

08/18/03 A ECKSTEIN .20 CONFERENCE WITH M. RICHARDS REGARDING MY
TELEPHONE CONFERENCE WITH J. ZITTER,
BLACKSTONE'S COUNSEL STATUS AND STRATEGY - 12

08/18/03 A ECKSTEIN .30 TELEPHONE CONFERENCE WITH A. EATON REGARDING
BLACKSTONE'S INTEREST; CONFERENCE WITH M.
RICHARDS REGARDING SAME - 12

08/18/03 A ECKSTEIN .20 RETRIEVAL OF MAGUIREWOODS LETTER; FAX TO A.
EATON AND C. GOTTSCHALK - 12

08/18/03 M RICHARDS 1.10 TELEPHONE CONFERENCE WITH C. GOTTSCHALK
REGARDING PLAN (.5); TELEPHONE CONFERENCE WITH
J. ZITTER REGARDING STATUS (.2); CONFERENCE
WITH A. ECKSTEIN REGARDING PLAN (2X) (.4) - 12

08/18/03 H AARONSON .10 REVIEW E-MAIL FROM S. LUSK REGARDING FEE
APPLICATION - 7

08/19/03 A ECKSTEIN .40 RECEIVE AND REVIEW DEBTORS' REQUEST FOR
COMMITTEE SIGN OFF ON 6TH DIP AMENDMENT AND 9TH
WAIVER (.3); E-MAIL P. HAYDEN REGARDING
COMMITTEE'S POSITION REGARDING SAME (.1) - 9

08/19/03 A ECKSTEIN .20 E-MAIL FROM J. ZITTER REGARDING USWA VOTE ON
MONDAY 8/25/03; REVIEW ARTICLE REGARDING SAME -
3

08/19/03 A ECKSTEIN .20 TELEPHONE CONFERENCE WITH R. SABLE REGARDING
FILED 1113 YESTERDAY AND FILING 1114 MOTION
TODAY AND MOTION TO TERMINATE PENSION PLANS, NO
RESPONSE ON PREFERENCE ISSUE; UNION VOTE ON
MONDAY, 9/25 - CONFIRMATION IS STILL TARGETED;
NO INTENTION TO SUE TRADE VENDORS - 12

08/19/03 A ECKSTEIN .20 CONFERENCE WITH M. RICHARDS REGARDING STATUS
REGARDING UNIONS, PLAN AND PREFERENCE
ASSURANCES - 12

08/19/03 A ECKSTEIN .20 REVIEW MOTION FOR AUTHORITY TO FINANCE
INSURANCE PREMIUM - 3

08/19/03 M RICHARDS 1.10 CONFERENCE WITH A. ECKSTEIN REGARDING PLAN
(.3); REVIEW REGARDING PLAN AMENDMENTS (.8) -
12

08/19/03 M RICHARDS .70 REVIEW SECTION 1113 MOTION - 4

08/19/03 M RICHARDS .30 REVIEW VARIOUS FEE ORDERS - 7

08/19/03 H AARONSON .10 REVIEW E-MAIL REGARDING RECENTLY FILED
DOCUMENTS - 4

08/20/03 A ECKSTEIN .40 TELEPHONE CONFERENCE WITH M. RICHARDS AND R. ROSENBERG REGARDING PREFERENCE PURSUIT ISSUES, ETC. (.3); CONFERENCE WITH M. RICHARDS REGARDING SAME (.1) - 12

08/20/03 A ECKSTEIN .40 PREPARE PROPOSED LETTER FOR BANK GROUP TO CONFIRM THAT PREFERENCE CLAIMS WON'T BE PURSUED AGAINST TRADE VENDORS - 12

08/20/03 M RICHARDS 1.00 CONFERENCE A. ECKSTEIN; TELEPHONE CONFERENCE WITH R. ROSENBERG REGARDING PLAN (.4); REVIEW PLAN LANGUAGE/AMENDMENT (.6) - 12

08/20/03 M RICHARDS .30 TELEPHONE CONFERENCE WITH G. PAVEY REGARDING STATUS (.3) - 11

08/20/03 M RICHARDS .30 REVIEW FEE STATEMENT (.3) - 7

08/20/03 H AARONSON .10 REVIEW E-MAIL REGARDING RECENTLY FILED DOCUMENTS (.1) - 4

08/21/03 A ECKSTEIN .20 LETTER REGARDING PREFERENCE CLAIMS AND E-MAIL TO R. ROSENBERG REGARDING SAME - 4

08/21/03 A ECKSTEIN .10 VOICE MAIL FROM J. ZITTER REGARDING 1113, 1114 AND PENSION PLAN TERMINATIONS - 12

08/21/03 A ECKSTEIN .70 WORK ON COMMITTEE RECOMMENDATION LETTER - 12

08/21/03 M RICHARDS .20 TELEPHONE CONFERENCE WITH J. ZITTER REGARDING STATUS - 11

08/21/03 M RICHARDS .70 REVIEW REGARDING PLAN AMENDMENTS REGARDING PREFERENCES (.4); TELEPHONE CONFERENCE WITH D. SMALL REGARDING PLAN (.3) - 12

08/21/03 M RICHARDS .20 REVIEW S. REISMAN MEMORANDUM; CONFERENCE WITH R. CAVALIERE; REVIEW R. CAVALIERE MEMORANDUM REGARDING MEETING (.2) - 11

08/21/03 H AARONSON .10 REVIEW E-MAIL REGARDING RECENTLY FILED DOCUMENTS - 4

08/21/03 H AARONSON .30 REVIEW E-MAIL FROM S. LUSK REGARDING FEE APPLICATION; REVISE PROPOSED FORM OF ORDER (.3) - 7

08/22/03 M RICHARDS 1.10 TELEPHONE CONFERENCE WITH R. SABLE REGARDING PLAN (2X) (.5); REVIEW PLAN ISSUES (.4); TELEPHONE CONFERENCE WITH A. ECKSTEIN REGARDING PLAN (.2) - 12

SPECIAL METALS CORPORATION
FILE NUMBER: 116476-01600
INVOICE NO.: 542097

Sep 23, 2003 PAGE 8

08/22/03 M RICHARDS .60 REVIEW SECTION 1113 MOTION - 4

08/25/03 M RICHARDS 1.40 MEMORANDUM TO COMMITTEE REGARDING PLAN/SECTION
1113 (.6); TELEPHONE CONFERENCE WITH D. SMALL
REGARDING PLAN (.5); TELEPHONE CONFERENCE WITH
P. SABLE REGARDING SECTION 1113, REGARDING PLAN
ETC. (.3) - 12

08/25/03 M RICHARDS .20 TELEPHONE CONFERENCE WITH CREDITORS - 11

08/25/03 H AARONSON 2.50 REVIEW INVOICE FOR FEE APPLICATION; PREPARE
16TH FEE APPLICATION; PREPARE ATTORNEY TIME
SUMMARY; PREPARE COSTS SUMMARY; PREPARE PROJECT
CODE SUMMARY; PREPARE AFFIDAVIT IN SUPPORT;
PREPARE PROPOSED FORM OF ORDER (2.5) - 7

08/26/03 M RICHARDS .30 TELEPHONE CONFERENCE WITH R. SABLE REGARDING
PLAN, SECTION 1113 - 12

08/26/03 M RICHARDS .40 REVIEW INSURANCE FINANCING AGREEMENT MOTION - 4

08/26/03 M RICHARDS .20 REVIEW NO OBJECTIONS TO FEES - 7

08/26/03 M RICHARDS .40 TELEPHONE CONFERENCE WITH J. ZITTER REGARDING
RECENT DEVELOPMENTS - 11

08/26/03 C HORTA .20 TELEPHONE CONFERENCE WITH SHAREHOLDER - 4

08/26/03 H AARONSON 2.00 UPDATE PLEADINGS BINDER - 4

08/28/03 A ECKSTEIN .80 RECEIVE AND REVIEW E-MAILS REGARDING (A) USWA
REJECTION OF AMENDMENT TO CBA AND (B) PLAN
DOCUMENTS (.2); TELEPHONE CONFERENCE WITH M.
RICHARDS REGARDING (A) ABOVE AND REGARDING (B)
NO RESPONSE YET FROM BANK GROUP ON PREFERENCE
ISSUE AND COMMITTEE RECOMMENDATION LETTER (.2);
E-MAIL TO R. ROSENBERG REGARDING ABOVE (.1);
E-MAILS TO AND FROM P. HAYDEN REGARDING
ANCILLARY DOCUMENTS (.2); ADDITIONAL E-MAILS
FROM AND TO R. ROSENBERG REGARDING PREFERENCE
ISSUES (.1) - 12

