

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM 10-K**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2010

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)

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, par value \$0.01 per share  
Title of Each Class

New York Stock Exchange  
Name of Exchange on which registered

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act: Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

The aggregate market value of Common Stock held by non-affiliates of the registrant, based on the closing sales price of the Common Stock on the New York Stock Exchange on June 30, 2010 was \$450.4 million (affiliates, for this purpose, have been deemed to be Directors and executive officers of Koppers Holdings Inc.).

As of January 31, 2011, 20,578,276 shares of Common Stock of the registrant were issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for the 2011 Annual Meeting of Stockholders are incorporated by reference into Part III of this Annual Report on Form 10-K.

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**FORWARD-LOOKING INFORMATION**

This report and the 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 SEC, or in our communications with and discussions with investors and analysts in the normal course of business through meetings, phone calls and conference calls 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 our goods and services;
- availability of and fluctuations in the prices of key raw materials, including coal tar and timber;
- competitive conditions in the industries in which we operate;
- the ratings on our debt and our ability to repay or refinance our outstanding indebtedness as it matures;
- our ability to operate within the limitations of our debt covenants;
- interest rate fluctuations and other changes in borrowing costs;
- other capital market conditions, including foreign currency rate fluctuations;
- economic and political conditions in international markets, including governmental changes and restrictions on the ability to transfer capital across countries;
- potential impairment of our goodwill and/or long-lived assets;
- parties who are obligated to indemnify us for legal and environmental liabilities fail to perform under their legal obligations;
- changes in laws, including increased tax rates, regulations or accounting standards, third-party relations and approvals, and decisions of courts, regulators and governmental bodies;
- the effects of competition, including locations of competitors and operating and market competition;
- unfavorable resolution of litigation against us; and
- the other factors set forth under “Risk Factors.”

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. We undertake no obligation to publicly update or revise any forward looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

**PART I****ITEM 1. BUSINESS****General**

*In this report, unless otherwise noted or the context otherwise requires, (i) the term “Koppers”, the “Company”, “we” or “us” refers to Koppers Holdings Inc. and its consolidated subsidiaries, (ii) the term “KH” refers to Koppers Holdings Inc. and not any of its subsidiaries and (iii) the term “KI” refers to Koppers Inc. and not any of its subsidiaries. Koppers Inc. is a wholly-owned subsidiary of Koppers Holdings Inc. Koppers Holdings Inc. has substantially no operations independent of Koppers Inc. and its subsidiaries. The use of these terms is not intended to imply that Koppers Holdings and Koppers Inc. are not separate and distinct legal entities.*

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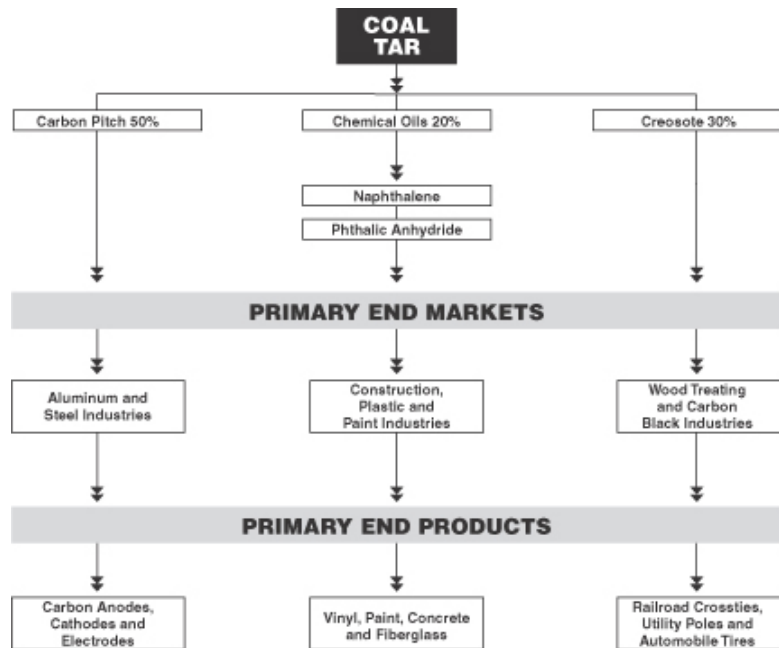
We are a leading integrated global provider of carbon compounds and commercial wood treatment products and services. Our products are used in a variety of niche applications in a diverse range of end-markets, including the aluminum, railroad, specialty chemical, utility, rubber, concrete and steel industries. 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, the Netherlands and Denmark.

We operate two principal business segments: Carbon Materials & Chemicals and Railroad & Utility Products.

Our operations are, to a substantial extent, vertically integrated. Through our Carbon Materials & Chemicals 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, the production of high-strength concrete, and the production of plasticizers and specialty chemicals, respectively. Through our Railroad & Utility Products business, we believe that we are the largest supplier of railroad crossties to the North American railroads.

### Carbon Materials & Chemicals

Carbon pitch, naphthalene, and creosote are produced through the distillation of coal tar, a by-product generated through the processing of coal into coke for use in steel and iron manufacturing. Coal tar distillation involves the conversion of coal tar into a variety of intermediate chemical products in processes beginning with distillation. During the distillation process, heat and vacuum are utilized to separate coal tar into three primary components: carbon pitch (approximately 50 percent), chemical oils (approximately 20 percent) and creosote (approximately 30 percent). The diagram below shows the streams derived from coal tar distillation:



Our Carbon Materials & Chemicals business (“CM&C”) manufactures the following principal products:

- carbon pitch, a critical raw material used in the production of aluminum and steel;
- naphthalene, used for the production of phthalic anhydride and as a surfactant in the production of concrete;
- phthalic anhydride, used in the production of plasticizers, polyester resins and alkyd paints;
- creosote and carbon black feedstock, used in the treatment of wood or as a feedstock in the production of carbon black, respectively; and
- carbon black, used primarily in the manufacture of rubber tires.

### Carbon Pitch

Carbon pitch is a critical raw material used in the production of aluminum and for the production of steel in electric arc furnaces. Approximately one ton of carbon pitch is required for every 10 tons of aluminum produced and there are currently no known viable substitutes for carbon pitch in the aluminum production process. Over 90 percent of our carbon pitch is sold to the aluminum industry, typically under long-term contracts ranging from three to five years. Many of these long-term contracts have provisions for periodic pricing reviews. We have been a leading supplier of carbon pitch to the aluminum industry for over 20 years, and we believe we are the largest producer of carbon pitch for the aluminum industry. Competitive factors in the carbon pitch market include price, quality, service and security of supply. We believe we have a competitive advantage based on our global presence and long-term raw material supply contracts.

### Naphthalene & Phthalic Anhydride

Chemical oils are further processed to produce naphthalene which we sell into the industrial sulfonate market for use as dispersants or in the concrete additive and gypsum board markets. Additional end-uses include oil field additives, agricultural emulsifiers, synthetic tanning agents and dyestuffs. In the United States, we also use naphthalene as a feedstock in the manufacture of phthalic anhydride. The primary markets for phthalic anhydride are in the production of plasticizers, unsaturated polyester resins and alkyd resins. We believe our ability to utilize our internally produced naphthalene gives us a more stable supply and generally lower-cost feedstock for the production of phthalic anhydride.

### Creosote, Carbon Black & Carbon Black Feedstock

In the United States, creosote is used as a commercial wood treatment chemical to preserve railroad crossties and lumber, utility poles and piling. The majority of our domestically produced creosote is sold to our Railroad & Utility Products business. In Australia, China and Europe, creosote is sold primarily into the carbon black market for use as a feedstock in the production of carbon black. In Australia, the majority of creosote generated at our tar distillation facility is sold to our carbon black facility. In Europe and China creosote is also sold to wood treaters. Globally, approximately one-third of our total creosote production was sold internally in 2010. Our wood treating plants in the United States purchase substantially all of their creosote from our tar distillation plants. We believe we are the only major competitor in these markets that is integrated in this fashion. The remainder of our creosote is sold to railroads and other wood treaters.

### Other Products

Other products include the sale of refined tars, benzole and specialty chemicals.

Our CM&C business manufactures its primary products and sells them directly to our global customer base under long-term contracts or through purchase orders negotiated by our regional sales personnel and coordinated through our global marketing group in the United States. We believe we have a strategic advantage over our competitors based on our ability to access coal tar from many global suppliers. Our nine coal tar distillation facilities including joint ventures and six carbon materials terminals give us the ability to offer customers multiple sourcing and a consistent supply of high quality products.

### Railroad & Utility Products

Our Railroad & Utility Products business ("R&UP") sells treated and untreated wood products, rail joint bars and services primarily to the railroad and public utility markets in the United States and Australia. We also produce concrete crossties, a complementary product to our wood treatment business, through a joint venture in the United States.

Railroad products include procuring and treating items such as crossties, switch ties and various types of lumber used for railroad bridges and crossings. Railroad products also include manufacturing and selling rail joint bars, which are steel bars used to join rails together for railroads. Utility products include transmission and distribution poles for electric and telephone utilities and piling used in industrial foundations, beach housing, docks and piers. The R&UP business operates 14 wood treating plants, one rail joint bar manufacturing facility, one co-generation facility and 12 pole distribution yards located throughout the United States and Australia. Our network of plants is strategically located near timber supplies to enable us to access raw materials and service customers effectively. In addition, our crosstie treating plants are typically adjacent to our railroad customers' track lines, and our pole distribution yards are typically located near our utility customers.

Our R&UP business manufactures its primary products and sells them directly to our customers through long-term contracts and purchase orders negotiated by our regional sales personnel and coordinated through our marketing group at corporate headquarters.

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Hardwoods, such as oak and other species, are the major raw materials in wood crossties. Hardwood prices, which account for more than 50 percent of a finished crosstie's cost, fluctuate with the demand from other hardwood lumber markets, such as oak flooring, pallets and other specialty lumber products. Weather conditions can be a factor in the supply of raw material, as unusually wet or inclement conditions may make it difficult to harvest timber.

In the United States, hardwood lumber is procured by us from hundreds of small sawmills throughout the northeastern, midwestern and southern areas of the country. The crossties are shipped via rail car or trucked directly to one of our crosstie treating plants, all of which are on line with a major railroad. The crossties are either air-stacked for a period of six to twelve months or artificially dried by a process called boultonizing. Once dried, the crossties are pressure treated with creosote, a product of our Carbon Materials & Chemicals business.

We believe we are the largest supplier of railroad crossties in North America. There are several principal regional competitors in this North American market. Competitive factors in the railroad crosstie market include price, quality, service and security of supply. We believe we have a competitive advantage due to our national network of treating plants and direct access to our major customers' rail lines, which provide for security of supply and logistics advantages for our customers.

Our R&UP business' largest customer base is the North American Class I railroad market, which buys approximately 80 percent of all crossties produced in the United States and Canada. We also have relationships with many of the approximately 550 short-line and regional rail lines. This also forms the customer base for our rail joint bar products. The railroad crosstie market is a mature market with approximately 20 million replacement crossties (both wood and non-wood) purchased during 2010. We currently supply all seven of the North American Class I railroads and have contracts with all of them.

Demand for railroad crossties may decline during winter months due to inclement weather conditions which make it difficult to install railroad crossties. As a result, operating results may vary from quarter to quarter depending on the severity of weather conditions and other variables affecting our products.

Utility poles are produced mainly from softwoods such as pine in the United States and from hardwoods of the eucalyptus species in Australia. Most of these poles are purchased from large timber owners and individual landowners and shipped to one of our pole-peeling facilities. While crossties are treated exclusively with creosote, we treat poles with a variety of preservatives, including pentachlorophenol, copper chrome arsenates and creosote.

In the United States the market for utility pole products is characterized by a large number of small, highly competitive producers selling into a price-sensitive industry. The utility pole market is highly fragmented domestically, with over 200 investor-owned electric and telephone utilities and 2,900 smaller municipal utilities and rural electric associations. In recent years we have seen our utility pole volumes decrease due to industry deregulation, its impact on maintenance programs, and overcapacity in the pole treating business. We expect demand for utility poles to remain at low levels. In Australia, in addition to utility poles, we market smaller poles to the agricultural, landscape and vineyard markets.

We have a number of principal competitors in the U.S. utility products market. There are few barriers to entry in the utility products market, which consists primarily of regional wood treating companies operating small to medium-size plants and serving local markets.

### Equity Investments

KSA Limited Partnership, located in Portsmouth, Ohio, produces concrete crossties, a complementary product to our wood treatment crosstie business. We own 50 percent of KSA, with the other 50 percent owned by subsidiaries of Heidelberg Cement AG. KSA Limited Partnership also provides concrete turnouts for rail traffic switching and used crosstie rehabilitation.

Tangshan Koppers Kailuan Carbon Chemical Company ("TKK") is a coal tar distillation facility located in China in the Hebei Province near the Jingtang Port. We hold a 30 percent investment in TKK which commenced production in the second quarter of 2009.

### Research and Development

Our research efforts are directed toward new product development regarding alternate uses for coal tar and technical service efforts to promote the use of creosote and vacuum-distilled carbon pitch. Expenditures for research and development were \$2.1 million, \$2.0 million and \$2.8 million, for the years ended December 31, 2010, 2009 and 2008, respectively.

#### Technology and Licensing

In 1988, we acquired certain assets from Koppers Company, Inc., including the patents, patent applications, trademarks, copyrights, transferable licenses, inventories, trade secrets and proprietary processes used in the businesses acquired. The most important trademark acquired was the name "Koppers." The association of the name with the chemical, building, wood preservation and coke industries is beneficial to our company, as it represents long-standing, high quality products. As long as we continue to use the name "Koppers" and comply with applicable registration requirements, our right to use the name "Koppers" should continue without expiration. The expiration of other intellectual property rights is not expected to materially affect our business.

#### Backlog

Generally, Koppers does not manufacture its products against a backlog of orders. Inventory and production levels are typically driven by expectations of future demand based on contractual obligations.

#### Seasonality

Demand for certain products may decline during winter months due to weather conditions. As a result, operating results may vary from quarter to quarter depending on the severity of weather conditions and other variables affecting our products.

#### Segment Information

Please see Note 8, "Segment Information," under Item 8 of this Form 10-K for financial information relating to business segments. See also "Item 1A. Risk Factors – Risks Related to Our Business – Demand for our products is cyclical and we may experience prolonged depressed market conditions for our products."

#### Non-U.S. Operations

Koppers has a significant investment in non-U.S. operations. Therefore, we are subject to certain risks that are inherent to foreign operations, including complying with applicable laws relating to foreign operations, the laws of foreign countries in which we operate, political and economic conditions in international markets and fluctuations in foreign exchange rates.

#### Environmental Matters

Our operations and properties are subject to extensive federal, state, local and foreign environmental laws and regulations relating to protection of the environment and human health and safety, including those concerning the treatment, storage and disposal of wastes, the investigation and remediation of contaminated soil and groundwater, the discharge of effluents into waterways, the emission of substances into the air, as well as various health and safety matters. Environmental laws and regulations are subject to frequent amendment and have historically become more stringent. We have incurred and could incur in the future significant costs as the result of our failure to comply with, and liabilities under, environmental laws and regulations, including cleanup costs, civil and criminal penalties, injunctive relief and denial or loss of, or imposition of significant restrictions on, environmental permits. In addition, we have been and could in the future be subject to suit by private parties in connection with alleged violations of, or liabilities under, environmental laws and regulations. See "Item 1A. Risk Factors – Risks Related to Our Business – We are subject to extensive environmental laws and regulations and may incur significant costs as a result of continued compliance with, violations of or liabilities under environmental laws and regulations" and Note 18 of the Notes to Consolidated Financial Statements, "Commitments and Contingent Liabilities."

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### Employees and Employee Relations

As of December 31, 2010, we had 575 salaried employees and 1,154 non-salaried employees. Listed below is a breakdown of employees by our businesses, including administration.

| <i>Business</i>              | <i>Salaried</i> | <i>Non-Salaried</i> | <i>Total</i> |
|------------------------------|-----------------|---------------------|--------------|
| Carbon Materials & Chemicals | 295             | 463                 | 758          |
| Railroad & Utility Products  | 210             | 687                 | 897          |
| Administration               | 70              | 4                   | 74           |
| Total Employees              | 575             | 1,154               | 1,729        |

Of our employees, approximately 60 percent are represented by approximately 15 different labor unions and are covered under numerous labor agreements. The United Steelworkers of America currently represent more than 250 of our employees at six of our facilities and, therefore, represent the largest number of our unionized employees.

### Internet Access

Our Internet address is [www.koppers.com](http://www.koppers.com). Our recent filings on Form 10-K, 10-Q and 8-K and any amendments to those documents can be accessed without charge on our website under Investor Relations – SEC Filings. The contents of our internet site are not incorporated by reference into this document.

## ITEM 1A. RISK FACTORS

*You should carefully consider the risks described below before investing in our publicly traded securities. Our business is subject to the risks that affect many other companies, such as competition, technological obsolescence, labor relations, general economic conditions, geopolitical events and international operations.*

### Risks Related to Our Business

Conditions in the global economy and global capital markets may adversely affect our results of operations, financial condition and cash flows.

The U.S and global economy and capital markets have experienced significant uncertainties and volatility in the past few years. Our business and operating results for the last three years were significantly affected by these global economic issues. Many of our customers have experienced deterioration of their business during the latest business cycle. They may experience cash flow shortages and may have difficulty obtaining financing. As a result, our customers may delay or cancel plans to purchase our products and may not be able to fulfill their payment obligations to us in a timely fashion. Our suppliers may be experiencing similar conditions which could impact their ability to supply us with raw materials and otherwise fulfill their obligations to us. If global economic recession conditions deteriorate significantly, there could be a material adverse effect to our results of operations, financial condition and cash flows.

In addition, we rely on our \$300.0 million revolving credit agreement with a consortium of banks to provide us with liquidity to meet our working capital needs. At December 31, 2010, we had \$252.4 million of available borrowing capacity under this arrangement. Our ability to fund our liquidity needs and working capital requirements could be impacted in the event that disruptions in the credit markets result in the banks being unable to lend to us under our revolving credit agreement.

Global economic issues could prevent us from accurately forecasting demand for our products which could have a material effect on our results of operations and our financial condition.

Adverse global economic issues, market instability and volatile commodity price fluctuations make it increasingly difficult for us, our customers and our suppliers to accurately forecast future product demands, which could cause us to procure raw materials in excess of end-product demand. This could cause a material increase to our inventory carrying costs and result in significant inventory lower of cost or market charges.

We may be required to recognize impairment charges for our long-lived assets.

At December 31, 2010, the net carrying value of long-lived assets (property, plant and equipment, goodwill, other intangible assets and equity investments) totaled approximately \$272 million. In accordance with generally accepted accounting principles,



We periodically assess these assets to determine if they are impaired. Significant negative industry or economic trends, disruptions to our business, unexpected significant changes or planned changes in use of the assets, divestitures and market capitalization declines may result in impairments to goodwill and other long-lived assets. Future impairment charges could significantly affect our results of operations in the periods recognized. Impairment charges would also reduce our shareholder's equity and could affect compliance with the covenants in our debt agreements.

We may not be able to compete successfully in any or all of the industry segments in which we operate.

The markets in which we operate are highly competitive, and this competition could harm our business, results of operations, cash flow and financial condition. If we are unable to respond successfully to changing competitive conditions, the demand for our products could be affected. We believe that the most significant competitive factor for our products is selling price. Some of our competitors have greater financial resources and larger capitalization than we do.

Demand for our products is cyclical and we may experience prolonged depressed market conditions for our products.

Our products are sold primarily in markets which historically have been cyclical, such as the aluminum, specialty chemical and utility industries.

- i The principal consumers of our carbon pitch are primary aluminum smelters. Although the aluminum industry has experienced growth on a long-term basis, there may be cyclical periods of weak demand which could result in decreased primary aluminum production. Our pitch sales have historically declined during such cyclical periods of weak global demand for aluminum.
- i The principal use of our phthalic anhydride is in the manufacture of plasticizers and flexible vinyl, which are used mainly in the housing and automobile industries. Therefore, a decline in remodeling and construction or global automobile production could reduce the demand for phthalic anhydride.
- i In addition to deregulation in the utility industry, utility pole demand has declined most recently due to the general downturn in the economy and its impact on utility companies' operating and capital budgets.

We have experienced significant volatility linked to global economic issues in the past three years that we more fully discuss in this report under Management's Discussion and Analysis of Financial Condition and Results of Operations.

We are dependent on major customers for a significant portion of our net sales, and the loss of one or more of our major customers could result in a significant reduction in our profitability as a whole or the profitability at a particular payment. For the year ended December 31, 2010, our top ten customers accounted for approximately 45 percent of our net sales. During this same period, our two largest customers accounted for approximately 9.6 percent and eight percent of our total net sales.

Fluctuations in the price, quality and availability of our primary raw materials could reduce our profitability.

Our operations depend on an adequate supply of quality raw materials being available on a timely basis. The loss of a key source of supply or a delay in shipments could cause a significant increase in our operating expenses. For example, our operations are highly dependent on a relatively small number of freight transportation services. We are also dependent on utilizing specialized ocean-going transport vessels that we lease to deliver raw materials to our facilities and finished goods to our customers. Interruptions in such freight services could impair our ability to receive raw materials and ship finished products in a timely manner. We are also exposed to price and quality risks associated with raw material purchases. Such risks include the following:

- i The primary raw material used by our Carbon Materials & Chemicals business is coal tar, a by-product of furnace coke production. A shortage in the supply of domestic coal tar or a reduction in the quality of coal tar could require us to increase coal tar and carbon pitch imports, as well as the use of petroleum substitutes to meet future carbon pitch demand. This could cause a significant increase in our operating expenses if we are unable to pass these costs on to our customers.
- i In certain circumstances coal tar may also be used as an alternative to fuel. In the past, increases in energy prices have resulted in higher coal tar costs which we have attempted to pass through to our customers. If these increased costs cannot be passed through to our customers, it could result in margin reductions for our coal tar-based products.
- i The availability and cost of softwood and hardwood lumber are critical elements in our production of pole products and railroad crossties, respectively. Historically, the supply and cost of hardwood for railroad crossties have been subject to availability and price pressures. We may not be able to obtain wood raw materials at economical prices in the future.

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- Our price realizations and profit margins for phthalic anhydride have historically fluctuated with the price of orthoxylene and its relationship to our cost to produce naphthalene; however, during periods of excess supplies of phthalic anhydride, margins may be reduced despite high levels for orthoxylene prices.

If the costs of raw materials increase significantly and we are unable to offset the increased costs with higher selling prices, our profitability will decline.

Our products may be rendered obsolete or less attractive by changes in regulatory, legislative or industry requirements.

Changes in regulatory, legislative or industry requirements may render certain of our products obsolete or less attractive. Our ability to anticipate changes in these requirements, especially changes in regulatory standards, will be a significant factor in our ability to remain competitive. We may not be able to comply in the future with new regulatory, legislative and/or industrial standards that may be necessary for us to remain competitive and certain of our products may, as a result, become obsolete or less attractive to our customers.

The development of new technologies or changes in our customers' products could reduce the demand for our products.

Our products are used for a variety of applications by our customers. Changes in our customers' products or processes may enable our customers to reduce consumption of the products we produce or make our products unnecessary. Customers may also find alternative materials or processes that no longer require our products.

Hazards associated with chemical manufacturing may cause suspensions or interruptions of our operations.

Due to the nature of our business, we are exposed to the hazards associated with chemical manufacturing and the related use, storage and transportation of raw materials, products and wastes in our manufacturing facilities and our distribution centers, such as fires, explosions and accidents that could lead to a suspension or interruption of operations. Any disruption could reduce the productivity and profitability of a particular manufacturing facility or of our company as a whole. Other hazards include the following:

- pipings and storage tank leaks and ruptures;
- mechanical failure;
- exposure to hazardous substances; and
- chemical spills and other discharges or releases of toxic or hazardous wastes, substances or gases.

These hazards, among others, may cause personal injury and loss of life, damage to property and contamination of the environment, which could lead to government fines or work stoppage injunctions, cleanup costs and lawsuits by injured persons. While we are unable to predict the outcome of such matters, if determined adversely to us, we may not have adequate insurance to cover related costs or liabilities and, if not, we may not have sufficient cash flow to pay for such costs or liabilities. Such outcomes could harm our customer goodwill and reduce our profitability.

We are subject to extensive environmental laws and regulations and may incur significant costs as a result of continued compliance with, violations of or liabilities under environmental laws and regulations.

Like other companies involved in environmentally sensitive businesses, our operations and properties are subject to extensive federal, state, local and foreign environmental laws and regulations, including those concerning the following, among other things:

- the treatment, storage and disposal of wastes;
- the investigation and remediation of contaminated soil and groundwater;
- the discharge of effluents into waterways;
- the emission of substances into the air;
- the marketing, sale, use and registration of our chemical products, such as creosote;

- i the European Union's regulation under the Registration Evaluation Authorization and Restriction of Chemicals, which requires manufacturers or importers of substances manufactured or imported into the EU in quantities of one tonne per year or more to register with a central European Chemicals Agency; and
- i other matters relating to environmental protection and various health and safety matters.

We have incurred, and expect to continue to incur, significant costs to comply with environmental laws and regulations and as a result of remedial obligations. We could incur significant costs, including cleanup costs, fines, civil and criminal sanctions and claims by third parties for property damage and personal injury, as a result of violations of or liabilities under environmental laws and regulations. We accrue for environmental liabilities when a determination can be made that they are probable and reasonably estimable. Total environmental reserves at December 31, 2010 and December 31, 2009 were \$6.6 million and \$10.7 million, respectively, which include provisions primarily for environmental fines and remediation. For the last three fiscal years, our annual capital expenditures in connection with environmental control facilities averaged approximately \$6.7 million, and annual operating expenses for environmental matters, excluding depreciation, averaged approximately \$12.5 million. Management estimates that capital expenditures in connection with matters relating to environmental control facilities will be approximately \$14.1 million for 2011. Contamination has been identified and is being investigated and remediated at many of our sites by us or other parties. We believe that we will have continuing significant expenditures associated with compliance with environmental laws and regulations and, to the extent not covered by insurance or available recoveries under third-party indemnification arrangements, for present and future remediation efforts at plant sites and third-party waste sites and other liabilities associated with environmental matters. There can be no assurance that these expenditures will not exceed current estimates and will not have a material adverse effect on our business, financial condition, cash flow and results of operations.

Actual costs and liabilities to us may exceed forecasted amounts. Moreover, currently unknown environmental issues, such as the discovery of additional contamination or the imposition of additional sampling or cleanup obligations with respect to our sites or third party sites, may result in significant additional costs, and potentially significant expenditures could be required in order to comply with future changes to environmental laws and regulations or the interpretation or enforcement thereof. We also are involved in various litigation and proceedings relating to environmental matters and toxic tort claims.

Future climate change regulation could result in increased operating costs and reduced demand for our products.

Although the United States has not ratified the Kyoto Protocol, a number of federal laws related to "greenhouse gas," or "GHG," emissions are being considered by Congress. Additionally, various federal, state and regional regulations and initiatives have been enacted or are being considered.

In addition, our operations in the United Kingdom and Denmark are subject to binding caps on GHG emissions imposed by Member States of the European Union as a result of the European Commission's directive implementing the Kyoto Protocol. Under this directive, companies receive from the relevant Member States set limitations on the levels of GHG emissions from their industrial facilities. These allowances are tradable so as to enable companies that manage to reduce their GHG emissions to sell their excess allowances to companies that are not reaching their emissions objectives. Failure to meet the emissions caps is subject to significant monetary penalties. For the years 2008 through 2012, the European Commission significantly reduced the overall availability of allowances.

In 2008, Australia issued guidance outlining the components and rationale for its proposed carbon pollution reduction scheme, as well as associated timing. The plan calls for a cap and trade model with a medium-term target range of between five percent to 15 percent reduction in GHG by 2020. The reduction scheme aims to provide some assistance to emissions-intensive, trade-exposed companies based on the amount and intensity of its direct and indirect GHG emissions. Compliance under Australia's reduction scheme was expected to begin in 2010, but legislation seeking to implement a reduction scheme was rejected by the Australian Senate in August 2009.

Any laws or regulations that may be adopted to restrict or reduce emissions of GHGs could cause an increase to our raw material costs, could require us to incur increased operating costs and could have an adverse effect on demand for our products.

Beazer East and Beazer Limited may not continue to meet their obligations to indemnify us.

Under the terms of the asset purchase agreement between us and Koppers Company, Inc. (now known as Beazer East, Inc.) upon the formation of KI in 1988, subject to certain limitations, Beazer East and Beazer Limited assumed the liability for and

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indemnified us against among other things certain clean-up liabilities for contamination occurring prior to the purchase date at sites acquired from Beazer East and certain third-party claims arising from such contamination (the "Indemnity"). Beazer East and Beazer Limited (which are indirect subsidiaries of Heidelberg Cement AG) may not continue to meet their obligations. In addition, Beazer East could in the future choose to challenge its obligations under the Indemnity or our satisfaction of the conditions to indemnification imposed on us thereunder. The government and other third parties may have the right under applicable environmental laws to seek relief directly from us for any and all such costs and liabilities. In July 2004, we entered into an agreement with Beazer East to amend the December 29, 1988 asset purchase agreement to provide, among other things, for the continued tender of pre-closing environmental liabilities to Beazer East under the Indemnity through July 2019. As consideration for the agreement, we, among other things, paid Beazer East \$7.0 million and agreed to share toxic tort litigation defense costs arising from sites acquired from Beazer East. Qualified expenditures under the Indemnity are not subject to a monetary limit.

The Indemnity provides for the resolution of issues between KI 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 KI and Beazer East. Arbitration decisions under the Indemnity are final and binding on the parties. Periodically, issues have arisen between KI and Beazer East and/or other indemnitors that have been resolved without arbitration. From time to time, KI and Beazer East have engaged in discussions that involve, among other things, the allocation of environmental costs related to certain operating and closed facilities.

Without reimbursement under the Indemnity, the obligation to pay the costs and assume the liabilities relating to these matters would have a significant impact on our net income. Furthermore, without reimbursement, we could be required to record a contingent liability on our balance sheet with respect to environmental matters covered by the Indemnity, which could result in our having significant negative net worth. Finally, the Indemnity does not afford us indemnification against environmental costs and liabilities attributable to acts or omissions occurring after the closing of the acquisition of assets from Beazer East under the asset purchase agreement, nor is the Indemnity applicable to liabilities arising in connection with other acquisitions by us after that closing.

The insurance that we maintain may not fully cover all potential exposures.

We maintain property, casualty, general liability and workers' compensation insurance, but such insurance may not cover all risks associated with the hazards of our business and is subject to limitations, including deductibles and maximum liabilities covered. We may incur losses beyond the limits, or outside the coverage, of our insurance policies, including liabilities for environmental compliance and remediation. In addition, from time to time, various types of insurance for companies in our industry have not been available on commercially acceptable terms or, in some cases, have not been available at all. In the future, we may not be able to obtain coverage at current levels, and our premiums may increase significantly on coverage that we maintain.

Adverse weather conditions may reduce our operating results.

Our quarterly operating results fluctuate due to a variety of factors that are outside our control, including inclement weather conditions, which in the past have caused a decline in our operating results. For example, adverse weather conditions have at times negatively impacted our supply chain as wet conditions impacted logging operations, reducing our ability to procure crossties. In addition, adverse weather conditions have had a negative impact on our customers in the pavement sealer businesses, resulting in a negative impact on our sales of these products. Moreover, demand for many of our products declines during periods of inclement weather.

We are subject to risks inherent in foreign operations, including additional legal regulation, changes in social, political and economic conditions.

We have operations in the United States, Australia, China, the United Kingdom and Denmark, and sell our products in many foreign countries. For the year ended December 31, 2010, net sales from products sold by our foreign subsidiaries accounted for approximately 46 percent of our total net sales.

Doing business on a global basis requires us to comply with the laws and regulations of the U.S. government and various international jurisdictions. These regulations place restrictions on our operations, trade practices and partners and investment decisions. In particular, our international operations are subject to U.S. and foreign anti-corruption laws and regulations, such as

the Foreign Corrupt Practices Act, and economic sanction programs administered by the U.S. Treasury Department's Office of Foreign Assets Control. Violations of these laws and regulations may result in civil or criminal penalties, including fines.

In addition, as a global business, we are also exposed to market risks relating to fluctuations in interest rates and foreign currency exchange rates. Our international revenues could be reduced by currency fluctuations or devaluations. Changes in currency exchange rates could lower our reported revenues and could require us to reduce our prices to remain competitive in foreign markets, which could also reduce our profitability. We have not historically hedged our financial statement exposure and, as a result, we could incur unanticipated losses. We are also subject to potentially increasing transportation and shipping costs associated with international operations. Furthermore, we are also exposed to risks associated with changes in the laws and policies governing foreign investments in countries where we have operations as well as, to a lesser extent, changes in U.S. laws and regulations relating to foreign trade and investment.

Our strategy to selectively pursue complementary acquisitions may present unforeseen integration obstacles or costs.

Our business strategy includes the potential acquisition of businesses and entering into joint ventures and other business combinations that we expect would complement and expand our existing products and the markets where we sell our products. We may not be able to successfully identify suitable acquisition or joint venture opportunities or complete any particular acquisition, combination, joint venture or other transaction on acceptable terms. We cannot predict the timing and success of our efforts to acquire any particular business and integrate the acquired business into our existing operations. Also, efforts to acquire other businesses or the implementation of other elements of this business strategy may divert managerial resources away from our business operations. In addition, our ability to engage in strategic acquisitions may depend on our ability to raise substantial capital and we may not be able to raise the funds necessary to implement our acquisition strategy on terms satisfactory to us, if at all. Our failure to identify suitable acquisition or joint venture opportunities may restrict our ability to grow our business. In addition, we may not be able to successfully integrate businesses that we acquire in the future, which could lead to increased operating costs, a failure to realize anticipated operating synergies, or both.

Litigation against us could be costly and time-consuming to defend, and due to the nature of our business and products, we may be liable for damages arising out of our acts or omissions, which may have a material adverse affect on us.

We produce chemicals that require appropriate procedures and care to be used in handling them or using them to manufacture other products. As a result of the nature of some of the products we use and produce, we may face product liability, toxic tort and other claims relating to incidents involving the handling, storage and use of and exposure to our products.

For example, we are a defendant in a significant number of lawsuits in which the plaintiffs claim they have suffered a variety of illnesses (including cancer) and/or property damage as a result of exposure to coal tar pitch, benzene, wood treatment chemicals and other chemicals, including certain cases in state and federal court relating to our Grenada, Mississippi and Somerville, Texas facilities. A further description of the material claims against us is included in Note 18 of the consolidated financial statements.

We are indemnified for certain product liability exposures under the Indemnity with Beazer East related to products sold prior to the closing of the acquisition of assets from Beazer East. Beazer East and Beazer Limited may not continue to meet their obligations under the Indemnity. In addition, Beazer East could choose to challenge its obligations under the Indemnity or our satisfaction of the conditions to indemnification imposed on us thereunder.

If for any reason (including disputed coverage or financial incapability) one or more of such parties fail to perform their obligations and we are held liable for or otherwise required to pay all or part of such liabilities without reimbursement, the imposition of such liabilities on us could have a material adverse effect on our business, financial condition, cash flows and results of operations. Furthermore, we could be required to record a contingent liability on our balance sheet with respect to such matters, which could result in us having significant negative net worth.

In addition to the above, we are regularly subject to legal proceedings and claims that arise in the ordinary course of business, such as workers' compensation claims, governmental investigations, employment disputes, and customer and supplier disputes arising out of the conduct of our business. Litigation could result in substantial costs and may divert management's attention and resources away from the day-to-day operation of our business.

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Labor disputes could disrupt our operations and divert the attention of our management and may cause a decline in our production and a reduction in our profitability.

Of our employees, approximately 60 percent are represented by approximately 15 different labor unions and are covered under numerous labor agreements. The United Steelworkers of America currently represent more than 250 of our employees at six of our facilities and, therefore, represent the largest number of our unionized employees. Every year, a number of labor agreements are scheduled to expire. We may not be able to reach new agreements without union action or on terms satisfactory to us. Any future labor disputes with any such unions could result in strikes or other labor protests, which could disrupt our operations and divert the attention of our management from operating our business. If we were to experience a strike or work stoppage, it may be difficult for us to find a sufficient number of employees with the necessary skills to replace these employees. Any such labor disputes could cause a decline in our production and a reduction in our profitability.

Our post-retirement obligations are currently underfunded. We expect to make significant cash payments to our pension and other post-retirement plans, which will reduce the cash available for our business.

As of December 31, 2010, our benefit obligation under our defined benefit pension plans exceeded the fair value of plan assets by approximately \$74 million. Our pension asset funding to total pension obligation ratio was 66 percent as of December 31, 2010. The underfunding was caused, in large part, by fluctuations in the financial markets that have caused the value of the assets in our defined benefit pension plans to be significantly lower than anticipated. In addition, our obligations for other post-retirement benefit obligations are unfunded and total approximately \$13 million at December 31, 2010.

During the years ended December 31, 2010 and December 31, 2009, we contributed \$7.5 million and \$3.4 million, respectively, to our post-retirement benefit plans. With respect to our U.S. defined benefit pension plan which is our largest plan, we had funding obligations of \$4.3 million in 2010. However, we estimate that mandatory funding for this plan will be approximately \$12 million in 2011 and between \$8 and \$10 million in 2012 unless legislative changes occur.

Management expects that any future obligations under our post-retirement benefit plans that are not currently funded will be funded from our future cash flow from operations. If our contributions to our post-retirement benefit plans are insufficient to fund the post-retirement benefit plans adequately to cover our future obligations, the performance of the assets in our pension plans does not meet our expectations or other actuarial assumptions or mandatory funding laws are modified, our contributions to our post-retirement benefit plans could be materially higher than we expect, thus reducing the cash available for our business.

We may incur significant charges in the event we close all or part of a manufacturing plant or facility.

We periodically assess our manufacturing operations in order to manufacture and distribute our products in the most efficient manner. Based on our assessments, we may make capital improvements to modernize certain units, move manufacturing or distribution capabilities from one plant or facility to another plant or facility, discontinue manufacturing or distributing certain products or close all or part of a manufacturing plant or facility.

We depend on our senior management team and the loss of any member could adversely affect our operations.

Our success is dependent on the management, experience and leadership skills of our senior management team. Our senior management team has an average of over 20 years of industry experience. The loss of any of these individuals or an inability to attract, retain and maintain additional personnel with similar industry experience could prevent us from implementing our business strategy. We cannot assure you that we will be able to retain our existing senior management personnel or to attract additional qualified personnel when needed.

### Risks Relating to Our Common Stock

Our stock price may be extremely volatile.

There has been significant volatility in the market price and trading volume of equity securities, which is unrelated to the financial performance of the companies issuing the securities. These broad market fluctuations may negatively affect the market price of our common stock.



Some specific factors that may have a significant effect on our common stock market price include the following:

- ┆ actual or anticipated fluctuations in our operating results or future prospects;
- ┆ the public's reaction to our press releases, our other public announcements and our filings with the Securities and Exchange Commission, or the SEC;
- ┆ strategic actions by us or our competitors, such as acquisitions or restructurings;
- ┆ new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- ┆ changes in accounting standards, policies, guidance, interpretations or principles;
- ┆ adverse conditions in the financial markets or general economic conditions, including those resulting from war, incidents of terrorism and responses to such events;
- ┆ sales of common stock by us, members of our management team or a significant shareholder; and
- ┆ changes in stock market analyst recommendations or earnings estimates regarding our common stock, other comparable companies or the aluminum or railroad industry generally.

We cannot predict the extent to which investor interest in our company will continue to support an active trading market on the New York Stock Exchange (the "NYSE") or otherwise or how liquid that market will continue to be. If there does not continue to be an active trading market for our common stock, you may have difficulty selling any of our common stock that you buy.

Future sales, or the perception of future sales, of a substantial amount of our common stock may depress the price of the shares of our common stock.

Future sales, or the perception or the availability for sale in the public market, of substantial amounts of our common stock could adversely affect the prevailing market price of our common stock and could impair our ability to raise capital through future sales of equity securities at a time and price that we deem appropriate.

We may issue shares of our common stock, or other securities, from time to time as consideration for future acquisitions and investments. We may also issue shares of our common stock, or other securities, in connection with employee stock compensation programs and board of directors' compensation. In addition, we may issue shares of our common stock or other securities in public or private offerings as part of our efforts to raise additional capital. In the event any such acquisition, investment, issuance under stock compensation programs or offering is significant, the number of shares of our common stock or the number or aggregate principal amount, as the case may be, of other securities that we may issue may in turn be significant. We may also grant registration rights covering those shares or other securities in connection with any such acquisitions and investments. Any additional capital raised through the sale of our equity securities may dilute your percentage ownership in us.

You may not receive dividends because our board of directors could, in its discretion, depart from or change our dividend policy at any time, because of restrictions in our debt agreements or because of restrictions imposed by Pennsylvania law.

We are not required to pay dividends, and our shareholders are not guaranteed, and do not have contractual rights, to receive dividends. Our board of directors may decide at any time, in its discretion, to decrease the amount of dividends, otherwise change or revoke the dividend policy or discontinue entirely the payment of dividends. Our board of directors could depart from or change our dividend policy, for example, if it were to determine that we had insufficient cash to take advantage of other opportunities with attractive rates of return or if we failed to reach a sufficient level of profitability. In addition, if we do not pay dividends, for whatever reason, your shares of our common stock could become less liquid and the market price of our common stock could decline.

The ability of Koppers Inc. and its subsidiaries to pay dividends or make other payments or distributions to us will depend on our operating results and may be restricted by, among other things, the covenants in Koppers Inc.'s revolving credit facility. Our ability to pay dividends is also limited by the indentures governing Koppers Inc.'s outstanding notes as well as Pennsylvania law and may in the future be limited by the covenants of any future outstanding indebtedness we or our subsidiaries incur. If a dividend is paid in violation of Pennsylvania law, each director approving the dividend could be liable to the corporation if the director did not act with such care as a person of ordinary prudence would use under similar circumstances. Directors are

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entitled to rely in good faith on information provided by employees of the corporation and experts retained by the corporation. Directors who are held liable would be entitled to contribution from any shareholders who received an unlawful dividend knowing it to be unlawful. Furthermore, we are a holding company with no operations, and unless we receive dividends, distributions, advances, transfers of funds or other payments from our subsidiaries, we will be unable to pay dividends on our common stock.

Provisions of our charter documents may inhibit a takeover, which could negatively affect our stock price.

Provisions of our charter documents and the Business Corporation Law of Pennsylvania, the state in which we are organized, could discourage potential acquisition proposals or make it more difficult for a third party to acquire control of our company, even if doing so might be beneficial to our shareholders. Our Articles of Incorporation and Bylaws provide for various procedural and other requirements that could make it more difficult for shareholders to effect certain corporate actions. For example, our Amended and Restated Articles of Incorporation, or our Articles of Incorporation, authorizes our board of directors to determine the rights, preferences, privileges and restrictions of unissued series of preferred stock without any vote or action by our shareholders. Our board of directors can therefore authorize and issue shares of preferred stock with voting or conversion rights that could adversely affect the voting or other rights of holders of our common stock. The following additional provisions could make it more difficult for shareholders to effect certain corporate actions:

- ┆ Our board of directors is classified into three classes. Each director will serve a three-year term and will stand for re-election once every three years.
- ┆ Our shareholders will be able to remove directors only for cause by the affirmative vote of the holders of a majority of the outstanding shares of our capital stock entitled to vote in the election of directors. Vacancies on our board of directors may be filled only by our board of directors.
- ┆ Under Pennsylvania law, cumulative voting rights are available to the holders of our common stock if our Articles of Incorporation have not negated cumulative voting. Our Articles of Incorporation provide that our shareholders do not have the right to cumulative votes in the election of directors.
- ┆ Our Articles of Incorporation do not permit shareholder action without a meeting by consent except for the unanimous consent of all holders of our common stock. It also provides that special meetings of our shareholders may be called only by the board of directors or the chairman of the board of directors.
- ┆ Our Bylaws provide that shareholders seeking to nominate candidates for election as directors or to bring business before an annual meeting of shareholders must provide timely notice of their proposal in writing to the corporate secretary.

These provisions may discourage acquisition proposals and may make it more difficult or expensive for a third party to acquire a majority of our outstanding voting stock or may delay, prevent or deter a merger, acquisition, tender offer or proxy contest, which may negatively affect our stock price.

### Risks Relating to the Koppers Inc. 7 7/8% Senior Notes Due 2019 (the "Senior Notes") and Other Indebtedness

Our level of indebtedness could limit cash flow available for our operations and could adversely affect our ability to service our debt or obtain additional financing, if necessary.

We have and will continue to have a significant amount of indebtedness. Our level of indebtedness could restrict our operations and make it more difficult for us to satisfy our obligations under the Senior Notes. Among other things, our substantial indebtedness could:

- ┆ limit our ability to obtain additional financing for working capital, capital expenditures, acquisitions and general corporate purposes;
- ┆ make it more difficult for us to satisfy our financial obligations, including those with respect to the Senior Notes;
- ┆ increase our vulnerability to general adverse economic and industry conditions;
- ┆ require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, research and development efforts and other general corporate purposes;



- ┆ limit our flexibility in planning for, or reacting to, changes in our business and the markets in which we compete; and
- ┆ place us at a competitive disadvantage compared to our competitors that have less debt.

In addition, the indentures governing the Senior Notes and Koppers Inc.'s revolving credit facility contain financial and other restrictive covenants that will limit our ability to engage in activities that may be in our long-term best interests. Our failure to comply with those covenants could result in an event of default which, if not cured or waived, could result in the acceleration of the repayment of all of our debts.

Despite current indebtedness levels, we may still be able to incur substantially more debt. This could further exacerbate the risks associated with our substantial leverage.

We may be able to incur substantial additional indebtedness in the future. The terms of the Senior Notes indenture and Koppers Inc.'s revolving credit facility do not fully prohibit us from doing so. Koppers Inc.'s \$300.0 million revolving credit facility permits additional borrowing and all of those borrowings would rank senior to the Senior Notes and the guarantees to the extent of the collateral securing such facility. In addition, the indenture relating to the Senior Notes will permit us to incur all of those borrowings under Koppers Inc.'s revolving credit facility and substantial additional indebtedness, including additional secured indebtedness. If new debt is added to our and our subsidiaries' current debt levels, the related risks that we and they now face could intensify.

To service our indebtedness, we will require a significant amount of cash. Our ability to generate cash depends on many factors beyond our control.

Our ability to make payments on and to refinance our indebtedness, including the Senior Notes, and to fund planned capital expenditures and research and development efforts will depend on our ability to generate cash in the future. Although there can be no assurances, we believe that the cash provided by our operations will be sufficient to provide for our cash requirements for the foreseeable future. However, our ability to satisfy our obligations will depend on our future operating performance and financial results, which will be subject, in part, to factors beyond our control, including interest rates and general economic, financial and business conditions. We cannot assure you, however, that our business will generate sufficient cash flow from operations or that future borrowings will be available to us in an amount sufficient to enable us to pay our indebtedness, including the Senior Notes, or to fund our other liquidity needs. If we are unable to generate sufficient cash flow to service our debt, we may be required to:

- ┆ refinance all or a portion of our debt, including the Senior Notes;
- ┆ obtain additional financing;
- ┆ sell some of our assets or operations;
- ┆ reduce or delay capital expenditures and acquisitions; or
- ┆ revise or delay our strategic plans.

If we are required to take any of these actions, it could have a material adverse affect on our business, financial condition and results of operations. In addition, we cannot assure you that we would be able to take any of these actions, that these actions would enable us to continue to satisfy our capital requirements or that these actions would be permitted under the terms of our various debt instruments.

The covenants in Koppers Inc.'s revolving credit facility impose restrictions that may limit our ability to take certain actions. Our failure to comply with these covenants could result in the acceleration of our outstanding indebtedness.

Koppers Inc.'s revolving credit facility contains minimum fixed charge coverage and maximum leverage ratios. Additionally, the facility includes covenants limiting liens, mergers, asset sales, dividends and the incurrence of debt. Our ability to borrow under Koppers Inc.'s revolving credit facility will depend upon satisfaction of these covenants. Events beyond our control can affect our ability to meet those covenants.

If we are unable to meet the terms of our financial covenants, or if we break any of these covenants, a default could occur. A default, if not waived, would entitle our lenders to declare all amounts borrowed under it immediately due and payable, which

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could also cause the acceleration of obligations under certain other agreements. In the event of acceleration of our outstanding indebtedness, there can be no assurance that we would be able to repay our debt or obtain new financing to refinance our debt. Even if new financing is made available to us, it may not be on terms acceptable to us.

The Senior Notes are unsecured and are effectively subordinated to our current and future secured indebtedness.

The Senior Notes are unsecured, and are effectively subordinated to all our current secured indebtedness and any future secured indebtedness that we may incur to the extent of the assets securing such indebtedness. At December 31, 2010, we have a \$300.0 million secured revolving credit facility. The revolving credit agreement and indenture governing the Senior Notes permit us to incur a substantial amount of additional indebtedness. The Senior Notes do not have the right to any security interests in any collateral.

In the event of our insolvency, bankruptcy, liquidation, reorganization, dissolution or winding up, we may not have sufficient assets to pay amounts due on any or all of the Senior Notes then outstanding. Holders of the Senior Notes will participate ratably with all holders of our unsecured indebtedness that is deemed to be of the same class as the Senior Notes, and potentially with all of our other general creditors, based upon the respective amounts owed to each holder or creditor, in our remaining assets. In any of the foregoing events, we cannot assure holders of our Senior Notes that there will be sufficient assets to pay amounts due on the Senior Notes. As a result, holders of the Senior Notes may receive less, ratably, than holders of our secured indebtedness.

We may not have the ability to raise the funds necessary to finance the change of control offer required by the indenture or may be prohibited from making a repurchase offer required by the indenture.

Upon the occurrence of certain specific kinds of change of control events, we will be required to offer to repurchase all outstanding Senior Notes at 101 percent of the principal amount thereof plus accrued and unpaid interest, if any, to the date of repurchase. The source of funds for that purchase of Senior Notes will be available cash or cash generated from Koppers Inc. or its subsidiaries operations or other potential sources, including borrowings, sales of assets or equity financing. It is possible that we will not have sufficient funds at the time of the change of control to make the required repurchase of Senior Notes or that restrictions in our other indebtedness will not allow such repurchases. In addition, certain important corporate events, such as leveraged recapitalizations that would increase the level of our indebtedness, would not constitute a change of control under the Senior Notes indenture.

Holders of Senior Notes may not be able to determine when a change of control giving rise to their right to have the Senior Notes repurchased by us has occurred following a sale of "substantially all" of our assets.

A change of control, as defined in the indenture governing the Senior Notes, requires us to make an offer to repurchase all outstanding Senior Notes. The definition of change of control includes a phrase relating to the sale, lease or transfer of "all or substantially all" of our assets. There is no precise established definition of the phrase "substantially all" under applicable law. Accordingly, the ability of a holder of Senior Notes to require us to repurchase its Senior Notes as a result of a sale, lease or transfer of less than all of our assets to another individual, group or entity may be uncertain.

The claims of holders of Senior Notes will be structurally subordinated to claims of creditors of any of Koppers Inc.'s subsidiaries that do not guarantee the notes.

Only Koppers Holdings and the wholly-owned domestic restricted subsidiaries of Koppers Inc. guarantee the Senior Notes. The Senior Notes are not guaranteed by any of our non-U.S. subsidiaries. Subject to certain limitations, the indenture governing the Senior Notes permits the non-guarantor subsidiaries to acquire additional assets and incur additional indebtedness. Holders of Senior Notes would not have any claim as a creditor against any of the non-guarantor subsidiaries to the assets and earnings of those subsidiaries. The claims of the creditors of those subsidiaries, including their trade creditors, banks and other lenders, will have priority over any of Koppers Inc.'s claims or those of Koppers Inc.'s other subsidiaries as equity holders of the non-guarantor subsidiaries. Consequently, in any insolvency, liquidation, reorganization, dissolution or other winding-up of any of the non-guarantor subsidiaries, creditors of those subsidiaries would be paid before any amounts would be distributed to Koppers Inc. or to any of the other guarantors as equity and thus be available to satisfy the obligations under the Senior Notes and the guarantees. Accordingly, there can be no assurance that any of the assets of the non-guarantor subsidiaries will be available to satisfy the obligations under the Senior Notes and the guarantees. In addition, Koppers Holdings has substantially

no operations independent of Koppers Inc. and its subsidiaries, and there can be no assurance that Koppers Holdings will have any assets available to satisfy the obligations under its guarantee. As of December 31, 2010, the non-guarantor subsidiaries had approximately \$87 million of liabilities (including trade payables but excluding intercompany indebtedness).

Our subsidiaries that do not guarantee the Senior Notes accounted for approximately \$493 million, or 40 percent of our net sales and approximately \$59 million, or 60 percent of our operating profit, for the year ended December 31, 2010, and approximately \$289 million, or 43 percent of our total assets as of December 31, 2010. Amounts are presented after giving effect to intercompany eliminations.

Federal or state laws allow courts, under specific circumstances, to void debts, including guarantees, and could require holders of Senior Notes to return payments received from guarantors.

