

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In Re:) Chapter 11
)
FANSTEEL, INC., et al.,¹) 02-10109 (JJF)
)
Debtors.) (Jointly Administered)
)
) Hearing Date: (Only if Objections Are Received)
) Objection Deadline: January 8, 2003 at 4:00 p.m.

**OBJECTION TO DEBTORS' MOTION TO AMEND ORDER
AUTHORIZING THE DEBTORS TO EMPLOY AND COMPENSATE
CERTAIN PROFESSIONALS UTILIZED IN THE ORDINARY COURSE
OF THE DEBTORS' BUSINESS [RE: D.I. 646]**

The Official Committee of Unsecured Creditors' of Fansteel, Inc. (the "Committee"), by its attorneys, respectfully objects to the Motion to Amend Order Authorizing the Debtors to Employ and Compensate Certain Professionals Utilized in the Ordinary Course of the Debtors' Business [D.I. 646] (the "Motion") filed by Fansteel, Inc., *et al.*, the debtors and debtors-in-possession herein (the "Debtors"). In opposition to the Motion, the Committee respectfully states as follows:

PRELIMINARY STATEMENT

Fortunately, after discussions and negotiations with the Committee the Debtors have committed to filing a plan and disclosure statement by February 18, 2003, a year after the commencement of these cases. Unfortunately, however, with no prior discussion with the Committee, the Debtors have decided that they require a 300% increase in the aggregate amount needed to compensate their "Ordinary Course Professionals" (defined hereinafter). Because the

¹The 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 Schultz Products, Inc.

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Motion provides no specifics on the need for this extraordinary request and because "Ordinary Course Professionals" should not be paid such extraordinary amounts in any event, the Motion should be denied.

ARGUMENT

1. On January 20, 2002, the Debtors filed a motion to retain and compensate certain professionals previously employed by the Debtors in the ordinary course of business (collectively, the "Ordinary Course Professionals"). In this original motion, the Debtors proposed to pay twenty (20) professional firms with specialties in the areas of employment law, benefits documentation or retirement plans (4 separate firms), environmental law (5 separate firms), general litigation (5 separate firms), labor law (1 firm), real estate law (1 firm), intellectual property law (1 firm), contractual and property law (1 firm), as well as actuaries (1 firm) and health insurance plan administrators (1 firm). On February 21, 2002, the Court entered an order (the "OCP Order") authorizing the Debtors to pay, outside the normal fee application process, up to \$15,000 per month to each Ordinary Course Professional (the "Monthly Cap") and up to \$200,000 in the aggregate for all Ordinary Course Professionals employed by the Debtors for the duration of their Chapter 11 cases (the "Total Expenditure Cap").

2. Pursuant to the OCP Order, the Debtors were required to file quarterly statements identifying the amounts paid to each Ordinary Course Professional. Through September 30, 2002, the Debtors had exceeded the Total Expenditure Cap and had paid \$234,388.03 without Court authorization, an amount in excess of their authorized Total Expenditure Cap, to the Ordinary Course Professionals. See Exhibit A attached hereto.

3. The Debtors now have determined that they need to quadruple the Total Expenditure Cap from a reasonable amount of \$200,000 to an unwarranted amount of \$800,000.

The Debtors justify this four-fold increase in the Total Expenditure Cap based on the Debtors' need to employ "numerous environmental specialists and other experts" and a one-time payment to a professional rendering services "as an actuary for certain employee benefits plans." Motion, ¶ 10.

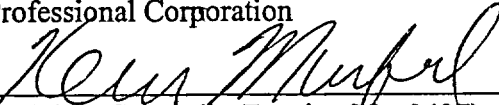
4. Other than these vague reasons offered by the Debtors, the Debtors fail to provide any other details or specifics that would necessitate a four-fold increase in the Total Expenditure Cap. The Debtors have failed to identify any particular Ordinary Course Professional whose services will significantly increase in the coming months. Nor are there any budgets proposed for these increased services. Given that the Debtors are committed to filing and confirming a plan of reorganization within the next six months, a request for the unfettered use of an additional \$600,000 is unreasonable absent particular, exigent circumstances.

