

WHEELING PITTSBURGH CORP /DE/

Form 425

November 16, 2006

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Subject Company: Wheeling-Pittsburgh Corporation  
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On November 16, 2006, Companhia Siderurgica Nacional issued the following press release concerning the proposed strategic alliance between Companhia Siderurgica Nacional and Wheeling-Pittsburgh Corporation. The following press release contains forward looking statements as discussed more fully below.

FOR IMMEDIATE RELEASE  
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ISS ISSUES REPORT,  
DECLARES CSN PROPOSAL FOR WHEELING-PITTSBURGH SUPERIOR

CSN Merger Agreement Dependent  
on Re-Election of Wheeling-Pittsburgh Director Nominees

SAO PAULO, BRAZIL, Nov. 15 -- Companhia Siderurgica Nacional (CSN) (NYSE: SID) today announced that Institutional Shareholder Services (ISS), one of the leading providers of proxy advisory services, has issued a new report in which it declares CSN's enhanced proposal of November 14, 2006 to shareholders of Wheeling-Pittsburgh Corporation (NASDAQ:WPSC) a "better alternative."

Marcos Lutz, Vice President for Infrastructure and Energy, CSN, said, "We understand that ISS's stated policy is not to change formal recommendations so close to a meeting date, and so we are extremely pleased with ISS's statement that it deems our proposal 'a better alternative'. ISS evidently has seen through the barrage of rhetoric, and it recognizes that our enhanced proposal will create the most value for Wheeling--Pittsburgh shareholders. We hope all shareholders will now re-elect Wheeling-Pittsburgh's director nominees to the Board of Directors at its annual meeting of shareholders tomorrow."

In its updated report, ISS concludes that the revised CSN proposal addresses most of its concerns with the initial CSN offer. Specifically, ISS said that the advantages that the CSN offer provides include:

- o "Higher underlying equity valuation: The additional \$50 million in cash injection should improve WP's liquidity situation. Moreover, as it does not increase CSN's equity ownership in the company, we consider it to have the same effect as increasing the underlying offer price for WP's shares.
  
- o Increase in redemption price for B shares: Assuming, 7-8 percent discount rate (these rates have been used by Esmark in their presentation), the present value of the revised \$32/share redemption price for B shares comes to \$23.5-24.4 per share. The present value

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compares favorably against the \$20/share share buy-back that Esmark has proposed. Also, the revised proposal answers our initial questions on B shares, by providing greater information on the liquidity, marketability, and depository mechanics. The new B shares are expected to be listed on the NASDAQ exchange and would be held in a depository

- o Reduced leverage: By reducing the amount of convertible debt to \$175 million and by injecting \$50 million in new cash, the revised proposal increases net debt by \$125 million, compared to \$225 million previously. We believe that the lower level of net debt may be more manageable, and does not significantly affect WP's leverage.
- o Rights issue: The revised offer now entitles existing WP shareholders, who opt for A shares in the new combined company, to subscribe to rights issue at \$19/share for up to 4.6 million shares. We believe that the ability to subscribe to the rights issue allows class A shareholders to participate in the potential upside of the company. More importantly, we believe that this proposal, now makes the CSN offer comparable to the Esmark offer in terms of shareholders ability to participate in the upside by subscribing to rights issue, at a potentially discounted price.
- o Strong credentials of CSN designees: WP has also disclosed the names, experience and background of CSN designees for the new board, assuming the WP/CSN transaction is consummated. We believe that all three designees would bring relevant experience to the board. Given the background and experience of CSN designees, we are no longer concerned about the potential lack of steel experience on the proposed WP/CSN board."

Further, CSN noted the recent disclosure by Wheeling-Pittsburgh that the change of control provisions of Wheeling-Pittsburgh's credit facility will be triggered by the election of the Esmark director-nominees.

Shareholders who have questions or need assistance in voting their GOLD proxy card for the Wheeling-Pittsburgh director-nominees should call Wheeling-Pittsburgh's proxy solicitors, Georgeson Shareholder, toll-free at (800) 843-1451.

### ABOUT COMPANHIA SIDERURGICA NACIONAL

CSN is a leading global steel producer with operations in Latin America, North America, and Europe. CSN is a fully integrated steel producer, the largest coated steel producer in Brazil, with current capacity of 21.5 million tons of iron ore, 5.6 million tons of crude steel, 5.1 million tons of rolled products and 2.9 million tons of coated steel capacity.

CSN's process is based on the integrated steelworks concept that uses its own sources of iron ore and electrical power supply. In addition, CSN controls logistics assets - ports and railways - that enable an extremely cost efficient

and reliable loading and unloading of slabs and ore for deep sea vessels. This integrated steelworks concept allows CSN to be one of the most cost competitive steel producers in the world.