The Senior Notes are guaranteed by Koppers Holdings and the wholly-owned domestic restricted subsidiaries of Koppers Inc. If a bankruptcy proceeding or lawsuit were to be initiated by unpaid creditors, the Senior Notes and the guarantees of the Senior Notes could come under review for federal or state fraudulent transfer violations. Under federal bankruptcy law and comparable provisions of state fraudulent transfer laws, obligations under the Senior Notes or a guarantee of the Senior Notes could be voided, or claims in respect of the Senior Notes or a guarantee of the Senior Notes could be subordinated to all other debts of the debtor or that guarantor if, among other things, the debtor or the guarantor, at the time it incurred the debt evidenced by such Senior Notes or guarantee:

- received less than reasonably equivalent value or fair consideration for the incurrence of such debt or guarantee; and
- one of the following applies:
  - it was insolvent or rendered insolvent by reason of such incurrence;
  - it was engaged in a business or transaction for which its remaining assets constituted unreasonably small capital; or
  - it intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature.

In addition, any payment by the debtor or guarantor under the Senior Notes or guarantee of the Senior Notes could be voided and required to be returned to the debtor or guarantor, as the case may be, or deposited in a fund for the benefit of the creditors of the debtor or guarantor.

The measure of insolvency for purposes of these fraudulent transfer laws will vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, a debtor or a guarantor would be considered insolvent if:

- the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all its assets;
- the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or
- it could not pay its debts as they become due.

We cannot be sure as to the standards that a court would use to determine whether or not a guarantor was solvent at the relevant time, or, regardless of the standard that the court uses, that the issuance of the guarantees of the Senior Notes would not be voided or subordinated to the guarantor's other debt. If a guarantee was legally challenged, it could also be subject to the claim that, because it was incurred for our benefit, and only indirectly for the benefit of the guarantor, the obligations of the guarantor were incurred for less than fair consideration. A court could thus void the obligations under a guarantee or subordinate a guarantee to a guarantor's other debt or take other action detrimental to holders of the Senior Notes.

The trading price of the Senior Notes may be volatile.

The trading price of the Senior Notes could be subject to significant fluctuations in response to, among other factors, changes in our operating results, interest rates, the market for non-investment grade debt securities, general economic conditions and securities analysts' recommendations, if any, regarding our securities.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

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### ITEM 2. PROPERTIES

The following chart sets forth information regarding our production facilities. Generally, our production facilities are suitable and adequate for the purposes for which they are intended and overall have sufficient capacity to conduct business in the upcoming year.

| <i>Primary Product Line</i>             | <i>Location</i>                       | <i>Description of Property Interest</i> |
|---|---------------------------------------|---|
| <b>Carbon Materials &amp; Chemicals</b> |                                       |   |
| Carbon pitch                            | Clairton, Pennsylvania                | Owned                                   |
| Carbon pitch                            | Follansbee, West Virginia             | Owned                                   |
| Carbon pitch <sup>(a)</sup>             | Jingtang, Hebei Province, China       | Leased                                  |
| Carbon black                            | Kurnell, New South Wales, Australia   | Leased                                  |
| Carbon pitch                            | Longview, Washington                  | Leased                                  |
| Carbon pitch                            | Mayfield, New South Wales, Australia  | Owned                                   |
| Carbon pitch                            | Nyborg, Denmark                       | Owned/Leased                            |
| Carbon pitch                            | Port Clarence, United Kingdom         | Owned                                   |
| Carbon pitch                            | Portland, Oregon                      | Leased                                  |
| Carbon pitch                            | Scunthorpe, United Kingdom            | Owned                                   |
| Carbon pitch, phthalic anhydride        | Stickney, Illinois                    | Owned                                   |
| Carbon pitch                            | Tangshan, Hebei Province, China       | Leased                                  |
| Carbon pitch                            | Uithoorn, the Netherlands             | Leased                                  |
| <b>Railroad &amp; Utility Products</b>  |                                       |   |
| Railroad crossties, utility poles       | Bunbury, Western Australia, Australia | Owned/Leased                            |
| Railroad crossties, utility poles       | Denver, Colorado                      | Owned                                   |
| Railroad crossties, utility poles       | Florence, South Carolina              | Owned                                   |
| Railroad crossties                      | Galesburg, Illinois                   | Leased                                  |
| Utility poles                           | Grafton, New South Wales, Australia   | Owned                                   |
| Railroad crossties                      | Green Spring, West Virginia           | Owned                                   |
| Railroad crossties, utility poles       | Grenada, Mississippi                  | Owned                                   |
| Railroad crossties                      | Guthrie, Kentucky                     | Owned                                   |
| Rail joint bars                         | Huntington, West Virginia             | Leased                                  |
| Utility poles                           | Longford, Tasmania, Australia         | Owned                                   |
| Railroad crossties                      | Muncy, Pennsylvania                   | Owned                                   |
| Railroad crossties                      | North Little Rock, Arkansas           | Owned                                   |
| Concrete crossties <sup>(b)</sup>       | Portsmouth, Ohio                      | Owned                                   |
| Railroad crossties                      | Roanoke, Virginia                     | Owned                                   |
| Railroad crossties                      | Somerville, Texas                     | Owned                                   |
| Pine products                           | Takura, Queensland, Australia         | Leased                                  |

(a) Ownership percentage is 30 percent.

(b) Ownership percentage is 50 percent.

Our corporate offices are located in approximately 60,000 square feet of leased office space in Pittsburgh, Pennsylvania. The lease term expires on December 31, 2018.

### ITEM 3. LEGAL PROCEEDINGS

We are involved in litigation and various proceedings relating to environmental laws and regulations, toxic tort, product liability and other matters. An adverse outcome for certain of these cases could result in a material adverse effect on our business, cash flows and results of operations. The information related to legal matters set forth in Note 18 to the Consolidated Financial Statements of Koppers Holdings Inc. is hereby incorporated by reference.

EXECUTIVE OFFICERS OF THE COMPANY

The following table sets forth the names, ages and positions of our and Koppers Inc.'s executive officers as of February 3, 2011. Our executive officers hold their positions until the annual meeting of the board of directors or until their respective successors are elected and qualified.

| <i>Name</i>                | <i>Age</i> | <i>Position</i>  |
|----------------------------|------------|--|
| Walter W. Turner           | 64         | President and Chief Executive Officer of Koppers Holdings Inc. and Koppers Inc. and Director of Koppers Holdings Inc. and Koppers Inc. |
| Leroy M. Ball              | 42         | Vice President and Chief Financial Officer, Koppers Holdings Inc. and Koppers Inc.   |
| James T. Dietz             | 54         | Vice President, European Operations, Koppers Inc.  |
| Donald E. Evans            | 45         | Vice President, Strategic Planning and Growth, Koppers Inc.  |
| Robert J. Howard           | 55         | Vice President, Human Resources, Koppers Inc.  |
| Leslie S. Hyde             | 50         | Vice President, Safety and Environmental Affairs, Koppers Inc.   |
| Steven R. Lacy             | 55         | Senior Vice President, Administration, General Counsel and Secretary, Koppers Holdings Inc. and Koppers Inc.                           |
| Thomas D. Loadman          | 56         | Vice President and General Manager, Railroad and Utility Products & Services, Koppers Inc.   |
| Michael J. Mancione        | 44         | Vice President, North American Carbon Materials & Chemicals, Koppers Inc.  |
| Mark R. McCormack          | 51         | Vice President, Australian Operations, Koppers Inc.  |
| Brian H. McCurrie          | 50         | Senior Vice President, Global Carbon Materials & Chemicals, Koppers Inc.   |
| Marcus G. Spiess           | 50         | Vice President, Global Sales and Marketing, Global Carbon Materials & Chemicals, Koppers Inc.  |
| Louann E. Tronsberg-Deihle | 47         | Treasurer, Koppers Holdings Inc. and Koppers Inc.  |

*Mr. Turner* was elected President and Chief Executive Officer in, and has been our director since, November 2004. He has been President and Chief Executive Officer and director of Koppers Inc. since February 1998.

*Mr. Ball* was elected Vice President and Chief Financial Officer in August 2010. Prior to joining Koppers, Mr. Ball was Senior Vice President and Chief Financial Officer of Calgon Carbon Inc. (granular activated carbon products and treatment systems) since 2002.

*Mr. Dietz* was elected Vice President, European Operations of Koppers Inc., in November 2006 effective January 2007. He joined Koppers in 1995 and has held positions in operations and engineering. Most recently, he was Operations Manager, Carbon Materials & Chemicals of Koppers Inc., beginning in March 1999.

*Mr. Evans* was elected Vice President, Strategic Planning and Growth, in August 2010. Mr. Evans had been previously elected Vice President, Global Marketing, Sales and Development, Carbon Materials & Chemicals of Koppers Inc. in February 2007. From October 2004 through December 2006, Mr. Evans was Vice President for Advanced Recycling Systems (industrial equipment manufacturing). From July 1998 through September 2004, Mr. Evans had been Manager, Business Development & Strategic Planning, Carbon Materials & Chemicals of Koppers Inc.

*Mr. Howard* was elected Vice President, Human Resources of Koppers Inc. in February 2009. In September 2006, Mr. Howard was appointed Vice President, Human Resources. Prior to joining Koppers Inc., Mr. Howard was Vice President, Human Resources and Administration of L.B. Foster Company Inc. (rail and piling supply and precast products) since May 2002.

*Ms. Hyde* was elected Vice President, Safety and Environmental Affairs of Koppers Inc. in January 2005. Prior to that date, Ms. Hyde held the position of Manager, Environmental Department of Koppers Inc. since 1999.

*Mr. Lacy* was elected Senior Vice President, Administration, General Counsel and Secretary in November 2004 and has been Senior Vice President, Administration, General Counsel and Secretary of Koppers Inc. since January 2004. Mr. Lacy had previously been elected Vice President, Law and Human Resources and Secretary of Koppers Inc. in July 2002.

*Mr. Loadman* was elected Vice President and General Manager, Railroad and Utility Products & Services of Koppers Inc. in November 1994.

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*Mr. Mancione* was elected Vice President, Carbon Materials & Chemicals, North America of Koppers Inc. in November 2006. Mr. Mancione was Manager, Marketing and Sales, Carbon Materials & Distillates of Koppers Inc., beginning in November 2004, and prior to that, was Operations Manager, Railroad Products & Services of Koppers Inc. beginning in 2002.

*Mr. McCormack* was elected Vice President, Australian Operations of Koppers Inc. in November 2006. Mr. McCormack had been elected Vice President, Global Marketing, Sales and Development, Carbon Materials & Chemicals of Koppers Inc. in February 2002.

*Mr. McCurrie* was elected Senior Vice President, Global Carbon Materials & Chemicals of Koppers Inc. in February 2010. Mr. McCurrie had been Vice President and Chief Financial Officer of Koppers Inc. since October 2003.

*Mr. Spiess* was elected Vice President, Global Sales and Marketing, Global Carbon Materials & Chemicals of Koppers Inc. in February 2011. Mr. Spiess had been Vice President, Global Supply, European Marketing and Sales, European Operations of Koppers Inc. since November 2007. From July 2007 through October 2007, Mr. Spiess was a Business Development Manager for L&M Rohstoffhandelsgesellschaft GmbH (ferroalloy and bulk trading). Prior to that, Mr. Spiess was the executive Vice President, Aromatics Division for Ruetgers Chemicals GmbH (coal tar distillation for chemical industry).

*Ms. Tronsberg-Deihle* was elected Treasurer of Koppers Holdings Inc. and Koppers Inc. in August 2008. In July 2008, Ms. Tronsberg-Deihle was appointed as our Treasurer. Ms. Tronsberg-Deihle was the Assistant Treasurer and Risk Manager of WESCO Distribution Inc. (global provider of services and procurement solutions) from 1995 to June 2008.

**PART II**

**ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common shares are listed and traded on the NYSE under the symbol "KOP".

The number of registered holders of Koppers common shares at January 31, 2011 was 98.

See Note 20 to the consolidated financial statements below for information concerning dividends and high and low market prices of our common shares during the past two years.

**Dividend Policy**

Our board of directors adopted a dividend policy, which reflects its judgment that our shareholders would be better served if we distributed to them, as quarterly dividends payable at the discretion of our board of directors, a portion of the cash generated by our business in excess of our expected cash needs rather than retaining it or using the cash for other purposes. Our expected cash needs include operating expenses and working capital requirements, interest and principal payments on our indebtedness, capital expenditures, incremental costs associated with being a public company, taxes and certain other costs. On an annual basis we expect to pay dividends with cash flow from operations, but, due to seasonal or other temporary fluctuations in cash flow, we may from time to time use temporary short-term borrowings to pay quarterly dividends.

We are not required to pay dividends, and our shareholders will not be guaranteed, or have contractual or other rights, to receive dividends. Our board of directors may decide, in its discretion, at any time, to decrease the amount of dividends, otherwise modify or repeal the dividend policy or discontinue entirely the payment of dividends.

Because we are a holding company, substantially all the assets shown on our consolidated balance sheet are held by our subsidiaries. Accordingly, our earnings and cash flow and our ability to pay dividends are dependent upon the earnings and cash flows of our subsidiaries and the distribution or other payment of such earnings to us in the form of dividends. Our ability to pay dividends is restricted by limitations on the ability of our only direct subsidiary, Koppers Inc., to pay dividends, as a result of limitations imposed by Koppers Inc.'s credit agreement, the indenture governing Koppers Inc.'s 7 7/8% Senior Notes due 2019 (the "Senior Notes") and by Pennsylvania law. See "Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources – Restrictions on Dividends to Koppers Holdings."

**Equity Compensation Plans**

| <i>Plan Category</i>                                   | <i>Number of securities to be issued upon exercise of outstanding options, warrants and rights</i> | <i>Weighted-average exercise price of outstanding options, warrants and rights</i> | <i>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in first column)</i> |
|--|--|--|--|
| Equity compensation plans approved by security holders | 669,989 <sup>(1)</sup>   | \$ 10.72   | 1,187,933 <sup>(2)</sup>   |

(1) Includes shares of our common stock that may be issued pursuant to outstanding options, time-based restricted stock units and performance-based restricted stock units awarded under our 2005 Long Term Incentive Plan.

(2) Includes shares of our common stock that remain available for issuance under our 2004 Restricted Stock Unit Plan and our amended and restated 2005 Long Term Incentive Plan.

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## Issuer Purchases of Equity Securities

The following table sets forth information regarding Koppers Holdings' repurchases of shares of its common stock during the three months ended December 31, 2010:

| <i>Period</i>            | <i>Total Number of<br/>Common<br/>Shares<br/>Purchased</i> | <i>Average Price<br/>paid per<br/>Common<br/>Share</i> | <i>Total Number of<br/>Common Shares<br/>Purchased as Part of<br/>Publicly announced<br/>Plans or Programs</i> | <i>Maximum<br/>Number of<br/>Common Shares<br/>that May Yet be<br/>Purchased<br/>Under the Plans<br/>or Programs</i> |
|--------------------------|--|--|--|--|
| October 1 - October 31   | 1,121 <sup>(1)</sup>                                       | \$ 27.88   | 0  | 0  |
| November 1 - November 30 | 0  | \$ 0.00  | 0  | 0  |
| December 1 - December 31 | 0  | \$ 0.00  | 0  | 0  |

<sup>(1)</sup> Under the terms of our amended and restated 2005 Long Term Incentive Plan, upon the vesting of restricted stock units, each employee who holds these restricted stock units has the right to cause us to withhold shares of our common stock for tax obligations incurred in connection with the vesting of these units and the related issuance of shares of our common stock to such employee.



**ITEM 6. SELECTED FINANCIAL DATA**

The following table contains our selected historical consolidated financial data for the five years ended December 31, 2010. The selected historical consolidated financial data for each of the five years ended December 31, 2010, 2009, 2008, 2007 and 2006 have been derived from our audited consolidated financial statements. This selected financial data should be read in conjunction with Koppers' Consolidated Financial Statements and related notes included elsewhere in this Annual Report on Form 10-K as well as Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations.

|   | <i>Year ended December 31,</i> |             |             |             |             |
|---|--------------------------------|-------------|-------------|-------------|-------------|
|   | <i>2010</i>                    | <i>2009</i> | <i>2008</i> | <i>2007</i> | <i>2006</i> |
| <i>(Dollars in millions, except share and per share amounts)</i>  |                                |             |             |             |             |
| <b>Statement of Operations Data:</b>                              |                                |             |             |             |             |
| Net sales   | \$1,245.5                      | \$1,124.4   | \$1,364.8   | \$1,255.6   | \$1,044.2   |
| Depreciation and amortization                                     | 28.1                           | 24.8        | 30.0        | 29.5        | 29.6        |
| Operating profit  | 99.0                           | 94.9        | 130.2       | 125.1       | 79.0        |
| Interest expense  | 27.1                           | 36.3        | 42.6        | 45.9        | 46.9        |
| Loss (gain) on extinguishment of debt <sup>(1)</sup>              | 0.0                            | 22.4        | (1.2)       | 0.0         | 14.4        |
| Income from continuing operations                                 | 44.7                           | 21.7        | 48.4        | 50.5        | 9.0         |
| (Loss) income from discontinued operations <sup>(2)(3)</sup>      | (0.2)                          | 0.0         | 4.4         | 9.3         | 8.7         |
| Gain on sale of Koppers Arch <sup>(2)</sup>                       | 0.0                            | 0.0         | 0.0         | 6.7         | 0.0         |
| Gain (loss) on sale of Monessen <sup>(3)</sup>                    | 0.0                            | (0.3)       | 85.9        | 0.0         | 0.0         |
| Net income <sup>(4)</sup>   | 44.5                           | 21.4        | 138.7       | 66.5        | 17.7        |
| Net income attributable to Koppers <sup>(4)</sup>                 | 44.1                           | 18.8        | 138.0       | 63.3        | 15.2        |
| <b>Earnings Per Common Share Data:</b>                            |                                |             |             |             |             |
| Basic – continuing operations                                     | \$ 2.15                        | \$ 0.93     | \$ 2.31     | \$ 2.30     | \$ 0.39     |
| Diluted – continuing operations                                   | 2.14                           | 0.92        | 2.30        | 2.29        | 0.36        |
| <b>Weighted average common shares outstanding (in thousands):</b> |                                |             |             |             |             |
| Basic   | 20,543                         | 20,446      | 20,651      | 20,768      | 19,190      |
| Diluted   | 20,676                         | 20,561      | 20,767      | 20,874      | 20,104      |
| <b>Balance Sheet Data:</b>  |                                |             |             |             |             |
| Cash and cash equivalents <sup>(5)</sup>                          | \$ 35.3                        | \$ 58.4     | \$ 63.1     | \$ 14.4     | \$ 21.3     |
| Total assets  | 669.2                          | 644.4       | 661.1       | 669.3       | 649.4       |
| Total debt  | 296.4                          | 335.3       | 374.9       | 440.2       | 475.9       |
| <b>Other Data:</b>  |                                |             |             |             |             |
| Capital expenditures <sup>(6)</sup>                               | \$ 29.9                        | \$ 18.0     | \$ 36.7     | \$ 23.2     | \$ 27.5     |
| Cash dividends declared per common share                          | \$ 0.88                        | \$ 0.88     | \$ 0.88     | \$ 0.68     | \$ 1.30     |

(1) Includes loss (gain) on the extinguishment of Senior Discount Notes and Senior Secured Notes in 2009, a portion of the Senior Secured Notes in 2008 and a portion of the Senior Discount Notes in 2006.

(2) In July 2007, we sold our 51 percent interest in Koppers Arch Investments Pty Limited and its subsidiaries ("Koppers Arch"). Koppers Arch's results of operations have been classified as a discontinued operation for all periods presented.

(3) In October 2008, we sold our 95 percent interest in Koppers Monessen Partners LP ("Monessen"). Monessen's results of operations have been classified as a discontinued operation for all periods presented.

(4) In connection with our initial public offering in February 2006, costs totaling \$17.4 million were incurred for a related call premium on the Senior Secured Notes (\$10.1 million), the write-off of deferred financing costs (\$3.2 million), the termination of the Saratoga Partners III, L.P. advisory services contract (\$3.0 million) and payment of bond consent fees (\$1.1 million).

(5) Includes cash of discontinued operations as of December 31, 2007 and 2006.

(6) Excludes capital expenditures by Koppers Arch, a discontinued operation, of \$0.0 million, \$0.1 million and \$0.8 million and by Koppers Monessen, a discontinued operation, of \$0.4 million, \$1.0 million and \$0.2 million for the years ended December 31, 2008, 2007 and 2006, respectively.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### 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, rubber, 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, 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 the provision of utility poles to the electric and telephone utility industries.

Our CM&C business has entered into a number of strategic transactions during the last year 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"). The revenues from this facility from March 1 through December 31, 2010 amounted to approximately \$48 million. In October 2010 we also purchased the midwestern United States refined tar business of Stella Jones Inc. to increase our presence in this market.

Our R&UP business purchased the rail joint bar business of Portec Rail Products, Inc. located in Huntington, West Virginia in December 2010. This acquisition strengthens our product portfolio offerings to our existing Class I and commercial railroad customers in the United States.

On October 1, 2008, we sold our 95 percent interest in Koppers Monessen Partners LP ("Monessen") to ArcelorMittal S.A. for cash of \$160.0 million plus working capital of \$10.0 million. Net cash proceeds, after deduction for the limited partner interest, taxes and transaction costs, were approximately \$100.0 million. Monessen is a metallurgical furnace coke facility. Effective as of the end of the second quarter of 2008, Monessen was classified as a discontinued operation in the Company's statement of operations.

### 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 could be negatively impacted by reductions in steel production; (iii) volatility in oil prices, which impacts 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.

Our businesses and results of operations were impacted by the global recession starting in late 2008 and continuing through 2010. Certain key end markets experienced significant global reductions in demand that has negatively affected the profitability of our products. During 2010 our key end markets showed increased stability for our Carbon Materials & Chemicals business; however, volumes for our Railroad & Utility Products business declined substantially from 2009 levels as our Class I railroad customer base reduced their purchases.

During 2009 we saw the idling or closure of several aluminum smelters, particularly in North America and Europe, as global production of aluminum declined over previous levels. However, in late 2010 several North American smelters announced that they are planning to increase production and restart some of their previously idled capacity during 2011. We also believe we are well positioned to supply the new Middle Eastern smelters due to our capacity expansions in China.

While our volumes of carbon pitch have increased as our Chinese operations supply several of the new smelters in the Middle East, profit margins in this region have been reduced as coal tar costs have increased in response to reduced availability and higher oil prices, and carbon pitch pricing has been negatively affected by excess supplies of product in Asia.

Our carbon black facility in Australia experienced operating problems related to a boiler in 2010 that had a negative impact on operating profit of approximately \$2.6 million for the year ended December 31, 2010.

Our railroad business was down substantially in 2010 from an unusually strong prior year as we believe the railroads reduced their untreated crosstie purchases and treating volumes in order to reduce inventory levels.

We produced lower volumes in 2009 and 2010 as compared to 2008 in many of our products which reduced the capacity utilization at our facilities. Lower throughput volumes combined with increasing pressure for price reductions has led us to review our capacity utilization and has resulted in production cutbacks, from time to time, at certain facilities, which can result in lower margins. To the extent these trends continue, we may temporarily idle or permanently close facilities. For example, in December 2009 we announced the sale of our Gainesville utility pole treatment plant, and in the fourth quarter of 2010 we recorded impairment and related charges of \$2.2 million related to a wood treating plant in the United States. Utility pole markets are expected to continue to remain competitive with resulting low margins. We will continue to review underperforming assets and rationalize capacity as necessary to remain competitive in this market and will reduce market share if warranted.

Several of our products, particularly carbon black feedstock and phthalic anhydride, have end market pricing that is linked to oil. During the past few years 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, when the price of oil declined in late 2008 we saw significant price and profit declines for these products.

The availability of our key raw material, coal tar, 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 were also 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 will result in margin dilution because 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, we may not be able to recover raw material cost increases in the selling prices of all of our end products.

#### *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.

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Results of Operations – Comparison of Years Ended December 31, 2010 and December 31, 2009

Consolidated Results

Net sales for the years ended December 31, 2010 and 2009 are summarized by segment in the following table:

|                              | Year Ended<br>December 31, |                  | Net<br>Change |
|------------------------------|----------------------------|------------------|---------------|
|                              | 2010                       | 2009             |               |
| <i>(Dollars in millions)</i> |                            |                  |               |
| Carbon Materials & Chemicals | \$ 795.6                   | \$ 655.2         | +21%          |
| Railroad & Utility Products  | 449.9                      | 469.2            | -4%           |
|                              | <b>\$1,245.5</b>           | <b>\$1,124.4</b> | <b>+11%</b>   |

CM&C net sales increased by \$140.4 million or 21 percent due to the following changes in volume, pricing and foreign exchange:

|                                   | Price      | Volume      | Foreign<br>Exchange | Net<br>Change |
|-----------------------------------|------------|-------------|---------------------|---------------|
| Carbon Materials <sup>(a)</sup>   | -5%        | +10%        | +1%                 | +6%           |
| Distillates <sup>(b)</sup>        | +2%        | +2%         | 0%                  | +4%           |
| Coal Tar Chemicals <sup>(c)</sup> | +4%        | +3%         | 0%                  | +7%           |
| Other <sup>(d)</sup>              | +1%        | +2%         | +1%                 | +4%           |
| <b>Total CM&amp;C</b>             | <b>+2%</b> | <b>+17%</b> | <b>+2%</b>          | <b>+21%</b>   |

(a) Includes carbon pitch, petroleum pitch and refined tar.

(b) Includes creosote and carbon black feedstock.

(c) Includes naphthalene and phthalic anhydride.

(d) Includes carbon black, benzole, freight and other products.

Carbon materials' pricing for carbon pitch decreased five percent due to lower demand and excess pitch availability. Offsetting this decrease were higher sales volumes of carbon pitch from Chinese operations of five percent and Europe of three percent due primarily to the acquisition in the Netherlands. The volume increases are due to increased worldwide demand for aluminum products and the increased production from our Chinese operations to supply carbon pitch to smelters in the Middle East.

Distillate pricing for carbon black feedstock increased two percent in Europe due to higher average worldwide oil prices as compared to the prior year. The increase in distillate sales volume is due to the acquisition in the Netherlands.

For coal tar chemicals, increases in phthalic anhydride prices in the U.S. of three percent and naphthalene prices of one percent were experienced. Higher volumes of phthalic anhydride of one percent resulted from increased production in the U.S. auto industry, and higher volumes of naphthalene of one percent were due to the acquisition in the Netherlands. With respect to other products, pricing for benzole increased one percent as compared to the prior year.

R&UP net sales decreased by \$19.3 million or four percent due to the following changes in volume, pricing and foreign exchange:

|                                   | Price     | Volume     | Foreign<br>Exchange | Net<br>Change |
|-----------------------------------|-----------|------------|---------------------|---------------|
| Railroad Crossties <sup>(a)</sup> | -1%       | -3%        | 0%                  | -4%           |
| TSO Crossties <sup>(b)</sup>      | +1%       | 0%         | 0%                  | +1%           |
| Distribution Poles                | 0%        | -1%        | +1%                 | 0%            |
| Other <sup>(c)</sup>              | 0%        | -1%        | 0%                  | -1%           |
| <b>Total R&amp;UP</b>             | <b>0%</b> | <b>-5%</b> | <b>+1%</b>          | <b>-4%</b>    |

(a) Includes treated and untreated railroad crossties.

(b) Includes sales from treatment services only ("TSO").

(c) Includes creosote, transmission poles, pilings, freight and other treated and untreated lumber products.

Sales volume and price decreases for railroad crossties totaled three and one percent, respectively for the year ended December 31, 2010, driven by lower purchases from the Class I railroad customers. Price increases for treating services increased one percent and volumes for utility poles decreased one percent. With respect to other products, lower creosote volumes of one percent in the U.S. were realized.

**Cost of sales** as a percentage of net sales was 85 percent for the year ended December 31, 2010 as compared to 84 percent for the year ended December 31, 2009. Overall, cost of sales increased by \$108.5 million when compared to the prior year period due primarily to higher CM&C sales volumes.

**Depreciation and amortization** for the year ended December 31, 2010 was \$3.3 million higher when compared to the prior year period due to an impairment charge of \$1.8 million in 2010 related to a wood treating plant and incremental depreciation from the Koppers Netherlands acquisition.

**Selling, general and administrative expenses** for the year ended December 31, 2010 were \$5.2 million higher when compared to the prior year period due primarily to higher stock based compensation expense and higher management incentive.

**Interest expense** for the year ended December 31, 2010 was \$9.2 million lower when compared to the prior year period due primarily to lower average borrowings and lower borrowing costs as compared to the prior period. Lower average borrowings resulted from the use of operating cash flow to reduce debt and lower borrowing costs resulted from the refinancing of long-term debt in the fourth quarter of 2009 at a lower interest rate of 7 <sup>7</sup>/<sub>8</sub> percent.

**Loss on the extinguishment of debt** was \$22.4 million in 2009 and resulted from the tender offer and call of the 9 <sup>7</sup>/<sub>8</sub> Senior Discount Notes due 2014 (the "Senior Discount Notes") and the call of the Koppers Inc. 9 <sup>7</sup>/<sub>8</sub>% Senior Secured Notes due 2013 ("Senior Secured Notes").

**Income taxes** for the year ended December 31, 2010 were \$15.3 million higher when compared to the prior year period due primarily to the increase in pretax income of \$38.3 million as compared to the prior year. Our effective income tax rate for the year ended December 31, 2010 was 39.5 percent as compared to the prior year period of 38.8 percent.

For the year ended December 31, 2009, although we had book income before taxes of \$35.5 million, we incurred a U.S. taxable loss, for federal purposes, of \$58.4 million due to the refinancing of the Senior Discount Notes. This taxable loss occurred due to the ability to deduct accrued but unpaid interest on the Senior Discount Notes for which we had previously provided deferred tax. As a result we recorded an income tax receivable of \$37.1 million as of December 31, 2009 to reflect the anticipated refunds of federal and state income taxes paid in 2009 and 2008.

*Segment Results*

**Segment operating profit** for the years ended December 31, 2010 and 2009 is summarized by segment in the following table:

|   | <i>Year Ended<br/>December 31,</i> |               | <i>% Change</i> |
|---|------------------------------------|---------------|-----------------|
|   | <i>2010</i>                        | <i>2009</i>   |                 |
| <i>(Dollars in millions)</i>                                  |                                    |               |                 |
| <b>Operating profit:</b>                                      |                                    |               |                 |
| Carbon Materials & Chemicals                                  | \$77.6                             | \$58.5        | +33%            |
| Railroad & Utility Products                                   | 23.0                               | 38.2          | -40%            |
| Corporate   | (1.6)                              | (1.8)         | -11%            |
|   | <b>\$99.0</b>                      | <b>\$94.9</b> | <b>+4%</b>      |
| <b>Operating profit as a percentage of segment net sales:</b> |                                    |               |                 |
| Carbon Materials & Chemicals                                  | 9.8%                               | 8.9%          | +0.9%           |
| Railroad & Utility Products                                   | 5.1%                               | 8.1%          | -3.0%           |
|   | <b>7.9%</b>                        | <b>8.4%</b>   | <b>-0.5%</b>    |

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**Carbon Materials & Chemicals net sales and operating profit** by geographic region for the years ended December 31, 2010 and 2009 is summarized in the following table:

|                              | Twelve months ended<br>December 31, |                |             |
|------------------------------|-------------------------------------|----------------|-------------|
|                              | 2010                                | 2009           | % Change    |
| <i>(Dollars in millions)</i> |                                     |                |             |
| <b>Net sales:</b>            |                                     |                |             |
| North America                | \$306.5                             | \$270.4        | +13%        |
| Europe                       | 230.0                               | 179.4          | +28%        |
| Australia                    | 148.5                               | 145.7          | +2%         |
| China                        | 116.2                               | 78.6           | +48%        |
| Intrasegment                 | (5.6)                               | (18.9)         | -70%        |
|                              | <b>\$795.6</b>                      | <b>\$655.2</b> | <b>+21%</b> |
| <b>Operating profit:</b>     |                                     |                |             |
| North America                | \$ 37.1                             | \$ 18.3        | +103%       |
| Europe                       | 26.6                                | 19.8           | +34%        |
| Australia                    | 15.0                                | 14.5           | +3%         |
| China                        | (1.1)                               | 5.9            | -119%       |
|                              | <b>\$ 77.6</b>                      | <b>\$ 58.5</b> | <b>+33%</b> |

**North American CM&C sales** increased by \$36.1 million due primarily to higher volumes and prices for phthalic anhydride totaling \$26.0 million combined with higher volumes for pitch and refined tar totaling \$15.5 million, partially offset by lower pricing for pitch of \$8.3 million. Operating profit as a percentage of net sales increased to 12 percent from seven percent for the prior year reflecting the impact of higher volumes of refined tar coupled with higher volumes and prices for phthalic anhydride.

**European CM&C sales** increased by \$50.6 million due primarily to the acquisition in the Netherlands of \$48.4 million and higher prices for carbon black feedstock of \$10.6 million, partially offset by lower prices for carbon pitch totaling \$8.8 million. In addition, currency exchange rate changes resulted in a reduction of sales totaling \$6.2 million. Operating profit as a percentage of net sales increased to 12 percent from 11 percent in the prior year.

**Australian CM&C sales** increased by \$2.8 million as lower prices for carbon pitch totaling \$13.0 million and lower freight costs of \$6.6 million were more than offset by currency exchange rate changes resulting in an increase in sales of \$20.0 million. Operating profit as a percentage of net sales was flat at ten percent for both years.

**Chinese CM&C sales** increased by \$37.6 million due primarily to higher volumes of carbon pitch totaling \$29.8 million and higher pricing for carbon black feedstock and naphthalene totaling \$9.2 million. Chinese operations incurred an operating loss of \$1.1 million compared to operating profit as a percentage of net sales of eight percent for the prior year. The 2010 operating loss was due to lower pricing for carbon pitch exports to the Middle East combined with higher tar costs in China.

**Railroad & Utility Products sales** for the twelve months ended December 31, 2010 decreased by \$19.3 million as compared to the prior period due primarily to lower sales volumes and prices for untreated crossties of \$13.1 million and lower volumes for utility poles totaling \$7.1 million. Operating profit as a percentage of net sales decreased to five percent from eight percent in the prior year as a result of lower capacity utilization, impairment and related charges totaling \$2.2 million, and a legal settlement for \$3.0 million.

Results of Operations – Comparison of Years Ended December 31, 2009 and December 31, 2008

Consolidated Results

Net sales for the years ended December 31, 2009 and 2008 are summarized by segment in the following table:

|                              | Year<br>Ended<br>December 31, |                  | Net<br>Change |
|------------------------------|-------------------------------|------------------|---------------|
|                              | 2009                          | 2008             |               |
| <i>(Dollars in millions)</i> |                               |                  |               |
| Carbon Materials & Chemicals | \$ 655.2                      | \$ 892.0         | -27%          |
| Railroad & Utility Products  | 469.2                         | 472.8            | -1%           |
|                              | <b>\$1,124.4</b>              | <b>\$1,364.8</b> | <b>-18%</b>   |

CM&C net sales decreased by \$236.8 million or 27 percent due to the following changes in volume, pricing and foreign exchange:

|                                   | Price      | Volume      | Foreign<br>Exchange | Net<br>Change |
|-----------------------------------|------------|-------------|---------------------|---------------|
| Carbon Materials <sup>(a)</sup>   | +2%        | -11%        | -1%                 | -10%          |
| Distillates <sup>(b)</sup>        | -2%        | -3%         | 0%                  | -5%           |
| Coal Tar Chemicals <sup>(c)</sup> | -3%        | -2%         | 0%                  | -5%           |
| Other <sup>(d)</sup>              | -1%        | -4%         | -2%                 | -7%           |
| <b>Total CM&amp;C</b>             | <b>-4%</b> | <b>-20%</b> | <b>-3%</b>          | <b>-27%</b>   |

(a) Includes carbon pitch and refined tar.

(b) Includes creosote and carbon black feedstock.

(c) Includes naphthalene and phthalic anhydride.

(d) Includes carbon black, petroleum pitch, benzole, freight and other products.

Carbon materials' pricing for carbon pitch increased three percent in the U.S. and Australia as customer prices were increased in response to higher raw material costs. Offsetting this increase were lower sales volumes of carbon pitch in the U.S. of nine percent and Europe of two percent. The volume decreases are due to reduced worldwide demand for aluminum products and the related idling of a number of aluminum smelters to reduce supply.

Distillate pricing for carbon black feedstock decreased two percent in Europe due to lower average worldwide oil prices as compared to the prior year. The decrease in distillate sales volume is due primarily to lower creosote sales in the U.S. totaling two percent.

For coal tar chemicals, decreases in phthalic anhydride prices in the U.S. of two percent and naphthalene prices of one percent in Europe were experienced. Lower volumes of phthalic anhydride of one percent resulted from weakness in the U.S. housing and auto industries. With respect to other products, benzole and carbon black volumes decreased one percent each as compared to the prior year.

R&UP net sales decreased by \$3.6 million or one percent due to the following changes in volume, pricing and foreign exchange:

|                                   | Price      | Volume     | Foreign<br>Exchange | Net<br>Change |
|-----------------------------------|------------|------------|---------------------|---------------|
| Railroad Crossties <sup>(a)</sup> | +2%        | -4%        | 0%                  | -2%           |
| TSO Crossties <sup>(b)</sup>      | +1%        | +1%        | 0%                  | +2%           |
| Distribution Poles                | 0%         | -2%        | -1%                 | -3%           |
| Other <sup>(c)</sup>              | +4%        | -2%        | 0%                  | +2%           |
| <b>Total R&amp;UP</b>             | <b>+7%</b> | <b>-7%</b> | <b>-1%</b>          | <b>-1%</b>    |

(a) Includes treated and untreated railroad crossties.

(b) Includes sales from treatment services only ("TSO").

(c) Includes creosote, transmission poles, pilings, freight and other treated and untreated lumber products.

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Sales price increases and volume increases for untreated railroad crossties totaled two and three percent, respectively for the year ended December 31, 2009. Offsetting the volume increase in untreated crossties was a decrease of six percent in treated railroad crossties sales, as volume reductions for sales to commercial customers offset volume increases for the Class I railroads. With respect to other products, higher creosote prices of three percent in the U.S. were realized.

**Cost of sales** as a percentage of net sales was 84 percent for both years ended December 31, 2009 and 2008. Overall, cost of sales decreased by \$193.4 million when compared to the prior year period due primarily to lower CM&C production volumes and foreign exchange.

**Depreciation and amortization** for the year ended December 31, 2009 was \$5.2 million lower when compared to the prior year period due to an impairment charge of \$3.7 million in 2008 related to our glycerine refining plant in the United Kingdom.

**Selling, general and administrative expenses** for the year ended December 31, 2009 were \$6.5 million lower when compared to the prior year period due primarily to lower salary, incentive, benefit expenses and lower discretionary spending as a result of programs to decrease spending to react to changing global economic conditions.

**Interest expense** for the year ended December 31, 2009 was \$6.3 million lower when compared to the prior year period due primarily to lower average borrowings as compared to the prior period. Lower average borrowings resulted from debt reductions in the fourth quarter of 2008 funded by the net proceeds from the sale of Monessen in October 2008.

**Loss on the extinguishment of debt** was \$22.4 million in 2009 and resulted from the tender offer and call of the Senior Discount Notes and the call of the Senior Secured Notes. The gain on extinguishment of debt of \$1.2 million in 2008 resulted from the repurchase of Senior Secured Notes at a discount to principal value.

**Income taxes** for the year ended December 31, 2009 were \$27.8 million lower when compared to the prior year period due primarily to the decrease in pretax income of \$54.5 million and estimated taxes on unremitted European earnings for 2008. For the year ended December 31, 2009, European earnings were considered to be permanently reinvested and did not attract U.S. taxation. In 2008, we provided U.S. deferred tax on European earnings of approximately \$18 million. Our effective income tax rate for the year ended December 31, 2009 was 38.8 percent as compared to the prior year period of 46.2 percent.

For the year ended December 31, 2009, although we had book income before taxes of \$35.5 million, we incurred a U.S. taxable loss, for federal purposes, of \$58.4 million due to the refinancing of the Senior Discount Notes. This taxable loss occurred due to the ability to deduct accrued but unpaid interest on the Senior Discount Notes for which we had previously provided deferred tax. As a result we have recorded an income tax receivable of \$37.1 million as of December 31, 2009 to reflect the anticipated refunds of federal and state income taxes paid in 2009 and 2008.

**Gain on sale of Monessen** for the year ended December 31, 2008 represents the gain, net of tax expense, from the sale of our 95 percent interest in Monessen to ArcelorMittal S.A. on October 1, 2008. Effective as of this date, Monessen was classified as a discontinued operation in our statement of operations. The loss on sale of Monessen for 2009 represented sales price adjustments negotiated with the buyer.

### Segment Results

**Segment operating profit** for the years ended December 31, 2009 and 2008 is summarized by segment in the following table:

|   | Year Ended<br>December 31, |                | % Change     |
|---|----------------------------|----------------|--------------|
|   | 2009                       | 2008           |              |
| <i>(Dollars in millions)</i>                                  |                            |                |              |
| <b>Operating profit:</b>                                      |                            |                |              |
| Carbon Materials & Chemicals                                  | \$58.5                     | \$108.2        | -46%         |
| Railroad & Utility Products                                   | 38.2                       | 24.3           | +57%         |
| Corporate   | (1.8)                      | (2.3)          | -22%         |
|   | <b>\$94.9</b>              | <b>\$130.2</b> | <b>-27%</b>  |
| <b>Operating profit as a percentage of segment net sales:</b> |                            |                |              |
| Carbon Materials & Chemicals                                  | 8.9%                       | 12.1%          | -3.2%        |
| Railroad & Utility Products                                   | 8.1%                       | 5.1%           | +3.0%        |
|   | <b>8.4%</b>                | <b>9.5%</b>    | <b>-1.1%</b> |



**Carbon Materials & Chemicals net sales and operating profit** by geographic region for the years ended December 31, 2009 and 2008 is summarized in the following table:

|                              | <i>Twelve months ended<br/>December 31,</i> |                | <i>% Change</i> |
|------------------------------|---|----------------|-----------------|
|                              | <i>2009</i>                                 | <i>2008</i>    |                 |
| <i>(Dollars in millions)</i> |   |                |                 |
| <b>Net sales:</b>            |   |                |                 |
| North America                | \$270.4                                     | \$398.6        | -32%            |
| Europe                       | 179.4                                       | 259.4          | -31%            |
| Australia                    | 145.7                                       | 167.4          | -13%            |
| China                        | 78.6  | 77.7           | +1%             |
| Intrasegment                 | (18.9)                                      | (11.1)         | +70%            |
|                              | <b>\$655.2</b>                              | <b>\$892.0</b> | <b>-27%</b>     |
| <b>Operating profit:</b>     |   |                |                 |
| North America                | \$ 18.3                                     | \$ 56.4        | -68%            |
| Europe                       | 19.8  | 25.8           | -23%            |
| Australia                    | 14.5  | 26.1           | -44%            |
| China                        | 5.9   | (0.1)          | n/a%            |
|                              | <b>\$ 58.5</b>                              | <b>\$108.2</b> | <b>-46%</b>     |

**North American CM&C sales** decreased by \$128.2 million due primarily to lower volumes for carbon pitch, creosote and phthalic anhydride totaling \$111.4 million in addition to lower freight of \$11.1 million. Higher volumes of refined tar and petroleum pitch of \$11.1 million partially offset these decreases. Operating profit as a percentage of net sales decreased to seven percent from 14 percent for the prior period reflecting the impact of significantly lower sales volumes coupled with lower pricing for phthalic anhydride.

**European CM&C sales** decreased by \$80.0 million due primarily to lower prices for carbon black feedstock, benzole and naphthalene totaling \$29.9 million and lower volumes for carbon pitch, benzole and creosote totaling \$24.0 million. In addition, currency exchange rate changes resulted in a reduction of sales totaling \$21.1 million. Operating profit as a percentage of net sales increased to 11 percent from ten percent from the prior period.

**Australian CM&C sales** decreased by \$21.7 million due primarily to lower volumes for carbon pitch, carbon black feedstock and carbon black totaling \$17.5 million. These decreases were partially offset by higher prices for carbon pitch totaling \$15.9 million. Currency exchange rate changes resulted in a reduction of sales totaling \$10.6 million. Operating profit as a percentage of net sales was ten percent for the period as compared to 16 percent for the prior period reflecting the impact of lower sales volumes during 2009.

**Chinese CM&C sales** increased by \$0.9 million due primarily to higher volumes of carbon black feedstock, carbon pitch and naphthalene totaling \$12.4 million, partially offset by lower carbon pitch and carbon black feedstock prices of \$12.2 million. Currency exchange rate changes contributed \$0.9 million to increased sales. Operating profit as a percentage of net sales was eight percent and compared to breakeven for the prior period. The 2008 operating margin was negatively impacted by lower of cost of market write-downs of inventory.

**Railroad & Utility Products sales** for the twelve months ended December 31, 2009 decreased by \$3.6 million as compared to the prior period primarily as higher sales volumes of treated crossties, untreated crossties and treating services to the Class I railroads of \$22.3 million and higher prices for untreated crossties of \$8.1 million were more than offset by lower volumes of treated crossties to commercial customers of \$35.4 million. Operating profit as a percentage of net sales increased to eight percent from five percent between periods due to product mix, cost reduction initiatives and the impact in 2008 of additional operating costs due to a boiler outage at one of the Company's wood treatment plants and the unplanned outage of an electricity cogeneration unit at another of the Company's wood treatment plants.

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### Cash Flow

**Net cash provided by operating activities** was \$105.3 million for the year ended December 31, 2010 as compared to net cash provided by operating activities of \$112.3 million for the year ended December 31, 2009. Net cash flows from operating activities decreased by approximately \$7 million between periods due to changes in working capital.

Net cash provided by operating activities was \$112.3 million for the year ended December 31, 2009 as compared to net cash provided by operating activities of \$51.9 million for the year ended December 31, 2008. Net cash provided by operating activities for 2008 includes income taxes paid in connection with the Monessen transaction of approximately \$50 million. Excluding this amount, net cash flow from operating activities increased by approximately \$10 million between periods due to reductions in inventories and accounts receivable.

**Net cash used in investing activities** was \$63.4 million for the year ended December 31, 2010 as compared to net cash used in investing activities of \$20.8 million for the year ended December 31, 2009. Increased capital spending was \$11.9 million in 2010 and acquisition expenditures in 2010 primarily represent the acquisition of Koppers Netherlands and the rail joint bar business of Portec Rail Products Inc.

Net cash used in investing activities was \$20.8 million for the year ended December 31, 2009 as compared to net cash provided by investing activities of \$120.7 million for the year ended December 31, 2008. Net cash proceeds from divestitures and asset sales in 2008 primarily represent the net cash proceeds from the sale of Monessen. Decreased capital spending in 2009 is primarily related to our plant expansion in China and increased environmental improvement spending at our U.S. wood treating plants during 2008. Acquisition expenditures in 2009 primarily represent an asset acquisition in our US R&UP business and capital contributions to Tangshan Koppers Kailuan Carbon Chemical Company Limited (TKK), our 30 percent-owned coal tar distillation joint venture in China. Acquisition expenditures in 2008 primarily related to capital contributions to TKK.

**Net cash used in financing activities** was \$64.3 million for the year ended December 31, 2010 as compared to net cash used in financing activities of \$96.9 million for the year ended December 31, 2009. Net repayments of debt totaled \$40.0 million in the year ended December 31, 2010 and was funded from operating cash flow.

Net cash used in financing activities was \$96.9 million for the year ended December 31, 2009 as compared to net cash used in financing activities of \$123.1 million for the year ended December 31, 2008. Net repayments of debt totaled \$70.8 million in the year ended December 31, 2009 as a result of refinancing the Senior Discount Notes and the Senior Secured Notes with borrowings under the revolving credit agreement, cash and the issuance of \$300.0 million principal value Senior Notes.

**Dividends paid** were \$23.1 million for the year ended December 31, 2010 as compared to dividends paid of \$18.0 million for the year ended December 31, 2009. Dividends totaling \$18.0 million in both periods reflect an annual dividend rate of 88 cents per common share. For the year ended December 31, 2010, dividends of \$5.0 million were paid to noncontrolling interests with respect to a partially owned subsidiary.

### Liquidity and Capital Resources

#### *Indebtedness as of December 31, 2010*

On December 1, 2009, Koppers Inc. completed a private placement offering of \$300.0 million aggregate principal amount of 7<sup>7</sup>/<sub>8</sub>% Senior Notes due 2019 (the "Senior Notes"). The Senior Notes are guaranteed by Koppers Holdings Inc., as parent guarantor, and certain subsidiaries of Koppers Inc. as additional guarantors. A portion of the net proceeds of the offering of the Senior Notes was used to finance a cash tender offer for, and a redemption of, Koppers Holdings' remaining outstanding 9<sup>7</sup>/<sub>8</sub>% Senior Discount Notes due 2014 (the "Senior Discount Notes"), with remaining net proceeds used to repay outstanding debt under Koppers Inc.'s revolving credit facility and for general corporate purposes. In connection with the issuance of the Senior Notes, Koppers Inc. also amended its revolving credit agreement to extend the expiration date of the revolving credit facility to October 31, 2013 and to amend interest pricing and certain covenants.

#### *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 December 31, 2010 the basket totaled \$162.1 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.”

The ability of Koppers Inc. to pay dividends to us, and our ability to pay dividends to our shareholders, is also restricted by Pennsylvania law. Under Pennsylvania law, a corporation has the power, subject to restrictions in its bylaws, to pay dividends or make other distributions to its shareholders unless, after giving effect thereto, (1) the corporation would not be able to pay its debts as they become due in the usual course of business or (2) the corporation’s assets would be less than the sum of its total liabilities plus (unless otherwise provided in its articles) the amount that would be needed upon the dissolution of the corporation to satisfy the preferential rights, if any, of the shareholders having superior preferential rights to the shareholders receiving the distribution. In determining whether a particular level of dividends is permitted under Pennsylvania law, the board of directors may base its conclusion on one or more of the following: the book values of the assets and liabilities of the company as reflected on its books and records; a valuation that takes into consideration unrealized appreciation, depreciation or other changes in value of the assets and liabilities of the company; the current value of the assets and liabilities of the company either valued separately or valued in segments or as an entirety as a going concern; or any other method that is reasonable in the circumstances. Our bylaws and articles and those of Koppers Inc. contain no restrictions regarding dividends.

*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 December 31, 2010, the Company had \$252.4 million of unused revolving credit availability for working capital purposes after restrictions by various debt covenants and certain letter of credit commitments. As of December 31, 2010, \$13.4 million of commitments were utilized by outstanding letters of credit.

The following table summarizes our estimated liquidity as of December 31, 2010 (*dollars in millions*):

|  |                |
|--|----------------|
| Cash and cash equivalents                        | \$ 35.3        |
| Amount available under revolving credit facility | 252.4          |
| Amount available under other credit facilities   | 14.9           |
| <b>Total estimated liquidity</b>                 | <b>\$302.6</b> |

Our estimated liquidity was \$230.2 million at December 31, 2009. The increase in estimated liquidity from that date is due primarily to an increase in availability under the revolving credit facility due to a decrease in borrowing of \$40.0 million under the revolving credit facility and other covenant restrictions.

As of December 31, 2010, we had \$325.0 million aggregate amount of common stock, debt securities, preferred stock, depositary shares and warrants (or a combination of these securities) available to be issued under our registration statement on Form S-3 filed in 2009.

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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 defined benefit plan funding. We may also use cash to pursue potential strategic acquisitions. Capital expenditures in 2011, 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.

### *Cash Flows from Discontinued Operations*

The cash flows related to Monessen for the year ended December 31, 2008 have not been restated in the consolidated statement of cash flows. Excluding cash proceeds from the sales of Monessen, the net cash inflows of discontinued operations totaled \$0.7 million for the year ended December 31, 2008.

### *Schedule of Certain Contractual Obligations*

The following table details our projected payments for our significant contractual obligations as of December 31, 2010. The table is based upon available information and certain assumptions we believe to be reasonable.

|   | Payments Due by Period |                |                 |                 |                 |
|---|------------------------|----------------|-----------------|-----------------|-----------------|
|   | Total                  | 2011           | 2012-2013       | 2014-2015       | Later years     |
| <i>(in millions)</i>                      |                        |                |                 |                 |                 |
| Long-term debt (including accretion)      | \$ 301.1               | \$ 1.0         | \$ 0.1          | \$ 0.0          | \$ 300.0        |
| Interest on debt                          | 210.7                  | 23.6           | 47.3            | 47.3            | 92.5            |
| Operating leases                          | 119.2                  | 35.6           | 45.7            | 14.3            | 23.6            |
| Purchase commitments <sup>(1)</sup>       | 1,666.9                | 350.9          | 463.1           | 376.2           | 476.7           |
| <b>Total contractual cash obligations</b> | <b>\$2,297.9</b>       | <b>\$411.1</b> | <b>\$ 556.2</b> | <b>\$ 437.8</b> | <b>\$ 892.8</b> |

<sup>(1)</sup> Consists primarily of raw materials purchase contracts. These are typically not fixed price arrangements; the prices are based on the prevailing market prices. As a result, we generally expect to be able to hedge the purchases with sales at those future prices.

Pension and other employee benefit plan funding obligations (for defined benefit plans) are not included in the table above. We expect defined benefit plan contributions to total approximately \$14 million in 2011. Estimated funding obligations are determined by asset performance, workforce and retiree demographics, tax and employment laws and other actuarial assumptions which may change the annual funding obligations. The funded status of our defined benefit plans is disclosed in Note 15 of the Consolidated Financial Statements.

