FROST & JACOBS

2500 PNC Center • 201 East Fifth Street • Post Office Box 5715 • Cincinnati, Ohio 45201-5715 • (513) 651-6800

Facsimile (513) 651-6981
Telex 21-4396 F&J Cn
Cable "Frostjac"
Writer's Direct Dial Number
(513) 651-6745

April 28, 1994

Supplement to Advisory Opinion 1994-9

RECEIVED FEDERAL ELECTION COMMISSION OFFICE OF GENERAL COUNSEL

APR 28 3 29 PM '94

Via Telecopier

Jonathan Levin, Esq.
Federal Elections Commission
Office of General Counsel
999 E Street, N.W.
Washington, D.C. 20463

Re: Armco Steel Company, L.P./AK Steel Corporation

Dear Mr. Levin:

Pursuant to our phone conversation this morning, I have asked AK Steel Corporation to send to you directly, by Federal Express, a copy of the Joint Venture Termination Agreement entered into between Armco Inc., Kawasaki, and Armco Steel/AK Steel Corporation. I have also asked them to send you a copy of the final prospectus.

As I indicated to you on the phone, AK Steel Corporation views the Joint Venture Termination Agreement to be a business sensitive document and, accordingly, wishes to maintain its confidentiality. I understand that you will not make the document a part of the public record. If you determine that you need to rely on the document to issue your Advisory Opinion, please call me so that we can determine if there is a way to preserve the business sensitive portions of the document while allowing the Commission to use it in formulating its Opinion.

Per your message to me left on my voice-mail, I am providing you with written confirmation of our conversation today with John Hritz, Esq., Assistant General Counsel for AK Steel Corporation. Mr. Horitz indicated that the common stock offering involved a total of 19,504,310 shares, and that the percentage of AK Steel stock owned by Armco Inc. after the public offering amounts to 3.96% and that of Kawasaki amounts to 20%. Mr. Hritz also indicated that he believed the new board of AK Steel Holding would be elected by the old board.

I hope this information is sufficient. You indicated that you may need to reach me for further information. I will be out of the office next week on Tuesday afternoon, and will remain out of the office through the end of the week. You can leave a message for me on my voice-mail, which I will be checking regularly throughout the week. Also, you can feel free to contact my colleague here, Jack Harrison, who is familiar with this matter and can assist you in my absence.

Very truly yours,

Grant S. Cowan

GSC/gc

cc: John G. Hritz, Esq.
Mr. Alan H. McCoy
Jack B. Harrison, Esq.

RECEIVED
FEDERAL ELECTION
COMMISSION
OFFICE OF GENERAL
COUNSEL

APR 29 12 47 PM '94

JOINT VENTURE TERMINATION AGREEMENT

JOINT VENTURE TERMINATION AGREEMENT, dated as of April 6, 1994, among Armco Inc., an Ohio corporation ("AI"), Kawasaki Steel Corporation, a Japanese corporation ("KSC"), Kawasaki Steel Investments, Inc., a Delaware corporation ("KSIN"), Armco Steel Company, L.P., a Delaware limited partnership ("ASCLP"), AJV Investments Corp., a Delaware corporation ("AJV"), KSCA, Incorporated, a Delaware corporation ("KSCA"), AK Steel Corporation, a Delaware corporation formerly known as AK Management Corporation ("AKS"), and AK Steel Holding Corporation, a Delaware corporation ("AKSH").