08/28/03 A ECKSTEIN .30 REVIEW AND COMMENT ON PLAN SOLICITATION LETTER
(.2); E-MAIL M. RICHARDS REGARDING SAME (.1) -
12

08/28/03 A ECKSTEIN 2.50 CURSORY REVIEW SECTION 1114 MOTION AND MOTION
TO REJECT PENSION PLANS - 3

SPECIAL METALS CORPORATION
FILE NUMBER: 116476-01600
INVOICE NO.: 542097

Sep 23, 2003 PAGE 9

08/28/03 M RICHARDS .50 TELEPHONE CONFERENCE WITH G. PAVEY REGARDING
PLAN (.1); TELEPHONE CONFERENCE WITH A.
ECKSTEIN REGARDING PLAN ISSUES AND PREFERENCE
(.3); TELEPHONE CONFERENCE WITH M. FREEDLANDER
REGARDING PLAN (.1) - 12

TOTAL SERVICES \$22,431.50

SUMMARY OF DISBURSEMENTS OF COUNSEL TO OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF SPECIAL METALS CORPORATION., ET AL.,
FOR THE PERIOD OF AUGUST 1, 2003 THROUGH AUGUST 31, 2003

Long Distance Telephone Calls	\$18.78
Conference Calls	\$130.49
Overnight Mail	\$21.64
Transportation (Car Fare, Taxis, etc. Local and out of Town/Tolls)	<u>\$32.72</u>
Total	\$203.63

SEPTEMBER 2003

SUMMARY OF TIME BY ATTORNEY OF COUNSEL TO OFFICIAL COMMITTEE
 OF UNSECURED CREDITORS OF SPECIAL METALS CORPORATION., ET AL.,
FOR THE PERIOD OF SEPTEMBER 1, 2003 THROUGH SEPTEMBER 30, 2003

	<u>Time</u>	<u>Hourly Rate</u>	<u>Total</u>
Raymond L. Shapiro	.30	\$600	\$180.00
Harold N. Pappas	2.80	\$510	\$1428.00
Andrew B. Eckstein	43.20	\$460	\$19,872.00
Michael Z. Brownstein	.20	\$535	\$107.00
Marc E. Richards	31.90	\$535	\$17,066.50
Raymond M. Patella	.50	\$235	\$117.50
Catherine Horta	7.20	\$210	\$1512.00
Jaime Prince	28.60	\$210	\$6006.00
Stephen T. Kirsch	1.80	\$170	\$306.00
Heather Aaronson	<u>11.60</u>	\$200	<u>\$2320.00</u>
TOTAL	128.1		\$48,915.00

PHASE/TASK SUMMARY CHART OF COUNSEL TO OFFICIAL COMMITTEE
 OF UNSECURED CREDITORS OF SPECIAL METALS CORPORATION., ET AL.,
 FOR THE PERIOD OF SEPTEMBER 1, 2003 THROUGH SEPTEMBER 30, 2003

Matter Name & Description	Task Code	Hours	Fees
Business Operations	3	3.9	\$1,794.00
Case Administration	4	16.5	\$4,488.00
Claims Administration	5	.6	\$276.00
Fee/Employment Application	7	7.5	\$1,701.00
Fees Employment Objection	8	.5	\$267.50
Meeting Of Creditors	11	.6	\$321.00
Plan and Disclosure Statement	12	95.5	\$38,462.50
Travel	13	3.0	\$1,605.00
TOTAL		128.1	\$48,915.00

BLANK ROME LLP

THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NEW YORK 10174
(212)885-5000 FAX: (212)885-5001
FEDERAL TAX I.D. NO. 23-311874

SPECIAL METALS CORPORATION
3200 RIVERSIDE DRIVE
HUNTINGTON, WV 25705-1771

INVOICE DATE: OCTOBER 3, 2003
MATTER NO. 116476-01600 05875
INVOICE NO. 543253

REGARDING: SPECIAL METALS CORPORATION
CHAPTER 11 CREDITORS COMMITTEE

FOR LEGAL SERVICES RENDERED THROUGH SEPTEMBER 30, 2003

09/02/03 A ECKSTEIN	.20	RECEIVE AND REVIEW PRO HAC VICE DOCUMENTS AND CORRESPONDENCE REGARDING COUNSEL MOVING FIRMS - 4
09/02/03 A ECKSTEIN	.60	RECEIVE AND REVIEW CLAIMS RECLASSIFICATION MOTION, CLAIMS EXPUNGEMENT MOTION AND VOTING PURPOSES CLAIMS OBJECTION - 5
09/02/03 A ECKSTEIN	.90	E-MAIL FROM G. PAVEY REGARDING SECTIONS 1113/1114 HEARING (.1); CONFERENCE WITH M. RICHARDS REGARDING SAME (.1); RECEIVE AND REVIEW USWA OPPOSITION TO SAME (.6); E-MAIL TO G. PAVEY AND TELEPHONE CONFERENCE WITH G. PAVEY (LW) REGARDING POSITION (.1) - 3
09/02/03 M RICHARDS	.30	CONFERENCE WITH A. ECKSTEIN REGARDING PLAN - 12
09/02/03 M RICHARDS	1.50	REVIEW DEBTOR'S OMNIBUS MOTION (.4); REVIEW 1113 MOTION AND UNION RESPONSE (1.1) - 4
09/03/03 A ECKSTEIN	.30	E-MAILS FROM M. RICHARDS AND TO D. JURY AND G. PAVEY REGARDING SECTION 1113; TELEPHONE CONFERENCE WITH G. PAVEY REGARDING SAME - 3
09/03/03 A ECKSTEIN	.10	TELEPHONE CONFERENCE WITH G. PAVEY REGARDING OUTCOME OF HEARING ON SECTION 1113 - 3
09/04/03 R SHAPIRO	.30	CONFER WITH A. ECKSTEIN ON PLAN STRUCTURE AND DOCUMENTATIONS FOR DISTRIBUTION TO CREDITORS, DISPUTED CLAIMS, ETC. - 12
09/04/03 A ECKSTEIN	.20	TELEPHONE CONFERENCE WITH S. SIEGEL REGARDING STATUS, 1113 OUTCOME, PLAN SOLICITATION, PREFERENCE ANALYSIS AND PREFERENCE COMFORT LETTER AND COMMITTEE RECOMMENDATION - 12

SPECIAL METALS CORPORATION
FILE NUMBER: 116476-01600
INVOICE NO.: 543253

Oct 3, 2003 PAGE 2

09/04/03 A ECKSTEIN .20 TELEPHONE CONFERENCE WITH M. RICHARDS REGARDING STATUS OF MATTER, OUTCOME OF 1113/1114 HEARING, MEMORANDUM TO COMMITTEE, PREFERENCE AND CONFIRMATION ISSUES - 12

09/04/03 A ECKSTEIN .30 TELEPHONE CONFERENCE WITH R. SHAPIRO REGARDING LIQUIDATING TRUST AND RELATED CONCERNS AND ISSUES - 12

09/04/03 A ECKSTEIN .30 E-MAILS REGARDING TRUST AGREEMENT, CONCERNS AND RELATED ISSUES - 12

09/04/03 A ECKSTEIN .20 RECEIVE AND REVIEW MEMORANDUM FROM G. PAVEY REGARDING 1113/1114 HEARING; E-MAILS TO AND FROM G. PAVEY REGARDING SAME - 3

09/04/03 A ECKSTEIN 1.20 STATUS MEMORANDUM TO COMMITTEE - 3

09/04/03 A ECKSTEIN .50 TELEPHONE CONFERENCE WITH P. HAYDEN (LW) AND CONFERENCE WITH M. BROWNSTEIN REGARDING LIQUIDATING TRUST AGREEMENT AND CONSIDERATION (.2); TELEPHONE CONFERENCE WITH P. HAYDEN REGARDING (A) SUBORDINATED NOTE TRUST ISSUES, (B) BANK'S NOTE ISSUES, (C) NEED FOR INPUT FROM CONGRESS FINANCIAL, (D) PENSION PLAN TERMINATION HEARING IS 9/11/03, PBGC OBJECTED, (E) STATUS OF 1113/1114, AND (F) PLAN SUPPLEMENT AND THINGS TO BE DONE (.3) - 12