### *Schedule of Certain Other Commercial Commitments*

The following table details our projected payments for other significant commercial commitments as of December 31, 2010. The table is based upon available information and certain assumptions we believe to be reasonable.

|   | Payments Due by Period |               |                 |               |               |
|---|------------------------|---------------|-----------------|---------------|---------------|
|   | Total                  | 2011          | 2012-2013       | 2014-2015     | Later years   |
| <i>(in millions)</i>                      |                        |               |                 |               |               |
| Lines of credit (unused)                  | \$267.3                | \$14.9        | \$ 252.4        | \$ 0.0        | \$ 0.0        |
| Standby letters of credit                 | 13.4                   | 13.4          | 0.0             | 0.0           | 0.0           |
| <b>Total other commercial commitments</b> | <b>\$280.7</b>         | <b>\$28.3</b> | <b>\$ 252.4</b> | <b>\$ 0.0</b> | <b>\$ 0.0</b> |

### *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 December 31, 2010 was 2.3.
- 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 December 31, 2010 was 2.31.

- i The senior secured leverage ratio, calculated as of the end of each fiscal quarter for the four fiscal quarters then ended, is not permitted to exceed 2.75. The senior secured leverage ratio at December 31, 2010 was 0.00.

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

At December 31, 2010, 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.

#### Other Matters

##### *Foreign Operations and Foreign Currency Transactions*

We are subject to foreign currency translation fluctuations due to our foreign operations. For the years ended December 31, 2010, 2009 and 2008, exchange rate fluctuations resulted in an increase (decrease) to comprehensive income of \$11.5 million, \$24.0 million and \$(28.5) million, respectively. Foreign currency transaction gains and losses result from transactions denominated in a currency which is different from the currency used by the entity to prepare its financial statements. Foreign currency transaction gains (losses) were \$(2.3) million, \$(1.9) million and \$1.8 million for the years ended December 31, 2010, 2009 and 2008, respectively.

##### Recently Issued Accounting Guidance

There is no recently issued accounting guidance that is expected to have a material impact on our financial results.

##### Critical Accounting Policies

The preparation of financial statements in conformity with generally accepted accounting principles in the United States requires management to use judgment in making estimates and assumptions that affect the reported amounts of revenues and expenses, assets and liabilities, and the disclosure of contingent liabilities. The following accounting policies are based on, among other things, judgments and assumptions made by management that include inherent risks and uncertainties. Our management's estimates are based on the relevant information available at the end of each period.

**Revenue Recognition.** We recognize revenue from product sales at the time of shipment or when title passes to the customer. We recognize revenue related to the procurement of certain untreated railroad crossties upon transfer of title, which occurs upon delivery to our plant and acceptance by the customer. Service revenue, consisting primarily of wood treating services, is recognized at the time the service is provided. Our recognition of revenue with respect to untreated crossties meets all the recognition criteria of the Securities and Exchange Commission's Staff Accounting Bulletin Topic 13A3, including transfer of title and risk of ownership, the existence of fixed purchase commitments and delivery schedules established by the customer and the completion of all performance obligations by us.

**Accounts Receivable.** We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. In circumstances where we become aware of a specific customer's inability to meet its financial obligations, a specific reserve for bad debts is recorded against amounts due. If the financial conditions of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

**Inventories.** In the United States, CM&C and R&UP inventories are valued at the lower of cost, utilizing the last-in, first-out ("LIFO") basis, or market. Inventories outside the United States are valued at the lower of cost, utilizing the first-in, first-out basis ("FIFO"), or market. Market represents replacement cost for raw materials and net realizable value for work in process and finished goods. LIFO inventories constituted approximately 59 percent of the FIFO inventory value at December 31, 2010 and 2009.

**Long-Lived Assets.** Our management periodically evaluates the net realizable value of long-lived assets, including property, plant and equipment, based on a number of factors including operating results, projected future cash flows and business plans. We record long-lived assets at the lower of cost or fair value, with fair value based on assumptions concerning the amount and timing of estimated future cash flows. Since judgment is involved in determining the fair value of fixed assets, there is a risk that the carrying value of our long-lived assets may be overstated.

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**Goodwill.** Goodwill is not amortized but is assessed for impairment at least on an annual basis. In making this assessment, management relies on various factors, including operating results, estimated future cash flows, and business plans. There are inherent uncertainties related to these factors and in our management's judgment in applying them to the analysis of goodwill impairment. Because management's judgment is involved in performing goodwill impairment analyses, there is risk that the carrying value of goodwill is overstated.

Goodwill valuations are performed using an average of actual and projected operating results of the relevant reporting units. Changes in economic and operating conditions impacting these assumptions could result in goodwill impairments in future periods. Additionally, disruptions to our business such as prolonged recessionary periods or unexpected significant declines in operating results of the relevant reporting units could result in charges for goodwill and other asset impairments in future periods.

**Deferred Tax Assets.** At December 31, 2010 our balance sheet included \$64.7 million of deferred tax assets, net of an \$11.4 million valuation allowance. We have determined that this valuation allowance is required for our deferred tax assets based on future earnings projections. To the extent that we encounter unexpected difficulties in market conditions, adverse changes in regulations affecting our businesses and operations, adverse outcomes in legal and environmental matters, or any other unfavorable conditions, the projections for future taxable income may be overstated and we may be required to record an increase in the valuation allowance related to these deferred tax assets which could have a material adverse effect on income in the future.

**Accrued Insurance.** We are insured for property, casualty and workers' compensation insurance up to various stop loss amounts after meeting required retention levels. Losses are accrued based upon estimates of the liability for the related retentions for claims incurred using certain actuarial assumptions followed in the insurance industry and based on our experience. In the event we incur a significant number of losses beyond the coverage retention limits, additional expense beyond the actuarial projections would be required.

**Asset Retirement Obligations.** We measure asset retirement obligations based upon the applicable accounting guidance, using certain assumptions including estimates regarding the recovery of residues in storage tanks. In the event that operational or regulatory issues vary from our estimates, we could incur additional significant charges to income and increases in cash expenditures related to the disposal of those residues.

**Pension and Postretirement Benefits.** Accounting for pensions and other postretirement benefits involves estimating the cost of benefits to be provided far into the future and allocating that cost over the time period each employee works. This calculation requires extensive use of assumptions regarding inflation, investment returns, mortality, medical costs, employee turnover and discount rates. In determining the expected return on plan assets assumptions, we evaluate long-term actual return information, the mix of investments that comprise plan assets and estimates of future investment returns. In selecting rates for current and long-term health care assumptions, we take into consideration a number of factors including our actual health care cost increases, the design of our benefit programs, the characteristics of our active and retiree populations and expectations of inflation rates. Because these items require our management's judgment, the related liabilities currently recorded by us could be lower or higher than amounts ultimately required to be paid.

**Litigation and Contingencies.** We record liabilities related to legal matters when an adverse outcome is probable and reasonably estimable. To the extent we anticipate favorable outcomes to these matters which ultimately result in adverse outcomes, we could incur material adverse impacts on earnings and cash flows. Because such matters require significant judgments on the part of management, the recorded liabilities could be lower than what is ultimately required.

**Environmental Liabilities.** We 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. We expect to incur substantial costs for ongoing compliance with such laws and regulations. We may also incur costs as a result of 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. We accrue for environmental liabilities when a determination can be made that they are probable and reasonably estimable.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Like other global companies, we are exposed to market risks relating to fluctuations in interest rates and foreign currency exchange rates. The objective of our financial risk management is to minimize the negative impact of interest rate and foreign exchange rate fluctuations on our earnings, cash flows and equity.

To manage the interest rate risks, we use a combination of fixed and variable rate debt. This reduces the impact of short-term fluctuations in interest rates. To manage foreign currency exchange rate risks, we enter into foreign currency debt instruments that are held by our foreign subsidiaries. This reduces the impact of fluctuating currencies on net income and equity. We also use forward exchange contracts to hedge firm commitments up to twelve months and all such contracts are marked to market with the recognition of a gain or loss at each reporting period.

The following analyses present the sensitivity of the market value, earnings and cash flows of our financial instruments and foreign operations to hypothetical changes in interest and exchange rates as if these changes occurred at December 31, 2010 and 2009. The range of changes chosen for these analyses reflects our view of changes which are reasonably possible over a one-year period. Market values are the present values of projected future cash flows based on the interest rate and exchange rate assumptions. These forward-looking statements are selective in nature and only address the potential impacts from financial instruments and foreign operations. They do not include other potential effects that could impact our business as a result of these changes.

**Interest Rate and Debt Sensitivity Analysis.** Our exposure to market risk for changes in interest rates relates primarily to our debt obligations. We have fixed variable rate debt and the ability to incur variable rate debt under the Koppers Inc. credit agreement.

At December 31, 2010 we had \$296.4 million of fixed rate debt and at December 31, 2009, we had \$295.3 million of fixed rate debt and \$40.0 million of variable rate debt. Our ratio of variable rate debt to fixed rate debt at December 31, 2009 was approximately 12 percent. For fixed rate debt, interest rate changes affect the fair market value but do not impact earnings or cash flows. For variable rate debt, interest rate changes generally do not affect the fair market value but do impact future earnings and cash flows, assuming other factors are held constant.

Holding other variables constant (such as debt levels and foreign exchange rates), a one percentage point decrease in interest rates at December 31, 2010 and 2009 would have increased the unrealized fair market value of the fixed rate debt by approximately \$25.6 million and \$21.7 million, respectively.

**Exchange Rate Sensitivity Analysis.** Our exchange rate exposures result primarily from our investment and ongoing operations in Australia, Denmark, China and the United Kingdom. Holding other variables constant, if there were a ten percent reduction in all relevant exchange rates, the effect on our earnings, based on actual earnings from foreign operations for the years ended December 31, 2010 and 2009, would be reductions of approximately \$4.4 million and \$2.8 million, respectively.



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**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Koppers Holdings Inc.

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Koppers Holdings Inc. is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States of America.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Management has assessed the effectiveness of Koppers Holdings Inc.'s internal control over financial reporting as of December 31, 2010. In making this assessment, management has utilized the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control – Integrated Framework*. Management concluded that based on its assessment, Koppers Holdings Inc.'s internal control over financial reporting was effective as of December 31, 2010.

The effectiveness of Koppers Holdings Inc.'s internal control over financial reporting as of December 31, 2010, has been audited by Ernst & Young LLP, the independent registered public accounting firm that also audited the consolidated financial statements included in this annual report, as stated in their attestation report which appears on page 45.

February 22, 2011

/s/ WALTER W. TURNER

Walter W. Turner

President and Chief Executive Officer

/s/ LEROY M. BALL

Leroy M. Ball

Vice President and Chief Financial Officer

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Koppers Holdings Inc.:

We have audited the accompanying consolidated balance sheets of Koppers Holdings Inc. as of December 31, 2010 and 2009, and the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2010. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Koppers Holdings Inc. at December 31, 2010 and 2009, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2010, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Koppers Holdings Inc.'s internal control over financial reporting as of December 31, 2010, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 22, 2011 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Pittsburgh, Pennsylvania  
February 22, 2011

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Koppers Holdings Inc.:

We have audited Koppers Holdings Inc.'s internal control over financial reporting as of December 31, 2010, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Koppers Holdings Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying "Management's Report on Internal Control Over Financial Reporting". Our responsibility is to express an opinion on the effectiveness of the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Koppers Holdings Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Koppers Holdings Inc. as of December 31, 2010 and 2009, and the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2010 of Koppers Holdings Inc. and our report dated February 22, 2011 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Pittsburgh, Pennsylvania  
February 22, 2011

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KOPPERS HOLDINGS INC.  
CONSOLIDATED STATEMENT OF OPERATIONS

|   | <i>Year Ended December 31,</i> |           |           |
|---|--------------------------------|-----------|-----------|
|   | 2010                           | 2009      | 2008      |
| <i>(Dollars in millions, except share amounts)</i>                                  |                                |           |           |
| Net sales   | \$1,245.5                      | \$1,124.4 | \$1,364.8 |
| Cost of sales (excluding items below)   | 1,055.1                        | 946.6     | 1,140.0   |
| Depreciation and amortization   | 28.1                           | 24.8      | 30.0      |
| Selling, general and administrative expenses  | 63.3                           | 58.1      | 64.6      |
| Operating profit  | 99.0                           | 94.9      | 130.2     |
| Other income (loss)   | 1.9                            | (0.7)     | 1.2       |
| Interest expense  | 27.1                           | 36.3      | 42.6      |
| Loss (gain) on extinguishment of debt   | 0.0                            | 22.4      | (1.2)     |
| Income before income taxes  | 73.8                           | 35.5      | 90.0      |
| Income taxes  | 29.1                           | 13.8      | 41.6      |
| Income from continuing operations   | 44.7                           | 21.7      | 48.4      |
| Income from discontinued operations, net of tax benefit of \$3.0                    | 0.0                            | 0.0       | 4.4       |
| Loss on sale of Koppers Arch, net of tax benefit of \$0.1                           | (0.2)                          | 0.0       | 0.0       |
| (Loss) gain on sale of Monessen, net of tax (benefit) expense of \$(0.2) and \$50.4 | 0.0                            | (0.3)     | 85.9      |
| Net income  | 44.5                           | 21.4      | 138.7     |
| Net income attributable to noncontrolling interests                                 | 0.4                            | 2.6       | 0.7       |
| Net income attributable to Koppers  | \$ 44.1                        | \$ 18.8   | \$ 138.0  |
| Earnings (loss) per common share:   |                                |           |           |
| Basic —   |                                |           |           |
| Continuing operations   | \$ 2.15                        | \$ 0.93   | \$ 2.31   |
| Discontinued operations   | (0.01)                         | (0.01)    | 4.37      |
| Earnings per basic common share   | \$ 2.14                        | \$ 0.92   | \$ 6.68   |
| Diluted —   |                                |           |           |
| Continuing operations   | \$ 2.14                        | \$ 0.92   | \$ 2.30   |
| Discontinued operations   | (0.01)                         | (0.01)    | 4.35      |
| Earnings per diluted common share   | \$ 2.13                        | \$ 0.91   | \$ 6.65   |
| Weighted average common shares outstanding ( <i>in thousands</i> ):                 |                                |           |           |
| Basic   | 20,543                         | 20,446    | 20,651    |
| Diluted   | 20,676                         | 20,561    | 20,767    |
| Dividends declared per common share   | \$ 0.88                        | \$ 0.88   | \$ 0.88   |

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

|   | <i>Year Ended December 31,</i> |        |         |
|---|--------------------------------|--------|---------|
|   | 2010                           | 2009   | 2008    |
| <i>(Dollars in millions)</i>  |                                |        |         |
| Net income  | \$44.5                         | \$21.4 | \$138.7 |
| Changes in other comprehensive income (loss):                                     |                                |        |         |
| Currency translation adjustment   | 11.5                           | 24.0   | (28.5)  |
| Unrecognized pension transition asset, net of tax of \$(0.1), \$(0.1) and \$(0.1) | (0.2)                          | (0.2)  | (0.3)   |
| Unrecognized pension prior service cost, net of tax of \$0.1, \$0.0 and \$(0.1)   | 0.2                            | (0.1)  | (0.1)   |
| Unrecognized pension net (loss) gain, net of tax of \$(0.6), \$2.5 and \$(19.4)   | (0.7)                          | 1.9    | (30.5)  |
| Total comprehensive income  | 55.3                           | 47.0   | 79.3    |
| Comprehensive income attributable to noncontrolling interests                     | 0.7                            | 3.5    | 1.3     |
| Comprehensive income attributable to Koppers                                      | \$54.6                         | \$43.5 | \$ 78.0 |

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

KOPPERS HOLDINGS INC.  
CONSOLIDATED BALANCE SHEET

|   | <u>December 31,</u> |                |
|---|---------------------|----------------|
|   | 2010                | 2009           |
| <i>(Dollars in millions, except share amounts)</i>  |                     |                |
| <b>Assets</b>   |                     |                |
| Cash and cash equivalents   | \$ 35.3             | \$ 58.4        |
| Short-term investments  | 0.0                 | 4.4            |
| Accounts receivable, net of allowance of \$0.1 and \$0.5  | 128.9               | 102.5          |
| Income tax receivable   | 11.9                | 37.1           |
| Inventories, net  | 165.4               | 152.7          |
| Deferred tax assets   | 5.9                 | 8.5            |
| Other current assets  | 23.0                | 17.4           |
| <b>Total current assets</b>   | <b>370.4</b>        | <b>381.0</b>   |
| Equity in non-consolidated investments  | 4.7                 | 4.7            |
| Property, plant and equipment, net  | 168.2               | 149.3          |
| Goodwill  | 72.1                | 61.6           |
| Deferred tax assets   | 26.1                | 25.9           |
| Other assets  | 27.7                | 21.9           |
| <b>Total assets</b>   | <b>\$669.2</b>      | <b>\$644.4</b> |
| <b>Liabilities</b>  |                     |                |
| Accounts payable  | \$ 87.9             | \$ 67.3        |
| Accrued liabilities   | 55.4                | 54.8           |
| Dividends payable   | 5.1                 | 9.5            |
| Short-term debt and current portion of long-term debt   | 1.0                 | 0.2            |
| <b>Total current liabilities</b>  | <b>149.4</b>        | <b>131.8</b>   |
| Long-term debt  | 295.4               | 335.1          |
| Accrued postretirement benefits   | 86.1                | 81.9           |
| Other long-term liabilities   | 38.4                | 40.8           |
| <b>Total liabilities</b>  | <b>569.3</b>        | <b>589.6</b>   |
| Commitments and contingent liabilities ( <i>Note 18</i> )   |                     |                |
| <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; 21,278,480 and 21,124,212 shares issued | 0.2                 | 0.2            |
| Additional paid-in capital  | 137.0               | 127.2          |
| Retained deficit  | (11.7)              | (37.3)         |
| Accumulated other comprehensive loss  | (12.3)              | (22.7)         |
| Treasury stock, at cost; 700,203 and 669,340 shares   | (24.5)              | (23.6)         |
| <b>Total Koppers stockholders' equity</b>   | <b>88.7</b>         | <b>43.8</b>    |
| Noncontrolling interests  | 11.2                | 11.0           |
| <b>Total equity</b>   | <b>99.9</b>         | <b>54.8</b>    |
| <b>Total liabilities and equity</b>   | <b>\$669.2</b>      | <b>\$644.4</b> |

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

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**KOPPERS HOLDINGS INC.  
CONSOLIDATED STATEMENT OF CASH FLOWS**

|  | <i>Year Ended December 31,</i> |             |             |
|--|--------------------------------|-------------|-------------|
|  | <i>2010</i>                    | <i>2009</i> | <i>2008</i> |
| <i>(Dollars in millions)</i>   |                                |             |             |
| <b>Cash provided by (used in) operating activities</b>                     |                                |             |             |
| Net income   | \$ 44.5                        | \$ 21.4     | \$ 138.7    |
| <b>Adjustments to reconcile net cash provided by operating activities:</b> |                                |             |             |
| Depreciation and amortization  | 28.1                           | 26.6        | 31.7        |
| Loss (gain) on extinguishment of debt                                      | 0.0                            | 22.4        | (1.2)       |
| (Gain) loss on sale of assets  | (1.0)                          | 0.6         | (139.5)     |
| Deferred income taxes  | 5.0                            | 22.9        | 13.0        |
| Non-cash interest expense  | 1.7                            | 16.4        | 17.1        |
| Equity income of affiliated companies, net of dividends received           | 0.0                            | 2.0         | 0.8         |
| Change in other liabilities  | (2.5)                          | 6.8         | 0.0         |
| Stock-based compensation   | 3.3                            | 2.5         | 3.7         |
| Other  | 0.8                            | 0.6         | 1.6         |
| <b>(Increase) decrease in working capital:</b>                             |                                |             |             |
| Accounts receivable  | (19.1)                         | 16.1        | 18.9        |
| Inventories  | 8.2                            | 31.5        | (15.1)      |
| Accounts payable   | 9.7                            | (16.8)      | (16.8)      |
| Accrued liabilities and other working capital                              | 26.6                           | (40.7)      | (1.0)       |
| Net cash provided by operating activities                                  | 105.3                          | 112.3       | 51.9        |
| <b>Cash provided by (used in) investing activities</b>                     |                                |             |             |
| Capital expenditures   | (29.9)                         | (18.0)      | (37.1)      |
| Acquisitions, net of cash acquired   | (35.5)                         | (2.2)       | (2.9)       |
| Net cash proceeds (payments) from divestitures and asset sales             | 2.0                            | (0.6)       | 160.7       |
| Net cash (used in) provided by investing activities                        | (63.4)                         | (20.8)      | 120.7       |
| <b>Cash provided by (used in) financing activities</b>                     |                                |             |             |
| Borrowings of revolving credit   | 152.1                          | 190.0       | 203.7       |
| Repayments of revolving credit   | (192.1)                        | (150.0)     | (225.0)     |
| Borrowings on long-term debt   | 0.0                            | 294.9       | 0.0         |
| Repayments on long-term debt   | (0.2)                          | (405.7)     | (62.0)      |
| Issuances of Common Stock  | 0.1                            | 0.0         | 0.6         |
| Repurchases of Common Stock  | (0.9)                          | 0.0         | (21.3)      |
| Excess tax benefit from employee stock plans                               | 0.2                            | 0.0         | 0.8         |
| Payment of deferred financing costs  | (0.4)                          | (8.1)       | (2.7)       |
| Dividends paid   | (23.1)                         | (18.0)      | (17.2)      |
| Net cash used in financing activities                                      | (64.3)                         | (96.9)      | (123.1)     |
| Effect of exchange rates on cash   | (0.7)                          | 0.7         | (0.8)       |
| Net (decrease) increase in cash and cash equivalents                       | (23.1)                         | (4.7)       | 48.7        |
| Add: Cash of assets held for sale at beginning of year                     | 0.0                            | 0.0         | 0.6         |
| Less: Cash of assets held for sale at end of year                          | 0.0                            | 0.0         | 0.0         |
| Cash and cash equivalents at beginning of year                             | 58.4                           | 63.1        | 13.8        |
| Cash and cash equivalents at end of year                                   | \$ 35.3                        | \$ 58.4     | \$ 63.1     |
| <b>Supplemental disclosure of cash flows information:</b>                  |                                |             |             |
| <b>Cash paid (refunded) during the year for:</b>                           |                                |             |             |
| Interest   | \$ 25.5                        | \$ 19.8     | \$ 24.2     |
| Income taxes   | (3.9)                          | 26.1        | 74.0        |
| <b>Noncash investing and financing activities:</b>                         |                                |             |             |
| Capital leases   | 0.1                            | 0.0         | 0.5         |

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

KOPPERS HOLDINGS INC.  
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

|   | <u>Year Ended December 31,</u> |         |         |
|---|--------------------------------|---------|---------|
|   | 2010                           | 2009    | 2008    |
| <i>(Dollars in millions)</i>                                  |                                |         |         |
| <b>Senior Convertible Preferred Stock</b>                     |                                |         |         |
| Balance at beginning and end of year                          | \$ 0.0                         | \$ 0.0  | \$ 0.0  |
| <b>Common Stock</b>   |                                |         |         |
| Balance at beginning and end of year                          | 0.2                            | 0.2     | 0.2     |
| <b>Additional paid-in capital</b>                             |                                |         |         |
| Balance at beginning of year                                  | 127.2                          | 126.6   | 124.4   |
| Employee stock plans  | 9.8                            | 0.6     | 2.2     |
| Balance at end of year  | 137.0                          | 127.2   | 126.6   |
| <b>Receivable from Director</b>                               |                                |         |         |
| Balance at beginning of year                                  | 0.0                            | 0.0     | (0.6)   |
| Repayment   | 0.0                            | 0.0     | 0.6     |
| Balance at end of year  | 0.0                            | 0.0     | 0.0     |
| <b>Retained deficit</b>                                       |                                |         |         |
| Balance at beginning of year                                  | (37.3)                         | (37.8)  | (157.6) |
| Net income attributable to Koppers                            | 44.1                           | 18.8    | 138.0   |
| Common Stock dividends  | (18.5)                         | (18.3)  | (18.2)  |
| Balance at end of year  | (11.7)                         | (37.3)  | (37.8)  |
| <b>Accumulated other comprehensive loss</b>                   |                                |         |         |
| Currency translation adjustment:                              |                                |         |         |
| Balance at beginning of year                                  | 20.6                           | (2.5)   | 26.6    |
| Change in currency translation adjustment                     | 11.1                           | 23.1    | (29.1)  |
| Balance at end of year  | 31.7                           | 20.6    | (2.5)   |
| Unrecognized pension transition asset:                        |                                |         |         |
| Balance at beginning of year                                  | 0.7                            | 0.9     | 1.2     |
| Change in unrecognized pension asset, net of tax              | (0.2)                          | (0.2)   | (0.3)   |
| Balance at end of year  | 0.5                            | 0.7     | 0.9     |
| Unrecognized pension prior service cost:                      |                                |         |         |
| Balance at beginning of year                                  | (0.5)                          | (0.4)   | (0.3)   |
| Change in unrecognized pension prior service cost, net of tax | 0.2                            | (0.1)   | (0.1)   |
| Balance at end of year  | (0.3)                          | (0.5)   | (0.4)   |
| Unrecognized pension net loss:                                |                                |         |         |
| Balance at beginning of year                                  | (43.5)                         | (45.4)  | (14.9)  |
| Change in unrecognized pension net loss, net of tax           | (0.7)                          | 1.9     | (30.5)  |
| Balance at end of year  | (44.2)                         | (43.5)  | (45.4)  |
| Total balance at end of year                                  | (12.3)                         | (22.7)  | (47.4)  |
| <b>Treasury stock</b>   |                                |         |         |
| Balance at beginning of year                                  | (23.6)                         | (23.6)  | (2.3)   |
| Purchases   | (0.9)                          | 0.0     | (21.3)  |
| Balance at end of year  | (24.5)                         | (23.6)  | (23.6)  |
| Total Koppers stockholders' equity – end of year              | 88.7                           | 43.8    | 18.0    |
| <b>Noncontrolling interests</b>                               |                                |         |         |
| Balance at beginning of year                                  | 11.0                           | 8.0     | 9.4     |
| Net income attributable to noncontrolling interests           | 0.4                            | 2.6     | 0.7     |
| Dividends to noncontrolling interests                         | (0.6)                          | (0.5)   | (2.7)   |
| Currency translation adjustment                               | 0.4                            | 0.9     | 0.6     |
| Balance at end of year  | 11.2                           | 11.0    | 8.0     |
| Total equity – end of year                                    | \$ 99.9                        | \$ 54.8 | \$ 26.0 |

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

KOPPERS HOLDINGS INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Description of Business

*Parent company of Koppers Inc.* – In these financial statements, unless otherwise indicated or the context requires otherwise, when the terms “Koppers,” the “Company,” “we,” “our” or “us,” are used, they mean Koppers Holdings Inc. (“Koppers Holdings”) and its subsidiaries on a consolidated basis. The use of these terms is not intended to imply that Koppers Holdings and Koppers Inc. are not separate and distinct legal entities. Koppers Holdings has no direct operations and no significant assets other than the stock of Koppers Inc. It depends on the dividends from the earnings of Koppers Inc. and its subsidiaries to generate the funds necessary to meet its financial obligations. The terms of Koppers Inc.’s revolving credit facility prohibit Koppers Inc. from paying dividends and otherwise transferring assets except for certain limited dividends. Further, the terms of the indenture governing Koppers Inc.’s Senior Notes significantly restrict Koppers Inc. from paying dividends and otherwise transferring assets to Koppers Holdings.

*Business description* – The Company is a global integrated producer of carbon compounds and treated and untreated wood products and services for use in a variety of markets including the aluminum, railroad, specialty chemical, utility, rubber, concrete and steel industries. The Company’s business is operated through two business segments, Carbon Materials & Chemicals and Railroad & Utility Products.

The Company’s Carbon Materials & Chemicals segment is primarily a manufacturer of carbon pitch, naphthalene, phthalic anhydride, creosote, carbon black feedstock and carbon black. 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. Carbon black is used primarily in the production of rubber tires.

The Company’s Railroad & Utility Products segment sells treated and untreated wood products, rail joint bars and services primarily to the railroad industry and treated wood products to the utility industry. 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 segment also produces concrete crossties through a joint venture.

2. Summary of Significant Accounting Policies

*Basis of presentation* – The consolidated financial statements include the accounts of the Company and all majority-owned subsidiaries for which the Company is deemed to exercise control over its operations. All significant intercompany transactions have been eliminated in consolidation. The Company’s investments in 20 percent to 50 percent-owned companies in which it has the ability to exercise significant influence over operating and financial policies are accounted for using the equity method of accounting. Accordingly, the Company’s share of the earnings of these companies is included in the accompanying consolidated statement of operations.

*Use of estimates* – Accounting principles generally accepted in the U.S. require management to make estimates and judgments that affect the reported amounts of assets and liabilities and the disclosure of contingencies on the date of the financial statements as well as the reported amounts of revenues and expenses during the reporting period. Estimates have been prepared on the basis of the most current and best available information and actual results could differ materially from these estimates.

*Foreign currency translation* – For consolidated entities outside of the U.S. that prepare financial statements in currencies other than the U.S. dollar, results of operations and cash flows are translated at average exchange rates during the period, and asset and liabilities are translated at end-of-period exchange rates. Cumulative translation adjustments are included as a separate component of accumulated other comprehensive loss in stockholders’ equity. Amounts credited (charged) to cumulative translation adjustments for intercompany loans totaled \$7.2 million in 2010, \$12.7 million in 2009 and \$(12.0) million in 2008.



Foreign currency transaction gains and losses result from transactions denominated in a currency which is different than the currency used by the entity to prepare its financial statements. Foreign currency transaction (losses) gains were \$(2.3) million, \$(1.9) million and \$1.8 million for the years ended December 31, 2010, 2009 and 2008, respectively.

*Revenue recognition* – The Company recognizes revenue when the risks and rewards of ownership and title to the product have transferred to the customer. Revenue recognition generally occurs at the point of shipment; however in certain circumstances as shipping terms dictate, revenue is recognized at the point of destination. Shipping and handling costs are included as a component of cost of sales.

The Company recognizes revenue related to the procurement of certain untreated railroad crossties upon transfer of title to the customer, which occurs upon delivery to the Company's plant and acceptance by the customer. Service revenue, consisting primarily of wood treating services, is recognized at the time the service is provided. Payment on sales of untreated railroad crossties and wood treating services are generally due within 30 days of the invoice date. The Company's recognition of revenue with respect to untreated crossties meets all the recognition criteria of Securities and Exchange Commission Staff Accounting Bulletin Topic 13.A.3., including transfer of title and risk of ownership, the existence of fixed purchase commitments and delivery schedules established by the customer, and the completion of all performance obligations by the Company. Revenue recognized for untreated crosstie sales for the years ended December 31, 2010, 2009 and 2008 amounted to \$106.4 million, \$119.1 million and \$98.9 million, respectively.

*Research & development* – Research and development costs are expensed as incurred and are included in selling, general and administrative expenses. These costs totaled \$2.1 million in 2010, \$2.0 million in 2009 and \$2.8 million in 2008.

*Cash and cash equivalents* – Cash and cash equivalents include cash on hand and on deposit and investments in highly liquid investments with an original maturity of 90 days or less.

*Restricted cash* – Restricted cash includes cash that is required to be held on deposit by a bank and is not available for immediate withdrawal.

*Accounts receivable* – The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. In circumstances where the Company becomes aware of a specific customer's inability to meet its financial obligations to Koppers, a specific reserve for bad debts is recorded against amounts due. If the financial condition of the Company's customers were to deteriorate, resulting in an inability to make payments, additional allowances may be required.

*Inventories* – Inventories are carried at lower of cost or market on a worldwide basis. In the U.S., inventory cost (excluding miscellaneous types of inventory) is determined primarily utilizing the last-in, first-out ("LIFO") basis. Inventory cost outside the U.S. is determined utilizing the first-in, first-out ("FIFO") basis. Market represents replacement cost for raw materials and net realizable value for work in process and finished goods. LIFO inventories constituted approximately 59 percent and 63 percent of the FIFO inventory value at December 31, 2010 and 2009, respectively.

*Property, plant & equipment* – Property, plant and equipment are recorded at purchased cost and include improvements which significantly increase capacities or extend useful lives of existing plant and equipment. Depreciation expense is calculated by applying the straight-line method over estimated useful lives. Estimated useful lives for buildings generally range from 10 to 20 years and depreciable lives for machinery and equipment generally range from 3 to 10 years. Net gains and losses related to asset disposals are recognized in earnings in the period in which the disposal occurs. Routine repairs, replacements and maintenance are expensed as incurred.

The Company periodically evaluates whether current facts and circumstances indicate that the carrying value of its depreciable long-lived assets may not be recoverable. If an asset, or logical grouping of assets, is determined to be impaired, the asset is written down to its fair value using discounted future cash flows and, if available, quoted market prices.

*Goodwill & other intangible assets* – Goodwill and other purchased intangible assets are included in the identifiable assets of the business segment to which they have been assigned. The Company performs impairment tests annually for goodwill, and more often as circumstances require. When it is determined that impairment has occurred, an appropriate charge to earnings is recorded. The Company performed its annual impairment test in the fourth quarters of 2010 and 2009 and determined that the estimated fair values substantially exceeded the carrying values of all the reporting units and accordingly, there was no impairment of goodwill.

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Identifiable intangible assets, other than goodwill, are recorded at cost. Identifiable intangible assets that do not have indefinite lives are amortized on a straight-line basis over their estimated useful lives.

*Deferred income taxes* – Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. The effect on deferred tax assets and liabilities of a change in tax laws is recognized in earnings in the period the new laws are enacted. A valuation allowance is recorded to reduce the carrying amounts of deferred tax assets unless it is more likely than not that such assets will be realized. Deferred tax liabilities have not been recognized for the undistributed earnings of certain foreign subsidiaries because management intends to permanently reinvest such earnings in foreign operations.

*Self-insured liabilities* – The Company is self-insured for property, casualty and workers' compensation exposures up to various stop-loss coverage amounts. Losses are accrued based upon the Company's estimates of the liability for the related deductibles of claims incurred. Such estimates utilize actuarial methods based on various assumptions, which include but are not limited to, the Company's historical loss experience and projected loss development factors. In 2010 and 2009, reversals of self-insured liabilities occurred as a result of favorable loss trends related to self-insured claims.

|   | 2010   | 2009   |
|---|--------|--------|
| <i>(Dollars in millions)</i>                  |        |        |
| Self-insured liabilities at beginning of year | \$12.1 | \$11.9 |
| Expense                                       | 2.5    | 3.2    |
| Reversal of self-insured liabilities          | (4.5)  | (1.6)  |
| Cash expenditures                             | (2.2)  | (1.4)  |
| Self-insured liabilities at end of year       | \$ 7.9 | \$12.1 |

*Derivative financial instruments* – The Company uses forward exchange contracts to hedge exposure to currency exchange rate changes on transactions and other commitments denominated in a foreign currency. Contracts are generally written on a short-term basis and are not held for trading or speculative purposes. The Company recognizes the fair value of the forward contracts as an asset or liability at each reporting date. Because the Company has not elected to designate the forward exchange contracts for hedge accounting treatment, changes in the fair value of the forward exchange contracts are recognized immediately in earnings.

During 2004, the Company entered into an interest rate swap agreement to convert the fixed rate on a portion (\$50.0 million) of Koppers Inc.'s Senior Secured Notes to a floating rate based on six-month LIBOR rates plus a specified spread. On October 15, 2009 and concurrent with the redemption of the Senior Secured Notes, the swap was terminated which resulted in a gain of \$1.6 million. The swap agreement required semiannual cash settlements of interest paid or received. The differential between the interest paid or interest received from semi-annual settlements were recorded as an adjustment to interest expense. The effect of the swap for the year ended December 31, 2009, including the gain on termination, was a decrease in interest expense of approximately \$2.3 million. For the year ended December 31, 2008, the effect of the swap decreased interest expense by approximately \$0.3 million.

The swap hedged the Company's exposure related to changes in interest rates on the fair value of the Company's fixed rate debt. The swap was accounted for as a fair value hedge and has been determined to have no ineffectiveness as the critical terms of the swap were aligned with the hedged item. Any changes in the fair value of the swap were offset by an equal and opposite change in the fair value of the hedged item; therefore there was no net impact on reported earnings.

*Asset retirement obligations* – Asset retirement obligations are initially recorded at fair value and are capitalized as part of the cost of the related long-lived asset when sufficient information is available to estimate fair value. The capitalized costs are subsequently charged to depreciation expense over the estimated useful life of the related long-lived asset. The fair value of the obligation is determined by calculating the discounted value of expected future cash flows and accretion expense is recorded each month to ultimately increase this obligation to full value.

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 describes changes to the Company's asset retirement obligation liabilities at December 31, 2010 and 2009:

|  | 2010   | 2009   |
|--|--------|--------|
| <i>(Dollars in millions)</i>                     |        |        |
| Asset retirement obligation at beginning of year | \$16.6 | \$16.2 |
| Accretion expense                                | 1.3    | 1.2    |
| Revision in estimated cash flows                 | 1.5    | 0.6    |
| Cash expenditures                                | (2.4)  | (1.6)  |
| Acquisitions                                     | 0.3    | 0.0    |
| Currency translation                             | (0.3)  | 0.2    |
| Asset retirement obligation at end of year       | \$17.0 | \$16.6 |

*Litigation & contingencies* – Amounts associated with litigation and contingencies are accrued when management, after taking into consideration the facts and circumstances of each matter including any settlement offers, has determined that it is probable that a liability has been incurred and the amount of loss can be reasonably estimated.

*Other current assets* – Included in other current assets are prepaid expenses totaling \$7.6 million and \$5.0 million at December 31, 2010 and December 31, 2009, respectively.

*Environmental liabilities* – The Company accrues for remediation costs and penalties when the responsibility to remediate is probable and the amount of related cost is reasonably estimable. If only a range of potential liability can be estimated and no amount within the range is more probable than another, the accrual is recorded at the low end of that range. Remediation liabilities are discounted if the amount and timing of the cash disbursements are readily determinable.

*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 describes changes to the Company's deferred revenue at December 31, 2010 and 2009:

|   | 2010   | 2009   |
|---|--------|--------|
| <i>(Dollars in millions)</i>                      |        |        |
| Deferred revenue at beginning of year             | \$ 6.7 | \$ 7.5 |
| Deferred revenue for sales of extended warranties | 0.0    | 0.3    |
| Revenue earned                                    | (1.0)  | (1.1)  |
| Deferred revenue at end of year                   | \$ 5.7 | \$ 6.7 |

*Stock-based compensation* – The Company records compensation cost over the vesting period for share-based payments to employees at an amount equivalent to the grant date fair value of the stock award. No compensation cost is recognized for any stock awards that are forfeited in the event the recipient fails to meet the vesting requirements.

*Reclassifications* – Dividends to noncontrolling shareholders of \$5.0 million was reclassified from accrued liabilities to dividends payable in the consolidated balance sheet as of December 31, 2009.

### 3. Business Acquisitions

*Koppers Netherlands* – On March 1, 2010, the Company acquired 100 percent of the outstanding shares of privately-owned Cindu Chemicals B.V. ("Cindu"), a Dutch company which operates a 140,000 metric ton coal tar distillation plant in Uithoorn, Netherlands. Concurrent with the acquisition, the Company entered into a long-term tar supply agreement with Corus Staal, who supplies the majority of the Uithoorn plant's raw material requirements. The acquisition strengthens the Company's presence in Europe and increases the Company's ability to service its export markets. Cindu was subsequently renamed Koppers Netherlands B.V. ("Koppers Netherlands").

The acquired company contributed revenues of \$48.4 million and operating profit of \$0.8 million for the year ended December 31, 2010. Depreciation and amortization associated with Koppers Netherlands totaled \$1.2 million for the year ended December 31, 2010.

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The acquisition was funded with cash on hand and the acquisition price was \$21.6 million. The identifiable assets acquired and liabilities assumed upon the acquisition of Koppers Netherlands are shown in the table below.

March 1, 2010

(Dollars in millions)

|                               |    |      |
|-------------------------------|----|------|
| Cash and cash equivalents     | \$ | 2.1  |
| Accounts receivable           |    | 6.5  |
| Inventory                     |    | 7.1  |
| Other current assets          |    | 2.8  |
| Property, plant and equipment |    | 8.7  |
| Intangibles                   |    | 4.4  |
| Goodwill                      |    | 6.1  |
| Total assets acquired         |    | 37.7 |
| Accounts payable              |    | 9.8  |
| Accrued liabilities           |    | 3.0  |
| Long-term debt                |    | 0.6  |
| Deferred tax liability        |    | 2.2  |
| Long-term liabilities         |    | 0.5  |
| Net assets acquired           | \$ | 21.6 |

All assets acquired and liabilities assumed were recorded at estimated fair value. Goodwill of \$6.1 million was allocated to the Carbon Materials & Chemicals segment and is not deductible for income tax purposes under Dutch law. Net assets acquired included intangible assets with respect to a coal tar supply agreement of \$2.9 million and customer relationships of \$0.7 million which will be amortized over a period of ten years and a favorable lease agreement of \$0.8 million which will be amortized over a period of three years. The intangible assets other than goodwill are classified in other assets in the consolidated balance sheet. Acquisition expenses were \$1.8 million and \$1.7 million for the years ended December 31, 2010 and 2009, respectively, and are charged to selling, general and administrative expenses.

*Portec* – On December 22, 2010, the Company acquired the rail joint bar business of Portec Rail Products, Inc. located in Huntington, West Virginia. The purchase price was cash of \$10.1 million and an estimated working capital adjustment payable of \$0.6 million. The preliminary allocation of purchase price to acquired assets consisted of inventory totaling \$7.1 million, plant and equipment totaling \$2.3 million and intangible assets consisting primarily of customer relationships totaling \$1.3 million.

*Other acquisitions* – On October 31, 2010, the Company acquired the midwestern United States refined tar business of Stella Jones Inc. for cash of \$5.8 million. The preliminary allocation of purchase price to acquired assets consisted of inventory totaling \$1.6 million and intangible assets consisting primarily of customer relationships totaling \$1.7 million and tax deductible goodwill of \$2.5 million. The goodwill is allocated to the Carbon Materials and Chemicals segment.

*Pro-forma information* – The consolidated pro forma results of operations if the acquisitions had been completed as of the beginning of the year in 2010 would have been pro forma revenue of \$1,280.4 million and operating profit of \$100.1 million for the year ended December 31, 2010. The consolidated pro forma results of operations if the acquisitions had been completed as of the beginning of the year in 2009 would have been revenues of \$1,191.9 million and operating profit of \$91.0 million for the year ended December 31, 2009.

#### 4. Business Dispositions

##### *Sale of Koppers Monessen Partners LP*

On October 1, 2008, Koppers Inc. and a limited partner sold Koppers Monessen Partners LP (“Monessen”) to ArcelorMittal S.A. for cash of \$160.0 million plus working capital of \$10.0 million. Net cash proceeds, after deduction for the limited partner interest, taxes and transaction costs, were approximately \$100 million. The Company recognized an after-tax gain of

\$85.9 million in 2008 and an after-tax loss of \$0.3 million in 2009, the latter representing purchase price adjustments. Monessen is a metallurgical furnace coke facility that was 95 percent-owned by Koppers Inc. (which served as the general partner) and five percent-owned by a limited partner. Effective as of the end of the second quarter of 2008, Monessen was classified as a discontinued operation in the Company's statement of operations and earnings per share. Monessen was part of the Carbon Materials & Chemicals business segment.

Net sales and operating profit from discontinued operations for the year ended December 31, 2008 consist of the following amounts:

|  | <u>Year Ended</u><br><u>December 31,</u> |
|--|--|
|  | 2008                                     |
| <i>(Dollars in millions)</i>                               |  |
| Net sales  | \$ 50.2                                  |
| Operating profit   | 1.4                                      |
| Diluted earnings per common share:                         |  |
| Income from discontinued operations                        | \$ 0.21                                  |
| Gain on sale of Koppers Arch                               | 0.0                                      |
| Gain on sale of Monessen                                   | 4.14                                     |
| <b>Earnings per common share – discontinued operations</b> | <b>\$ 4.35</b>                           |

#### 5. Earnings and Dividends 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 nonvested 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 and performance restricted stock units that have not met vesting criteria are 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:

|   | <u>Year Ended December 31,</u> |                |                |
|---|--------------------------------|----------------|----------------|
|   | 2010                           | 2009           | 2008           |
| <i>(Dollars in millions, except share amounts, in thousands, and per share amounts)</i> |                                |                |                |
| Net income attributable to Koppers  | \$ 44.1                        | \$ 18.8        | \$ 138.0       |
| Less: discontinued operations   | (0.2)                          | (0.3)          | 90.3           |
| <b>Income from continuing operations attributable to Koppers</b>                        | <b>\$ 44.3</b>                 | <b>\$ 19.1</b> | <b>\$ 47.7</b> |
| Weighted average common shares outstanding:   |                                |                |                |
| Basic   | 20,543                         | 20,446         | 20,651         |
| Effect of dilutive securities   | 133                            | 115            | 116            |
| <b>Diluted</b>  | <b>20,676</b>                  | <b>20,561</b>  | <b>20,767</b>  |
| Earnings per common share – continuing operations:                                      |                                |                |                |
| Basic earnings per common share   | \$ 2.15                        | \$ 0.93        | \$ 2.31        |
| Diluted earnings per common share   | 2.14                           | 0.92           | 2.30           |
| Other data:   |                                |                |                |
| Antidilutive securities excluded from computation of diluted earnings per common share  | 154                            | 103            | 97             |

On February 2, 2011, the board of directors declared a quarterly dividend of 22 cents per common share, payable on April 8, 2011 to shareholders of record as of February 14, 2011.

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### 6. 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. The performance stock units vest upon the attainment of the applicable performance objective at the end of a three-year period for some awards and at the end of a three year service period, provided that the applicable performance objective is attached over a two year period for other awards. 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 2007 vested at 140 percent of target in March 2010 and resulted in a grant of 28,060 performance stock units above target.

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 nonvested 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 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 nonvested 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 as of December 31, 2010:

| <i>Performance Period</i> | <i>Minimum Shares</i> | <i>Target Shares</i> | <i>Maximum Shares</i> |
|---------------------------|-----------------------|----------------------|-----------------------|
| 2008 – 2010               | 0                     | 46,378               | 69,567                |
| 2009 – 2011               | 0                     | 137,144              | 205,716               |
| 2010 – 2011               | 0                     | 68,457               | 102,686               |

The following table shows a summary of the status and activity of nonvested stock awards for the year ended December 31, 2010:

|                                | <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> |
|--------------------------------|-------------------------------|--------------------------------|--------------------------|--|
| Nonvested at December 31, 2009 | 112,387                       | 256,138                        | 368,525                  | \$ 22.50   |
| Granted                        | 55,244                        | 68,457                         | 123,701                  | \$ 27.99   |
| Credited from dividends        | 3,463                         | 7,651                          | 11,114                   | \$ 23.16   |
| Performance share adjustment   | 0                             | 28,060                         | 28,060                   | \$ 25.75   |
| Vested                         | (47,576)                      | (98,197)                       | (145,773)                | \$ 25.98   |
| Forfeited                      | (2,121)                       | (5,107)                        | (7,228)                  | \$ 17.51   |
| Nonvested at December 31, 2010 | 121,397                       | 257,002                        | 378,399                  | \$ 23.31   |

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 nonvested 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 unvested 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 for unvested stock options:

|  | August 2010 Grant | February 2010 Grant | February 2009 Grant | February 2008 Grant |
|--|-------------------|---------------------|---------------------|---------------------|
| Grant date price per share of option award       | \$ 20.00          | \$ 28.10            | \$ 15.26            | \$ 39.99            |
| Expected dividend yield per share                | 2.50%             | 2.50%               | 2.50%               | 2.00%               |
| Expected life in years                           | 6.5               | 6.5                 | 6.5                 | 6.5                 |
| Expected volatility                              | 62.00%            | 62.00%              | 51.00%              | 40.67%              |
| Risk-free interest rate                          | 3.05%             | 3.05%               | 2.05%               | 3.28%               |
| Grant date fair value per share of option awards | \$ 9.82           | \$ 13.81            | \$ 6.19             | \$ 14.79            |

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. 107 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 year ended December 31, 2010:

|                                  | Options | Weighted Average Exercise Price per Option | Weighted Average Remaining Contractual Term (in years) | Aggregate Intrinsic Value (in millions) |
|----------------------------------|---------|--|--|---|
| Outstanding at January 1, 2010   | 246,016 | \$ 23.30                                   |  |   |
| Granted                          | 61,460  | \$ 27.77                                   |  |   |
| Exercised                        | (8,495) | \$ 15.26                                   |  | \$ 0.1                                  |
| Forfeited                        | (7,390) | \$ 17.25                                   |  |   |
| Outstanding at December 31, 2010 | 291,591 | \$ 24.63                                   | 7.69   | \$ 3.4                                  |
| Exercisable at December 31, 2010 | 62,351  | \$ 30.73                                   | 5.67   | \$ 0.3                                  |

Total stock-based compensation expense recognized for the three years ended December 31, 2010 is as follows:

|  | Year Ended December 31, |        |        |
|--|-------------------------|--------|--------|
|  | 2010                    | 2009   | 2008   |
| <i>(Dollars in millions)</i>                   |                         |        |        |
| Stock-based compensation expense recognized:   |                         |        |        |
| Selling, general and administrative expenses   | \$ 3.3                  | \$ 2.5 | \$ 3.7 |
| Less related income tax benefit                | 1.3                     | 1.0    | 1.5    |
| Decrease in net income attributable to Koppers | \$ 2.0                  | \$ 1.5 | \$ 2.2 |

As of December 31, 2010, total future compensation expense related to non-vested stock-based compensation arrangements totaled \$3.8 million and the weighted-average period over which this expense is expected to be recognized is approximately 21 months.



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## 7. Income Taxes

*Income Tax Provision*

Components of the Company's income tax provision are as follows:

|  | <i>Years Ended December 31,</i> |                |               |
|--|---------------------------------|----------------|---------------|
|  | <i>2010</i>                     | <i>2009</i>    | <i>2008</i>   |
| <i>(Dollars in millions)</i>                 |                                 |                |               |
| <b>Current:</b>                              |                                 |                |               |
| Federal                                      | \$10.0                          | \$(21.1)       | \$13.2        |
| State  | 0.4                             | 0.1            | 0.8           |
| Foreign                                      | 13.7                            | 11.9           | 16.9          |
| <b>Total current tax provision (benefit)</b> | <b>24.1</b>                     | <b>(9.1)</b>   | <b>30.9</b>   |
| <b>Deferred:</b>                             |                                 |                |               |
| Federal                                      | 4.1                             | 22.7           | 11.8          |
| State  | 0.3                             | (0.7)          | 0.6           |
| Foreign                                      | 0.6                             | 0.9            | (1.7)         |
| <b>Total deferred tax provision</b>          | <b>5.0</b>                      | <b>22.9</b>    | <b>10.7</b>   |
| <b>Total income tax provision</b>            | <b>\$29.1</b>                   | <b>\$ 13.8</b> | <b>\$41.6</b> |

Income before income taxes for 2010, 2009 and 2008 included \$48.7 million, \$42.4 million and \$53.3 million, respectively, from foreign operations.

The provision for income taxes is reconciled with the federal statutory rate as follows:

|  | <i>Years Ended December 31,</i> |              |              |
|--|---------------------------------|--------------|--------------|
|  | <i>2010</i>                     | <i>2009</i>  | <i>2008</i>  |
| Federal income tax rate                        | 35.0%                           | 35.0%        | 35.0%        |
| State income taxes, net of federal tax benefit | 0.7                             | (1.2)        | 1.0          |
| Foreign earnings taxed at different rates      | 2.6                             | 5.2          | 10.1         |
| Domestic production activities deduction       | (0.7)                           | 0.0          | (1.2)        |
| Non-deductible fines and penalties             | 0.0                             | 1.1          | 0.8          |
| Deferred tax adjustments                       | 0.0                             | (0.9)        | 0.0          |
| Change in tax contingency reserves             | 0.2                             | 0.3          | 1.0          |
| Other  | 1.7                             | (0.7)        | (0.5)        |
|  | <b>39.5%</b>                    | <b>38.8%</b> | <b>46.2%</b> |

The Company has not provided any U.S. tax on undistributed earnings of foreign subsidiaries or joint ventures that are reinvested indefinitely. For the year ended December 31, 2008, the Company provided deferred tax on 2008 unremitted earnings of its European subsidiaries. In 2010 and 2009, deferred taxes were not provided on unremitted European earnings as these earnings are permanently reinvested. At December 31, 2010 consolidated retained earnings of the Company included approximately \$100 million of undistributed earnings from these investments.

*Koppers China Tax Holiday*

As a result of being a Foreign Investment Enterprise in the manufacturing sector, the Company's 60 percent-owned joint venture in China is entitled to an income tax holiday under which it is exempted from corporate income tax for its first two profit making years (after deducting losses incurred in previous years), and is entitled to a 50 percent reduction in the corporate tax for the succeeding three years. The effect of the tax holiday on net income attributable to Koppers for the years ended December 31, 2008 was approximately \$0.4 million. The tax holiday expired on January 1, 2009.



*Taxes Excluded from Net Income Attributable to Koppers*

The amount of income tax (benefit) provision included in comprehensive income but excluded from net income attributable to Koppers relating to adjustments to reflect the unfunded status of employee post-retirement benefit plans is \$(0.7) million, \$2.4 million and \$(19.6) million for the years ended December 31, 2010, 2009 and 2008, respectively.

The amount of income tax benefit included in stockholders' equity but excluded from net income attributable to Koppers relating to the expense for restricted stock and employee stock options recognized differently for financial and tax reporting purposes was \$0.2 million, \$0.0 million and \$0.8 million for the years ended December 31, 2010, 2009 and 2008, respectively.

