

40-7580

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

In re: )  
 )  
FANSTEEL INC., et al.,<sup>1</sup> ) 02-CV-44 (JJF)  
 )  
 )  
Debtor. )

**LODGING OF AFFIDAVIT OF PROFESSIONAL DISINTERESTEDNESS**

Pursuant to the Order Authorizing Debtors to Employ and Compensate Certain Professionals in the Ordinary Court of Debtors' Business ("Order"), Debtors on February 22, 2002 filed the Affidavit of Professional Disinterestedness ("APF") of Aronberg Goldgehn Davis & Garmiza ("Firm").

In addition, on February 22, 2002, the APF was served on the Office of the United States Trustee, Counsel for the Committee of Unsecured Creditors, and Counsel for Debtors' Postpetition Lenders ("Notice Parties").

<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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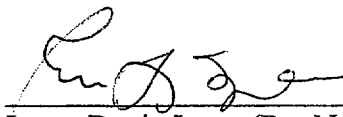
The Notice Parties, as defined in the Order, have ten days after receipt of the APD to object to retention of the Firm. Any objection must be made in accordance with procedures set forth in the Order.

Dated: February 22, 2002

SHULTE ROTH & ZABEL LLP  
Jeffrey S. Sabin  
Mark A. Broude  
919 Third Avenue  
New York, NY 10022  
Telephone: (212) 756-2000  
Facsimile: (212) 593-5955

and

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



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Laura Davis Jones (Bar No. 2436)  
Hamid Rafatjoo (CA Bar No. 181564)  
Rosalie L. Spelman (Bar No. 4153)  
919 North Market Street, 16<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705 (Courier 19801)  
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Facsimile: (302) 652-4400

Co-Counsel for the Debtors and  
Debtors in Possession

THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

In re: )  
 )  
FANSTEEL INC., et al., ) 02-CV-44 (JJF)  
 )  
Debtor. )

**AFFIDAVIT OF PROPOSED PROFESSIONAL OF DISINTERESTEDNESS**

Andrew S. Williams first being duly sworn, deposes and says:

1. I am a partner with Aronberg Goldgehn Davis & Garmisa, a law firm located at One IBM Plaza, Suite 3000, Chicago, Illinois 60611 (the "Firm").
2. The Debtors have requested that the Firm provide continuing services with respect to the amendment and filing for approval by the Internal Revenue Service of the Debtors' qualified retirement plans, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practices, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases, or have any relationship with any such persons, their attorneys or accountants that would be adverse to the Debtors or their estates.

4. Neither I nor any principal of or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I nor any principal of or professional employed by the Firm insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

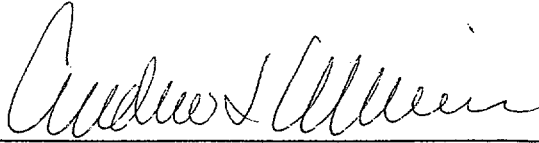
6. I am not aware of any facts that prevent the Firm from qualifying as a "disinterested person" within the meaning of section 101(14) of title 11 of the United States Code (the "Bankruptcy Code").

7. The Debtors owe the Firm \$4,786.76 for prepetition services, fees and expenses.

8. The Firm has read the Order Authorizing the Debtors to Employ and Compensate Certain Professionals Utilized in the Ordinary Course of Debtors Business and understands the limitations on compensation allowed to be paid to an Ordinary Course Professional without a court order.

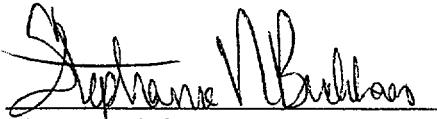
9. At any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

I declare under penalty of perjury that the foregoing is true and correct.



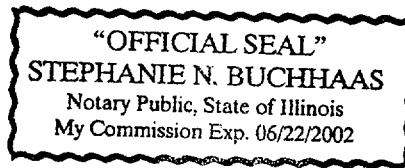
Name: Andrew S. Williams

Sworn to and subscribed  
before me on this 30<sup>th</sup>  
day of January, 2002



Notary Public

My Commission Expires: 6/22/02



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