

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
FANSTEEL INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 02-10109 (JJF)
	)	(Jointly Administered)
Debtors.	)	
	)	Objection Deadline: February 11, 2002 at 4:00 p.m.
	)	Hearing Date: February 14, 2002 at 12:30 p.m.
	)	

**NOTICE OF MOTION FOR ORDER AUTHORIZING DEBTORS TO EMPLOY  
AND COMPENSATE CERTAIN PROFESSIONALS UTILIZED IN THE  
ORDINARY COURSE OF DEBTORS' BUSINESS**

TO: Parties required to receive notice pursuant to Del. Bankr. LR 2002-1.

On January 15, 2002, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the *Motion for Order Authorizing Debtors to Employ and Compensate Certain Professionals Utilized in the Ordinary Course of Debtors' Business* (the "Motion") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Court"), seeking authority to employ and pay certain professionals utilized by Debtors in the ordinary course of their business. A true and correct copy of the Motion is attached hereto.

<sup>1</sup> The Debtors are the following entities: Fansteel Inc., Fansteel Holdings, Inc., Custom Technologies Corp., Escast, Inc., Wellman Dynamics Corp., Washington Mfg. Co., Phoenix Aerospace Corp., American Sintered Technologies, Inc., and Fansteel Schulz Products, Inc.  
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Objections and other responses to the Motion, if any, must be in writing and be filed with the Bankruptcy Court, and served on (i) counsel for the Debtors: Jeffrey S. Sabin, Esquire, Schulte, Roth & Zabel LLP, 919 Third Avenue, New York, New York, 10022; and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, Delaware 19899-8705; (ii) the Office of the United States Trustee, David Buckbinder, Esquire, J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Lock Box 35, Wilmington, Delaware 19801; (iii) counsel to the Official Committee of Unsecured Creditors (if any); and (iv) counsel for the postpetition lenders: Jeffrey N. Rich, Esquire, Kirkpatrick & Lockhart LLP, 1251 Avenue of the Americas, New York, New York 10022, on or before February 11, 2002 at 4:00 p.m. prevailing eastern time.

IF NO OBJECTIONS ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF DEMANDED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

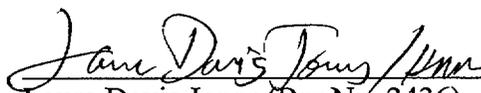
IN THE EVENT THAT ANY OBJECTION OR RESPONSE IS FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, A HEARING ON THE MOTION WILL BE HELD ON FEBRUARY 14, 2002 AT 12:30 P.M. EASTERN TIME BEFORE THE HONORABLE JOSEPH J. FARNAN, JR., UNITED STATES DISTRICT COURT JUDGE FOR THE DISTRICT OF DELAWARE, 844 N. KING STREET, 6<sup>TH</sup> FLOOR, COURTROOM 6A, WILMINGTON, DELAWARE.

Dated: January 22, 2002

SHULTE ROTH & ZABEL LLP  
Jeffrey S. Sabin  
Mark A. Broude  
919 Third Avenue  
New York, NY 10022  
Telephone: (212) 756-2000  
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and

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.



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Laura Davis Jones (Bar No. 2436)  
Hamid Rafatjoo (CA Bar No. 181564)  
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[Proposed] Co-Counsel for the Debtors and  
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
FANSTEEL INC., et al.,<sup>1</sup> ) Case No. 02-\_\_\_\_\_ ( )  
) (Jointly Administered)  
Debtors. )  
)  
)  
)

**MOTION FOR ORDER AUTHORIZING DEBTORS  
TO EMPLOY AND COMPENSATE CERTAIN PROFESSIONALS  
UTILIZED IN THE ORDINARY COURSE OF DEBTORS' BUSINESS**

The above-captioned debtors and debtors-in-possession (collectively the “Debtors”), hereby move the Court (the “Motion”) for entry of an order authorizing Debtors to employ and compensate certain professionals utilized in the ordinary course of Debtors’ business. In support of this Motion, Debtors respectfully represent as follows:<sup>2</sup>

**Jurisdiction**

1. This Court has jurisdiction over this Motion under 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A) and (O).
2. Venue of these proceedings and this Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory predicates for the relief requested herein are sections 105(a) and 363(c) of title 11 of the United States Code (the “Bankruptcy Code”).

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<sup>1</sup> The Debtors are the following entities: Fansteel Inc., Fansteel Holdings, Inc., Custom Technologies Corp., Escast, Inc., Wellman Dynamics Corp., Washington Mfg. Co., Phoenix Aerospace Corp., American Sintered Technologies, Inc., and Fansteel Schulz Products, Inc.