WHEREAS, AI and KSC are parties to a Joint Venture Formation Agreement, dated March 24, 1989 and amended as of May 9, 1989 and December 17, 1992, a copy of which is shown on Exhibit A hereto (the "Formation Agreement");

WHEREAS, AI and KSIN, which is an indirect wholly owned subsidiary of KSC, are the limited partners, and AKS, whose stock is equally owned by AJV, a wholly subsidiary of AI, and KSCA, an indirect wholly owned subsidiary of KSC, is the sole general partner, of ASCLP;

WHEREAS, pursuant to the Formation Agreement, ASCLP acquired, as a going concern, the assets, properties and business of the Eastern Steel Division of AI, and thereafter operated said business;

WHEREAS, ASCLP intends to enter into a recapitalization transaction (the "Recapitalization"), which will include the restructuring of ASCLP into corporate form, whereunder AKS will be the successor to ASCLP, and the sale of stock by AKSH, a newly formed corporation which will be the sole stockholder of AKS, to the public in an initial public offering;

WHEREAS, to effectuate the Recapitalization, AI, AJV, KSIN, KSCA, AKS and Holding have entered into an Equity Exchange Agreement dated March 29, 1994, pursuant to which (i) each of AI and KSIN has agreed to transfer to AKSH all its limited partnership interest in ASCLP in exchange for 1,013,697 shares of AKSH's common stock, par value $.01 per share (the "AKSH Common Stock"), and each of AJV and KSCA has agreed to transfer to AKSH all of shares of stock in AKS in exchange for 10,240 shares of AKSH Common Stock (the "Exchange Transaction"), and (ii) AKSH has agreed to contribute all of the limited partnership interest in ASCLP to AKS (together with the Exchange Transaction, the "Incorporation Transaction"), as a result of which ASCLP shall dissolve, by operation of law, and AKS shall thereby acquire all of the assets of ASCLP and shall thereby assume all of the liabilities of ASCLP, by operation of law, all such transactions to occur simultaneously; and

PROSPECTUS

Pages from the Final Two Prospectuses

17,572,222 Shares

AK Steel

AK Steel Holding Corporation

Common Stock

(par value \$.01)

All of the shares of Common Stock, \$.01 par value ("Common Stock"), of AK Steel Holding Corporation ("Holding") offered hereby are being sold by Holding. Of the 17,572,222 shares of Common Stock being offered, 14,072,222 shares (the "U.S. Shares") are initially being offered in the United States and Canada by the U.S. Underwriters (the "U.S. Offering") and 3,500,000 shares (the "International Shares") are initially being concurrently offered outside the United States and Canada by the Managers (the "International Offering" and, together with the U.S. Offering, the "Common Stock Offering"). The offering price and underwriting discounts of the U.S. Offering and the International Offering are identical. Prior to the Common Stock Offering, there has been no public market for the Common Stock. For information relating to the factors considered in determining the initial public offering price, see "Underwriting."

The Common Stock Offering is part of a recapitalization (the "Recapitalization") that also includes (i) the offering, pursuant to a separate prospectus, of \$325 million of 10¾% Senior Notes due 2004 (the "Senior Notes") of Holding's subsidiary, AK Steel Corporation ("AK Steel"), (ii) the issuance by Holding of 6,303,193 shares of its Common Stock in exchange for certain equity interests in a predecessor company and \$100 million of existing subordinated indebtedness of AK Steel that will remain outstanding as an obligation to Holding, (iii) a substantial reduction in the amount of AK Steel's remaining indebtedness and extension of the maturity dates for a portion of this indebtedness, (iv) a \$100 million cash contribution to the AK Steel pension trust and a corresponding reduction in its unfunded pension obligation and (v) a new \$75 million five-year revolving credit facility. The consummation of the Common Stock Offering is conditioned upon the concurrent consummation of the other elements of the Recapitalization. See "The Recapitalization."

The Common Stock has been approved for quotation on the Nasdaq National Market under the symbol "AKST", subject to notice of issuance.

See "Risk Factors" for a discussion of certain factors that should be considered in connection with an investment in the Common Stock offered hereby.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

	Price to Public(1)	*Underwriting Discount*	*Proceeds to Holding(1) (2)*
Per Share	*\$23.50*	*\$1.41*	*\$22.09*
Total(2)	*\$412,947,217*	*\$24,776,833*	*\$388,170,384*

(1) Before deduction of expenses payable by Holding estimated at \$1,970,000.