09/04/03 M RICHARDS .30 TELEPHONE A. ECKSTEIN REGARDING 1113/1114 HEARINGS - 4

09/04/03 M RICHARDS .20 TELEPHONE DIENST REGARDING PLAN - 12

09/04/03 R PATELLA .50 REVIEW SECTION 1145 AND TRUST INDENTURE ACT; TELEPHONE A. ECKSTEIN REGARDING SAME - 12

09/05/03 A ECKSTEIN 1.90 CONFERENCE WITH M. RICHARDS REGARDING STATUS (.1); FINALIZE STATUS MEMORANDUM TO COMMITTEE (.4); LETTER TO DEBTORS' AND BANK GROUP'S COUNSEL REGARDING PROBLEM AND LACK OF FAIRNESS REGARDING SOLICITATION PERIOD (1.2); E-MAILS FROM AND TO L. JONES OF REFERENCE METALS REGARDING ABOVE (.2) - 12

09/05/03 A ECKSTEIN .20 TELEPHONE CONFERENCE WITH D. WEHRLE REGARDING TRUST STATUS, PLAN STATUS, SOLICITATION STATUS AND CONCERNS - 12

09/05/03 A ECKSTEIN .20 CONFERENCE WITH M. RICHARDS REGARDING STATUS AND LACK OF RESPONSE TO MY LETTER AND CONCERNS REGARDING SOLICITATION - 12

SPECIAL METALS CORPORATION
FILE NUMBER: 116476-01600
INVOICE NO.: 543253

Oct 3, 2003 PAGE 3

09/05/03 A ECKSTEIN .10 E-MAIL FROM D. WEHRLE REGARDING STATUS - 12

09/05/03 M RICHARDS .60 REVIEW FTI MEMORANDUM AND RESPOND REGARDING
PLAN (.3); REVIEW MOTION TO REVISE
SOLICITATIONS (.3) - 12

09/05/03 M RICHARDS .60 REVIEW MEMORANDUM TO COMMITTEE AND G. PAVEY
MEMORANDUM - 11

09/05/03 M RICHARDS .20 REVIEW NO OBJECTION NOTICES REGARDING FEES - 7

09/08/03 A ECKSTEIN 1.80 DRAFT CLASS 6A CREDITOR TRUST AGREEMENT (1.3);
TELEPHONE CONFERENCES WITH R. SABLE REGARDING
ABOVE, PREFERENCE ASSURANCE, DOCUMENTS, CASE
STATUS, UNION VOTE, PBGC ISSUES, ETC. (.3);
CONFERENCES WITH M. RICHARDS REGARDING SAME
(.2) - 12

09/08/03 M RICHARDS 2.50 TELEPHONE CONFERENCE WITH D. JURY REGARDING
PLAN (.3); TELEPHONE CONFERENCE WITH J. ZITTER
REGARDING PLAN (.4); TELEPHONE CONFERENCE WITH
F. PETRO REGARDING PLAN (.3); TELEPHONE
CONFERENCE WITH R. SABLE REGARDING PLAN AND
CONFIRMATION (.4); REVIEW REGARDING PLAN ISSUES
AND PBGC ISSUES (.9); CONFERENCE WITH A.
ECKSTEIN REGARDING PLAN (.2) - 12

09/08/03 H AARONSON .10 REVIEW E-MAIL REGARDING RECENTLY FILED
DOCUMENTS - 4

09/08/03 H AARONSON 2.00 UPDATE PLEADINGS BINDER - 4

09/09/03 A ECKSTEIN .30 E-MAILS FROM AND TO S. SIEGEL REGARDING
PREFERENCE ISSUES - 4

09/09/03 A ECKSTEIN .70 VOICE MAIL FROM R. SABLE; MEMORANDUM TO
COMMITTEE REGARDING PREFERENCE ASSURANCE - 12

09/09/03 A ECKSTEIN .10 CONFERENCE WITH M. RICHARDS REGARDING HIS
TELEPHONE CONFERENCE WITH R. SABLE REGARDING
ISSUES REGARDING PBGC SEEKING TO PARTICIPATE IN
CLASS 6A - 12

09/09/03 A ECKSTEIN 2.00 WORK ON CREDITOR TRUST AGREEMENT - 12

09/09/03 A ECKSTEIN .40 TELEPHONE CONFERENCE WITH R. SABLE AND P.
HAYDEN REGARDING WORK ON PLAN SUPPLEMENT, CLASS
6A NOTE BEING DRAFTED ON CLASS 6A NOTE,
BALLOTING PROCESS, PBGC STATUS REGARDING PLAN
TERMINATION AND PLAN TREATMENT, POSSIBLY
ENLARGE NOTE, REDUCE CLAIM, ETC. - 12

SPECIAL METALS CORPORATION
FILE NUMBER: 116476-01600
INVOICE NO.: 543253

Oct 3, 2003 PAGE 4

09/09/03	M RICHARDS	.30	REVIEW COMMITTEE MEMORANDUM REGARDING PLAN - 12
09/09/03	H AARONSON	.10	CONFERENCE WITH M. RICHARDS REGARDING FEE APPLICATION - 7
09/10/03	A ECKSTEIN	.50	REVIEW STATUS AND THINGS TO BE DONE; TELEPHONE CONFERENCE WITH P. HAYDEN (LW) - 12
09/10/03	M RICHARDS	.40	TELEPHONE CONFERENCE WITH S. FEINER REGARDING PLAN - 12
09/10/03	M RICHARDS	.40	REVIEW FEE APPLICATION - 7
09/10/03	H AARONSON	.10	REVIEW E-MAIL REGARDING RECENTLY FILED DOCUMENTS - 4
09/10/03	H AARONSON	4.00	REVIEW MONTHLY FEE STATEMENTS; PREPARE FEE ANALYSIS; PREPARE ATTORNEY TIME SUMMARY; PREPARE PROJECT CODE SUMMARY; PREPARE FOURTH INTERIM FEE APPLICATION; PREPARE AFFIDAVIT IN SUPPORT; PREPARE PROPOSED FORM OF ORDER (4.0) - 7
09/10/03	H AARONSON	.10	CONFERENCE WITH M. RICHARDS REGARDING FEE APPLICATION - 7
09/11/03	A ECKSTEIN	.20	VOICE MAIL FROM P. HAYDEN REGARDING CREDIT LYONNAISE NOW WANTS US TO DRAFT CREDITOR TRUST; TELEPHONE CONFERENCE WITH D. WEHRLE (LW); TELEPHONE CONFERENCE WITH D. WEHRLE REGARDING ABOVE - 12
09/11/03	A ECKSTEIN	3.20	DRAFT CREDITOR TRUST AGREEMENT AND REVIEW PLAN TERMS REGARDING SAME - 12
09/11/03	A ECKSTEIN	.20	TELEPHONE CONFERENCE WITH P. WINTERS AND J. CHENARD OF LATHAM REGARDING SENDING DRAFTING OF CLASS 6A NOTE - 12
09/11/03	A ECKSTEIN	.20	CONFERENCE WITH M. RICHARDS REGARDING STATUS, ISSUES AND THINGS TO BE DONE - 12
09/11/03	A ECKSTEIN	3.70	REVIEW REVISION REFINING AND REDRAFTING OF CLASS 6A TRUST - 12
09/11/03	M RICHARDS	.30	CONFERENCE WITH A. ECKSTEIN REGARDING PLAN ISSUES - 12
09/11/03	H AARONSON	.30	REVIEW AND REVISE FEE APPLICATION; LETTER TO S. LUSK REGARDING THE SAME (.3) - 7

