

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

40-7580

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

**ORDER UNDER SECTION 327(a) OF THE
BANKRUPTCY CODE AUTHORIZING THE
EMPLOYMENT AND RETENTION OF RSM MCGLADREY
AS DEBTORS' TAX ACCOUNTANTS NUNC PRO TUNC TO FEBRUARY 21, 2002**

Upon the application (the "Application") debtors and debtors in possession ("Debtors") in the captioned cases for the employment and retention of RSM McGladrey Inc. ("RSM" or the "Firm") for Debtors, and upon the Affidavit of James K. Mansk, a director of the Firm, in support thereof (the "Mansk Affidavit"); and the Court being satisfied based on the representations made in the Application and in the Mansk Affidavit that said professionals represent no interest adverse to Debtors' estates with respect to the matters upon which they are to be engaged, that they are disinterested persons as that term is defined under Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code, and that their employment is necessary and would be in the best interests of Debtors' estates, and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is granted; and it is further

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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DATE 9-15-02

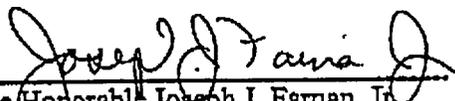
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ORDERED that in accordance with Section 327(a) of the Bankruptcy Code, Debtors are authorized to employ and retain RSM *nunc pro tunc* to February 21, 2002, as their tax accountants, and to perform such other work as Debtors may request from time to time that is within the expertise of RSM on the terms set forth in the Application and the Mansk Affidavit; and it is further

ORDERED that all post-petition payments made to RSM in connection with its services on Debtors 401(k) Plans are approved, and that, in the future, RSM's work on the 401(k) Plans will be compensated in the same manner as RSM was compensated pre-petition; and it is further

ORDERED that the Firm shall be entitled to allowance of compensation and reimbursement of expenses, upon the filing and approval of interim and final applications pursuant to the Federal Rules of Bankruptcy Procedure, the Local Rules of this Court and such other orders as this Court may direct.

Wilmington, Delaware
Dated: September 6, 2002


The Honorable Joseph J. Farnan, Jr.
United States District Court Judge.