(2) Holding has granted the U.S. Underwriters and the Managers an option, exercisable by CS First Boston Corporation for 30 days from the date of the initial public offering of the shares offered hereby, to purchase a maximum of 2,635,833 additional shares in order to cover over-allotments of shares. If the option is exercised in full, the total price to public will be \$474,889,293, underwriting discount will be \$28,493,358, and proceeds to Holding will be \$446,395,935.

The U.S. Shares are offered by the several U.S. Underwriters when, as and if issued by Holding, delivered to and accepted by the U.S. Underwriters and subject to their right to reject orders in whole or in part. It is expected that the U.S. Shares will be ready for delivery on or about April 7, 1994.

CS First Boston

The date of this Prospectus is March 30, 1994.

The agreement with the USWA covering non-exempt salaried employees will expire on the same date that the successor agreement covering the USWA-represented hourly employees at the Ashland Works expires. The terms of the agreement with the AEIF covering the Company's hourly employees at the Middletown Works have been settled through March 1, 1997 pursuant to an arbitrator's decision. However, on February 15, 1994 the USWA filed a petition with the National Labor Relations Board (the "NLRB") seeking to represent these employees, and the executive committee of the AEIF has voted to support the USWA organizing effort. A hearing before the NLRB commenced March 8, 1994 to determine whether an election will be held and, if so, the election date and the scope of the bargaining unit eligible to vote in the election. No predictions can be made concerning the outcome of the NLRB hearing or the outcome of an election, if any. If the USWA is elected as the bargaining representative for these employees, it may seek to renegotiate the terms of the existing AEIF agreement covering these employees prior to March 1, 1997.

Taxes

The Company believes the Recapitalization should not adversely affect its ability to deduct, for income tax purposes, future payments when made in respect of certain of the Company's contingent obligations, including those for postretirement benefits other than pensions (see "Retiree Health Benefits and Pension Obligations" above). There can be no assurance that the Company's position will prevail if challenged by the Internal Revenue Service or other taxing authority. See "Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources."

Significant Stockholder; Potential Conflict of Interest

At present, Kawasaki beneficially holds a 50% equity interest in the Company. After the Recapitalization, Kawasaki will beneficially own approximately 22.0% of the outstanding Common Stock. One of the members of the Company's Board of Directors was designated by Kawasaki, and the Company and Kawasaki have agreed that, for so long as Kawasaki beneficially owns not less than 15% of the outstanding shares of Common Stock, the Company will take all action necessary to nominate and support the nomination of one person designated by Kawasaki for election as a director of the Company and to solicit proxies in favor of the election of such nominee. See "Certain Relationships and Related Transactions." As a result, Kawasaki is likely to continue to have a significant interest in the Company. In Japan, Kawasaki manufactures steel products similar to those manufactured by the Company. Although the Company historically has not considered Kawasaki a competitor, there can be no assurance that this will continue to be the case.

Benefits of the Recapitalization to Certain Persons

In connection with the Recapitalization, Armco will receive 1,023,937 shares of Common Stock in respect of its equity interests in the Partnership, representing approximately 4.3% of the outstanding Common Stock. In addition, the Company will release Armco from certain indemnification obligations, consisting of (i) certain supplemental unemployment benefit payments up to a maximum of $16.5 million, and (ii) 50% of the costs of exiting Eveleth if such exit were to occur prior to May 1996, which percentage could approximate $15.0 million (see "Potential Special Charges" above). See "Certain Relationships and Related Transactions". Upon consummation of the Recapitalization, Thomas C. Graham, Chairman of the Board and Chief Executive Officer of the Company, will receive 69,148 shares of Common Stock, representing approximately 0.3% of the outstanding Common Stock, in lieu of cash in payment of a portion of his bonus under his existing employment agreement. See "Management — Executive Compensation — Summary of Compensation".

