase commitments and operating leases, as well as for working capital, capital maintenance programs and mandatory and voluntary defined benefit plan funding. We may also use cash to pursue potential strategic acquisitions. Capital expenditures in 2012, excluding acquisitions, are expected to total approximately \$32 million. We believe that our cash flow from operations and available borrowings under the revolving credit facility will be sufficient to fund our anticipated liquidity requirements for at least the next twelve months. In the event that the foregoing sources are not sufficient to fund our expenditures and service our indebtedness, we would be required to raise additional funds.

#### *Debt Covenants*

The covenants that affect availability of the revolving credit facility and which may restrict the ability of Koppers Inc. to pay dividends include the following financial ratios:

- i The fixed charge coverage ratio, calculated as of the end of each fiscal quarter for the four fiscal quarters then ended, is not permitted to be less than 1.10. The fixed charge coverage ratio at March 31, 2012 was 2.2.
- i The leverage ratio, calculated as of the end of each fiscal quarter for the four fiscal quarters then ended, is not permitted to exceed 4.50. The leverage ratio at March 31, 2012 was 2.01.

We are currently in compliance with all covenants in the credit agreement governing the revolving credit facility.

At March 31, 2012, Koppers Inc. had \$300.0 million principal value outstanding of Senior Notes. The Senior Notes include customary covenants that restrict, among other things, our ability to incur additional debt, pay dividends or make certain other restricted payments, incur liens, merge or sell all or substantially all of the assets or enter into various transactions with affiliates. We are currently in compliance with all covenants in the Senior Notes indenture.

#### *Legal Matters*

The information set forth in Note 16 to the Condensed Consolidated Financial Statements of Koppers Holdings Inc. included in Item 1 of this Part I is incorporated herein by reference.

#### *Recently Issued Accounting Guidance*

There is no recently issued accounting guidance that is expected to have a material impact on the Company.

#### *Critical Accounting Policies*

There have been no material changes to the Company's critical accounting policies as disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

#### *Environmental and Other Matters*

The information set forth in Note 16 to the Condensed Consolidated Financial Statements of Koppers Holdings Inc. included in Item 1 of Part I is incorporated herein by reference.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There are no material changes to the disclosure on this matter made in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

#### ITEM 4. CONTROLS AND PROCEDURES

The Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these controls and procedures were effective as of the end of the period covered by this report. There was no change in the Company's internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended March 31, 2012 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

The information set forth in Note 16 to the Condensed Consolidated Financial Statements of Koppers Holdings Inc. included in Item 1 of Part I of this report is incorporated herein by reference.

##### ITEM 1A. RISK FACTORS

There have been no material changes to the Risk Factors previously disclosed in Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

##### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table sets forth information regarding Koppers Holdings' repurchases of shares of its common stock during the three months ended March 31, 2012:

<i>Period</i>	<i>Total Number of Common Shares Purchased</i>	<i>Average Price paid per Common Share</i>	<i>Total Number of Common Shares Purchased as Part of Publicly announced Plans or Programs</i>	<i>Maximum Number of Common Shares that May Yet be Purchased Under the Plans or Programs</i>
January 1 – January 31	0	\$ 0.00	0	0
February 1 – February 29	44,452	\$ 38.39	44,452	0 <sup>(1)</sup>
March 1 – March 31	0	\$ 0.00	0	0

<sup>(1)</sup> Under the terms of the Company's Amended and Restated 2005 Long-Term Incentive Plan, restricted stock units and performance stock units granted in 2009 vested in February 2012. Upon the vesting of a portion of these stock units, each employee who holds these stock units has the right to cause the Company to withhold shares of the Company's common stock for tax obligations incurred in connection with the vesting of these units and the related issuance of shares of the Company's common stock to such employee.

##### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.



## ITEM 6. EXHIBITS

12.1**	Computation of ratio of earnings to fixed charges
31.1**	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2**	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS†	XBRL Instance Document
101.SCH†	XBRL Taxonomy Extension Schema Document
101.CAL†	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF†	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB†	XBRL Taxonomy Extension Label Linkbase Document
101.PRE†	XBRL Taxonomy Extension Presentation Linkbase Document

\* Management contract or compensatory plan.

\*\* Filed herewith.

† Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) the Condensed Consolidated Statement of Comprehensive Income for the three months ended March 31, 2012 and 2011, (ii) the Condensed Consolidated Balance Sheet at March 31, 2012 and December 31, 2011, (iii) the Condensed Consolidated Statement of Cash Flows for the three months ended March 31, 2012 and 2011, and (iv) Notes to Condensed Consolidated Financial Statements for the three months ended March 31, 2012. Users of this data are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities and Exchange Act of 1934, and otherwise is not subject to liability under these sections.

SIGNATURES

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

Date: May 4, 2012

KOPPERS HOLDINGS INC.  
(REGISTRANT)

By: /s/ LEROY M. BALL

Leroy M. Ball  
Vice President and Chief Financial Officer  
(Principal Financial Officer,  
Principal Accounting Officer and Duly Authorized Officer)

KOPPERS HOLDINGS INC.  
RATIO OF EARNINGS TO FIXED CHARGES  
(Dollars in millions, except ratios)

	2007	2008	2009	2010	2011	Three months ended March 31, 2012
<b>Earnings:</b>						
Income from continuing operations before taxes	\$ 79.5	\$ 90.0	\$ 35.5	\$ 73.8	\$52.5	\$ 23.0
Deduct: Equity earnings net of dividends	(0.2)	(0.6)	(0.8)	0.0	0.2	0.5
Deduct: Pre-tax income of noncontrolling interests	3.1	0.8	3.4	0.5	0.9	0.4
Add: Fixed charges	55.5	53.5	71.6	40.3	40.8	10.5
Earnings as defined	\$132.1	\$143.3	\$104.5	\$113.6	\$92.2	\$ 32.6
<b>Fixed charges:</b>						
Interest expensed	\$ 45.9	\$ 41.4	\$ 58.7	\$ 27.1	\$27.2	\$ 6.9
Interest capitalized	0.3	0.0	0.0	0.0	0.0	0.0
Other	0.0	0.4	0.5	0.0	0.0	0.0
Rents	31.1	39.0	41.5	42.5	43.8	11.6
Interest factor	31%	31%	31%	31%	31%	31%
Estimated interest component of rent	9.6	12.1	12.9	13.2	13.6	3.6
Total fixed charges	\$ 55.8	\$ 53.9	\$ 72.1	\$ 40.3	\$40.8	\$ 10.5
<b>Ratio of earnings to fixed charges</b>	<b>2.37</b>	<b>2.66</b>	<b>1.45</b>	<b>2.82</b>	<b>2.26</b>	<b>3.10</b>

## CERTIFICATIONS

I, Walter W. Turner, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Koppers Holdings 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 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-5(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 fiscal 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 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 (or persons performing the equivalent functions):
  - 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: May 4, 2012

/s/ WALTER W. TURNER

Walter W. Turner

President and Chief Executive Officer

## CERTIFICATIONS

I, Leroy M. Ball, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Koppers Holdings 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 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-5(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 fiscal 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 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 (or persons performing the equivalent functions):
  - 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: May 4, 2012

/s/ LEROY M. BALL

Leroy M. Ball

Vice President and Chief Financial Officer

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Koppers Holdings Inc. (the "Company") on Form 10-Q for the quarter ending March 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned hereby certifies in his capacity as an officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ WALTER W. TURNER  
Walter W. Turner  
Chief Executive Officer

May 4, 2012

/s/ LEROY M. BALL  
Leroy M. Ball  
Chief Financial Officer

May 4, 2012