

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF KENTUCKY
ASHLAND DIVISION

In re:) Case Nos. 02-10335
SPECIAL METALS CORPORATION, et al.,) 02-10338
Plaintiff.) (Jointly Administered)
) Judge William S. Howard
)
)

**ORDER APPROVING FIFTH AND FINAL APPLICATION OF
BLANK ROME LLP FOR ALLOWANCE OF COMPENSATION AND EXPENSE
REIMBURSEMENT AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS (APRIL 15, 2002 THROUGH NOVEMBER 30, 2003)**

Upon the fifth and final application (the "Application") of Blank Rome, LLP, counsel for the Official Committee of Unsecured Creditors ("Blank Rome") for allowance of compensation and expense reimbursement, and it appearing that notice of said Application was appropriately served as designated in the Notice filed in the record, and no timely objections having been made to the Application, and it also appearing to the Court that the Application for allowance of compensation for professional services and expense reimbursement should be allowed as requested.

THEREFORE, IT IS HEREBY ORDERED AND ADJUDGED AS FOLLOWS:

1. Blank Rome is awarded a final reward of compensation for services rendered in the aggregate amount of \$660,818.75 and reimbursement of expenses in the aggregate amount of \$32,819.86, which final award includes:

(a) ratification of this Court's interim allowance of \$191,687.75 for professional compensation and \$12,212.67 for reimbursement of expenses incurred for the period from April 15, 2002 through and including July 31, 2002 (the "First Interim Period") by

Order dated October 24, 2002 (the “First Interim Order”) and payment of the holdback awarded in the First Interim Order in the amount of \$38,337.55;

(b) ratification of this Court’s interim allowance of \$136,939.50 for professional compensation and \$7,040.60 for reimbursement of expenses incurred for the period from August 1, 2002 through and including November 30, 2002 (the “Second Interim Period”) by Order dated February 14, 2003 (the “Second Interim Order”) and payment of the holdback awarded in the Second Interim Order in the amount of \$27,387.90;

(c) ratification of this Court’s interim allowance of \$127,088.00 for professional compensation and \$5,590.38 for reimbursement of expenses incurred for the period from December 1, 2002 through and including March 31, 2003 (the “Third Interim Period”) by Order dated June 24, 2003 (the “Third Interim Order”) and payment of the holdback awarded in the Third Interim Order in the amount of \$25,417.47;

(d) ratification of this Court’s interim allowance of \$124,379.50 for professional compensation and \$4,252.04 for reimbursement of expenses incurred for the period April 1, 2003 through and including July 1, 2003 (the “Fourth Interim Period”) by Order dated October 20, 2003 (the “Fourth Interim Order”) and payment of the holdback awarded in the Fourth Interim Order in the amount of \$26,002.87;

(e) a request for a final award in the amount of \$22,431.50 for professional compensation and \$203.63 for reimbursement of expenses incurred for the period August 1, 2003 through and including August 31, 2003 (the “August Period”);

(f) a request for a final award in the amount of \$48,915.00 for professional compensation and \$2,922.26 for reimbursement of expenses incurred for the period September 1, 2003 through and including September 30, 2003 (the “September Period”);

(g) a request for a final award in the amount of \$5,253.00 for professional compensation and \$84.42 for reimbursement of expenses incurred for the period October 1, 2003 through and including October 31, 2003 (the “October Period”);

(h) a request for a final award in the amount of \$4,124.50 for professional compensation and \$513.86 for reimbursement of expenses incurred for the period November 1, 2003 through and including November 30, 2003 (the “November Period”), and

(i) any further relief as this Court may deem appropriate.

2. The Debtors are authorized and directed to promptly pay to Blank Rome the amounts awarded herein, less any amounts previously paid to Blank Rome in accordance with this Court’s prior Orders.

Tendered By:

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/s/ Gregory D. Pavey

CO-COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS
OF SPECIAL METALS CORPORATION AND
ITS SUBSIDIARIES

Pursuant to Local Rule 90211(c) Gregory D. Pavey shall cause a copy of this Order to be served on each of the parties designated to receive this Order pursuant to Local Rule 9022-1 (a) and shall file with the court a certificate of service of the Order upon such parties, within ten (10) days hereof.

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***The affixing of this Court's electronic seal below is proof this document has been signed by the Judge and electronically entered by the Clerk in the official record of this case.***



**Signed By:**  
***William S. Howard***  
**Bankruptcy Judge**  
**Dated: Tuesday, March 16, 2004**  
**(wsh)**

Service List as of December 3, 2003

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| Paul Jones                         | HAS Commercial, Inc.                           |
| Ken Larson                         | Oneida County Industrial<br>Development Agency |
| Hugh Steward                       | James C. Oster                                 |
| D. Reichenecker                    | City of Princeton                              |
| Hans Schmidt                       | J. Chris Conrad                                |
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| Mike Barraclough                   | Dee Toffie                                     |
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| Securities and Exchange Commission | Carl A. Eklund                                 |
| Kentucky Revenue Cabinet           | Chester B. Salomon                             |
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| Robert J. Sidman                   |                                                |

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