

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

40-7580

In re:)	Chapter 11
)	
FANSTEEL INC., <i>et al.</i> , ¹)	02-10109 (JJF)
)	
Debtors.)	

**COMMITTEE'S RESPONSE TO
MOTION FOR ORDER AUTHORIZING
DEBTORS TO INCUR POSTPETITION DEBT, GRANT
LIENS AND PROVIDE OTHER SECURITY AND OTHER RELIEF**

The Official Unsecured Creditors Committee of Fansteel, Inc. and the related Debtors (the "Committee"), by its counsel, objects to the Debtors' Motion for Order Authorizing Debtors to Incur Postpetition Debt, Grant Liens and Provide Other Security and Other Relief (the "Motion").

Background and General Objections

1. On January 15, 2002, the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. At the very inception of the cases, three months ago, the Debtors entered into three agreements designed to provide cash for ongoing operations: (1) a \$3 million Debtor-In Possession Credit and Security Agreement with HBD Industries, Inc., under which the Debtors have never made a draw; (2) an agreement with CIT Industries to purchase up to \$10 million of the Debtors' receivables, which the Debtors estimated would net approximately \$5 million, but which was never consummated; and (3) an agreement with the investment banking firm of Lincoln Partners to locate potential purchasers for some or all of the Debtors, which the Debtors now appear to be abandoning. Despite the costs already incurred and paid in connection

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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with these three agreements, the Debtors have completely changed course and now seek approval of a \$20 million debtor-in-possession loan at an initial cost to this estate of approximately \$1 million.

2. Based on the Debtors' own projections, the Debtors will need at most only \$4 million to fund ongoing operations. Instead of obtaining a facility tailored to the Debtors' financial needs, the Debtors ask this Court to approve a loan five times greater than the Debtors require with all of the additional costs and burdens of such a large loan. Instead of obtaining a facility tailored to the Debtors' business needs, the Debtors ask this Court to approve an agreement that gives the lender total control over the bankruptcy case and deprives the Debtors of any ability to pursue the sale of some or all of the operating companies as a going concern. Moreover, although these cases have been pending for three months, the Debtors have manufactured an "emergency" and ask this Court on two days' notice to authorize \$6 million in payments on a \$20 million loan that will essentially allow the lender to dictate the future outcomes of these cases. Chapter 11 is intended to rehabilitate financially troubled companies, not subject them to a slow death.

Specific Objections

3. In addition to the Committee's general objections, the Committee objects to the Loan and Security Agreement (the "Agreement") among the Debtors and Congress Financial Corporation (Central) ("Congress") to the extent the Agreement is inconsistent with the proposed interim order. The Committee also objects to the following provisions of the Agreement:

a. Section 1.6. "Bankruptcy Case Expenses." Under this definition, Congress is entitled to recover any and all fees and expenses it incurs in these bankruptcy cases, including fees and expenses incurred in defending "any lender liability or other actions

involving Lender.” Congress should not be entitled to recover fees and expenses incurred as a result of Congress’ breaches or torts.

b. Section 1.17. “Change of Control.” Under this definition the Debtors trigger default by selling any of the operating businesses or replacing board members.

c. Section 1.77. The definition of “Reserves” gives Congress what amounts to a completely unfettered right, at its discretion, to reduce the amount of the loans available under the lending formula. Any material modification to reserves existing under the loan documents should be made only after Court approval upon appropriate notice and hearing.

d. Section 3.2. “Closing Fee.” Congress will receive a \$300,000 closing fee, which represents an astounding 7.5% of the \$4 million the Debtors anticipate borrowing.

e. Section 3.4. “Servicing Fee.” Congress will receive \$40,000 per year even if the Debtors have no outstanding draws under the line.

f. Section 3.5. “Unused Line Fee.” Congress will receive an unused line fee of .375%. As a result of this fee, Congress will receive another \$70,000 per year even if the Debtors have no outstanding draws under the line.

g. Section 4.1(l); 4.2(c). 506(c) Waivers. Congress is seeking a complete waiver of Section 506(c) expenses. To the extent the estate liquidates collateral for the benefit of Congress, those costs should be borne by Congress.

h. Section 6.6. “Use of Proceeds.” Section (a) requires the Debtors to use the initial proceeds for payments to the persons listed in the disbursement direction letter. The Debtors have not provided a disbursement direction letter to the Committee, have not explicitly identified how the Debtors intend to disburse the proceeds and have not supplied a budget for the

use of cash. Moreover, the Debtors should be restricted to draws and payments on a month-to-month basis pursuant to any budget they supply.

i. Section 7.1 “Collateral Reporting.” All reports provided to Congress should also be provided to the Committee’s professionals.

