

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

40-7580

In re:) Chapter 11
)
FANSTEEL INC., *et al.*,¹) 02-10109 (JJF)
)
) (Jointly Administered)
Debtors.)

**NOTICE OF FILING 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 filed the Affidavit of Professional Disinterestedness ("APF") of Stoll, Keenon & Park, LLP ("Stoll") on April 2, 2002.

In addition, on April 2, 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 (collectively, the "Notice Parties").

Wm 5501 Add: Rdslyc Mail Center

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.

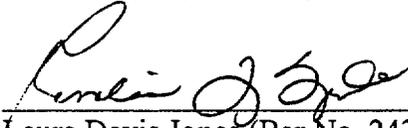
Pursuant to the Order, the Notice Parties shall have ten days after receipt of the APD to object to the retention of Stoll. Any objection must be made in accordance with the procedures set forth in the Order.

Dated: April 2, 2002

SHULTE 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

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



Laura Davis Jones (Bar No. 2436)
Hamid Rafatjoo (CA Bar No. 181564)
Rosalie L. Spelman (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

Co-Counsel for the Debtors and
Debtors in Possession

IN THE UNITED STATE DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re) Chapter 11
)
FANSTEEL INC., et al.,¹) Case No. 02-10109 (JJF)
) (Jointly Administered)
)
Debtors.)
)

AFFIDAVIT OF DISINTERESTEDNESS

STATE OF KENTUCKY)
)
COUNTY OF FAYETTE)

Richard G. Griffith declares as follows:

1. I am a partner of the firm of Stoll, Keenon & Park, LLP (the "Firm"), which maintains offices at 300 West Vine Street, Suite 2100, Lexington, KY 40507.
2. This Affidavit is submitted in connection with an order of the United State Bankruptcy Court for the District of Delaware dated January 15, 2002 authorizing Fansteel, Inc. and the other above-captioned debtors (the "Debtors") to retain certain professionals in the ordinary course of business during the pendency of the Debtors' chapter 11 cases (the "Cases"). 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").

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.

3. To the best of my knowledge 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 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.
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 interest 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 Debtors' 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 matters 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 of 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).



Richard G. Griffith
STOLL, KEENON & PARK, LLP
300 West Vine Street, Suite 2100
Lexington, KY 40507
(859) 231-3000

Sworn to before me
this 26th day of March, 2002

Cindy W. Edgington
Notary Public

My Commission Expires: 4/8/2003

IN THE UNITED STATE DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re) Chapter 11
)
FANSTEEL INC., et al.,¹) Case No. 02-10109 (JJF)
) (Jointly Administered)
)
Debtors.)
)

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY
FANSTEEL, INC., ET AL. (the "Debtors")

RETURN THE ORIGINAL TO:

1. Schulte Roth & Zabel LLP
911 Third Avenue
New York, NY 10022
Attn: Michael R. Mitchell, Esq.
Tel: (212) 756-2000
Fax: (212) 593-5955

If more space is needed, please complete on separate page and attach.

2. Name and address of firm:

Stoll, Keenon & Park, LLP, 300 West Vine Street, Lexington, KY 40507.

3. Date of Retention: 01/01/02

4. Type of Service Provided (accounting, legal, etc.):

Legal

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.

5. Brief description of services to be provided:

Representation in litigation; miscellaneous advice regarding business matters.

6. Arrangements for compensation (hourly, contingent, etc.):

Hourly

(a) Average hourly rate (if Applicable): \$225.00 per hour.

