40-7580

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Civil Action No.: 02-44 (JJF)
	:	
FANSTEEL INC., et al.,	:	(Bankruptcy #02-10109)
	:	
Debtors.	:	**Objection Deadline: February 15, 2002 at 4:00 p.m.** **Hearing Date: (If necessary, will be determined.)**

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that on February 5, 2002, Klett Rooney Lieber & Schorling, co-counsel to the Official Committee of Unsecured Creditors, filed the attached Application For An Order Pursuant To Section 1103(a) of the Bankruptcy Code Authorizing the Employment and Retention Nunc Pro Tunc of Klett Rooney Lieber & Schorling, A Professional Corporation, As Co-Counsel to the Official Committee of Unsecured Creditors (the "Application") with the United States District Court for the District of Delaware, 844 North King Street, Wilmington, Delaware 19801 (the "District Court").

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Application must be filed with the District Court, and served upon (i) Freeborn & Peters, 311 South Wacker Drive, Suite 3000, Chicago, IL 60606, attn: Frances Gecker, Esquire and (ii) Klett Rooney Lieber & Schorling, P.C., 1000 West Street, Suite 1410, Wilmington, DE 19801, attn: Adam G. Landis, Esquire so as to be received by February 15, 2002 at 4:00 p.m. prevailing Eastern Time.

KRLSWIL:28476.1

NMSSO1 Add: Rds Ogc Mail Center

PLEASE TAKE FURTHER NOTICE that if objections or responses to the Application are filed and served in accordance with this Notice, a hearing will be scheduled at the Court's convenience. If no responses or objections are filed and served in accordance with this Notice, the Motion may be granted by the Court without further notice or hearing.

Dated: February 5, 2002
Wilmington, Delaware

KLETT ROONEY LIEBER & SCHORLING
A Professional Corporation

By: _____

Adam G. Landis (I.D. No. 3407)
1000 West Street, Suite 1410
Wilmington, DE 19801
Telephone: (302) 552-4200
Facsimile: (302) 552-4295

- and -

Frances Gecker, Esquire
Joseph D. Frank (ARDC #6216085)
FREEBORN & PETERS
311 South Wacker Drive, Suite 3000
Chicago, IL 60606
Telephone: (312) 360-6000
Facsimile: (312) 360-6596

Co-Counsel to the Official Committee of Unsecured Creditors

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In Re:	:	Civil Action No.: 02-44 (JJF)
	:	
FANSTEEL, INC., et al.,	:	(Bankruptcy # 02-10109)
	:	
Debtors.	:	

APPLICATION FOR AN ORDER PURSUANT TO SECTION 1103(a) OF THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT AND RETENTION NUNC PRO TUNC OF KLETT ROONEY LIEBER & SCHORLING, A PROFESSIONAL CORPORATION, AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

The Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), hereby submits this Application For An Order Pursuant To Section 1103(a) Of The Bankruptcy Code Authorizing The Employment And Retention Nunc Pro Tunc Of Klett Rooney Lieber & Schorling, A Professional Corporation, As Co-Counsel To the Official Committee of Unsecured Creditors (the "Application"). In support of this Application, the Committee respectfully represents as follows:

Background

1. On January 15, 2002, (the "Petition Date"), the Debtors filed with the United States Bankruptcy Court for the District of Delaware their respective voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code").

2. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

3. On January 22, 2002, United States District Judge Joseph J. Farnan, Jr. signed an Order Granting Emergency Motion For Withdrawal of Reference, which order withdrew the reference of the entirety of the Debtors' Chapter 11 case, effective upon the date of the Order.

4. On January 29, 2002, the United States Trustee (the "UST") appointed the Committee.

5. On January 29, 2002 (the "Retention Date"), the Committee met and selected the law firms of Freeborn & Peters ("Freeborn & Peters") and Klett, Rooney, Lieber & Schorling ("Klett Rooney") as its co-counsel.

6. As of the Retention Date, Adam G. Landis, Esquire, a shareholder of Klett Rooney, together with attorneys from Freeborn & Peters, participated in representing the Committee.

Jurisdiction and Venue

7. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this proceeding and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for this Application is 11 U.S.C. § 1103(a).

Relief Requested

8. By this Application, the Committee seeks to employ and retain Klett Rooney as its co-counsel nunc pro tunc to the Retention Date. The Committee seeks to retain Klett Rooney as co-counsel because of Klett Rooney's expertise and extensive knowledge of debtor and creditor representation under the Bankruptcy Code, its frequent practice before this Court and other courts, and its extensive experience representing parties-in-interest in bankruptcy proceedings. The Committee believes that Klett Rooney is well qualified to represent it in these jointly-administered Chapter 11 cases.