<sup>2</sup> The facts and circumstances supporting this Motion are set forth in the Affidavit of Gary L. Tessitore, President and Chief Executive Officer of Fansteel Inc., in Support of First Day Motions, filed contemporaneously herewith.

## Background

4. Fansteel and the other eight Debtors (each a direct or indirect wholly-owned subsidiary of Fansteel) have been engaged for over 70 years in the business of manufacturing and marketing specialty metal products with today's operations being conducted at ten manufacturing facilities (five of which are owned by Fansteel) in nine states. Collectively, Debtors have approximately 1,250 employees, substantially all on a full time basis, including approximately 365 employees that are working under collective bargaining agreements with four different unions. Each Debtor is operated separately, with separate employees, separate operations and separately maintained books and records.

### A. Pre-Petition Unsecured Lenders

5. Prior to the Petition Date, The Northern Trust Company ("NTC"), as agent for itself and M&I Bank ("M&I"), had extended to Fansteel a \$30 million unsecured revolving facility (the "Pre-Petition Credit Facility"), which provided for up to \$20 million in revolving advances for working capital and up to \$10 million in letters of credit. Fansteel is the only borrower under the Pre-Petition Credit Facility and none of the other Debtors has any obligations thereunder; however, under the Pre-Petition Credit Facility, Fansteel agreed not to permit any of its direct or indirect subsidiaries (including all of the other Debtors) to incur indebtedness or to pledge any of their assets, subject to certain exceptions. As of the Petition Date, there was approximately \$8.5 million outstanding under the Pre-Petition Credit Facility in addition to \$6.5

million in outstanding letters of credit, which includes a \$3.7 million letter of credit in favor of the NRC.<sup>3</sup>

**B. Causes Leading to the Bankruptcy Filings**

6. The operations of Debtors' respective businesses have involved compliance with state and federal environmental laws, including the Atomic Energy Act. The Debtors' bankruptcy cases are an outgrowth of the discontinuation of one of Fansteel's operations that was conducted from the 1950s through 1989 at a site owned and operated by Fansteel in Muskogee, Oklahoma (the "Muskogee Site"). At the Muskogee Site, Fansteel, in accordance with a license obtained from the U.S. Nuclear Regulatory Commission (the "NRC") in 1967, processed tantalum ore for further processing at Fansteel's plant in North Chicago. Tantalum naturally occurs with other metals, including uranium and thorium, each of which is radioactive, and the processing of tantalum results in, among other things, radioactive residues and soils. Fansteel, in accordance with applicable regulations promulgated by the NRC, is required, upon discontinuance of its business to remediate these residues and soils.

7. In 1989, Fansteel discontinued its operations at the Muskogee Site. Notwithstanding such discontinuation, Fansteel has remained at all times in compliance with its NRC license, and has maintained the Muskogee Site in a manner that protects the health and safety of its employees and the public. Following its discontinuation of operations at the Muskogee Site, Fansteel developed a method to reprocess the residues at the Muskogee Site and

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<sup>3</sup> There is a second letter of credit in favor of the NRC in the amount of approximately \$750,000, which is not issued pursuant to the Pre-Petition Credit Facility.

to remediate the contaminated soils, and obtained the approval of the NRC for various aspects of such reprocessing and remediation. Unfortunately, due to operational problems in the plant and the significant decline in the price of tantalum during the second and third quarters of 2001, operation of the reprocessing facility was determined to be uneconomic, requiring Fansteel, as a matter of generally accepted accounting principals, in its financial statements for the quarter ended September 30, 2001, to write off the costs that Fansteel had expended in designing and building the reprocessing plant (approximately \$32 million), and to take an immediate reserve for the reasonably anticipated costs of remediating the radioactive residues and soils that remain on the Muskogee Site without regard to any reprocessing (an approximately \$57 million reserve).

8. Fansteel's plight was further aggravated by the actions of NTC and M&I. In mid October 2001, Fansteel promptly informed NTC of the prospective write-off and reserve required with respect to the Muskogee Site, and requested waivers of any events of default arising under the Pre-Petition Credit Facility as a result thereof, as well as an amendment of the loan documents governing the Pre-Petition Credit Facility in order either to allow Fansteel sufficient additional availability under the Pre-Petition Credit Facility or to allow Fansteel's subsidiaries to borrow funds on a secured basis which, in either case, would have provided the Debtors with sufficient liquidity to avoid a bankruptcy filing. However, NTC refused these requests and, on November 19, 2001, accelerated the Pre-Petition Credit Facility, froze all of the Debtors' accounts that were maintained at NTC and M&I and set-off amounts owed under the Pre-Petition Credit Facility against those accounts. As a result of the freeze and such set-off, the

Debtors no longer had access to the funds necessary to operate their respective businesses and a bankruptcy filing became inevitable.