Factors Relating to the Common Stock

Dilution

The initial public offering price per share of Common Stock will exceed the net tangible book value per share of Common Stock. Accordingly, the purchasers of the Common Stock hereunder will experience immediate dilution of $30.17 per share (based on the initial public offering price of $23.50 per share). See "Dilution."

delivery capabilities, and its emphasis on customer technical support and product planning, are critical factors in its ability to serve this important segment of the market.

The Company, the successor to the Eastern Steel Division of Armco, was formed in May 1989 as a joint venture between Armco and Kawasaki, and has operated since that date in the form of the Partnership under the name Armco Steel Company, L.P. The Company and its predecessors have been in the steelmaking business for over 90 years. Armco, the second largest domestic manufacturer of stainless steels, also produces electrical and carbon steels and steel products, non-residential construction products and tubular goods. Kawasaki, the third largest steel company in Japan, is also engaged in engineering and construction, electronics and chemicals. Upon the completion of the Recapitalization, Armco will own approximately 4.3% of the outstanding Common Stock and Kawasaki will own approximately 22.0% of the outstanding Common Stock.

Holding was incorporated in Delaware on December 20, 1993 in connection with the Recapitalization. AK Steel was incorporated in Delaware on March 13, 1989 under the name AK Management Corporation to act as the general partner of the Partnership, and changed its name to AK Steel Corporation in connection with the Recapitalization. The Company's two principal manufacturing facilities are the Middletown Works in Middletown, Ohio (the "Middletown Works") and the Ashland Works in Ashland, Kentucky (the "Ashland Works"). The Company's principal executive offices are located at 703 Curtis Street, Middletown, Ohio 45043 (telephone (513) 425-5000).

excess of 10% of the consolidated assets of the corporation, and certain transactions that would increase the interested stockholder's proportionate share ownership in the corporation) between an interested stockholder and a corporation for a period of three years after the date the interested stockholder acquired its stock, unless (i) the business combination is approved by the corporation's board of directors prior to the date the interested stockholder acquired shares; (ii) the interested stockholder acquired at least 85% of the voting stock of the corporation in the transaction in which it became an interested stockholder; or (iii) the business combination is approved by a majority of the board of directors and by the affirmative vote of two-thirds of the votes entitled to be cast by disinterested stockholders at an annual or special meeting.

SHARES ELIGIBLE FOR FUTURE SALE

Upon completion of the Common Stock Offering, the Company will have 23,944,563 shares of Common Stock outstanding and an additional 51,055,437 shares of Common Stock authorized for possible future issuance. The Common Stock sold in the Common Stock Offering will be freely tradeable without restriction or further registration under the Securities Act, except for any shares purchased by an "affiliate" of the Company that will be subject to the resale limitations of Rule 144 under the Securities Act ("Rule 144"). Sales of substantial amounts of Common Stock in the public market following this offering could adversely affect the market price of the Common Stock.

Under Rule 144, "restricted securities" that have been held for two years may be publicly sold, provided that the amount of securities sold within any three-month period does not exceed the greater of 1% of the then outstanding Common Stock or the average weekly trading volume in the Common Stock in composite trading on all exchanges during the four calendar weeks preceding that sale. Sales under Rule 144 are also subject to certain manner-of-sale provisions, notice requirements and availability of current public information about the Company. If three years have elapsed since the date of acquisition of restricted securities from the Company or from any affiliate of the Company, and the acquiror or subsequent holder thereof is deemed not to have been an affiliate of the Company for at least three months immediately preceding the sale, that person may sell those securities under Rule 144 without regard to the volume and other limitations described above. The foregoing summary of Rule 144 is not intended to be a complete description thereof.

