

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

40-7580

In re:) Chapter 11
)
FANSTEEL INC., *et al.*,¹) 02-10109 (JF)
)
) (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 Omega Project Services, LLC ("Omega") on April 1, 2002.

In addition, on April 1, 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").

Unissued Held: Kids Eye 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.

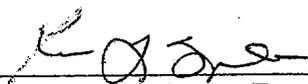
Pursuant to the Order, the Notice Parties shall have ten days after receipt of the APD to object to the retention of Omega. Any objection must be made in accordance with the procedures set forth in the Order.

Dated: April 1, 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
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Co-Counsel for the Debtors and
Debtors in Possession

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re) Chapter 11
FANSTEEL INC., et al.,²⁸) Case No. 02-10109 (JJF)
) (Jointly Administered)
Debtors.)

AFFIDAVIT OF DISINTERESTEDNESS

STATE OF Oklahoma)
)
COUNTY OF Sequoyah)

Omega Project Services LLC declares as follows:

1. I am a member of the firm of Omega Project Services, LLC (the "Firm"), which maintains offices at **PO Box 1290, Muskogee, OK 74403.**
2. This Affidavit is submitted in connection with an order of the United States 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,

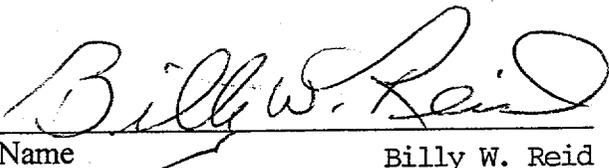
²⁸ The Debtors are the following entities: Fansteel Inc., Fansteel Holdings, Inc., Custom Technologies Corp., Escast, Inc., Wellman Dynamics Corp., Washington Mfg. Co., Phoenix Aerospace Corp., American Sintered Technologies, Inc., and Fansteel Schulz Products, Inc.

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 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

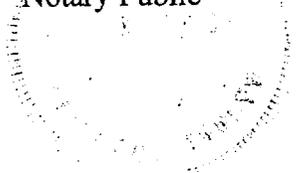
regard, the Firm's work for these clients will not include representation on any matters relating to the Debtors' chapter 11 cases.

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 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).


Name Billy W. Reid
Title Member
Address and phone number (918) 489-5851

Sworn to before me
this 7th day of March, 2002


Notary Public



DISTRICT OF DELAWARE
2002 FEB 21 PM 12: 29

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

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

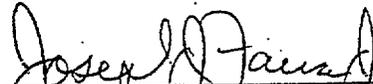
ORDERED that, prior to submitting an invoice to Debtors, each OCP that Debtors wish to retain shall file with the Court and serve upon the (i) United States Trustee, (ii) counsel for the Official Committee of Creditors Holding Unsecured Claims (the "Committee"), if such a

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. Farnan, Jr.
United States District Court Judge

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:

FANSTEEL INC., *et al.*,¹

Debtors.

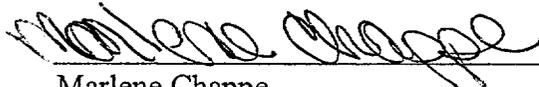
Chapter 11

Case No. 02-10109 (JJF)
(Jointly Administered)

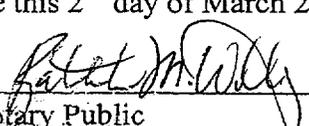
AFFIDAVIT OF SERVICE

Marlene Chappe, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young & Jones P.C., and that on the 2nd day of March 2002, she caused a copy of the following document(s) to be served upon the attached service lists in the manner indicated:

**NOTICE OF FILING OF AFFIDAVIT OF PROFESSIONAL
DISINTERESTEDNESS [OMEGA PROJECT SERVICES, LLC]**


Marlene Chappe

Sworn to and subscribed before
me this 2nd day of March 2002


Notary Public

My Commission Expires: 4/5/03

**KATHLEEN M. WITTIG
NOTARY PUBLIC
STATE OF DELAWARE**

My Commission Expires April 5, 2003

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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