CONCLUSION

5. In short, the Debtors have not provided sufficient information that would necessitate the quadrupling of the Total Expenditure Cap. The Debtors have provided vague justifications for such a large increase particularly where, as here, the Debtors are on track to exit Chapter 11 within six months.

Respectfully submitted,

KLETT ROONEY LIEBER & SCHORLING
A Professional Corporation

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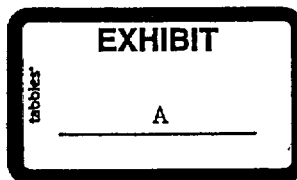
Co-Counsel to the Official Committee of
Unsecured Creditors

Dated: January 8, 2003

FANSTEEL-ORDINARY COURSE PROFESSIONALS

	1st Quarter	2nd Quarter	3rd Quarter
AGD&G	5,288.32	15,856.76	6,015.82
CTI			
GBU		12,384.16	9,291.29
HRG			20,400.00
LA&C		5,210.41	2,540.75
MB&C		15,000.00	43,970.00
NE			14,944.00
OPS		370.00	7,560.00
REB		13,845.47	8,443.00
RMT			2,737.66
S&R		83.75	148.61
SK&P			
TT			
TR&A			7,225.03
W&W			
WMM			43,073.00
TOTAL	5,288.32	62,750.55	166,349.16
TOTAL FOR ALL THREE QUARTERS:			234,388.03

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DKT. NO. 671
DT. FILED 1-8-03

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**STATEMENT REGARDING ORDINARY COURSE PROFESSIONALS'
FEES AND EXPENSES**

PLEASE TAKE NOTICE that pursuant to the *Order Authorizing the Debtors to Employ and Compensate Professionals for Specific Services Rendered to the Debtors in the Ordinary Course of Business* (the "OCP Order") (U.S. Dist. Ct. D.I. 72), dated February 20, 2002, the Debtors in the above-captioned chapter 11 cases hereby submit this Statement of Ordinary Course Professionals' Fees and Expenses during the quarter ended March 31, 2002.

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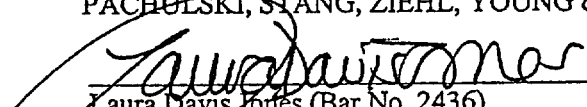
¹ The Debtors are the following entities. Fansteel, Inc , Fansteel Holdings, Inc. Custom Technologies Corp , Escast, Inc., Wellman Dynamics Corp , Washington Mfg Co , Phoenix Aerospace Corp , American Sintered Technologies, Inc., and Fansteel Schulz Products, Inc

Attached hereto as Exhibit "A" is a chart that lists: (a) the name of each Ordinary Course Professional ("OCP") that has been retained as a final matter; (b) the aggregate amount(s) of compensation for services rendered and reimbursement of expenses incurred by such OCP; and (c) a general description of services rendered by such OCP. In some instances, payment of the fees and expenses listed on Exhibit A is pending.

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EXHIBIT A

Fansteel, Inc.						
Statement of Ordinary Course Professional's Fees and Expenses						
Quarter Ended March 31, 2002						
<i>Firm</i>	<i>Description of Services</i>	<i>Monthly Maximum</i>	<i>2002 Amounts Incurred</i>			
			Jan.	Feb.	Mar.	1Q (in aggregate)
Aronberg, Goldgen, Davis & Garmisa	Employee Benefits Documentation	\$15,000.00			\$5,288.32	\$5,288.32

THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

NOTICE REGARDING ORDINARY COURSE PROFESSIONALS

TO: Office of the United States Trustee
Counsel for the Official Committee of Unsecured Creditors
Counsel for Debtors' Postpetition Lenders

The captioned Debtors and Debtors in Possession ("Debtors") submit this notice pursuant to the "Order Authorizing Debtors to Employ and Compensate Certain Professionals Utilized in the Ordinary Course of Business", entered on February 21, 2002.