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CSN has had operations in the United States since 2001 through its wholly-owned subsidiary CSN LLC (formerly known as Heartland Steel) located at Terre Haute, Indiana. CSN LLC has an annual production capacity of 1 million tons of cold-rolled, galvanized and hot rolled products.

CSN shares are traded on the New York (NYSE) and Sao Paulo (BOVESPA) stock exchanges.

### FORWARD-LOOKING STATEMENTS CAUTIONARY LANGUAGE

The information contained in this news release and the investor presentation, other than historical information, consists of forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act. In particular, statements containing estimates or projections of future operating or financial performance are not historical facts, and only represent a belief based on various assumptions, all of which are inherently uncertain. Forward-looking statements reflect the current views of management and are subject to a number of risks and uncertainties that could cause actual results to differ materially from those described in such statements. These risks and uncertainties include, among others, factors relating to (1) the risk that the businesses of CSN Holdings Corp. and Wheeling-Pittsburgh will not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected; (2) the ability of CSN, CSN Holdings Corp. and Wheeling-Pittsburgh to realize the expected benefits from the proposed strategic alliance, including expected operating efficiencies, synergies, cost savings and increased productivity, and the timing of realization of any such expected benefits; (3) lower than expected operating results for Wheeling-Pittsburgh for the remainder of 2006 or for the strategic alliance; (4) the risk of unexpected consequences resulting from the strategic alliance; (5) the risk of labor disputes, including as a result of the proposed strategic alliance or the failure to reach a satisfactory collective bargaining with the production employees; (6) the ability of the strategic alliance to operate successfully within a highly cyclical industry; (7) the extent and timing of the entry of additional competition in the markets in which the strategic alliance will operate; (8) the risk of decreasing prices for the strategic alliance's products; (9) the risk of significant supply shortages and increases in the cost of raw materials, especially carbon slab supply, and the impact of rising natural gas prices; (10) rising worldwide transportation costs due to historically high and volatile oil prices; (11) the ability of the strategic alliance to complete, and the cost and timing of, capital improvement projects, including upgrade and expansion of Wheeling-Pittsburgh's hot strip mill and construction of an additional galvanizing line; (12) increased competition from substitute materials, such as aluminum; (13) changes in environmental and other laws and regulations to which the strategic alliance are subject; (14) adverse changes in interest rates and other financial market conditions; (15) failure of the convertible financing proposed to be provided by CSN to be converted to equity; (16) changes in United States trade policy and governmental actions with respect to imports, particularly with respect to restrictions or tariffs on the importation of carbon slabs; and (17) political, legal and economic conditions and developments in the United States and in foreign countries in which the strategic alliance will operate. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, and any changes in such assumptions or factors could cause actual results to differ materially from current expectations. CSN, CSN Holdings Corp. and Wheeling-Pittsburgh assume no duty to update forward-looking statements. Reference is made to a more complete discussion of forward-looking statements and applicable risks contained in CSN's and Wheeling-Pittsburgh's filings with the SEC.

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4

The foregoing shall not constitute an offer of any securities for sale. If and when definitive documentation for the proposed strategic alliance is completed, the proposed strategic alliance will be submitted to Wheeling-Pittsburgh Corporation stockholders for their consideration. CSN Holdings will file a registration statement with the SEC, containing a preliminary proxy statement of Wheeling-Pittsburgh Corporation and a preliminary prospectus of CSN Holdings and other relevant documents concerning the proposed strategic alliance. Stockholders of Wheeling-Pittsburgh are urged to read the registration statement and the definitive proxy statement/prospectus, and any other relevant documents filed with the SEC, if and when they become available, as well as any amendments or supplements to those documents, because they will contain important information. You will be able to obtain a free copy of the proxy statement/prospectus, as well as other filings containing information about CSN, CSN Holdings and Wheeling-Pittsburgh, at the SEC's website at [www.sec.gov](http://www.sec.gov).

CSN and CSN Holdings and their respective directors, authorized persons, executive officers and other employees may be deemed to be participants in the solicitation of proxies from the stockholders of Wheeling-Pittsburgh in connection with the proposed strategic alliance. Information about the directors and executive officers of CSN is set forth in CSN's Annual Report on Form 20-F for the 2005 fiscal year, as filed on July 3, 2006. CSN and its directors, authorized persons and executive officers do not own any shares of WPC.

Additional information regarding the participants in the proxy solicitation and their respective interests may be obtained by reading the proxy statement/prospectus regarding the proposed strategic alliance if and when it becomes available.

5