SPECIAL METALS CORPORATION
FILE NUMBER: 116476-01600
INVOICE NO.: 543253

Oct 3, 2003 PAGE 5

09/12/03 H PAPPAS	2.80	TELEPHONE CALLS FROM AND TO AND CONFERENCE WITH A. ECKSTEIN REGARDING AND REVIEW ECKSTEIN'S DRAFT OF CREDITORS TRUST AGREEMENT - 12
09/12/03 A ECKSTEIN	.10	TELEPHONE CONFERENCE WITH H. PAPPAS REGARDING CREDITOR TRUST AGREEMENT AND ISSUES - 12
09/12/03 A ECKSTEIN	.10	TELEPHONE CONFERENCE WITH P. HAYDEN REGARDING TRUST AGREEMENT AND NOTES - 12
09/12/03 A ECKSTEIN	.20	RECEIVE AND REVIEW PRESS REPORTS REGARDING UNION CONFIRMATION OF CONCESSIONS - 12
09/12/03 A ECKSTEIN	.10	RECEIVE AND REVIEW REPORT FROM G. PAVEY REGARDING OUTCOME OF HEARINGS - 12
09/12/03 A ECKSTEIN	.50	DRAFTING SESSION WITH H. PAPPAS REGARDING CLASS 6A CREDITOR TRUST - 12
09/12/03 A ECKSTEIN	.60	FINAL REVIEW AND REVISION TO CREDITORS' TRUST AGREEMENT (.5); E-MAIL TO DEBTORS' AND BANK GROUP'S COUNSEL REGARDING SAME (.1) - 12
09/12/03 A ECKSTEIN	.10	E-MAIL FROM R. ROSENBERG REGARDING CLASS 6A TRUST - 12
09/12/03 A ECKSTEIN	2.10	DRAFT CLASS 6A TRUST AGREEMENT (2.0); TELEPHONE CONFERENCE WITH H. PAPPAS REGARDING SAME (.1) - 12
09/12/03 M RICHARDS	.30	CONFERENCE A. ECKSTEIN REGARDING PLAN - 12
09/12/03 M RICHARDS	.80	REVIEW NOTEHOLDERS TRUST AGREEMENT (.6); REVIEW G. PAVEY MEMORANDUM REGARDING HEARINGS (.2) - 4
09/13/03 A ECKSTEIN	.50	RECEIVE AND REVIEW E-MAIL COMMUNICATIONS AND DOCUMENT DRAFTS AND COMMENTS FROM P. HAYDEN AND P. WINTERS - 12
09/15/03 A ECKSTEIN	.10	CONFERENCE WITH M. RICHARDS REGARDING R. ROSENBERG'S E-MAIL OF FRIDAY REFUSING TO HAVE REORGANIZED DEBTORS FUND CLASS 6A CREDITOR TRUST ADMINISTRATION - 12
09/15/03 A ECKSTEIN	.50	E-MAIL R. ROSENBERG REGARDING TRUSTEE OF CLASS 6A TRUST (.2); E-MAIL FROM R. ROSENBERG REGARDING SAME (.1); CONFERENCE WITH M. RICHARDS REGARDING SAME (.1); E-MAIL TO R. SABLE AND P. HAYDEN REGARDING SAME (.1) - 12
09/15/03 A ECKSTEIN	.50	RECEIVE AND REVIEW DRAFT OF PROPOSED CLASS 6A NOTE - 12

SPECIAL METALS CORPORATION
FILE NUMBER: 116476-01600
INVOICE NO.: 543253

Oct 3, 2003 PAGE 6

09/15/03 A ECKSTEIN	.30	TELEPHONE CONFERENCE WITH P. WINTERS AND J. CHENARD REGARDING (A) PROBLEM WITH TRUST (B) GENERAL NOTE COMMENTS AND (C) NEED TO REVIEW APPENDIX; E-MAIL TRUST AGREEMENT - 12
09/15/03 A ECKSTEIN	1.00	RECEIVE AND REVIEW REVISED NOTE AND APPENDIX - 12
09/15/03 A ECKSTEIN	.20	TELEPHONE CONFERENCE WITH P. HAYDEN REGARDING STATUS OF PLAN SUPPLEMENT, PLAN SUPPLEMENT DOCUMENTS, BALLOTING, ETC. AND ISSUES REGARDING CLASS 6A NOTE AND TRUST - 12
09/15/03 A ECKSTEIN	.20	TELEPHONE CONFERENCE WITH R. SABLE REGARDING STATUS, BALLOTING, 6 OBJECTIONS FILED, NO WORD YET FROM PBGC, ISSUES REGARDING CREDITOR TRUST AND THINGS TO BE DONE - 12
09/15/03 M RICHARDS	.50	PRELIMINARY REVIEW OF OBJECTIONS (.5); CONFERENCE WITH A. ECKSTEIN REGARDING PLAN ISSUES (.3) - 8
09/16/03 A ECKSTEIN	.20	RECEIVE AND REVIEW HARRIS COUNTY/HOUSTON CONFIRMATION OBJECTION - 12
09/16/03 A ECKSTEIN	.60	REVIEW AND ANALYSIS OF PBGC'S CONFIRMATION OBJECTION - 12
09/16/03 A ECKSTEIN	.30	CONFERENCE WITH J. PRINCE REGARDING BACKGROUND AND PBGC'S OBJECTION - 12
09/16/03 C HORTA	3.70	DRAFT SUMMARY OF OBJECTIONS FILED TO PLAN CONFIRMATION - 12
09/16/03 J PRINCE	.30	DISCUSSION WITH A. ECKSTEIN REGARDING CRAMDOWN PLAN AND DISBURSEMENT BY SECURED CREDITORS TO UNSECURED CLASS (.3) - 4
09/16/03 J PRINCE	2.50	BEGIN RESEARCH ON WESTLAW - READ THROUGH AND SPM CASES RELATED ARTICLES; SHEPARDIZE SPM TO FIND SIMILAR CASE LAW (2.5) - 4
09/17/03 A ECKSTEIN	.20	TELEPHONE CONFERENCE WITH R. SABLE REGARDING (A) STATUS REGARDING ROSENBERG, CLASS 6A NOTE AND CLASS 6A TRUST, (B) PBGC APPROACH, OPPOSITION, CONCERNS REGARDING APPEAL, (C) INSURANCE COMPANY OBJECTIONS, (D) US ATTORNEY OBJECTIONS AND (E) INSURANCE OBJECTIONS - 12
09/17/03 A ECKSTEIN	.20	CONFERENCE WITH M. RICHARDS REGARDING STATUS, MY TELEPHONE CONFERENCE WITH R. SABLE, PBGC OBJECTION AND THINGS TO BE DONE - 12

SPECIAL METALS CORPORATION
FILE NUMBER: 116476-01600
INVOICE NO.: 543253

Oct 3, 2003 PAGE 7

09/17/03 A ECKSTEIN	.50	CONFERENCE WITH J. PRINCE REGARDING SPM RESEARCH AND RESPONSE TO PBGC'S CONFIRMATION OBJECTION - 12
09/17/03 A ECKSTEIN	.20	CONFERENCE WITH M. BROWNSTEIN AND CONFERENCE WITH M. BROWNSTEIN AND J. PRINCE REGARDING WPM ISSUES - 12
09/17/03 A ECKSTEIN	.40	ASSEMBLY AND REVIEW OF LAW REGARDING SPM; E-MAILS REGARDING SAME - 4
09/17/03 A ECKSTEIN	.30	SEVERAL CONFERENCES WITH J. PRINCE REGARDING RESEARCH AND DRAFTING OF SPM RESPONSE - 12
09/17/03 M BROWNSTEIN	.20	CONFERENCE WITH A. ECKSTEIN REGARDING TACTICS AND STRATEGY REGARDING CONFIRMATION ISSUES AND ISSUES REGARDING SPM - 12
09/17/03 M RICHARDS	1.80	CONFERENCE WITH A. ECKSTEIN REGARDING PLAN OBJECTIONS (.2); REVIEW SERIES OF PLAN OBJECTIONS (1.3); TELEPHONE CONFERENCE WITH R. SIDMAN REGARDING PLAN CONFIRMATION (.3) - 12
09/17/03 J PRINCE	2.00	CONTINUE RESEARCH CASE LAW REGARDING "SPM" CARVE-OUT OF SECURED CREDITORS' COLLATERAL - 4
09/17/03 J PRINCE	3.50	REVIEW OBJECTION TO CONFIRMATION REGARDING PLAN; REVIEW PRIOR MOTIONS BY W. BURNETT WHICH APPLIED SPM; CONTINUE RESEARCHING CASE LAW (3.5) - 4
09/17/03 S KIRSCH	1.80	RESEARCH FOR A. ECKSTEIN OBJECTIONS TO PLAN IN BIRMINGHAM STEEL CASE REGARDING INTENDED IMPROPER DISTRIBUTION BY DEBTORS - 12
09/17/03 H AARONSON	.10	REVIEW E-MAIL REGARDING RECENTLY FILED DOCUMENTS - 4
09/18/03 A ECKSTEIN	.90	RECEIVE AND CURSORY COMMENT ON FIRST DRAFT OF COMMITTEE'S STATEMENT IN SUPPORT OF CONFIRMATION AND REPLY TO PBGC OBJECTION (.3); DRAFTING SESSION REGARDING SAME WITH J. PRINCE (.6) - 12
09/18/03 M RICHARDS	1.20	TELEPHONE CONFERENCE WITH D. JURY REGARDING CONFIRMATION HEARING (.4); CONTINUE REVIEW OBJECTIONS TO CONFIRMATION (.8) - 12