9. The Committee believes that it would be most efficient and in the best interest of the Debtors' estates that Klett Rooney be retained nunc pro tunc to the Retention Date, pursuant to Section 1103(a) of the Bankruptcy Code, as co-counsel to perform the legal services that will be

necessary during the pendency of these jointly-administered chapter 11 cases, as more fully described herein.

10. At the request of the Committee, Klett Rooney will provide various legal services to the Committee in its role as co-counsel, including without limitation the following:

(a) Render legal advice with respect to the powers and duties of the Committee and the other participants in the Debtors' cases;

(b) Assist the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors, the operation of the Debtors' businesses and any other matter relevant to the Debtors' jointly-administered cases, as and to the extent such matters may affect the Debtors' creditors;

(c) Participate in negotiations with parties-in-interest with respect to any disposition of the Debtors' assets, plan of reorganization and disclosure statement in connection with such plan, and otherwise protect and promote the interests of the Debtors' creditors;

(d) Prepare all necessary applications, motions, answers, orders, reports and papers on behalf of the Committee, and appear on behalf of the Committee at Court hearings as necessary and appropriate in connection with the Debtors' cases;

(e) Render legal advice and perform general legal services in connection with the foregoing; and

(f) Perform all other necessary legal services in connection with these jointly-administered chapter 11 cases.

11. Klett Rooney has indicated a willingness to act on the Committee's behalf in the capacities designated above. In addition, Klett Rooney has discussed a delegation of duties and

responsibilities with co-counsel, Freeborn & Peters, to ensure that efforts will not be duplicated or needless expense incurred by co-counsel.

12. Klett Rooney has indicated a willingness to act on the Committee's behalf in the capacities designated above.

13. It is necessary and essential that the Committee, in order to perform faithfully its duties under the Bankruptcy Code, employ and retain Klett Rooney to render the foregoing professional services.

14. Subject to this Court's approval, Klett Rooney will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates as in effect on the date services are rendered. The attorneys who will primarily represent the Committee and their standard hourly rates are:

(a) Adam G. Landis, Shareholder, $355 per hour; and

(b) Jeffrey M. Carbino, Associate, $240 per hour.

Such standard hourly rates are subject to periodic adjustment. Other attorneys and support staff may provide services to the Committee in connection with these bankruptcy proceedings, at the rates they customarily charge.

15. In addition to seeking payment for such hourly charges, Klett Rooney will charge for all expenses actually incurred on behalf of the Committee, consistent with its normal practices. These expenses and charges include: telephone charges, mail and express mail charges, facsimile charges, hand delivery and other delivery charges, travel expenses, computerized research, transcription costs, document processing, photocopying charges, and other expenses such as secretarial overtime.

16. To the best of the Committee's knowledge, and except as disclosed herein and in the attached Affidavit of Adam G. Landis, Esquire (the "Affidavit"), Klett Rooney has not represented the Debtors, their creditors, equity security holders, or any other parties-in-interest, or their respective attorneys, in any matter relating to the Debtors or their estates.

17. To the best of the Committee's knowledge, and except as otherwise disclosed in the attached Affidavit, Klett Rooney does not hold or represent any interest adverse to the Committee or the Debtors' estates, is a "disinterested person" as that phrase is defined in Section 101(14) of the Bankruptcy Code, and such employment is necessary and in the best interests of the Committee and the Debtors and their estates.

18. Notice of this Application has been given to the United States Trustee and to all entities that have filed a request for service of pleadings in these jointly-administered cases. The Committee respectfully submits that, given the administrative nature of the relief requested, no other notice of the relief requested herein need be given.

19. No previous application for the relief sought herein has been made to this or any other Court.

WHEREFORE, the Committee respectfully requests the entry of an Order, in the form attached herewith, (i) authorizing the retention of Klett Rooney to represent the Committee in these jointly-administered chapter 11 cases, and (ii) granting the Creditors' Committee such other and further relief as is just and proper.