### Relief Requested

9. Debtors retain the services of the various professionals, listed in Exhibit A to the order attached hereto, in the ordinary course of operating their businesses (the "OCP"). The OCP provide services to Debtors in a variety of discrete matters including, but not limited to, labor, general corporate and insurance law, actuarial work and record keeping for defined contribution plans. Debtors request that they be authorized to employ and retain OCP needed by Debtors in the ordinary course of their businesses by submitting affidavits of disinterestedness for each of the OCP in lieu of individual retention applications (the "Affidavits of Disinterestedness") and without the need for any further hearing or notice to any other party.

10. Debtors seek leave to continue the employment of such OCP post-petition without the necessity of filing formal applications for employment and compensation by each professional pursuant to Sections 327, 328, 329, and 330 of the Bankruptcy Code. It would be unwieldy and burdensome on both Debtors and this Court to request each such OCP to apply separately for approval of its employment and compensation.

11. Debtors request that they be permitted to employ and retain the OCP on terms substantially similar to those in effect prior to the Petition Date but subject to the terms described in this Motion. Debtors submit, however, that they wish to employ the OCP only as necessary to preserve the value of Debtors' assets and their estates and maintain that as such

expenses for the OCP will be kept to a minimum, and the OCPs will not perform substantial services relating to bankruptcy matters except with leave of the Court.

**A. Procedure**

12. Pursuant to this Motion, Debtors request that all OCPs be excused from submitting separate applications for proposed retention unless otherwise provided herein.

13. Debtors propose the following procedures for the retention of the OCP:

a. that Debtors be authorized to pay, without formal application to the Court by any OCP, 100% of the interim fees and disbursements to each of the OCPs, after submission to Debtors of an Affidavit of Disinterestedness as described below, and upon the submission to Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date, provided that such interim fees, excluding costs, do not exceed the OCP Monthly Fees identified in Exhibit A;

b. that Debtors file with the Court and serve on (i) the United States Trustee, (ii) Counsel for the Official Committee of Unsecured Creditors, and (iii) Counsel for Debtors' postpetition lenders on March 31, June 30, September 30 and December 31 of every year that these chapter 11 cases are pending a statement that includes the following information for each OCP: (a) the name of the OCP; (b) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by such OCP during the previous period; and (c) a general description of the services rendered by each OCP;

c. in the event that in a given month the invoice of an OCP exceeds \$15,000, such firm shall apply for approval by the Court of all such firm's fees and disbursements for such month, but is entitled to an interim payment up to \$15,000 for such OCP as a credit against the fees and disbursements for such month ultimately allowed by the Court;

d. that each OCP shall file with the Court and serve upon the (i) United States Trustee, (ii) counsel for the Official Committee of Creditors Holding Unsecured Claims (the "Committee"), if such a committee is appointed, and (iii) the counsel to Debtors, (collectively, the "Notice Parties"), an Affidavit of Disinterestedness within twelve days prior to submitting an invoice to Debtors;

e. that the United States Trustee and the other Notice Parties shall have ten (10) days after the receipt of each OCP's Affidavit of Disinterestedness (the "Objection Deadline") to object to the retention of such OCP. The objecting party shall serve any such objections upon Debtors, the OCP, the United States Trustee, and the other Notice Parties on or before the Objection Deadline. If any such objection cannot be resolved within ten (10) days, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date or other date otherwise agreeable to the parties thereto. If no objection is received from any of the Notice Parties by the Objection Deadline, Debtors shall be authorized to retain and pay such OCP as a final matter.

**Basis For Relief**

**B. Retention Of Professionals In The Ordinary Course of Business Is In The Best Interest of the Debtors' Estates.**

14. Debtors submit that the continued employment and compensation of the OCPs is in the best interests of the estates, creditors, and other parties in interest. While some of the OCPs may wish to continue to represent Debtors on an ongoing basis, others may be unwilling to do so if they are unable to be paid on a regular basis. If the expertise and background knowledge of any of these OCPs with respect to the particular areas and matters for which they were responsible prior to the Petition Date are lost, Debtors will undoubtedly incur additional and unnecessary expenses, as other professionals without such background and expertise will have to be retained. It is in the best interests of Debtors' estates and their creditors that Debtors avoid any disruption in the professional services required by the day-to-day operation of their businesses.