SPECIAL METALS CORPORATION
FILE NUMBER: 116476-01600
INVOICE NO.: 543253

Oct 3, 2003 PAGE 8

09/18/03 J PRINCE	2.00 COMPLETE RESEARCH ON CASE LAW TO SUPPORT STATEMENT IN SUPPORT OF CONFIRMATION REGARDING PLAN; BEGIN DRAFTING STATEMENT IN SUPPORT OF CONFIRMATION AND RESPONSE TO OBJECTION (2.0) - 12
09/18/03 J PRINCE	3.00 CONTINUE DRAFTING STATEMENT - 12
09/18/03 J PRINCE	.50 CONFERENCE WITH A. ECKSTEIN TO GO OVER FIRST DRAFT OF STATEMENT IN CONFIRMATION OF CHAPTER 11 PLAN AND REPLY TO OBJECTION - 12
09/18/03 H AARONSON	.10 REVIEW E-MAIL REGARDING RECENTLY FILED DOCUMENTS - 4
09/19/03 A ECKSTEIN	.50 RECEIVE AND REVIEW REDRAFTED CLASS 6A NOTE AND APPENDIX - 12
09/19/03 A ECKSTEIN	.20 TELEPHONE CONFERENCE WITH P. HAYDEN REGARDING NOTE AND L&W BLACKLINE FORTHCOMING AND ARGUMENTS IN RESPONSE TO OBJECTIONS - 12
09/19/03 A ECKSTEIN	.30 CONFERENCE WITH J. PRINCE REGARDING ADDITIONAL ARGUMENT ON REPLY TO PBGC OBJECTION - 12
09/19/03 J PRINCE	2.00 REVISE DRAFT OF STATEMENT IN SUPPORT OF CONFIRMATION - 12
09/19/03 J PRINCE	.30 CONFERENCE WITH A. ECKSTEIN REGARDING CLAIM OF UNFAIR DISCRIMINATION IN THE CONTENT OF THE CLASS 6A CREDITOR NOTE - 12
09/19/03 J PRINCE	2.00 WESTLAW RESEARCH OF CASES REGARDING SECTION 1129 AND UNFAIR DISCRIMINATION - 12
09/19/03 H AARONSON	.10 REVIEW E-MAIL REGARDING RECENTLY FILED DOCUMENTS - 4
09/19/03 H AARONSON	.10 LEAVE MESSAGE FOR C. BRITTO REGARDING INVOICE - 7
09/22/03 A ECKSTEIN	.30 REVIEW L&W BLACKLINE OF CLASS 6A NOTE AND APPENDIX - 12
09/22/03 A ECKSTEIN	.70 REVIEW AND REDRAFT COMMITTEE REPLY TO PBGC OBJECTION - 12
09/22/03 A ECKSTEIN	.20 TELEPHONE CONFERENCE WITH P. HAYDEN REGARDING STATUS REGARDING CLASS 6A NOTE AND THINGS TO BE DONE - 12

SPECIAL METALS CORPORATION
FILE NUMBER: 116476-01600
INVOICE NO.: 543253

Oct 3, 2003 PAGE 9

09/22/03	A ECKSTEIN	1.50	DRAFTING SESSION WITH J. PRINCE REGARDING REPLY TO PBGC OBJECTION - 12
09/22/03	M RICHARDS	1.90	TELEPHONE CONFERENCE WITH R. SABLE REGARDING PLAN CONFIRMATION (.3); REVIEW COMMITTEE REPLY (.4); REVIEW OBJECTIONS (.7); TELEPHONE CONFERENCE WITH INCO, STEELWORKERS REGARDING PLAN (.5) - 12
09/22/03	C HORTA	3.50	DRAFT SUMMARY OF OBJECTIONS TO PLAN CONFIRMATION FOR COMMITTEE - 12
09/22/03	J PRINCE	2.00	COMPUTER RESEARCH ON ISSUE OF UNFAIR DISCRIMINATION BETWEEN TWO UNSECURED CREDITOR CLASSES - 12
09/22/03	J PRINCE	4.50	DRAFT SECOND ISSUE REGARDING DISCRIMINATION TO ADD TO THE STATEMENT IN SUPPORT OF CONFIRMATION OF THE DEBTOR'S PLAN - 12
09/22/03	J PRINCE	1.50	DRAFTING SESSION WITH A. ECKSTEIN - 12
09/22/03	H AARONSON	.30	REVIEW AND REVISE PRO FORMA FOR FEE STATEMENT - 7
09/22/03	H AARONSON	2.00	UPDATE PLEADINGS BINDER - 4
09/23/03	A ECKSTEIN	..40	REVIEW CLASS 6A NOTE -- TWO VERSIONS; TELEPHONE CONFERENCE WITH P. HAYDEN REGARDING SAME - 12
09/23/03	A ECKSTEIN	1.30	REVIEW AND REVISE REPLY TO PBGC'S OBJECTION AND REVIEW OF CASE LAW (1.0); DRAFTING SESSION WITH J. PRINCE REGARDING SAME (.3) - 12
09/23/03	A ECKSTEIN	.20	TELEPHONE CONFERENCE WITH R. SABLE REGARDING STATUS, DISCUSSIONS WITH PBGC AND EFFORTS TO FIND COMMON GROUND - 12
09/23/03	A ECKSTEIN	.30	E-MAILS FROM M. MILLER, P. HAYDEN AND P. WINTERS REGARDING CONGRESS' FINAL COMMENTS ON CLASS 6A NOTE AND REVIEW SAME - 12
09/23/03	A ECKSTEIN	.20	E-MAIL G. PAVEY REGARDING COMMITTEE'S RESPONSE TO PBGC AND FILING AND SERVING SAME - 12
09/23/03	A ECKSTEIN	.80	DRAFT MEMORANDUM TO COMMITTEE REGARDING STATUS - 12
09/23/03	A ECKSTEIN	.70	COMPILE DOCUMENTS FOR CONFIRMATION HEARING AND TRANSMITTAL TO LEXINGTON - 12

SPECIAL METALS CORPORATION
FILE NUMBER: 116476-01600
INVOICE NO.: 543253

Oct 3, 2003 PAGE 10

09/23/03 A ECKSTEIN .10 E-MAILS FROM AND TO G. PAVEY REGARDING FILING
AND SERVICE OF RESPONSE TO PBGC - 12

09/23/03 M RICHARDS 1.30 REVIEW COMMITTEE MEMORANDUM AND RESPONSE
REGARDING PLAN - 12

09/23/03 J PRINCE 2.50 WESTLAW RESEARCH REGARDING CASES CITING
BANKRUPTCY ACT CASE (LEBLANC) (1.0); REVIEW
REVISIONS TO STATEMENT AND ADD CITES OF OTHER
CASES WHICH USED CASES UNDER BANKRUPTCY ACT
(1.0); REVIEW AND MAKE FINAL CHANGES; GIVE
FINAL DRAFT TO A. ECKSTEIN (.5) - 12

09/24/03 A ECKSTEIN .30 RECEIVE AND REVIEW BALLOT CERTIFICATION - 12

09/24/03 A ECKSTEIN .50 CURSORY REVIEW OF MEMORANDUM IN SUPPORT OF
CONFIRMATION - 12

09/24/03 M RICHARDS 3.50 REVIEW PLAN DOCUMENTS, SUPPLEMENTAL AND PREPARE
FOR CONFIRMATION HEARING (3.0); MEETING WITH R.
SABLE REGARDING PLAN CONFIRMATION (.5) - 12