DATED: February __, 2002

By: William R. Kopp
Chair

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In Re:	:	Civil Action No.: 02-44 (JJF)
	:	
FANSTEEL, INC., et al.,	:	(Bankruptcy # 02-10109)
	:	
Debtors.	:	

AFFIDAVIT OF ADAM G. LANDIS IN SUPPORT OF APPLICATION FOR AN ORDER PURSUANT TO SECTION 1103(a) OF THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT AND RETENTION NUNC PRO TUNC OF KLETT ROONEY LIEBER & SCHORLING, A PROFESSIONAL CORPORATION, AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

Adam G. Landis, being duly sworn, does depose and say as follows:

1. I am a shareholder of the firm of Klett Rooney Lieber & Schorling ("Klett Rooney"), and I am duly authorized to make this Affidavit on behalf of Klett Rooney. I am familiar with the facts set forth herein and submit this Affidavit in accordance with Section 1103(a) of Title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") in support of the Application For An Order Pursuant To Section 1103(a) Of The Bankruptcy Code Authorizing The Employment And Retention Nunc Pro Tunc Of Klett Rooney Lieber & Schorling, A Professional Corporation, As Co-Counsel To the Official Committee of Unsecured Creditors (the "Application").

Background

2. On January 15, 2002 (the "Petition Date"), Fansteel, Inc. and certain of its direct and indirect subsidiaries (collectively, the "Debtors"), commenced their respective reorganization cases

by filing voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Court").

3. The Debtors are continuing in possession of their respective properties and are operating and managing their businesses as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

4. On January 22, 2002, United States Bankruptcy Court Judge Joseph J. Farnan, Jr. signed an Order Granting Emergency Motion For Withdrawal of Reference, which withdrew the reference of the entirety of the Debtors' Chapter 11 case, effective upon the date of the Order.

5. The Committee was appointed by the United States Trustee (the "UST") on January 29, 2002 and selected Klett Rooney and Freeborn & Peters as its co-counsel.

6. To the extent of my knowledge and information and except as disclosed herein, Klett Rooney neither holds not represents any interest adverse to the Committee, the Debtors, their estates, creditors, or other parties in interest in these cases. Accordingly, and as set forth herein, I believe that Klett Rooney is a "disinterested person" as such term is defined in Section 101(14) of the Bankruptcy Code.

Klett Rooney Disclosure Procedures

7. In connection with Klett Rooney's proposed retention in these cases and in preparing this Affidavit, I have followed a set of procedures developed by Klett Rooney to ensure compliance under these circumstances with the requirements of the Bankruptcy Code, the Federal Rules of Civil Procedure, the Bankruptcy Rules, and any order of this Court (the "Klett Rooney Disclosure Procedures").

8. Under the Klett Rooney Disclosure Procedures, I have submitted for review the names of significant parties in interest in these cases that are known to me after inquiry. This list

of names, identified in Schedule 1 attached hereto, is the same list annexed to the Affidavit of Jeffrey Sabin Pursuant To Fed. R. Bankr. P. 2014 And 2016 In Support Of Application To Employ And Retain Schulte Roth & Zabel LLP As Attorneys For Debtors-In-Possession Under 11 U.S.C. §§ 327(a) and 329, and includes:

- the Debtors' prepetition lenders;
- the Debtors' largest unsecured creditors; and
- certain other known creditors and parties in interest.

(all such entities as identified in Schedule 1 attached hereto, collectively, the "Potential Parties").

9. I make this Affidavit based in material part on that list, as well as Klett Rooney's business records, including its conflict database, and the responses to conflict checks circulated throughout Klett Rooney (generally, the "Klett Rooney Conflict Identification System"). Klett Rooney maintains and updates the Klett Rooney Conflict Identification System in the ordinary course of its business, and it is the regular practice of the firm to make and maintain such records. The Klett Rooney Conflict Identification System was created to include: (a) every matter for which the firm is now or has been engaged; (b) the entity by which the firm is now or has been engaged; (c) the identity of related parties; (d) the identity of adverse parties; and (e) the responsible attorney in the firm who handles that matter.

10. Under Klett Rooney's policy, no new matter may be accepted or opened without the responsible attorney completing and submitting to the Klett Rooney Conflict Identification System all information necessary to check each matter for conflicts, including the identities of the prospective client, the matter and all adverse, potentially adverse and related parties. Consequently, the Klett Rooney Conflict Identification System is updated for every new matter undertaken by Klett

Rooney. Of course, the Klett Rooney Conflict Identification System relies upon the completeness of the information submitted by individual attorneys in any new matter.

11. Following submission of the Potential Parties, a list was created by Klett Rooney's Accounting Department of all potential matches or "hits" among the Potential Parties and the names already included in the Klett Rooney Conflict Identification System. At the same time, the names of the Potential Parties were sent out firm-wide by e-mail to all attorneys for their individual review and response.

