

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. )  
) Ref. No. 748

**ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF  
WILLIAM S. PRICE AND THE LAW FIRM OF PHILLIPS-McFALL  
AS SPECIAL OKLAHOMA REGULATORY COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon consideration of the Application for Order Pursuant to Section 1103(a) of the Bankruptcy Code Authorizing the Employment and Retention Nunc Pro Tunc of William S. Price and the Law Firm of Phillips-McFall as Special Oklahoma Regulatory Counsel to the Official Committee of Unsecured Creditors; (the "Application"); and upon the Affidavit of William S. Price, Esquire (the "Affidavit"); and the Court having jurisdiction to consider the Application; and sufficient notice of the Application having been given; and the sole objection to the relief requested in the Application having subsequently been withdrawn; and the Court being satisfied, based upon the representations made in the Application and the Affidavit that said attorneys represent no adverse interest to any of the Debtors' estates with respect to matters for which they are to be retained and that they are disinterested persons as such term is defined in section 101(14) of the Bankruptcy Code; and it appearing that the relief requested in the Application is in the best interest of the Committee, the Debtors, their estates, creditors and shareholders; and sufficient cause appearing therefor; it is hereby


ORDERED that the Application is granted; and it is further

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ORDERED that the Official Committee of Unsecured Creditors is authorized to retain William S. Price and the Law Firm of Phillips-McFall as special Oklahoma regulatory counsel to the Official Committee of Unsecured Creditors, in accordance with section 1103(a) of the Bankruptcy Code and on the terms set forth in the Application and the Affidavit, nunc pro tunc

October 3, 2003.

October 17  
October 2003  
Wilmington, Delaware

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