15. The foregoing proposed retention and payment plan will not apply to attorneys or other professionals retained or to be retained by Debtors pursuant to separate orders of this Court.

**C. Authority**

16. The OCPs will not be involved in the administration of these chapter 11 cases but, rather, will provide services in connection with Debtors' ongoing business operations or services ordinarily provided by in-house counsel to a corporation. As a result, Debtors do not believe that all of the OCP are "professionals," as that term is used in Section 327 of the

Bankruptcy Code, whose retention must be approved by the Court.<sup>4</sup> Nevertheless, out of an abundance of caution, Debtors seek the relief requested in this Motion to avoid any subsequent controversy as to Debtors' employment and payment of the OCPs during the pendency of these chapter 11 cases. Debtors shall seek specific Court authority under Section 327 of the Bankruptcy Code to employ any other professionals involved in the actual administration of these chapter 11 cases.

17. The relief requested in this Motion has been granted routinely by numerous courts. See, e.g., In re Federal-Mogul Global, Inc. T&N Limited, Case No. 01-10578 (SLR) (Bankr. D. Del. Nov. 9, 2001) (order authorizing employment and compensation of professionals in the ordinary course of business); In re W.R. Grace & Co., Case No. 01-1139 (JJF) (Bankr. D. Del. May 3, 2001) (same); In re U.S. Office Products Company, Case No. 01-0646 (Bankr. D. Del. March 28, 2001) (same); In re Trans World Airlines, Inc., Case No. 01-0056 (PJW) (Bankr. D. Del. January 10, 2001); In re MobileMedia Communications, Inc., Case No. 97-174 (PJW) (Bankr. D. Del. Jan. 30, 1997) (same); In re Morrison Knudsen Corp., No. 96-

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<sup>4</sup> See, e.g., Elstead v. Nolden (In re That's Entertainment Mkt'g Group, Inc.), 168 B.R. 226, 230 (N.D. Cal. 1994) (only the retention of professionals whose duties are central to the administration of the estate require prior court approval under section 327); In re Madison Management Group, Inc., 137 B.R. 275, 283 (Bankr. N.D. Ill. 1992) (same); In re Sieling Assocs. Ltd. Partnership, 128 B.R. 721, 723 (Bankr. E.D. Va. 1991) (same); In re Riker Indus., Inc., 122 B.R. 964, 973 (Bankr. N.D. Ohio 1990) (no need for section 327 approval of the fees of a management and consulting firm that performed only "routine administrative functions" and whose "services were not central to [the] bankruptcy case"); In re D'Lites of Am., Inc., 108 B.R. 352, 353 (Bankr. N.D. Ga. 1989) (section 327 approval is not necessary for "one who provides services to debtor that are necessary regardless of whether petition was filed"); In re Fretheim, 102 B.R. 298, 299 (Bankr. D. Conn. 1989) (only those professionals involved in the actual reorganization effort, rather than debtor's ongoing business, require approval under section 327); In re Pacific Forest Indust., Inc., 95 B.R. 740, 743 (Bankr. C.D. Cal 1989) (same); In re Babcock Dairy Co., 70 B.R. 691, 692 (Bankr. N.D. Ohio 1987) (holding that an expert witness was not a "professional person" under section 327 because his testimony did not measurably affect the administration of the estate); In re Johns-Manville Corp., 60 B.R. 612, 619 (Bankr. S.D.N.Y. 1989) (only those professionals involved in the actual reorganization effort, rather than debtor's ongoing business, require approval under section 327).

1006 (PJW) (Bankr. D. Del. June 25, 1996); In re Abrasive Indus., Inc., No. 94-135 (HSB) (Bankr. D. Del. Feb. 22, 1994) (order authorizing retention and employment of professionals in the ordinary course of business).

18. Debtors and their estates would be well served by authorizing the retention of the OCPs because of such professionals' past relationship and understanding of Debtors and their operations. It is in the best interest of all of the parties and the creditors to avoid any disruption in the professional services rendered by the OCPs in the day-to-day operations of Debtors' businesses.

#### Notice

19. Notice of this Motion has been or will be given (i) the United States Trustee and (ii) counsel to Debtors' proposed postpetition lenders. In light of the nature of the relief requested, Debtors submit that no further notice is required.