*Deferred Tax Assets and Liabilities*

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

Significant components of the Company's deferred tax assets and liabilities are as follows:

|   | <u>December 31,</u> |                |
|---|---------------------|----------------|
|   | <u>2010</u>         | <u>2009</u>    |
| <i>(Dollars in millions)</i>                                      |                     |                |
| <b>Deferred tax assets:</b>                                       |                     |                |
| Pension and other postretirement benefits obligations             | \$ 30.9             | \$ 31.0        |
| Reserves, including insurance, environmental and deferred revenue | 12.0                | 11.6           |
| Net operating loss benefit  | 10.6                | 9.7            |
| Accrued employee compensation                                     | 8.6                 | 4.2            |
| Asset retirement obligations                                      | 4.9                 | 5.0            |
| Capital loss benefit  | 2.0                 | 2.0            |
| Book/tax inventory accounting differences                         | 1.8                 | 3.9            |
| Excess tax basis on Koppers Australia assets                      | 0.9                 | 2.0            |
| Other   | 4.4                 | 3.2            |
| Valuation allowance   | (11.4)              | (11.2)         |
| <b>Total deferred tax assets</b>                                  | <b>64.7</b>         | <b>61.4</b>    |
| <b>Deferred tax liabilities:</b>                                  |                     |                |
| Tax over book depreciation and amortization                       | 23.1                | 16.5           |
| Unremitted earnings of foreign subsidiaries                       | 5.9                 | 6.4            |
| Tax/book inventory accounting differences                         | 1.9                 | 0.9            |
| Other   | 4.3                 | 3.2            |
| <b>Total deferred tax liabilities</b>                             | <b>35.2</b>         | <b>27.0</b>    |
| <b>Net deferred tax assets</b>                                    | <b>\$ 29.5</b>      | <b>\$ 34.4</b> |

A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized. At December 31, 2010, the Company has recorded a valuation allowance of \$9.4 million for certain state net operating loss carryforwards anticipated to produce no tax benefit. Additionally, the Company has recorded a valuation allowance of \$2.0 million for certain capital loss carryforwards expected to produce no benefit. The Company has a state net operating loss benefit of \$9.9 million, which will expire from 2011 to 2030.

*Uncertain Tax Positions*

The Company or one of its subsidiaries files income tax returns in 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.

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As of December 31, 2010, the total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate, was approximately \$3.5 million. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

|  | <i>December 31,</i> |             |             |
|--|---------------------|-------------|-------------|
|  | <i>2010</i>         | <i>2009</i> | <i>2008</i> |
| <i>(Dollars in millions)</i>   |                     |             |             |
| Balance at beginning of year   | \$ 4.0              | \$ 4.0      | \$ 2.7      |
| Additions based on tax provisions related to the current year              | 0.4                 | 0.5         | 0.5         |
| Additions for tax provisions of prior years                                | 2.6                 | 0.0         | 1.1         |
| Reductions as a result of a lapse of the applicable statute of limitations | (0.5)               | (0.5)       | (0.3)       |
| Balance at end of year   | \$ 6.5              | \$ 4.0      | \$ 4.0      |

The Company recognizes interest expense and any related penalties from uncertain tax positions in income tax expense. For each year ended December 31, 2010, 2009 and 2008, the Company recognized \$0.2 million, \$0.1 million and \$0.3 million, respectively, in interest and penalties. As of December 31, 2010 and 2009, the Company had accrued approximately \$0.7 million for interest and penalties in both years.

### 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, carbon black feedstock and carbon black. 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. Carbon black is used primarily in the production of rubber tires.

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.

Results of Segment Operations

|   | Year Ended December 31, |                  |                  |
|---|-------------------------|------------------|------------------|
|   | 2010                    | 2009             | 2008             |
| <i>(Dollars in millions)</i>                          |                         |                  |                  |
| <b>Revenues from external customers:</b>              |                         |                  |                  |
| Carbon Materials & Chemicals                          | \$ 795.6                | \$ 655.2         | \$ 892.0         |
| Railroad & Utility Products                           | 449.9                   | 469.2            | 472.8            |
| <b>Total</b>  | <b>\$1,245.5</b>        | <b>\$1,124.4</b> | <b>\$1,364.8</b> |
| <b>Intersegment revenues:</b>                         |                         |                  |                  |
| Carbon Materials & Chemicals                          | \$ 97.2                 | \$ 91.5          | \$ 72.4          |
| <b>Depreciation &amp; amortization:</b>               |                         |                  |                  |
| Carbon Materials & Chemicals                          | \$ 18.7                 | \$ 17.5          | \$ 22.7          |
| Railroad & Utility Products                           | 9.4                     | 7.3              | 7.3              |
| <b>Total</b>  | <b>\$ 28.1</b>          | <b>\$ 24.8</b>   | <b>\$ 30.0</b>   |
| <b>Operating profit:</b>                              |                         |                  |                  |
| Carbon Materials & Chemicals                          | \$ 77.6                 | \$ 58.5          | \$ 108.2         |
| Railroad & Utility Products                           | 23.0                    | 38.2             | 24.3             |
| Corporate <sup>(a)</sup>                              | (1.6)                   | (1.8)            | (2.3)            |
| <b>Total</b>  | <b>\$ 99.0</b>          | <b>\$ 94.9</b>   | <b>\$ 130.2</b>  |
| <b>Capital expenditures (including acquisitions):</b> |                         |                  |                  |
| Carbon Materials & Chemicals <sup>(b)</sup>           | \$ 44.9                 | \$ 10.7          | \$ 24.3          |
| Railroad & Utility Products                           | 20.2                    | 8.5              | 13.8             |
| Corporate   | 0.3                     | 1.0              | 1.5              |
| <b>Total</b>  | <b>\$ 65.4</b>          | <b>\$ 20.2</b>   | <b>\$ 39.6</b>   |

<sup>(a)</sup> Operating loss for Corporate includes general and administrative costs for Koppers Holdings Inc, the parent company of Koppers Inc.

<sup>(b)</sup> Excludes capital expenditures by Koppers Monessen, a discontinued operation, of \$0.4 million in 2008.

Assets and Goodwill by Segment

|                              | December 31,   |                |
|------------------------------|----------------|----------------|
|                              | 2010           | 2009           |
| <i>(Dollars in millions)</i> |                |                |
| <b>Assets:</b>               |                |                |
| Carbon Materials & Chemicals | \$447.4        | \$402.2        |
| Railroad & Utility Products  | 154.8          | 141.3          |
| <b>Segment assets</b>        | <b>602.2</b>   | <b>543.5</b>   |
| Cash & cash equivalents      | 8.5            | 13.1           |
| Income tax receivable        | 11.9           | 37.1           |
| Deferred taxes               | 27.1           | 30.1           |
| Deferred financing costs     | 9.1            | 10.0           |
| Deferred charges             | 4.0            | 4.0            |
| Other                        | 6.4            | 6.6            |
| <b>Total</b>                 | <b>\$669.2</b> | <b>\$644.4</b> |
| <b>Goodwill:</b>             |                |                |
| Carbon Materials & Chemicals | \$ 69.6        | \$ 59.4        |
| Railroad & Utility Products  | 2.5            | 2.2            |
| <b>Total</b>                 | <b>\$ 72.1</b> | <b>\$ 61.6</b> |

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Revenues and Long-lived Assets by Geographic Area

| <i>(Dollars in millions)</i> | Year | Revenue   | Long-lived assets |
|------------------------------|------|-----------|-------------------|
| United States                | 2010 | \$ 672.5  | \$157.1           |
|                              | 2009 | 649.1     | 149.1             |
|                              | 2008 | 723.6     | 153.6             |
| Australasia                  | 2010 | 276.9     | 79.8              |
|                              | 2009 | 239.4     | 73.4              |
|                              | 2008 | 261.8     | 63.9              |
| Europe                       | 2010 | 194.0     | 35.8              |
|                              | 2009 | 144.1     | 14.9              |
|                              | 2008 | 223.7     | 15.2              |
| Other countries              | 2010 | 102.1     | 0.0               |
|                              | 2009 | 91.8      | 0.0               |
|                              | 2008 | 155.7     | 0.0               |
| Total                        | 2010 | \$1,245.5 | \$272.7           |
|                              | 2009 | \$1,124.4 | \$237.4           |
|                              | 2008 | \$1,364.8 | \$232.7           |

Revenues by geographic area in the above table are attributed by the destination country of the sale. Revenues from non U.S. countries totaled \$573.0 million in 2010, \$475.3 million in 2009 and \$641.2 million in 2008. Revenues from one customer of the Carbon Materials & Chemicals segment and one customer from the Railroad & Utility Products segment represented approximately 11 percent each of the Company's consolidated revenues in 2009.

Segment Revenues for Significant Product Lines

| <i>(Dollars in millions)</i>             | <i>Year Ended December 31,</i> |           |           |
|--|--------------------------------|-----------|-----------|
|  | 2010                           | 2009      | 2008      |
| <b>Carbon Materials &amp; Chemicals:</b> |                                |           |           |
| Carbon pitch                             | \$ 325.6                       | \$ 302.9  | \$ 401.6  |
| Creosote and carbon black feedstock      | 104.4                          | 76.3      | 119.1     |
| Phthalic anhydride                       | 93.9                           | 67.3      | 101.6     |
| Naphthalene                              | 68.0                           | 49.8      | 56.9      |
| Carbon black                             | 50.6                           | 45.4      | 64.8      |
| Other products                           | 153.1                          | 113.5     | 148.0     |
|  | 795.6                          | 655.2     | 892.0     |
| <b>Railroad &amp; Utility Products:</b>  |                                |           |           |
| Railroad crossties                       | 282.5                          | 298.1     | 305.7     |
| Utility poles                            | 73.3                           | 66.8      | 80.2      |
| Creosote                                 | 57.9                           | 60.6      | 42.4      |
| Other products                           | 36.2                           | 43.7      | 44.5      |
|  | 449.9                          | 469.2     | 472.8     |
| Total                                    | \$1,245.5                      | \$1,124.4 | \$1,364.8 |

9. Inventories

Inventories as of December 31, 2010 and 2009 were as follows:

|                              | <u>December 31,</u> |         |
|------------------------------|---------------------|---------|
|                              | 2010                | 2009    |
| <i>(Dollars in millions)</i> |                     |         |
| Raw materials                | \$107.6             | \$ 94.3 |
| Work in process              | 7.6                 | 8.3     |
| Finished goods               | 95.0                | 94.9    |
|                              | 210.2               | 197.5   |
| Less revaluation to LIFO     | 44.8                | 44.8    |
| Net                          | \$165.4             | \$152.7 |

For the year ended December 31, 2008 the Company recorded inventory lower of cost or market charges totaling \$3.9 million. For the years ended December 31, 2009 and 2008, liquidations of LIFO inventories increased operating profit by \$1.2 million and \$0.1 million, respectively.

10. Equity Investments

The Company holds two investments in unconsolidated companies. KSA Limited Partnership is a 50 percent owned concrete crosstie operation located in Portsmouth, Ohio. Tangshan Koppers Kailuan Carbon Chemical Company Limited ("TKK") commenced operation of a new tar distillation facility in the Hebei Province of China. The Company holds a 30 percent investment in TKK. Equity in earnings (losses) and total dividends received for the three years ended December 31, 2010 were as follows:

|                              | <i>Equity Income (loss)</i> | <i>Dividends Received</i> |
|------------------------------|-----------------------------|---------------------------|
| <i>(Dollars in millions)</i> |                             |                           |
| 2010                         | \$ 0.0                      | \$ 0.0                    |
| 2009                         | (1.5)                       | 0.5                       |
| 2008                         | (0.6)                       | 0.2                       |

11. Property, Plant and Equipment

Property, plant and equipment as of December 31, 2010 and 2009 were as follows:

|                               | <u>December 31,</u> |         |
|-------------------------------|---------------------|---------|
|                               | 2010                | 2009    |
| <i>(Dollars in millions)</i>  |                     |         |
| Land                          | \$ 7.6              | \$ 7.5  |
| Buildings                     | 36.5                | 29.3    |
| Machinery and equipment       | 605.5               | 491.0   |
|                               | 649.6               | 527.8   |
| Less accumulated depreciation | 481.4               | 378.5   |
| Net                           | \$168.2             | \$149.3 |

Depreciation expense for the years ended December 31, 2010, 2009 and 2008 amounted to \$25.6 million, \$22.8 million and \$29.1 million, respectively. Included in depreciation expense for 2010 was an impairment charge, determined using a discounted cash flow method, of \$1.8 million related to a Railroad and Utility Products segment's wood treating plant in the United States. Included in depreciation expense for 2008 was an impairment charge of \$3.7 million related to the CM&C segment's glycerine refining plant in the United Kingdom.

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### 12. Goodwill and Other Identifiable Intangible Assets

The change in the carrying amount of goodwill attributable to each business segment for the years ended December 31, 2010 and December 31, 2009 was as follows:

|                              | Carbon Materials &<br>Chemicals | Railroad &<br>Utility Products | Total  |
|------------------------------|---------------------------------|--------------------------------|--------|
| <i>(Dollars in millions)</i> |                                 |                                |        |
| Balance at December 31, 2008 | \$ 56.6                         | \$ 1.8                         | \$58.4 |
| Currency translation         | 2.8                             | 0.4                            | 3.2    |
| Balance at December 31, 2009 | 59.4                            | 2.2                            | 61.6   |
| Acquisitions                 | 8.6                             | 0.0                            | 8.6    |
| Currency translation         | 1.6                             | 0.3                            | 1.9    |
| Balance at December 31, 2010 | \$ 69.6                         | \$ 2.5                         | \$72.1 |

The Company's identifiable intangible assets with finite lives are being amortized over their estimated useful lives and are summarized below:

|                              | December 31,                |                             |        |                             |                             |       |
|------------------------------|-----------------------------|-----------------------------|--------|-----------------------------|-----------------------------|-------|
|                              | 2010                        |                             |        | 2009                        |                             |       |
|                              | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net    | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net   |
| <i>(Dollars in millions)</i> |                             |                             |        |                             |                             |       |
| Customer contracts           | \$ 13.2                     | \$ 5.9                      | \$ 7.3 | \$ 9.6                      | \$ 5.3                      | \$4.3 |
| Supply contracts             | 2.8                         | 0.2                         | 2.6    | 0.0                         | 0.0                         | 0.0   |
| Favorable lease agreements   | 0.8                         | 0.2                         | 0.6    | 0.0                         | 0.0                         | 0.0   |
| Non-compete agreements       | 1.2                         | 1.2                         | 0.0    | 1.2                         | 1.2                         | 0.0   |
| Total                        | \$ 18.0                     | \$ 7.5                      | \$10.5 | \$ 10.8                     | \$ 6.5                      | \$4.3 |

In 2010, the gross carrying value of identifiable intangible assets increased by \$7.4 million from acquisitions and decreased by \$0.2 million due to foreign currency translation. In 2009 the gross carrying value of the Company's intangible assets increased by \$0.3 million due to foreign currency translation. The customer contracts and supply contracts have estimated useful lives of 10 years and the favorable lease agreements and non-compete agreements have estimated useful lives of 3 years. Total amortization expense related to these identifiable intangible assets was \$1.2 million, \$0.8 million and \$0.9 million for the years ended December 31, 2010, 2009 and 2008, respectively. Estimated amortization expense for the next five years is summarized below:

|                              | Estimated<br>annual<br>amortization |
|------------------------------|-------------------------------------|
| <i>(Dollars in millions)</i> |                                     |
| 2011                         | \$ 1.6                              |
| 2012                         | 1.6                                 |
| 2013                         | 1.4                                 |
| 2014                         | 1.3                                 |
| 2015                         | 1.3                                 |

13. Debt

Debt at December 31, 2010 and December 31, 2009 was as follows:

|   | Weighted<br>Average<br>Interest Rate | Maturity | December 31, |         |
|---|--------------------------------------|----------|--------------|---------|
|   |                                      |          | 2010         | 2009    |
| <i>(Dollars in millions, except interest rates)</i>           |                                      |          |              |         |
| Revolving Credit Facility                                     |                                      | 2013     | \$ 0.0       | \$ 40.0 |
| Senior Notes  | 7 <sup>7</sup> / <sub>8</sub> %      | 2019     | 295.3        | 295.0   |
| Other debt, including capital leases                          | 8%                                   | Various  | 1.1          | 0.3     |
| Total debt  |                                      |          | 296.4        | 335.3   |
| Less short-term debt and current maturities of long-term debt |                                      |          | 1.0          | 0.2     |
| Long-term debt (excluding current portion)                    |                                      |          | \$295.4      | \$335.1 |

*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 \$1.3 million in 2010, \$1.8 million in 2009 and \$0.6 million in 2008 and are charged to interest expense. The weighted average interest rate on this borrowing was 2.49 percent at December 31, 2009.

As of December 31, 2010, the Company had \$252.4 million of unused revolving credit availability for working capital purposes after restrictions from certain letter of credit commitments and other covenants. As of December 31, 2010, \$13.4 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.

*Loss on Extinguishment of Debt*

All of the outstanding Koppers Inc. 9 <sup>7</sup>/<sub>8</sub> percent Senior Secured Notes due 2013 (the "Senior Secured Notes") were redeemed on October 15, 2009. The Senior Secured Notes were guaranteed, jointly and severally, on a senior secured basis by certain of the Company's subsidiaries. The Senior Secured Notes were redeemed at a premium to principal value and accordingly, the Company realized a loss on extinguishment of debt totaling \$9.2 million consisting of \$6.1 million for bond premium and \$3.1 million for the write-off of deferred financing costs in 2009.

In 2008, the Company repurchased Senior Secured Notes with a face value of \$32.5 million. The Senior Secured Notes were repurchased at a discount to face value and accordingly, the Company realized a gain on extinguishment of debt totaling \$1.4 million consisting of \$2.1 million for bond discount partially offset by \$0.7 million for the write-off of deferred financing costs.



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The Company had a notional \$50.0 million interest rate swap to convert a portion of the Senior Secured Notes from fixed-interest rate debt to floating-interest rate debt. On October 15, 2009 and concurrent with the redemption of the Senior Secured Notes, the swap was terminated which resulted in a gain of \$1.6 million which was recorded in interest expense.

All of the outstanding Koppers Holdings' 9 7/8 percent Senior Discount Notes due 2014 (the "Senior Discount Notes") were redeemed in December 2009 through a tender offer and call. The Senior Discount Notes had a principal amount \$203.0 million. The Senior Discount Notes were redeemed at a premium to principal value and accordingly, the Company in 2009 realized a loss on extinguishment of debt totaling \$13.2 million consisting of \$10.0 million for bond premium, \$2.6 million for the write-off of deferred financing costs and \$0.6 million for bond tender expenses.

### *Guarantees*

The Company's 60-percent owned subsidiary in China has issued a guarantee of \$18.5 million in support of the Company's 30-percent investment in TKK. The guarantee relates to bank debt incurred by TKK which matures in August 2011 and is expected to be refinanced.

### *Debt Maturities and Deferred Financing Costs*

At December 31, 2010 the aggregate debt maturities for the next five years are as follows:

| <i>(Dollars in millions)</i>     |         |
|----------------------------------|---------|
| 2011                             | \$ 1.0  |
| 2012                             | 0.1     |
| 2013                             | 0.0     |
| 2014                             | 0.0     |
| 2015                             | 0.0     |
| Thereafter                       | 300.0   |
| Total maturities                 | 301.1   |
| Future accretion on Senior Notes | (4.7)   |
| Total debt                       | \$296.4 |

Unamortized deferred financing costs (net of accumulated amortization of \$2.1 million and \$0.8 million at December 31, 2010 and 2009, respectively) were \$9.1 million and \$10.0 million at December 31, 2010 and 2009, respectively, and are included in other assets.

### 14. Leases

Future minimum commitments for operating leases having non-cancelable lease terms in excess of one year are as follows:

| <i>(Dollars in millions)</i> |         |
|------------------------------|---------|
| 2011                         | \$ 35.6 |
| 2012                         | 27.1    |
| 2013                         | 18.6    |
| 2014                         | 8.0     |
| 2015                         | 6.3     |
| Thereafter                   | 23.6    |
| Total                        | \$119.2 |

Operating lease expense for 2010, 2009 and 2008 was \$42.5 million, \$41.5 million and \$39.0 million, respectively.

15. Pensions and Post-retirement 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.

Expense related to defined contribution plans totaled \$4.7 million, \$2.5 million and \$4.7 million for the years ended December 31, 2010, 2009 and 2008, respectively. Expense related to contributions to multi-employer pension plans totaled \$0.7 million for the year ended December 31, 2010.

Net periodic pension costs for 2010, 2009 and 2008 were as follows:

|   | <i>Pension Benefits</i> |               |               | <i>December 31,<br/>Other Benefits</i> |               |               |
|---|-------------------------|---------------|---------------|--|---------------|---------------|
|   | <i>2010</i>             | <i>2009</i>   | <i>2008</i>   | <i>2010</i>                            | <i>2009</i>   | <i>2008</i>   |
| <i>(Dollars in millions)</i>                    |                         |               |               |  |               |               |
| <b>Components of net periodic benefit cost:</b> |                         |               |               |  |               |               |
| Service cost                                    | \$ 3.1                  | \$ 2.8        | \$ 3.1        | \$ 0.2                                 | \$ 0.2        | \$ 0.2        |
| Interest cost                                   | 11.4                    | 10.8          | 11.7          | 0.7                                    | 0.8           | 0.8           |
| Expected return on plan assets                  | (9.9)                   | (8.5)         | (13.1)        | 0.0                                    | 0.0           | 0.0           |
| Amortization of prior service cost              | 0.2                     | 0.2           | 0.2           | (0.1)                                  | (0.3)         | (0.3)         |
| Amortization of net loss                        | 5.2                     | 6.3           | 0.8           | 0.0                                    | 0.0           | 0.0           |
| Amortization of transition asset                | (0.3)                   | (0.3)         | (0.4)         | 0.0                                    | 0.0           | 0.0           |
| Settlements and curtailments                    | 0.5                     | 0.0           | 0.2           | 0.0                                    | 0.0           | 0.0           |
| <b>Net periodic benefit cost</b>                | <b>\$10.2</b>           | <b>\$11.3</b> | <b>\$ 2.5</b> | <b>\$ 0.8</b>                          | <b>\$ 0.7</b> | <b>\$ 0.7</b> |

Net periodic pension cost (benefit) that is expected to be recognized from the amortization of prior service cost, net loss and transition asset is estimated to total \$0.1 million, \$7.0 million and \$(0.3) million, respectively, for all plans in 2011.

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The change in the funded status of the pension and postretirement plans as of December 31, 2010 and December 31, 2009 is as follows:

|   | Pension Benefits |           | December 31,<br>Other Benefits |          |
|---|------------------|-----------|--------------------------------|----------|
|   | 2010             | 2009      | 2010                           | 2009     |
| <i>(Dollars in millions)</i>  |                  |           |                                |          |
| <b>Change in benefit obligation:</b>  |                  |           |                                |          |
| Benefit obligation at beginning of year   | \$201.9          | \$176.9   | \$ 13.6                        | \$ 13.6  |
| Service cost  | 3.1              | 2.8       | 0.2                            | 0.2      |
| Interest cost   | 11.4             | 10.8      | 0.7                            | 0.8      |
| Plan participants' contributions  | 0.2              | 0.2       | 0.0                            | 0.0      |
| Actuarial (gains) losses  | 12.9             | 14.3      | (0.5)                          | 0.3      |
| Plan amendments   | 0.0              | 0.0       | 0.0                            | 0.0      |
| Settlements   | (2.4)            | 0.0       | 0.0                            | 0.0      |
| Curtailments  | (1.1)            | 0.0       | 0.0                            | 0.0      |
| Currency translation  | (0.7)            | 6.2       | 0.0                            | 0.0      |
| Benefits paid   | (9.4)            | (9.3)     | (1.2)                          | (1.3)    |
| Benefit obligation at end of year   | 215.9            | 201.9     | 12.8                           | 13.6     |
| <b>Change in plan assets:</b>   |                  |           |                                |          |
| Fair value of plan assets at beginning of year                                      | 132.8            | 113.4     | 0.0                            | 0.0      |
| Actual return on plan assets  | 14.3             | 20.8      | 0.0                            | 0.0      |
| Employer contribution   | 6.3              | 2.1       | 1.2                            | 1.3      |
| Plan participants' contributions  | 0.2              | 0.2       | 0.0                            | 0.0      |
| Settlements   | (2.4)            | 0.0       | 0.0                            | 0.0      |
| Currency translation  | (0.2)            | 5.6       | 0.0                            | 0.0      |
| Benefits paid   | (9.4)            | (9.3)     | (1.2)                          | (1.3)    |
| Fair value of plan assets at end of year  | 141.6            | 132.8     | 0.0                            | 0.0      |
| Funded status of the plan   | \$ (74.3)        | \$ (69.1) | \$(12.8)                       | \$(13.6) |
| <b>Amounts recognized in the balance sheet consist of:</b>                          |                  |           |                                |          |
| Noncurrent assets   | \$ 0.9           | \$ 0.9    | \$ 0.0                         | \$ 0.0   |
| Current liabilities   | 0.6              | 0.4       | 1.3                            | 1.3      |
| Noncurrent liabilities  | 74.6             | 69.6      | 11.5                           | 12.3     |
| <b>Pension plans with benefit obligations in excess of plan assets:</b>             |                  |           |                                |          |
| Benefit obligation  | \$208.1          | \$193.3   |                                |          |
| Fair value of plan assets   | 132.9            | 123.3     |                                |          |
| <b>Pension plans with accumulated benefit obligations in excess of plan assets:</b> |                  |           |                                |          |
| Accumulated benefit obligation  | \$201.6          | \$185.4   |                                |          |
| Fair value of plan assets   | 132.9            | 123.3     |                                |          |

The measurement date for the U.S., Australian and United Kingdom pension and postretirement assets and obligations is December 31 for each respective year.

The accumulated benefit obligation for all defined benefit pension plans as of December 31, 2010 and 2009 was \$209.4 million and \$193.9 million, respectively.

*Expected Contributions for the 2011 Fiscal Year*

The expected contributions by the Company for 2011 are estimated to be \$14.0 million for pension plans and \$1.3 million for other benefit plans.

*Projected Benefit Payments*

Benefit payments for pension benefits, which are primarily funded by the pension plan assets, and other benefits, which are funded by general corporate assets and reflecting future expected service as appropriate, are expected to be paid as follows:

| <i>(Dollars in millions)</i> | <i>Pension Benefits</i> | <i>Other Benefits</i> |
|------------------------------|-------------------------|-----------------------|
| 2011                         | \$ 11.3                 | \$ 1.3                |
| 2012                         | 11.0                    | 1.3                   |
| 2013                         | 10.5                    | 1.2                   |
| 2014                         | 11.4                    | 1.2                   |
| 2015                         | 11.6                    | 1.2                   |
| 2016 – 2020                  | 67.4                    | 6.4                   |

*Weighted-Average Assumptions as of December 31*

|                                | <i>Pension Benefits</i> |             | <i>December 31,<br/>Other Benefits</i> |             |
|--------------------------------|-------------------------|-------------|--|-------------|
|                                | <i>2010</i>             | <i>2009</i> | <i>2010</i>                            | <i>2009</i> |
| Discount rate                  | 5.28%                   | 5.89%       | 5.09%                                  | 5.74%       |
| Expected return on plan assets | 7.65                    | 7.62        |  |             |
| Rate of compensation increase  | 3.10                    | 3.15        |  |             |
| Initial medical trend rate     |                         |             | 8.00                                   | 8.20        |

*Basis for the Selection of the Long-Term Rate of Return on Assets*

The long-term rate of return on assets assumption was determined by using the plan's asset allocation as described in the plan's investment policy and modeling a distribution of compound average returns over a 20-year time horizon. The model uses asset class return, variance, and correlation assumptions to produce the expected return. The return assumptions used forward looking gross returns influenced by the current bond yields, corporate bond spreads and equity risk premiums based on current market conditions.

In general, the long-term rate of return is the sum of the portion of total assets in each asset class multiplied by the expected return for that class, adjusted for expected expenses to be paid from the assets. To develop the expected long-term rate of return on assets assumption, the Company considered the historical returns and the future expectations for returns for each asset class, as well as the target asset allocation of the pension portfolio. This resulted in the selection of the 7.65 percent long-term rate of return on assets assumption.

*Investment Strategy*

The weighted average asset allocation for the Company's pension plans at December 31 by asset category is as follows:

|                   | <i>December 31,</i> |             |
|-------------------|---------------------|-------------|
|                   | <i>2010</i>         | <i>2009</i> |
| Equity securities | 67%                 | 69%         |
| Debt securities   | 27                  | 27          |
| Other             | 6                   | 4           |
|                   | 100%                | 100%        |

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The Company's investment strategy for its pension plans is to maintain an adequate level of diversification, to reduce interest rate and market risk and to provide adequate liquidity to meet immediate and future benefit payment requirements. The Company's overall investment strategy is to achieve a mix of growth seeking assets, principally U.S. and international public company equity securities and income generating assets, principally debt securities, real estate and cash. Currently, the Company targets an allocation of 50 percent to 75 percent growth seeking assets and 25 percent to 50 percent income generating assets. The Company utilizes investment managers to assist in identifying and monitoring investments that meet these allocation criteria.

The investment valuation policy of the Company is to value investments at fair value. Most of the assets are invested in pooled or commingled investment vehicles. The Company's interest in these investment vehicles is expressed as a unit of account with a value per unit that is the result of the accumulated values of the underlying investments. Equity securities are typically priced on a daily basis using the closing market price from the exchange the security is traded. Debt securities are typically priced on a daily basis by independent pricing services. The fair value of real estate investments are either priced through a listing on an exchange or are subject to periodic appraisals.

The pension assets are all substantially held in pooled or commingled investment vehicles. The following table sets forth by level, the Company's pension plan assets at fair value, within the fair value hierarchy, as of December 31, 2010 and December 31, 2009:

|                                   | <i>As of December 31, 2010</i>  |  |  |                 |
|-----------------------------------|---|--|--|-----------------|
|                                   | <i>Quoted prices<br/>in active<br/>markets for<br/>identical assets<br/>(Level 1)</i> | <i>Significant<br/>observable<br/>inputs<br/>(Level 2)</i> | <i>Significant<br/>unobservable<br/>inputs<br/>(Level 3)</i> | <i>Total</i>    |
| <i>(Dollars in millions)</i>      |   |  |  |                 |
| U.S. equity securities            | \$ 0.0  | \$ 70.3  | \$ 0.0   | \$ 70.3         |
| International equity securities   | 0.0   | 25.3   | 0.0  | 25.3            |
| U.S. debt securities              | 0.0   | 18.5   | 0.0  | 18.5            |
| International debt securities     | 0.0   | 19.3   | 0.0  | 19.3            |
| Real estate and other investments | 0.0   | 1.6  | 0.0  | 1.6             |
| Cash and cash equivalents         | 0.0   | 6.6  | 0.0  | 6.6             |
|                                   | <b>\$ 0.0</b>   | <b>\$ 141.6</b>  | <b>\$ 0.0</b>  | <b>\$ 141.6</b> |

|                                   | <i>As of December 31, 2009</i>  |  |  |                 |
|-----------------------------------|---|--|--|-----------------|
|                                   | <i>Quoted prices<br/>in active<br/>markets for<br/>identical assets<br/>(Level 1)</i> | <i>Significant<br/>observable<br/>inputs<br/>(Level 2)</i> | <i>Significant<br/>unobservable<br/>inputs<br/>(Level 3)</i> | <i>Total</i>    |
| <i>(Dollars in millions)</i>      |   |  |  |                 |
| U.S. equity securities            | \$ 0.0  | \$ 64.0  | \$ 0.0   | \$ 64.0         |
| International equity securities   | 0.0   | 27.4   | 0.0  | 27.4            |
| U.S. debt securities              | 0.0   | 17.8   | 0.0  | 17.8            |
| International debt securities     | 0.0   | 17.7   | 0.0  | 17.7            |
| Real estate and other investments | 0.0   | 2.1  | 0.0  | 2.1             |
| Cash and cash equivalents         | 0.0   | 3.8  | 0.0  | 3.8             |
|                                   | <b>\$ 0.0</b>   | <b>\$ 132.8</b>  | <b>\$ 0.0</b>  | <b>\$ 132.8</b> |

*Health Care Cost Trend Rates*

The 2010 initial health care cost trend rate is assumed to be eight percent and is assumed to decrease gradually to 4.5 percent in 2027 and remain at that level thereafter. The assumed health care cost trend rate has a significant effect on the amounts reported for other postretirement benefit liability. A one-percentage-point change in the assumed health care cost trend rate would have the following effects:

| <i>(Dollars in millions)</i>  | <i>1% Increase</i> | <i>1% Decrease</i> |
|---|--------------------|--------------------|
| <b>Increase (decrease) from change in health care cost trend rates:</b> |                    |                    |
| Postretirement benefit expense  | \$ 0.0             | \$ 0.0             |
| Postretirement benefit liability  | 0.4                | (0.4)              |

*Incentive Plan*

The Company has short-term management incentive plans that pay cash bonuses if certain Company performance and individual goals are met. The charge to operating expense for these plans was \$5.0 million in 2010, \$4.5 million in 2009 and \$4.7 million in 2008.

**16. Common Stock and Senior Convertible Preferred Stock**

Changes in senior convertible preferred stock, common stock and treasury stock for the three years ended December 31, 2010 are as follows:

| <i>(Shares in thousands)</i>               | <i>Year Ended December 31,</i> |             |             |
|--|--------------------------------|-------------|-------------|
|  | <i>2010</i>                    | <i>2009</i> | <i>2008</i> |
| <b>Senior Convertible Preferred Stock:</b> |                                |             |             |
| Balance at beginning and end of year       | 0.0                            | 0.0         | 0.0         |
| <b>Common Stock:</b>                       |                                |             |             |
| Balance at beginning of year               | 21,124                         | 21,097      | 20,971      |
| Issued for employee stock plans            | 154                            | 27          | 126         |
| Balance at end of year                     | 21,278                         | 21,124      | 21,097      |
| <b>Treasury Stock:</b>                     |                                |             |             |
| Balance at beginning of year               | (669)                          | (669)       | (145)       |
| Shares repurchased                         | (31)                           | 0           | (524)       |
| Balance at end of year                     | (700)                          | (669)       | (669)       |

*Common Stock*

In February 2008, the board of directors approved a \$75.0 million common stock repurchase program which expired in February 2010. During 2008, the Company repurchased \$20.7 million of common stock under the program. There were no repurchases under the program in 2010 and 2009.

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### 17. Fair Value of Financial Instruments

Carrying amounts and the related estimated fair values of the Company's financial instruments as of December 31, 2010 and 2009 are as follows:

|  | December 31, 2010 |                | December 31, 2009 |                |
|--|-------------------|----------------|-------------------|----------------|
|  | Fair Value        | Carrying Value | Fair Value        | Carrying Value |
| <i>(Dollars in millions)</i>                         |                   |                |                   |                |
| <b>Financial assets:</b>                             |                   |                |                   |                |
| Cash and cash equivalents, including restricted cash | \$ 35.3           | \$ 35.3        | \$ 58.4           | \$ 58.4        |
| Short-term investments                               | 0.0               | 0.0            | 4.4               | 4.4            |
| 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)           | \$ 324.5          | \$296.4        | \$ 344.8          | \$335.3        |

*(a) Excludes equity method investments.*

*Cash and short-term investments* – 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 life insurance policies. The cash surrender value asset is classified as Level 2 in the valuation hierarchy and is measured from values received from the insuring entity.

*Long-term 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.

### 18. Commitments and Contingent Liabilities

Koppers Inc. 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 fail to prevail in any of these legal matters or should several of these legal matters be resolved against the Company 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 120 plaintiffs in 67 cases pending as of December 31, 2010 as compared to 112 plaintiffs in 62 cases at December 31, 2009. As of December 31, 2010, there are a total of 63 cases pending in state court in Pennsylvania, one case each pending in state courts in Tennessee and Illinois, and two cases pending in an Indiana state court.

The plaintiffs in all 67 pending cases seek to recover compensatory damages, while plaintiffs in 57 cases also seek to recover punitive damages. The plaintiffs in the 63 cases filed in Pennsylvania state court seek unspecified damages in excess of the court's minimum jurisdictional limit. The plaintiffs in the two cases 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.

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. No trial dates have been set in any of these cases.

**Somerville Cases.** Koppers Inc. is currently defending five sets of state court cases in Texas (*Antu*, *Baade*, *Davis*, *Hensen* and *Moses*) involving approximately 109 plaintiffs who allegedly have worked or resided in Somerville, Texas, where Koppers Inc. has operated a wood treatment plant since 1995. Koppers Inc. has been named, but not served, as a defendant in another Texas state court case (*Asselin*) involving 11 plaintiffs who allegedly worked or resided in Somerville, Texas. These cases are pending in Bureson County, Texas, and Tarrant County, Texas. In addition to those Texas state court cases, Koppers Inc. is defending another state court case (*Gonzalez*) that is pending in the Circuit Court of Cook County, Illinois. The *Gonzalez* case initially involved 28 plaintiffs who allegedly worked or resided in Somerville, Texas. The court dismissed 23 of the *Gonzalez* plaintiffs' claims. Twenty-two of those plaintiffs filed an appeal, but the appeal has been dismissed for want of prosecution. The remaining five plaintiffs have voluntarily dismissed their claims. The BNSF Railway Company ("BNSF") has also been named as a defendant in these cases. The complaints allege that plaintiffs have suffered personal injuries (including death, in some cases) resulting from exposure to wood preservative chemicals used at the Somerville, Texas wood treatment plant. The complaints in the *Moses*, *Davis* and *Asselin* cases additionally allege that plaintiffs have suffered property damage.

The complaints seek to recover various damages for each plaintiff, including compensatory and punitive damages within the jurisdictional limits of the court for, among other things, bodily injuries, pain and mental anguish, emotional distress, medical monitoring, medical expenses, diminished earning capacity, permanent disability, physical impairment and/or disfigurement, loss of companionship and society, loss of consortium, devaluation of property, loss of use and enjoyment of personal property, loss of use and enjoyment of real property, property damage, property remediation costs, funeral and burial expenses and lost wages.

Currently, there are a total of 34 plaintiffs in the *Moses* cases. There are a total of ten plaintiffs in the *Antu* case, four of whom have claims pending against only the BNSF. There are a total of 46 plaintiffs in the *Hensen* case, two of whom have claims pending against only the BNSF. The *Davis* case involves one plaintiff. There are a total of 24 plaintiffs in the *Baade* case.

No cases pending against Koppers Inc. have discovery completion dates or trial dates.

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. 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.

**Grenada – All Cases.** Koppers Inc., together with various co-defendants (including Beazer East), has been named as a defendant in toxic tort lawsuits in federal court in Mississippi (see "Grenada – Federal Court Cases" below) and in state court in Mississippi (see "Grenada – State Court Cases" below) arising from the operation of the Grenada facility. The complaints allege that plaintiffs were exposed to harmful levels of various toxic chemicals, including creosote, pentachlorophenol, polycyclic aromatic hydrocarbons and dioxin, as a result of soil, surface water and groundwater contamination and air emissions from the Grenada facility. Based on the experience of Koppers Inc. in defending previous toxic tort cases, the Company does not believe that the damages sought by the plaintiffs in the state and federal court cases are supported by the facts of the cases.

#### **Grenada – Federal Court Cases.**

**Beck Case** – The complaint in this case was originally filed by approximately 110 plaintiffs. Pursuant to an order granting defendants' motion to sever, the court dismissed the claims of 98 plaintiffs in the Beck case without prejudice to their right to re-file their complaints. In December 2005, 94 of the 98 plaintiffs in the Beck case whose claims were dismissed re-filed their complaints. The plaintiffs in the 94 cases that were re-filed seek compensatory damages from the defendants of at least \$5.0 million for each of eight counts and punitive damages of at least \$10.0 million for each of three counts (in addition to damages in an unspecified amount for alleged trespass and nuisance). No discovery orders have been issued with respect to the 94 additional cases. The claims of eight of the 12 plaintiffs whose claims were not dismissed are still pending. The eight remaining plaintiffs seek compensatory damages from the defendants in an unspecified amount and punitive damages of \$20.0 million for each of four counts.

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The first of these trials occurred in 2006 and, after an appeal, the court ultimately rendered a judgment in favor of Koppers Inc. In January 2010, the trial court granted summary judgment in favor of Koppers Inc. on all claims for the second trial plaintiff. A trial date was set for August 8, 2011 for the third trial plaintiff, but on August 5, 2010 the district court dismissed with prejudice that case as well as the next plaintiff after that who was scheduled to be tried. At this date no trial plaintiff has been selected for the next trial. On September 17, 2010, the Court ordered the parties to participate in mediation applicable for all of the Grenada cases, which was held on December 2, 2010.

**Ellis Case** – There are approximately 1,200 plaintiffs in this case. Each plaintiff seeks compensatory damages from the defendants of at least \$5.0 million for each of seven counts and punitive damages of at least \$10.0 million for each of three counts (in addition to damages in an unspecified amount for trespass and nuisance). The Ellis complaint also requests injunctive relief. These cases have been stayed and no trial dates have been scheduled pending the completion of the trials for the remaining eight plaintiffs in the Beck case. On October 15, 2010, the Court granted the plaintiff's motion to dismiss, with prejudice, nine of the Ellis claimants. Since then the Court has dismissed with prejudice an additional 69 claimants from either the Ellis or Beck litigation.

**Grenada** – State Court Cases. The state court cases were brought on behalf of approximately 200 plaintiffs in five counties in Mississippi. Each plaintiff seeks compensatory damages from the defendants of at least \$5.0 million for each of up to eight counts and punitive damages of at least \$10.0 million for each of three counts. Certain plaintiffs also seek damages for alleged trespass and private nuisance in unspecified amounts together with injunctive relief. The Mississippi Supreme Court ordered that the claims of the plaintiffs in the pending state court cases filed in counties other than Grenada County (approximately 110 cases) be severed and transferred to Grenada County. Plaintiffs' counsel attempted to transfer ten such cases to Grenada County, but all ten cases were dismissed by the Court in Grenada County. Plaintiffs' counsel has not attempted to transfer any additional cases to Grenada County and defendants have filed motions to dismiss the claims of the remaining plaintiffs in the four non-Grenada County cases, which motions remain pending. No trial dates have been scheduled in these cases.

With respect to the state court case that was originally filed in Grenada County, the plaintiffs filed 104 individual complaints in Grenada County. After dismissals and other procedural and substantive motions, one case filed in Grenada County remains pending. The Mississippi Supreme Court recently affirmed the entry of summary judgment in favor of Koppers Inc. based on the state statute of limitations in 40 of the cases, and an appeal is pending on the entry of summary judgment and the dismissal of 18 additional plaintiffs. No trial dates have been set in any of these cases.

Counsel for the plaintiffs in the Grenada state and federal cases and counsel for the Company engaged in a mediation on December 2, 2010. As a result of the mediation, a tentative settlement agreement has been reached with respect to all outstanding state and federal cases, except one case pending in state court. The terms of the definitive agreement have not yet been finalized and some claims may not be dismissed. In light of this agreement, the Company has included a charge with respect to the state and federal litigation in its financial statements.

With respect to the one state court case excluded from the above agreement, the Company has not provided a reserve 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 this case cannot be reasonably determined. Although Koppers Inc. is vigorously defending this case, an unfavorable resolution of the case 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 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 April 2010, a class action complaint was filed in the United States District Court for the Northern District of Florida, by residents of Gainesville, Florida which named Koppers Inc., Beazer East and Cabot Corporation, Inc. as defendants. In October 2010, an amended class action complaint was filed which added the Company and Beazer Limited as defendants and dropped Cabot Corporation as a defendant. On December 6, 2010, the court denied class certification and on January 11, 2011 the plaintiffs' filed a notice to voluntarily dismiss the case. This motion was granted on January 18, 2011. The plaintiffs had alleged that their property has been contaminated by various toxic substances.

In November 2010, another class action complaint was filed in the Circuit Court of the Eighth Judicial Circuit located in Aluchua County, Florida by residential real property owners located in neighborhoods adjacent to the former utility pole treatment plant in Gainesville. The complaint named Koppers Inc., Beazer East and several other parties as defendants. The complaint alleges

that chemicals and contaminants from the plant have contaminated plaintiffs' properties, have caused property damage and have placed residents and owners of the properties at an elevated risk of exposure to the alleged chemicals. The complaint seeks damages for diminution in property values and injunctive relief. The case was removed to the United States District Court for the Northern District of Florida in December 2010, and plaintiffs have requested that the case be remanded back to state court.

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 Koppers Inc. 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.

**Legal Reserves Rollforward.** The following table reflects changes in the accrued liability for legal proceedings:

|                              | Year Ended December 31, |        |
|------------------------------|-------------------------|--------|
|                              | 2010                    | 2009   |
| <i>(Dollars in millions)</i> |                         |        |
| Balance at beginning of year | \$ 0.0                  | \$ 0.0 |
| Accrual of reserves          | 3.0                     | 0.0    |
| Balance at end of year       | \$ 3.0                  | \$ 0.0 |

**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.

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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. Three 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, amounts paid by Beazer East as a result of its environmental remediation obligations under the Indemnity have averaged in total approximately \$11 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 adjustment to the Company's net worth.

**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 cost of participating in the PRP group at the Portland Harbor CERCLA site, 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.

The Illinois Environmental Protection Agency (the "IEPA") has requested that Koppers Inc. conduct a voluntary investigation of soil and groundwater at its Stickney, Illinois carbon materials and chemicals facility. Koppers Inc. is also conducting 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 has provided a reserve for this matter totaling \$0.8 million as of December 31, 2010.

In August 2005, the Pennsylvania Department of Environmental Protection (the "PADEP") proposed a fine related to alleged water discharge exceedances from a storm water sewer pipe at the tar distillation facility of Koppers Inc. in Clairton, Pennsylvania. In July 2010, Koppers Inc. reached a final settlement of the fine with the PADEP and executed a consent order with the PADEP. Koppers Inc. also agreed to undertake certain engineering and capital improvements and agreed to contribute the capital improvements, primarily a new sewer line, to the city of Clairton. Accordingly, Koppers Inc. has provided a reserve of \$1.7 million related to the new sewer line and PADEP fine as of December 31, 2010. Koppers Inc. expects to complete construction of the sewer line in 2011.

**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 December 2006 the Company and the owner of the adjacent property reached an agreement in principle pursuant to which the Company will contribute \$1.9 million and the owner of the adjacent property will contribute \$6.8 million toward remediation of the property. Subject to the approval of a remediation action plan by local environmental authorities, the agreement in principle 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 in principle provides that the property will be transferred to the Company. The Company has reserved its expected total remediation costs of \$1.9 million at December 31, 2010.

Other Australian environmental matters include soil and groundwater remediation at a number of current and former facilities in Australia. With respect to a closed facility in Thornton, Australia, the sale of the property was completed in March 2010 and the buyer assumed all remediation liability. Accordingly, the accrual for remediation at this site was reversed in 2010 and resulted in a decrease to cost of sales of \$2.9 million. The Company has reserved \$1.2 million for remediation costs at the remaining Australian sites.

**Environmental Reserves Rollforward.** The following table reflects changes in the accrued liability for environmental matters:

|                              | <i>Year Ended December 31,</i> |             |
|------------------------------|--------------------------------|-------------|
|                              | <i>2010</i>                    | <i>2009</i> |
| <i>(Dollars in millions)</i> |                                |             |
| Balance at beginning of year | \$ 10.7                        | \$ 9.4      |
| Expense                      | 1.2                            | 0.5         |
| Reversal of reserves         | (4.3)                          | 0.0         |
| Cash expenditures            | (1.5)                          | (0.5)       |
| Currency translation         | 0.5                            | 1.3         |
| Balance at end of year       | \$ 6.6                         | \$ 10.7     |

#### 19. Related Party Transactions

In connection with the issuance of the Senior Notes in December 2009, Walter W. Turner, President and Chief Executive Officer of Koppers Holdings Inc. and Koppers Inc., purchased \$500,000 aggregate principal amount of Senior Notes at the offering price of 98.311 percent, or \$491,555. The offering price for this purchase represents the same offering price paid by the purchasers for the remaining \$295.0 million of Senior Notes.

Schnader Harrison Segal & Lewis LLP provided counsel to the Company during 2008. Clayton A. Sweeney, a Director and shareholder of the Company at the time, was also of counsel to Schnader Harrison Segal & Lewis LLP. In 2008, the Company paid a total of \$0.1 million in legal fees to this firm.

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20. Selected Quarterly Financial Data (Unaudited)

The following is a summary of the quarterly results of operations for the years ended December 31, 2010 and 2009:

|   | Year Ended December 31, 2010 |                         |                         |                         |             |
|---|------------------------------|-------------------------|-------------------------|-------------------------|-------------|
|   | 1 <sup>st</sup> Quarter      | 2 <sup>nd</sup> Quarter | 3 <sup>rd</sup> Quarter | 4 <sup>th</sup> Quarter | Fiscal Year |
| <i>(Dollars in millions, except per share amounts)</i>                        |                              |                         |                         |                         |             |
| Statement of operations data:   |                              |                         |                         |                         |             |
| Net sales   | \$ 274.3                     | \$ 327.1                | \$ 336.3                | \$ 307.8                | \$1,245.5   |
| Operating profit  | 16.8                         | 32.8                    | 33.5                    | 15.9                    | 99.0        |
| Income from continuing operations   | 7.4                          | 16.3                    | 15.8                    | 5.2                     | 44.7        |
| Net income  | 7.4                          | 16.1                    | 15.8                    | 5.2                     | 44.5        |
| Net income attributable to Koppers  | 7.3                          | 16.1                    | 15.6                    | 5.1                     | 44.1        |
| Common stock data:  |                              |                         |                         |                         |             |
| Earnings (loss) per common share attributable to Koppers common shareholders: |                              |                         |                         |                         |             |
| Basic –   |                              |                         |                         |                         |             |
| Continuing operations   | \$ 0.36                      | \$ 0.79                 | \$ 0.76                 | \$ 0.24                 | \$ 2.15     |
| Discontinued operations   | 0.00                         | (0.01)                  | 0.00                    | 0.00                    | (0.01)      |
| Earnings per basic common share   | \$ 0.36                      | \$ 0.78                 | \$ 0.76                 | \$ 0.24                 | \$ 2.14     |
| Diluted –   |                              |                         |                         |                         |             |
| Continuing operations   | \$ 0.36                      | \$ 0.79                 | \$ 0.75                 | \$ 0.24                 | \$ 2.14     |
| Discontinued operations   | 0.00                         | (0.01)                  | 0.00                    | 0.00                    | (0.01)      |
| Earnings per diluted common share   | \$ 0.36                      | \$ 0.78                 | \$ 0.75                 | \$ 0.24                 | \$ 2.13     |
| Dividends declared per common share   | \$ 0.22                      | \$ 0.22                 | \$ 0.22                 | \$ 0.22                 | \$ 0.88     |
| Price range of common stock:  |                              |                         |                         |                         |             |
| High  | \$ 33.32                     | \$ 33.56                | \$ 27.19                | \$ 36.47                | \$ 36.47    |
| Low   | 25.58                        | 22.42                   | 19.77                   | 25.69                   | 19.77       |

|   | Year Ended December 31, 2009 |                         |                         |                         |             |
|---|------------------------------|-------------------------|-------------------------|-------------------------|-------------|
|   | 1 <sup>st</sup> Quarter      | 2 <sup>nd</sup> Quarter | 3 <sup>rd</sup> Quarter | 4 <sup>th</sup> Quarter | Fiscal Year |
| <i>(Dollars in millions, except per share amounts)</i>                        |                              |                         |                         |                         |             |
| Statement of operations data:   |                              |                         |                         |                         |             |
| Net sales   | \$ 272.7                     | \$ 291.6                | \$ 289.8                | \$ 270.3                | \$1,124.4   |
| Operating profit  | 18.4                         | 33.3                    | 33.2                    | 10.0                    | 94.9        |
| Income (loss) from continuing operations <sup>(a)</sup>                       | 4.8                          | 12.6                    | 17.1                    | (12.8)                  | 21.7        |
| Net income (loss) <sup>(a)</sup>  | 4.6                          | 12.5                    | 17.1                    | (12.8)                  | 21.4        |
| Net income (loss) attributable to Koppers <sup>(a)</sup>                      | 4.1                          | 11.7                    | 16.4                    | (13.4)                  | 18.8        |
| Common stock data:  |                              |                         |                         |                         |             |
| Earnings (loss) per common share attributable to Koppers common shareholders: |                              |                         |                         |                         |             |
| Basic –   |                              |                         |                         |                         |             |
| Continuing operations   | \$ 0.21                      | \$ 0.57                 | \$ 0.80                 | \$ (0.66)               | \$ 0.93     |
| Discontinued operations   | (0.01)                       | 0.00                    | 0.00                    | 0.00                    | (0.01)      |
| Earnings (loss) per basic common share  | \$ 0.20                      | \$ 0.57                 | \$ 0.80                 | \$ (0.66)               | \$ 0.92     |
| Diluted –   |                              |                         |                         |                         |             |
| Continuing operations   | \$ 0.21                      | \$ 0.57                 | \$ 0.80                 | \$ (0.66)               | \$ 0.92     |
| Discontinued operations   | (0.01)                       | 0.00                    | 0.00                    | 0.00                    | (0.01)      |
| Earnings (loss) per diluted common share                                      | \$ 0.20                      | \$ 0.57                 | \$ 0.80                 | \$ (0.66)               | \$ 0.91     |
| Dividends declared per common share   | \$ 0.22                      | \$ 0.22                 | \$ 0.22                 | \$ 0.22                 | \$ 0.88     |
| Price range of common stock:  |                              |                         |                         |                         |             |
| High  | \$ 22.47                     | \$ 29.25                | \$ 33.47                | \$ 34.00                | \$ 34.00    |
| Low   | 9.29                         | 14.02                   | 21.39                   | 24.93                   | 9.29        |

<sup>(a)</sup> In the fourth quarter of 2009, the Company refinanced its Senior Secured Notes and Senior Discount Notes and incurred a loss on extinguishment of debt totaling \$22.4 million.