12. I reviewed the "hit" list and any e-mail responses to determine any true matches, discarding obvious name mismatches, and created a subset of the list of Potential Parties for disclosure to the Court in this Affidavit. Where the Klett Rooney Conflict Identification System determined that Klett Rooney had an existing relationship with a Potential Party, Klett Rooney attorneys discussed the nature of the representations of, respectively, the Debtors, the Committee, and the Potential Party. Except as otherwise disclosed herein, in all cases I ascertained that Klett Rooney did not represent a Potential Party in connection with the Debtors or the Committee. These disclosures are set forth herein below.

13. Except as set forth herein, Klett Rooney does not represent and has not represented any entity, other than the Committee, in matters related to these jointly administered Chapter 11 cases. On or about the Retention Date, Klett Rooney withdrew from all other representations in the Debtors' cases and did not represent any entity other than the Committee in these cases.

Connections with Potential Parties

14. Schedule 2 annexed hereto sets forth the identity of Potential Parties with which Klett Rooney has or had a relationship and a brief description of the nature of the services performed by Klett Rooney. Klett Rooney will not in the future represent any of the parties listed on Schedule 2

in connection with the Debtors' bankruptcy cases. With respect to the remainder of the parties identified on Schedule 1, to the best of my knowledge and except as disclosed on Schedule 2, Klett Rooney has not represented any of them in any matters.

15. Each party listed on Schedule 2 has consented to Klett Rooney's representation of the Committee. To the extent that the Committee determines during the course of the case that it would be required to commence an action against any party listed on Schedule 2, and to the extent that Klett Rooney would be prohibited from prosecuting such action, the Committee will utilize the services of counsel or special counsel, as appropriate.

16. Neither I, nor Klett Rooney, nor any shareholder, counsel or associate thereof, as far as I have been able to ascertain, holds or represents any interest adverse to the Debtors, the Debtors' estates, or the Committee in the matters for which Klett Rooney is proposed to be retained.

17. The Debtors have numerous relationships and creditors. Consequently, although every reasonable effort has been made to discover and eliminate the possibility of conflict, including the efforts outlined above, Klett Rooney is unable to state with absolute certainty whether one of its clients or an affiliated entity holds a claim or otherwise is a party in interest in these Chapter 11 cases. To the extent that any information disclosed herein requires supplementation, amendment or modification upon Klett Rooney's completion of further analysis or as additional information becomes available to it, a supplemental affidavit will be submitted to the Court.

18. I do not believe the proposed retention of Klett Rooney is prohibited by or improper under Rule 5002 of the Bankruptcy Rules. Brian Farnan, a son of The Honorable Joseph J. Farnan, Jr., the United States District Judge presiding over this case, is a first year associate in Klett Rooney's litigation department in Philadelphia, Pennsylvania. Brian Farnan will not work on the

Fansteel case and Klett Rooney will take appropriate measures to create an information barrier to prevent Brian Farnan from gaining access to any materials regarding the case.

19. In addition to the foregoing relationships with creditors and parties in interest, Klett Rooney serves as local counsel to Steven A. Feinberg and Cerberus Partners, L.P. (the "Defendants") in Adversary Proceeding No. 01-08795 filed by the Official Committee of Unsecured Creditors in the case In re Coram Resource Network, Inc. and Coram Independent Practice Association Inc., Chapter 11 Case No. 99-2880 (MFW) pending in the United States Bankruptcy Court for the District of Delaware. Debtors' counsel in this case, Schulte Roth & Zabel, L.L.P. ("SR&Z"), is lead counsel to the Defendants. I do not believe the proposed retention of Klett Rooney in this case is prohibited by or improper under the Bankruptcy Code and Bankruptcy Rules as a result of Klett Rooney's representation of the Defendants with SR&Z.

Compensation

20. Subject to this Court's approval, Klett Rooney will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date services are rendered. The primary Klett Rooney attorneys who will be representing the Committee and their corresponding rates as of the date hereof, are as follows: myself, Shareholder, at $355 per hour; and Jeffrey M. Carbino, Associate, at $240 per hour. These rates may increase from time to time in accordance with Klett Rooney's established billing practices and procedures, and other Klett Rooney shareholders, associates and staff will be involved in the Debtors' cases as required. Klett Rooney will maintain detailed, contemporaneous records of time and any actual and necessary expenses incurred in connection with the rendering of legal services described above by category and nature of the service rendered, consistent with the Bankruptcy Code, the Federal Rules of Civil Procedure, Bankruptcy Rules, Local Rules and United States Trustee's Guidelines.