In connection with the Recapitalization, 5,279,256 shares of Common Stock will be held by Kawasaki, 1,023,937 shares of Common Stock will be held by Armco and 69,148 shares of Common Stock will be held by Mr. Graham. Kawasaki has agreed for a period of 365 days (with respect to the shares of Common Stock received by it in the Equity-Indebtedness Exchange), and each of Kawasaki (with respect to its remaining shares), Armco and Mr. Graham has agreed for a period of 180 days, without the prior consent of CS First Boston, as representative of the U.S. Underwriters, and CSFB, on behalf of the Managers, not to issue, sell or contract to sell or otherwise dispose of any shares of Common Stock or any securities convertible into or exchangeable for Common Stock or grant options or warrants to purchase any shares of Common Stock (other than in connection with employee benefit plans). See "Underwriting." The Company intends to file with the Commission and maintain in effect shelf registration statements under the Securities Act relating to the sale of these shares and to pay all expenses associated therewith.

Prior to the Common Stock Offering there has been no public market for the Common Stock, and no prediction can be made as to the effect, if any, that sales of shares of Common Stock under Rule 144 or the future availability of such shares for sale will have on the market price of the Common Stock prevailing from time to time following this offering. Nevertheless, sales of substantial amounts of Common Stock in the public market, or the perception that such sales could occur, could adversely affect prevailing market prices for the Common Stock.

CERTAIN UNITED STATES FEDERAL INCOME AND ESTATE TAX CONSIDERATIONS FOR NON-U.S. HOLDERS OF COMMON STOCK

The following is a summary of certain U.S. federal income and estate tax consequences of the ownership and disposition of Common Stock by holders who are non-U.S. holders (as defined below). This summary discusses only Common Stock held as "capital assets" (as defined in the Internal Revenue Code of 1986, as amended (the "Code")) by the holders thereof. This summary does not discuss all aspects of United States federal income and estate taxation that may be relevant to a particular non-U.S. holder of Common Stock in to anyone other than a U.S. or Canadian Person nor to any dealer who does not so agree. Each of the Managers has agreed or will agree that, as part of the distribution of the International Shares and subject to certain exceptions, (i) it is not purchasing any shares of Common Stock for the account of any U.S. or Canadian Person and (ii) it has not offered or sold, and will not offer or sell, directly or indirectly, any shares of Common Stock or distribute any prospectus relating to the Common Stock in the United States or Canada or to any U.S. or Canadian Person nor to any dealer who does not so agree. The foregoing limitations do not apply to stabilization transactions or to transactions between the U.S. Underwriters and the Managers pursuant to the Agreement Between. As used herein, "United States" means the United States of America (including the States and the District of Columbia), its territories, possessions and other areas subject to its jurisdiction, "Canada" means Canada, its provinces, territories, possessions and other areas subject to its jurisdiction, and "U.S. or Canadian Person" means a citizen or resident of the United States or Canada, or a corporation, partnership or other entity created or organized in or under the laws of the United States or Canada (other than a foreign branch of such an entity) or an estate or trust the income of which is subject to United States or Canadian federal income taxation, regardless of its source of income, and includes any United States or Canadian branch of a non-U.S. or non-Canadian Person.

Pursuant to the Agreement Between, sales may be made between the U.S. Underwriters and the Managers of such number of shares of Common Stock as may be mutually agreed upon. The price of any shares so sold shall be the initial public offering price, less such amount as may be mutually agreed upon by CS First Boston, as representative of the U.S. Underwriters, and CSFB, on behalf of the Managers, but not exceeding the selling concession applicable to such shares. To the extent there are sales between the U.S. Underwriters and the Managers pursuant to the Agreement Between, the number of shares of Common Stock initially available for sale by the U.S. Underwriters or by the Managers may be more or less than the amount appearing on the cover page of the Prospectus. Neither the U.S. Underwriters nor the Managers are obligated to purchase from the other any unsold shares of Common Stock.

CS First Boston and the Managers have informed the Company that they do not expect discretionary sales by the Underwriters and the Managers to exceed 5% of the number of shares of their underwriting commitments.