Attached hereto as Exhibit A is a list of the Debtors' ordinary course professionals showing: (a) a description of the work done by each ordinary course professional for the Debtors in the previous calendar quarter; (b) amounts paid by Debtor to each ordinary

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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course professional in the prior three months²; and (c) total payments by Debtors to each ordinary course professional for the year.

Dated: July 2, 2002

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Co-Counsel for the Debtors and Debtors in Possession

² Payment amounts are broken down according to each month, as well as totaled for the prior quarter and for the year.
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EXHIBIT A

Fansteel, Inc.

Statement of Ordinary Course Professional's Fees and Expenses
 Quarter Ended June 30, 2002

Firm	Description of Services	Monthly Maximum	2002 Amounts Incurred			
			Apr.	May	June	2Q (in aggregate)
Aronberg, Goldgen, Davis & Garmisa	Employee Benefits Documentation	\$15,000.00		\$11,579.13	\$4,277.63	\$15,856.76
Shawe & Rosenthal	General Labor Law	\$15,000.00		\$83.75		\$83.75
Group Benefits Unlimited, Inc.	Fansteel Health Insurance Plan	\$15,000.00	\$4,344.83	\$4,088.90	\$3,950.43	\$12,384.16
McBride Baker & Coles	Environmental Law	\$15,000.00		\$15,000.00		\$15,000.00
Reising, Ethington, Barnes	Intellectual Property Law	\$15,000.00	\$5,917.75	\$7,927.72		\$13,845.47
Commonwealth Technology, Inc.	Environmental Compliance - KY	\$15,000.00				\$0.00
Omega Project Services, LLC	NRC Assistance - Muskogee	\$15,000.00		\$370.00		\$370.00
Stoll, Keenan & Park, LLP	Employment Law	\$15,000.00				\$0.00
Northern Environmental	Safety Compliance	\$15,000.00				\$0.00
Tetra Tech	Environment	\$15,000.00				\$0.00
William M. Mercer, Inc.	Actuaries	\$15,000.00				\$0.00
Howard R. Green Co.	Air Permit - Wellman	\$15,000.00				\$0.00
White & Williams LLP	General Litigation	\$15,000.00				\$0.00
RMT, Inc.	Environmental Compliance - CA	\$15,000.00				\$0.00
Letizia Ambrose & Cohen	General Litigation	\$15,000.00		\$637.31	\$4,573.10	\$5,210.41

Fansteel, Inc.**Statement of Ordinary Course Professional's Fees and Expenses**

Year To Date as of: June 17, 2002

<i>Firm</i>	<i>Description of Services</i>	<i>2002 Totals</i>
Aronberg, Goldgen, Davis & Garmisa	Employee Benefits Documentation	\$21,145.08
Shawe & Rosenthal	General Labor Law	\$83.75
Group Benefits Unlimited, Inc.	Fansteel Health Insurance Plan	\$23,084.95
McBride Baker & Coles	Environmental Law	\$15,000.00
Reising, Ethington, Barnes	Intellectual Property Law	\$16,345.47
Commonwealth Technology, Inc.	Environmental Compliance - KY	\$0.00
Omega Project Services, LLC	NRC Assistance - Muskogee	\$740.00
Stoll, Keenan & Park, LLP	Employment Law	\$0.00
Northern Environmental	Safety Compliance	\$0.00
Tetra Tech	Environment	\$0.00
William M. Mercer, Inc.	Actuaries	\$0.00
Howard R. Green Co.	Air Permit - Wellman	\$0.00
White & Williams LLP	General Litigation	\$0.00
RMT, Inc.	Environmental Compliance - CA	\$0.00
Letizia Ambrose & Cohen	General Litigation	\$5,210.41

Miscellaneous:

02-10109-JJF Fansteel Inc. and HBD Industries, Inc.