21. 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 World-Wide Ventures Corporation, Koppers Delaware, Inc., Koppers Concrete Products, Inc., Concrete Partners, Inc., and Koppers Asia LLC.

Separate condensed consolidating financial statement information for Koppers Holdings Inc. (the parent), Koppers Inc., domestic guarantor subsidiaries and non-guarantor subsidiaries as of December 31, 2010 and 2009 and for the years ended December 31, 2010, 2009 and 2008 is as follows:

Condensed Consolidating Statement of Operations  
For the Year Ended December 31, 2010

|   | Parent | Koppers Inc. | Domestic<br>Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
|---|--------|--------------|---------------------------------------|-------------------------------|------------------------------|--------------|
| <i>(Dollars in millions)</i>                          |        |              |                                       |                               |                              |              |
| Net sales   | \$ 0.0 | \$ 721.2     | \$ 45.8                               | \$ 517.3                      | \$ (38.8)                    | \$ 1,245.5   |
| Cost of sales including depreciation and amortization | 0.0    | 657.7        | 19.1                                  | 432.0                         | (25.6)                       | 1,083.2      |
| Selling, general and administrative                   | 1.6    | 32.2         | 3.3                                   | 26.2                          | 0.0                          | 63.3         |
| Operating profit (loss)                               | (1.6)  | 31.3         | 23.4                                  | 59.1                          | (13.2)                       | 99.0         |
| Other income (expense)                                | 45.0   | 0.2          | (0.4)                                 | 2.1                           | (45.0)                       | 1.9          |
| Interest expense (income)                             | (0.2)  | 27.9         | 0.0                                   | 4.4                           | (5.0)                        | 27.1         |
| Income taxes  | (0.5)  | 1.5          | 12.2                                  | 15.9                          | 0.0                          | 29.1         |
| Income from continuing operations                     | 44.1   | 2.1          | 10.8                                  | 40.9                          | (53.2)                       | 44.7         |
| Discontinued operations                               | 0.0    | (0.0)        | (0.2)                                 | 0.0                           | 0.0                          | (0.2)        |
| Noncontrolling interests                              | 0.0    | 0.0          | 0.0                                   | 0.4                           | 0.0                          | 0.4          |
| Net income attributable to Koppers                    | \$44.1 | \$ 2.1       | \$ 10.6                               | \$ 40.5                       | \$ (53.2)                    | \$ 44.1      |

Condensed Consolidating Statement of Operations  
For the Year Ended December 31, 2009

|   | Parent  | Koppers Inc. | Domestic<br>Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
|---|---------|--------------|---------------------------------------|-------------------------------|------------------------------|--------------|
| <i>(Dollars in millions)</i>                          |         |              |                                       |                               |                              |              |
| Net sales   | \$ 0.0  | \$ 709.1     | \$ 33.0                               | \$ 422.3                      | \$ (40.0)                    | \$ 1,124.4   |
| Cost of sales including depreciation and amortization | 0.0     | 640.9        | (3.7)                                 | 350.4                         | (16.2)                       | 971.4        |
| Selling, general and administrative                   | 1.8     | 28.8         | 3.0                                   | 24.5                          | 0.0                          | 58.1         |
| Operating profit (loss)                               | (1.8)   | 39.4         | 33.7                                  | 47.4                          | (23.8)                       | 94.9         |
| Other income (expense)                                | 40.2    | 0.5          | (0.3)                                 | (0.9)                         | (40.2)                       | (0.7)        |
| Interest expense (income)                             | 31.1    | 28.5         | 0.0                                   | 4.1                           | (5.0)                        | 58.7         |
| Income taxes  | (11.5)  | 2.0          | 11.0                                  | 12.3                          | 0.0                          | 13.8         |
| Income from continuing operations                     | 18.8    | 9.4          | 22.4                                  | 30.1                          | (59.0)                       | 21.7         |
| Discontinued operations                               | 0.0     | (0.3)        | 0.0                                   | 0.0                           | 0.0                          | (0.3)        |
| Noncontrolling interests                              | 0.0     | 0.0          | 0.0                                   | 2.6                           | 0.0                          | 2.6          |
| Net income attributable to Koppers                    | \$ 18.8 | \$ 9.1       | \$ 22.4                               | \$ 27.5                       | \$ (59.0)                    | \$ 18.8      |

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Condensed Consolidating Statement of Operations  
For the Year Ended December 31, 2008

|   | Parent  | Koppers Inc. | Domestic<br>Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
|---|---------|--------------|---------------------------------------|-------------------------------|------------------------------|--------------|
| <i>(Dollars in millions)</i>                          |         |              |                                       |                               |                              |              |
| Net sales   | \$ 0.0  | \$ 837.7     | \$ 46.1                               | \$ 534.5                      | \$ (53.5)                    | \$ 1,364.8   |
| Cost of sales including depreciation and amortization | 0.0     | 744.2        | 7.3                                   | 447.9                         | (29.4)                       | 1,170.0      |
| Selling, general and administrative                   | 2.3     | 33.2         | 1.4                                   | 27.7                          | 0.0                          | 64.6         |
| Operating profit (loss)                               | (2.3)   | 60.3         | 37.4                                  | 58.9                          | (24.1)                       | 130.2        |
| Other income (expense)                                | 150.9   | 0.6          | (0.4)                                 | 1.0                           | (150.9)                      | 1.2          |
| Interest expense (income)                             | 17.5    | 26.9         | 0.0                                   | 6.4                           | (9.4)                        | 41.4         |
| Income taxes  | (6.9)   | 12.0         | 21.6                                  | 14.9                          | 0.0                          | 41.6         |
| Income from continuing operations                     | 138.0   | 22.0         | 15.4                                  | 38.6                          | (165.6)                      | 48.4         |
| Discontinued operations                               | 0.0     | 86.0         | (0.1)                                 | 4.4                           | 0.0                          | 90.3         |
| Noncontrolling interests                              | 0.0     | 0.0          | 0.0                                   | 0.7                           | 0.0                          | 0.7          |
| Net income attributable to Koppers                    | \$138.0 | \$ 108.0     | \$ 15.3                               | \$ 42.3                       | \$ (165.6)                   | \$ 138.0     |

Condensed Consolidating Balance Sheet  
December 31, 2010

|   | Parent | Koppers Inc. | Domestic<br>Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
|---|--------|--------------|---------------------------------------|-------------------------------|------------------------------|--------------|
| <i>(Dollars in millions)</i>                          |        |              |                                       |                               |                              |              |
| <b>ASSETS</b>   |        |              |                                       |                               |                              |              |
| Cash and cash equivalents                             | \$ 0.0 | \$ 8.4       | \$ 0.0                                | \$ 26.9                       | \$ 0.0                       | \$ 35.3      |
| S-T investments & restricted cash                     | 0.0    | 0.0          | 0.0                                   | 0.0                           | 0.0                          | 0.0          |
| Accounts receivable, net                              | 16.6   | 80.3         | 460.9                                 | 107.2                         | (524.2)                      | 140.8        |
| Inventories, net                                      | 0.0    | 78.3         | 1.2                                   | 85.9                          | 0.0                          | 165.4        |
| Deferred tax assets                                   | 0.0    | 7.4          | (1.5)                                 | 0.0                           | 0.0                          | 5.9          |
| Other current assets                                  | 0.0    | 6.9          | 0.3                                   | 15.8                          | 0.0                          | 23.0         |
| Total current assets                                  | 16.6   | 181.3        | 460.9                                 | 235.8                         | (524.2)                      | 370.4        |
| Equity investments                                    | 76.7   | 77.1         | 26.2                                  | 3.8                           | (179.1)                      | 4.7          |
| Property, plant and equipment, net                    | 0.0    | 94.7         | 0.0                                   | 73.5                          | 0.0                          | 168.2        |
| Goodwill  | 0.0    | 39.5         | 0.0                                   | 32.6                          | 0.0                          | 72.1         |
| Deferred tax assets                                   | 0.0    | 65.4         | (43.8)                                | 4.5                           | 0.0                          | 26.1         |
| Other noncurrent assets                               | 0.0    | 21.6         | 0.0                                   | 6.2                           | (0.1)                        | 27.7         |
| Total assets  | \$93.3 | \$ 479.6     | \$ 443.3                              | \$ 356.4                      | \$ (703.4)                   | \$ 669.2     |
| <b>LIABILITIES AND EQUITY</b>                         |        |              |                                       |                               |                              |              |
| Accounts payable                                      | \$ 0.0 | \$ 492.5     | \$ 15.1                               | \$ 104.5                      | \$ (524.2)                   | \$ 87.9      |
| Accrued liabilities                                   | 4.6    | (6.3)        | 34.8                                  | 27.4                          | 0.0                          | 60.5         |
| Short-term debt and current portion of long-term debt | 0.0    | 0.1          | 0.0                                   | 0.9                           | 0.0                          | 1.0          |
| Total current liabilities                             | 4.6    | 486.3        | 49.9                                  | 132.8                         | (524.2)                      | 149.4        |
| Long-term debt  | 0.0    | 295.4        | 0.0                                   | 0.0                           | 0.0                          | 295.4        |
| Other long-term liabilities                           | 0.0    | 99.6         | 3.0                                   | 21.9                          | 0.0                          | 124.5        |
| Total liabilities                                     | 4.6    | 881.3        | 52.9                                  | 154.7                         | (524.2)                      | 569.3        |
| Koppers stockholders' equity                          | 88.7   | (401.7)      | 390.4                                 | 190.5                         | (179.2)                      | 88.7         |
| Noncontrolling interests                              | 0.0    | 0.0          | 0.0                                   | 11.2                          | 0.0                          | 11.2         |
| Total liabilities and equity                          | \$93.3 | \$ 479.6     | \$ 443.3                              | \$ 356.4                      | \$ (703.4)                   | \$ 669.2     |



Condensed Consolidating Balance Sheet  
December 31, 2009

|   | Parent | Koppers Inc. | Domestic<br>Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
|---|--------|--------------|---------------------------------------|-------------------------------|------------------------------|--------------|
| <i>(Dollars in millions)</i>                          |        |              |                                       |                               |                              |              |
| <b>ASSETS</b>   |        |              |                                       |                               |                              |              |
| Cash and cash equivalents                             | \$ 0.2 | \$ 12.9      | \$ 0.0                                | \$ 45.3                       | \$ 0.0                       | \$ 58.4      |
| S-T investments & restricted cash                     | 0.0    | 0.0          | 0.0                                   | 4.4                           | 0.0                          | 4.4          |
| Accounts receivable, net                              | 36.1   | 121.3        | 415.8                                 | 83.1                          | (516.7)                      | 139.6        |
| Inventories, net                                      | 0.0    | 78.9         | 0.0                                   | 74.0                          | (0.2)                        | 152.7        |
| Deferred tax assets                                   | 0.0    | 10.0         | (1.5)                                 | 0.0                           | 0.0                          | 8.5          |
| Other current assets                                  | 0.0    | 6.9          | 0.3                                   | 10.3                          | (0.1)                        | 17.4         |
| Total current assets                                  | 36.3   | 230.0        | 414.6                                 | 217.1                         | (517.0)                      | 381.0        |
| Equity investments                                    | 12.7   | 77.2         | 14.8                                  | 3.4                           | (103.4)                      | 4.7          |
| Property, plant and equipment, net                    | 0.0    | 90.9         | 0.0                                   | 58.4                          | 0.0                          | 149.3        |
| Goodwill  | 0.0    | 37.0         | 0.0                                   | 24.6                          | 0.0                          | 61.6         |
| Deferred tax assets                                   | 0.0    | 68.2         | (47.7)                                | 5.4                           | 0.0                          | 25.9         |
| Other noncurrent assets                               | 0.0    | 19.6         | 0.0                                   | 2.2                           | 0.1                          | 21.9         |
| Total assets  | \$49.0 | \$ 522.9     | \$ 381.7                              | \$ 311.1                      | \$ (620.3)                   | \$ 644.4     |
| <b>LIABILITIES AND EQUITY</b>                         |        |              |                                       |                               |                              |              |
| Accounts payable                                      | \$ 0.6 | \$ 473.9     | \$ 10.2                               | \$ 99.3                       | \$ (516.7)                   | \$ 67.3      |
| Accrued liabilities                                   | 4.6    | 29.4         | (0.1)                                 | 30.4                          | 0.0                          | 64.3         |
| Short-term debt and current portion of long-term debt | 0.0    | 0.2          | 0.0                                   | 0.0                           | 0.0                          | 0.2          |
| Total current liabilities                             | 5.2    | 503.5        | 10.1                                  | 129.7                         | (516.7)                      | 131.8        |
| Long-term debt  | 0.0    | 335.1        | 0.0                                   | 0.0                           | 0.0                          | 335.1        |
| Other long-term liabilities                           | 0.0    | 96.3         | 0.0                                   | 26.4                          | 0.0                          | 122.7        |
| Total liabilities                                     | 5.2    | 934.9        | 10.1                                  | 156.1                         | (516.7)                      | 589.6        |
| Koppers stockholders' equity                          | 43.8   | (412.0)      | 371.6                                 | 144.0                         | (103.6)                      | 43.8         |
| Noncontrolling interests                              | 0.0    | 0.0          | 0.0                                   | 11.0                          | 0.0                          | 11.0         |
| Total liabilities and equity                          | \$49.0 | \$ 522.9     | \$ 381.7                              | \$ 311.1                      | \$ (620.3)                   | \$ 644.4     |

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Condensed Consolidating Statement of Cash Flows  
For the Year Ended December 31, 2010

|  | Parent  | Koppers Inc. | Domestic<br>Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
|--|---------|--------------|---------------------------------------|-------------------------------|------------------------------|--------------|
| <i>(Dollars in millions)</i>                                   |         |              |                                       |                               |                              |              |
| Cash provided by (used in) operating activities                | \$ 18.7 | \$ 75.2      | \$ 0.0                                | \$ 15.9                       | \$ (4.5)                     | \$ 105.3     |
| Cash provided by (used in) investing activities:               |         |              |                                       |                               |                              |              |
| Capital expenditures and acquisitions                          | 0.0     | (35.0)       | 0.0                                   | (30.4)                        | 0.0                          | (65.4)       |
| Net cash proceeds (payments) from divestitures and asset sales | 0.0     | 0.2          | 0.0                                   | 1.8                           | 0.0                          | 2.0          |
| Net cash (used in) investing activities                        | 0.0     | (34.8)       | 0.0                                   | (28.6)                        | 0.0                          | (63.4)       |
| Cash provided by (used in) financing activities:               |         |              |                                       |                               |                              |              |
| Borrowings (repayments) of long-term debt                      | 0.0     | (40.2)       | 0.0                                   | 0.0                           | 0.0                          | (40.2)       |
| Deferred financing costs                                       | 0.0     | (0.4)        | 0.0                                   | 0.0                           | 0.0                          | (0.4)        |
| Dividends paid   | (18.1)  | (4.5)        | 0.0                                   | (5.0)                         | 4.5                          | (23.1)       |
| Stock issued (repurchased)                                     | (0.8)   | 0.2          | 0.0                                   | 0.0                           | 0.0                          | (0.6)        |
| Net cash provided by (used in) financing activities            | (18.9)  | (44.9)       | 0.0                                   | (5.0)                         | 4.5                          | (64.3)       |
| Effect of exchange rates on cash                               | 0.0     | 0.0          | 0.0                                   | (0.7)                         | 0.0                          | (0.7)        |
| Net increase (decrease) in cash and cash equivalents           | (0.2)   | (4.5)        | 0.0                                   | (18.4)                        | 0.0                          | (23.1)       |
| Cash and cash equivalents at beginning of year                 | 0.2     | 12.9         | 0.0                                   | 45.3                          | 0.0                          | 58.4         |
| Cash and cash equivalents at end of period                     | 0.0     | \$ 8.4       | 0.0                                   | \$ 26.9                       | 0.0                          | \$ 35.3      |

Condensed Consolidating Statement of Cash Flows  
For the Year Ended December 31, 2009

|  | Parent   | Koppers Inc. | Domestic<br>Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
|--|----------|--------------|---------------------------------------|-------------------------------|------------------------------|--------------|
| <i>(Dollars in millions)</i>                                   |          |              |                                       |                               |                              |              |
| Cash provided by (used in) operating activities                | \$ 231.8 | \$ 90.7      | \$ 0.0                                | \$ 22.5                       | \$ (232.7)                   | \$ 112.3     |
| Cash provided by (used in) investing activities:               |          |              |                                       |                               |                              |              |
| Capital expenditures and acquisitions                          | 0.0      | (15.0)       | 0.0                                   | (5.2)                         | 0.0                          | (20.2)       |
| Net cash proceeds (payments) from divestitures and asset sales | 0.0      | (0.7)        | 0.0                                   | 0.1                           | 0.0                          | (0.6)        |
| Net cash (used in) investing activities                        | 0.0      | (15.7)       | 0.0                                   | (5.1)                         | 0.0                          | (20.8)       |
| Cash provided by (used in) financing activities:               |          |              |                                       |                               |                              |              |
| Borrowings (repayments) of long-term debt                      | (213.6)  | 142.8        | 0.0                                   | 0.0                           | 0.0                          | (70.8)       |
| Deferred financing costs                                       | 0.0      | (8.1)        | 0.0                                   | 0.0                           | 0.0                          | (8.1)        |
| Dividends paid   | (18.0)   | (232.7)      | 0.0                                   | 0.0                           | 232.7                        | (18.0)       |
| Net cash provided by (used in) financing activities            | (231.6)  | (98.0)       | 0.0                                   | 0.0                           | 232.7                        | (96.9)       |
| Effect of exchange rates on cash                               | 0.0      | (1.6)        | 0.0                                   | 2.3                           | 0.0                          | 0.7          |
| Net increase (decrease) in cash and cash equivalents           | 0.2      | (24.6)       | 0.0                                   | 19.7                          | 0.0                          | (4.7)        |
| Cash and cash equivalents at beginning of year                 | 0.0      | 37.5         | 0.0                                   | 25.6                          | 0.0                          | 63.1         |
| Cash and cash equivalents at end of period                     | \$ 0.2   | \$ 12.9      | \$ 0.0                                | \$ 45.3                       | \$ 0.0                       | \$ 58.4      |

Condensed Consolidating Statement of Cash Flows  
For the Year Ended December 31, 2008

|  | Parent  | Koppers Inc. | Domestic<br>Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
|--|---------|--------------|---------------------------------------|-------------------------------|------------------------------|--------------|
| <i>(Dollars in millions)</i>                                   |         |              |                                       |                               |                              |              |
| Cash provided by (used in) operating activities                | \$ 38.3 | \$ 14.7      | \$ 0.0                                | \$ 37.3                       | \$ (38.4)                    | \$ 51.9      |
| Cash provided by (used in) investing activities:               |         |              |                                       |                               |                              |              |
| Capital expenditures and acquisitions                          | 0.0     | (24.8)       | 0.0                                   | (15.2)                        | 0.0                          | (40.0)       |
| Net cash proceeds (payments) from divestitures and asset sales | 0.0     | 158.4        | 0.0                                   | 2.3                           | 0.0                          | 160.7        |
| Net cash (used in) investing activities                        | 0.0     | 133.6        | 0.0                                   | (12.9)                        | 0.0                          | 120.7        |
| Cash provided by (used in) financing activities:               |         |              |                                       |                               |                              |              |
| Borrowings (repayments) of long-term debt                      | 0.0     | (74.0)       | 0.0                                   | (9.3)                         | 0.0                          | (83.3)       |
| Deferred financing costs                                       | 0.0     | (2.7)        | 0.0                                   | 0.0                           | 0.0                          | (2.7)        |
| Dividends paid   | (17.2)  | (38.4)       | 0.0                                   | 0.0                           | 38.4                         | (17.2)       |
| Stock issued (repurchased)                                     | (21.3)  | 1.4          | 0.0                                   | 0.0                           | 0.0                          | (19.9)       |
| Net cash provided by (used in) financing activities            | (38.5)  | (113.7)      | 0.0                                   | (9.3)                         | 38.4                         | (123.1)      |
| Effect of exchange rates on cash                               | 0.0     | 2.9          | 0.0                                   | (3.7)                         | 0.0                          | (0.8)        |
| Net increase (decrease) in cash and cash equivalents           | (0.2)   | 37.5         | 0.0                                   | 11.4                          | 0.0                          | 48.7         |
| Add: Cash of assets held for sale at beginning of year         | 0.0     | 0.0          | 0.0                                   | 0.6                           | 0.0                          | 0.6          |
| Less: Cash of assets held for sale at end of year              | 0.0     | 0.0          | 0.0                                   | 0.0                           | 0.0                          | 0.0          |
| Cash and cash equivalents at beginning of year                 | 0.2     | 0.0          | 0.0                                   | 13.6                          | 0.0                          | 13.8         |
| Cash and cash equivalents at end of period                     | \$ 0.0  | \$ 37.5      | \$ 0.0                                | \$ 25.6                       | \$ 0.0                       | \$ 63.1      |

22. 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.

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Separate condensed consolidating financial statement information for the parent, Koppers Inc., domestic guarantor subsidiaries, foreign guarantor subsidiaries and non-guarantor subsidiaries as of December 31, 2010 and 2009 and for the years ended December 31, 2010, 2009 and 2008 is as follows:

### Condensed Consolidating Statement of Operations For the Year Ended December 31, 2010

|   | Parent | Koppers Inc. | Domestic<br>Guarantor<br>Subsidiaries | Foreign<br>Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
|---|--------|--------------|---------------------------------------|--------------------------------------|-------------------------------|------------------------------|--------------|
| <i>(Dollars in millions)</i>                          |        |              |                                       |                                      |                               |                              |              |
| Net sales   | \$ 0.0 | \$ 721.2     | \$ 45.8                               | \$ 366.7                             | \$ 156.1                      | \$ (44.3)                    | \$ 1,245.5   |
| Cost of sales including depreciation and amortization | 0.0    | 657.7        | 19.3                                  | 295.2                                | 140.4                         | (29.4)                       | 1,083.2      |
| Selling, general and administrative                   | 1.6    | 32.2         | 3.3                                   | 19.5                                 | 6.7                           | 0.0                          | 63.3         |
| Operating profit (loss)                               | (1.6)  | 31.3         | 23.2                                  | 52.0                                 | 9.0                           | (14.9)                       | 99.0         |
| Other income (expense)                                | 45.0   | 0.2          | (0.4)                                 | 1.7                                  | 0.4                           | (45.0)                       | 1.9          |
| Interest expense (income)                             | (0.2)  | 27.9         | (0.1)                                 | 5.2                                  | 1.0                           | (6.7)                        | 27.1         |
| Income taxes  | (0.5)  | 1.5          | 12.2                                  | 13.4                                 | 2.5                           | 0.0                          | 29.1         |
| Income from continuing operations                     | 44.1   | 2.1          | 10.7                                  | 35.1                                 | 5.9                           | (53.2)                       | 44.7         |
| Discontinued operations                               | 0.0    | 0.0          | (0.2)                                 | 0.0                                  | 0.0                           | 0.0                          | (0.2)        |
| Noncontrolling interests                              | 0.0    | 0.0          | 0.0                                   | 0.0                                  | 0.4                           | 0.0                          | 0.4          |
| Net income attributable to Koppers                    | \$44.1 | \$ 2.1       | \$ 10.5                               | \$ 35.1                              | \$ 5.5                        | \$ (53.2)                    | \$ 44.1      |

### Condensed Consolidating Statement of Operations For the Year Ended December 31, 2009

|   | Parent  | Koppers Inc. | Domestic<br>Guarantor<br>Subsidiaries | Foreign<br>Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
|---|---------|--------------|---------------------------------------|--------------------------------------|-------------------------------|------------------------------|--------------|
| <i>(Dollars in millions)</i>                          |         |              |                                       |                                      |                               |                              |              |
| Net sales   | \$ 0.0  | \$ 709.1     | \$ 33.0                               | \$ 355.6                             | \$ 79.3                       | \$ (52.6)                    | \$ 1,124.4   |
| Cost of sales including depreciation and amortization | 0.0     | 640.9        | (3.7)                                 | 296.0                                | 67.0                          | (28.8)                       | 971.4        |
| Selling, general and administrative                   | 1.8     | 28.8         | 3.0                                   | 20.5                                 | 4.0                           | 0.0                          | 58.1         |
| Operating profit (loss)                               | (1.8)   | 39.4         | 33.7                                  | 39.1                                 | 8.3                           | (23.8)                       | 94.9         |
| Other income (expense)                                | 40.2    | 0.5          | (0.3)                                 | 0.4                                  | (1.3)                         | (40.2)                       | (0.7)        |
| Interest expense (income)                             | 31.1    | 28.5         | 0.0                                   | 4.2                                  | (0.1)                         | (5.0)                        | 58.7         |
| Income taxes  | (11.5)  | 2.0          | 11.0                                  | 10.1                                 | 2.2                           | 0.0                          | 13.8         |
| Income from continuing operations                     | 18.8    | 9.4          | 22.4                                  | 25.2                                 | 4.9                           | (59.0)                       | 21.7         |
| Discontinued operations                               | 0.0     | (0.3)        | 0.0                                   | 0.0                                  | 0.0                           | 0.0                          | (0.3)        |
| Noncontrolling interests                              | 0.0     | 0.0          | 0.0                                   | 0.0                                  | 2.6                           | 0.0                          | 2.6          |
| Net income attributable to Koppers                    | \$ 18.8 | \$ 9.1       | \$ 22.4                               | \$ 25.2                              | \$ 2.3                        | \$ (59.0)                    | \$ 18.8      |

Condensed Consolidating Statement of Operations  
For the Year Ended December 31, 2008

|  | Parent  | Koppers Inc. | Domestic<br>Guarantor<br>Subsidiaries | Foreign<br>Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
|--|---------|--------------|---------------------------------------|--------------------------------------|-------------------------------|------------------------------|--------------|
| <i>(Dollars in millions)</i>                             |         |              |                                       |                                      |                               |                              |              |
| Net sales  | \$ 0.0  | \$ 837.7     | \$ 46.1                               | \$ 478.5                             | \$ 83.0                       | \$ (80.5)                    | \$ 1,364.8   |
| Cost of sales including depreciation and<br>amortization | 0.0     | 744.2        | 7.3                                   | 399.5                                | 75.6                          | (56.6)                       | 1,170.0      |
| Selling, general and administrative                      | 2.3     | 33.2         | 1.4                                   | 23.0                                 | 4.7                           | 0.0                          | 64.6         |
| Operating profit (loss)                                  | (2.3)   | 60.3         | 37.4                                  | 56.0                                 | 2.7                           | (23.9)                       | 130.2        |
| Other income (expense)                                   | 150.9   | 0.6          | (0.4)                                 | 1.2                                  | (0.2)                         | (150.9)                      | 1.2          |
| Interest expense (income)                                | 17.5    | 26.9         | 0.0                                   | 6.4                                  | 0.0                           | (9.4)                        | 41.4         |
| Income taxes   | (6.9)   | 12.0         | 21.6                                  | 14.5                                 | 0.4                           | 0.0                          | 41.6         |
| Income from continuing operations                        | 138.0   | 22.0         | 15.4                                  | 36.3                                 | 2.1                           | (165.4)                      | 48.4         |
| Discontinued operations                                  | 0.0     | 86.0         | (0.1)                                 | 0.0                                  | 4.4                           | 0.0                          | 90.3         |
| Noncontrolling interests                                 | 0.0     | 0.0          | 0.0                                   | 0.0                                  | 0.7                           | 0.0                          | 0.7          |
| Net income attributable to Koppers                       | \$138.0 | \$ 108.0     | \$ 15.3                               | \$ 36.3                              | \$ 5.8                        | \$ (165.4)                   | \$ 138.0     |

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Condensed Consolidating Balance Sheet  
December 31, 2010

|   | Parent | Koppers Inc. | Domestic<br>Guarantor<br>Subsidiaries | Foreign<br>Guarantor<br>Subsidiaries | Non-<br>Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
|---|--------|--------------|---------------------------------------|--------------------------------------|-----------------------------------|------------------------------|--------------|
| <i>(Dollars in millions)</i>                          |        |              |                                       |                                      |                                   |                              |              |
| <b>ASSETS</b>   |        |              |                                       |                                      |                                   |                              |              |
| Cash and cash equivalents                             | \$ 0.0 | \$ 8.4       | \$ 0.0                                | \$ 14.7                              | \$ 12.2                           | \$ 0.0                       | \$ 35.3      |
| S-T investments & restricted cash                     | 0.0    | 0.0          | 0.0                                   | 0.0                                  | 0.0                               | 0.0                          | 0.0          |
| Accounts receivable, net                              | 16.6   | 80.3         | 457.4                                 | 81.3                                 | 67.2                              | (562.0)                      | 140.8        |
| Inventories, net                                      | 0.0    | 78.3         | 1.2                                   | 71.3                                 | 14.6                              | 0.0                          | 165.4        |
| Deferred tax assets                                   | 0.0    | 7.4          | (1.5)                                 | 0.0                                  | 0.0                               | 0.0                          | 5.9          |
| Other current assets                                  | 0.0    | 6.9          | 0.3                                   | 8.8                                  | 7.0                               | 0.0                          | 23.0         |
| Total current assets                                  | 16.6   | 181.3        | 457.4                                 | 176.1                                | 101.0                             | (562.0)                      | 370.4        |
| Equity investments                                    | 76.7   | 77.1         | 26.2                                  | 19.4                                 | 13.7                              | (208.4)                      | 4.7          |
| Property, plant and equipment, net                    | 0.0    | 94.7         | 0.0                                   | 46.9                                 | 26.6                              | 0.0                          | 168.2        |
| Goodwill  | 0.0    | 39.5         | 0.0                                   | 25.4                                 | 7.2                               | 0.0                          | 72.1         |
| Deferred tax assets                                   | 0.0    | 65.4         | (43.8)                                | 5.3                                  | (0.8)                             | 0.0                          | 26.1         |
| Other noncurrent assets                               | 0.0    | 21.6         | 0.0                                   | 0.9                                  | 5.1                               | 0.1                          | 27.7         |
| Total assets  | \$93.3 | \$ 479.6     | \$ 439.8                              | \$ 274.0                             | \$ 152.8                          | \$ (770.3)                   | \$ 669.2     |
| <b>LIABILITIES AND EQUITY</b>                         |        |              |                                       |                                      |                                   |                              |              |
| Accounts payable                                      | \$ 0.0 | \$ 492.5     | \$ 11.8                               | \$ 95.9                              | \$ 49.7                           | \$ (562.0)                   | \$ 87.9      |
| Accrued liabilities                                   | 4.6    | (6.3)        | 34.8                                  | 20.4                                 | 7.0                               | 0.0                          | 60.5         |
| Short-term debt and current portion of long-term debt | 0.0    | 0.1          | 0.0                                   | 0.0                                  | 0.9                               | 0.0                          | 1.0          |
| Total current liabilities                             | 4.6    | 486.3        | 46.6                                  | 116.3                                | 57.6                              | (562.0)                      | 149.4        |
| Long-term debt  | 0.0    | 295.4        | 0.0                                   | 0.0                                  | 0.0                               | 0.0                          | 295.4        |
| Other long-term liabilities                           | 0.0    | 99.6         | 2.9                                   | 13.3                                 | 8.7                               | 0.0                          | 124.5        |
| Total liabilities                                     | 4.6    | 881.3        | 49.5                                  | 129.6                                | 66.3                              | (562.0)                      | 569.3        |
| Koppers stockholders' equity                          | 88.7   | (401.7)      | 390.3                                 | 144.4                                | 75.3                              | (208.3)                      | 88.7         |
| Noncontrolling interests                              | 0.0    | 0.0          | 0.0                                   | 0.0                                  | 11.2                              | 0.0                          | 11.2         |
| Total liabilities and equity                          | \$93.3 | \$ 479.6     | \$ 439.8                              | \$ 274.0                             | \$ 152.8                          | \$ (770.3)                   | \$ 669.2     |

Condensed Consolidating Balance Sheet  
 December 31, 2009

|   | Parent | Koppers Inc. | Domestic<br>Guarantor<br>Subsidiaries | Foreign<br>Guarantor<br>Subsidiaries | Non-<br>Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
|---|--------|--------------|---------------------------------------|--------------------------------------|-----------------------------------|------------------------------|--------------|
| <i>(Dollars in millions)</i>                          |        |              |                                       |                                      |                                   |                              |              |
| <b>ASSETS</b>   |        |              |                                       |                                      |                                   |                              |              |
| Cash and cash equivalents                             | \$ 0.2 | \$ 12.9      | \$ 0.0                                | \$ 36.9                              | \$ 8.4                            | \$ 0.0                       | \$ 58.4      |
| S-T investments & restricted cash                     | 0.0    | 0.0          | 0.0                                   | 0.0                                  | 4.4                               | 0.0                          | 4.4          |
| Accounts receivable, net                              | 36.1   | 121.3        | 415.8                                 | 42.2                                 | 41.1                              | (516.9)                      | 139.6        |
| Inventories, net                                      | 0.0    | 78.9         | 0.0                                   | 67.0                                 | 7.0                               | (0.2)                        | 152.7        |
| Deferred tax assets                                   | 0.0    | 10.0         | (1.5)                                 | 0.0                                  | 0.0                               | 0.0                          | 8.5          |
| Other current assets                                  | 0.0    | 6.9          | 0.3                                   | 6.8                                  | 3.5                               | (0.1)                        | 17.4         |
| Total current assets                                  | 36.3   | 230.0        | 414.6                                 | 152.9                                | 64.4                              | (517.2)                      | 381.0        |
| Equity investments                                    | 12.7   | 77.2         | 14.8                                  | 17.1                                 | 3.4                               | (120.5)                      | 4.7          |
| Property, plant and equipment, net                    | 0.0    | 90.9         | 0.0                                   | 41.8                                 | 16.6                              | 0.0                          | 149.3        |
| Goodwill  | 0.0    | 37.0         | 0.0                                   | 23.3                                 | 1.3                               | 0.0                          | 61.6         |
| Deferred tax assets                                   |        | 68.2         | (47.7)                                | 5.4                                  | 0.0                               | 0.0                          | 25.9         |
| Other noncurrent assets                               |        | 19.6         | 0.0                                   | 0.8                                  | 1.4                               | 0.1                          | 21.9         |
| Total assets  | \$49.0 | \$ 522.9     | \$ 381.7                              | \$ 241.3                             | \$ 87.1                           | \$ (637.6)                   | \$ 644.4     |
| <b>LIABILITIES AND EQUITY</b>                         |        |              |                                       |                                      |                                   |                              |              |
| Accounts payable                                      | \$ 0.6 | \$ 473.9     | \$ 10.2                               | \$ 91.5                              | \$ 8.0                            | \$ (516.9)                   | \$ 67.3      |
| Accrued liabilities                                   | 4.6    | 29.4         | (0.1)                                 | 20.5                                 | 9.9                               | 0.0                          | 64.3         |
| Short-term debt and current portion of long-term debt | 0.0    | 0.2          | 0.0                                   | 0.0                                  | 0.0                               | 0.0                          | 0.2          |
| Total current liabilities                             | 5.2    | 503.5        | 10.1                                  | 112.0                                | 17.9                              | (516.9)                      | 131.8        |
| Long-term debt  | 0.0    | 335.1        | 0.0                                   | 0.0                                  | 0.0                               | 0.0                          | 335.1        |
| Other long-term liabilities                           | 0.0    | 96.3         | 0.0                                   | 16.0                                 | 10.4                              | 0.0                          | 122.7        |
| Total liabilities                                     | 5.2    | 934.9        | 10.1                                  | 128.0                                | 28.3                              | (516.9)                      | 589.6        |
| Koppers stockholders' equity                          | 43.8   | (412.0)      | 371.6                                 | 113.3                                | 47.8                              | (120.7)                      | 43.8         |
| Noncontrolling interests                              | 0.0    | 0.0          | 0.0                                   | 0.0                                  | 11.0                              | 0.0                          | 11.0         |
| Total liabilities and equity                          | \$49.0 | \$ 522.9     | \$ 381.7                              | \$ 241.3                             | \$ 87.1                           | \$ (637.6)                   | \$ 644.4     |

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Condensed Consolidating Statement of Cash Flows  
For the Year Ended December 31, 2010

|   | Parent  | Koppers Inc. | Domestic<br>Guarantor<br>Subsidiaries | Foreign<br>Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
|---|---------|--------------|---------------------------------------|--------------------------------------|-------------------------------|------------------------------|--------------|
| <i>(Dollars in millions)</i>                                      |         |              |                                       |                                      |                               |                              |              |
| Cash provided by (used in) operating activities                   | \$ 18.7 | \$ 75.2      | \$ 0.0                                | \$ (15.3)                            | \$ 31.2                       | \$ (4.5)                     | \$ 105.3     |
| Cash provided by (used in) investing activities:                  |         |              |                                       |                                      |                               |                              |              |
| Capital expenditures and acquisitions                             | 0.0     | (35.0)       | 0.0                                   | (7.0)                                | (23.4)                        | 0.0                          | (65.4)       |
| Net cash proceeds (payments) from<br>divestitures and asset sales | 0.0     | 0.2          | 0.0                                   | 1.7                                  | 0.1                           | 0.0                          | 2.0          |
| Net cash (used in) investing activities                           | 0.0     | (34.8)       | 0.0                                   | (5.3)                                | (23.3)                        | 0.0                          | (63.4)       |
| Cash provided by (used in) financing activities:                  |         |              |                                       |                                      |                               |                              |              |
| Borrowings (repayments) of long-term<br>debt                      | 0.0     | (40.2)       | 0.0                                   | 0.0                                  | 0.0                           | 0.0                          | (40.2)       |
| Deferred financing costs  | 0.0     | (0.4)        | 0.0                                   | 0.0                                  | 0.0                           | 0.0                          | (0.4)        |
| Dividends paid  | (18.1)  | (4.5)        | 0.0                                   | 0.0                                  | (5.0)                         | 4.5                          | (23.1)       |
| Stock issued (repurchased)  | (0.8)   | 0.2          | 0.0                                   | 0.0                                  | 0.0                           | 0.0                          | (0.6)        |
| Net cash provided by (used in) financing<br>activities            | (18.9)  | (44.9)       | 0.0                                   | 0.0                                  | (5.0)                         | 4.5                          | (64.3)       |
| Effect of exchange rates on cash                                  | 0.0     | 0.0          | 0.0                                   | (1.6)                                | 0.9                           | 0.0                          | (0.7)        |
| Net increase (decrease) in cash and cash<br>equivalents           | (0.2)   | (4.5)        | 0.0                                   | (22.2)                               | 3.8                           | 0.0                          | (23.1)       |
| Cash and cash equivalents at beginning of<br>year                 | 0.2     | 12.9         | 0.0                                   | 36.9                                 | 8.4                           | 0.0                          | 58.4         |
| Cash and cash equivalents at end of period                        | \$ 0.0  | \$ 8.4       | \$ 0.0                                | \$ 14.7                              | \$ 12.2                       | \$ 0.0                       | \$ 35.3      |



Condensed Consolidating Statement of Cash Flows  
For the Year Ended December 31, 2009

|  | Parent   | Koppers Inc. | Domestic<br>Guarantor<br>Subsidiaries | Foreign<br>Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
|--|----------|--------------|---------------------------------------|--------------------------------------|-------------------------------|------------------------------|--------------|
| <i>(Dollars in millions)</i>                                   |          |              |                                       |                                      |                               |                              |              |
| Cash provided by (used in) operating activities                | \$ 231.8 | \$ 90.7      | \$ 0.0                                | \$ 19.5                              | \$ 3.0                        | \$ (232.7)                   | \$ 112.3     |
| Cash provided by (used in) investing activities:               |          |              |                                       |                                      |                               |                              |              |
| Capital expenditures and acquisitions                          | 0.0      | (15.0)       | 0.0                                   | (3.7)                                | (1.5)                         | 0.0                          | (20.2)       |
| Net cash proceeds (payments) from divestitures and asset sales | 0.0      | (0.7)        | 0.0                                   | 0.1                                  | 0.0                           | 0.0                          | (0.6)        |
| Net cash (used in) investing activities                        | 0.0      | (15.7)       | 0.0                                   | (3.6)                                | (1.5)                         | 0.0                          | (20.8)       |
| Cash provided by (used in) financing activities:               |          |              |                                       |                                      |                               |                              |              |
| Borrowings (repayments) of long-term debt                      | (213.6)  | 142.8        | 0.0                                   | 0.0                                  | 0.0                           | 0.0                          | (70.8)       |
| Deferred financing costs                                       | 0.0      | (8.1)        | 0.0                                   | 0.0                                  | 0.0                           | 0.0                          | (8.1)        |
| Dividends paid   | (18.0)   | (232.7)      | 0.0                                   | 0.0                                  | 0.0                           | 232.7                        | (18.0)       |
| Net cash provided by (used in) financing activities            | (231.6)  | (98.0)       | 0.0                                   | 0.0                                  | 0.0                           | 232.7                        | (96.9)       |
| Effect of exchange rates on cash                               | 0.0      | (1.6)        | 0.0                                   | 2.3                                  | 0.0                           | 0.0                          | 0.7          |
| Net increase (decrease) in cash and cash equivalents           | 0.2      | (24.6)       | 0.0                                   | 18.2                                 | 1.5                           | 0.0                          | (4.7)        |
| Cash and cash equivalents at beginning of year                 | 0.0      | 37.5         | 0.0                                   | 18.7                                 | 6.9                           | 0.0                          | 63.1         |
| Cash and cash equivalents at end of period                     | \$ 0.2   | \$ 12.9      | \$ 0.0                                | \$ 36.9                              | \$ 8.4                        | \$ 0.0                       | \$ 58.4      |

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### Condensed Consolidating Statement of Cash Flows For the Year Ended December 31, 2008

|  | Parent  | Koppers Inc. | Domestic<br>Guarantor<br>Subsidiaries | Foreign<br>Guarantor<br>Subsidiaries | Non-Guarantor<br>Subsidiaries | Consolidating<br>Adjustments | Consolidated |
|--|---------|--------------|---------------------------------------|--------------------------------------|-------------------------------|------------------------------|--------------|
| <i>(Dollars in millions)</i>                                   |         |              |                                       |                                      |                               |                              |              |
| Cash provided by (used in) operating activities                | \$ 38.3 | \$ 14.7      | \$ 0.0                                | \$ 28.2                              | \$ 9.1                        | \$ (38.4)                    | \$ 51.9      |
| Cash provided by (used in) investing activities:               |         |              |                                       |                                      |                               |                              |              |
| Capital expenditures and acquisitions                          | 0.0     | (24.8)       | 0.0                                   | (6.8)                                | (8.4)                         | 0.0                          | (40.0)       |
| Net cash proceeds (payments) from divestitures and asset sales | 0.0     | 158.4        | 0.0                                   | 3.2                                  | (0.9)                         | 0.0                          | 160.7        |
| Net cash (used in) investing activities                        | 0.0     | 133.6        | 0.0                                   | (3.6)                                | (9.3)                         | 0.0                          | 120.7        |
| Cash provided by (used in) financing activities:               |         |              |                                       |                                      |                               |                              |              |
| Borrowings (repayments) of long-term debt                      | 0.0     | (74.0)       | 0.0                                   | (9.3)                                | 0.0                           | 0.0                          | (83.3)       |
| Deferred financing costs                                       | 0.0     | (2.7)        | 0.0                                   | 0.0                                  | 0.0                           | 0.0                          | (2.7)        |
| Dividends paid   | (17.2)  | (38.4)       | 0.0                                   | 0.0                                  | 0.0                           | 38.4                         | (17.2)       |
| Stock issued (repurchased)                                     | (21.3)  | 1.4          | 0.0                                   | 0.0                                  | 0.0                           | 0.0                          | (19.9)       |
| Net cash provided by (used in) financing activities            | (38.5)  | (113.7)      | 0.0                                   | (9.3)                                | 0.0                           | 38.4                         | (123.1)      |
| Effect of exchange rates on cash                               | 0.0     | 2.9          | 0.0                                   | (3.9)                                | 0.2                           | 0.0                          | (0.8)        |
| Net increase (decrease) in cash and cash equivalents           | (0.2)   | 37.5         | 0.0                                   | 11.4                                 | 0.0                           | 0.0                          | 48.7         |
| Add: Cash of assets held for sale at beginning of year         | 0.0     | 0.0          | 0.0                                   | 0.0                                  | 0.6                           | 0.0                          | 0.6          |
| Less: Cash of assets held for sale at end of year              | 0.0     | 0.0          | 0.0                                   | 0.0                                  | 0.0                           | 0.0                          | 0.0          |
| Cash and cash equivalents at beginning of year                 | 0.2     | 0.0          | 0.0                                   | 7.3                                  | 6.3                           | 0.0                          | 13.8         |
| Cash and cash equivalents at end of period                     | \$ 0.0  | \$ 37.5      | \$ 0.0                                | \$ 18.7                              | \$ 6.9                        | \$ 0.0                       | \$ 63.1      |

#### ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

#### ITEM 9A. CONTROLS AND PROCEDURES

##### (a) Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, have evaluated the effectiveness of our 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, our 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.

*(b) Changes in Internal Control Over Financial Reporting*

There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

See Management Report on page 43 for management's annual report on internal control over financial reporting. See Report of Independent Registered Public Accounting Firm on page 45 for Ernst & Young LLP's attestation report on internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

None.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by Item 401 of Regulation S-K with respect to directors is contained in our definitive Proxy Statement for our 2011 Annual Meeting of Shareholders (the "Proxy Statement") which we will file with the Securities and Exchange Commission, pursuant to Regulation 14A, not later than 120 days after the end of the Company's fiscal year under the caption "Proxy Item 1 – Proposal for Election of Directors", and is incorporated herein by reference.

The information required by this item concerning our executive officers is incorporated by reference herein from Part I of this report under "Executive Officers of the Company".

The information required by Item 405 of Regulation S-K is included in the Proxy Statement under the caption "Section 16(a) Beneficial Ownership Reporting Compliance" and is incorporated herein by reference.

The information required by Item 407(d)(4) and Item 407(d)(5) of Regulation S-K is included in the Proxy Statement under the caption "Board Meetings and Committees" and is incorporated herein by reference.

The audit committee and our board have approved and adopted a Code of Business Conduct and Ethics for all directors, officers and employees and a Code of Ethics Applicable to Senior Officers, copies of which are available on our website at [www.koppers.com](http://www.koppers.com) and upon written request by our shareholders at no cost. We will describe the date and nature of any amendment to our Code of Business Conduct and Ethics or Code of Ethics Applicable to Senior Officers or any waiver (implicit or explicit) from a provision of our Code of Business Conduct and Ethics or Code of Ethics Applicable to Senior Officers within four business days following the date of the amendment or waiver on our Internet website at [www.koppers.com](http://www.koppers.com). We do not intend to incorporate the contents of our website into this report.

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by Item 11 is contained in the Proxy Statement under the caption "Executive Compensation" and "Committee Reports to Shareholders – Management Development and Compensation Committee Report" and is incorporated herein by reference.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by Item 12 is contained Part II, Item 5 of this report under "Equity Compensation Plans" and in the Proxy Statement under the caption "Common Stock Ownership" and is incorporated herein by reference.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by Item 13 is contained in the Proxy Statement under the caption "Transactions with Related Persons" and "Corporate Governance Matters – Director Independence" and is incorporated herein by reference.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by Item 14 is contained in the Proxy Statement under the caption "Auditors" and is incorporated herein by reference.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) 1. Financial Statements

Financial statements filed as part of this report are included in “Item 8 – Financial Statements and Supplementary Data” as listed on the index on page 42.

(a) 2. Financial Statement Schedules

“Schedule II – Valuation and Qualifying Accounts and Reserves is included on page 97. All other schedules are omitted because they are not applicable or the required information is contained in the applicable financial statements of notes thereto.