j. Section 9.7 “Sale of Assets.” Section (b) is an absolute prohibition against the Debtors ability to sell any of their operating assets outside the ordinary course, except for the stock of American Sintered Technologies (“American”). This absolute bar takes away the Debtors ability to maximize the value of their assets and exercise independent business judgment. In addition, all proceeds of sales, even the sale of the stock of American, which is an excluded asset, must be paid to Congress.

k. Section 9.17. “EBITDA Covenant.” This earnings covenant is only common in a cash flow loan and is not appropriate in an asset-based loan like the proposed DIP loan. The covenant is not only unnecessary, but it is too restrictive and could trigger an unwanted and unwarranted default. If required by Congress, the covenant should be a reporting covenant only, and not a covenant whose breach would trigger default.

l. Section 9.21. “Costs and Expenses.” As in the definition of Bankruptcy Case Expenses, this section requires the Debtors to pay all costs and expenses incurred by Congress, even those costs and expenses attributable to Congress’ breaches or torts.

m. Section 10.2. “Remedies.” Congress must be required to file a motion to lift stay prior to exercising its remedies.

n. Section 11.1 (e). This section is an attempt to limit any check on Congress’ conduct and limit the Debtors’ damages for any misconduct by Congress. In essence, Congress can only be liable for gross negligence or willful misconduct, and Congress is entitled

to the presumption that it acted in good faith and with the exercise of ordinary care in its performance of the terms of this agreement. At the same time, the Debtors are required to waive any special punitive or consequential damages or any damages other than actual damages.

o. Section 11.4. "Waiver of Counterclaims." The Debtors should not be required to waive their counterclaims in any action with respect to this Agreement.

p. Section 11.5. "Indemnification." Congress is not entitled to the complete indemnification contained in this section.

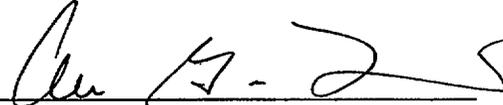
q. Section 12.1(c). "Early Termination Fee." The early termination fee is excessive, particularly where the Debtors concede that they do not need a \$20 million credit agreement. This penalty takes away any ability of the Debtors to refinance or find alternative sources of cash.

RESERVATION OF RIGHTS

Given the limited amount of time to respond, the Committee reserves its right to object to other terms and provisions of the Agreement.

WHEREFORE, The Committee requests that the motion be denied and the Court order such other and further relief as is just and proper.

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Dated: April 26, 2002

463392

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. : :

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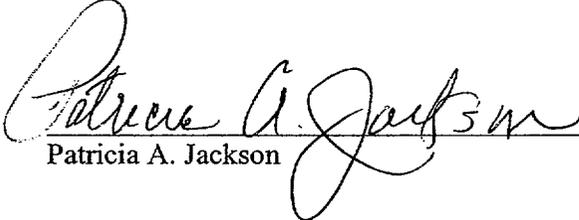
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NEW CASTLE COUNTY:

I, Patricia A. Jackson, certify that I am, and at all times during the service of process, have been, an employee of Klett, Rooney, Lieber and Schorling, P.C., not less than 18 years of age and not a party to the matter concerning which service of process was made. I certify further that the service of the attached:

**COMMITTEE'S RESPONSE TO MOTION FOR ORDER AUTHORIZING
DEBTORS TO INCUR POSTPETITION DEBT, GRANT
LIENS AND PROVIDE OTHER SECURITY AND OTHER RELIEF
[Re: Docket No. 150]**

was made on April 26, 2002 on the following parties on the attached list by Hand Delivery (City of Wilmington addresses only) and First Class United States Mail, postage prepaid, on all others.


Patricia A. Jackson

SWORN AND SUBSCRIBED before me this 26th day of April, 2002.


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File an answer to a motion:

02-10109-JJF Fansteel Inc. and Richard Gladstein Nuclear Regulatory Commission

Notice of Electronic Filing

The following transaction was received from Landis, Adam G. entered on 4/26/2002 at 4:50 PM EDT and filed on 4/26/2002

Case Name: Fansteel Inc. and Richard Gladstein Nuclear Regulatory Commission
Case Number: 02-10109-JJF
Document Number: 156

Docket Text:

Response to Motion [*Committee's Response to Motion for Order Authorizing Debtors to Incur Postpetition Debt, Grant Liens and Provide other Relief*] Filed by Official Committee of Unsecured Creditors (related document(s)[150]). (Attachments: # (1) Affidavit of Service) (Landis, Adam)

The following document(s) are associated with this transaction:

Document description:Main Document

Original filename:P:/Fansteel, Inc/fansteel response.pdf

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