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**Alcoa veteran leads Wheeling-Pitt suitor's slate**

By Len Boselovic, Pittsburgh Post-Gazette

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Former Alcoa executive C. Frederick Fetterolf heads a list of outside directors Esmark hopes to put on the board of Wheeling Pittsburgh Corp. in its hostile bid to merge with the troubled steel producer.

The Chicago steel processor and distributor's slate of nine directors also includes Esmark Chairman and Chief Executive Officer James P. Bouchard, 45, and his brother, Chief Financial Officer Craig T. Bouchard, 52. The names were disclosed yesterday.

"These directors would dedicate themselves to transforming Wheeling-Pitt from a high-cost, under-capitalized company with a history of disappointing earnings into a well-capitalized, profitable steel company," James Bouchard said.

Esmark announced on Monday that it wants to gain control of the company's board, then merge with Wheeling-Pitt in a \$1.1 billion transaction that values Wheeling-Pitt shares at \$20. Wheeling-Pitt has rejected the offer, saying it is discussing possible alliances with Companhia Siderurgica Nacional, a Brazilian steel producer.

Mr. Fetterolf, 78, was president and chief operating officer of Alcoa until 1991, when he retired, citing differences with then-chairman Paul H. O'Neill. He has been a director of Allegheny Technologies, Mellon Financial, Union Carbide and Quaker State.

Esmark's other nominees include former Birmingham Steel chairman and CEO James Todd, 77, and Albert G. Adkins, 58, a former controller for U.S. Steel and Marathon Oil.

The steelmaker's current board has 11 directors, including two representatives selected by the United Steelworkers of America: former USW president Lynn R. Williams and former USW district director James L. Bowen. Esmark is not opposing their re-election.

The proxy fight would be waged at Wheeling-Pitt's next shareholder meeting. A date has not been disclosed.