(a) 3. Exhibits

EXHIBIT INDEX

| <i>Exhibit No.</i> | <i>Exhibit</i>   |
|--------------------|--|
| 3.1                | Amended and Restated Articles of Incorporation of the Company (incorporated by reference to exhibit 3.1 to the Company's Current Report on Form 8-K filed February 7, 2006).   |
| 3.2                | Amended and Restated Bylaws of the Company (incorporated by reference to exhibit 3.2 to the Company's Quarterly Report on Form 10-Q filed August 9, 2007).   |
| 4.1                | Indenture, by and among Koppers Inc., Koppers Holdings Inc., the Subsidiary Guarantors party thereto and Wells Fargo Bank, National Association, dated as of December 1, 2009 (incorporated by reference to exhibit 4.1 of the Company's Annual Report on Form 10-K for the year ended December 31, 2009 filed on February 19, 2010).  |
| 4.2*               | Subscription Agreement by and between Koppers Inc. and Mr. Walter Turner dated December 1, 2009 (incorporated by reference to exhibit 4.2 of the Company's Annual Report on Form 10-K for the year ended December 31, 2009 filed on February 19, 2010).  |
| 4.3                | Exchange and Registration Rights Agreement by and among Koppers Inc., Koppers Holdings and the other guarantors party hereto, Goldman, Sachs & Co., Banc of America Securities LLC, RBS Securities Inc. and UBS Securities LLC, dated December 1, 2009 (incorporated by reference to exhibit 4.3 of the Company's Annual Report on Form 10-K for the year ended December 31, 2009 filed on February 19, 2010). |
| 10.1               | Asset Purchase Agreement by and between Koppers Inc. and Koppers Company, Inc., dated as of December 28, 1988 (incorporated by reference to respective exhibits to the Koppers Inc.'s Prospectus filed February 7, 1994).  |
| 10.2               | Asset Purchase Agreement Guarantee provided by Beazer PLC, dated as of December 28, 1988 (incorporated by reference to respective exhibits to the Koppers Inc.'s Prospectus filed February 7, 1994).   |
| 10.9*              | Employment agreement with Steven R. Lacy dated April 5, 2002 (incorporated by reference to Exhibit 10.35 of the Koppers Inc. Form 10-K filed March 5, 2003).   |
| 10.12*             | Retirement Plan of Koppers Industries, Inc. and Subsidiaries for Salaried Employees (incorporated by reference to Exhibits to the Koppers Inc. Prospectus filed February 7, 1994 pursuant to Rule 424(b) of the Securities Act of 1933, as amended, in connection with the offering of the 8 1/2% Senior Notes due 2004).  |
| 10.13*             | Koppers Industries, Inc. Non-contributory Long Term Disability Plan for Salaried Employees (incorporated by reference to respective exhibits to the Koppers Inc. Prospectus filed February 7, 1994 pursuant to Rule 424(b) of the Securities Act of 1933, as amended, in connection with the offering of the 8 1/2% Senior Notes due 2004).  |
| 10.14*             | Koppers Industries, Inc. Employee Savings Plan (incorporated by reference to respective exhibits to the Koppers Inc. Prospectus filed February 7, 1994 in connection with the offering of the 8 1/2% Senior Notes due 2004).   |
| 10.15*             | Koppers Industries, Inc. Survivor Benefit Plan (incorporated by reference to respective exhibits to the Koppers Inc. Prospectus filed February 7, 1994 pursuant to Rule 424(b) of the Securities Act of 1933, as amended, in connection with the offering of the 8 1/2% Senior Notes due 2004).  |
| 10.22*             | Employment agreement with Brian H. McCurrie dated October 13, 2003 (incorporated by reference to Exhibit 10.15 to the Koppers Inc. Form 10-K for the year ended December 31, 2003).  |
| 10.24**            | Treatment Services Agreement between Koppers Inc. (f/k/a Koppers Industries, Inc.) and CSX Transportation, Inc. dated effective as of January 1, 2002 (incorporated by reference to Exhibit 10.34 to the Koppers Inc. Form 10-Q for the quarter ended September 30, 2002).   |
| 10.29**            | Timber Tie Treating Agreement between Koppers Inc. and the Burlington Northern and Santa Fe Railway Company, dated April 28, 2003 (incorporated by reference to Exhibit 10.38 to the Koppers Inc. Form 10-Q for the quarter ended March 31, 2003).   |
| 10.30**            | Memorandum of Agreement between Koppers Inc. and Union Pacific Railroad Company, dated August 1, 2003 (incorporated by reference to Exhibit 10.45 to the Koppers Inc. Form 10-Q for the quarter ended September 30, 2003).   |
| 10.32              | Amendment and Restatement to Article VII of the Asset Purchase Agreement by and between Koppers Inc. and Beazer East, Inc., dated July 15, 2004 (incorporated by reference to Exhibit 10.33 to the Koppers Inc. Form 10-Q for the quarter ended June 30, 2004).  |
| 10.33*             | 2004 Restricted Stock Unit Plan (incorporated by reference to Exhibit 10.34 to the Koppers Inc. Form 10-Q for the quarter ended September 30, 2004).   |

| <i>Exhibit No.</i> | <i>Exhibit</i>  |
|--------------------|---|
| 10.34              | Agreement and Plan of Merger dated as of November 18, 2004, by and among Koppers Inc., Merger Sub for KI Inc. and Koppers Holdings Inc. (f/k/a KI Holdings Inc.) (incorporated by reference to Exhibit 10.34 to the Koppers Holdings Inc. (f/k/a KI Holdings Inc.) Registration Statement on Form S-4 filed February 14, 2005).   |
| 10.36*             | Form of Change in Control Agreement entered into as of October 20, 2005 between Koppers Holdings Inc. (f/k/a KI Holdings Inc.) and certain executive officers (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 25, 2005).  |
| 10.37*             | Amended and Restated 2005 Long Term Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement for its 2010 Annual Meeting of Shareholders filed on March 31, 2010).   |
| 10.42              | Asset Purchase Agreement dated April 28, 2006 between Reilly Industries, Inc. and Koppers Inc. (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed on April 28, 2006).   |
| 10.44*             | Form of Amendment to change in Control Agreement entered into as of May 25, 2006 between the Company and the named Executive (incorporated by reference to the Company's Current Report on Form 8-K filed on May 26, 2006).   |
| 10.45              | Joint Venture Contract in relation to the establishment of Tangshan Koppers Kailuan Carbon Chemical Co., LTD, among Kailuan Clean Coal Company Limited, Koppers Mauritius, and Tangshan Iron & Steel Co., Ltd. (incorporated by reference to Exhibit 10.45 to the Koppers Holdings Inc. Annual Report on Form 10-K for the year ended December 31, 2006).   |
| 10.47**            | Amendment No. 1 to Treatment Services Agreement between Koppers Inc. and CSX Transportation, Inc. dated effective as of February 1, 2007 (incorporated by reference to Exhibit 10.47 to the Company's Quarterly Report of Form 10-Q filed on May 3, 2007).  |
| 10.48              | Koppers Holdings Inc. Benefit Restoration Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on August 9, 2007).  |
| 10.49              | Purchase Agreement dated as of August 3, 2008 by and among Koppers Inc., Carbon Investments, Inc., and ArcelorMittal S.A. (incorporated by reference to Exhibit 10.49 to the Company's Quarterly Report on Form 10-Q filed on November 6, 2008).  |
| 10.50              | Amended and Restated Credit Agreement by and among Koppers Inc., the Guarantors party thereto, the Lenders party thereto, PNC Capital Markets LLC and RBS Greenwich Capital as Co-Lead Arrangers; PNC Capital Markets LLC, Banc of America Securities LLC and RBS Greenwich Capital, as Joint Bookrunners; PNC Bank, National Association, as Administrative Agent; Bank of America, N.A., as Documentation Agent; and Citizens Bank of Pennsylvania, First Commonwealth Bank and Wells Fargo Bank, N.A., as Syndication Agents, dated as of October 31, 2008 (incorporated by reference to exhibit 10.50 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008 filed on February 20, 2009). |
| 10.51*             | Koppers Inc. Supplemental Executive Retirement Plan I (incorporated by reference to exhibit 10.51 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008 filed on February 20, 2009).   |
| 10.52*             | Koppers Inc. Supplemental Executive Retirement Plan II (incorporated by reference to exhibit 10.52 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008 filed on February 20, 2009).  |
| 10.53*             | Amendment to Employment Agreement with Steven R. Lacy effective as of January 1, 2009 (incorporated by reference to exhibit 10.53 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008 filed on February 20, 2009).   |
| 10.54*             | Amendment to Employment Agreement with Brian H. McCurrie effective as of January 1, 2009 (incorporated by reference to exhibit 10.54 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008 filed on February 20, 2009).  |
| 10.55*             | Amendment to Koppers Holdings Inc. Benefit Restoration Plan effective as of January 1, 2009 (incorporated by reference to exhibit 10.55 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008 filed on February 20, 2009).   |
| 10.56*             | Amendment to the Employee Savings Plan of Koppers Inc. and Subsidiaries effective as of January 1, 2008 (incorporated by reference to exhibit 10.56 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008 filed on February 20, 2009).   |
| 10.57*             | Amendment to the Retirement Plan for Koppers Inc. effective January 1, 2008 (incorporated by reference to exhibit 10.57 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008 filed on February 20, 2009).   |

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| <i>Exhibit No.</i> | <i>Exhibit</i>  |
|--------------------|---|
| 10.58              | Amendment No. 1 to Amended and Restated Credit Agreement by and among Koppers Inc., the Guarantors party thereto, the Lenders party thereto, PNC Capital Markets LLC and RBS Greenwich Capital, as Joint Bookrunners; PNC Bank, National Association, as Administrative Agent; Bank of America, N.A., as Documentation Agent; and Citizens Bank of Pennsylvania, First Commonwealth Bank and Wells Fargo Bank, N.A., as Syndication Agents, dated as of November 18, 2009 (incorporated by reference to exhibit 10.58 of the Company's Annual Report on Form 10-K for the year ended December 31, 2009 filed on February 19, 2010). |
| 10.60*             | Senior Management Corporate Incentive Plan (incorporated by reference to Exhibit 10.60 to the Company's Quarterly Report on Form 10-Q filed on May 5, 2010).  |
| 10.61*             | Management Incentive Plan (incorporated by reference to Exhibit 10.61 to the Company's Quarterly Report on Form 10-Q filed on May 5, 2010).   |
| 10.62* ***         | Restricted Stock Unit Issuance Agreement – Time Vesting.  |
| 10.63* ***         | Restricted Stock Unit Issuance Agreement – Performance Vesting.   |
| 10.64* ***         | Notice of Grant of Stock Option.  |
| 10.65* ***         | Amendment #2 to Employment Agreement with Brian H. McCurrie effective May 1, 2010.  |
| 12.1***            | Computation of ratio of earnings to fixed charges.  |
| 21***              | List of subsidiaries of the Company.  |
| 23.1***            | Consent of Independent Registered Public Accounting Firm.   |
| 31.1***            | Certification of Chief Executive Officer pursuant to Rule 13a-14(a).  |
| 31.2***            | Certification of Chief Financial Officer pursuant to Rule 13a-14(a).  |
| 32.1***            | Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 1350.  |
| 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.*

\*\* *Certain portions have been omitted pursuant to a Confidential Treatment Request. The entire document has been filed confidentially with the SEC.*

\*\*\* *Filed herewith.*

† *Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statement of Operations for the three years ended December 31, 2010, (ii) the Consolidated Statement of Comprehensive Income for the three years ended December 31, 2010, (iii) the Consolidated Balance Sheet as of December 31, 2010 and December 31, 2009, (iv) the Consolidated Statement of Cash Flows for the three years ended December 31, 2010, (v) the Consolidated Statement of Stockholders' Equity for the three years ended December 31, 2010 and (vi) Notes to Consolidated Financial Statements for the year ended December 31, 2010. 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.*



KOPPERS HOLDINGS INC.

SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS

For the years ended December 31, 2010, 2009 and 2008

|                                  | <i>Balance at<br/>Beginning<br/>of Year</i> | <i>Increase<br/>(Decrease)<br/>to Expense</i> | <i>Net<br/>(Write-Offs)<br/>Recoveries</i> | <i>Currency<br/>Translation</i> | <i>Balance<br/>at End<br/>of Year</i> |
|----------------------------------|---|---|--|---------------------------------|---------------------------------------|
| <i>(Dollars in millions)</i>     |   |   |  |                                 |                                       |
| <b>2010</b>                      |   |   |  |                                 |                                       |
| Allowance for doubtful accounts  | \$ 0.5                                      | \$ (0.3)                                      | \$ 0.0                                     | \$ (0.1)                        | \$ 0.1                                |
| Inventory obsolescence reserves  | \$ 3.9                                      | \$ (1.7)                                      | \$ 0.0                                     | \$ (0.1)                        | \$ 2.1                                |
| Deferred tax valuation allowance | \$ 11.2                                     | \$ 0.2  | \$ 0.0                                     | \$ 0.0                          | \$ 11.4                               |
| <b>2009</b>                      |   |   |  |                                 |                                       |
| Allowance for doubtful accounts  | \$ 0.5                                      | \$ 0.0  | \$ (0.1)                                   | \$ 0.1                          | \$ 0.5                                |
| Inventory obsolescence reserves  | \$ 1.5                                      | \$ 2.3  | \$ (0.2)                                   | \$ 0.1                          | \$ 3.9                                |
| Deferred tax valuation allowance | \$ 8.2                                      | \$ 3.0  | \$ 0.0                                     | \$ 0.0                          | \$ 11.2                               |
| <b>2008</b>                      |   |   |  |                                 |                                       |
| Allowance for doubtful accounts  | \$ 0.2                                      | \$ 0.5  | \$ (0.1)                                   | \$ (0.1)                        | \$ 0.5                                |
| Inventory obsolescence reserves  | \$ 1.3                                      | \$ 0.7  | \$ (0.5)                                   | \$ 0.0                          | \$ 1.5                                |
| Deferred tax valuation allowance | \$ 10.0                                     | \$ (1.8)                                      | \$ 0.0                                     | \$ 0.0                          | \$ 8.2                                |

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, Koppers Holdings Inc. has duly caused this annual report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

KOPPERS HOLDINGS INC.

BY: /s/ LEROY M. BALL

Leroy M. Ball  
Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this annual report on Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

| <i>Signature</i>  | <i>Capacity</i>  | <i>Date</i>       |
|---|--|-------------------|
| <u>/s/ DAVID M. HILLENBRAND</u><br>David M. Hillenbrand | Director and Non-Executive Chairman of the Board         | February 22, 2011 |
| <u>/s/ WALTER W. TURNER</u><br>Walter W. Turner         | Director and Chief Executive Officer                     | February 22, 2011 |
| <u>/s/ LEROY M. BALL</u><br>Leroy M. Ball               | Chief Financial Officer and Principal Accounting Officer | February 22, 2011 |
| <u>/s/ CYNTHIA A. BALDWIN</u><br>Cynthia A. Baldwin     | Director   | February 22, 2011 |
| <u>/s/ X. SHARON FENG</u><br>X. Sharon Feng             | Director   | February 22, 2011 |
| <u>/s/ ALBERT J. NEUPAVER</u><br>Albert J. Neupaver     | Director   | February 22, 2011 |
| <u>/s/ JAMES C. STALDER</u><br>James C. Stalder         | Director   | February 22, 2011 |
| <u>/s/ STEPHEN R. TRITCH</u><br>Stephen R. Tritch       | Director   | February 22, 2011 |
| <u>/s/ T. MICHAEL YOUNG</u><br>T. Michael Young         | Director   | February 22, 2011 |

## KOPPERS HOLDINGS INC.

RESTRICTED STOCK UNIT ISSUANCE AGREEMENT – TIME VESTING

## RECITALS

A. The Board has adopted the Plan for the purpose of retaining the services of selected Employees, non-employee members of the Board (or the board of directors of any Parent or Subsidiary) and consultants and other independent advisors who provide services to the Corporation (or any Parent or Subsidiary).

B. Participant is to render valuable services to the Corporation (or a Parent or Subsidiary), and this Agreement is executed pursuant to, and is intended to carry out the purposes of, the Plan in connection with the Corporation's issuance of shares of Common Stock to Participant under the Plan.

C. All capitalized terms in this Agreement shall have the meaning assigned to them in the attached Appendix A.

NOW, THEREFORE, it is hereby agreed as follows:

1. Grant of Restricted Stock Units. The Corporation hereby awards to Participant, as of the Award Date, Restricted Stock Units under the Plan. Each Restricted Stock Unit represents the right to receive one share of Common Stock on the specified issuance date following the vesting of that unit. The number of shares of Common Stock subject to the awarded Restricted Stock Units, the applicable vesting schedule for those shares, the date on which those vested shares shall become issuable to Participant and the remaining terms and conditions governing the award (the "Award") shall be as set forth in this Agreement.

## AWARD SUMMARY

Award Date: \_\_\_\_\_, 20\_\_

Number of Shares \_\_\_\_\_ shares of Common Stock (the "Shares")

Subject to Award:

Vesting Schedule: The Shares shall vest upon Participant's completion of a consecutive three (3)-year period of Service measured from the Award Date. However, one or more Shares may be subject to accelerated vesting in accordance with the provisions of Paragraph 5 of this Agreement.

Issuance  
Schedule:

The Shares in which Participant vests in accordance with the foregoing Vesting Schedule shall become issuable immediately upon vesting (the "Issue Date"). The actual issuance of the Shares shall be subject to the Corporation's collection of all applicable Withholding Taxes and shall be effected on the applicable Issue Date or as soon as administratively practicable thereafter, but in no event later than the close of the calendar year in which such Issue Date occurs or (if later) the fifteenth (15th) day of the third (3rd) calendar month following such Issue Date. The procedures pursuant to which the applicable Withholding Taxes are to be collected are set forth in Paragraph 7 of this Agreement.

2. Limited Transferability. Prior to the actual issuance of the Shares which vest hereunder, Participant may not transfer any interest in the Award or the underlying Shares; provided, however, any Shares which vest hereunder but which otherwise remain unissued at the time of Participant's death may be transferred pursuant to the provisions of Participant's will or the laws of inheritance or to Participant's designated beneficiary or beneficiaries of this Award. Participant may make a beneficiary designation for this Award at any time by filing the appropriate form with the Plan Administrator or its designee.

3. Cessation of Service. Except as otherwise provided in Paragraph 5 below, should Participant cease Service for any reason prior to vesting in one or more Shares subject to this Award, then the Award will be immediately cancelled with respect to those unvested Shares, and the number of Restricted Stock Units will be reduced accordingly. Participant shall thereupon cease to have any right or entitlement to receive any Shares under those cancelled units.

4. Stockholder Rights and Dividend Equivalents

(a) The holder of this Award shall not have any stockholder rights, including voting or dividend rights, with respect to the Shares subject to the Award until Participant becomes the record holder of those Shares following their actual issuance upon the Corporation's collection of the applicable Withholding Taxes.

(b) Notwithstanding the foregoing, should any stock dividend, whether regular or extraordinary, be declared and paid on the outstanding Common Stock while one or more Shares remain subject to this Award (i.e., those Shares are not otherwise issued and outstanding for purposes of entitlement to the dividend or distribution), then Participant shall automatically be credited with an additional number of Restricted Stock Units equal to the number of shares of Common Stock which would have been paid on the Shares (plus the number of additional shares previously credited to Participant pursuant to the dividend equivalent right provisions of this Paragraph 4) at the time subject to this Award had those Shares been actually issued and outstanding and entitled to that dividend. The additional Restricted Stock Units so credited shall vest at the same time as the Shares to which they relate and shall be distributed to Participant concurrently with the issuance of those Shares on the applicable Issue Date. However, each such distribution shall be subject to the Corporation's collection of the Withholding Taxes applicable to that distribution.

(c) Notwithstanding the foregoing, should any cash dividend, whether regular or extraordinary, be declared and paid on the outstanding Common Stock while one or more Shares remain subject to this Award (i.e., those Shares are not otherwise issued and outstanding for purposes of entitlement to the dividend or distribution), then a special book

account shall be established for Participant and credited with a dollar amount equal to the amount of that dividend paid per share multiplied by the number of Restricted Stock Units at the time subject to this Award (plus the number of additional shares previously credited to Participant pursuant to the dividend equivalent right provisions of this Paragraph 4) as of the record date for the dividend. As of the first business day in January each year, the cash dividend amounts credited to the special book account during the immediately preceding calendar year shall be converted into a book entry of an additional number of Restricted Stock Units determined by dividing (i) those cash dividend equivalent amounts by (ii) the average of the Fair Market Value per share of Common Stock on each of the dates in the immediately preceding calendar year on which those dividends on the outstanding Common Stock were paid. The additional Restricted Stock Units so credited shall vest at the same time as the Shares to which they relate and shall be distributed to Participant concurrently with the issuance of those Shares on the applicable Issue Date. However, each such distribution shall be subject to the Corporation's collection of the Withholding Taxes applicable to that distribution.

5. Accelerated Vesting/Change in Control.

(a) Should Participant's Service terminate by reason of his or her Retirement, death or Permanent Disability prior to the scheduled vesting date for the Shares set forth in Paragraph 1, then Participant shall immediately vest in the number of Shares in which Participant would have been vested at the time of such termination had the Shares subject to this Award vested in a series of thirty-six (36) successive equal monthly installments over the duration of the three (3)-year vesting schedule set forth in Paragraph 1.

(b) Any Restricted Stock Units subject to this Award at the time of a Change in Control may be assumed by the successor entity or otherwise continued in full force and effect or may be replaced with a cash retention program of the successor entity which preserves the Fair Market Value of the unvested shares of Common Stock subject to the Award at the time of the Change in Control and provides for subsequent payout of that value in accordance with the same (or more favorable) vesting schedule in effect for the Award at the time of such Change in Control. In the event of such assumption or continuation of the Award or such replacement of the Award with a cash retention program, no accelerated vesting of the Restricted Stock Units shall occur at the time of the Change in Control.

(c) In the event the Award is assumed or otherwise continued in effect, the Restricted Stock Units subject to the Award shall be adjusted immediately after the consummation of the Change in Control so as to apply to the number and class of securities into which the Shares subject to those units immediately prior to the Change in Control would have been converted in consummation of that Change in Control had those Shares actually been issued and outstanding at that time. To the extent the actual holders of the outstanding Common Stock receive cash consideration for their Common Stock in consummation of the Change in Control, the successor corporation (or parent entity) may, in connection with the assumption or continuation of the Restricted Stock Units subject to the Award at that time, substitute one or more shares of its own common stock with a fair market value equivalent to the cash consideration paid per share of Common Stock in the Change in Control transaction, provided such common stock is readily tradable on an established U.S. securities exchange or market.

(d) If the Restricted Stock Units subject to this Award at the time of the Change in Control are not assumed or otherwise continued in effect or replaced with a cash retention program in accordance with Paragraph 5(a), then those units will vest immediately

prior to the closing of the Change in Control. The Shares subject to those vested units, together with any other Shares in which Participant is at that time vested, will be issued on the Issue Date triggered by the Change in Control (or otherwise converted into the right to receive the same consideration per share of Common Stock payable to the other stockholders of the Corporation in consummation of that Change in Control and distributed at the same time as such stockholder payments), subject to the Corporation's collection of the applicable Withholding Taxes pursuant to the provisions of Paragraph 7. For purposes of this Section 5(d), the Issue Date shall be the effective date of the Change in Control so long as it qualifies as a "change in the ownership or effective control" of the Corporation within the meaning of Section 409A(a)(2)(A)(v) of the Code and regulations thereunder. If it does not so qualify, the Issue Date shall be the date that is three (3) years from the Award Date.

(e) Upon an involuntary termination of Participant's Service for reasons other than Misconduct within twenty-four (24) months following a Change in Control transaction which does not otherwise result in the accelerated vesting of the Restricted Stock Units pursuant to the provisions of subparagraph (d) of this Paragraph 5, all unvested Restricted Stock Units hereunder shall immediately vest at that time. Any unvested cash account maintained on Participant's behalf pursuant to the cash retention program established in accordance with subparagraph (b) of this Paragraph 5 shall also vest at the time of such involuntary termination. The Issue Date for such vested Shares or cash shall be six months after the date of termination (or, if earlier, the date that is three (3) years from the Award Date), so long as the Change in Control qualifies as a "change in the ownership or effective control" of the Corporation within the meaning of Section 409A(a)(2)(A)(v) of the Code and regulations thereunder. If it does not so qualify, the Issue Date shall be the date that is three (3) years from the Award Date.

(f) This Agreement shall not in any way affect the right of the Corporation to adjust, reclassify, reorganize or otherwise change its capital or business structure or to merge, consolidate, dissolve, liquidate or sell or transfer all or any part of its business or assets.

6. Adjustment in Shares. In the event of any of the following transactions affecting the outstanding shares of Common Stock as a class without the Corporation's receipt of consideration: any stock split, stock dividend, spin-off transaction, extraordinary distribution (whether in cash, securities or other property), recapitalization, combination of shares, exchange of shares or other similar transaction affecting the outstanding Common Stock as a class without the Corporation's receipt of consideration or in the event of a substantial reduction to the value of the outstanding shares of Common Stock by reason of a spin-off transaction or extraordinary distribution, then equitable adjustments shall be made to the total number and/or class of securities issuable pursuant to this Award in such manner as the Plan Administrator deems appropriate in order to reflect such change and thereby prevent the dilution or enlargement of benefits hereunder. In determining such adjustments, the Plan Administrator shall take into account any amounts credited to Participant pursuant to the dividend equivalent right provisions of Paragraph 4 in connection with such transaction, and the determination of the Plan Administrator shall be final, binding and conclusive.

#### 7. Collection of Withholding Taxes.

(a) Upon the applicable Issue Date, the Corporation shall issue to or on behalf of Participant a certificate (which may be in electronic form) for the applicable number of underlying shares of Common Stock, subject, however, to the Corporation's collection of the applicable Withholding Taxes.

(b) Until such time as the Corporation provides Participant with written or electronic notice to the contrary, the Corporation shall collect Withholding Taxes required to be withheld with respect to the issuance of the vested Shares hereunder (including shares attributable to the dividend equivalent rights provided under Paragraph 4) through an automatic share withholding procedure pursuant to which the Corporation will withhold, at the time of such issuance, a portion of the Shares with a Fair Market Value (measured as of the issuance date) equal to the amount of those taxes (the “Share Withholding Method”); provided, however, that the amount of any Shares so withheld shall not exceed the amount necessary to satisfy the Corporation’s required tax withholding obligations using the minimum statutory withholding rates for federal and state tax purposes that are applicable to supplemental taxable income. Participant shall be notified in writing or electronically in the event such Share Withholding Method is no longer available.

(c) Should any Shares (including shares attributable to the dividend equivalent rights provided under Paragraph 4) vest or be issued at a time when the Share Withholding Method is not available, then the Withholding Taxes required to be withheld with respect to those Shares shall be collected from Participant through either of the following alternatives:

- Participant’s delivery of his or her separate check payable to the Corporation in the amount of such taxes, or
- the use of the proceeds from a next-day sale of the Shares issued to Participant, provided and only if (i) such a sale is permissible under the Corporation’s trading policies governing the sale of Common Stock, (ii) Participant makes an irrevocable commitment, on or before the Issue Date for those Shares, to effect such sale of the Shares and (iii) the transaction is not otherwise deemed to constitute a prohibited loan under Section 402 of the Sarbanes-Oxley Act of 2002.

(d) Except as otherwise provided in Paragraph 4 and Paragraph 5(b) the settlement of all Restricted Stock Units which vest under the Award shall be made solely in shares of Common Stock. In no event, however, shall any fractional shares be issued. Accordingly, the total number of shares of Common Stock to be issued pursuant to the Award shall, to the extent necessary, be rounded down to the next whole share in order to avoid the issuance of a fractional share.

8. Compliance with Laws and Regulations. The issuance of shares of Common Stock pursuant to the Award shall be subject to compliance by the Corporation and Participant with all applicable requirements of law relating thereto and with all applicable regulations of any stock exchange on which the Common Stock may be listed for trading at the time of such issuance.

9. Additional Conditions.

(a) The Corporation may cancel this Award, and Participant shall cease to have any further right to the underlying Shares, at any time Participant is not in compliance with this Agreement, the Plan and the following conditions:

(i) Participant shall not render services for any organization or engage, directly or indirectly, in any business which, in the judgment of the Plan Administrator or, if delegated by the Plan Administrator to the Chief Executive Officer, in the judgment of such officer, is or becomes competitive with the Corporation or any Affiliate, or which is or becomes otherwise prejudicial to or in conflict with the interests of the Corporation or any Affiliate. Such judgment shall be based on Participant's positions and responsibilities while employed by the Corporation or an Affiliate, Participant's post-Service responsibilities and position with the other organization or business, the extent of past, current and potential competition or conflict between the Corporation or an Affiliate and the other organization or business, the effect on customers, suppliers and competitors of Participant's assuming the post-Service position and such other considerations as are deemed relevant given the applicable facts and circumstances. Participant shall be free, however, to purchase as an investment or otherwise, stock or other securities of such organization or business so long as they are listed upon a recognized securities exchange or traded over the counter, and such investment does not represent a substantial investment to Participant or a greater than one percent (1%) equity interest in the organization or business.

(ii) Participant shall not, without prior written authorization from the Corporation, disclose to anyone outside the Corporation, or use in other than the Corporation's business, any secret or confidential information, knowledge or data, relating to the business of the Corporation or an Affiliate in violation of his or her agreement with the Corporation or the Affiliate.

(iii) Participant shall disclose promptly and assign to the Corporation or the Affiliate all right, title and interest in any invention or idea, patentable or not, made or conceived by Participant during employment by the Corporation or the Affiliate, relating in any manner to the actual or anticipated business, research or development work of the Corporation or the Affiliate and shall do anything reasonably necessary to enable the Corporation or the Affiliate to secure a patent where appropriate in the United States and in foreign countries.

(iv) Participant shall not in any way, directly or indirectly (a) induce or attempt to induce any employee of the Corporation to quit employment with the Corporation; (b) otherwise interfere with or disrupt the Corporation's relationship with its employees; (c) solicit, entice, or hire away any employee of the Corporation; or (d) hire or engage any employee of the Corporation or any former employee of the Company whose employment with the Corporation ceased less than one (1) year before the date of such hiring or engagement.

(v) Participant will not divert or attempt to divert from the Corporation any business the Corporation had enjoyed or solicited from its customers during the two (2) years prior to the diversion or attempted diversion of such business.

(vi) Participant shall not make any disparaging statements about the Corporation to any of the Corporation's past, present, or future customers,



employees, clients, contractors, vendors, or to the media or to any other person either orally or by any other medium of communication, including internet communication. As used herein, the term “disparaging statement” means any communication, oral or written, which would cause or tend to cause humiliation or embarrassment or to cause a recipient of such communication to question the business condition, integrity, product, service, quality, confidence, or good character of the Corporation.

(b) Notwithstanding any other provision of the Plan or this Agreement, the Plan Administrator in its sole discretion may cancel this Award at any time prior to the issuance of the Shares, if the employment of Participant shall be terminated, other than by reason of death, unless the conditions in this Section 9 are met.

(c) Failure to comply with the conditions of this Section 9 prior to, or during the six months after, any payment or delivery pursuant to this Award shall cause the issuance of the Shares to be rescinded. The Corporation shall notify Participant in writing of any such rescission within two (2) years after delivery of the Shares, and within ten (10) days after receiving such notice, Participant shall either return the delivered Shares to the Corporation or pay to the Corporation the amount of the proceeds recognized upon any sale or other disposition of those Shares.

(d) Upon delivery of the Shares pursuant to this Award, the Plan Administrator may require Participant to certify on a form acceptable to the Plan Administrator, that Participant is in compliance with the terms and conditions of the Plan and this Agreement.

(e) This Award, and the right to receive and retain any Shares or cash payments covered by this Award, shall be subject to rescission, cancellation or recoupment, in whole or part, if and to the extent so provided under any “clawback” or similar policy of the Corporation in effect on the Award Date or that may be established thereafter, including any modification or amendment thereto.

10. Notices. Any notice required to be given or delivered to the Corporation under the terms of this Agreement shall be in writing and addressed to the Secretary of the Corporation at its principal corporate office at 436 Seventh Avenue, Pittsburgh, PA 15219. Except to the extent electronic notice is expressly authorized hereunder, any notice required to be given or delivered to Participant shall be in writing and addressed to Participant at the address indicated below Participant’s signature line on this Agreement. All notices shall be deemed effective upon personal delivery (or electronic delivery to the extent authorized hereunder) or upon deposit in the U.S. mail, postage prepaid and properly addressed to the party to be notified.

11. Successors and Assigns. Except to the extent otherwise provided in this Agreement, the provisions of this Agreement shall inure to the benefit of, and be binding upon, the Corporation and its successors and assigns and Participant, Participant’s assigns, the legal representatives, heirs and legatees of Participant’s estate and any beneficiaries of the Award designated by Participant.

12. Construction. This Agreement and the Award evidenced hereby are made and granted pursuant to the Plan and are in all respects limited by and subject to the terms of the Plan. All decisions of the Plan Administrator with respect to any question or issue arising under the Plan or this Agreement shall be conclusive and binding on all persons having an interest in the Award.

13. **Governing Law.** The interpretation, performance and enforcement of this Agreement shall be governed by the laws of the Commonwealth of Pennsylvania without resort to Pennsylvania's conflict-of-laws rules.

14. **Employment at Will.** Nothing in this Agreement or in the Plan shall confer upon Participant any right to continue in Service for any period of specific duration or interfere with or otherwise restrict in any way the rights of the Corporation (or any Parent or Subsidiary employing or retaining Participant) or of Participant, which rights are hereby expressly reserved by each, to terminate Participant's Service at any time for any reason, with or without cause, unless such rights have otherwise been limited pursuant to a separate agreement between the Corporation (or any Parent or Subsidiary) and Participant.

IN WITNESS WHEREOF, the parties have executed this Agreement on the Award Date indicated above.

KOPPERS HOLDINGS INC.

By: \_\_\_\_\_

Title: \_\_\_\_\_

**PARTICIPANT**

Signature: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

APPENDIX A

DEFINITIONS

The following definitions shall be in effect under the Agreement:

A. Affiliate means any entity that, directly or through one or more intermediaries, is controlled by the Corporation, and any entity in which the Corporation has a significant equity interest as determined by the Plan Administrator.

B. Agreement shall mean this Restricted Stock Unit Issuance Agreement.

C. Award shall mean the award of restricted stock units made to Participant pursuant to the terms of this Agreement.

D. Award Date shall mean the date the restricted stock units are awarded to Participant pursuant to the Agreement and shall be the date indicated in Paragraph 1 of the Agreement.

E. Board shall mean the Corporation's Board of Directors.

F. Change in Control of the Corporation shall have occurred in the event that:

(i) a person, partnership, joint venture, corporation or other entity, or two or more of any of the foregoing acting as a "person" within the meaning of Sections 13(d)(3) of the 1934 Act, other than the Corporation, a majority-owned subsidiary of the Corporation or an employee benefit plan of the Corporation or such subsidiary (or such plan's related trust), become(s) the "beneficial owner" (as defined in Rule 13d-3 under the Act) of fifty percent (50%) or more of the then outstanding voting stock of the Corporation;

(ii) during any period of two consecutive years, individuals who at the beginning of such period constitute the Board (together with any new Board member whose election by the Corporation's Board or whose nomination for election by the Corporation's stockholders, was approved by a vote of at least two-thirds of the Board members then still in office who either were Board members at the beginning of such period or whose election or nomination for election was previously so approved) cease for any reason to constitute a majority of the Board members then in office;

(iii) all or substantially all of the business of the Corporation is disposed of pursuant to a merger, consolidation or other transaction in which the Corporation is not the surviving corporation or the Corporation combines with another company and is the surviving corporation (unless the Corporation's stockholders immediately following such merger, consolidation, combination, or other transaction beneficially own, directly or indirectly, more than fifty percent (50%) of the aggregate voting stock or other ownership interests of (x) the entity or entities, if any, that succeed to the business of the Corporation or (y) the combined company);

(iv) the closing of the sale of all or substantially all of the assets of the Corporation or a liquidation or dissolution of the Corporation; or

(v) the acquisition, directly or indirectly, by any person or related group of persons (other than the Corporation or a person that directly or indirectly controls, is controlled by, or is under common control with, the Corporation of beneficial ownership (within the meaning of Rule 13d-3 of the Act) of securities possessing more than twenty percent (20%) of the total combined voting power of the Corporation's outstanding securities pursuant to a tender or exchange offer made directly to the Corporation's stockholders which the Board does not recommend such stockholders to accept.

G. Code shall mean the Internal Revenue Code of 1986, as amended.

H. Common Stock shall mean shares of the Corporation's common stock.

I. Corporation shall mean Koppers Holdings Inc., a Pennsylvania corporation, and any successor corporation to all or substantially all of the assets or voting stock of Koppers Holdings Inc. which shall by appropriate action adopt the Plan.

J. Employee shall mean an individual who is in the employ of the Corporation (or any Parent or Subsidiary), subject to the control and direction of the employer entity as to both the work to be performed and the manner and method of performance.

K. Fair Market Value per share of Common Stock on any relevant date shall be determined in accordance with the following provisions:

(i) If the Common Stock is at the time traded on the Nasdaq Global Market, then the Fair Market Value shall be the closing selling price per share of Common Stock at the close of regular hours trading (i.e., before after-hours trading begins) on the Nasdaq Global Market on the date in question, as such price is reported by the National Association of Securities Dealers for that particular Stock Exchange. If there is no closing selling price for the Common Stock on the date in question, then the Fair Market Value shall be the closing selling price on the last preceding date for which such quotation exists.

(ii) If the Common Stock is at the time listed on any other Stock Exchange, then the Fair Market Value shall be the closing selling price per share of Common Stock at the close of regular hours trading (i.e., before after-hours trading begins) on the date in question on the Stock Exchange determined by the Plan Administrator to be the primary market for the Common Stock, as such price is officially quoted in the composite tape of transactions on such exchange. If there is no closing selling price for the Common Stock on the date in question, then the Fair Market Value shall be the closing selling price on the last preceding date for which such quotation exists.

L. Misconduct shall mean the commission of any act of fraud, embezzlement or dishonesty by Participant, any unauthorized use or disclosure by Participant of confidential information or trade secrets of the Corporation (or any Parent or Subsidiary), or

any other intentional misconduct by Participant adversely affecting the business or affairs of the Corporation (or any Parent or Subsidiary) in a material manner. The foregoing definition shall not in any way preclude or restrict the right of the Corporation (or any Parent or Subsidiary) to discharge or dismiss Participant or any other person in the Service of the Corporation (or any Parent or Subsidiary) for any other acts or omissions, but such other acts or omissions shall not be deemed, for purposes of the Plan or this Agreement, to constitute grounds for termination for Misconduct.

M. 1934 Act shall mean the Securities Exchange Act of 1934, as amended from time to time.

N. Participant shall mean the person to whom the Award is made pursuant to the Agreement.

O. Parent shall mean any corporation (other than the Corporation) in an unbroken chain of corporations ending with the Corporation, provided each corporation in the unbroken chain (other than the Corporation) owns, at the time of the determination, stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

P. Permanent Disability shall mean the inability of a Participant to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which is expected to result in death or to be of continuous duration of twelve (12) months or more.

Q. Plan shall mean the Corporation's Amended and Restated 2005 Long-Term Incentive Plan.

R. Plan Administrator shall mean the committee(s) designated by the Board to administer the Plan.

S. Retirement shall mean Participant's voluntary termination from Service (i) on or after his attainment of age sixty five (65), (ii) on or after his attainment of age sixty (60) with at least twenty-five (25) years of service, or (iii) on or after his attainment of age 55 with at least ten (10) years of service, or involuntary termination from Service with at least thirty (30) years of service other than in connection with a termination for Misconduct. "Years of service" means Participant's total number of years of "accumulated service" as such term is defined with respect to salaried employees under the Retirement Plan for Koppers Inc. (regardless of whether Participant is eligible to receive a benefit under such plan).

T. Service shall mean Participant's performance of services for the Corporation (or any Parent or Subsidiary) in the capacity of an Employee, a non-employee member of the board of directors or a consultant or independent advisor. For purposes of this Agreement, Participant shall be deemed to cease Service immediately upon the occurrence of either of the following events: (i) Participant no longer performs services in any of the foregoing capacities for the Corporation (or any Parent or Subsidiary) or (ii) the entity for which Participant performs such services ceases to remain a Parent or Subsidiary of the Corporation, even though Participant may subsequently continue to perform services for that entity. Service shall not be deemed to cease during a period of military leave, sick leave or other personal leave approved by the Corporation; provided, however, that except to the extent otherwise required by

law or expressly authorized by the Plan Administrator or by the Corporation's written policy on leaves of absence, no Service credit shall be given for vesting purposes for any period Participant is on a leave of absence.

U. Stock Exchange shall mean the American Stock Exchange, the Nasdaq Global Market or the New York Stock Exchange.

V. Subsidiary shall mean any corporation (other than the Corporation) in an unbroken chain of corporations beginning with the Corporation, provided each corporation (other than the last corporation) in the unbroken chain owns, at the time of the determination, stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

W. Withholding Taxes shall mean the federal, state and local income and employment taxes required to be withheld by the Corporation in connection with the vesting and concurrent issuance of the shares of Common Stock under the Award, including any additional shares resulting from the dividend equivalent right provisions of the Award.

## KOPPERS HOLDINGS INC.

RESTRICTED STOCK UNIT ISSUANCE AGREEMENT - PERFORMANCE VESTING

## RECITALS

A. The Board has adopted the Plan for the purpose of retaining the services of selected Employees, non-employee members of the Board (or the board of directors of any Parent or Subsidiary) and consultants and other independent advisors who provide services to the Corporation (or any Parent or Subsidiary).

B. Participant is to render valuable services to the Corporation (or a Parent or Subsidiary), and this Agreement is executed pursuant to, and is intended to carry out the purposes of, the Plan in connection with the Corporation's issuance of shares of Common Stock to Participant under the Plan.

C. All capitalized terms in this Agreement shall have the meaning assigned to them in the attached Appendix A.

NOW, THEREFORE, it is hereby agreed as follows:

1. Grant of Restricted Stock Units. The Corporation hereby awards to Participant, as of the Award Date, Restricted Stock Units under the Plan. Except as otherwise provided in this Agreement, the Restricted Stock Units shall vest on \_\_\_\_\_, 20\_\_, provided (i) the Participant continues in Service until \_\_\_\_\_, 20\_\_ and (ii) the pre-established performance objective tied to the Corporation's Cumulative Koppers Value Added (as defined in Schedule I attached hereto) measured over a specified period is attained. Each Restricted Stock Unit which so vests shall entitle Participant to receive one share of Common Stock on the specified issue date. The number of shares of Common Stock subject to the awarded Restricted Stock Units, the applicable performance target for the vesting of those shares, the alternative and special vesting provisions which may become applicable to such shares, the date on which the vested shares shall become issuable to Participant and the remaining terms and conditions governing the award (the "Award") shall be as set forth in this Agreement.

## AWARD SUMMARY

Award Date: \_\_\_\_\_, 20\_\_

Target Number of Shares Subject to Award: \_\_\_\_\_ shares of Common Stock (the "Shares"); provided, however, that the actual number of Restricted Stock Units shall be determined in accordance with the provisions of Schedule I attached hereto.

Vesting Schedule: The Shares shall vest on \_\_\_\_\_, 20\_\_\_, provided (i) the Participant continues in Service until \_\_\_\_\_, 20\_\_\_ and (ii) the Performance Objective set forth in the attached Schedule I is attained over the Measurement Period. However, the Shares may also vest in accordance with the special vesting provisions of Paragraph 5 of this Agreement.

Issuance Schedule: The Shares in which Participant vests in accordance with the foregoing Vesting Schedule shall become issuable on \_\_\_\_\_, 20\_\_\_ (or upon the date of an earlier Change in Control, or six months after the date of an earlier involuntary termination other than for Misconduct following a Change in Control, if so provided herein) (the "Issue Date"). The actual issuance of the Shares shall be subject to the Corporation's collection of all applicable Withholding Taxes and shall be effected on the applicable Issue Date or as soon as administratively practicable thereafter, but in no event later than the close of the calendar year in which such Issue Date occurs or (if later) the fifteenth (15th) day of the third (3rd) calendar month following such Issue Date. The procedures pursuant to which the applicable Withholding Taxes are to be collected are set forth in Paragraph 7 of this Agreement.

2. Limited Transferability. Prior to the actual issuance of the Shares which vest hereunder, Participant may not transfer any interest in the Award or the underlying Shares; provided, however, any Shares which vest hereunder but which otherwise remain unissued at the time of Participant's death may be transferred pursuant to the provisions of Participant's will or the laws of inheritance or to Participant's designated beneficiary or beneficiaries of this Award. Participant may make a beneficiary designation for this Award at any time by filing the appropriate form with the Plan Administrator or its designee.

3. Cessation of Service. Except as otherwise provided in Paragraph 5 below, should Participant cease Service for any reason prior to vesting in one or more Shares subject to this Award, then the Award will be immediately cancelled with respect to those unvested Shares, and the number of Restricted Stock Units will be reduced accordingly. Participant shall thereupon cease to have any right or entitlement to receive any Shares under those cancelled units.

#### 4. Stockholder Rights and Dividend Equivalents

(a) The holder of this Award shall not have any stockholder rights, including voting or dividend rights, with respect to the Shares subject to the Award until Participant becomes the record holder of those Shares following their actual issuance upon the Corporation's collection of the applicable Withholding Taxes.

(b) Notwithstanding the foregoing, should any stock dividend, whether regular or extraordinary, be declared and paid on the outstanding Common Stock while one or more Shares remain subject to this Award (i.e., those Shares are not otherwise issued and outstanding for purposes of entitlement to the dividend or distribution), then Participant shall automatically be credited with an additional number of Restricted Stock Units equal to the number of shares of Common Stock which would have been paid on the Shares (plus the number of additional shares previously credited to Participant pursuant to the dividend equivalent right provisions of this Paragraph 4) at the time subject to this Award had those



Shares been actually issued and outstanding and entitled to that dividend. The additional Restricted Stock Units so credited shall vest at the same time as the Shares to which they relate and shall be distributed to Participant concurrently with the issuance of those Shares on the applicable Issue Date. However, each such distribution shall be subject to the Corporation's collection of the Withholding Taxes applicable to that distribution.

(c) Notwithstanding the foregoing, should any cash dividend, whether regular or extraordinary, be declared and paid on the outstanding Common Stock while one or more Shares remain subject to this Award (i.e., those Shares are not otherwise issued and outstanding for purposes of entitlement to the dividend or distribution), then a special book account shall be established for Participant and credited with a dollar amount equal to the amount of that dividend paid per share multiplied by the number of Restricted Stock Units at the time subject to this Award (plus the number of additional shares previously credited to Participant pursuant to the dividend equivalent right provisions of this Paragraph 4) as of the record date for the dividend. As of the first business day in January each year, the cash dividend amounts credited to the special book account during the immediately preceding calendar year shall be converted into a book entry of an additional number of Restricted Stock Units determined by dividing (i) those cash dividend equivalent amounts by (ii) the average of the Fair Market Value per share of Common Stock on each of the dates in the immediately preceding calendar year on which those dividends on the outstanding Common Stock were paid. The additional Restricted Stock Units so credited shall vest at the same time as the Shares to which they relate and shall be distributed to Participant concurrently with the issuance of those Shares on the applicable Issue Date. However, each such distribution shall be subject to the Corporation's collection of the Withholding Taxes applicable to that distribution.

5. Special Vesting/Change in Control.

(a) Should Participant's Service terminate by reason of his or her Retirement, death or Permanent Disability prior to \_\_\_\_\_, 20\_\_, then on \_\_\_\_\_, 20\_\_, Participant shall vest in a number of Shares equal to the number of Shares (if any) in which Participant would have been vested at \_\_\_\_\_, 20\_\_ had Participant continued in the Corporation's Service through \_\_\_\_\_, 20\_\_ multiplied by a fraction, the numerator of which is the number of full months of Service Participant completed between the Award Date and the termination of Participant's Service, and the denominator of which is thirty-six (36). In the event of the termination of Participant's Service due to Participant's Retirement, such vesting shall be conditioned upon Participant's compliance with the conditions of Section 9 through \_\_\_\_\_, 20\_\_.

(b) Any Restricted Stock Units subject to this Award at the time of a Change in Control may be assumed by the successor entity or otherwise continued in full force and effect or may be replaced with a cash retention program of the successor entity which preserves the Fair Market Value of the unvested shares of Common Stock subject to the Award at the time of the Change in Control and provides for subsequent payout of that value in accordance with the same (or more favorable) vesting schedule in effect for the Award at the time of such Change in Control. In the event of such assumption or continuation of the Award or such replacement of the Award with a cash retention program, no accelerated vesting of the Restricted Stock Units shall occur at the time of the Change in Control. However, in the event that the Change in Control occurs prior to the end of the Measurement Period, the vesting provisions in effect for the Award following the Change in Control shall no longer be tied to the attainment of the full Performance Objective set forth in Schedule I and shall instead be

converted into the following vesting schedule: The Award (whether in its assumed or continued form or as converted into a cash retention program) shall vest with respect to the number of Shares (or the amount of cash) determined under Section 5(c) below upon Participant's continuation in Service through \_\_\_\_\_, 20\_\_\_. Following the completion of such Service vesting period, the securities, cash or other property underlying the vested Award shall be issued on the applicable Issue Date. The Award may also vest in accordance with the special vesting provisions of Paragraphs 5(a) and (e) of this Agreement.

(c) In the event the Award is assumed or otherwise continued in effect, the Restricted Stock Units subject to the Award shall be adjusted immediately after the consummation of the Change in Control so as to apply to the number and class of securities into which the Shares subject to those units immediately prior to the Change in Control would have been converted in consummation of that Change in Control had those Shares actually been issued and outstanding at that time. However, in the event that the Change in Control occurs within the first twelve (12) months of the Measurement Period, the Award shall remain outstanding and eligible for Service vesting under the terms of this Agreement with respect only to the number of Shares (as so adjusted) that would have been earned pursuant to the Performance Objective identified in Schedule I if the Corporation's performance at the end of the Measurement Period was at the Target level. In the event that the Change in Control occurs on or after the first day of the thirteenth (13th) month of the Measurement Period and prior to the end of the Measurement Period, the Award shall remain outstanding and eligible for Service vesting under the terms of this Agreement only with respect to the number of Shares (as so adjusted) that would have been earned pursuant to the Performance Objective identified in Schedule I (pro-rated through the date of the Change in Control) based on the Corporation's actual performance through the effective date of the Change in Control. To the extent the actual holders of the outstanding Common Stock receive cash consideration for their Common Stock in consummation of the Change in Control, the successor corporation (or parent entity) may, in connection with the assumption or continuation of the Restricted Stock Units subject to the Award at that time, substitute one or more shares of its own common stock with a fair market value equivalent to the cash consideration paid per share of Common Stock in the Change in Control transaction, provided such common stock is readily tradable on an established U.S. securities exchange or market. In the event the Award is converted into a cash retention program, the amount of cash subject to the Award under such program shall be equal to the value of the number of Shares determined in accordance with the foregoing provisions of this Section 5(c) as of the effective date of the Change in Control (based on the per-share value of the consideration received by holders of the outstanding Common Stock in connection with the Change in Control), plus credited interest or earnings through the Issue Date as determined under the terms of such cash retention program.

(d) If (i) the Change in Control occurs on or after the end of the Measurement Period but prior to \_\_\_\_\_, 20\_\_ or (ii) if the Change in Control occurs prior to the end of the Measurement Period but the Restricted Stock Units subject to this Award at the time of the Change in Control are not assumed or otherwise continued in effect or replaced with a cash retention program in accordance with Paragraph 5(b), then (i) if the Change in Control occurs within the first twelve (12) months of the Measurement Period, a number of units equal to the number of Shares that would have been earned pursuant to the Performance Objective identified in Schedule I if the Corporation's performance at the end of the Measurement Period was at the Target level (less any Shares in which Participant is at the time vested) will vest immediately prior to the closing of the Change in Control and (ii) if the

Change in Control occurs on or after the first day of the thirteenth (13th) month of the Measurement Period, a number of units equal to the number of Shares that have been earned pursuant to the Performance Objective identified in Schedule I (pro-rated through the date of the Change in Control if it occurs prior to the end of the Measurement Period) based on the Corporation's actual performance through the earlier of the effective date of the Change in Control or the end of the Measurement Period will vest immediately prior to the closing of the Change in Control. The Shares that vest under this subparagraph (d) will be issued on the Issue Date triggered by the Change in Control (or otherwise converted into the right to receive the same consideration per share of Common Stock payable to the other stockholders of the Corporation in consummation of that Change in Control and distributed at the same time as such stockholder payments), subject to the Corporation's collection of the applicable Withholding Taxes pursuant to the provisions of Paragraph 7. For purposes of this Section 5(d), the Issue Date shall be the effective date of the Change in Control so long as it qualifies as a "change in the ownership or effective control" of the Corporation within the meaning of Section 409A(a)(2)(A)(v) of the Code and regulations thereunder. If it does not so qualify, the Issue Date shall be \_\_\_\_\_, 20\_\_.

(e) Upon an involuntary termination of Participant's Service for reasons other than Misconduct within twenty-four (24) months following a Change in Control transaction which does not otherwise result in the accelerated vesting of the Restricted Stock Units pursuant to the provisions of subparagraph (d) of this Paragraph 5 and prior to \_\_\_\_\_, 20\_\_, a number of units equal to the number of Shares that would have been earned pursuant to Section 5(c) shall vest on such date of termination. Any unvested cash account maintained on Participant's behalf pursuant to the cash retention program established in accordance with subparagraph (b) of this Paragraph 5 shall also vest at the time of such involuntary termination. The Issue Date for such vested Shares or cash shall be six months after the date of termination (or, if earlier, \_\_\_\_\_, 20\_\_), so long as the Change in Control qualifies as a "change in the ownership or effective control" of the Corporation within the meaning of Section 409A(a)(2)(A)(v) of the Code and regulations thereunder. If it does not so qualify, the Issue Date shall be \_\_\_\_\_, 20\_\_.

(f) This Agreement shall not in any way affect the right of the Corporation to adjust, reclassify, reorganize or otherwise change its capital or business structure or to merge, consolidate, dissolve, liquidate or sell or transfer all or any part of its business or assets.

6. Adjustment in Shares. In the event of any of the following transactions affecting the outstanding shares of Common Stock as a class without the Corporation's receipt of consideration: any stock split, stock dividend, spin-off transaction, extraordinary distribution (whether in cash, securities or other property), recapitalization, combination of shares, exchange of shares or other similar transaction affecting the outstanding Common Stock as a class without the Corporation's receipt of consideration or in the event of a substantial reduction to the value of the outstanding shares of Common Stock by reason of a spin-off transaction or extraordinary distribution, then equitable adjustments shall be made to the total number and/or class of securities issuable pursuant to this Award in such manner as the Plan Administrator deems appropriate in order to reflect such change and thereby prevent the dilution or enlargement of benefits hereunder. In determining such adjustments, the Plan Administrator shall take into account any amounts credited to Participant pursuant to the dividend equivalent right provisions of Paragraph 4 in connection with such transaction, and the determination of the Plan Administrator shall be final, binding and conclusive.

## 7. Collection of Withholding Taxes.

(a) Upon the applicable Issue Date, the Corporation shall issue to or on behalf of Participant a certificate (which may be in electronic form) for the applicable number of underlying shares of Common Stock, subject, however, to the Corporation's collection of the applicable Withholding Taxes.

(b) Until such time as the Corporation provides Participant with written or electronic notice to the contrary, the Corporation shall collect Withholding Taxes required to be withheld with respect to the vesting or issuance of the vested Shares hereunder (including shares attributable to the dividend equivalent rights provided under Paragraph 4) through an automatic share withholding procedure pursuant to which the Corporation will withhold, at the time of such vesting or issuance, a portion of the Shares with a Fair Market Value (measured as of the vesting or issuance date, as applicable) equal to the amount of those taxes (including taxes resulting from such withholding) (the "Share Withholding Method"); provided, however, that the amount of any Shares so withheld shall not exceed the amount necessary to satisfy the Corporation's required tax withholding obligations using the minimum statutory withholding rates for federal and state tax purposes that are applicable to supplemental taxable income. Participant shall be notified in writing or electronically in the event such Share Withholding Method is no longer available.

(c) Should any Shares (including shares attributable to the dividend equivalent rights provided under Paragraph 4) vest or be issued at a time when the Share Withholding Method is not available, then the Withholding Taxes required to be withheld with respect to those Shares shall be collected from Participant through either of the following alternatives:

- Participant's delivery of his or her separate check payable to the Corporation in the amount of such taxes, or
- the use of the proceeds from a next-day sale of the Shares issued to Participant, provided and only if (i) such a sale is permissible under the Corporation's trading policies governing the sale of Common Stock, (ii) Participant makes an irrevocable commitment, on or before the Issue Date for those Shares, to effect such sale of the Shares and (iii) the transaction is not otherwise deemed to constitute a prohibited loan under Section 402 of the Sarbanes-Oxley Act of 2002.

(d) Except as otherwise provided in Paragraph 5 and Paragraph 4, the settlement of all Restricted Stock Units which vest under the Award shall be made solely in shares of Common Stock. In no event, however, shall any fractional shares be issued. Accordingly, the total number of shares of Common Stock to be issued pursuant to the Award shall, to the extent necessary, be rounded down to the next whole share in order to avoid the issuance of a fractional share.

8. Compliance with Laws and Regulations. The issuance of shares of Common Stock pursuant to the Award shall be subject to compliance by the Corporation and Participant

with all applicable requirements of law relating thereto and with all applicable regulations of any stock exchange on which the Common Stock may be listed for trading at the time of such issuance.

9. Additional Conditions.

(a) The Corporation may cancel this Award, and Participant shall cease to have any further right to the underlying shares at any time Participant is not in compliance with this Agreement, the Plan and the following conditions:

(i) Participant shall not render services for any organization or engage, directly or indirectly, in any business which, in the judgment of the Plan Administrator or, if delegated by the Plan Administrator to the Chief Executive Officer, in the judgment of such officer, is or becomes competitive with the Corporation or any Affiliate, or which is or becomes otherwise prejudicial to or in conflict with the interests of the Corporation or any Affiliate. Such judgment shall be based on Participant's positions and responsibilities while employed by the Corporation or an Affiliate, Participant's post-Service responsibilities and position with the other organization or business, the extent of past, current and potential competition or conflict between the Corporation or an Affiliate and the other organization or business, the effect on customers, suppliers and competitors of Participant's assuming the post-Service position and such other considerations as are deemed relevant given the applicable facts and circumstances. Participant shall be free, however, to purchase as an investment or otherwise, stock or other securities of such organization or business so long as they are listed upon a recognized securities exchange or traded over the counter, and such investment does not represent a substantial investment to Participant or a greater than one percent (1%) equity interest in the organization or business.