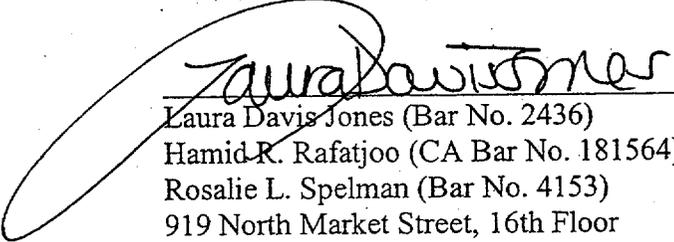
WHEREFORE, Debtors respectfully request that the Court enter an order, substantially in the form attached hereto, authorizing Debtors to employ and compensate certain OCPs on the terms and conditions set forth above and grant such other relief as the Court deems just and proper.

Dated: January 14, 2002

SCHULTE, ROTH & ZABEL LLP  
Jeffrey S. Sabin (JSS 7600)  
Mark A. Broude (MAB 1902)  
919 Third Avenue  
New York, New York 10022  
Telephone: (212) 756-2000  
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and

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.



Laura Davis Jones (Bar No. 2436)  
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[Proposed] Counsel for Fansteel Inc., et al.  
Debtors and Debtors In Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
FANSTEEL INC., et al.,<sup>1</sup> ) Case No. 02-\_\_\_\_\_ ( )  
) (Jointly Administered)  
Debtors. )  
)  
)

**ORDER AUTHORIZING DEBTORS TO EMPLOY AND  
COMPENSATE CERTAIN PROFESSIONALS UTILIZED  
IN THE ORDINARY COURSE OF DEBTORS' BUSINESS**

Upon consideration of the motion (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order authorizing the Debtors to employ and compensate certain professionals; and it appearing that the relief requested is in the best interests of Debtors' estates, their creditors and other parties in interest; and it appearing that this proceeding is a core proceeding under 28 U.S.C. § 157(a); and due and sufficient notice of the Motion having been given under the circumstances; and after due deliberation and cause appearing therefore;

ORDERED that the Motion is granted; and it is further

ORDERED Debtors are hereby authorized to employ and retain, pursuant to §§ 105 and 327 of chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), the ordinary course professionals (the "OCP") identified in Exhibit A attached hereto; and it is further

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<sup>1</sup> The Debtors are the following entities: Fansteel Inc., Fansteel Holdings, Inc., Custom Technologies Corp., Escast, Inc., Wellman Dynamics Corp., Washington Mfg. Co., Phoenix Aerospace Corp., American Sintered Technologies, Inc., and Fansteel Schulz Products, Inc.

ORDERED that Debtors are authorized to pay, without formal application to the Court by any OCP, 100% of the interim fees and disbursements to each of the OCPs, after submission to Debtors an Affidavit of Disinterestedness as described below, and upon the submission to Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date, provided that such interim fees and disbursements for each OCP do not exceed \$15,000 (the "OCP Monthly Fees"); and it is further

ORDERED that Debtors shall file with the Court and serve on (i) the United States Trustee, (ii) Counsel for the Official Committee of Unsecured Creditors, and (iii) Counsel for Debtors' postpetition lenders on March 31, June 30, September 30, and December 31 of every year that these chapter 11 cases are pending a statement that includes the following information for each OCP: (a) the name of the OCP; (b) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by such OCP during the previous period; and (c) a general description of the services rendered by each OCP; and it is further

ORDERED that in the event that in a given month the invoice of an OCP exceeds the OCP Monthly Fee amount for such OCP, such firm shall apply for approval by the Court of all such firm's fees and disbursements for such month, but is entitled to an interim payment up to the OCP Monthly Fee for such OCP as a credit against the fees and disbursements for such month ultimately allowed by the Court; and it is further

ORDERED that each OCP that Debtors wish to retain shall file with the Court and serve upon the (i) United States Trustee, (ii) counsel for the Official Committee of Creditors

Holding Unsecured Claims (the "Committee"), if such a committee is appointed, and (iii) the counsel to Debtors, (collectively, the "Notice Parties"), an Affidavit of Disinterestedness prior to submitting an invoice to Debtors; and it is further

ORDERED that the United States Trustee and the other Notice Parties shall have ten (10) days after the receipt of each OCP's Affidavit of Disinterestedness (the "Objection Deadline") to object to the retention of such Professional. The objecting party shall serve any such objections upon Debtors, the OCP, the United States Trustee, and the other Notice Parties on or before the Objection Deadline. If any such objection cannot be resolved within ten (10) days, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date or other date otherwise agreeable to the parties thereto. If no objection is received from any of the Notice Parties by the Objection Deadline, Debtors shall be authorized to retain such Professional as a final matter; and it is further

ORDERED that the Court shall retain jurisdiction with respect to any matters, claims rights or disputes arising from or related to the implementation of this Order.

