

IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE
FOR THE DISTRICT OF DELAWARE

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In re:) Chapter 11
)
FANSTEEL INC., et al.,⁴) Case No. 02-____ ()
) (Jointly Administered)
Debtors.)
)
)

40-9550

**ORDER UNDER 11 U.S.C. §§ 327(a) AND 329, AND FED. R. BANKR. P. 2014
AND 2016 AUTHORIZING EMPLOYMENT AND RETENTION OF
SCHULTE ROTH & ZABEL LLP
AS ATTORNEYS FOR DEBTORS-IN-POSSESSION**

Upon the application ("Application"),² dated January 14, 2002, of Fansteel Inc., a Delaware corporation and its wholly-owned direct and indirect subsidiaries, 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., debtors and debtors-in-possession herein (each a "Debtor" and, collectively, the "Subsidiaries", and together with Fansteel, the "Debtors"), for an order under sections 327(a) and 329 of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended ("Code"), and Rules 2014 and 2016 of Federal Rules of Bankruptcy Procedure, authorizing the employment and retention of Schulte Roth & Zabel LLP ("Schulte"), under a general retainer as the Debtors' attorneys; and the Court having reviewed the Application and the affidavit of Jeffrey S. Sabin, a member of Schulte, sworn to January 11, 2001 ("Sabin Affidavit"); and the Court being satisfied based upon the representations contained in the Application and the Sabin

⁴ 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.

² Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Application.

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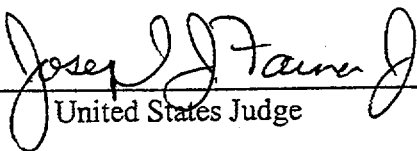
Affidavit that (i) Schulte represents no interest adverse to the Debtors' estates with respect to the matters upon which it is to be retained, (ii) Schulte is a "disinterested person" within the meaning of section 101(14) of the Code, as modified by section 1107(b), and (iii) the employment and retention of Schulte is necessary and in the best interests of the Debtors, their creditors, and estates; and it appearing that proper and adequate notice has been given under the circumstances and that no other or further notice is necessary; and upon the record of the case; after due deliberation; and good and sufficient cause appearing therefor, it is hereby

ORDERED, that the Application be, and it hereby is, granted; and it is further

ORDERED, that pursuant to sections 327(a) and 329 of the Code, the Debtors be, and it hereby are, authorized to retain Schulte as their attorneys under a general retainer as of the commencement of these cases, to perform the services set forth in the Application; and it is further

ORDERED, that Schulte shall be compensated in accordance with the procedures set forth in the Code, the Federal Rules of Bankruptcy Procedure, Local Rules, orders of this Court, and the United States Trustee Guidelines, as may be then applicable, from time to time.

Dated: February 21, 2002



United States Judge