

40-7586

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re:)
)
FANSTEEL INC., *et al.*,¹) 02-CV-44 (JJF)
)
)
Debtor.)

**NOTICE OF LODGING OF AFFIDAVIT OF
PROFESSIONAL DISINTERESTEDNESS**

Pursuant to the *Order Authorizing Debtors to Employ and Compensate Certain Professionals in the Ordinary Course of Debtors' Business* (the "Order"), Debtors on March 18, 2002 filed the Affidavit of Professional Disinterestedness ("APF") of Shawe & Rosenthal, LLP ("Firm").

In addition, on March 18, 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").

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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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: March 18, 2002

SHULTE ROTH & ZABEL LLP

Jeffrey S. Sabin

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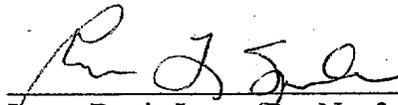
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and

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



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Co-Counsel for the Debtors and
Debtors in Possession

The Cases have subsequently been withdrawn to the District Court of Delaware. The Debtors have requested, and the Firm has agreed, to continue to represent and advise the Debtors pursuant to Section 327 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the Bankruptcy Code”).

3. To the best of my knowledge, information and belief, formed after due inquiry, the Firm does not have any connection with the Debtors and does not currently represent any of their creditors, other parties-in-interest, the United States Trustee or any person employed by the Office of the United States Trustee with respect to the matters upon which it is to be engaged by the Debtors, and the firm does not, by reason of any direct or indirect relationship to, connection with or interest in the Debtors, hold or represent any interest adverse to the Debtors, their estates or any class of creditors or equity interest holders, except [to be supplied].

4. Thus, I believe that the Firm’s representation of such entities in matters entirely unrelated to the Debtors is not adverse to the Debtors’ interests, or the interests of their creditors or estates in respect of the matters for which the Firm will be engaged, nor will such services impair the Firm’s ability to represent the Debtors in

the ordinary course in these chapter 11 cases.

5. In addition, although unascertainable at this time after due inquiry, due to the magnitude of the Debtor's potential universe of creditors and the Firm's clients, the Firm may represent certain other creditors of the Debtors, or certain parties owing monies for services to the Debtors, in discrete matters entirely unrelated to the Debtors and their estates, but in this regard, the Firm's work for these clients will not include representation on any matter relating to the Debtors' chapter 11 cases.
6. In light of the foregoing, I believe that the Firm does not hold or represent any interest materially adverse to the Debtors, their respective estates, creditors or equity interest holders, as identified to the Firm, with respect to the matters in which the firm will be engaged. Accordingly, I believe the Firm is a "disinterested person" within the meaning of Sections 101(14) and 327 of the Bankruptcy Code.
7. The Firm further states that it has not shared, nor agreed to share any compensation received in connection with this chapter 11 case with another party or person, other than as permitted by Section

504(b) of the Bankruptcy Code and Bankruptcy Rule 2016.

8. The foregoing constitutes the statement of the Firm pursuant to Sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).



Eric Hemmendinger, Partner
SHAW & ROSENTHAL, LLP
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Sworn to before me

this 4th day of March, 2002

Kay E. Rubin
Notary Public

My Commission Expires: 11/1/02