21. Klett Rooney intends to apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of this Court and any other orders entered in these cases.

22. No promises have been received by Klett Rooney, or any shareholder or associate thereof, as to payment or compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. Neither Klett Rooney nor any of its attorneys has entered into an agreement or understanding to share compensation with respect to the representation of the Debtors as described in Rule 2016 of the Bankruptcy Rules.

23. Klett Rooney has agreed to accept as compensation such sums as may be allowed by the Court based upon the professional time spent, the rates charged for such services, the necessity of such services to the administration of the estates, the reasonableness of the time spent in relation to the results achieved, and the complexity, importance and nature of the problems, issues, or tasks addressed in these cases.

Adam G. Landis, Esquire

SWORN TO AND SUBSCRIBED before
me this 5th day of February, 2002

Barbara J. Rost
Notary Public

BARBARA J. ROST
NOTARY PUBLIC
STATE OF DELAWARE
MY COMMISSION EXPIRES
JUNE 14, 2002

SCHEDULE 1

Attached are the lists of Potential Parties which may be creditors or parties in interest in the Debtors' Chapter 11 cases. These names were input into the Klett Rooney Conflict Identification System, as described in the Affidavit.

EXHIBIT A

Entities Subject to Conflicts Check

Debtor and Affiliates

Name of Debtor: Fansteel Inc.
Affiliate 1: Fansteel Holdings, Inc.
Affiliate 2: Custom Technologies Corp.
Affiliate 3: Ecast, Inc.
Affiliate 4: Wellman Dynamics Corp.
Affiliate 5: Washington Mfg. Co.
Affiliate 6: Phoenix Aerospace Corp.
Affiliate 7: American Sintered Technologies, Inc.
Affiliate 8: Fansteel Schulz Products, Inc.
Director 1: Gary L. Tessitore
Director 2: Edward P. Evans
Director 3: R. S. Evans
Director 4: Thomas M. Evans, Jr.
Director 5: Peter J. Kalis
Director 6: Jack S. Petrick
Director 7: Donald C. Roof
Officer 1: Gary L. Tessitore
Officer 2: R. Michael McEntee
Officer 3: Michael J. Monciak

Other

Attorney 1: Janice C. Hartman
Attorney 2: Rick E. Wood
Attorney 3: Peter J. Kalis
Attorney 4: John Eglert
Attorney 5: Christopher E. Dominguez
Attorney 6: Richard G. Griffith
Attorney 7: William H. Francis
Attorney 8: Andy Williams
Attorney 9: Mark J. Steger
Attorney 10: Steven B. Varick
Attorney 11: Eric Hemmendinger
Attorney 12: Bruce E. Disenhouse
Attorney 13: Mark S. Hurd
Attorney 14: Frank Harty
Attorney 15: Tom Foley
Attorney 16: Catherine Overberg
Attorney 17: Jocelyn Thompson
Attorney 18: R. Joseph Decker
Attorney 19: Kenneth B. Prindle
Attorney 20: Tahereh K.Barnes
Attorney 21: Richard A. Curtis

Attorney 22: Jose G. Pozas de la Vega
Attorney 23: Mark J. Sciota
Attorney 24: David B. Stratton
Attorney 25: Garrett Evers
Attorney 26: Kenneth E. Anderson
Attorney 27: Robert T. Haar
Attorney 28: Aaron M. Hurvitz
Attorney 27: D. Michael Guerin
Attorney 30: James R. Curtiss
Attorney 31: Tompkins & Tompkins
Attorney 32: Kutack Rock
Attorney 33: Ned Evans

Business Advisors
Accounting: William M. Mercer
Accounting: McGladrey & Pullen LLP
Accounting: Ernst & Young
Accounting: FERS
Accounting: Joe Riggs
Accounting: Frank Paterra
Accounting: Gary Kellogg

Other Advisors
Pyramid Management Group
Gorman Communications
Alexander Group
Manufacturing Development
D. L. Solutions
Gates McDonald Gibbens
Earth Sciences Consultants Inc.
CT Corporation
R.C. Simpson
North Environmental
North Shore Office Machines
AON Consulting
Carlile & Assoc.
JBL Consulting
Robert LaMarche
Omega Project Services LLC
Richard J. Shepler Jr.
Troy Tack
Lawrence Kramer
Bob Root
Curtis Reynolds

Steve Taylor
Tony Renzi
BTC Group
Tony Fredo
Al Boehm
Manufacturing Development & Engineering Int'l, Inc.
Ike Kelly
Kathy Vetter
Curt Wyse
Global Shop Solutions
Roger Vicker
Gary Mueller
Jimmy Smith

Government Officials
The Nuclear Regulatory Commission.

