

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

40-7580

SUPPLEMENTAL AFFIDAVIT OF WILLIAM H. HENRICH  
IN SUPPORT OF APPLICATION FOR ORDER AUTHORIZING EMPLOYMENT  
AND RETENTION OF EXECUTIVE SOUNDING BOARD ASSOCIATES INC. AS  
DEBTORS' RESTRUCTURING CONSULTANTS AND FINANCIAL ADVISOR

STATE OF NEW YORK :  
:  
COUNTY OF NEW YORK :

WILLIAM H. HENRICH, being duly sworn, deposes and says as follows:

1. I am a Managing Director of Executive Sounding Board Associates Inc. ("ESBA") with offices located at 1350 Broadway, Suite 702, New York, New York 10018, and I am authorized to execute this Supplemental Affidavit on behalf of ESBA.

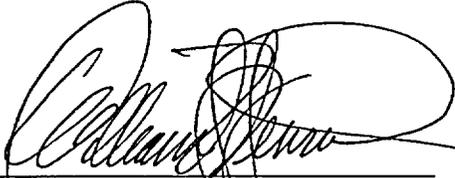
2. I submit this Supplemental Affidavit in support of the above-captioned debtors' and debtors-in-possession (collectively, the "Debtors") application for an order approving the retention and employment of ESBA as restructuring consultants and financial advisors to the Debtors in the above-captioned cases (the "Application"), and in response to certain issues raised by the Office of the United States Trustee. I incorporate by reference herein the Affidavit of William H. Henrich Pursuant To Bankruptcy Code Sections 327(a) And 328 And Fed. R. Bankr. 2015 And Del. Bankr.. L.R. 2014-1, dated July 12, 2002 (the "Initial Affidavit").

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3. With respect to the matters described in Paragraphs 10 and 11 of the Initial Affidavit regarding the possibility that ESBA may employ independent contractors, ESBA represents that (a) to the extent any such independent contractor is used in these cases, an appropriate conflict check will be performed and an affidavit of disinterestedness filed with this Court, and (b) absent further order of the Court, ESBA will not seek compensation from the Debtors in excess of the amounts set forth in the Application and related engagement letter, dated July 8, 2002 (the "Engagement Letter").

4. With respect to the disclosure set forth in Paragraph 5(b) of the Initial Affidavit, ESBA represents that while it may have worked, continues to work and/or has mutual clients with certain law firms who represent the Debtors and its creditors or are creditors themselves, such work was or is on matters unrelated to these cases.

5. Finally, ESBA acknowledges that the scope of its engagement, as set forth in the Engagement Letter, does not include the marketing or sale of the Debtors or their assets. ESBA further acknowledges that the Debtors have engaged Lincoln Partners L.L.C. as investment bankers for such purpose. ESBA will not perform services relating to the marketing or sale of the Debtors or their assets which are or could be duplicative of the services provided to the Debtors by Lincoln Partners L.L.C., provided however, that ESBA may prepare certain financial information and other materials which may be used by the Debtors and/or Lincoln Partners L.L.C. in the marketing and sale process.



William H. Henrich

Sworn to before me this 9<sup>th</sup> day of August, 2002

Elaine Rubin

Notary Public

**ELAINE RUBIN**  
Notary Public, State of New York  
No. 01RU6059349  
Qualified in Queens County  
Commission Expires 5-29-03