(b) Estimated average monthly compensation based on prepetition retention
(if firm was employed prepetition):

\$2,000.00 - \$5,000.00

7. Pre-petition claims against any of the Debtors held by the firm:

Amount of claim: None

Date claim arose: _____

Source of claim: _____

8. Pre-petition claims against any of the Debtors held individually by any member, associate or professional employee of the firm:

Name: None

Status: _____

Amount of claim: \$ _____

Date claim arose: _____

Source of claim: _____

9. Stock of any of the Debtors currently held by the Firm:
Kind of Shares: None to the best of our knowledge.
No. of Shares: _____
10. Stock of any of the Debtors currently held individually by any member, associate or professional employee of the Firm:
Name: None to the best of our knowledge.
Status: _____
Kind of Shares: _____
No. of Shares: _____
11. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the Firm is to be employed:
None

In re:)
)
FANSTEEL INC., et al.,¹) Case No. 02-CV-44
)
Debtors.)
)
)
)

ORDER AUTHORIZING DEBTORS TO EMPLOY AND COMPENSATE CERTAIN PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF DEBTORS' BUSINESS

Upon consideration of the motion (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order authorizing the Debtors to employ and compensate certain professionals; and it appearing that the relief requested is in the best interests of Debtors' estates, their creditors and other parties in interest; and it appearing that this proceeding is a core proceeding under 28 U.S.C. § 157(a); and due and sufficient notice of the Motion having been given under the circumstances; and after due deliberation and cause appearing therefore;

ORDERED that the Motion is granted; and it is further

ORDERED Debtors are hereby authorized to employ and retain, pursuant to §§ 105 and 327 of chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"), the ordinary course professionals (the "OCP") identified in Exhibit A attached to the Motion and any OCP who may be hereafter identified and who conforms to the procedures set forth in this Order; and

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.

it is further

ORDERED that Debtors are authorized to pay, without formal application to the Court by any OCP, 100% of the interim fees and disbursements to each of the OCPs, after submission to Debtors an Affidavit of Disinterestedness as described below, and upon the submission to Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date, provided that such interim fees and disbursements for each OCP do not exceed \$15,000 per month (the "OCP Monthly Fees") and \$200,000 in the aggregate for all OCP's hired by Debtors for the duration of these bankruptcy cases; and it is further

ORDERED that Debtors shall file with the Court and serve on (i) the United States Trustee, (ii) Counsel for the Official Committee of Unsecured Creditors, and (iii) Counsel for Debtors' post petition lenders on March 31, June 30, September 30, and December 31 of every year that these chapter 11 cases are pending a statement that includes the following information for each OCP: (a) the name of the OCP; (b) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by such OCP during the previous period; and (c) a general description of the services rendered by each OCP; and it is further

ORDERED that in the event that in a given month the invoice of an OCP exceeds the OCP Monthly Fee amount for such OCP, such firm shall apply for approval by the Court of all such firm's fees and disbursements for such month, but is entitled to an interim payment up to the OCP Monthly Fee for such OCP as a credit against the fees and disbursements for such month ultimately allowed by the Court; and it is further

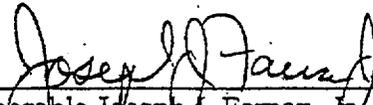
ORDERED that, prior to submitting an invoice to Debtors, each OCP that Debtors wish to retain shall file with the Court and serve upon the (i) United States Trustee, (ii) counsel for the Official Committee of Creditors Holding Unsecured Claims (the "Committee"), if such a

committee is appointed, (iii) the counsel to Debtors, and (iv) counsel for the Debtors' current Post petition lenders (collectively, the "Notice Parties"), an Affidavit of Disinterestedness pursuant to Federal Rules of Bankruptcy Procedure 2014 tting an invoice to Debtors; and it is further

ORDERED that the United States Trustee and the other Notice Parties shall have ten (10) days after the receipt of an Affidavit of Disinterestedness from, an OCP (the "Objection Deadline") to object to such Professionals' retention. The objecting party shall serve any such objections upon Debtors, the OCP, the United States Trustee, and the other Notice Parties on or before the Objection Deadline. If any such objection cannot be resolved within ten (10) days, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date or other date otherwise agreeable to the parties thereto. If no objection is received from any of the Notice Parties by the Objection Deadline, Debtors shall be authorized to retain such Professional as a final matter; and it is further

ORDERED that the Court shall retain jurisdiction with respect to any matters, claims rights or disputes arising from or related to the implementation of this Order.

Dated: February 21, 2002


Honorable Joseph J. Farman, Jr.
United States District Court Judge