09/24/03 M RICHARDS 1.00 TRAVEL TO LEXINGTON (2.0) - 13

09/24/03 H AARONSON 2.00 REVIEW INVOICE FOR FEE APPLICATION; PREPARE
17TH FEE APPLICATION; PREPARE ATTORNEY TIME
SUMMARY; PREPARE COSTS SUMMARY; PREPARE PROJECT
CODE SUMMARY; PREPARE AFFIDAVIT IN SUPPORT;
PREPARE PROPOSED FORM ORDER; PREPARE LETTER TO
S. LUSK REGARDING THE SAME (2.0) - 7

09/25/03 A ECKSTEIN .30 RECEIVE AND REVIEW FORM OF CONFIRMATION ORDER
AND E-MAILS FROM R. ROSENBERG REGARDING SAME;
E-MAIL G. PAVEY REGARDING SAME; TELEPHONE
CONFERENCE WITH M. RICHARDS (LW) - 12

09/25/03 A ECKSTEIN .20 TELEPHONE CONFERENCE WITH M. RICHARDS REGARDING
OUTCOME OF CONFIRMATION HEARING, APPROVAL OF
SPM CARVE-OUT, AND CONSIDERATION OF CHALLENGE
TO G. JOHN'S PARACHUTE - 12

09/25/03 M RICHARDS 8.70 CONTINUE PREPARATION FOR CONFIRMATION HEARING
AND REVIEW REVISED ORDER (1.5); MEETING WITH G.
PAVEY AND PREPARE FOR HEARING (1.4); ATTEND
CONFIRMATION HEARING (5.8) - 12

09/25/03 M RICHARDS 2.00 TRAVEL (4.0) - 13

SPECIAL METALS CORPORATION
FILE NUMBER: 116476-01600
INVOICE NO.: 543253

Oct 3, 2003 PAGE 11

09/26/03 A ECKSTEIN .30 CONFERENCE WITH M. RICHARDS REGARDING
DISCUSSIONS WITH BANK GROUP'S COUNSEL REGARDING
KERP, GRANT JOHN'S RIGHTS AND APPROACH; RECEIVE
AND REVIEW E-MAIL FROM S. SIEGEL REGARDING
ABOVE - 12

09/26/03 M RICHARDS .20 CONFERENCE A. ECKSTEIN REGARDING PLAN - 12

09/26/03 M RICHARDS .20 REVIEW MEMORANDUM FROM S. SIEGEL REGARDING GJ
PAYMENT - 12

09/28/03 A ECKSTEIN .20 RECEIVE AND REVIEW E-MAILS FROM AND TO M.
RICHARDS AND R. ROSENBERG REGARDING KERP REVIEW
AND POSSIBLE CHALLENGES - 12

09/28/03 M RICHARDS .20 MEMORANDUM TO R. ROSENBERG AND A. ECKSTEIN
REGARDING PLAN/GRANT JOHN PAYMENT - 12

09/29/03 A ECKSTEIN .30 CONFERENCE WITH M. RICHARDS REGARDING APPROACH
REGARDING CHALLENGE TO KERP AND MEMORANDUM TO
COMMITTEE (.1); REVIEW AND COMMENT UPON
MEMORANDUM TO COMMITTEE (.1); CONFERENCE WITH
M. RICHARDS REGARDING ABOVE (.1); TELEPHONE
CONFERENCE WITH R. ROSENBERG (LW) - 12

09/29/03 A ECKSTEIN .40 TELEPHONE CONFERENCE WITH R. ROSENBERG
REGARDING CONFIRMATION, PBGC APPEAL, APPROACH
AND CROSS APPEAL AND APPROACH REGARDING
POSSIBLE RECOVERY FROM ROTHSCHILD AND KERP
(.2); CONFERENCE WITH M. RICHARDS REGARDING
SAME (.1); REVISE COMMITTEE MEMORANDUM (.1) -
12

09/29/03 A ECKSTEIN .20 RECEIVE AND REVIEW ASSUMPTION NOTICES REGARDING
EXECUTORY CONTRACTS - 12

09/29/03 M RICHARDS .70 CONFERENCE WITH A. ECKSTEIN REGARDING PLAN
(.3); MEMORANDUM TO COMMITTEE REGARDING PLAN
(.4) - 12

09/29/03 H AARONSON .10 REVIEW E-MAIL REGARDING RECENTLY FILED
DOCUMENTS - 4

09/30/03 A ECKSTEIN .30 E-MAIL FROM R. ROSENBERG REGARDING PROPOSED
PAYMENTS TO DR. G. JOHN (.1); TELEPHONE
CONFERENCE WITH M. RICHARDS REGARDING SAME
(.1); E-MAIL TO R. SABLE REGARDING SAME (.1) -
3

09/30/03 A ECKSTEIN .60 VOICE MAIL FROM R. SABLE REGARDING EXPLANATION
OF PROPOSED PAYMENTS TO G. JOHN (.2); REVIEW
DOCUMENTS REGARDING SAME (.4) - 3

SPECIAL METALS CORPORATION
FILE NUMBER: 116476-01600
INVOICE NO.: 543253

Oct 3, 2003 PAGE 12

09/30/03 A ECKSTEIN .30 RECEIVE AND REVIEW SEVERAL MOTIONS TO ASSUME
CONTRACTS, CLAIM RECLASSIFICATION ORDERS, AND
INSURANCE FINANCING ORDER AMENDMENT MOTION - 3

09/30/03 H AARONSON .10 REVIEW E-MAIL REGARDING RECENTLY FILED
DOCUMENTS - 4

TOTAL SERVICES \$48,915.00

SUMMARY OF DISBURSEMENTS OF COUNSEL TO OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF SPECIAL METALS CORPORATION., ET AL.,
FOR THE PERIOD OF SEPTEMBER 1, 2003 THROUGH SEPTEMBER 30, 2003

Long Distance Telephone Calls	\$82.88
Facsimile	\$17.00
Federal Express	\$72.53
Reproduction of Documents	\$164.34
Word Processing	\$70.00
Travel Expenses: Cab Fare	\$165.14
Travel Expenses: Airfare; 9/24/03	\$406.00
Travel Expenses: Out of Town Lodging; 9/24/03	\$119.73
Travel Expenses: Out of Town Meals; 9/24/03	\$91.79
Computerized Research	<u>\$1732.85</u>
Total	\$2922.26

OCTOBER 2003

SUMMARY OF TIME BY ATTORNEY OF COUNSEL TO OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF SPECIAL METALS CORPORATION., ET AL.,
FOR THE PERIOD OF OCTOBER 1, 2003 THROUGH OCTOBER 31, 2003

	<u>Time</u>	<u>Hourly Rate</u>	<u>Total</u>
Marc E. Richards	3.80	\$535	\$2,033.00
Andrew B. Eckstein	3.70	\$460	\$1,702.00
Jaime Prince	5.80	\$210	\$1,218.00
Heather L. Aaronson	1.50	\$200	\$300.00
TOTAL	14.8		\$5,253.00

PHASE/TASK SUMMARY CHART OF COUNSEL TO OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF SPECIAL METALS CORPORATION., ET AL.,
FOR THE PERIOD OF OCTOBER 1, 2003 THROUGH OCTOBER 31, 2003

Matter Name & Description	Task Code	Hours	Fees
Business Operations	3	2.0	\$920.00
Case Administration	4	.9	\$185.00
Fee/Employment Application	7	7.6	\$1,975.00
Meeting Of Creditors	11	.5	\$267.50
Plan and Disclosure Statement	12	3.8	\$1,905.50
TOTAL		14.8	\$5,253.00

BLANK ROME LLP

THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NEW YORK 10174
(212)885-5000 FAX: (212)885-5001
FEDERAL TAX I.D. NO. 23-311874

