

IN THE UNITED STATES BANKRUPTCY COURT

2002 FEB 20 PM 3:39

FOR THE DISTRICT OF DELAWARE

In re:

FANSTEEL INC., et al.,¹

Debtors.

) Chapter 11
)
)
) Case No. 02-____ ()
) (Jointly Administered)
)
)
)

40-7580

**ORDER UNDER SECTION 327(a) OF THE BANKRUPTCY CODE
AUTHORIZING THE EMPLOYMENT AND RETENTION OF
PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C. AS
CO-COUNSEL FOR DEBTORS AND DEBTORS IN POSSESSION**

Upon the application of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for Application Pursuant To Federal Rule of Bankruptcy Procedure 2014(a) For Order Under Section 327(a) of the Bankruptcy Code Authorizing the Employment and Retention of Pachulski, Stang, Ziehl, Young & Jones P.C. as Co-Counsel for Debtors and Debtors in Possession (the "Application"), and upon the Affidavit of Laura Davis Jones, Esquire, a shareholder of the Firm, in support thereof (the "Jones Affidavit"); and the Court being satisfied based on the representations made in the Application and in the Jones Affidavit that said attorneys represent no interest adverse to Debtors' estates with respect to the matters upon which they are to be engaged, that they are disinterested persons as that term is defined under Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code, and that their employment is necessary and would be in the best interests of Debtors' estates, and after due deliberation and sufficient cause appearing therefor, it is

¹ 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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ORDERED that the Application is granted; and it is further

ORDERED that in accordance with Section 327(a) of the Bankruptcy Code, Debtors are authorized to employ and retain the Firm as co-counsel on the terms set forth in the Application and the Jones Affidavit; and it is further

ORDERED that the Firm shall be entitled to allowance of compensation and reimbursement of expenses, upon the filing and approval of interim and final applications pursuant to the Federal Rules of Bankruptcy Procedure, the Local Rules of this Court and such other orders as this Court may direct.

Dated: February 20, 2002


JUDGE