(ii) Participant shall not, without prior written authorization from the Corporation, disclose to anyone outside the Corporation, or use in other than the Corporation's business, any secret or confidential information, knowledge or data, relating to the business of the Corporation or an Affiliate in violation of his or her agreement with the Corporation or the Affiliate.

(iii) Participant shall disclose promptly and assign to the Corporation or the Affiliate all right, title and interest in any invention or idea, patentable or not, made or conceived by Participant during employment by the Corporation or the Affiliate, relating in any manner to the actual or anticipated business, research or development work of the Corporation or the Affiliate and shall do anything reasonably necessary to enable the Corporation or the Affiliate to secure a patent where appropriate in the United States and in foreign countries.

(iv) Participant shall not in any way, directly or indirectly (a) induce or attempt to induce any employee of the Corporation to quit employment with the Corporation; (b) otherwise interfere with or disrupt the Corporation's relationship with its employees; (c) solicit, entice, or hire away any employee of the Corporation; or (d) hire or engage any employee of the Corporation or any former employee of the Company whose employment with the Corporation ceased less than one (1) year before the date of such hiring or engagement.

(v) Participant will not divert or attempt to divert from the Corporation any business the Corporation had enjoyed or solicited from its customers during the two (2) years prior to the diversion or attempted diversion of such business.

(vi) Participant shall not make any disparaging statements about the Corporation to any of the Corporation's past, present, or future customers, employees, clients, contractors, vendors, or to the media or to any other person either orally or by any other medium of communication, including internet communication. As used herein, the term "disparaging statement" means any communication, oral or written, which would cause or tend to cause humiliation or embarrassment or to cause a recipient of such communication to question the business condition, integrity, product, service, quality, confidence, or good character of the Corporation.

(b) Notwithstanding any other provision of the Plan or this Agreement, the Plan Administrator in its sole discretion may cancel this Award at any time prior to the issuance of the Shares, if the employment of Participant shall be terminated, other than by reason of death, unless the conditions in this Section 9 are met.

(c) Failure to comply with the conditions of this Section 9 prior to, or during the six months after, any payment or delivery pursuant to this Award shall cause the issuance of the Shares to be rescinded. The Corporation shall notify Participant in writing of any such rescission within two (2) years after such delivery of the Shares and within ten (10) days after receiving such notice, Participant shall either return the delivered Shares to the Corporation or pay to the Corporation the amount of the proceeds recognized upon any sale or other disposition of those Shares.

(d) Upon delivery of the Shares pursuant to this Award, the Plan Administrator may require Participant to certify on a form acceptable to the Plan Administrator, that Participant is in compliance with the terms and conditions of the Plan and this Agreement.

(e) This Award, and the right to receive and retain any Shares or cash payments covered by this Award, shall be subject to rescission, cancellation or recoupment, in whole or part, if and to the extent so provided under any "clawback" or similar policy of the Corporation in effect on the Award Date or that may be established thereafter, including any modification or amendment thereto.

10. Notices. Any notice required to be given or delivered to the Secretary of the Corporation under the terms of this Agreement shall be in writing and addressed to the Corporation at its principal corporate office at 436 Seventh Avenue, Pittsburgh, PA 15219. Except to the extent electronic notice is expressly authorized hereunder, any notice required to be given or delivered to Participant shall be in writing and addressed to Participant at the address indicated below Participant's signature line on this Agreement. All notices shall be deemed effective upon personal delivery (or electronic delivery to the extent authorized hereunder) or upon deposit in the U.S. mail, postage prepaid and properly addressed to the party to be notified.

11. Successors and Assigns. Except to the extent otherwise provided in this Agreement, the provisions of this Agreement shall inure to the benefit of, and be binding upon, the Corporation and its successors and assigns and Participant, Participant's assigns, the legal representatives, heirs and legatees of Participant's estate and any beneficiaries of the Award designated by Participant.

12. Construction. This Agreement and the Award evidenced hereby are made and granted pursuant to the Plan and are in all respects limited by and subject to the terms of the Plan. All decisions of the Plan Administrator with respect to any question or issue arising under the Plan or this Agreement shall be conclusive and binding on all persons having an interest in the Award.

13. Governing Law. The interpretation, performance and enforcement of this Agreement shall be governed by the laws of the Commonwealth of Pennsylvania without resort to Pennsylvania's conflict-of-laws rules.

14. Employment at Will. Nothing in this Agreement or in the Plan shall confer upon Participant any right to continue in Service for any period of specific duration or interfere with or otherwise restrict in any way the rights of the Corporation (or any Parent or Subsidiary employing or retaining Participant) or of Participant, which rights are hereby expressly reserved by each, to terminate Participant's Service at any time for any reason, with or without cause, unless such rights are otherwise limited pursuant to a separate agreement between the Corporation (or any Parent or Subsidiary) and Participant.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first indicated above.

KOPPERS HOLDINGS INC.

By: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_, PARTICIPANT

Signature: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_



APPENDIX A

DEFINITIONS

The following definitions shall be in effect under the Agreement:

A. Affiliate means any entity that, directly or through one or more intermediaries, is controlled by the Corporation, and any entity in which the Corporation has a significant equity interest as determined by the Plan Administrator.

B. Agreement shall mean this Restricted Stock Unit Issuance Agreement.

C. Award shall mean the award of restricted stock units made to Participant pursuant to the terms of this Agreement.

D. Award Date shall mean the date the restricted stock units are awarded to Participant pursuant to the Agreement and shall be the date indicated in Paragraph 1 of the Agreement.

E. Board shall mean the Corporation's Board of Directors.

F. Change in Control of the Corporation shall have occurred in the event that:

(i) a person, partnership, joint venture, corporation or other entity, or two or more of any of the foregoing acting as a "person" within the meaning of Sections 13(d)(3) of the 1934 Act, other than the Corporation, a majority-owned subsidiary of the Corporation or an employee benefit plan of the Corporation or such subsidiary (or such plan's related trust), become(s) the "beneficial owner" (as defined in Rule 13d-3 under the Act) of fifty percent (50%) or more of the then outstanding voting stock of the Corporation;

(ii) during any period of two consecutive years, individuals who at the beginning of such period constitute the Board (together with any new Board member whose election by the Corporation's Board or whose nomination for election by the Corporation's stockholders, was approved by a vote of at least two-thirds of the Board members then still in office who either were Board members at the beginning of such period or whose election or nomination for election was previously so approved) cease for any reason to constitute a majority of the Board members then in office;

(iii) all or substantially all of the business of the Corporation is disposed of pursuant to a merger, consolidation or other transaction in which the Corporation is not the surviving corporation or the Corporation combines with another company and is the surviving corporation (unless the Corporation's stockholders immediately following such merger, consolidation, combination, or other transaction beneficially own, directly or indirectly, more than fifty percent (50%) of the aggregate voting stock or other ownership interests of (x) the entity or entities, if any, that succeed to the business of the Corporation or (y) the combined company);

(iv) the closing of the sale of all or substantially all of the assets of the Corporation or a liquidation or dissolution of the Corporation; or

(v) the acquisition, directly or indirectly, by any person or related group of persons (other than the Corporation or a person that directly or indirectly controls, is controlled by, or is under common control with, the Corporation of beneficial ownership (within the meaning of Rule 13d-3 of the Act) of securities possessing more than twenty percent (20%) of the total combined voting power of the Corporation's outstanding securities pursuant to a tender or exchange offer made directly to the Corporation's stockholders which the Board does not recommend such stockholders to accept.

G. Code shall mean the Internal Revenue Code of 1986, as amended.

H. Common Stock shall mean shares of the Corporation's common stock.

I. Corporation shall mean Koppers Holdings Inc., a Pennsylvania corporation, and any successor corporation to all or substantially all of the assets or voting stock of Koppers Holdings Inc. which shall by appropriate action adopt the Plan.

J. Employee shall mean an individual who is in the employ of the Corporation (or any Parent or Subsidiary), subject to the control and direction of the employer entity as to both the work to be performed and the manner and method of performance.

K. Fair Market Value per share of Common Stock on any relevant date shall be determined in accordance with the following provisions:

(i) If the Common Stock is at the time traded on the Nasdaq Global Market, then the Fair Market Value shall be the closing selling price per share of Common Stock at the close of regular hours trading (i.e., before after-hours trading begins) on the Nasdaq Global Market on the date in question, as such price is reported by the National Association of Securities Dealers for that particular Stock Exchange. If there is no closing selling price for the Common Stock on the date in question, then the Fair Market Value shall be the closing selling price on the last preceding date for which such quotation exists.

(ii) If the Common Stock is at the time listed on any other Stock Exchange, then the Fair Market Value shall be the closing selling price per share of Common Stock at the close of regular hours trading (i.e., before after-hours trading begins) on the date in question on the Stock Exchange determined by the Plan Administrator to be the primary market for the Common Stock, as such price is officially quoted in the composite tape of transactions on such exchange. If there is no closing selling price for the Common Stock on the date in question, then the Fair Market Value shall be the closing selling price on the last preceding date for which such quotation exists.

L. Measurement Period shall mean the period over which the Performance Objective is to be measured. That period shall be the two (2)-year period measured from \_\_\_\_\_, 20\_\_ to \_\_\_\_\_, 20\_\_.

M. Misconduct shall mean the commission of any act of fraud, embezzlement or dishonesty by Participant, any unauthorized use or disclosure by Participant of confidential information or trade secrets of the Corporation (or any Parent or Subsidiary), or any other intentional misconduct by Participant adversely affecting the business or affairs of the Corporation (or any Parent or Subsidiary) in a material manner. The foregoing definition shall not in any way preclude or restrict the right of the Corporation (or any Parent or Subsidiary) to discharge or dismiss Participant or any other person in the Service of the Corporation (or any Parent or Subsidiary) for any other acts or omissions, but such other acts or omissions shall not be deemed, for purposes of the Plan or this Agreement, to constitute grounds for termination for Misconduct.

N. 1934 Act shall mean the Securities Exchange Act of 1934, as amended from time to time.

O. Participant shall mean the person to whom the Award is made pursuant to the Agreement.

P. Parent shall mean any corporation (other than the Corporation) in an unbroken chain of corporations ending with the Corporation, provided each corporation in the unbroken chain (other than the Corporation) owns, at the time of the determination, stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

Q. Permanent Disability shall mean the inability of Participant to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which is expected to result in death or to be of continuous duration of twelve (12) months or more.

R. Plan shall mean the Corporation's Amended and Restated 2005 Long-Term Incentive Plan.

S. Plan Administrator shall mean the committee(s) designated by the Board to administer the Plan.

T. Retirement shall mean Participant's voluntary termination from Service (i) on or after his attainment of age sixty five (65), (ii) on or after his attainment of age sixty (60) with at least twenty-five (25) years of service, or (iii) on or after his attainment of age 55 with at least ten (10) years of service, or involuntary termination from Service with at least thirty (30) years of service other than in connection with a termination for Misconduct. "Years of service" means Participant's total number of years of "accumulated service" as such term is defined with respect to salaried employees under the Retirement Plan for Koppers Inc. (regardless of whether Participant is eligible to receive a benefit under such plan).

U. Service shall mean Participant's performance of services for the Corporation (or any Parent or Subsidiary) in the capacity of an Employee, a non-employee member of the board of directors or a consultant or independent advisor. For purposes of this Agreement, Participant shall be deemed to cease Service immediately upon the occurrence of either of the following events: (i) Participant no longer performs services in any of the foregoing capacities for the Corporation (or any Parent or Subsidiary) or (ii) the entity for which Participant performs such services ceases to remain a Parent or Subsidiary of the Corporation, even though

Participant may subsequently continue to perform services for that entity. Service shall not be deemed to cease during a period of military leave, sick leave or other personal leave approved by the Corporation; provided, however, that except to the extent otherwise required by law or expressly authorized by the Plan Administrator or by the Corporation's written policy on leaves of absence, no Service credit shall be given for vesting purposes for any period the Participant is on a leave of absence.

V. Stock Exchange shall mean the American Stock Exchange, the Nasdaq Global Market or the New York Stock Exchange.

W. Subsidiary shall mean any corporation (other than the Corporation) in an unbroken chain of corporations beginning with the Corporation, provided each corporation (other than the last corporation) in the unbroken chain owns, at the time of the determination, stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

X. Withholding Taxes shall mean the federal, state and local income and employment taxes required to be withheld by the Corporation in connection with the vesting and concurrent issuance of the shares of Common Stock under the Award, including any additional shares resulting from the dividend equivalent right provisions of the Award.

SCHEDULE I

PERFORMANCE OBJECTIVE

One hundred percent (100%) of the Restricted Stock Units shall vest on \_\_\_\_\_, 20\_\_, provided (i) the Participant continues in Service until \_\_\_\_\_, 20\_\_ and (ii) the realization of "Cumulative Koppers Value Added" of \$ \_\_\_\_\_ over the two (2)-year period measured from \_\_\_\_\_, 20\_\_ to \_\_\_\_\_, 20\_\_ (the "Measurement Period").

The actual number of Restricted Stock Units to vest on \_\_\_\_\_, 20\_\_ (provided Participant continues in Service until \_\_\_\_\_, 20\_\_) shall be determined in accordance with the following chart:

| <u>Performance Level</u> | <u>Performance %<br/>of Target</u> | <u>Cumulative<br/>Koppers Value<br/>Added</u> | <u>% of<br/>Restricted<br/>Stock Units<br/>Vesting</u> |
|--------------------------|------------------------------------|---|--|
| Outstanding              | 120% or more                       | \$ _____                                      | 150%   |
| Target                   | 100%                               | \$ _____                                      | 100%   |
| Threshold                | 80%                                | \$ _____                                      | 50%  |
| Below Threshold          | less than 80%                      |   | 0%   |

If the Corporation's performance falls within the range of the Threshold and Target or the Target and Outstanding achievement levels, then the number of Restricted Stock Units will be calculated based on a linear interpolation between the 80% and 100% levels or the 100% and the 120% levels, respectively.

The term, "Cumulative Koppers Value Added" shall mean the cumulative Koppers Value Added over the Measurement Period.

The term "Koppers Value Added" shall mean the Corporation's earnings before the deduction of interest and taxes minus a capital charge of 15% times the amount of capital committed to the Corporation, subject to such exclusions as may be approved by the Corporation's Management Development and Compensation Committee in its discretion.

## KOPPERS HOLDINGS INC.

NOTICE OF GRANT OF STOCK OPTION

Notice is hereby given of the following option grant (the "Option") to purchase shares of the Common Stock of Koppers Holdings Inc. (the "Corporation"):

Optionee:

Grant Date:

Vesting Commencement Date:

Exercise Price:

Number of Option Shares:

Expiration Date:

Type of Option:                                Incentive Stock Option  
      X              Non-Statutory Stock Option

Exercise Schedule: The Option shall become exercisable for all of the Option Shares upon Optionee's completion of a consecutive three (3)-year period of Service measured from the Vesting Commencement Date. However, one or more Option Shares may be subject to accelerated vesting in accordance with Section 6 of the Stock Option Agreement. In no event shall the Option become exercisable for any additional Option Shares after Optionee's cessation of Service.

Optionee understands and agrees that the Option is granted subject to and in accordance with the terms of the Koppers Holdings Inc. Amended and Restated 2005 Long Term Incentive Plan (the "Plan"). Optionee further agrees to be bound by the terms of the Plan and the terms of the Option as set forth in the Stock Option Agreement attached hereto as Exhibit A. Optionee hereby acknowledges the receipt of a copy of the official prospectus for the Plan in the form attached hereto as Exhibit B. A copy of the Plan is available upon request made to the Corporate Secretary at the Corporation's principal offices.

Employment at Will. Nothing in this Notice or in the attached Stock Option Agreement or in the Plan shall confer upon Optionee any right to continue in Service for any period of specific duration or interfere with or otherwise restrict in any way the rights of the Corporation (or any Parent or Subsidiary employing or retaining Optionee) or of Optionee, which rights are hereby expressly reserved by each, to terminate Optionee's Service at any time for any reason, with or without cause, unless such rights have otherwise been limited pursuant to a separate agreement between the Corporation (or any Parent or Subsidiary) and the Participant.

Definitions. All capitalized terms in this Notice shall have the meaning assigned to them in this Notice or in the attached Stock Option Agreement.

DATED: \_\_\_\_\_

**KOPPERS HOLDINGS INC.**

By: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_

**OPTIONEE**

Address: \_\_\_\_\_

\_\_\_\_\_

**ATTACHMENTS**

**Exhibit A - Stock Option Agreement**

**Exhibit B - Plan Prospectus**

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**EXHIBIT A**

**STOCK OPTION AGREEMENT**



STOCK OPTION AGREEMENT

RECITALS

A. The Board has adopted the Plan for the purpose of retaining the services of selected Employees, non-employee members of the Board (or the board of directors of any Parent or Subsidiary) and consultants and other independent advisors who provide services to the Corporation (or any Parent or Subsidiary).

B. Optionee is to render valuable services to the Corporation (or a Parent or Subsidiary), and this Agreement is executed pursuant to, and is intended to carry out the purposes of, the Plan in connection with the Corporation's grant of an option to Optionee.

C. All capitalized terms in this Agreement shall have the meaning assigned to them in the attached Appendix.

NOW, THEREFORE, it is hereby agreed as follows:

1. Grant of Option. The Corporation hereby grants to Optionee, as of the Grant Date, an option to purchase up to the number of Option Shares specified in the Grant Notice. The Option Shares shall be purchasable from time to time during the option term specified in Paragraph 2 at the Exercise Price.

2. Option Term. This option shall have a maximum term of ten (10) years measured from the Grant Date and shall accordingly expire at the close of business on the Expiration Date, unless sooner terminated in accordance with Paragraph 5, 6 or 11.

3. Limited Transferability.

(a) This option shall be neither transferable nor assignable by Optionee other than by will or the laws of inheritance following Optionee's death and may be exercised, during Optionee's lifetime, only by Optionee. However, Optionee may designate one or more persons as the beneficiary or beneficiaries of this option, and this option shall, in accordance with such designation, automatically be transferred to such beneficiary or beneficiaries upon the Optionee's death while holding this option. Such beneficiary or beneficiaries shall take the transferred option subject to all the terms and conditions of this Agreement, including (without limitation) the limited time period during which this option may, pursuant to Paragraph 5, be exercised following Optionee's death.

(b) If this option is designated a Non-Statutory Option in the Grant Notice, then this option may be assigned in whole or in part during Optionee's lifetime to one or more of the Optionee's Family Members or to a trust established for the exclusive benefit of Optionee and/or one or more such Family Members, to the extent such assignment is in connection with the Optionee's estate plan or pursuant to a domestic relations order. The assigned portion shall be exercisable only by the person or persons who acquire a proprietary interest in the option pursuant to such assignment. The terms applicable to the assigned portion shall be the same as those in effect for this option immediately prior to such assignment.

4. Dates of Exercise. This option shall become exercisable for the Option Shares in one or more installments in accordance with the Exercise Schedule set forth in the Grant Notice. As the option becomes exercisable for such installments, those installments shall accumulate, and the option shall remain exercisable for the accumulated installments until the Expiration Date or sooner termination of the option term under Paragraph 5, 6 or 11.

5. Cessation of Service. The option term specified in Paragraph 2 shall terminate (and this option shall cease to be outstanding) prior to the Expiration Date should any of the following provisions become applicable:

(a) Except as otherwise provided in subparagraphs (b), (c), (d), (e) and (h) of this Paragraph 5, should Optionee cease to remain in Service for any reason while this option is outstanding, then Optionee (or any person or persons to whom this option is transferred pursuant to a permitted transfer under Paragraph 3) shall have a ninety (90)-day period measured from the date of such cessation of Service during which to exercise this option, but in no event shall this option be exercisable at any time after the Expiration Date.

(b) Should Optionee cease to remain in Service due to Optionee's voluntary resignation while this option is outstanding, then Optionee (or any person or persons to whom this option is transferred pursuant to a permitted transfer under Paragraph 3) shall have a thirty (30)-day period measured from the date of such cessation of Service during which to exercise this option, but in no event shall this option be exercisable at any time after the Expiration Date.

(c) Should Optionee die while this option is outstanding, then this option may be exercised by (i) the personal representative of Optionee's estate or (ii) the person or persons to whom the option is transferred pursuant to Optionee's will or the laws of inheritance following Optionee's death or to whom the option is transferred during Optionee's lifetime pursuant to a permitted transfer under Paragraph 3, as the case may be. However, if Optionee dies while holding this option and has an effective beneficiary designation in effect for this option at the time of his or her death, then the designated beneficiary or beneficiaries shall have the exclusive right to exercise this option following Optionee's death. Any such right to exercise this option shall lapse, and this option shall cease to be outstanding, upon the earlier of (i) the expiration of the twelve (12)-month period measured from the date of Optionee's death or (ii) the Expiration Date.

(d) Should Optionee cease Service by reason of Permanent Disability while this option is outstanding, then Optionee (or any person or persons to whom this option is transferred pursuant to a permitted transfer under Paragraph 3) shall have a twelve (12)-month period measured from the date of such cessation of Service during which to exercise this option. In no event shall this option be exercisable at any time after the Expiration Date.

(e) Should Optionee cease Service by reason of Retirement while this option is outstanding, then Optionee (or any person or persons to whom this option is transferred pursuant to a permitted transfer under Paragraph 3) shall have a three (3)-year period measured from the date of Optionee's Retirement during which to exercise this option. In no event shall this option be exercisable at any time after the Expiration Date.

(f) The applicable period of post-Service exercisability in effect pursuant to the foregoing provisions of this Paragraph 5 shall automatically be extended by an additional period of time equal in duration to any interval within such post-Service exercise period during which the exercise of this option or the immediate sale of the Option Shares acquired under this option cannot be effected in compliance with applicable federal and state securities laws, but in no event shall such an extension result in the extension of this option beyond the Expiration Date.

(g) During the limited period of post-Service exercisability, this option may not be exercised in the aggregate for more than the number of Option Shares for which this option is, at the time of Optionee's cessation of Service, vested and exercisable pursuant to the Exercise Schedule specified in the Grant Notice or the special vesting acceleration provisions of Paragraph 6. This option shall not vest or become exercisable for any additional Option Shares, whether pursuant to the normal Exercise Schedule specified in the Grant Notice or the special vesting acceleration provisions of Paragraph 6, following the Optionee's cessation of Service, except to the extent (if any) specifically authorized by the Plan Administrator pursuant to an express written agreement with the Optionee. Upon the expiration of such limited exercise period or (if earlier) upon the Expiration Date, this option shall terminate and cease to be outstanding for any exercisable Option Shares for which the option has not otherwise been exercised.

(h) Should Optionee's Service be terminated for Misconduct or should Optionee otherwise engage in any Misconduct while this option is outstanding, then this option shall terminate immediately and cease to remain outstanding.

#### 6. Special Acceleration of Option.

(a) Should the Optionee's Service terminate by reason of his or her Retirement, death or Permanent Disability, then the Optionee shall immediately vest in the additional number of Option Shares (if any) in which the Optionee would have been vested at the time of such termination had the Option Shares vested in a series of thirty-six (36) successive equal monthly installments over the duration of the Exercise Schedule.

(b) This option, to the extent outstanding at the time of a Change in Control but not otherwise fully exercisable, shall automatically accelerate so that this option shall, immediately prior to the effective date of such Change in Control, become exercisable for all of the Option Shares at the time subject to this option and may be exercised for any or all of those Option Shares as fully vested shares of Common Stock. However, this option shall *not* become exercisable on such an accelerated basis, if and to the extent: (i) this option is to be assumed by the successor corporation (or parent thereof) or is otherwise to be continued in full force and effect pursuant to the terms of the Change in Control transaction or (ii) this option is to be replaced with a cash retention program of the successor corporation which preserves the spread existing at the time of the Change in Control on any Option Shares for which this option is not otherwise at that time exercisable (the excess of the Fair Market Value of those Option Shares over the aggregate Exercise Price payable for such shares) and provides for subsequent payout of that spread in accordance with the same Exercise Schedule for those Option Shares as set forth in the Grant Notice.

(c) Immediately following the Change in Control, this option shall terminate and cease to be outstanding, except to the extent assumed by the Successor Corporation (or parent thereof) or otherwise continued in effect pursuant to the terms of the Change in Control transaction.

(d) If this option is assumed in connection with a Change in Control or otherwise continued in effect, then this option shall be appropriately adjusted, immediately after such Change in Control, to apply to the number and class of securities into which the shares of Common Stock subject to this option would have been converted in consummation of such Change in Control had those shares actually been outstanding at the time. Appropriate adjustments shall also be made to the Exercise Price, provided the aggregate Exercise Price shall remain the same. To the extent the actual holders of the Corporation's outstanding Common Stock receive cash consideration for their Common Stock in consummation of the Change in Control, the successor corporation may, in connection with the assumption or continuation of this option, substitute one or more shares of its own common stock with a fair market value equivalent to the cash consideration paid per share of Common Stock in such Change in Control, provided such common stock is readily tradable on an established U.S. securities exchange or market.

(e) In the event the Optionee's Service is involuntarily terminated for reasons other than Misconduct within twenty-four (24) months following a Change in Control transaction which does not result in the accelerated vesting of this option pursuant to the provisions of subparagraph (b) of this Paragraph 6, then the option (as assumed or continued in effect) shall automatically vest in full on an accelerated basis so that such option shall immediately become exercisable for all the Option Shares as fully-vested shares and may be exercised for any or all of those Option Shares as vested shares.

(f) This Agreement shall not in any way affect the right of the Corporation to adjust, reclassify, reorganize or otherwise change its capital or business structure or to merge, consolidate, dissolve, liquidate or sell or transfer all or any part of its business or assets.

7. Adjustment in Option Shares. In the event of any of the following transactions affecting the outstanding Common Stock as a class without the Corporation's receipt of consideration: any stock split, stock dividend, spin-off transaction, extraordinary distribution (whether in cash, securities or other property), recapitalization, combination of shares, exchange of shares or other similar transaction affecting the outstanding Common Stock without the Corporation's receipt of consideration or in the event of a substantial reduction to the value of the outstanding shares of Common Stock by reason of a spin-off transaction or extraordinary distribution, then equitable adjustments shall be made to (i) the total number and/or class of securities subject to this option and (ii) the Exercise Price in such manner as the Plan Administrator deems appropriate in order to reflect such change and thereby prevent the dilution or enlargement of benefits hereunder.

8. Stockholder Rights. The holder of this option shall not have any stockholder rights with respect to the Option Shares until such person shall have exercised the option, paid the Exercise Price and become a holder of record of the purchased shares.

9. Manner of Exercising Option.

(a) In order to exercise this option with respect to all or any part of the Option Shares for which this option is at the time exercisable, Optionee (or any other person or persons exercising the option) must take the following actions:

(i) Execute and deliver to the Corporation a Notice of Exercise for the Option Shares for which the option is exercised or comply with such other procedures as the Corporation may establish for notifying the Corporation of the exercise of this option for one or more Option Shares.

(ii) Pay the aggregate Exercise Price for the purchased shares in one or more of the following forms:

(A) cash or check made payable to the Corporation;

(B) shares of Common Stock valued at Fair Market Value on the Exercise Date and held by Optionee (or any other person or persons exercising the option) for any required period necessary to avoid a charge to the Corporation's earnings for financial reporting purposes; or

(C) through a special sale and remittance procedure pursuant to which Optionee (or any other person or persons exercising the option) shall concurrently provide irrevocable instructions (i) to a brokerage firm (reasonably satisfactory to the Corporation for purposes of administering such procedure in accordance with the Corporation's pre-clearance/pre-notification policies) to effect the immediate sale of the purchased shares and remit to the Corporation, out of the sale proceeds available on the settlement date, sufficient funds to cover the aggregate Exercise Price payable for the purchased shares plus all applicable income and employment taxes required to be withheld by the Corporation by reason of such exercise and (ii) to the Corporation to deliver the certificates (which may be in electronic form) for the purchased shares directly to such brokerage firm on such settlement date in order to complete the sale.

Except to the extent the sale and remittance procedure is utilized in connection with the option exercise, payment of the Exercise Price must accompany the Notice of Exercise (or other notification procedure) delivered to the Corporation in connection with the option exercise.

(iii) Furnish to the Corporation appropriate documentation that the person or persons exercising the option (if other than Optionee) have the right to exercise this option.

(iv) Make appropriate arrangements with the Corporation (or Parent or Subsidiary employing or retaining Optionee) for the satisfaction of all applicable income and employment tax withholding requirements applicable to the option exercise.

(b) As soon as practical after the Exercise Date, the Corporation shall issue to or on behalf of Optionee (or any other person or persons exercising this option) a certificate (which may be in electronic form) for the purchased Option Shares, with the appropriate legends affixed thereto.

(c) In no event may this option be exercised for any fractional shares.

10. Compliance with Laws and Regulations.

(a) The exercise of this option and the issuance of the Option Shares upon such exercise shall be subject to compliance by the Corporation and Optionee with all applicable requirements of law relating thereto and with all applicable regulations of any stock exchange on which the Common Stock may be listed for trading at the time of such exercise and issuance.

(b) The inability of the Corporation to obtain approval from any regulatory body having authority deemed by the Corporation to be necessary to the lawful issuance and sale of any Common Stock pursuant to this option shall relieve the Corporation of any liability with respect to the non-issuance or sale of the Common Stock as to which such approval shall not have been obtained. The Corporation, however, shall use commercially reasonable efforts to obtain all such approvals.

11. Additional Conditions.

(a) The Corporation may cancel this option, and the Optionee shall thereupon cease to have any further right to acquire any shares of Common Stock under such cancelled option, at any time the Optionee is not in compliance with this Agreement, the Plan and the following conditions:

(i) Participant shall not render services for any organization or engage, directly or indirectly, in any business which, in the judgment of the Plan Administrator or, if delegated by the Plan Administrator to the Chief Executive Officer, in the judgment of such officer, is or becomes competitive with the Corporation or any Affiliate, or which is or becomes otherwise prejudicial to or in conflict with the interests of the Corporation or any Affiliate. Such judgment shall be based on Participant's positions and responsibilities while employed by the Corporation or an Affiliate, Participant's post-Service responsibilities and position with the other organization or business, the extent of past, current and potential competition or conflict between the Corporation or an Affiliate and the other organization or business, the effect on customers, suppliers and competitors of Participant's assuming the post-Service position and such other considerations as are deemed relevant given the applicable facts and circumstances. Participant shall be free, however, to purchase as an investment or otherwise, stock or other securities of such organization or business so long as they are listed upon a recognized securities exchange or traded over the counter, and such investment does not represent a substantial investment to Participant or a greater than one percent (1%) equity interest in the organization or business.

(ii) Participant shall not, without prior written authorization from the Corporation, disclose to anyone outside the Corporation, or use in other than the Corporation's business, any secret or confidential information, knowledge or data, relating to the business of the Corporation or an Affiliate in violation of his or her agreement with the Corporation or the Affiliate.

(iii) Participant shall disclose promptly and assign to the Corporation or the Affiliate all right, title and interest in any invention or idea, patentable or not, made or conceived by Participant during employment by the Corporation or the Affiliate, relating

in any manner to the actual or anticipated business, research or development work of the Corporation or the Affiliate and shall do anything reasonably necessary to enable the Corporation or the Affiliate to secure a patent where appropriate in the United States and in foreign countries.

(iv) Participant shall not in any way, directly or indirectly (a) induce or attempt to induce any employee of the Corporation to quit employment with the Corporation; (b) otherwise interfere with or disrupt the Corporation's relationship with its employees; (c) solicit, entice, or hire away any employee of the Corporation; or (d) hire or engage any employee of the Corporation or any former employee of the Corporation whose employment with the Corporation ceased less than one (1) year before the date of such hiring or engagement.

(v) Participant will not divert or attempt to divert from the Corporation any business the Corporation had enjoyed or solicited from its customers during the two (2) years prior to the diversion or attempted diversion of such business.

(b) Notwithstanding any other provision of the Plan or this Agreement, the Plan Administrator in its sole discretion may cancel this option at any time prior to the exercise thereof, if the employment of the Optionee shall be terminated, other than by reason of death, unless the conditions in this Section 11 are met.

(c) Failure to comply with the conditions of this Section 11 prior to, or during the six months after, any exercise of this option shall cause the exercise to be rescinded. The Corporation shall notify the Optionee in writing of any such rescission within two (2) years after such exercise and within ten (10) days after receiving such notice, the Optionee shall pay to the Corporation the amount of any gain realized or payment received as a result of the exercise rescinded. Such payment shall be made either in cash or by returning to the Corporation the number of shares that the Optionee received in connection with the rescinded exercise.

(d) Upon exercise of this option, the Plan Administrator may require the Optionee to certify on a form acceptable to the Plan Administrator, that the Optionee is in compliance with the terms and conditions of the Plan and this Agreement.

(e) This option, and the right to receive and retain any Option Shares or cash payments covered by this option, shall be subject to rescission, cancellation or recoupment, in whole or part, if and to the extent so provided under any "clawback" or similar policy of the Corporation in effect on the Grant Date or that may be established thereafter, including any modification or amendment thereto.

12. Successors and Assigns. Except to the extent otherwise provided in Paragraphs 3 and 6, the provisions of this Agreement shall inure to the benefit of, and be binding upon, the Corporation and its successors and assigns and Optionee, Optionee's assigns, the legal representatives, heirs and legatees of Optionee's estate and any beneficiaries of this option designated by Optionee.

13. Notices. Any notice required to be given or delivered to the Secretary of the Corporation under the terms of this Agreement shall be in writing and addressed to the Corporation at its principal corporate office at 436 Seventh Avenue, Pittsburgh, PA 15219. Any

notice required to be given or delivered to Optionee shall be in writing and addressed to Optionee at the address indicated below Optionee's signature line on the Grant Notice. All notices shall be deemed effective upon personal delivery or upon deposit in the U.S. mail, postage prepaid and properly addressed to the party to be notified.

14. Construction. This Agreement and the option evidenced hereby are made and granted pursuant to the Plan and are in all respects limited by and subject to the terms of the Plan. All decisions of the Plan Administrator with respect to any question or issue arising under the Plan or this Agreement shall be conclusive and binding on all persons having an interest in this option.

15. Governing Law. The interpretation, performance and enforcement of this Agreement shall be governed by the laws of the Commonwealth of Pennsylvania without resort to Pennsylvania's conflict-of-laws rules.

16. Excess Shares. If the Option Shares covered by this Agreement exceed, as of the Grant Date, the number of shares of Common Stock which may without stockholder approval be issued under the Plan, then this option shall be void with respect to those excess shares, unless stockholder approval of an amendment sufficiently increasing the number of shares of Common Stock issuable under the Plan is obtained in accordance with the provisions of the Plan. In no event shall the Option be exercisable with respect to any of the excess Option Shares unless and until such stockholder approval is obtained.

17. Additional Terms Applicable to an Incentive Option. In the event this option is designated an Incentive Option in the Grant Notice, the following terms and conditions shall also apply to the grant:

(a) This option shall cease to qualify for favorable tax treatment as an Incentive Option if (and to the extent) this option is exercised for one or more Option Shares: (A) more than three (3) months after the date Optionee ceases to be an Employee for any reason other than death or Permanent Disability or (B) more than twelve (12) months after the date Optionee ceases to be an Employee by reason of Permanent Disability.

(b) No installment under this option shall qualify for favorable tax treatment as an Incentive Option if (and to the extent) the aggregate Fair Market Value (determined at the Grant Date) of the Common Stock for which such installment first becomes exercisable hereunder would, when added to the aggregate value (determined as of the respective date or dates of grant) of the Common Stock or other securities for which this option or any other Incentive Options granted to Optionee prior to the Grant Date (whether under the Plan or any other option plan of the Corporation or any Parent or Subsidiary) first become exercisable during the same calendar year, exceed One Hundred Thousand Dollars (\$100,000) in the aggregate. Should such One Hundred Thousand Dollar (\$100,000) limitation be exceeded in any calendar year, this option shall nevertheless become exercisable for the excess shares in such calendar year as a Non-Statutory Option.

(c) Should the exercisability of this option be accelerated upon a Change in Control, then this option shall qualify for favorable tax treatment as an Incentive Option only to the extent the aggregate Fair Market Value (determined at the Grant Date) of the Common Stock for which this option first becomes exercisable in the calendar year in which the Change in Control transaction occurs does not, when added to the aggregate value (determined as of



the respective date or dates of grant) of the Common Stock or other securities for which this option or one or more other Incentive Options granted to Optionee prior to the Grant Date (whether under the Plan or any other option plan of the Corporation or any Parent or Subsidiary) first become exercisable during the same calendar year, exceed One Hundred Thousand Dollars (\$100,000) in the aggregate. Should the applicable One Hundred Thousand Dollar (\$100,000) limitation be exceeded in the calendar year of such Change in Control, the option may nevertheless be exercised for the excess shares in such calendar year as a Non-Statutory Option.

(d) Should Optionee hold, in addition to this option, one or more other options to purchase Common Stock which become exercisable for the first time in the same calendar year as this option, then for purposes of the foregoing limitations on the exercisability of such options as Incentive Options, this option and each of those other options shall be deemed to become first exercisable in that calendar year, on the basis of the chronological order in which such options were granted, except to the extent otherwise provided under applicable law or regulation.

APPENDIX

The following definitions shall be in effect under the Agreement:

A. Affiliate means any entity that, directly or through one or more intermediaries, is controlled by the Corporation, and any entity in which the Corporation has a significant equity interest as determined by the Plan Administrator.

B. Agreement shall mean this Stock Option Agreement.

C. Board shall mean the Corporation's Board of Directors.

D. Change in Control of the Corporation shall have occurred in the event that:

(i) a person, partnership, joint venture, corporation or other entity, or two or more of any of the foregoing acting as a "person" within the meaning of Sections 13(d)(3) of the 1934 Act, other than the Corporation, a majority-owned subsidiary of the Corporation or an employee benefit plan of the Corporation or such subsidiary (or such plan's related trust), become(s) the "beneficial owner" (as defined in Rule 13d-3 under the Act) of fifty percent (50%) or more of the then outstanding voting stock of the Corporation;

(ii) during any period of two consecutive years, individuals who at the beginning of such period constitute the Board (together with any new Board member whose election by the Corporation's Board or whose nomination for election by the Corporation's stockholders, was approved by a vote of at least two-thirds of the Board members then still in office who either were Board members at the beginning of such period or whose election or nomination for election was previously so approved) cease for any reason to constitute a majority of the Board members then in office;

(iii) all or substantially all of the business of the Corporation is disposed of pursuant to a merger, consolidation or other transaction in which the Company is not the surviving corporation or the Corporation combines with another company and is the surviving corporation (unless the Corporation's stockholders immediately following such merger, consolidation, combination, or other transaction beneficially own, directly or indirectly, more than fifty percent (50%) of the aggregate voting stock or other ownership interests of (x) the entity or entities, if any, that succeed to the business of the Corporation or (y) the combined company);

(iv) the closing of the sale of all or substantially all of the assets of the Corporation or a liquidation or dissolution of the Corporation;

or

(v) the acquisition, directly or indirectly, by any person or related group of persons (other than the Corporation or a person that directly or indirectly controls, is controlled by, or is under common control with, the Corporation) of beneficial ownership (within the meaning of Rule 13d-3 of the Act) of securities possessing more than twenty percent (20%) of the total combined voting power of the Corporation's outstanding securities pursuant to a tender or exchange offer made directly to the Corporation's stockholders which the Board does not recommend such stockholders to accept.

E. Code shall mean the Internal Revenue Code of 1986, as amended.

F. Common Stock shall mean shares of the Corporation's common stock.

G. Corporation shall mean Koppers Holdings Inc., a Pennsylvania corporation, and any successor corporation to all or substantially all of the assets or voting stock of Koppers Holdings Inc. which shall by appropriate action adopt the Plan.

H. Employee shall mean an individual who is in the employ of the Corporation (or any Parent or Subsidiary), subject to the control and direction of the employer entity as to both the work to be performed and the manner and method of performance.

I. Exercise Date shall mean the date on which the option shall have been exercised in accordance with Paragraph 9 of the Agreement.

J. Exercise Price shall mean the exercise price per Option Share as specified in the Grant Notice.

K. Exercise Schedule shall mean the schedule set forth in the Grant Notice pursuant to which the option is to become exercisable for the Option Shares in one or more installments over the Optionee's period of Service.

L. Expiration Date shall mean the date on which the option expires as specified in the Grant Notice.

M. Fair Market Value per share of Common Stock on any relevant date shall be determined in accordance with the following provisions:

(i) If the Common Stock is at the time traded on the Nasdaq Global Market, then the Fair Market Value shall be the closing selling price per share of Common Stock at the close of regular hours trading (i.e., before after-hours trading begins) on the Nasdaq Global Market on the date in question, as such price is reported by the National Association of Securities Dealers for that particular Stock Exchange. If there is no closing selling price for the Common Stock on the date in question, then the Fair Market Value shall be the closing selling price on the last preceding date for which such quotation exists.

(ii) If the Common Stock is at the time listed on any other Stock Exchange, then the Fair Market Value shall be the closing selling price per share of Common Stock at the close of regular hours trading (i.e., before after-hours trading begins) on the date in question on the Stock Exchange determined by the Plan Administrator to be the primary market for the Common Stock, as such price is officially quoted in the composite tape of transactions on such exchange. If there is no closing selling price for the Common Stock on the date in question, then the Fair Market Value shall be the closing selling price on the last preceding date for which such quotation exists.

N. Family Member shall mean any of the following members of the Optionee's family: any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, former spouse, sibling, niece, nephew, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law.

O. Grant Date shall mean the date of grant of the option as specified in the Grant Notice.

P. Grant Notice shall mean the Notice of Grant of Stock Option accompanying the Agreement, pursuant to which Optionee has been informed of the basic terms of the option evidenced hereby.

Q. Incentive Option shall mean an option which satisfies the requirements of Code Section 422.

R. Misconduct shall mean the commission of any act of fraud, embezzlement or dishonesty by Optionee, any unauthorized use or disclosure by Optionee of confidential information or trade secrets of the Corporation (or any Parent or Subsidiary), or any other intentional misconduct by Optionee adversely affecting the business or affairs of the Corporation (or any Parent or Subsidiary) in a material manner. The foregoing definition shall not in any way preclude or restrict the right of the Corporation (or any Parent or Subsidiary) to discharge or dismiss Optionee or any other person in the Service of the Corporation (or any Parent or Subsidiary) for any other acts or omissions, but such other acts or omissions shall not be deemed, for purposes of the Plan or this Agreement, to constitute grounds for termination for Misconduct.

S. Non-Statutory Option shall mean an option not intended to satisfy the requirements of Code Section 422.

T. Notice of Exercise shall mean the notice of option exercise in the form prescribed by the Corporation.

U. Option Shares shall mean the number of shares of Common Stock subject to the option as specified in the Grant Notice.

V. Optionee shall mean the person to whom the option is granted as specified in the Grant Notice.

W. Parent shall mean any corporation (other than the Corporation) in an unbroken chain of corporations ending with the Corporation, provided each corporation in the unbroken chain (other than the Corporation) owns, at the time of the determination, stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

X. Permanent Disability shall mean the inability of Optionee to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which is expected to result in death or to be of continuous duration of twelve (12) months or more.

Y. Plan shall mean the Corporation's Amended and Restated 2005 Long Term Incentive Plan.

Z. Plan Administrator shall mean the committee(s) designated by the Board to administer the Plan.

AA. Retirement shall mean the Participant's voluntary termination from Service (i) on or after his attainment of age sixty five (65), (ii) on or after his attainment of age sixty (60) with at least twenty-five (25) years of service, or (iii) on or after his attainment of age 55 with at least ten (10) years of service, or involuntary termination from Service with at least thirty (30) years of service other than in connection with a termination for Misconduct. "Years of service" means the Participant's total number of years of "accumulated service" as such term is defined with respect to salaried employees under the Retirement Plan for Koppers Inc. (regardless of whether the Participant is eligible to receive a benefit under such plan).

BB. Service shall mean the Optionee's performance of services for the Corporation (or any Parent or Subsidiary, whether now existing or subsequently established) by a person in the capacity of an Employee, a non-employee member of the board of directors or a consultant or independent advisor. However, the Optionee shall be deemed to cease Service immediately upon the occurrence of either of the following events: (i) the Optionee no longer performs services in any of the foregoing capacities for the Corporation or any Parent or Subsidiary or (ii) the entity for which the Optionee is performing such services ceases to remain a Parent or Subsidiary of the Corporation, even though the Optionee may subsequently continue to perform services for that entity. Service shall not be deemed to cease during a period of military leave, sick leave or other personal leave approved by the Corporation; provided, however, that should such leave of absence exceed three (3) months, then for purposes of determining the period within which the option may be exercised as an Incentive Stock Option under the federal tax laws (if the option is designated as such in the Grant Notice), the Optionee's Service shall be deemed to cease on the first day immediately following the expiration of such three (3)-month period, unless the Optionee is provided, either by statute or by written contract, with the right to return to Service following such leave. Except to the extent otherwise required by law or expressly authorized by the Plan Administrator or by the Corporation's written policy on leaves of absence, no Service credit shall be given for vesting purposes for any period the Optionee is on a leave of absence.

CC. Stock Exchange shall mean the American Stock Exchange, the Nasdaq Global Market or the New York Stock Exchange.

DD. Subsidiary shall mean any corporation (other than the Corporation) in an unbroken chain of corporations beginning with the Corporation, provided each corporation (other than the last corporation) in the unbroken chain owns, at the time of the determination, stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

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**EXHIBIT B**

**PLAN PROSPECTUS**

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**PROSPECTUS**

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**Koppers Holdings Inc.**

**2005 Long Term Incentive Plan**

**As amended and restated effective March 16, 2010**

**Common Stock, par value \$.01 per share**

This prospectus describes stock options, stock appreciation rights, restricted stock, restricted stock units, performance bonuses and other performance awards which may be granted under the 2005 Long Term Incentive Plan of Koppers Holdings Inc., as amended and restated effective March 16, 2010. Koppers Holdings Inc. may be referred to herein as “Koppers Holdings” or the “Company.”

Up to 2,089,447 shares of Koppers Holdings’ common stock may be issued under the Plan, subject to adjustment in certain events. Of the total, 1,193,970 shares may be issued in connection with any grant of incentive stock options under the Plan. As of May 5, 2010, 694,173 shares of common stock were subject to outstanding awards granted under the Plan.

The common stock issuable under the Plan will be made available either from authorized but unissued shares of common stock or from shares of common stock reacquired by the Company, including shares repurchased on the open market.

**Keep this prospectus for future reference.**

**This document is part of a prospectus covering shares of Koppers Holdings’ common stock that have been registered under the Securities Act of 1933.**

You should rely only on the information which is contained or incorporated by reference in this prospectus in determining whether to purchase common stock under the Plan. We have not authorized anyone to provide you with any additional or different information.

Koppers Holdings Inc.  
436 Seventh Avenue  
Pittsburgh, PA 15219 (412) 227-2001

May 5, 2010

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## 2005 LONG TERM INCENTIVE PLAN

The following is a summary of the Plan. The summary does not purport to be complete and is subject in all respects to the provisions of the Plan. You can obtain a copy of the Plan from the Secretary of Koppers Holdings at the address set forth on the cover page of this prospectus.

You also should refer to your stock option agreement or other award agreement, and any amendments to your agreement, for information as to any additional terms, conditions or restrictions which may be applicable to your stock option or other Plan award.

### General

The Plan originally was adopted by Koppers Holdings' Board of Directors and approved by its shareholders on December 7, 2005. The Plan was amended and restated by Koppers Holdings' Board of Directors effective March 16, 2010, and approved by its shareholders on May 5, 2010.

The purposes of the Plan are to provide selected individuals in the service of Koppers Holdings, its subsidiaries, and selected affiliates with the opportunity to acquire a proprietary interest in its growth and performance, to generate an increased incentive to contribute to its future success, and to enhance its ability to attract and retain qualified individuals.

Individuals eligible to participate in the Plan include officers and employees, non-employee Board members and consultants in the service of Koppers Holdings or its subsidiaries or selected affiliates. However, an employee who is a member of a collective bargaining unit will not be eligible to receive an award under the Plan, unless the collective bargaining agreement covering that employee provides for his or her participation in the Plan.

The net number of shares of common stock which may be issued and for which stock options and other awards may be made under the Plan is limited to 2,089,447 shares, subject to adjustment and substitution in certain events. Of the total, 1,193,970 shares may be issued in connection with any grant of incentive stock options under the Plan.

For stock option and stock appreciation right awards, the maximum number of shares which may be made available to any one participant during any calendar year is 300,000 shares in the aggregate; provided, however, that for the calendar year in which a person first commences employment with the Company or its subsidiary or affiliate, this limitation shall be increased to 500,000 shares.

For a performance award denominated in terms of shares (whether payable in shares, cash, or a combination of both) or restricted stock award or restricted stock unit award that vests based on performance, the maximum number of shares for which such award may be made to a participant is 150,000 for each 12-month period included within the applicable performance period or performance cycle for that award, with any such performance cycle limited to a maximum duration of 60 months and with pro-rata based on the foregoing for any period of less than 12 months included within the applicable performance period or performance cycle.

For an award denominated in terms of cash dollars (whether payable in cash, shares, or a combination of both), the maximum dollar amount for which an award may be made to a

participant is \$2,500,000 for each 12-month period included within the applicable performance period or performance cycle for that award, with any such performance cycle limited to a maximum duration of 60 months and with pro-rata based on the foregoing for any period of less than 12 months included within the applicable performance period or performance cycle.

No awards may be granted under the Plan after March 15, 2020.

### **Administration**

Except as set forth in the next paragraph, the Plan is required to be administered by a committee appointed by the Board of Directors and consisting of not less than two members of the Board who are (i) “non-employee” directors as such term is used under Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (ii) “outside directors” within the meaning of that term under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), and (iii) “independent” directors under the rules of the Stock Exchange serving as the primary market for the Company’s common stock. The Board of Directors has appointed the Management Development and Compensation Committee to serve as the “committee” described above.

With respect to awards made to Plan participants who are not officers or Board members subject to the short-swing trading restrictions of Section 16 of the Exchange Act (“Section 16 Insiders”), a “secondary committee” appointed by the Board may administer the Plan. As used herein, the term “Committee” means the Management Development and Compensation Committee as it relates to administration with respect to awards to Section 16 Insiders, and the secondary committee, if one is appointed, as it relates to administration with respect to awards to non-Section 16 Insiders (if none is appointed, it means the Management Development and Compensation Committee for all awards). The Committee has the power to interpret the Plan and to prescribe rules and guidelines in connection with the operation of the Plan.

The Committee has full authority, in its discretion, to grant awards under the Plan to eligible participants and to determine the participants to whom awards will be granted and the number of shares to be covered by each award.

The Committee may grant the following types of awards:

- stock options,
- stock appreciation rights,
- restricted stock,
- restricted stock units,
- performance bonuses, and
- long-term performance awards.

Each of these types of awards is described below.

The grant of all awards will be confirmed by an agreement between Koppers Holdings and the awardee. Before executing an award agreement, the awardee shall receive a copy of the Plan.

## Stock Options

**Types of Stock Options.** The Committee may grant either “incentive stock options” or “nonstatutory stock options”, except that incentive stock options may only be granted to employees. Non-employee directors and consultants may be granted nonstatutory stock options. Incentive stock options are stock options which qualify for special federal income tax treatment under Section 422 of the Code. Nonstatutory stock options are stock options which do not qualify under Section 422 of the Code. The federal income tax consequences of both types of options are described below under “Federal Income Tax Consequences.”

**Option Price.** The option price for each stock option is determined by the Committee at the time a stock option is granted and is set forth in the applicable stock option agreement. The option price may not be less than 100% of the fair market value of the common stock on the date the stock option is granted, except in connection with the assumption or substitution of awards in accordance with Section 424(a) of the Code.

**Fair Market Value.** If the common stock is at the time listed on any national securities exchange, then the fair market value will be the closing selling price per share at the close of regular hours trading (i.e., before after-hours trading begins) on the date in question on the exchange serving as the primary market for the common stock, as such price is officially quoted by the National Association of Securities Dealers (if primarily traded on the Nasdaq Global or Global Select Market) or on the composite tape of transactions on any other primary exchange. If there is no closing selling price for the common stock on the date in question, then the fair market value shall be the closing selling price on the last preceding date for which such quotation exists. The Plan contains alternative provisions for determining the fair market value of common stock if it cannot be determined pursuant to foregoing valuation procedures.

**General Option Terms.** At the time a stock option is granted, the Committee determines the date or dates (and/or the event or events) upon which the stock option will become exercisable and the date on which the maximum option term will expire. These dates (or events) are set forth in your stock option agreement. No stock option may be exercised more than ten years after its date of grant. The Committee will also determine the provisions governing whether, and the extent to which, a stock option may be exercised following termination of employment or service, which provisions will be included in your stock option agreement.

**Transferability.** An incentive stock option is transferable by an optionee only by will or by the laws of descent and distribution and may be exercised during the optionee’s lifetime only by the optionee. Nonstatutory stock options may be transferred by gift to any member of the holder’s immediate family or to a trust for the benefit of the optionee or one or more immediate family members, if permitted in the applicable stock option agreement.

**Other Terms and Conditions.** Subject to the foregoing and the other provisions of the Plan, a stock option granted under the Plan is exercisable at such times and in such amounts and is subject to such other terms, conditions and restrictions, if any, as are determined, in its discretion, by the Committee and set forth in the stock option agreement.

## Exercise of Stock Options

A stock option is exercised by delivering to Koppers Holdings the completed exercise forms prescribed by the Committee and payment of the option price. You can obtain copies of the required exercise forms from the Secretary of Koppers Holdings, at the address set forth on the cover page of the prospectus.