SPECIAL METALS CORPORATION
3200 RIVERSIDE DRIVE
HUNTINGTON, WV 25705-1771

INVOICE DATE: NOVEMBER 7, 2003
MATTER NO. 116476-01600 05875
INVOICE NO. 549300

REGARDING: SPECIAL METALS CORPORATION
CHAPTER 11 CREDITORS COMMITTEE

FOR LEGAL SERVICES RENDERED THROUGH OCTOBER 31, 2003

10/01/03 A ECKSTEIN	.20	CONFERENCE WITH M. RICHARDS REGARDING DR. JOHN'S KERP CLAIM; TELEPHONE CONFERENCE WITH R. ROSENBERG (LW) - 3
10/01/03 H AARONSON	.10	REVIEW E-MAIL REGARDING RECENTLY FILED DOCUMENTS - 4
10/02/03 A ECKSTEIN	.10	E-MAIL AND VOICE MAIL FROM R. ROSENBERG REGARDING DEBTOR AGREEING TO DELAY PAYMENT TO GRANT JOHN - 3
10/02/03 H AARONSON	.10	REVIEW E-MAIL REGARDING RECENTLY FILED DOCUMENTS - 4
10/07/03 H AARONSON	.10	REVIEW E-MAIL REGARDING RECENTLY FILED DOCUMENTS - 4
10/08/03 A ECKSTEIN	.10	TELEPHONE CONFERENCE WITH G. JACOBI OF WEXFORD SECURITIES REGARDING EXIT LOAN AND SECURED DEBT REPAYMENT - 12
10/08/03 H AARONSON	1.00	CONFERENCE WITH J. PRINCE REGARDING MONTHLY FEE STATEMENT - 7
10/09/03 A ECKSTEIN	.20	TELEPHONE CONFERENCE WITH F. PETRO REGARDING BAD FINANCIAL REPORTS ON COMPANY AND QUESTIONS AS TO CONSUMMATION OF PLAN - 12
10/09/03 A ECKSTEIN	.30	TELEPHONE CONFERENCE WITH R. SABLE REGARDING OPERATIONS, APPEALS, KERP, ROTHSCHILD AND THINGS TO BE DONE - 3

SPECIAL METALS CORPORATION
FILE NUMBER: 116476-01600
INVOICE NO.: 549300

Nov 7, 2003 PAGE 2

10/09/03 A ECKSTEIN	.20	TELEPHONE CONFERENCE WITH M. RYWALSKI REGARDING CASE STATUS, CONCERNS AND ISSUES REGARDING THISTLE PROCESSING ARRANGEMENT ABOVE MARKET TERMS - 3
10/09/03 A ECKSTEIN	.30	REVIEW AUBERT & DUVAL SETOFF MOTION - 3
10/09/03 J PRINCE	2.00	MONTHLY FEE AND EXPENSES STATEMENT, AFFIDAVIT AND SUMMARY - 7
10/09/03 H AARONSON	.10	CONFERENCE WITH J. PRINCE REGARDING FEE APPLICATION - 7
10/10/03 A ECKSTEIN	.10	CONFERENCE WITH M. RICHARDS REGARDING THISTLE CONTRACT AND M. RYWALSKI'S PROBLEMS REGARDING SAME - 3
10/10/03 A ECKSTEIN	.20	RECEIVE AND REVIEW E-MAIL FROM M. RYWALSKI REGARDING SPECIFIC PROBLEMS REGARDING THISTLE CONTRACT - 3
10/10/03 A ECKSTEIN	.50	E-MAIL TO R. SABLE AND R. ROSENBERG REGARDING PROBLEMS REGARDING THISTLE MATTER (.3); VOICE MAIL AND E-MAIL FROM R. SABLE REGARDING SAME (.1); E-MAIL FROM R. ROSENBERG REGARDING SAME (.1) - 3
10/10/03 M RICHARDS	.50	CONFERENCE WITH A. ECKSTEIN REGARDING PLAN AND RECENT MOTIONS (.3); REVIEW DEBTORS' NOTICE REGARDING APPEALS (.2) - 12
10/10/03 H AARONSON	.10	REVIEW E-MAIL REGARDING RECENTLY FILED DOCUMENTS - 4
10/13/03 M RICHARDS	.40	CONFERENCE WITH A. ECKSTEIN AND REVIEW MEMORANDUM/ORDERS - 12
10/13/03 J PRINCE	.80	REVISE MONTHLY FEE STATEMENTS AND PREPARE FINAL DRAFT - 7
10/14/03 A ECKSTEIN	.10	RECEIVE AND REVIEW REPORT ON HAYNES' FINANCIAL CONDITION - 3
10/14/03 A ECKSTEIN	.20	RECEIVE E-MAIL FROM P. HAYDEN WITH PROPOSED SUBORDINATION AGREEMENT (.1); E-MAIL TO P. HAYDEN REGARDING CASE STATUS (.1) - 12
10/14/03 A ECKSTEIN	1.20	STATUS MEMORANDUM TO COMMITTEE AND REPORT ON THISTLE MATTER - 12
10/16/03 J PRINCE	.50	REVISE MONTHLY FEE APPLICATION - 7

SPECIAL METALS CORPORATION
FILE NUMBER: 116476-01600
INVOICE NO.: 549300

Nov 7, 2003 PAGE 3

10/20/03 M RICHARDS	.50 REVIEW COMMITTEE MEMORANDUM (.3); REVIEW D. SMALL MEMORANDUM (.2) - 11
10/20/03 M RICHARDS	.60 TELEPHONE CONFERENCE WITH D. JURY REGARDING PLAN CONFIRMATION STAY AND PBGC APPEAL (.4); CONFERENCE WITH A. ECKSTEIN REGARDING PLAN (.2) - 12
10/20/03 M RICHARDS	.50 REVIEW FEE APPLICATION AND OMNIBUS ORDER - 7
10/23/03 M RICHARDS	.40 REVIEW FEE APPLICATION OF BLANK ROME AND OTHER FEE APPLICATIONS - 7
10/23/03 J PRINCE	.50 TELEPHONE CONFERENCE WITH LOCAL COUNSEL REGARDING SEPTEMBER FEE APPLICATIONS AND APPROVAL OF AUGUST; PREPARE FEE APPLICATION FOR FILING (.5) - 7
10/23/03 J PRINCE	.50 DRAFT MEMORANDUM REGARDING PREPARATION AND FILING FEE STATEMENT - 4
10/23/03 J PRINCE	.30 PREPARE AND SEND FEE APPLICATION TO LOCAL COUNSEL - 7
10/24/03 J PRINCE	.80 TELEPHONE CONFERENCE WITH ACCOUNTING REGARDING INVOICE (.2); PREPARE AND SEND FEE APPLICATION TO US TRUSTEE (.6) - 7
10/24/03 J PRINCE	.20 E-MAIL CORRESPONDENCE WITH S. LUSK REGARDING RECEIPT OF FEE APPLICATION AND ORDER OF RETENTION (.2) - 7
10/24/03 J PRINCE	.20 UPDATE MEMORANDUM REGARDING PREPARATION OF MONTHLY FEE APPLICATION - 7
10/29/03 M RICHARDS	.60 REVIEW MEMORANDUM REGARDING 10/28 HEARING (.2); REVIEW APPEALS (.4) - 12
10/29/03 M RICHARDS	.30 REVIEW FEE APPLICATIONS - 7

TOTAL SERVICES

\$5,253.00

SUMMARY OF DISBURSEMENTS OF COUNSEL TO OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF SPECIAL METALS CORPORATION., ET AL.,
FOR THE PERIOD OF OCTOBER 1, 2003 THROUGH OCTOBER 31, 2003

Long Distance Telephone Calls	\$36.34
Reproduction of Documents	\$3.08
Travel Expenses: Cab Fare; 9/22/03, J. Prince	<u>\$45.00</u>
Total	\$84.42

NOVEMBER 2003

SUMMARY OF TIME BY ATTORNEY OF COUNSEL TO OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF SPECIAL METALS CORPORATION., ET AL.,
FOR THE PERIOD OF NOVEMBER 1, 2003 THROUGH NOVEMBER 30, 2003

	<u>Time</u>	<u>Hourly Rate</u>	<u>Total</u>
Marc E. Richards	4.9	\$535	\$2,621.50
Andrew B. Eckstein	.3	\$460	\$138.00
Jaime Prince	6.5	\$210	\$1,365.00
TOTAL	11.7		\$4,124.50

PHASE/TASK SUMMARY CHART OF COUNSEL TO OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF SPECIAL METALS CORPORATION., ET AL.,
FOR THE PERIOD OF NOVEMBER 1, 2003 THROUGH NOVEMBER 30, 2003

Matter Name & Description	Task Code	Hours	Fees
Case Administration	4	.2	\$92.00
Fee/Employment Application	7	7.0	\$1,632.50
Plan and Disclosure Statement	12	4.5	\$2,400.00
TOTAL		11.7	\$4,124.50