Major Creditors
Fansteel Inc.:
Creditor 1 Aon Risk Service, of PA
Creditor 2 Fidelity Investments
Creditor 3 Winston & Strawn
Creditor 4 Wausau Insurance Co.
Creditor 5 Home Insurance Co.
Creditor 6 McBride, Baker & Coles
Creditor 7 McGladrey & Pullen LLP
Creditor 8 Ernst & Young LLP
Creditor 9 Paid Prescriptions, LLC
Creditor 10 Stites & Harbison
Creditor 11 Eugene Matthews, Inc.
Creditor 12 Focus Financial/Joseph Riggs
Creditor 13 William M. Mercer, Inc.
Creditor 14 Excess Health Inc./Z.A. Premium Trust
Creditor 15 Home Insurance Co.
Creditor 16 Bureau of National Affairs Inc.
Creditor 17 BT2 Inc.
Creditor 18 FERS Business Services
Creditor 19 Earth Science Consultants, Inc.
Creditor 20 Illinois Department of Revenue
Creditor 21 Northern Trust Company
Creditor 22 M&I Marshall & Ilsley Bank
Creditor 23 American National Bank
Creditor 24 Chubb Group of Insurance Companies

Hydro Carbide Plant:

Creditor 1 H.C. Starck
Creditor 2 OMG Americas
Creditor 3 Sogem
Creditor 4 Alldyne
Creditor 5 Remet
Creditor 6 Taugutec
Creditor 7 Aggressive Grd
Creditor 8 Do All Co.
Creditor 9 Fantastic Tool
Creditor 10 Elg Metals
Creditor 11 SGS Tool
Creditor 12 General Ind. Dia.
Creditor 13 Dura Metal
Creditor 14 Vector Eng
Creditor 15 Nordon Smith
Creditor 16 Valley Gases
Creditor 17 SGL/Polycarbon
Creditor 18 Interstate Chemical
Creditor 19 Metalworking
Creditor 20 K-Chem

Muskogee Plant:

Creditor 1 Brenntag Southwest, Inc.
Creditor 2 Oklahoma Gas Electric Co.
Creditor 3 Quality Staffing
Creditor 4 Outreach Laboratory
Creditor 5 Cook Construction & Crane
Creditor 6 Richard J. Shepler Jr.
Creditor 7 Pinkertons Inc.
Creditor 8 Robert LaMarche
Creditor 9 WWR Scientific
Creditor 10 Fisher Scientific Co.
Creditor 11 Best Welders supply, Inc.
Creditor 12 Troy Tack
Creditor 13 RSA Labs, Inc.
Creditor 14 Cintas
Creditor 15 Van Keppel Liftruck
Creditor 16 McAdams Pipe & Supply Co.
Creditor 17 Acme Engineering & Mfg. Corp.
Creditor 18 Earth Science Consultants
Creditor 19 Ash Grove Cement co.
Creditor 20 CMS Marketing Services

Plantsville Plant:
Creditor 1 Turtle & Hughes
Creditor 2 Wendt Diacraft, Inc.
Creditor 3 Composidie Inc.
Creditor 4 American Superabrasives Corp.
Creditor 5 Metallurgical Processing
Creditor 6 Randstad
Creditor 7 Toll Coating Services, Inc.
Creditor 8 Ideal Machinery & Supply
Creditor 9 Monroe Personnel Services LLC
Creditor 10 Richter Precision, Inc.
Creditor 11 East Coast Packaging
Creditor 12 Romay Corporation
Creditor 13 Proforma Del Con Systems
Creditor 14 AJC Machine, LLC
Creditor 15 Balzers Tool Coating Inc.
Creditor 16 W W Grainger Inc.
Creditor 17 Bodycote IMT-Kentucky Inc
Creditor 18 Industrial Safety Supply
Creditor 19 Kennametal Inc.
Creditor 20 International Mold Steel

Lexington Plant:
Creditor 1 T.T.I. Metals
Creditor 2 Saegertown Mfg. Corp.
Creditor 3 Alldyne Powder Technologies
Creditor 4 Kerr Lakeside, Inc.
Creditor 5 Bodycote IMT, Inc.
Creditor 6 Orrco
Creditor 7 Southwest Metal Products Ltd
Creditor 8 Sogem USA Inc.
Creditor 9 Tricon Industries, Inc.
Creditor 10 Sanshell Products, Inc.
Creditor 11 American Mine Services
Creditor 12 Dura Metal Products Corp.
Creditor 13 Magdic Precision Tooling, Inc.
Creditor 14 Ohio Metal Working Rock Drillers North, Inc.
Creditor 15 Contract Machining & Mfg.
Creditor 16 Rockford Products Corporation
Creditor 17GTS Staffing
Creditor 18 McSweeney's Inc.
Creditor 19 Staffing Alternatives of

