

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

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

40-7580

**STIPULATION AND AGREED ORDER MODIFYING ORDER
AUTHORIZING PAYMENT OF PRE-PETITION CRITICAL VENDORS
CLAIMS AND ESTABLISHING PROCEDURES FOR FUTURE ARRANGEMENTS.**

WHEREAS, on January 14, 2002, the Debtors filed a Motion for Order Authorizing Payment of Pre-Petition Critical Vendor Claims, seeking authorization to pay certain prepetition vendor claims;

WHEREAS, on January 17, 2002, the Court entered an Order Authorizing Debtors to Pay Prepetition Claims of Critical Trade Vendors (the "Order");

WHEREAS, on February 19, 2002 the Official Committee of Unsecured Creditors of Fansteel, Inc. (the "Committee") filed with this court a Motion Pursuant to Local Bankruptcy Rule 9013-2 and Bankruptcy Rule 9024(b) seeking Reconsideration of the Order and requesting, among other things, certain rights and information regarding the Debtors' determinations of critical vendors (the "Reconsideration Motion");

WHEREAS, vendor support is essential for the Debtors to operate their business and maintain uninterrupted service to their customers; and

WHEREAS, it is in the best interest of the Debtors and the Committee to resolve any issues concerning critical vendors expeditiously and without expending any unnecessary time or effort.

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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NOW, THEREFORE, IT IS HEREBY STIPULATED, ORDERED AND

AGREED THAT:

1. The Debtors shall deliver to the Committee (subject to confidentiality) on or before April 15, 2002 at 5:00 p.m. a list of critical vendors (the "List");
2. The List shall specify the amount of prepetition claims that the Debtors intend to pay to each critical vendor;
3. The List shall describe how the Debtors intend to disburse payment for the prepetition claims to critical vendors and provide a timeline of when the Debtors intend to pay the prepetition claims of critical vendors;
4. The List shall specify terms and conditions of postpetition credit that the critical vendors may provide to the Debtors;
5. The Committee will have three (3) business days to review and object to any payment or credit arrangement between a critical vendor and the Debtors. If the Committee objects then, both the Debtor and the Committee will in good faith attempt to resolve the Committee's objections. Finally, if no resolution is achieved within five (5) business days after the Committee files its objection, then the Debtors are authorized and directed to finalize and execute any payment or credit arrangement they may have with that critical vendor; and

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6. This Stipulation and Order shall supplement and modify the Order and except as provided herein, nothing else in the Order shall be modified.

Dated: March 14, 2002

AGREED:

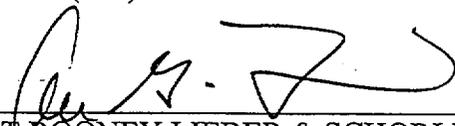
OFFICIAL COMMITTEE OF
UNSECURED CREDITORS

FANSTEEL INC.

FREEBORN & PETERS
Frances Gecker, Esquire
Joseph Frank, Esquire
311 South Wacker Drive, Suite 3000
Chicago, IL 60606-6677
Telephone: (312) 360-6000
Facsimile: (312) 360-6520

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

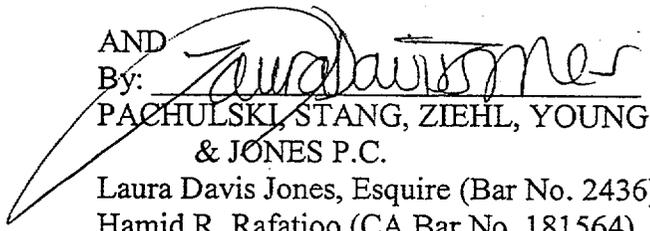
AND

By: 

KLETT ROONEY LIEBER & SCHORLING

Adam Landis, Esquire (Bar No. 3407)
Kathleen P. Makowski (Bar No. 3648)
The Brandywine Building
1000 West Street
Suite 1410
Wilmington, DE 19801
Telephone: (302) 552-4200
Facsimile: (302) 552-4295

AND

By: 

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

Laura Davis Jones, Esquire (Bar No. 2436)
Hamid R. Rafatjoo (CA Bar No. 181564)
Rosalie L. Spelman, Esquire (Bar No. 4153)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

[Proposed] Counsel to Creditors'
Committee

Co-Counsel to the Debtor

OFFICE OF THE U.S. TRUSTEE FOR
DELAWARE

By: _____

No objection

David L. Buchbinder, Esquire

844 King Street, Suite 2313

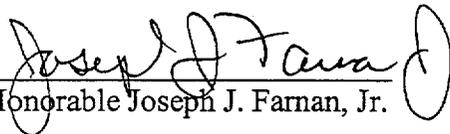
Lockbox 35

Wilmington, DE 19801-3519

Telephone: (302) 573-6491

Facsimile: (302) 573-6497

SO ORDERED THIS 14 DAY OF March, 2002



The Honorable Joseph J. Farnan, Jr.