The option price of the shares to be purchased is payable in full at the time of exercise. You should consult your stock option agreement as to the methods of payment available for your particular stock option. Generally, you may pay the option price either in cash or by tendering to Koppers Holdings already-owned shares of common stock of Koppers Holdings having a fair market value on the date of exercise equal to the option price to be paid, or by any combination of cash and such fair market value of common stock. Any portion of the option price representing a fraction of a share must be paid in cash, and no shares of already-owned common stock which have been held for less than six months may be delivered in payment of the option price.

Cashless exercises are also permitted to the extent your option is exercised for vested shares of common stock. To use this procedure, you must provide irrevocable instructions to a brokerage firm (reasonably acceptable to the Company for purposes of effecting such procedure in compliance with applicable pre-notification policies) to effect the immediate sale of the vested shares of common stock purchased under your option and to pay over to the company, out of the sale proceeds available on the settlement date, sufficient funds to cover the aggregate exercise price payable for the purchased shares plus all applicable withholding taxes. Concurrently with such instructions, you must also direct the Company to deliver the certificates for the purchased shares to the brokerage firm in order to complete the sale. The Committee may provide in an applicable award agreement that a vested option that has an exercise price per share less than the fair market value of each share subject to such vested option will be exercised automatically, by use of this sale and remittance procedure, on the last day of the option term.

Holders of incentive stock options should be aware that, generally, any sale of the shares received upon exercise of an incentive stock option within two years of the date of grant of the option or one year of the date of exercise will constitute a “disqualifying disposition” resulting in loss of favorable Federal income tax treatment. See “Federal Income Tax Consequences”, below. Exercise of an incentive stock option through a broker or other agent-sponsored program which finances the exercise through sale of the option shares would result in a “disqualifying disposition” of the shares sold.

### **Stock Appreciation Rights**

Two types of stock appreciation rights may be granted under the Plan, tandem stock appreciation rights and stand-alone stock appreciation rights.

***Tandem Stock Appreciation Rights.*** A tandem stock appreciation right is a right attached to a stock option grant that allows the holder to elect between the exercise of the option for shares of common stock or the surrender of that option for an appreciation distribution from Koppers Holdings equal to the excess of (i) the fair market value of the vested shares subject to the surrendered option over (ii) the aggregate exercise price payable for those shares. The exercise of a tandem stock appreciation right must be approved by the Committee. If so approved, the resulting distribution may be made in cash or in shares of common stock valued at fair market value on the exercise date, as the Committee deems appropriate.

If the Committee disapproves the exercise of the tandem stock appreciation right, the optionee will retain whatever rights existed under the surrendered option (or surrendered portion) and

may exercise those rights at any time before the later of (i) five (5) business days following notification of such disapproval or (ii) the last day on which the option is otherwise exercisable in accordance with its terms, but in no event later than the expiration date of the maximum option term.

**Stand-alone Stock Appreciation Rights.** A stand-alone stock appreciation right relates to a specified number of shares of common stock and will upon exercise entitle the holder to receive a distribution from Koppers Holdings in an amount equal to the excess of (i) the fair market value (on the exercise date) of the shares of common stock as to which the right is exercised over (ii) the aggregate base price in effect for those shares. The base price may not be less than the fair market value per share of the common stock on the grant date. Upon exercise of the stand-alone stock appreciation right, the resulting distribution may be made in cash or shares of common stock valued at fair market value on the exercise date, as the Committee deems appropriate. The Committee may provide in an applicable award agreement that a stand-alone stock appreciation right that has a base price per share less than the fair market value of each share subject to such vested right will be exercised automatically on the last day of the award term.

### **Restricted Stock**

The Committee may award restricted stock to participants. Restricted stock is subject to such restrictions as the Committee may determine (which may include restrictions on the right of the awardee to sell, assign, transfer or encumber the shares while subject to restriction) and are subject to forfeiture if certain events specified by the Committee (which may, in the discretion of the Committee, include performance-based events) occur prior to the lapse of the restrictions. The restricted stock agreement between Koppers Holdings and the awardee will set forth the number of shares of restricted stock awarded, the restrictions imposed thereon, the duration of such restrictions, the events the occurrence of which would cause a forfeiture of the restricted stock and such other terms and conditions as the Committee in its discretion deems appropriate. If vesting is based solely on continued service, the term of the restrictions may not be less than three years.

### **Restricted Stock Units**

The Committee may award restricted stock units to participants. Each restricted stock unit represents the right to receive one share of common stock at a designated date following the vesting of that unit. Vesting may be tied to the attainment of pre-established performance milestones or the completion of specified service requirements. Restricted stock units may be transferred or assigned, except in accordance with the awardee's will or the laws of inheritance following his or her death, and are subject to forfeiture if the event the applicable vesting requirements are not met (which may, in the discretion of the Committee, include performance-based vesting events). The restricted stock unit award between Koppers Holdings and the awardee will set forth the number of restricted stock units awarded, the vesting schedule for those units, the date or dates on which the shares of common stock underlying the vested units will be issued and such other terms and conditions as the Committee in its discretion deems appropriate. If vesting is based solely on continued service, the term of the restrictions may not be less than three years.

## **Performance Bonuses and Long-Term Performance Awards**

The Committee may grant performance bonuses and long-term performance awards (together, “performance awards”) to participants. A performance bonus is an award denominated in cash or shares and that is paid solely on account of the attainment of one or more specified performance targets in relation to one or more of the performance measures set forth in the Plan. A long-term performance award may be structured as an award of restricted stock, restricted stock units or performance units with vesting tied to the attainment of pre-established performance milestones and the completion of specified service requirements. The award agreement between Koppers Holdings and the awardee covering the performance bonus or long-term performance award will set forth the relevant performance measures, the target and maximum award amounts or number of shares or units, any restrictions imposed thereon, the duration of such restrictions, the events the occurrence of which would cause a forfeiture of the award and such other terms and conditions as the Committee in its discretion deems appropriate.

Performance bonuses and performance units will be paid in cash or shares, as determined by the Committee; performance-based restricted stock units and restricted stock will be paid in shares. Performance bonuses will be paid as specified in the relevant award agreement and, in any event, no later than the 15th day of the third month following the end of the calendar year (or, if later, following the end of the company’s fiscal year) in which such performance bonuses are no longer subject to a substantial risk of forfeiture, except to the extent that a participant has elected to defer payment under the terms of a duly authorized deferred compensation arrangement that complies with the applicable requirements of Section 409A of the Code, in which case the terms of such arrangement shall govern. Performance units, performance-based restricted stock units and restricted stock will be paid as specified in the relevant award agreement.

## **Additional Rights upon Change in Control**

**Change in Control.** The Plan provides for certain additional rights upon the occurrence of one of the following events (“Change in Control Events”):

- (1) a person or group (other than Koppers Holdings, a majority-owned subsidiary or any employee benefit plan(s) sponsored by Koppers Holdings or a subsidiary) has acquired beneficial ownership of securities representing 50% or more of Koppers Holdings’ voting power,
- (2) there is a change in the majority of the board of directors over a consecutive two-year period as a result of one or more contested elections for Board membership (but excluding any Board member whose election was approved in connection with an actual or threatened proxy contest or threatened solicitation of proxies),
- (3) all or substantially all of the business of Koppers Holdings is disposed through a merger, consolidation, or other transaction in which Koppers Holdings is not the surviving corporation, or in which Koppers Holdings combines with another company and is the surviving corporation, as a result of which Koppers Holdings’ shareholders immediately prior to the transaction will not hold a majority of the voting power of the entities that succeed to the business or the combined company,

- (4) the acquisition by a person or group of securities representing more than 20% of Koppers Holdings' voting power through a hostile tender offer, or
- (5) there is a shareholder-approved sale of all or substantially all of Koppers Holdings' assets.

The general consequences of a Change in Control Event on an outstanding award under the Plan may be summarized as follows:

**Stock Options and Stock Appreciation Rights.** In the event of a Change in Control Event, all options and stock appreciation rights outstanding under the Plan will automatically accelerate so that each such grant will, immediately prior to the effective date of the Change in Control Event, become exercisable as to all the shares of common stock at the time subject to that option or stock appreciation right and may be exercised as to any or all of those shares as fully vested shares. However, the outstanding options and stock appreciation rights will **not** become exercisable on such an accelerated basis if and to the extent: (i) the option or stock appreciation right is assumed by the successor corporation or otherwise continued in effect pursuant to the terms of the Change in Control Event or (ii) the acceleration of the option or stock appreciation right is subject to other limitations imposed by the Committee in the agreement evidencing the award.

Any incentive stock options accelerated upon the Change in Control Event will remain exercisable as incentive stock options under the federal tax laws only to the extent the applicable \$100,000 limitation applicable to incentive stock options contained in the Internal Revenue Code is not exceeded. If such limitation is exceeded, the option will be exercisable for the excess number of shares as nonstatutory stock option shares.

**Restricted Stock.** In the event of a Change in Control Event, all unvested shares of common stock you hold will immediately vest in full, unless the Company's repurchase rights with respect to those shares are assigned to the acquiring company or are otherwise to continue in effect. In the event of such assignment or continuation of the repurchase rights, no vesting acceleration will occur, and your shares will continue to vest, in accordance with the normal vesting schedule in effect for those shares, during your period of service with Koppers Holdings or the acquiring entity after the change in control.

**Restricted Stock Units and Performance Awards.** Each of your outstanding restricted stock units and performance awards may be assumed by the successor entity or otherwise continued in full force and effect. In such event, your restricted stock units and any performance awards denominated in shares will be adjusted immediately after the consummation of the Change in Control Event so as to apply to the number and class of securities into which the shares of common stock subject to your units or performance awards immediately prior to the Change in Control Event would have been converted in consummation of that Change in Control Event had those shares actually been issued and outstanding at that time. To the extent the actual holders of the outstanding common stock receive cash consideration for their common stock in consummation of the Change in Control Event, the successor corporation (or its parent company) may, in connection with the assumption or continuation of the outstanding restricted stock units or performance awards denominated in shares, substitute one or more shares of its own common stock with a fair market value equivalent to the cash consideration paid per share of common stock in the Change in Control Event, provided such common stock is readily tradable on an established U.S. securities exchange or market.

If your restricted stock units or performance awards are not so assumed or otherwise continued in effect, then those units will vest immediately prior to the closing of the Change in Control Event. Cash units will be paid immediately and shares subject to vested units will be issued immediately or will otherwise be converted into the right to receive the same consideration per share of common stock payable to the other stockholders of Koppers Holdings in consummation of that Change in Control Event, subject in each instance to collection by Koppers Holdings of the applicable withholding taxes.

To the extent an assumed award is subject to performance vesting upon the attainment of one or more specified performance measures or other performance goals, then upon the assumption, continuation, or replacement of that award, the performance vesting condition shall automatically be cancelled and such award shall be converted into a service-only vesting award that will vest upon completion of a service period ending with the portion of the performance period (and any subsequent vesting component that was originally part of the award) remaining at the time of the Change in Control Event.

**Special Acceleration Provisions.** Some awards may contain a special acceleration feature pursuant to which the award may become vested on an accelerated basis upon a Change in Control Event, whether or not those awards are assumed or otherwise continued in effect, or upon the subsequent termination of the awardee's service under certain defined circumstances. You should review the agreement evidencing your award under the Plan to determine whether your award contains such a special acceleration feature or other special features in connection with a Change in Control Event.

#### **Withholding of Taxes**

Koppers Holdings may be required to withhold income or employment taxes from employees in connection with the exercise of a stock option or stock appreciation right, at the time restricted stock is granted or vested or at the time shares of common stock become issuable under vested restricted stock units or performance awards. The employee is required to make arrangements satisfactory to Koppers Holdings, in its discretion, for the satisfaction of any withholding tax obligations that arise in connection with the Plan.

#### **Miscellaneous**

The Plan contains provisions for proportionate adjustment in the option price of outstanding stock options, the exercise price of outstanding stock appreciation rights, and the number of shares subject to each outstanding award in certain events, including stock dividends or splits and similar events. The Plan also contains provisions for the substitution of other securities, property or cash for shares of common stock in the event of a reorganization, recapitalization, merger or similar event.

Koppers Holdings' Board of Directors may amend or terminate the Plan at any time, except that no amendment may be made without the approval of Koppers Holdings' shareholders if shareholder approval of the amendment is at the time required by the rules of any stock exchange on which the common stock is then listed. No amendment or termination of the Plan may adversely affect any outstanding award without the written consent of the holder of the award.

Neither the grant of any award nor anything contained in any award agreement gives any employee, or other participant any right to continue in the employment or service of Koppers



Holdings or any subsidiary or interferes in any way with the rights of Koppers Holdings or an affiliate to terminate the employment of any employee or relationship with a participant at any time or the rights of the shareholders of the Company or the Board to elect and remove non-employee directors.

The Plan is not governed by the Employee Retirement Income Security Act of 1974, and it is not a qualified pension, profit sharing or stock bonus plan within the meaning of Section 401(a) of the Code.

#### **Possible Anti-Takeover Effect**

The provisions of the Plan providing for the acceleration of the exercise date of stock options, stock appreciation rights and the lapse of restrictions applicable to restricted stock and restricted stock units and the vesting of performance goals upon the occurrence of a Change in Control Event may be considered as having an anti-takeover effect.

#### **Additional Restrictions**

The Committee may cancel any unexpired, unpaid or deferred awards if at any time you are not in compliance with all applicable provisions of the award agreement, the Plan and the following additional restrictions:

(i) You will not render services for any organization or engage, directly or indirectly, in any business which, in the judgment of the Committee or, if delegated by the Committee to the Chief Executive Officer, in the judgment of such officer, is or becomes competitive with the Company or any affiliate, or which is or becomes otherwise prejudicial to or in conflict with the interests of the Company or any affiliate. Such judgment will be based on your positions and responsibilities while employed by the Company or an affiliate, your post-employment responsibilities and position with the other organization or business, the extent of past, current and potential competition or conflict between the Company or an affiliate and the other organization or business, the effect on customers, suppliers and competitors of your assuming the post-employment position and such other considerations as are deemed relevant given the applicable facts and circumstances. You will be free, however, to purchase as an investment or otherwise, stock or other securities of such organization or business so long as they are listed upon a recognized securities exchange or traded over the counter, and such investment does not represent a substantial investment to you or a greater than 1% equity interest in the organization or business.

(ii) You will not, without prior written authorization from the Company, disclose to anyone outside the Company, or use in other than the Company's business, any secret or confidential information, knowledge or data, relating to the business of the Company or an affiliate in violation of your agreement with the Company or the affiliate.

(iii) You will disclose promptly and assign to the Company or the affiliate all right, title and interest in any invention or idea, patentable or not, made or conceived by you during employment by the Company or the affiliate, relating in any manner to the actual or anticipated business, research or development work of the Company or the affiliate and shall do anything reasonably necessary to enable the Company or the affiliate to secure a patent where appropriate in the United States and in foreign countries.

Notwithstanding any other provision of the Plan, the Committee in its sole discretion may cancel any award at any time prior to the exercise thereof, if your employment is terminated, other than by reason of death, unless you comply with the foregoing restrictions.

Failure to comply with those restrictions prior to, or during the six months after, any exercise, payment or delivery pursuant to an award will cause that exercise, payment or delivery to be rescinded. The Company will notify you in writing of any such rescission within two years after such exercise payment or delivery and within 10 days after receiving such notice, you must pay to the Company the amount of any gain realized or payment received as a result of the exercise, payment or delivery rescinded. Such payment may be made either in cash or by returning to the Company the number of shares that you received in connection with the rescinded exercise, payment or delivery.

Upon exercise, payment or delivery pursuant to an award, the Committee may require you to certify on a form acceptable to the Committee, that you are in compliance with the terms and conditions of the Plan.

Any award granted under the Plan will be subject to any clawback or recoupment policy adopted by the Company, as such policy may be amended from time to time, whether such policy is adopted before or after the award is granted.

## **RESTRICTIONS ON RESALE**

### **Rule 144**

Sales of shares of common stock by persons who are deemed to be “affiliates” of Koppers Holdings, as that term is defined in regulations of the Securities and Exchange Commission (the “SEC”) under the Securities Act of 1933 (the “Securities Act”), including shares acquired under the Plan, may only be made pursuant to an appropriate registration statement filed under the Securities Act or pursuant to an applicable exemption from the registration requirements of the Securities Act. Koppers Holdings has not filed a registration statement covering the resale of any shares by affiliates. However, sales of shares of common stock by affiliates may be made pursuant to Rule 144 under the Securities Act subject to certain limitations provided by Rule 144 concerning, among other things, the volume of securities which may be sold during any three-month period and the manner of sale. A Form 144 may also be required to be filed by an affiliate with the SEC in regard to sales under Rule 144. The one-year holding period under Rule 144 does not apply to shares acquired under the Plan.

### **Section 16(b)**

Section 16(b) of the 1934 Act requires the Company to recover any profit realized by any officer, director or beneficial owner of more than ten percent (10%) of the outstanding common stock (a “Section 16 Insider”) from any purchase and sale, or sale and purchase, of such common stock made within a period of less than six (6) months.

The Securities and Exchange Commission (the “SEC”) has issued a series of rules under Section 16(b) of the 1934 Act which govern the short-swing liability treatment of certain transactions effected by a Section 16 Insider under equity incentive plans such as the Plan. The application of those rules to Plan transactions may be summarized as follows.

Option Grant. The receipt of an option grant will not be treated as a purchase of the underlying option shares for short-swing liability purposes.

Option Exercise. The exercise of a stock option under the Plan will be an exempt transaction and will not be treated as a purchase of the acquired shares for short-swing liability purposes.

Delivery of Shares. The delivery of shares of common stock in payment of the exercise price will be an exempt transaction for short-swing liability purposes.

Stock Appreciation Right Transactions. The grant of a stock appreciation right will not be treated as a purchase of the underlying shares of common stock subject to that grant. The exercise of a stock appreciation right for shares of common stock will not be treated as a purchase of the acquired shares for short-swing liability purposes.

Receipt of Restricted Stock/Restricted Stock Units/Performance Awards. Your receipt of the restricted stock, restricted stock units or performance awards will not be treated as a “purchase” of the underlying shares of common stock for short-swing liability purposes

Vesting of Restricted Stock/Restricted Stock Units/Performance Awards. The vesting of your restricted stock, restricted stock units or performance awards will not be taken into account for short-swing liability purposes.

Issuance of Vested Shares. The issuance of vested shares pursuant to your restricted stock units or performance awards will not be treated as a purchase of the acquired shares for short-swing liability purposes.

Stock Withholding. The withholding of a portion of the shares of common stock otherwise issuable to the Section 16 Insider by the Company in satisfaction of the withholding taxes incurred in connection with the grant, exercise, vesting or issuance of any award under the Plan or the issuance of the underlying shares of common stock will be an exempt transaction for short-swing liability purposes if such withholding is approved by the Committee, either at the time of such grant, exercise, vesting or issuance or at any earlier time. The delivery of shares of common stock out of the Section 16 Insider’s existing investment portfolio in satisfaction of the applicable tax withholding liability will be an exempt transaction for short-swing liability purposes if approved by the Committee.

Sale of Shares. The sale of any shares acquired under the Plan will be treated as a “sale” for short-swing liability purposes and will be matched with any non-exempt purchases of common stock (e.g. open-market purchases) made within six (6) months before or after the date of such sale.

### **Reporting Requirements**

Each of the following transactions involving the Section 16 Insider must be reported on a Form 4 within two (2) business days following the date on which such transaction occurs:

- Receipt of an option grant or stock appreciation right
- Receipt of restricted stock or restricted stock units that vest based on service

- Exercise of an option grant or stock appreciation right
- Same day option exercise and sale
- Acquisition of shares pursuant to vested restricted stock units (but only if those restricted stock units were reported as derivative securities upon their receipt rather than actual shares of common stock)
- Vesting of performance awards or any restricted stock or restricted stock units that vest based on performance milestones

If the exercise price is paid with shares of common stock, then the disposition of those shares should also be reported on the same Form 4 for the option exercise.

The sale of common stock must be reported on a Form 4 filed within two (2) business days after the date on which the sale is effected (i.e., the trade date).

When shares of common stock acquired upon the exercise of a stock option or stock appreciation right are withheld in satisfaction of applicable withholding taxes, the Section 16 Insider should report the gross number of shares acquired upon the exercise of such option or stock appreciation right (including the withheld shares) on the Form 4 filed for the option or stock appreciation right exercised and should also report the disposition of the withheld shares on that same Form 4. Shares of common stock withheld in satisfaction of the withholding taxes applicable to share issuances pursuant to vested restricted stock units or performance awards or upon the vesting of restricted stock should be reported on a Form 4 as a disposition of those shares.

### **FEDERAL INCOME TAX CONSEQUENCES**

The following is a general description of the awards granted under the Plan. State and local tax treatment, which is not discussed below, may vary from such federal income tax treatment. You should consult with your own tax advisor as to the tax consequences of your particular transactions under the Plan.

### **INCENTIVE STOCK OPTIONS**

#### **T1. Will the grant of an incentive stock option result in federal income tax liability to me?**

No.

#### **T2. Will the exercise of an incentive stock option result in federal income tax liability to me?**

No. You will not recognize taxable income for regular income tax purposes at the time the incentive stock option is exercised. However, the amount by which the fair market value (at the time of exercise) of the purchased shares exceeds the exercise price paid for those shares will constitute an adjustment to your income for purposes of the alternative minimum tax (see the "Alternative Minimum Tax" section below).

**T3. Can an incentive stock option lose its tax qualified status?**

Yes. An option granted as an incentive stock option will be taxed as a nonstatutory option if exercised more than three (3) months after you terminate employee status or more than twelve (12) months after such termination if due to your death or permanent disability. Certain amendments or modifications to an outstanding option may also cause the loss of incentive stock option status, but no such amendment or modification may be made without your consent.

**T4. When will I be subject to federal income tax on shares acquired under an incentive stock option?**

Generally, you will recognize income in the year in which you make a disposition of the shares purchased under your incentive stock option.

**T5. What constitutes a disposition of incentive stock option shares?**

A disposition of shares purchased under an incentive stock option will occur in the event you transfer legal title to those shares, whether by sale, exchange or gift, or you deliver such shares in payment of the exercise price of any other incentive stock option you hold. However, a disposition will not occur if you engage in any of the following transactions: a transfer of the shares to your spouse, a transfer into joint ownership with right of survivorship provided you remain one of the joint owners, a pledge of the shares as collateral for a loan, a transfer by bequest or inheritance upon your death or certain tax-free exchanges of the shares permitted under the Code.

**T6. How is my federal income tax liability determined when I dispose of my shares?**

Your federal income tax liability will depend upon whether you make a qualifying or disqualifying disposition of the shares purchased under your incentive stock option. A qualifying disposition will occur if the sale or other disposition of the shares takes place more than two (2) years after the date the incentive stock option for the shares was granted and more than one (1) year after the date that option was exercised for the particular shares involved in the disposition. A disqualifying disposition is any sale or other disposition made before both of these requirements are satisfied.

**T7. What if I make a qualifying disposition?**

You will recognize a long-term capital gain equal to the excess of (i) the amount realized upon the sale or other disposition over (ii) the exercise price paid for the shares. You will recognize a long-term capital loss if the amount realized is lower than the exercise price paid for the shares. (For the tax rates applicable to capital gain, please see Question T32.)

Example: On July 15, 2007, you are granted an incentive stock option for 1,000 shares with an exercise price of \$24.00 per share. On July 15, 2009, you exercise the option for 500 vested shares when the market price is \$25.00 per share. The purchased shares are held until January 15, 2011, when you sell them for \$26.00 per share.

Because the disposition of the shares is made more than two (2) years after the grant date of the incentive stock option and more than one (1) year after the option was exercised for the shares sold on January 15, 2009, the sale represents a qualifying disposition of such shares, and for federal income tax purposes, there will be a long-term capital gain of \$2.00 per share.

#### **T8. What are the normal tax rules for a disqualifying disposition?**

Normally, when you make a disqualifying disposition of shares purchased under an incentive stock option, you will recognize ordinary income at the time of the disposition in an amount equal to the excess of (i) the fair market value of the shares on the option exercise date over (ii) the exercise price paid for those shares. If the disqualifying disposition is effected by means of an arm's length sale or exchange with an unrelated party in which a loss (if otherwise incurred) would be recognized for tax purposes, the ordinary income will be limited to the amount by which (i) the amount realized upon the disposition of the shares or (ii) their fair market value on the exercise date, whichever is less, exceeds the exercise price paid for the shares. The amount of your disqualifying disposition income will be reported by the Company on your W-2 wage statement for the year of disposition, and any applicable withholding taxes which arise in connection with the disqualifying disposition will be deducted from your wages or otherwise collected from you.

Any additional gain recognized upon the disqualifying disposition will be capital gain, which will be long-term if the shares have been held for more than one (1) year following the exercise date of the option. (See Question T32 below for the tax rates applicable to capital gain.)

Example: On July 15, 2007, you are granted an incentive stock option for 1,000 shares with an exercise price of \$24.00 per share. On July 15, 2009, you exercise this option for 500 vested shares when the market price is \$25.00 per share. The purchased shares are held until March 15, 2010, when you sell them for \$26.00 per share.

Because the disposition of the shares is made less than one (1) year after the incentive stock option was exercised for the shares sold on March 15, 2010, the sale represents a disqualifying disposition of the shares, and for federal income tax purposes, the gain upon the sale will be divided into two (2) components:

**Ordinary Income:** You will recognize ordinary income in the amount of \$1.00 per share, the excess of the \$25.00 per share market price of the shares on the date the option was exercised over the \$24.00 per share exercise price.

**Capital Gain:** You will also recognize a short-term capital gain of \$1.00 per share with respect to each share sold.

In the event the shares purchased under an incentive stock option are sold to an unrelated party in a disqualifying disposition for less than the exercise price paid for those shares and the resulting loss is recognized for tax purposes, then you will not recognize any income but will recognize a capital loss equal to the excess of (i) the exercise price paid for the shares over (ii) the amount realized upon the disposition of those shares. For example, if the shares in the above Example are sold for \$22.00 per share in the disqualifying disposition, you would simply recognize a short-term capital loss of \$2.00 per share.

#### **T9. What are the federal tax consequences to the Company?**

If you make a qualifying disposition of shares acquired upon the exercise of an incentive stock option, then no income tax deduction may be taken by the Company with respect to such shares. Should you make a disqualifying disposition of such shares, then the Company will be entitled to an income tax deduction equal to the amount of ordinary income you recognize in connection with the disposition. The deduction will, in general, be allowed to the Company in the taxable year in which the disposition occurs.

**T10. What are the consequences of paying the exercise price of an incentive stock option in the form of shares of common stock acquired upon the exercise of an earlier-granted incentive stock option if the delivery of the shares results in a disqualifying disposition?**

If the delivery of the shares acquired under an earlier granted incentive stock option results in a disqualifying disposition, then you will be subject to ordinary income taxation on the excess of (i) the fair market value of the delivered shares at the time of their original purchase (or at the time any forfeiture restriction applicable to those shares lapsed) over (ii) the exercise price paid for the delivered shares.

The tax basis and capital gain holding periods for the shares of common stock purchased upon exercise of the incentive stock option will be determined as follows:

(i) To the extent the purchased shares equal in number the delivered shares as to which there is a disqualifying disposition, the basis for the new shares will be equal to the fair market value of the delivered shares at the time they were originally purchased, (or at the time any forfeiture restrictions applicable to those shares lapsed), and the capital gain holding period for those shares will include the period for which the delivered shares were held (measured from their original purchase date or (if later) from the lapse date of any forfeiture restriction applicable to those shares).

(ii) To the extent the number of purchased shares exceeds the number of delivered shares, the additional shares will have a zero basis and a capital gain holding period measured (in general) from the exercise date.

**T11. What are the consequences of paying the exercise price of an incentive stock option in the form of shares of common stock (i) acquired under an incentive stock option and held for the requisite holding periods, (ii) acquired under a nonstatutory stock option or (iii) acquired through open-market purchases?**

If the exercise price for the incentive stock option is paid with shares of common stock (i) acquired under an incentive stock option and held for the requisite minimum holding periods for a qualifying disposition, (ii) acquired under a nonstatutory stock option or (iii) acquired through open-market purchases, you will not recognize any taxable income (other than as described in the "Alternative Minimum Tax" section below) with respect to the shares of common stock purchased upon exercise of the incentive stock option. To the extent the purchased shares equal in number the shares of common stock delivered in payment of the exercise price, the new shares will have the same basis and holding period for capital gain purposes as the delivered shares. To the extent the number of purchased shares exceeds the number of delivered shares, the additional shares will have a zero basis and a capital gain holding period measured (in general) from the exercise date.

**T12. What are the consequences of a subsequent disposition of shares purchased under an incentive stock option with shares of common stock?**

If the incentive stock option is exercised with shares of common stock, then those shares purchased under the incentive stock option which have a zero basis will be treated as the first

shares sold or otherwise transferred in a disqualifying disposition. Accordingly, upon such a disqualifying disposition, you will recognize ordinary income with respect to the zero basis shares in an amount equal to their fair market value on the date the option was exercised for those shares or, if such shares were subject to any forfeiture restriction, on the date that restriction lapsed. Any additional gain upon such disqualifying disposition will in most instances be taxed as short-term capital gain.

### NON-STATUTORY STOCK OPTIONS

**T13. Will the grant of a nonstatutory stock option result in Federal income tax liability to me?**

No.

**T14. Will the exercise of a nonstatutory stock option result in Federal income tax liability to me?**

Normally, you will recognize ordinary income in the year in which the nonstatutory stock option is exercised in an amount equal to the excess of (i) the fair market value of the purchased shares on the exercise date over (ii) the exercise price paid for those shares. This income will be reported by the Company on your W-2 wage statement for the year of exercise (or on a Form 1099 if you are not an employee), and you will be required to satisfy the tax withholding requirements applicable to this income.

**T15. Will I recognize additional income when I sell shares acquired under a nonstatutory stock option?**

Yes. You will recognize a capital gain to the extent the amount realized upon the sale of such shares exceeds their fair market value at the time you recognized the ordinary income with respect to their acquisition. A capital loss will result to the extent the amount realized upon the sale is less than such fair market value. The gain or loss will be long-term if the shares are held for more than one (1) year prior to the disposition. (Please see Question T28 below for the tax rates applicable to capital gain.) The holding period normally starts at the time the nonstatutory stock option is exercised.

**T16. What are the consequences of paying the exercise price of a nonstatutory stock option in the form of shares of common stock previously acquired upon the exercise of employee options or through open-market purchases?**

You will not recognize any taxable income to the extent the shares of common stock received upon the exercise of the nonstatutory stock option equal in number the shares of common stock delivered in payment of the exercise price. For Federal income tax purposes, these newly-acquired shares will have the same basis and capital gain holding period as the delivered shares. To the extent the delivered shares were acquired under an incentive stock option, the new shares received upon the exercise of the nonstatutory stock option will continue to be subject to taxation as incentive stock option shares in accordance with the incentive stock option principles discussed above.

The additional shares of common stock received upon the exercise of the nonstatutory stock option will, in general, have to be reported as ordinary income for the year of exercise in an amount equal to their fair market value on the exercise date. These additional shares will have a tax basis equal to such fair market value and a capital gain holding period measured (in general) from the exercise date.



**T17. What are the Federal tax consequences to the Company?**

The Company will be entitled to an income tax deduction equal to the amount of ordinary income you recognize in connection with the exercise of the nonstatutory stock option. The deduction will, in general, be allowed for the taxable year of the Company in which you recognize such ordinary income.

**STOCK APPRECIATION RIGHTS**

**T18. Will the exercise of a stock appreciation right result in Federal income tax liability to me?**

Yes. Upon the exercise of a stock appreciation right for a distribution from the Company, you will, in general, recognize ordinary income in an amount equal to that distribution.

**T19. What are the Federal tax consequences to the Company?**

The Company will be entitled to an income tax deduction equal to the amount of ordinary income you recognize in connection with the appreciation distribution. The deduction will, in general, be allowed for the taxable year of the Company in which you recognize such ordinary income.

**STOCK ISSUANCES/RESTRICTED STOCK**

**T20. Will the issuance of vested shares result in federal income tax liability to me?**

Yes. Upon the issuance of vested shares, you will recognize ordinary income in an amount equal to the excess of (1) the then fair market value of the issued shares over (2) the purchase price (if any) paid for such shares.

**T21. Will the issuance of unvested shares result in federal income tax liability to me?**

If you are issued unvested shares of common stock subject to the Company's right to repurchase those shares upon your cessation of service, or subject to other substantial risk of forfeiture, and you do not make a Section 83(b) election at the time of such issuance, then you will not recognize any taxable income with respect to those unvested shares at the time of acquisition. However, you will subsequently recognize ordinary income, as and when the Company's repurchase right (or other substantial risk of forfeiture) lapses with respect to the shares, in an amount equal to the excess of (1) the fair market value of the shares on the date the Company's repurchase rights or other substantial risk of forfeiture lapse over (2) the purchase price (if any) paid for the shares.

You may elect under Code Section 83(b) to recognize income at the time the unvested shares are issued to you (see discussion of Section 83(b) election below). If such election is made, you will not recognize any additional income with respect to your unvested shares until such shares are sold or otherwise transferred in a taxable transaction.

**T22 What is the effect of making a Section 83(b) election?**

If you are issued shares subject to the Company's repurchase right or other substantial risk of forfeiture, you may elect under Code Section 83(b) to include as ordinary income in the year of issuance an amount equal to the excess of (1) the fair market value of the issued shares on the issue date over (2) the purchase price (if any) paid for the shares. The fair market value of the issued shares will be determined as if the shares were not subject to the Company's repurchase right or other substantial risk of forfeiture. If you make the Section 83(b) election, you will not recognize any additional income when the Company's repurchase right or other substantial risk of forfeiture subsequently lapses with respect to the shares. On the other hand, if you subsequently forfeit the shares, you will not be entitled to deduct the amount previously paid in taxes.

The Section 83(b) election must be filed with the Internal Revenue Service within thirty days following the date the shares are issued, and any ordinary income resulting from such election will be subject to applicable tax withholding requirements.

**T23. Will I recognize additional income when I sell shares acquired under the Plan?**

Yes. You will recognize a capital gain to the extent the amount realized upon the sale of such shares exceeds their fair market value at the time you recognized the ordinary income with respect to their issuance. A capital loss will result to the extent the amount realized upon such sale is less than such fair market value. (Please see Question T32 for the tax rates applicable to capital gain.)

The gain or loss will be long-term if the shares are held for more than one year prior to the sale. The capital gain holding period for vested shares will start on the date the shares are issued. The capital gain holding period for unvested shares issued under the Plan will start either (1) at the time the Company's repurchase rights or other substantial risk of forfeiture lapse, if no Section 83(b) election is filed at the time of issuance, or (2) at the time of issuance if you file the Section 83(b) election within thirty days after the issue date.

**T24. What are the federal tax consequences to the Company?**

The Company will be entitled to an income tax deduction equal to the amount of ordinary income that you recognize in connection with the acquisition of common stock under the Plan. The deduction will normally be allowed for the taxable year in which such issuance occurs. However, in the absence of your Section 83(b) election, the deduction for share issuances subject to the Company's repurchase right or other substantial risk of forfeiture will not be allowed until the taxable year of the Company which includes the last day of the calendar year in which you recognize ordinary income with respect to the issued shares.

**RESTRICTED STOCK UNITS AND PERFORMANCE AWARDS**

**T25. Will my receipt of my restricted stock units or performance awards result in federal income tax liability to me?**

No.

**T26. Will the vesting of my restricted stock units or performance awards be a taxable event for U.S. federal income tax purposes?**

No. You will not recognize any taxable income for federal income tax purposes when your restricted stock units or performance awards vest.

**T27. Will the subsequent payout of my vested performance awards payable in cash, and the subsequent issuance of shares of common stock under my vested restricted stock units or performance awards payable in shares, be a taxable event for federal income tax purposes?**

Yes. You will recognize ordinary income for U.S. federal income tax purposes when you are paid in cash for any vested performance awards that are payable in cash, and when the shares of common stock under your vested restricted stock units or performance awards payable in shares are actually issued to you, and the Company must withhold the requisite income taxes applicable to that income.

For restricted stock units or performance awards payable in shares, the amount of your taxable income will be equal to the selling price per share of common stock at the close of regular hours trading on the issue date times the number of shares issued to you on that date. Unless the Company collects from you the income taxes required to be withheld with respect to the shares to be issued to you, none of those shares will actually be issued.

**T28. Will the vesting of my restricted stock units or performance awards be a taxable event for Social Security and Medicare tax purposes?**

As your restricted stock units or performance awards vest, you will become immediately liable for the payment of the employee share of the FICA (Social Security and Medicare) taxes applicable to those awards. Accordingly, the Company must collect those taxes at the time of vesting, even though the cash will not be payable or shares issuable to you at that time. The FICA taxes will be based on the selling price per share of common stock at the close of regular hours trading on the vesting date of the shares. The Company must also collect the employee portion of the FICA taxes with respect to any phantom dividends at the time those phantom dividends vest hereunder.

Unless you deliver a separate check payable to the Company in the amount of the FICA taxes required to be withheld from you, the Company will withhold those taxes from your wages. However, if you are at the time an executive officer of the Company, then such withholding taxes must be collected from you through delivery of your separate check not later than the vesting date.

For the 2010 taxable year, Social Security taxes at the rate of 6.2% are imposed on the first \$106,800 of your taxable wages for the year. The Social Security taxable wage base usually increases from year to year. Your Medicare tax rate is 1.45% and is imposed on all of your taxable wages for the year.

**T29. How can the Company collect the withholding taxes with respect to the issuance of shares under my vested restricted stock units or performance awards payable in shares?**

Until such time as the Company provides you with notice to the contrary, the Company will collect the federal, state and local income taxes required to be withheld with respect to the issuance of your vested shares through an automatic share withholding procedure pursuant to which the Company will withhold, at the time of such issuance, a portion of the shares with a fair market value (based on the selling price per share of common stock at the close of regular hours trading on the issue date) equal to the amount of those taxes (the "Share Withholding Method"). The dollar value of any shares so withheld will not exceed the amount necessary to satisfy the minimum statutory withholding rates for federal and state income tax purposes which are applicable to supplemental taxable income.

Should any shares be distributed at a time when the Share Withholding Method is not available, then the federal, state and local income taxes required to be withheld with respect to those shares will be collected from you through either of the following alternatives:

- the delivery of your separate check payable to the Company or,
- the use of the proceeds from a next-day sale of the shares, provided and only if (i) such a sale is permissible under the Company's trading policies governing the sale of common stock, (ii) you make an irrevocable commitment, on or before the issue date for those shares, to effect such sale of the shares and (iii) the transaction is not otherwise deemed to constitute a prohibited loan under Section 402 of the Sarbanes-Oxley Act of 2002.

**T30. Will I recognize additional income when I sell shares issued in satisfaction of my restricted stock units or performance awards payable in shares?**

Yes. You will recognize a capital gain for U.S. federal income tax purposes to the extent the amount realized upon the sale of the shares exceeds their fair market value at the time you recognized ordinary income with respect to their issuance. A capital loss will result to the extent the amount realized upon such sale is less than such fair market value. (Please see Question T32 for the tax rates applicable to capital gain.)

The gain or loss will be long-term if the shares are held for more than one (1) year prior to the sale. The capital gain holding period for the shares will be measured from the date of their issuance.

**T31. What are the federal tax consequences to the Company?**

The Company will be entitled to an income tax deduction equal to the amount of ordinary income you recognize in connection with the payment of cash or issuance of the shares under your vested restricted stock units or performance awards. The deduction will normally be allowed for the taxable year in which such payment or issuance occurs.

**FEDERAL TAX RATES**

**T32. What are the applicable federal tax rates?**

**Regular Tax Rates.** The maximum federal tax rate on ordinary income in excess of \$373,650 (\$186,825 for a married taxpayer filing a separate return) is 35% for the 2010 calendar year. The applicable \$373,650 or \$186,825 threshold is subject to cost-of-living adjustments in taxable years beginning after December 31, 2010.

**Capital Gain Tax Rates.** Short-term capital gains are subject to the same tax rates as ordinary income. Long-term capital gains recognized in calendar year 2010 or in any subsequent taxable year prior to the first taxable year beginning after December 31, 2010 will be subject to a maximum federal tax rate of 15% (or 0% for taxpayers whose tax rate on ordinary income for the year is at the 10% or 15% level).

Long-term capital gains recognized in taxable years beginning after December 31, 2010 will be subject to a maximum federal tax rate of 20%.

## **ALTERNATIVE MINIMUM TAX**

### **T33. What is the alternative minimum tax?**

The alternative minimum tax is an alternative method of calculating the income tax you must pay each year in order to assure that a minimum amount of tax is paid for the year. The first \$175,000 (\$87,500 for a married taxpayer filing a separate return) of your alternative minimum taxable income for the year over the allowable exemption amount is subject to alternative minimum taxation at the rate of 26%. The balance of your alternative minimum taxable income is subject to alternative minimum taxation at the rate of 28%. However, the portion of your alternative minimum taxable income attributable to (i) any capital gain recognized upon the sale or disposition of capital assets held for more than one (1) year or (ii) certain qualified dividend income will be subject to a reduced alternative minimum tax rate of 15% (5% for individuals whose tax rate on ordinary income for the year is at the 10% or 15% level). The alternative minimum tax will, however, be payable only to the extent that it exceeds your regular federal income tax for the year (computed without regard to certain credits and special taxes).

### **T34. What is the allowable exemption amount?**

The allowable exemption amount for the 2010 taxable year is \$70,950 for a married taxpayer filing a joint return, \$46,700 for an unmarried taxpayer and \$35,475 for a married taxpayer filing a separate return. The allowable exemption amount is, however, to be reduced by \$0.25 for each \$1.00 by which the individual's alternative minimum taxable income for the year exceeds \$150,000 for a married taxpayer filing a joint return, \$112,500 for an unmarried taxpayer, and \$75,000 for a married taxpayer filing a separate return.

### **T35. How is the alternative minimum taxable income calculated?**

Your alternative minimum taxable income is based upon your regular taxable income for the year, adjusted to (i) include certain additional items of income and tax preference and (ii) disallow or limit certain deductions otherwise allowable for regular tax purposes.

### **T36. Is the spread on an incentive stock option at the time of exercise normally includible in alternative minimum taxable income?**

Yes. The spread on the shares purchased under an incentive stock option (the excess of the fair market value of the purchased shares at the time of exercise over the aggregate exercise price paid for those shares) is normally included in the optionee's alternative minimum taxable income at the time of exercise.

However, if the purchased shares are sold in the same taxable year in which they are acquired, and such sale is to an unrelated party in which a loss (if otherwise incurred) would be recognized for tax purposes, then the amount includible in your alternative minimum taxable income will in no event exceed the amount realized upon such sale less the option exercise price paid for those shares.

**T37. How will the payment of alternative minimum taxes in one year affect the calculation of my tax liability in a later year?**

If alternative minimum taxes are paid for one or more taxable years, a portion of those taxes (subject to certain adjustments and reductions) will be applied as a partial credit against your regular tax liability (but not alternative minimum tax liability) for subsequent taxable years. Upon the sale or other disposition of the purchased shares, whether in the year of exercise or in any subsequent taxable year, your basis for computing the gain for purposes of alternative minimum taxable income (but not regular taxable income) will include the amount of the option spread previously included in your alternative minimum taxable income.

**ADDITIONAL INFORMATION**

The following documents filed by Koppers Holdings with the SEC (File No. 001-32737) are incorporated by reference in the prospectus:

- (1) Koppers Holdings' latest Annual Report on Form 10-K filed pursuant to Section 13 or 15(d) of the Exchange Act;
- (2) All other reports filed by Koppers Holdings pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Annual Report on Form 10-K referred to above; and
- (3) The description of Koppers Holdings' common stock contained in the Registration Statement on Form 8-A, filed on January 27, 2006, including any amendment or report filed for the purpose of updating such description.

All documents filed by Koppers Holdings pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of the Annual Report on Form 10-K referred to in paragraph (1) above and prior to the termination of the offering of common stock under the Plan shall be deemed to be incorporated by reference in the prospectus and to be a part thereof from the date of filing of such documents, except that the information included in any document in response to paragraphs (i), (k) or (l) of Item 402 of SEC Regulation S-K is not incorporated by reference.

Upon written or oral request, Koppers Holdings will furnish without charge to any holder of an outstanding award under the Plan a copy of any or all of the information incorporated by reference in the prospectus (not including exhibits to documents incorporated by reference unless the exhibits are specifically incorporated by reference into the information included in such documents). The documents incorporated by reference are also available electronically at the SEC's Internet site at <http://www.sec.gov>.

A copy of Koppers Holdings' most recent annual report to shareholders will be delivered with this document to any holder of an outstanding award under the Plan who has not already received the annual report. Upon written or oral request, Koppers Holdings will furnish an additional copy of the annual report without charge to any such holder who received the annual report in advance of this document. Holders of outstanding awards who do not otherwise receive this material as shareholders will receive copies of all reports, proxy statements and other communications distributed to Koppers Holdings' shareholders generally, at the time such material is sent to shareholders.

This document may be updated in the future by furnishing to holders of outstanding awards under the Plans an appendix, supplement, memorandum or replacement page containing updated information. New prospectuses will not be delivered except upon request. Accordingly, this document, together with any updating information that is distributed from time to time, should be retained for future use. A copy of this document and any updating information will be furnished without charge to any such holder upon written or oral request.

Requests for documents referred to in the three preceding paragraphs should be directed to Koppers Holdings, 436 Seventh Avenue, Pittsburgh, PA 15219, Attention: Secretary (telephone: 412-227-2001).

**AMENDMENT #2 TO EMPLOYMENT AGREEMENT**

**THIS AMENDMENT #2** (this "Amendment") is made as of the 30<sup>th</sup> day of March, 2010, by and between Brian H. McCurrie ("Executive") and Koppers Inc. (the "Company").

**WHEREAS**, Executive and the Company entered into an employment contract setting forth the terms and conditions of Executive's employment with the Company on October 13, 2003 (the "Employment Contract"); and

**WHEREAS**, the parties entered into an amendment of the Employment Contract to comply with applicable requirements under Section 409A of the Internal Revenue Code of 1986, as amended, and the final regulations and other interpretative guidance issued thereunder, which amendment was effective as of January 1, 2009; and

**WHEREAS**, the parties desire to further amend the Employment Contract, effective May 1, 2010, to reflect certain new job duties of Executive;

**NOW, THEREFORE**, the parties, intending to be legally bound, hereby agree as follows:

1. The amendments to the Employment Contract set forth below shall become effective on May 1, 2010.
2. The introductory paragraph of the Employment Contract shall be deleted in its entirety and shall be replaced by the following:  
"The parties to this Employment Contract (this "Agreement") are Koppers Inc. (the "Company") and Brian H. McCurrie ("Executive"). The Company desires to retain the services of executive as Senior Vice President, Global Carbon Materials and Chemicals and Executive desires to accept such employment on the terms and conditions set forth below."
3. The first sentence of Section 2 of the Employment Contract shall be deleted in its entirety and shall be replaced by the following:  
"During the Term, Executive shall serve as Senior Vice President, Global Carbon Materials and Chemicals and shall perform the duties, services and responsibilities and have the authority commensurate to such position."
4. Except as expressly modified herein, all terms and conditions of the Employment Contract shall remain unchanged and in full force and effect.



IN WITNESS WHEREOF, the parties have caused this Amendment to be duly and properly executed the day and year first above written.

**THE COMPANY:**

/s/ Steven R. Lacy

\_\_\_\_\_  
Signature

Steven R. Lacy  
Name

Senior Vice President, Administration,  
General Counsel & Secretary  
Title

**EXECUTIVE:**

/s/ Brian H. McCurrie

\_\_\_\_\_  
Signature

Brian H. McCurrie  
Name

Vice President & Chief Financial Officer  
Title

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

|  | <u>2006</u>   | <u>2007</u>    | <u>2008</u>    | <u>2009</u>    | <u>2010</u>    |
|--|---------------|----------------|----------------|----------------|----------------|
| <b>Earnings:</b>                                   |               |                |                |                |                |
| Income from continuing operations before taxes     | \$18.6        | \$ 79.5        | \$ 90.0        | \$ 35.5        | \$ 73.8        |
| Deduct: Equity earnings net of dividends           | (0.3)         | (0.2)          | (0.6)          | (0.8)          | 0.0            |
| Deduct: Pre-tax income of noncontrolling interests | 1.9           | 3.1            | 0.8            | 3.4            | 0.5            |
| Add: Fixed charges                                 | 69.4          | 55.5           | 53.5           | 71.6           | 40.3           |
| Earnings as defined                                | <u>\$86.4</u> | <u>\$132.1</u> | <u>\$143.3</u> | <u>\$104.5</u> | <u>\$113.6</u> |
| <b>Fixed charges:</b>                              |               |                |                |                |                |
| Interest expensed                                  | \$61.3        | \$ 45.9        | \$ 41.4        | \$ 58.7        | \$ 27.1        |
| Interest capitalized                               | 0.2           | 0.3            | 0.0            | 0.0            | 0.0            |
| Other  | 0.0           | 0.0            | 0.4            | 0.5            | 0.0            |
| Rents  | 26.1          | 31.1           | 39.0           | 41.5           | 42.5           |
| Interest factor                                    | 31%           | 31%            | 31%            | 31%            | 31%            |
| Estimated interest component of rent               | 8.1           | 9.6            | 12.1           | 12.9           | 13.2           |
| Total fixed charges                                | <u>\$69.6</u> | <u>\$ 55.8</u> | <u>\$ 53.9</u> | <u>\$ 72.1</u> | <u>\$ 40.3</u> |
| <b>Ratio of earnings to fixed charges</b>          | <b>1.24</b>   | <b>2.37</b>    | <b>2.66</b>    | <b>1.45</b>    | <b>2.82</b>    |

**KOPPERS HOLDINGS INC.  
SUBSIDIARIES OF THE COMPANY  
AMENDED LIST OF SUBSIDIARIES**

| <u>Entity Name</u>   | <u>State or Country of Organization</u> |
|--|---|
| Koppers Inc.   | Pennsylvania                            |
| Koppers Asia LLC   | Delaware                                |
| Koppers Concrete Products, Inc.                              | Delaware                                |
| Concrete Partners, Inc.                                      | Delaware                                |
| Koppers Delaware, Inc.                                       | Delaware                                |
| Koppers Redemption, Inc.                                     | Delaware                                |
| World-Wide Ventures Corporation                              | Delaware                                |
| Koppers Ventures LLC   | Delaware                                |
| Koppers Assurance, Inc.                                      | South Carolina                          |
| Continental Carbon Australia Pty Ltd                         | Australia                               |
| Koppers Australia Holding Company Pty Ltd                    | Australia                               |
| Koppers Australia Pty. Limited                               | Australia                               |
| Koppers Carbon Materials & Chemicals Pty Ltd                 | Australia                               |
| Koppers Wood Products Pty Ltd                                | Australia                               |
| Koppers Shipping Pty. Ltd.                                   | Australia                               |
| Koppers (Beijing) Chemical Co., Ltd.                         | Peoples Republic of China               |
| Koppers (China) Carbon & Chemical Company Limited            | Peoples Republic of China               |
| Koppers Mauritius  | Republic of Mauritius                   |
| Koppers Europe ApS   | Denmark                                 |
| Koppers Denmark A/S  | Denmark                                 |
| Koppers Trading Denmark A/S                                  | Denmark                                 |
| Koppers European Holdings A/S                                | Denmark                                 |
| Koppers Tar Tech International A/S                           | Denmark                                 |
| Koppers Luxembourg S.ar.l                                    | Grand Duchy Luxembourg                  |
| Koppers India Carbon Materials and Chemicals Private Limited | India                                   |
| Koppers International BV                                     | The Netherlands                         |
| Koppers World-Wide Holdings CV                               | The Netherlands                         |
| Koppers Netherlands B.V.                                     | The Netherlands                         |
| Koppers Poland Sp.zo.o.                                      | Poland                                  |
| Koppers UK Holding Limited                                   | United Kingdom                          |
| Koppers UK Limited   | United Kingdom                          |
| Koppers UK Transport Limited                                 | United Kingdom                          |
| Koppers Lambson Limited                                      | United Kingdom                          |

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement Form S-3 No. 333-136329 of Koppers Holding Inc. and in the related Prospectus for the registration of debt securities, common stock, preferred stock and warrants and in the Registration Statement Form S-8 No. 333-135449 pertaining to the Koppers Holdings Inc. 2005 Long Term Incentive Plan of our reports dated February 22, 2011, with respect to the consolidated financial statements and schedule of Koppers Holdings Inc., and the effectiveness of internal control over financial reporting of Koppers Holdings Inc., included in this Annual Report (Form 10-K) for the year ended December 31, 2010.

/s/ ERNST & YOUNG LLP  
Pittsburgh, Pennsylvania  
February 22, 2011

## CERTIFICATIONS

I, Walter W. Turner, certify that:

1. I have reviewed this annual report on Form 10-K 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-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth 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 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: February 22, 2011

/s/ WALTER W. TURNER

Walter W. Turner

President and Chief Executive Officer

## CERTIFICATIONS

I, Leroy M. Ball, certify that:

1. I have reviewed this annual report on Form 10-K 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-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth 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 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: February 22, 2011

/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 Annual Report of Koppers Holdings Inc. (the "Company") on Form 10-K for the year ended December 31, 2010, 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 Koppers Holdings Inc., 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.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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

February 22, 2011

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

February 22, 2011