

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. : :

**SUPPLEMENTAL 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 Supplemental Affidavit on behalf of Klett Rooney. I am familiar with the facts set forth herein and submit this Supplemental 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").

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

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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 District Court Judge Joseph J. Farnan, Jr. signed an Order Granting Emergency Motion For Withdrawal of Reference, which withdrew the reference in 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 on January 29, 2002, and on that day selected Klett Rooney and Freeborn & Peters as its co-counsel.

6. In connection with the Committee's Application to retain Klett Rooney, I submitted an affidavit (the "Original Affidavit") setting forth, among other things, the facts and circumstances upon which I based my conclusions that (a) Klett Rooney neither holds nor represents any interest adverse to the Committee, the Debtors, their estates, creditors, or other parties in interest in these cases, (b) Klett Rooney is a "disinterested person" as such term is defined in Section 101(14) of the Bankruptcy Code, and (c) Klett Rooney is otherwise qualified to represent the Committee in these cases.

7. In the Original Affidavit, I disclosed that for approximately one week prior to the formation of the Committee, Klett Rooney represented The Northern Trust Company ("NTC") and M&I Marshall and Ilsley Bank ("M&I" and, together with NTC, the "Banks"). My representation of the Banks prior to the formation of the Committee generally was limited to advice and counsel

with respect to the Debtors' case in general, including issues attendant to the formation of creditors' committees in the District of Delaware.

8. Upon the formation of the Committee and the Banks' appointment thereto, the Banks released Klett Rooney from its pre-formation representations. In connection therewith, and to facilitate the Committee's selection of Klett Rooney as its co-counsel, the Banks at that time waived any actual or potential conflict of interest in connection with Klett Rooney's retention as the Committee's co-counsel.

9. These facts were disclosed to the Committee in connection with the Committee's selection of Klett Rooney as co-counsel and the Committee consented to and supported the retention of Klett Rooney as its co-counsel in light of these facts. The Committee still consents to and supports the retention of Klett Rooney as its co-counsel.



Adam G. Landis, Esquire

SWORN TO AND SUBSCRIBED before
me this 7th day of ~~February~~, 2002
March