California Drop Forge Plant:

Creditor 1 Teledyne Allvac
Creditor 2 NF&M Internatl
Creditor 3 Sempra Energy Solutions
Creditor 4 Timken Latrobe
Creditor 5 Precision Roll
Creditor 6 Titanium Metals
Creditor 7 Aerocraft Heat
Creditor 8 Republic Tech
Creditor 9 Mattco Forge
Creditor 10 Turbocare
Creditor 11 Fry Steel Comp
Creditor 12 RC Indust Weldi
Creditor 13 Cartech
Creditor 14 Western Forge Die
Creditor 15 Dickson Testing
Creditor 16 Orbit Testing
Creditor 17 SMI CA, Inc.
Creditor 18 Conam AMS Inc
Creditor 19 Mitchell Labs
Creditor 20 General Inspect

Fansteel Schulz Products, Inc.:

Creditor 1 GSC Foundries, Inc.
Creditor 2 Arcturus Manufacturing Co.
Creditor 3 Neuvant Aerospace Corp.
Creditor 4 Howmet Aluminum Casting Inc.
Creditor 5 The Aviant Group
Creditor 6 Lubeco, Inc.
Creditor 7 RBC Transport Dynamics Corp.
Creditor 8 Rudell Carbide Inc.
Creditor 9 AMI Metals Inc.
Creditor 10 New Hampshire Ball Bearings, I
Creditor 11 Solidiform Inc.
Creditor 12 Fry Steel Company

American Sintered Technologies, Inc.:
Creditor 1 AcuPowder
Creditor 2 Advance Heat Treaters
Creditor 3 Allegheny Power
Creditor 4 AMETEK
Creditor 5 Arc Metals
Creditor 6 B&B Tooling
Creditor 7 B & R Machine
Creditor 8 BOC Gas
Creditor 9 Bristol Metals
Creditor 10 Embassey
Creditor 11 G.E. Capital Corporation
Creditor 12 Hoeganeous
Creditor 13 J.I.T. Tooling
Creditor 14 JSH
Creditor 15 Kobelco
Creditor 16 M & R Machine
Creditor 17 Manufacturer's Association
Creditor 18 OMG
Creditor 19 QMP
Creditor 20 Us Bronze

Ecast, Inc.:
Creditor 1 Remet Corporation
Creditor 2 Cerita West, LLC
Creditor 3 Southwestern Processors
Creditor 4 Texas EHat Treatng Inc.
Creditor 5 Kolene Corporation
Creditor 6 American Stainless & Alloy
Creditor 7 M. Argueso & Co., Inc.
Creditor 8 Remet Corporation
Creditor 9 Hale Mfg. LLC
Creditor 10 Cannon-Muskegon Corp.
Creditor 11 Safety Kleen Corp.
Creditor 12 Vanguard Executive Serv
Creditor 13 Scientific Metal Treating
Creditor 14 R.S. Huges Co., Inc.
Creditor 15 H. Kramer & Co.
Creditor 16 Magid Glove & Safety Mfg.
Creditor 17 Inland Mechanical Svc Corp
Creditor 18 J-Marcs Corporation
Creditor 19 Hickman, Williams & Co.
Creditor 20 Tobeco
Creditor 21 Greenville Metals, Inc.

Washington Mfg. Co.:

Creditor 1 Walker Wire & Steel Corp
Creditor 2 A-1 Wire
Creditor 3 Krueger & Company Inc
Creditor 4 Donohoo Steel Treating Co
Creditor 5 Industrial Powder Coatings
Creditor 6 Treasurer State of IA
Creditor 7 Prime Plating
Creditor 8 Interstate Chemical Company
Creditor 9 Safety Kleen
Creditor 10 John Schneider & Associates
Creditor 11 Crescent Electric Supply
Creditor 12 Global Shop Solutions
Creditor 13 The Bass Plating Company
Creditor 14 Hawkeye Corrugated Box Co
Creditor 15 Deco Tool Supply Co
Creditor 16 Industrial Powder Coatings
Creditor 17 Bone Frontier Company
Creditor 18 Washington State Bank
Creditor 19 Prototype Production
Creditor 20 Controlled Wire Forms Inc.