The Company has agreed to indemnify the U.S. Underwriters and the Managers against certain liabilities, including civil liabilities under the Securities Act, or contribute to payments that the U.S. Underwriters and the Managers may be required to make in respect thereof. The Company has also agreed to pay approximately $35,000 to the U.S. Underwriters and Managers as partial reimbursement of their expenses in connection with the Common Stock Offering.

Kawasaki has agreed for a period of 365 days after the date of the Common Stock Offering (with respect to the shares of Common Stock received by it in the Equity-Indebtedness Exchange), and each of Kawasaki (with respect to its remaining shares), Armco, Mr. Graham and the Company has agreed for a period of 180 days after the Common Stock Offering, that it or he will not, without the prior written consent of CS First Boston, as representative of the U.S. Underwriters, and CSFB, on behalf of the Managers, offer, sell, contract to sell or otherwise dispose of any Common Stock or preferred stock or any substantially similar securities of the Company or any security convertible into or exchangeable for such Common Stock or preferred stock or similar securities other than to the U.S. Underwriters or the Managers pursuant to the Underwriting and the Subscription Agreements, upon the exercise of an option or warrant or the conversion of securities outstanding on the date hereof or pursuant to employee benefit plans (including stock ownership plans, stock ownership trusts and stock purchase plans), except that the Company may issue Common Stock pursuant to the Recapitalization and the SIP.

Prior to the Common Stock Offering, there has been no public market for the Common Stock. The initial price to the public for the shares of Common Stock will be determined by negotiation among the Company, CS First Boston, as representative of the U.S. Underwriters, and CSFB, on behalf of the Managers, and will be based on, among other things, the Company's financial and operating history and condition, its prospects and the prospects for its industry in general, the management of the Company and the market prices for securities of companies in businesses similar to that of the Company.

PROSPECTUS

$325,000,000

AK Steel

AK Steel Corporation

10¾% Senior Notes Due 2004

Guaranteed on a Senior Basis by

AK Steel Holding Corporation

Interest payable April 1 and October 1 *Due April 1, 2004*

The 10¾% Senior Notes Due 2004 (the "Senior Notes") are being offered (the "Senior Notes Offering") by AK Steel Corporation ("AK Steel"). The Senior Notes are not redeemable prior to April 1, 1999. Thereafter, the Senior Notes are redeemable at the option of AK Steel, in whole or in part, at the redemption prices set forth herein plus accrued interest to the date of redemption. Upon a Change in Control (as defined herein) and subject to certain conditions, each holder of Senior Notes may require AK Steel to repurchase such Senior Notes at 101% of the principal amount thereof plus accrued interest to the Change in Control Payment Date (as defined herein).

The Senior Notes will be senior unsecured obligations of AK Steel, ranking pari passu with all other senior indebtedness of AK Steel. The Senior Notes will be unconditionally guaranteed on a senior basis by AK Steel's parent corporation, AK Steel Holding Corporation ("Holding"). At December 31, 1993, after giving pro forma effect to the recapitalization described herein ("Recapitalization"), the aggregate amount of senior indebtedness of AK Steel (including secured indebtedness of $70.5 million and the Senior Notes) would have been approximately $404.5 million. See "Description of Senior Notes."

The Senior Notes Offering is part of a Recapitalization that also includes (i) the offering, pursuant to a separate prospectus, of 17,572,222 shares of Common Stock of Holding (excluding 2,635,833 shares subject to an over-allotment option), (ii) the issuance by Holding of an additional 6,303,193 shares of its Common Stock in exchange for certain equity interests in a predecessor company and $100 million of existing subordinated indebtedness of AK Steel that will remain outstanding as an obligation to Holding, (iii) a substantial reduction in the amount of AK Steel's remaining indebtedness and extension of the maturity dates for a portion of this indebtedness, (iv) a $100 million cash contribution to the AK Steel pension trust and a corresponding reduction in its unfunded pension obligation, and (v) a new $75 million five-year revolving credit facility. The consummation of the Senior Notes Offering is conditioned upon the concurrent consummation of the other elements of the Recapitalization. See "The Recapitalization."