BLANK ROME LLP

THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NEW YORK 10174
(212) 885-5000 FAX: (212) 885-5001
FEDERAL TAX I.D. NO. 23-1311874

SPECIAL METALS CORPORATION
3200 RIVERSIDE DRIVE
HUNTINGTON, WV 25705-1771

INVOICE DATE: DECEMBER 2, 2003
MATTER NO. 116476-01600 05875
INVOICE NO. 553074

REGARDING: SPECIAL METALS CORPORATION
CHAPTER 11 CREDITORS COMMITTEE

FOR LEGAL SERVICES RENDERED THROUGH NOVEMBER 30, 2003

11/01/03 M RICHARDS	.50 TELEPHONE CONFERENCE WITH R. SABLE REGARDING APPEALS AND STATUS WITH PBGC (.5) - 12
11/03/03 M RICHARDS	.30 REVIEW FEE APPLICATION (.2); MEMORANDUM TO D. WANLASS REGARDING FEE STATEMENT (.1) - 7
11/03/03 M RICHARDS	1.10 REVIEW PBGC BRIEF AND REPLY (1.1) - 12
11/04/03 A ECKSTEIN	.10 RECEIVE AND REVIEW NOTICE OF TECHNICAL MODIFICATION OF PLAN - 12
11/04/03 J PRINCE	.30 REVIEW MONTHLY PROFORMA OF FEES AND EXPENSES; TELEPHONE ACCOUNTING REGARDING SAME (.3) - 7
11/05/03 J PRINCE	.20 RECEIVE AND REVIEW INVOICE FOR OCTOBER FEES AND EXPENSES (.2) - 7
11/06/03 M RICHARDS	.20 TELEPHONE CONFERENCE WITH D. JURY REGARDING PBGC APPEALS (.2) - 12
11/06/03 J PRINCE	.20 RETRIEVE INVOICE AND PROFORMA FOR OCTOBER FEES (.2) - 7
11/07/03 M RICHARDS	.20 TELEPHONE CONFERENCE WITH R. SABLE REGARDING APPEALS (.2) - 12
11/07/03 J PRINCE	.20 REVIEW REVISED INVOICE AND PROFORMA (.2) - 7
11/10/03 A ECKSTEIN	.20 REVIEW PBGC BRIEF ON APPEAL - 4
11/10/03 J PRINCE	2.50 FINAL REVIEW OF INVOICE; DRAFT MONTHLY FEE APPLICATION AND AFFIDAVIT FOR OCTOBER FEES; RETRIEVE AND DOWNLOAD COURT ORDER REGARDING SAME (2.5) - 7

SPECIAL METALS CORPORATION
FILE NUMBER: 116476-01600
INVOICE NO.: 553074

Dec 2, 2003 PAGE 2

11/11/03 M RICHARDS	.20	REVIEW FEE STATEMENT (.2) - 7
11/11/03 M RICHARDS	.60	REVIEW JOINT DESIGNATION REGARDING APPEAL (.2); REVIEW BRIEFS (.4) - 12
11/11/03 J PRINCE	1.00	FINAL REVISIONS OF FEE APPLICATION; UPDATE PAYMENT CHART (1.0) - 7
11/12/03 J PRINCE	.80	RECEIVE FINAL DRAFT OF FEE APPLICATION; PREPARE FOR SUBMISSION (.8) - 7
11/12/03 J PRINCE	.20	RECEIVE PAYMENT FOR AUGUST FEES; REVISE OCTOBER FEE APPLICATION (.2) - 7
11/13/03 M RICHARDS	.30	CONFERENCE WITH R. SABLE REGARDING APPEAL WITH PBGC (.3) - 12
11/20/03 J PRINCE	.50	E-MAIL CORRESPONDENCE WITH S. LUSK REGARDING FEE APPLICATION; SUBMIT OCTOBER FEE APPLICATION FOR FILING (.5) - 7
11/21/03 J PRINCE	.60	TELEPHONE CONFERENCE WITH S. LUSK REGARDING SUBMISSION OF FEE APPLICATION; TELEPHONE CONFERENCE WITH ACCOUNTING REGARDING INVOICE; DOCUMENT CONVERSION; COPY TO US TRUSTEE (.6) - 7
11/25/03 M RICHARDS	1.50	TELEPHONE CONFERENCE WITH R. SABLE REGARDING PBGC SETTLEMENT (.3); REVIEW PBGC SETTLEMENT AND MEMORANDUM TO COMMITTEE (1.2) - 12

TOTAL SERVICES

\$4,124.50

SUMMARY OF DISBURSEMENTS OF COUNSEL TO OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF SPECIAL METALS CORPORATION., ET AL.,
FOR THE PERIOD OF NOVEMBER 1, 2003 THROUGH NOVEMBER 30, 2003

Long Distance Telephone Calls	\$27.50
Reproduction of Documents	\$2.86
Travel Expenses: 9/24/03, Airfare (MER)	<u>\$483.50</u>
Total	\$513.86

EXHIBIT D

**OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF SPECIAL METALS CORPORATION, ET AL.,
SUMMARY DISBURSEMENTS
APRIL 15, 2002 THROUGH NOVEMBER 30, 2003**

Description	1st Interim April 15-2002- July 31, 2002	2nd Interim Aug 1, 2002- Nov 30, 2002	3rd Interim Dec 1, 2002- March 31, 2003	4th Interim April 1, 2003- July 31, 2003	5th Interim Aug 1, 2003- Nov 30, 2003	Total
Long Distance Telephone Calls	\$803.43	\$1,271.98	\$348.79	\$461.25	\$165.50	\$3,050.95
Facsimile	\$323.50	\$469.50	\$41.00	\$60.24	\$17.00	\$911.24
Conference Calls	\$147.01	\$0.00	\$448.05	\$110.41	\$130.49	\$835.96
Reproduction of Documents	\$1,036.96	\$2,322.86	\$444.72	\$1,509.20	\$170.28	\$5,484.02
Federal Express	\$27.72	\$0.00	\$0.00	\$38.50	\$72.53	\$138.75
Overnight Delivery	\$81.38	\$415.73	\$208.76	\$561.36	\$21.64	\$1,288.87
Special Mailing Charges	\$216.04	\$138.20	\$28.35	\$19.70	\$0.00	\$402.29
Computerized Research	\$1,925.25	\$255.93	\$51.00	\$1,288.73	\$1,732.85	\$5,253.76
Transportation (Taxis etc. Local and Out of Town)	\$744.81	\$477.91	\$509.08	\$122.46	\$242.86	\$2,097.12
Travel Expenses: Airfare; Train fare	\$5,114.08	\$1,292.00	\$2,185.00	\$0.00	\$889.50	\$9,480.58
Meals	\$438.81	\$74.45	\$1,161.96	\$16.00	\$91.79	\$1,783.01
Out-of-Town Lodging	\$346.98	\$0.00	\$156.40	\$0.00	\$119.73	\$623.11
Committee Meeting	\$1,006.70	\$0.00	\$0.00	\$0.00	\$0.00	\$1,006.70
Official Copies - Court Express.com	\$0.00	\$322.04	\$0.00	\$0.00	\$0.00	\$322.04
Docket Searches	\$0.00	\$0.00	\$7.27	\$26.69	\$0.00	\$33.96
Word Processing	\$0.00	\$0.00	\$0.00	\$20.00	\$70.00	\$90.00
Special Secretarial Services	\$0.00	\$0.00	\$0.00	\$17.50	\$0.00	\$17.50
	\$12,212.67	\$7,040.60	\$5,590.38	\$4,252.04	\$3,724.17	\$32,819.86

EXHIBIT E

OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF SPECIAL METALS CORPORATION, ET AL.,
SUMMARY DISBURSEMENTS REQUESTED FOR PERIOD FROM
AUGUST 1, 2003 THROUGH NOVEMBER 30, 2003

Long Distance Telephone Calls	\$165.50
Conference Calls	\$130.49
Facsimile	\$17.00
Overnight Mail	\$21.64
Federal Express	\$72.53
Reproduction of Documents	\$170.28
Word Processing	\$70.00
Computerized Research	\$1,732.85
Transportation (Hotel, Taxis, etc. Local and out of Town)	\$242.86
Transportation (Airfare)	\$889.50
Out-of-Town Lodging	\$119.73
Out-of-Town Meals	<u>\$91.79</u>
TOTAL	<u>\$3,724.17</u>