Dated: \_\_\_\_\_, 2002

\_\_\_\_\_  
Judge

# EXHIBIT A

EXHIBIT A

ORDINARY COURSE PROFESSIONAL	STREET1	STREET2	STREET3	CITY	STATE	ZIP
Stites & Harbison PLLC	250 West Main Street	Suite 2300		Lexington	KY	40507
Reising, Ethington, Barnes, Kisselle, Learman & McCulloch, P.C.	201 W. Big Beaver	Suite 400		Troy	MI	48084
Aronberg Goldgen Davis & Garmisa	One IBM Plaza	Suite 3000		Chicago	IL	60611
Shawe & Rosenthal	Sun Life Building	20 South Charles St.		Baltimore	MD	21201
Kinkle, Rodiger & Spriggs	3333 Fourteenth Street			Riverside	CA	92501
Nyemaster, Goode, Voigts, West, Hansell & O'Brien	700 Walnut Street	Suite 1600		Des Moines	IA	50309
Weston Benshoof Rochefort Rubalcava MacCulish LLP	333 Hope Street	16th Floor		Los Angeles	CA	90071
Prindle, Decker & Amaro LLP	310 Golden Shore	4th Floor		Long Beach	CA	90801
White and Williams	One Liberty Place	1650 Market St.		Philadelphia	PA	19103
Elliot, Stanek, Mazzacuro & Sciota, P.C.	98 Main Street			Southington	CT	06489
Pepper Hamilton LLP	1201 Market Street	Suite 1600	PO Box 1709	Wilmington	DE	19899
Thompson Hine & Flory	127 Public Square	3900 Key Tower		Cleveland	OH	44114
Willis Corroon Corp. of Illinois	10 S. La Salle Street	Suite 3000		Chicago	IL	60603
Haar & Woods, LLP	1010 Market Street	Suite 1620		St. Louis	MO	63101
Gimbel, Reilly, Guerin & Brown	Two Plaza East	Suite 1170	330 E. Kilbourn Ave	Milwaukee	WI	53202
McGladrey & Pullen, LLP	Ancore Financial Plaza, 5th Floor	501 7th St.		Rockford	IL	61110
William M. Mercer, Inc.	10 South Wacker Drive			Chicago	IL	60606
Group Benefits Unlimited, Inc.	1000 Plaza Drive	Suite 300		Schaumburg	IL	60173
Kirkpatrick & Lockhart Pittsburgh	Henry W. Oliver Bldg.	535 Smithfield Street		Pittsburgh	PA	15222
McBride Baker & Coles	500 West Madison Street			Chicago	IL	60661
ORDINARY COURSE PROFESSIONAL	SPECIALTY					
Stites & Harbison PLLC	Employment Law					
Reising, Ethington, Barnes, Kisselle, Learman & McCulloch, P.C.	Intellectual Property Law					
Aronberg Goldgen Davis & Garmisa	Employees benefit documentation					
Shawe & Rosenthal	General Labor Law					
Kinkle, Rodiger & Spriggs	Environment Law					
Nyemaster, Goode, Voigts, West, Hansell & O'Brien	Employment Litigation					
Weston Benshoof Rochefort Rubalcava MacCulish LLP	Environment Law					
Prindle, Decker & Amaro LLP	General Litigation					
White and Williams	General Litigation					
Elliot, Stanek, Mazzacuro & Sciota, P.C.	Real Estate Law					
Pepper Hamilton LLP	General Litigation					
Thompson Hine & Flory	Environment Law					
Willis Corroon Corp. of Illinois	Environment Law					
Haar & Woods, LLP	General Litigation, Contractual & Property Law					
Gimbel, Reilly, Guerin & Brown	Contractual & Property Law					
McGladrey & Pullen, LLP	Record Keeping for defined contribution plans; Audit all retirement plans					
William M. Mercer, Inc.	Actuaries					
Group Benefits Unlimited, Inc.	Fansteel Health Insurance Plan					
Kirkpatrick & Lockhart Pittsburgh	General Litigation					
McBride Baker & Coles	Environmental Law					