Notice of Electronic Filing

The following transaction was received from Mumford, Kerri K entered on 1/8/2003 at 3:59 PM EST and filed on 1/8/2003

Case Name: Fansteel Inc. and HBD Industries, Inc.

Case Number: 02-10109-JJF

Document Number: 671

Docket Text:

Exhibit *Notice of Filing of Exhibit A [Re: Docket No. 670]* Filed by Official Committee of Unsecured Creditors. (Mumford, Kerri)

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

Document description:Main Document

Original filename:P:/Fansteel, Inc/1-8-03 ex.a fansteel.pdf

Electronic document Stamp:

[STAMP bkecfStamp_ID=983460418 [Date=1/8/2003] [FileNumber=1219499-0] [79992a8c569972b05aac5cc25038056fdc63117547ead1a31019d36f9b8f9d10e92addcd2b689538788d66487c42bb5603bf4282ae2bedc1f5aa6e8e6a271a6]]

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

AFFIDAVIT OF
PATRICIA A. JACKSON, PARALEGAL

STATE OF DELAWARE:

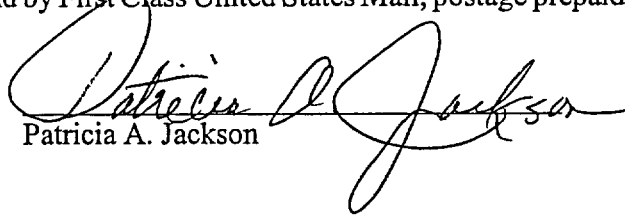
SS:

NEW CASTLE COUNTY:

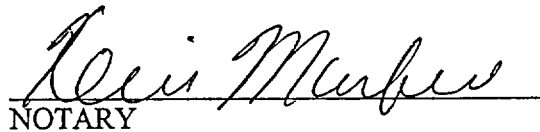
I, Patricia A. Jackson, certify that I am, and at all times during the service of process, have been, an employee of Klett Rooney Lieber & Schorling, P.C., not less than 18 years of age and not a party to the matter concerning which service of process was made. I certify further that the service of the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

**OBJECTION TO DEBTORS' MOTION TO AMEND ORDER
AUTHORIZING THE DEBTORS TO EMPLOY AND COMPENSATE
CERTAIN PROFESSIONALS UTILIZED IN THE ORDINARY COURSE
OF THE DEBTORS' BUSINESS [Re: D.I. 646]**

was made on January 8, 2003 on the following parties on the attached Service List by Hand Delivery (Local Wilmington, Delaware addresses) and by First Class United States Mail, postage prepaid, on all others.


Patricia A. Jackson

SWORN AND SUBSCRIBED before me this 8th day of January, 2003.


NOTARY

¹The 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.

Fansteel Inc. - 2002

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File an answer to a motion:

02-10109-JJF Fansteel Inc. and HBD Industries, Inc.

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The following transaction was received from Mumford, Kerri K entered on 1/8/2003 at 2:00 PM EST and filed on 1/8/2003

Case Name: Fansteel Inc. and HBD Industries, Inc.
Case Number: 02-10109-JJF
Document Number: 670

Docket Text:

Objection to Motion *Objection To Debtors' Motion to Amend Order Authorizing The Debtors To Employ and Compensate Certain Professionals Utilized in the Ordinary Course of the Debtors' Business* Filed by Official Committee of Unsecured Creditors (related document(s)[646]). (Attachments: # (1) Affidavit of Service) (Mumford, Kerri)

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

Document description:Main Document

Original filename:P:/Fansteel, Inc/1-8-03 646 objection.pdf

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[STAMP bkecfStamp_ID=983460418 [Date=1/8/2003] [FileNumber=1218659-0] [0d1a596646dbccfe70dd27dbf7383018f13c185109e77fa3e738e477c0d20e286be55e6c2d92df408e67d559e5bdbc137dea8edc9a4a88ba6941d7605b276af9]]

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