See "Risk Factors" for a discussion of certain factors that should be considered in connection with an investment in the Senior Notes.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

	Price to Public(1)	*Underwriting Discount*	*Proceeds to AK Steel(1)(2)*
Per Senior Note	100%	3%	97%
Total	$325,000,000	$9,750,000	$315,250,000

(1) Plus accrued interest, if any, from April 7, 1994.
(2) Before deduction of expenses payable by AK Steel estimated at $1,551,000.

The Senior Notes are offered by the Underwriter when, as and if issued by AK Steel, delivered to and accepted by the Underwriter and subject to its right to reject orders in whole or in part. It is expected that the Senior Notes will be ready for delivery on or about April 7, 1994.

CS First Boston

The date of this Prospectus is March 30, 1994.

MANAGEMENT

Directors and Executive Officers

Directors

At present, Thomas C. Graham, James F. Will and Kanji Emoto are directors of Holding and AK Steel, and John B. Corey, David G. Harmer, Kinya Yamaguchi and Tadaaki Yanazawa also are directors of AK Steel. It is anticipated that, at or prior to completion of the Recapitalization, Cyrus Tang, Dr. Bonnie Guiton Hill, John A. Georges and Robert E. Northam will be added to Holding's and AK Steel's Board of Directors as independent directors and Messrs. Corey, Harmer, Yamaguchi and Yanazawa will resign as directors of AK Steel. The executive officers of Holding and AK Steel are identical. The names and ages of the persons who are directors and executive officers of Holding and AK Steel and the positions of these persons (including the director nominees) with the Company are set forth below. Information concerning the age and principal occupations or employments of these persons during the past five years (if different) and certain other information is set forth under "Business Experience."

Name	Age	Position
Thomas C. Graham	67	Chairman of the Board and Chief Executive Officer
James F. Will	55	Director of Holding and AK Steel
Kanji Emoto	58	Director of Holding and AK Steel
John B. Corey	51	Director of AK Steel
David G. Harmer	50	Director of AK Steel
Kinya Yamaguchi	59	Director of AK Steel
Tadaaki Yanazawa	63	Director of AK Steel

In addition, Holding and Kawasaki have entered into an agreement pursuant to which, for so long as Kawasaki beneficially owns no less than 15% of the outstanding shares of Common Stock, Holding will take all action necessary to nominate and support the nomination of one person designated by Kawasaki for election as a director of Holding and to solicit proxies in favor (and otherwise recommend to stockholders) the election of such nominee as a director. See "Certain Relationships and Related Transactions." Mr. Emoto is Kawasaki's initial designee to Holding's Board of Directors.

Executive Officers

Name	Age	Position
Richard M. Wardrop, Jr.	48	President and Chief Operating Officer
Mark G. Essig	36	Executive Vice President — Commercial
Mark W. Kontos	43	Vice President — Finance, Chief Financial Officer and Treasurer
Randall F. Preheim	48	Vice President, General Counsel and Secretary
David F. Alexander	54	Vice President — Research and Design Engineering
Gary L. Melampy	37	Vice President — Employee Relations
Edward L. Hare	46	Controller

Business Experience — Directors

Thomas C. Graham, who has 47 years of experience in the steel industry, has been a Director, President and Chief Executive Officer of the Partnership since June 1992. Prior to joining the Partnership, Mr. Graham served from July 1991 to May 1992 as Chairman and Chief Executive Officer of Washington Steel Corporation, a privately held specialty steel producer, and headed its successful turnaround and eventual sale to Lukens, Inc. in April 1992. From October 1990 to May 1991, Mr. Graham served as President, Steel and Diversified Group of USX Corporation. Mr. Graham also served as Vice Chairman and Chief Operating Officer, Steel and Related Resources of U.S. Steel Corporation from 1983 to October 1990 and as a director of