SCHEDULE 2

KLETT ROONEY CONNECTIONS WITH POTENTIAL PARTIES

Party in Interest	Relationship with Debtors	Relationship with Firm
The Northern Trust Company ("NTC")	Creditor	Klett Rooney represented NTC for approximately one week prior to its selection as counsel to the Official Committee of Unsecured Creditors.
M & I Marshall & Ilsley Bank ("M&I Bank")	Creditor	Klett Rooney represented M&I Bank for approximately one week prior to its selection as counsel to the Official Committee of Unsecured Creditors.
Chubb Group of Insurance Companies ("Chubb")	Creditor	Klett Rooney represents Chubb and/or its affiliates in a variety of matters unrelated to the Debtors' cases.
SGL/Polycarbon	Creditor	Klett Rooney was co-counsel to the Official Committee of Unsecured Creditors in the bankruptcy case of SGL Carbon.
Arc Metals	Creditor	Arc Metals is a former client of Klett Rooney.

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Civil Action No.: 02-44 (JJF)
	:	
FANSTEEL INC., et al.,	:	(Bankruptcy #02-10109)
	:	
Debtors.	:	

ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF KLETT ROONEY LIEBER & SCHORLING, A PROFESSIONAL CORPORATION, AS CO-COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS

Upon the Application for Order Pursuant to Section 1103(a) of the Bankruptcy Code Authorizing the Employment and Retention of Klett Rooney Lieber & Schorling, A Professional Corporation, as Co-Counsel to the Official Committee of Unsecured Creditors (the "Application"); and upon the Affidavit of Adam G.Landis in Support of Application for an Order Pursuant to Section 1103(a) of the Bankruptcy Code Authorizing the Employment and Retention Nunc Pro Tunc of Klett Rooney Lieber & Schorling, a Professional Corporation, as Co-counsel to The Official Committee of Unsecured Creditors (the "Affidavit"); and due notice of the Application having been given; and the Court being satisfied, based upon the representations made in the Application and the Affidavit that said attorneys represent no adverse interest to any of the Debtors' estates with respect to matters for which they are to be retained and that they are disinterested persons as such term is defined in section 101(14) of the Bankruptcy Code; and it appearing that the relief requested in the Application is in the best interest of the Committee, the Debtors, their estates, creditors, and shareholders; and sufficient cause appearing therefor, it is hereby

ORDERED that the Application is GRANTED; and it is further

ORDERED that the Official Committee of Unsecured Creditors is authorized to retain the firm of Klett Rooney Lieber & Schorling, as co-counsel to the Official Committee of Unsecured Creditors, in accordance with section 1103(a) of the Bankruptcy Code and on the terms set forth in the Application and Affidavit, nunc pro tunc to January 28, 2002.

Dated: _____, 2002
Wilmington, Delaware

_____
The Honorable Joseph F. Farnan, Jr.

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Civil Action No.: 02-44 (JJF)
	:	
FANSTEEL INC., et al.,	:	(Bankruptcy #02-10109)
	:	
Debtors.	:	

CERTIFICATE OF SERVICE OF ADAM G. LANDIS, ESQUIRE

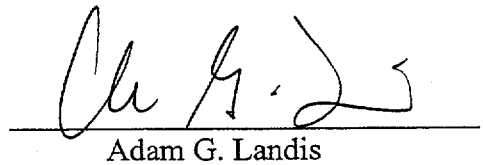
I, Adam G. Landis, certify that I am, and at all times during the service of process, have been, an employee of Klett, Rooney, Lieber and Schorling, P.C., not less than 18 years of age and not a party to the matter concerning which service of process was made. I certify further that the service of the attached:

1. **APPLICATION FOR AN ORDER PURSUANT TO SECTION 1103(a) OF THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT AND RETENTION NUNC PRO TUNC OF KLETT ROONEY LIEBER & SCHORLING, A PROFESSIONAL CORPORATION, AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS;**

2. **NOTICE OF APPLICATION; and**

3. **AFFIDAVIT OF ADAM G. LANDIS IN SUPPORT OF APPLICATION FOR AN ORDER PURSUANT TO SECTION 1103(a) OF THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT AND RETENTION NUNC PRO TUNC OF KLETT ROONEY LIEBER & SCHORLING, A PROFESSIONAL CORPORATION, AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

was made on the following parties on the attached list by Hand Delivery (to City of Wilmington addresses only) and First Class Mail.



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Fansteel Inc. - 2002

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